

Appendix 3B

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

Name of entity

Image Resources NL

ABN

57 063 977 579

We (the entity) give ASX the following information.

Part 1 - All issues

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	40,000
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)	
4	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes
5	Issue price or consideration	25.0 cents per share

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	The shares were issued pursuant to the valid exercise of options due to be exercised on or before 26.8.2006 at \$0.25 each											
7	Dates of entering securities into uncertificated holdings or despatch of certificates	31 January 2006											
8	Number and class of all securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>Class</th></tr><tr><td>59,831,620</td><td>Ordinary fully paid shares</td></tr><tr><td>14,119,858</td><td>Options expiring 25 August 2006</td></tr></table>	Number	Class	59,831,620	Ordinary fully paid shares	14,119,858	Options expiring 25 August 2006					
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59,831,620	Ordinary fully paid shares												
14,119,858	Options expiring 25 August 2006												
9	Number and class of all securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>Class</th></tr><tr><td>1,850,000</td><td>Options exercisable on or before 27.11.2008 at \$0.335 per option</td></tr><tr><td>2,000,000</td><td>Options exercisable on or before 26.11.2009 at \$0.39 per option</td></tr><tr><td>2,000,000</td><td>Options exercisable on or before 21.11.2010 at \$0.37 per option</td></tr><tr><td>1,035,000</td><td>Employee Options exercisable on or before 4.7.2007 at \$0.25 per option</td></tr></table>	Number	Class	1,850,000	Options exercisable on or before 27.11.2008 at \$0.335 per option	2,000,000	Options exercisable on or before 26.11.2009 at \$0.39 per option	2,000,000	Options exercisable on or before 21.11.2010 at \$0.37 per option	1,035,000	Employee Options exercisable on or before 4.7.2007 at \$0.25 per option	
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1,035,000	Employee Options exercisable on or before 4.7.2007 at \$0.25 per option												
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

No Issues to be advised

- | | | |
|----|---|--|
| 11 | Is security holder approval required? | |
| 12 | Is the issue renounceable or non-renounceable? | |
| 13 | Ratio in which the *securities will be offered | |
| 14 | *Class of *securities to which the offer relates | |
| 15 | *Record date to determine entitlements | |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 | Policy for deciding entitlements in relation to fractions | |
| 18 | Names of countries in which the entity has *security holders who will not be sent new issue documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 | Closing date for receipt of acceptances or renunciations | |

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	
25	If the issue is contingent on +security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

Part 3 - Quotation of securities

34 Type of securities
(tick one)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

NO NEW CLASS OF SECURITIES BEING FORMED

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

36 ☐ If the +securities are +equity securities, a distribution schedule of the additional +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 +securities

Entities that have ticked box 34(b)

NOT REQUIRED TO BE COMPLETED

38 Number of securities for which
+quotation is sought

39 Class of +securities for which
quotation is sought

40	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment						
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)						
42	Number and *class of all *securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"> <thead> <tr> <th data-bbox="798 1041 1093 1086">Number</th> <th data-bbox="1093 1041 1388 1086">*Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="798 1086 1093 1267"></td> <td data-bbox="1093 1086 1388 1267"></td> </tr> </tbody> </table>	Number	*Class			
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Quotation agreement

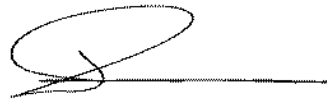
- 1 Quotation of our additional securities is in ASX's absolute discretion. ASX may quote the securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those securities should not be granted quotation.
 - An offer of the 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.
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any securities to be quoted and that no-one has any right to return any securities to be quoted under sections 737,

738 or 1016F of the Corporations Act at the time that we request that the securities be quoted.

- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the securities to be quoted, it has been provided at the time that we request that the securities be quoted.
- If we are a trust, we warrant that no person has the right to return the securities to be quoted under section 1019B of the Corporations Act at the time that we request that the 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 quotation of the 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:



(Company secretary)

Date: 31 January 2006

Print name:

Rudolf Tieleman