BURDEKIN

**Burdekin Pacific Limited**
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*Enquiries regarding this announcement can be directed to either:*

**Mr Jerome G Vitale**
Director and
Chief Executive Officer

*or*

**Ms Susan J Field**
Executive Director and
Company Secretary

Phone +61 8 9322 6045

**ASX Code:** "BKS"

*e-lodgement*
*17 pages*

**10 August 2004**

## Share Purchase Plan Offer and Extract from Report for the Quarter Ended 30 June 2004

Please find the two following documents:

1 Share Purchase Plan Offer; and
2 Extract from Activities Report for Quarter Ended 30 June 2004.

Yours faithfully

**Susan J Field**
**Director and Company Secretary**

BURDEKIN PACIFIC LIMITED

ABN: 66 059 326 519

# Share Purchase Plan

Date of Offer: 11 August 2004

Closing Date: 6 September 2004

10 August 2004

**Dear Shareholder,**

## Offer to Participate in Share Purchase Plan (up to $4,800 or 300,000 shares per shareholder, at 1.6 cents per Share);

**Closing Date 6 September 2004**

This is an offer to you as a shareholder of Burdekin Pacific Limited ("**Burdekin**" or the "**Company**") to purchase additional fully paid ordinary shares in Burdekin ("**Shares**") under the terms and the conditions of Burdekin's Share Purchase Plan ("**Plan**")

This letter and the enclosed Application Form set out the terms and conditions of the Offer. By accepting the Offer to purchase Shares under the Plan, you will have agreed to be bound by these terms and conditions.

If fully subscribed the Offer will raise $1,363,200 for the Company.

**Drilling to Continue at Mt Kasi Gold Project**

The Company commenced a drilling programme at Mt Kasi in February 2004 and has since reported favourable results that suggest an increase in gold resources and reserves is likely upon completion of the programme. The Company's strategy is to continue the drilling programme to a point where sufficient reserves have been delineated to justify a commercial decision to mine.

Presently a gold resource of 300,000 ounces has been delineated, within which proved and probable reserves of 167,000 ounces have been identified – refer 2003 Annual Report at page 17 and lodged with ASX on 22 October 2003. The Directors believe that a decision to mine can be considered once reserves have increased to at least 250,000 ounces.

*Information on the Mt Kasi project can be found at our website at **www.burdekinpacific.com.au**. See also attached extract from the Company's ASX Report for the quarter ended 30 June 2004.*

This initiative, together with any funds raised from any share issue completed pursuant to the approval of shareholders at the general meeting held on 14 May 2004 (together with any waivers that may be granted by the ASX for extensions applied for by the Company for the completion of any issue) will provide the capital required to fund exploration and project development programmes, mine care and maintenance costs and meet ongoing working capital requirements.

Shareholders at the recent meeting expressed a desire to be included in any offer of Shares made by the Company. The Board equally believes that existing shareholders should have the opportunity to further participate in the future of the Company and by subscribing for Shares under the Plan shareholders are afforded the opportunity to do so.

Under the Plan, **Shareholders will be able to invest up to $4,800 to subscribe for a maximum of 300,000 Shares at 1.6 cents each.**

**Advantages of Subscribing to Share Purchase Plan**

The Directors see the following advantages to shareholders (particularly small shareholders) in subscribing for Shares under the Plan:

- small shareholders may 'top up' their holdings to a marketable parcel;
- many shareholders invested in Burdekin at a higher price than the current market price of Burdekin. The Plan gives those shareholders a chance to reduce the average cost of their shares in the Company, whilst increasing their holding;
- no brokerage or transaction costs are payable on Shares subscribed for under the Plan;
- the issue price is at a discount to the recent trading price of Shares on the Australian Stock Exchange; and
- there is no minimum shareholding requirement to qualify for participation in the Plan.

**Minimum and Maximum Number of Shares to be Issued Under the Plan.**

The **minimum** number of shares that can be issued to individual shareholders under the Plan is 30,000 Shares, which is equivalent to $480 worth of Shares. The **maximum** number of Shares that can be issued to individual shareholders is 300,000 Shares, which is equivalent to $4,800 worth of Shares. Shareholders may subscribe to the minimum 30,000 Shares for $480 with additional increments of $480 up to the $4,800 maximum.

**The total number of Burdekin shares to be issued under the Plan is up to 85,200,000 Shares.** Should applications be received in excess of this amount, they will be "scaled back" on a pro rata basis.

The Plan has been designed to allow eligible shareholders to purchase Burdekin Shares at a price, subject to market fluctuations, which is at a discount to the market price.

***You are eligible to participate in the Plan if you were a registered holder of Shares as at the close of business on Monday 9 August 2004, with a registered address in Australia or New Zealand. The Directors of the Company have determined that it is not practical for Shareholders in other jurisdictions to participate in the Plan.***

The price for each Share under the Plan is 1.6 cents. The price has been calculated at a discount of approximately 16% to the weighted average market price of Burdekin Shares quoted on the Australian Stock Exchange during the period of 5 trading days immediately prior to the date of announcement of this Offer.

*If you are eligible to purchase Shares under the Plan you may accept the Offer for either 300,000 Shares or a lesser number of Shares as nominated by you, in multiples of 30,000 shares.* The maximum number of 300,000 shares will apply even if you receive more than one Offer from the Company (for example you are a joint holder of Shares or because you hold more than one shareholding under separate share accounts). The Company reserves the right to reject any application for Shares where it believes this rule has not been complied with.

The Plan is designed to allow eligible Shareholders to purchase Shares at a price discounted to the market price. The market price of Burdekin Shares may rise or fall between now and the date when Shares are issued in accordance with the Plan. If the market price of Shares falls, the subscription price of the Burdekin Shares to be issued pursuant to this Offer may no longer be at a discount to the market price.

The Offer under the Plan is *non-renounceable*. This means that you cannot transfer your right to purchase Shares under the Offer to anyone else.

Shareholders should note that the shares offered under the Plan are speculative in nature.

All new Shares issued under the Plan will rank equally with existing fully paid ordinary shares in the Company and will carry the same voting rights, dividend rights and other entitlements as at the allotment date.

It is anticipated that the Shares allotted to you under the Plan will be issued on or about 9 September 2004. The Company, however, reserves the right to extend the closing date of the Share Purchase Plan if it believes it desirable to do so.

To purchase Shares under the Plan, please complete and **sign** the enclosed ***Share Purchase Plan Application Form*** and return it, together with your cheque or credit card details for the purchase price for the number of shares you wish to acquire, in the **enclosed** reply paid envelope at the following address (refer also to details on the application form for information on how to complete your application).

Computershare Investor Services Pty Ltd
Level 2, 45 St Georges Terrace
Perth WA 6000

Cheques must be made payable to ***"Burdekin Pacific Share Purchase Plan".***

Applications must be received **by 5.00 pm Monday 6 September 2004**. If the exact amount of money is not tendered with the Acceptance Form, the Company reserves the right to disregard your application and not allot any Shares to you, or alternatively issue the number of Shares that corresponds with the payment tendered.

If you have any questions in respect of the Plan, please contact Company Secretary **Susan Field** on:

Telephone: (+61 8) 9322 6045
Facsimile: (+61 8) 9415 2221
Email: sue.field@burdekinpacific.com.au

**These dates are indicative only. The Company may vary the dates and times of this Offer without notice. Accordingly, shareholders are encouraged to submit their Application Form as early as possible.**

Yours faithfully

**Jerome G Vitale**
**Director and Chief Executive**

**Enc. Share Purchase Plan Share Application Form**
**"Reply Paid" Envelope**
**Extract from 30 June 2004 Quarterly Report**

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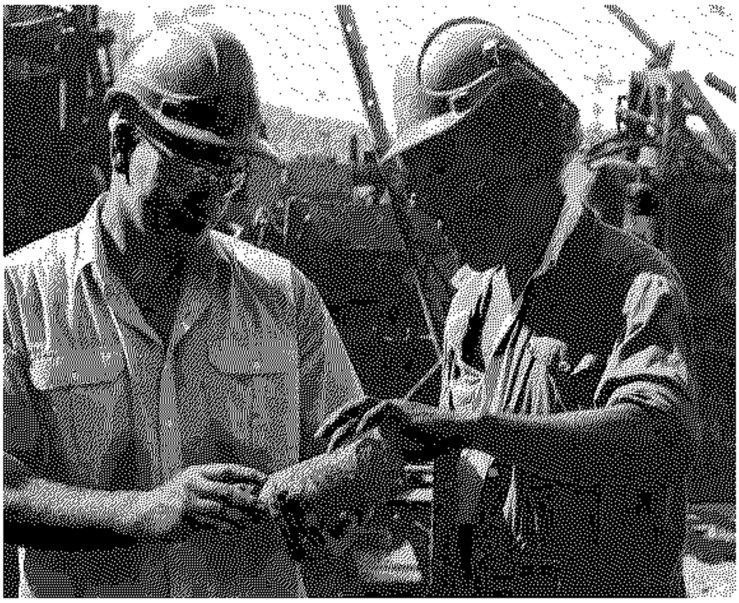


# Extract from Report for the Quarter Ending 30 June 2004

**30 July 2004**

**Report for the Quarter Ending 30 June 2004**

## Mt Kasi Gold Project

- drilling confirms Mt Kasi epithermal lode system is open to the north as well as to the south
- down-dip potential of the lode system is considerably enhanced to the south
- higher grade gold zones identified at Mineral Hill deposit likely to increase conversion of resources to reserves
- drilling at Kasi North prospect, 300 metres north of Mineral Hill, suggests mineralisation is continuous through to the Paro Prospect, some 550 metres north of Mineral Hill
- drilling confirms gold mineralisation at Vuniroro Lalai Prospect, 900 metres to the north of Mineral Hill Deposit
- new parallel lode structure west of main Mineral Hill lode to be drill tested.

## Corporate

- appointment of non executive director and resignation of two non executive directors
- shares held for resale sold
- shareholders approve share placement
- royalties received from Far Fanning Project.

Enquiries regarding this announcement can be directed to either:

**Mr Jerome G Vitale**
Director and
Chief Executive Officer
or
**Ms Susan J Field**
Executive Director and
Company Secretary

Phone +61 8 9322 6045

**ASX Code: "BKS"**

# 1.0 Exploration Activities

## 1.1 Mt Kasi Drilling Programme

Diamond and Reverse Circulation Drilling (RC) since February 2004 has confirmed the Mt Kasi epithermal gold bearing lode system is open along strike to the north and south from the preliminary 670 metre-long pit design. The recent Kasi South drilling completed by Burdekin has considerably enhanced the down-dip potential of the gold lode system and the likelihood of significant mineralisation in the anomalous areas remaining to be drilled in the current programme 1,100m south of Mineral Hill (see **Figure 1**).

A new parallel lode in the Mineral Hill line of strike encompasses both the **Mbete** and **Nakoi** anomalies, and now appears to be an extension of the **Sala** and **Kasi Cliff** gold bearing lode system, 200m west of **Mineral Hill**. Drilling of this new lode is in progress at the Mbete prospect.

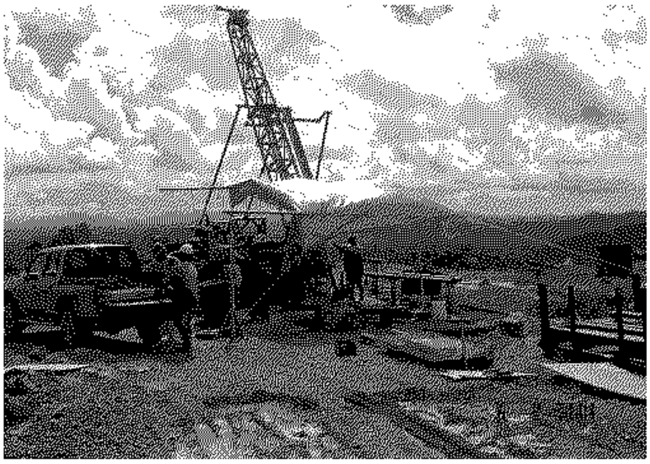
**Figure 1** illustrates the location of several of the recent significant drill intercepts. **Figure 2** illustrates several significant intercepts on selected Mineral Hill cross sections. **Figure 3** illustrates anomalous gold zones, south of the Mineral Hill deposit, intended to be drilled during the September 2004 quarter.

The new drill hole intercepts confirm and extend the interpreted ore zone, and demonstrate consistency of the shallow higher-grade breccia-hosted gold ore body. Longitudinal section compilation (refer **Figure 4**) confirms that significant down-depth ore potential exists at Mineral Hill. The remaining holes to be drilled are restricted to depths of less than 150m to maximise resource conversion to reserve. Current drilling has confirmed the presence of easily mineable remnant eluvial ore, north of Mineral Hill deposit.

To date approximately 3,500 metres of the planned 10,000 metres drill programme has been completed. Of this drilling, approximately 800 metres have been PQ sized diamond drill core and the balance reverse circulation (RC) drilling.

**Mineral Hill Deposit**

RC drilling results from the Mineral Hill Deposit confirms high grade gold mineralisation in the northernmost part of the pit design area. The high grade intersections exceed expectations in the definition of gold mineralisation in this area. In particular high-grade gold mineralisation intersected in hole MHRC064 and redrill hole MHRC064A indicated new gold mineralisation and is expected to increase the mineable gold resource.



Setting up drilling rig at Mineral Hill deposit

The available drilling results from cross-section 4900mN to 5100mN indicate the gold resource with a high degree of confidence and that a significant proportion of previously inferred material will now report in the measured category. Drilling has also improved the geological understanding of the deposit.

**Mineral Hill infill Reverse Circulation drilling intercept highlights**

| | |
|---|---|
| MHRC 051 | - 5m at 2.27 g/t Au from 2m |
| MHRC 054 | - 35m @ 4.16 g/t Au from 4m |
| MHRC 055 | - 11m at 1.97 g/t Au from 7m |
| MHRC 056 | - 4m at 3.24 g/t Au from 1m |
| MHRC 057 | - 7m at 2.19 g/t Au from 34m |
| MHRC 059 | - 9m at 1.76 g/t Au from 7m and<br>- 3m at 4.23 g/t Au from 30m |
| MHRC 060 | - 10m @ 4.1 g/t Au from 46m |
| MHRC 061 | - 11m @ 3.0 g/t Au from 53m |
| MHRC062 | - 12m @ 5.74 g/t Au from 37m |
| MHRC064 | - 17m @ 4.62 g/t Au from 19m |
| MHRC064A | - 16m @ 4.39 g/t Au from 16m, and<br>- 10m @ 1.34 g/t Au from 42m |
| MHRC066 | - 13m @ 2.11 g/t Au from 44m |
| MHRC068 | - 6m @ 1.87 g/t Au from 13m |
| MHRC069 | - 4m @ 4.29 g/t Au from 11m |

**Mineral Hill infill PQ diamond drilling intercept highlights**

| | |
|---|---|
| MHDD002 | - 13.0m @ 1.74 g/t Au from 59.0m |
| MHDD003 | - 5.65m @ 2.14 g/t Au from 22.0m<br>- 2.1m @ 9.38 g/t Au from 30.7m* |
| | **hole abandoned due to drilling conditions* |

The **35 metre intersection of 4.16g/t Au from 4 metres** (true width 25 metres) in hole MHRC 054 is west of the main lode system (**Figures 1 & 2**). This drill intercept is significant in terms of width and grade and that the intercept correlates to several other adjacent intersections confirming a sub-horizontal higher grade zone. This area is expected to increase the resource tonnage and contained ounces.

In addition several other shallow Mineral Hill drilling intercepts included are from the up-dip portion of the deposit, potentially confirming a low mining strip ratio.

### Kasi South

Initial results from diamond drilling conducted in February to April 2004, confirm that gold mineralisation extends at least 200 metres south of the preliminary pit design. Mineral Hill style silicification and brecciation have been intersected at Kasi South in association with significant gold mineralisation confirming that the epithermal gold lode system remains open to the south (**Figure 1**).

Diamond dril core at Kasi south

Company geologists are particularly encouraged by the continuity and style of Kasi South gold mineralisation. A twenty metre-wide sulphide rich breccia, associated with the significant gold values in drill holes KADD005, 006, 008 & 009, is noted at relative levels 120 metres below the Mineral Hill gold mineralisation. (**Figures 1 & 2**). These gold mineralised trends support the Company's current geological interpretation that the Mt Kasi epithermal lode system is much larger and extends to deeper levels than previously thought. In particular, the southern portion of the project area remains mainly untested. Drill hole KADD007 was added to the current programme to test the depth potential of the Kasi South mineralisation on cross-section 4353mN. The hole was terminated prior to reaching the 300 metre deeper target zone. The Company intends to re-enter and extend this hole at a later date.

**Kasi South PQ Diamond Drilling highlights – strike extension**

| | |
|---|---|
| KADD001 | - 4.0m @ 1.68g/t from 4.0m |
| KADD006 | - 13.0m @ 2.00 g/t from 41.5m<br>*including 4.0m @ 2.74g/t from 41.5m and 6m @ 2.11g/t from 46.5m* |
| KADD003 | - 3.0m @ 2.68 g/t from 15m |
| KADD008 | - 9.5m @1.90 g/t Au from 22.5m |
| KADD004 | - 2.0m @ 2.06 g/t from 36.5m |
| KADD009 | - 13.5m @ 2.65 g/t Au from 53.5m<br>*including 4.0 m @4.56g/t Au from 53.5m* |
| KADD005 | - 5.0m @ 2.59 g/t from 24.5m |
| KADD010 *infill & dip extension* | - 3.25m @ 1.57 g/t Au from 34.25m |

These new drill results support detailed geological mapping work undertaken by the Company during the past two years that indicates the presence of untested siliceous epithermal lodes coinciding with strongly gold anomalous soil auger geochemical values extending 1,100 metres south of Kasi South.

In the current programme the maximum depth drilled at Kasi South is 77 metres in hole KADD009. This hole terminated in gold mineralisation (1.83g/t). Hole KADD006 also terminated in gold mineralisation at a depth of 61 metres after drilling stability problems. Further drilling is planned to test the continuity and gold grade south along strike and at depth.

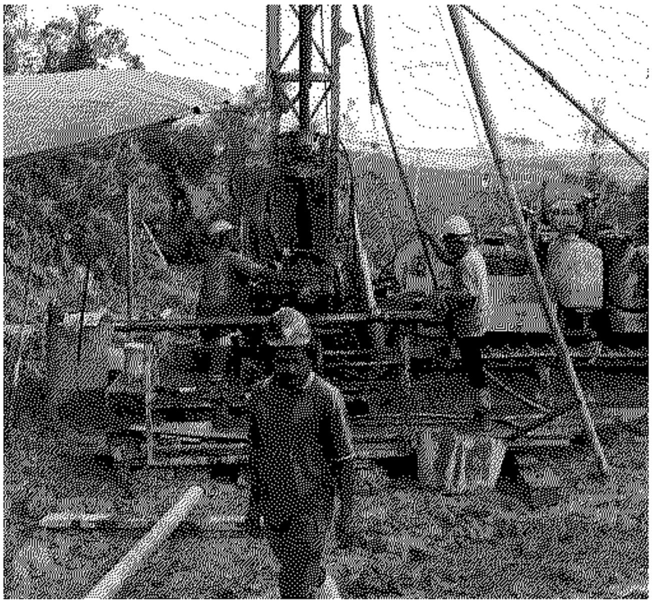
Unseasonal rain was experienced throughout the June quarter. This delayed the construction and upgrading of access tracks and drill pads required in the Mbete and Nakoi target zones. Initial drilling is now underway at the first of these two prospects.

### Kasi North

Drilling at **Kasi North** has delineated a small shallow breccia-hosted ore zone 200 metres along strike from the Mineral Hill Deposit. In addition the drilling intersected a small eluvial resource on the western flank.

Highlights of RC drilling at Kasi North are intercepts of **10m @1.65 g/t Au from surface**, intersected in hole KNRC012 on section 5450mN and **3m @5.01g/t Au from 23m** in hole KNRC008 on section 5375mN.

It now appears likely that the Kasi North gold mineralisation will be continuous through to the **Paro Prospect**, some 250m further north of hole KNRC012 (refer Figure 1). The zone between Kasi North and Paro Prospects will now be targeted for future infill drilling.



Diamond rig at 4350m N Kasi South

**Vuniroro Lalai Prospect**

**Vuniroro Lalai** prospect is located some 900 metres north of the Company's 1998 preliminary pit design for the Mineral Hill Deposit. The initial "discovery" hole at Vuniroro Lalai, Diamond Hole VLDD001, intersected significant alteration for much of its length, with an anomalous low-grade true width intercept of 27.5 metres of 0.50g/t Au from 6 metres. This intercept is considered to be a very encouraging result for a first hole into the zone, confirming the gold lode system to be open to the north.

**Ongoing Mt Kasi Technical Management**

Following the mobilization of the RC drilling rig at site (refer ASX announcement of 10 May 2004), the Company advised that the ongoing technical management team at Mt Kasi comprises:

- Mr Craig Hall - General Manager, Exploration and Project Development;
- Mr Geoff Taylor - contract geologist resident in Fiji, and
- Mr Isareli Dagaga - contract geologist resident in Fiji.

**Mr Craig Hall**, B. Sc (Hons), MAusIMM, MAIG, MGSA, is a geologist with over 17 years exploration, development and production experience. He completed his degree at the University of Western Australia, after which he gained significant experience with a number of major mining companies including CRA and an eight year period with Dominion Mining.
He has worked in senior roles at a number of gold mines around Australia, including Cosmo Howley, Mt Morgans and Burdekin's McKinnons Mine at Cobar, New South Wales, prior to working at Mt Kasi in Fiji. He brings extensive exploration, resource development, mining and production experience to the Company. Mr Hall has managed the Mt Kasi project on behalf of Burdekin for over five years, during which time he has fostered relationships with local landowner groups, government authorities and other significant stakeholders. He has been and is responsible for the planning and execution of the Company's present exploration programme at Mt Kasi and will continue to direct and oversee the programme as well as lead the co-ordination and completion of the bankable feasibility study for the project.

**Mr Geoff Taylor**, M.Sc (Dis), MAusIMM, MAIG, Member Geological Society of Fiji, has over 30 years experience as an exploration geologist in the South Pacific and Australia. He is a resident of Fiji and has been involved in a professional capacity with the Mt Kasi project at various times since 1981. He has published several technical papers on the deposit and has extensive geological and project management experience. Mr Taylor's geological consultancy, PACAu (Fiji) Limited, has carried out field programmes for a number of major mining companies including Placer Pacific Corporation, Newmont Exploration Limited, CRA Exploration Limited, Niugini Mining, and Emperor Gold Mines.

Mr Taylor has been contracted by the Company to assist with the supervision of the present drilling programme and will continue as required in this role for the duration of the present drilling programme and project feasibility study, reporting to Mr Craig Hall.

**Mr Isareli Dagaga**, is a local contract geologist based in Fiji. He has over 20 years field experience with the execution of mine exploration and resource definition drilling programmes having worked for a number of exploration companies in that time, including Placer Pacific Exploration, Anglo Pacific Exploration, Poseidon Exploration, Pacific Islands Gold, Rimfire Exploration and Aurum Exploration (Fiji) Limited. Mr Dagaga has also had a previous involvement with the Mt Kasi project, having represented the Company in access and compensation negotiations with local landowners. Mr Dagaga has been retained to provide his contract services for the duration of the present drilling programme.

## 1.2 East Kimberleys, Western Australia (Burdekin 70 - 100%):

Mt Barrett M80/506, Banjo Bore M80/507, Banjo Bore East M80/533, Granite E80/2131, Halls Creek E80/2283, Mt Barrett East E80/2594, Mt Pandora E80/2595, Halls Creek South E80/2864, Halls Creek E80/2638 (Burdekin 70%), Jubilee E80/2637 (Burdekin 70%).

No significant fieldwork was undertaken during the quarter.

## 1.3 Mt Haden: Gold & Copper Mackay, Queensland (Burdekin 100%)

*ML 4739 to ML 4743 (inclusive), ML 4753, ML 4786*

The Company has put this property up for sale or joint venture.

## 1.4 Exploration Expenditure

Exploration and evaluation expenditure for the quarter was approximately $410,000 ($334,079 previous quarter).

# 2.0 Corporate

## 2.1 Changes to Board

On 12 May 2004, Mr Martin Bennett was appointed as a director of the Company.

As a result of an ordinary resolution considered and voted on by the shareholders at the general meeting held on 14 May 2004, Mr Jerome Vitale has been retained as Managing Director of the Company.

On 4 June 2004, Dr Rugless and Mr Schaus resigned as non-executive directors of the Company. The present Board comprises Mr Jerome Vitale, Mrs Susan Field and Mr Martin Bennett.

## 2.2 Sale of Investment Held for Resale

During the quarter the Company sold the balance of shares held for resale in AIM listed company Ocean Resources Capital Holdings plc, with gross proceeds received of approximately $647,000.

## 2.3 Royalty from Far Fanning Project

During the quarter the Company continued to receive royalties from gold production at the Far Fanning project sold in July 1999 to SMC Gold Limited. Royalties received during the quarter were approximately $78,000.

## 2.4 Shareholders Approve Placement

At the shareholders meeting held on 14 May 2004, shareholders approved the issue of up to 100 million shares.

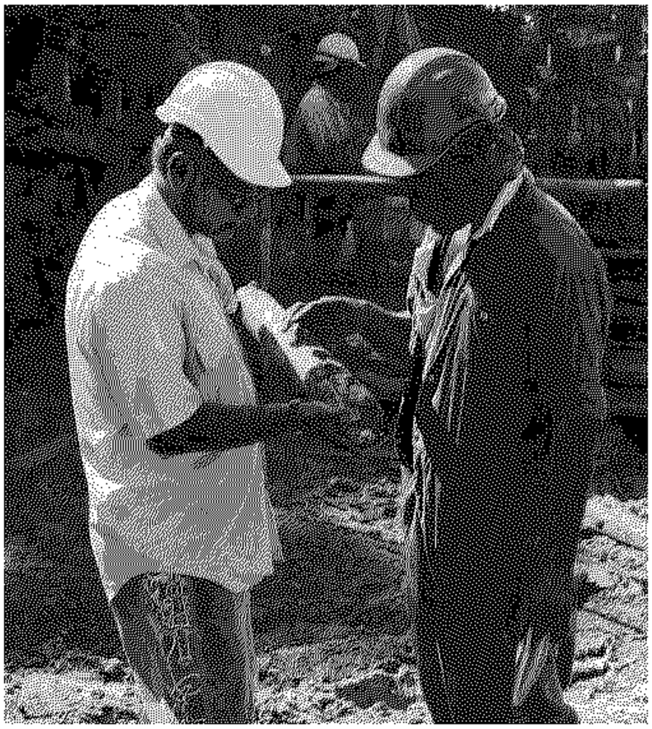
Due to difficulties encountered by the contract driller, the mobilisation of the RC drill was delayed by almost 3 months until mid May (originally scheduled to be mobilised in mid February). This delay has caused budgeted costs to be exceeded.

In addition, interest costs on unsecured convertible and promissory notes previously expected to be met through share issues, have been paid in cash.

Funds raised from any forthcoming share issues will be utilised to continue to finance the present drilling programme and to meet ongoing working capital requirements.

## 2.5 Issued Capital

The issued share capital of the company is presently 284,083,670 ordinary shares.



Chief Executive Jerome Vitale inspecting core with drilling supervisor

# 3.0 Technology Investments

During the quarter the Company met the final obligation of approximately $160,000 previously agreed to in the Deed of Company Arrangement ("DOCA") entered into by Ice Interactive Pty Ltd (Voluntary Administrator Appointed).

The Company has also continued to make payments to the ATO under the agreed instalment arrangements on behalf of ICE Interactive Pty Ltd and eMAX Entertainment Pty Ltd. As at 30 June 2004 the combined balance outstanding had reduced to approximately $395,000.

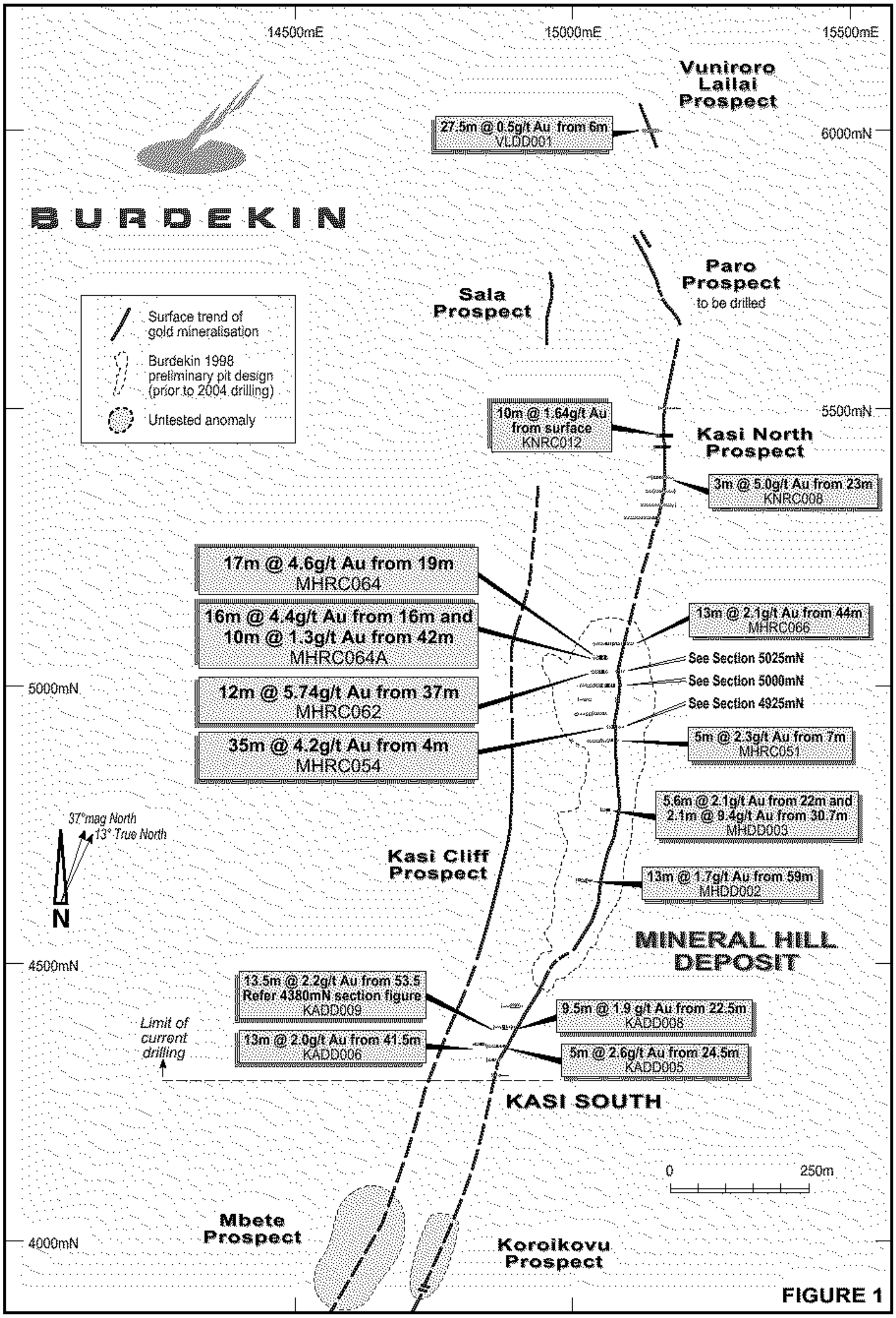
**Burdekin Pacific Limited**

**Jerome G Vitale**
Director and Chief Executive

**Attach**

**Note:** The technical aspects of this communication pertaining to the Mt Kasi project have been compiled by Mr Craig R Hall, MAusIMM, MAIG. Mr Hall is an employee of a subsidiary of Burdekin Pacific Limited and has sufficient expertise relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the Australasian Code for Reporting of Mineral Resources and Ore Reserves. Mr Hall consents to the inclusion in this report of the matters referred to based on the information being in the form and context in which it appears.

For full version of this report, refer to the Company's website at www.burdekinpacific.com.au , under "ASX Releases"




**BURDEKIN PACIFIC LIMITED** **Mount Kasi Project, Vanua Levu, Fiji Islands**
**Significant intersections reported to July - 2004 Diamond and Reverse Circulation Drilling.**

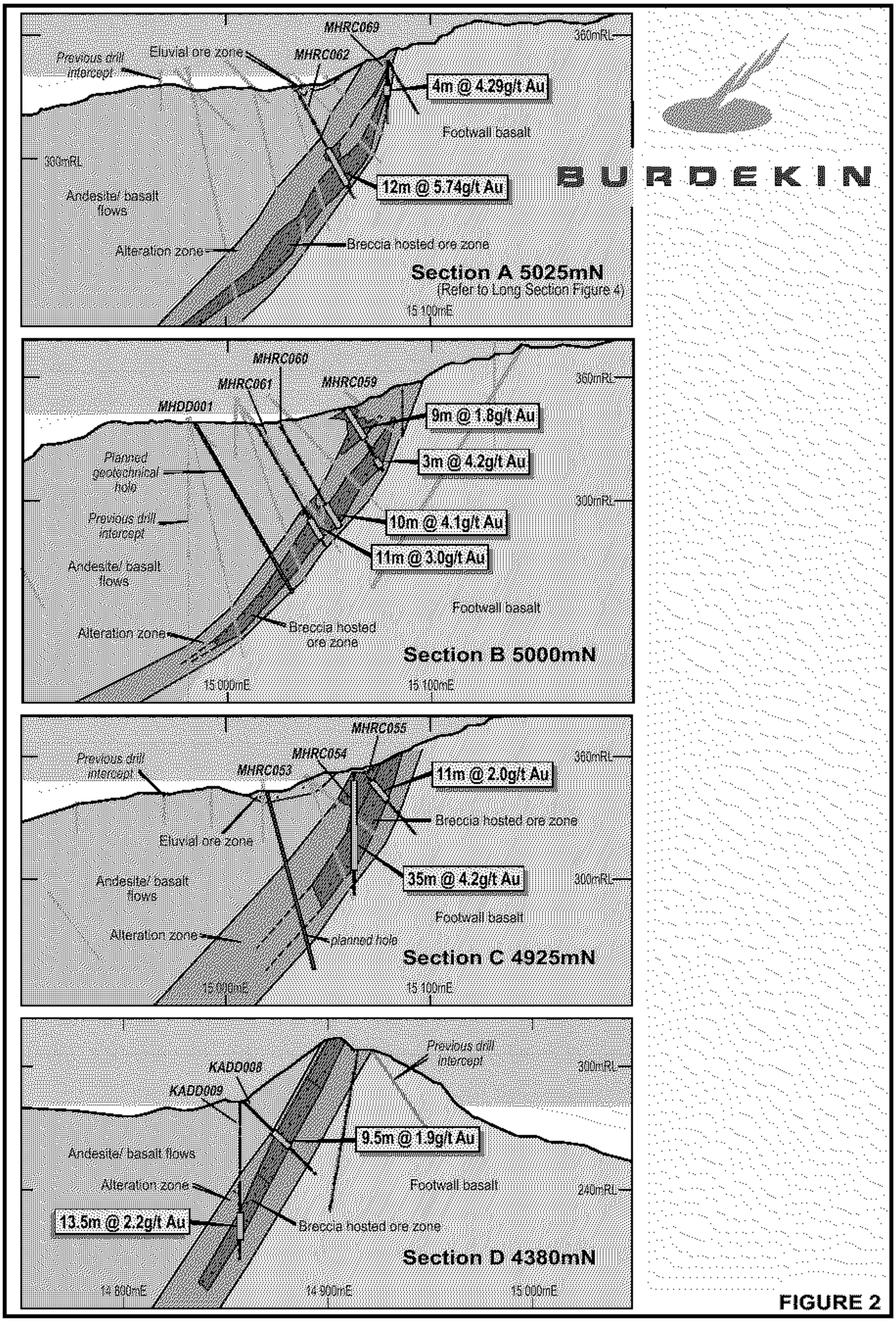


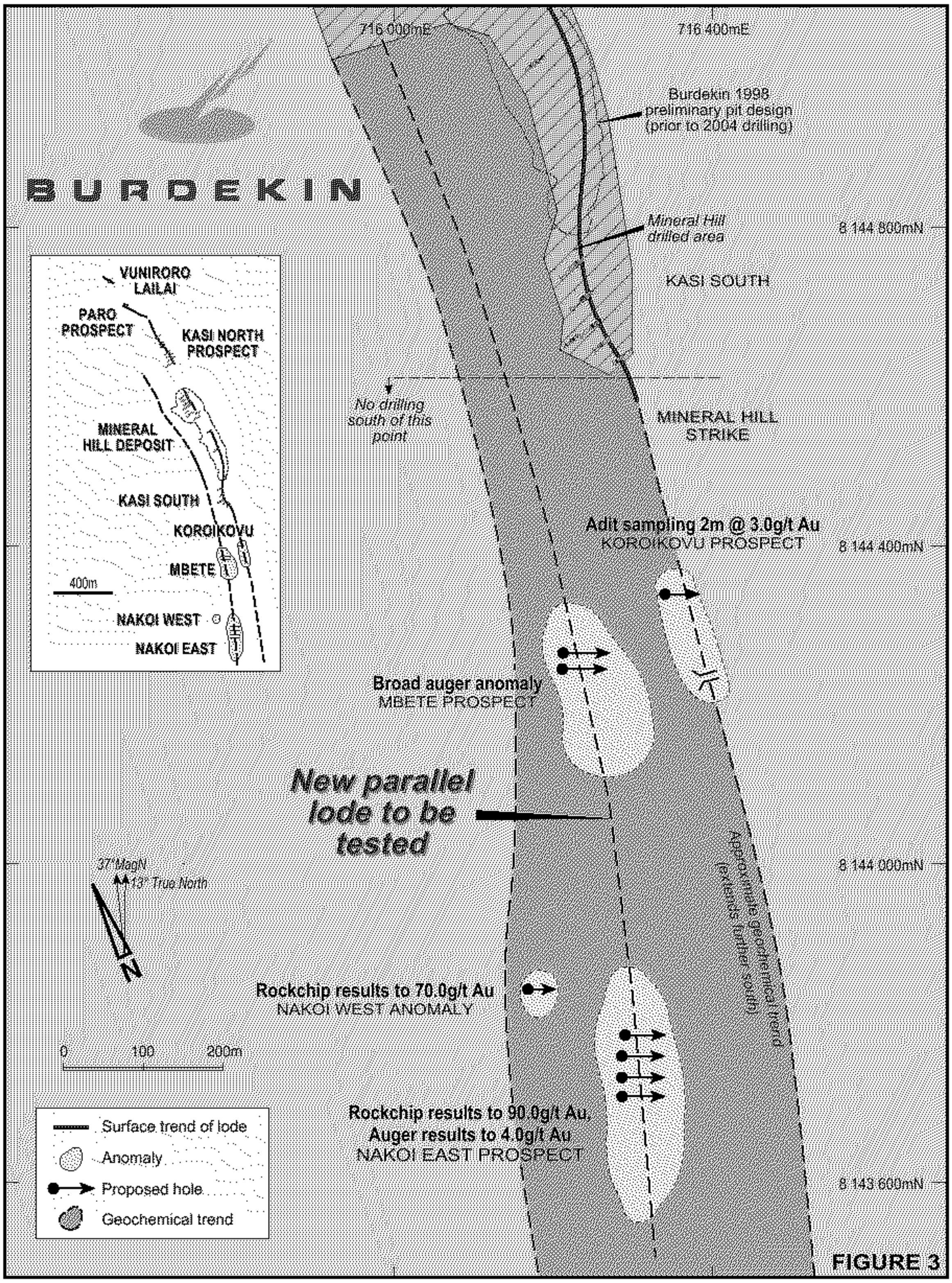

FIGURE 2

**BURDEKIN PACIFIC LIMITED**

**Mt Kasi Gold Project, Mineral Hill Deposit, Fiji Islands**

**Significant intercepts from selected cross sections - 2004 Drilling,**

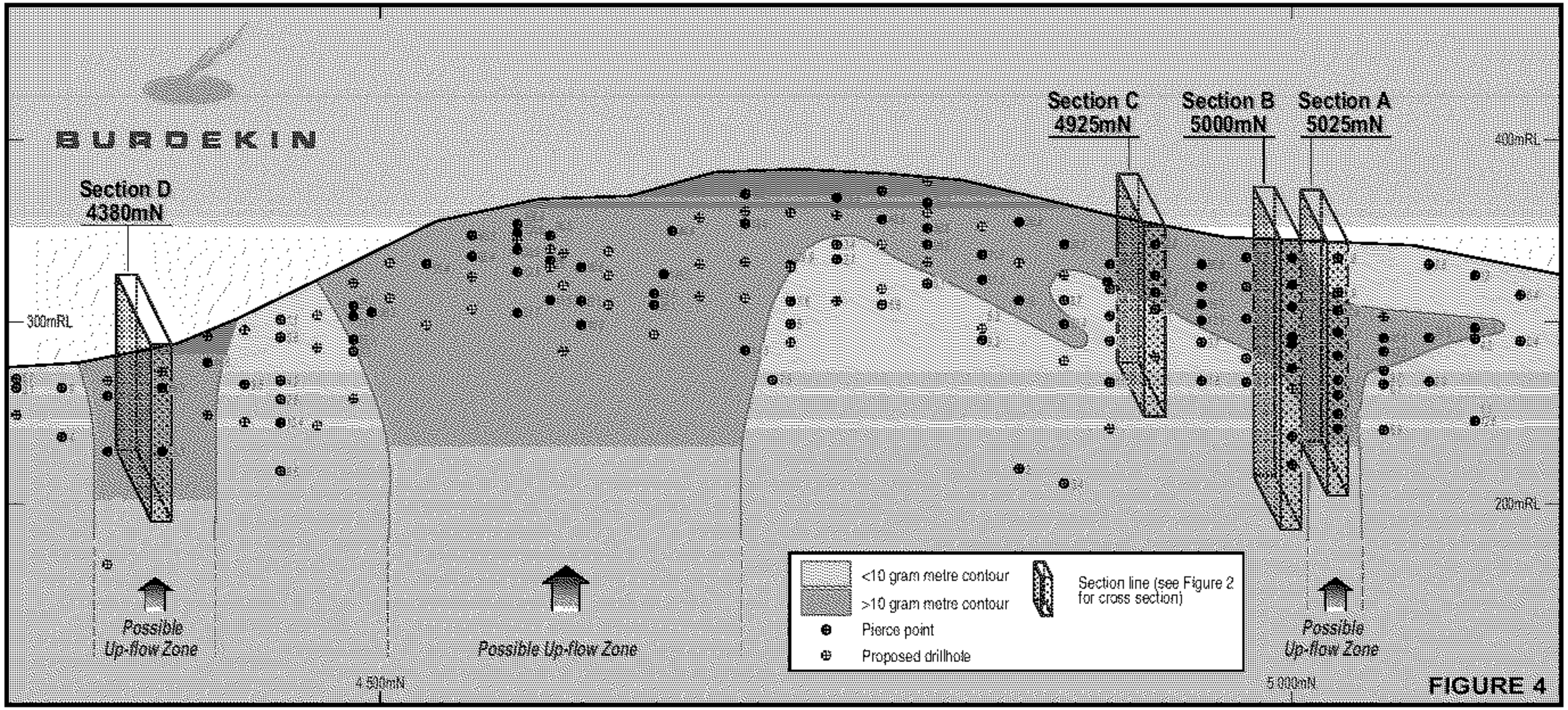
**(as at July 2004)**




**BURDEKIN PACIFIC LIMITED**

**Mt Kasi Gold Project, Fiji Islands**

**Mineralisation targeted and proposed drilling - south of Mineral Hills.**




**BURDEKIN PACIFIC LIMITED**

**Mount Kasi Gold Project, Fiji Islands**

**Mineral Hill Deposit, Long Section for Breccia Zone, includes drilling to July 2004**

BURDEKIN

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