



THUNDELARRA
EXPLORATION LTD

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9 March 2004

Thundelarra Exploration Ltd
ABN 74 950 465 654
ARBN 085 782 994
ASX THX

Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

Electronic Lodgement

Dear Sir/Madam

APPENDIX 3B - DIRECTORS AND EMPLOYEE OPTIONS

We enclose an Appendix 3B in respect to the issue of unquoted options granted to:

- (i) Directors pursuant to Listing Rules 7.1 and 10.14 of the Listing Rules of ASX, Section 208 of the Corporations Act 2001, Thundelarra Employee Share Incentive Option Plan and shareholder approval at Annual General Meeting on 27 February 2004; and
- (ii) Employees pursuant to Listing Rules 7.1 and 10.14 of the Listing Rules of ASX and the Thundelarra Employee Share Incentive Option Plan.

Yours faithfully
THUNDELARRA EXPLORATION LTD

Frank DeMarte
EXECUTIVE DIRECTOR

Encl:

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

Appendix 3B

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.

Name of entity

THUNDELARRA EXPLORATION LTD

ARBN

085 782 994

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 | (i) & (ii) Unquoted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | (i) 1,650,000 (ii) 320,000 |
| 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) | (i) & (ii) The unquoted options are exercisable at \$0.70 per option on or before 26 February 2009 |

+ See chapter 19 for defined terms.

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

(i) & (ii) No, the options will not rank equally in any respects from the date of allotment with the existing class of quoted securities unless the options are exercised.

5 Issue price or consideration

(i) & (ii) The options were issued for no consideration.

6 Purpose of the issue
(If issued as consideration for the acquisition of assets, clearly identify those assets)

(i) Granting of options to Directors pursuant to Listing Rules 7.1 and 10.14 of ASX, Section 208 of the Corporations Act and the Thundelarra Employee Share Incentive Option Plan.

(ii) Granting of options to Employees pursuant to Listing Rule 7.1 of ASX and the Thundelarra Employee Share Incentive Option Plan.

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

5 March 2004

| | Number | +Class |
|-----------------------------------------------------------------------------------------------------------|------------|--------------------------------------------------------|
| 8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable) | 66,589,751 | Ordinary Shares |
| | 3,442,644 | Options expiring 30 April 2005 exercisable at A\$0.23. |

+ See chapter 19 for defined terms.

| | Number | +Class |
|-----------------------------------------------------------------------------------------------------------------------|----------------|-----------------------------------------------------------|
| 9 Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable) | 1,975,000 | Options expiring 28 February 2007 exercisable at A\$0.50. |
| | 422,000 | Options expiring 28 April 2004 exercisable at A\$0.68. |
| | 181,250 | Options expiring 30 April 2004 exercisable at A\$0.68. |
| | 1,480,000 | Options expiring 28 March 2008 exercisable at A\$0.35. |
| | 11,000,000 | Options expiring 20 November 2007 exercisable at A\$0.68. |
| | 1,970,000 | Options expiring 26 February 2009 exercisable at A\$0.70. |
| 10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) | Not Applicable | |

Part 2 - Bonus issue or pro rata issue

| | |
|-----------------------------------------------------|----------------|
| 11 Is security holder approval required? | Not Applicable |
| 12 Is the issue renounceable or non-renounceable? | Not Applicable |
| 13 Ratio in which the +securities will be offered | Not Applicable |
| 14 +Class of +securities to which the offer relates | Not Applicable |
| 15 +Record date to determine entitlements | Not Applicable |

+ See chapter 19 for defined terms.

| | | |
|----|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------|
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | Not Applicable |
| 17 | Policy for deciding entitlements in relation to fractions | Not Applicable |
| 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> | Not Applicable |
| 19 | Closing date for receipt of acceptances or renunciations | Not Applicable |
| 20 | Names of any underwriters | Not Applicable |
| 21 | Amount of any underwriting fee or commission | Not Applicable |
| 22 | Names of any brokers to the issue | Not Applicable |
| 23 | Fee or commission payable to the broker to the issue | Not Applicable |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders | Not Applicable |
| 25 | If the issue is contingent on ⁺ security holders' approval, the date of the meeting | Not Applicable |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | Not Applicable |
| 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 | Not Applicable |
| 28 | Date rights trading will begin (if applicable) | Not Applicable |
| 30 | How do ⁺ security holders sell their entitlements <i>in full</i> through a | Not Applicable |

+ See chapter 19 for defined terms.

| | |
|-----------------------------------------------------------------------------------------------------------------|----------------|
| broker? | |
| 31 How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | Not Applicable |
| 32 How do *security holders dispose of their entitlements (except by sale through a broker)? | Not Applicable |
| 33 *Despatch date | Not Applicable |

Part 3 - Quotation of securities

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

34 Type of securities
(tick one)

(a) Securities described in Part 1 (i)

(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

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

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

(now go to 43)

Entities that have ticked box 34(b)

+ See chapter 19 for defined terms.

| 38 | Number of securities for which *quotation is sought | Not Applicable | | | | |
|--------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------|--------|---|---|
| 39 | Class of *securities for which quotation is sought | Not Applicable | | | | |
| 40 | <p>Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 | Not Applicable | | | | |
| 41 | <p>Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another security, clearly identify that other security)</p> | Not Applicable | | | | |
| 42 | Number and *class of all *securities quoted on ASX (including the securities in clause 38) | <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">*Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> </tr> </tbody> </table> | Number | *Class | - | - |
| Number | *Class | | | | | |
| - | - | | | | | |

(now go to 43)

All entities

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

+ See chapter 19 for defined terms.

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

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.

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 +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:
Executive Director

Date: 9 March 2004

Print name: FRANK DeMARTE

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+ See chapter 19 for defined terms.