

# ASX Announcement

15<sup>th</sup> December 2009

**Current Issued Capital**  
168,802,842 Ordinary Shares

**Market Capitalisation**  
at 35 cents \$59m

**Cash at Bank**  
\$3.9m



## INSTALLATION OF ACCOMMODATION VILLAGE OPTIONS EXERCISED

### Acquisition of Accommodation Units and Utility Buildings

A1 Minerals has recently agreed to install at its Laverton Operations a second hand accommodation village including an 80 person Kitchen and Dining complex.

Consideration for the purchase of the accommodation units and utility buildings, and including the installation of the units at site amounts to \$682,486. The purchase price is to be satisfied by payment of \$250,000 in cash with the balance being satisfied by the issue of 1,441,621 ordinary fully paid shares in two tranches at an agreed price of 30 cents each.

Directors have resolved to issue the first tranche of shares and have taken delivery of the camp to the Beta Mine site, the remainder of the shares will be issued as the second tranche in satisfaction of the transport and installation on practical completion of works.

### Option Exercise

Valid applications to exercise employee options have been received for 500,000 ordinary shares in the company on payment of 20 cents and 250,000 ordinary shares in the company on payment of 30 cents.

In addition 500,000 employee options have lapsed in accordance with their terms.

**A1 Minerals Limited**  
ABN 44 100 727 491

**ASX code: AAM**

Suite 34 , 25 Walters Drive,  
OSBORNE PARK  
Western Australia 6017

**Ph:** (618) 9244 1400

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info@a1minerals.com.au  
www.a1minerals.com.au

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An Appendix 3B setting out the details of both shares issues is attached together with a section 708A Notice in respect to the shares issued in part consideration for the accommodation units and associated buildings.

Yours sincerely,

John Williams

Managing Director - A1 Minerals Limited

For full reports and information go to A1 Minerals website: [www.a1minerals.com.au](http://www.a1minerals.com.au) or ASX Code: AAM

## BACKGROUND INFORMATION ON A1 MINERALS LIMITED

A1 Minerals Limited (A1) is an emerging Australian gold miner with its 100% owned BrightStar Gold Project currently in development. The BrightStar is situated in the highly prospective Laverton district in the Eastern Goldfields of Western Australia, a frontier for new gold deposits, some of which have become world class mines, including Barrick's Wallaby/Granny Smith and AngloGold Ashanti's Sunrise Dam gold operations. Since successfully listing on the ASX in December 2003, A1 Minerals (ASX: AAM) has grown its assets through prudent acquisition and successful exploration to a total ground holding of more than 2500 square kilometers; JORC Resources of more than 1.7Moz gold including JORC Reserves of more than 150,000oz gold; and its own gold treatment plant currently under construction. The BrightStar Gold Project is scheduled to be in production in December 2009 and planned to produce a minimum of 30,000oz gold per annum for at least 4 years.

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Rule 2.7, 3.10.3, 3.10.4, 3.10.5

## Appendix 3B

### New issue announcement, application for quotation of additional securities and agreement

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

A1 MINERALS LIMITED

ABN

44 100 727 491

We (the entity) give ASX the following information.

#### Part 1 - All issues

*You must complete the relevant sections (attach sheets if there is not enough space).*

- |   |                                                                                                                                                                                                                                              |                            |
|---|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------|
| 1 | +Class of +securities issued or to be issued                                                                                                                                                                                                 | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | 1,583,333                  |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) |                            |

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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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| 4           | <p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>• the date from which they do</li><li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul> | Yes                                                                                                                                                                                                                             |        |                    |             |                            |
|-------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------------------|-------------|----------------------------|
| 5           | Issue price or consideration                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <p>a) in respect of 1,083,333 ordinary shares 30 cents each.</p> <p>b) in respect of 500,000 ordinary shares 20 cents each.</p>                                                                                                 |        |                    |             |                            |
| 6           | Purpose of the issue<br>(If issued as consideration for the acquisition of assets, clearly identify those assets)                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <p>a) 833,333 Shares issued as part consideration for the purchase of accommodation units and utility buildings acquired for the Brightstar Gold Project mine site.</p> <p>b) 750,000 shares issued on exercise of options.</p> |        |                    |             |                            |
| 7           | Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 15 December 2009                                                                                                                                                                                                                |        |                    |             |                            |
| 8           | Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>170,386,175</td><td>Ordinary fully paid shares</td></tr></table>                                                                                               | Number | <sup>+</sup> Class | 170,386,175 | Ordinary fully paid shares |
| Number      | <sup>+</sup> Class                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                                                                 |        |                    |             |                            |
| 170,386,175 | Ordinary fully paid shares                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                                                                 |        |                    |             |                            |

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<sup>+</sup> See chapter 19 for defined terms.

|    | Number                                                                                                      | +Class                                                         |
|----|-------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|
| 9  | Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable) |                                                                |
|    | 9,000,000                                                                                                   | Options expiring 31 December 2009 exercisable at 35 cents each |
|    | 700,000                                                                                                     | Options expiring 30 June 2010 exercisable at 30 cents each     |
|    | 3,000,000                                                                                                   | Options expiring 31 December 2010 exercisable at 30 cents each |
|    | 775,000                                                                                                     | Options expiring 31 December 2009 exercisable at 30 cents each |
|    | 5,000,000                                                                                                   | Options expiring 31 May 2010 exercisable at 20 cents each      |
|    | 5,500,000                                                                                                   | Options expiring 30 November 2011 exercisable at 20 cents each |
|    | 1,800,000                                                                                                   | Options expiring 23 February 2012 exercisable at 20 cents each |
| 10 | Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)          | N/A                                                            |

**Part 2 - Bonus issue or pro rata issue**

|    |                                                  |     |
|----|--------------------------------------------------|-----|
| 11 | Is security holder approval required?            | N/A |
| 12 | Is the issue renounceable or non-renounceable?   | N/A |
| 13 | Ratio in which the +securities will be offered   | N/A |
| 14 | +Class of +securities to which the offer relates | N/A |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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|    |                                                                                                                                                                                                                                                   |     |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 15 | <sup>+</sup> Record date to determine entitlements                                                                                                                                                                                                | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?                                                                                                                                                | N/A |
| 17 | Policy for deciding entitlements in relation to fractions                                                                                                                                                                                         | N/A |
| 18 | <p>Names of countries in which the entity has <sup>+</sup>security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross reference: rule 7.7.</p> | N/A |
| 19 | Closing date for receipt of acceptances or renunciations                                                                                                                                                                                          | N/A |
| 20 | Names of any underwriters                                                                                                                                                                                                                         | N/A |
| 21 | Amount of any underwriting fee or commission                                                                                                                                                                                                      | N/A |
| 22 | Names of any brokers to the issue                                                                                                                                                                                                                 | N/A |
| 23 | Fee or commission payable to the broker to the issue                                                                                                                                                                                              | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders                                                                                                                   | N/A |
| 25 | If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting                                                                                                                                                    | N/A |

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<sup>+</sup> See chapter 19 for defined terms.

|    |                                                                                                                                                             |     |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled                                        | N/A |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A |
| 28 | Date rights trading will begin (if applicable)                                                                                                              | N/A |
| 29 | Date rights trading will end (if applicable)                                                                                                                | N/A |
| 30 | How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?                                                               | N/A |
| 31 | How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?                                    | N/A |
| 32 | How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?                                                       | N/A |
| 33 | <sup>+</sup> Despatch date                                                                                                                                  | N/A |

**Part 3 - Quotation of securities**

*You need only complete this section if you are applying for quotation of securities*

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<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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34 Type of securities  
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

*Tick to indicate you are providing the information or documents*

35 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders

36 ☐ If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37 ☐ A copy of any trust deed for the additional <sup>+</sup>securities

#### Entities that have ticked box 34(b)

|                                                                    |     |
|--------------------------------------------------------------------|-----|
| 38 Number of securities for which <sup>+</sup> quotation is sought | N/A |
|--------------------------------------------------------------------|-----|

|                                                                   |     |
|-------------------------------------------------------------------|-----|
| 39 Class of <sup>+</sup> securities for which quotation is sought | N/A |
|-------------------------------------------------------------------|-----|

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<sup>+</sup> See chapter 19 for defined terms.



| 40     | <p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul> | N/A                                                                                                                                                                                                                                                                                           |        |                    |  |  |
|--------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------------------|--|--|
| 41     | <p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>                                                                                                                                                                                                                                                                                                                                                                          | N/A                                                                                                                                                                                                                                                                                           |        |                    |  |  |
| 42     | <p>Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (<i>including</i> the securities in clause 38)</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;"><sup>+</sup>Class</th> </tr> </thead> <tbody> <tr> <td style="height: 100px;"></td> <td></td> </tr> </tbody> </table> | Number | <sup>+</sup> Class |  |  |
| Number | <sup>+</sup> Class                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                               |        |                    |  |  |
|        |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                               |        |                    |  |  |

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<sup>+</sup> See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

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#### Quotation agreement

1      <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>securities on any conditions it decides.

2      We warrant the following to ASX.

- The issue of the <sup>+</sup>securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those <sup>+</sup>securities should not be granted <sup>+</sup>quotation.
- An offer of the <sup>+</sup>securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any <sup>+</sup>securities to be quoted and that no-one has any right to return any <sup>+</sup>securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.
- If we are a trust, we warrant that no person has the right to return the <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>securities be quoted.

3      We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4      We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before <sup>+</sup>quotation of the <sup>+</sup>securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: ..... Date: 15 December 2009  
(Director/Company secretary)

Print name: .Mark Pitts.....  
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+ See chapter 19 for defined terms.

# ASX Announcement

15<sup>th</sup> December 2009



## Notice Under Section 708A(5)

We refer to the announcement released to ASX on 15 December 2009 concerning the issue of 833,333 ordinary fully paid shares as part consideration for the acquisition of accommodation units for the Company's BrightStar Gold Project.

The Company gives this notice pursuant to Section 708A(5)(e) of the Corporations Act 2001 (Cth) ("Act").

The shares were issued without disclosure to investors under Part 6D.2, in reliance on Section 708A(5) of the Act.

The Company, as at the date of this notice has complied with:

- (a) the provisions of Chapter 2M of the Corporations Act as they apply to A1; and
- (b) Section 674 of the Corporations Act.

As at the date of this notice there is no excluded information for the purposes of Sections 708A(7) and (8) of the Act.

Yours faithfully  
By order of the Board

**MARK PITTS**  
Company Secretary

**A1 Minerals Limited**  
ABN 44 100 727 491

**ASX code: AAM**

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