

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

South American Ferro Metals Limited

ABN

27 128 806 977

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 | Options to subscribe for fully paid Ordinary Shares |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | 10,000,000 Options |

+ See chapter 19 for defined terms.

- 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)

Options:

Exercise Price: 36c per share
Expiry date: 31 December 2015

Vesting dates:

Options are exercisable in three equal tranches, the tranches become exercisable on the fulfilment of the vesting conditions and exercise condition as follows:

Vesting Conditions:

- 3,333,334 Options vesting upon the Company identifying a JORC compliant resource of iron ore on the Project reaching or exceeding 50 million tonnes and Mr Hopkins remaining as an executive employee of the Company on 31 December 2011.
- 3,333,333 Options vesting upon the Company identifying a JORC compliant resource of iron ore on the Project reaching or exceeding 140 million tonnes; or the production run rate over a continuous twelve (12) month period reaching 800,000 tonnes per annum, whichever may occur first and Mr Hopkins remaining as an executive employee of the Company on the later of that date or 31 December 2012.
- 3,333,333 Options vesting upon the achievement of a production run rate to be agreed for the Project for the year ended 31 December 2013 and Mr Hopkins remaining as an executive employee of the Company on 31 December 2013.

Exercise Condition:

The options can be only be exercised if the volume weighted average price of the Company's shares traded on the ASX during the five days prior to exercise being at least 50 cents.

+ 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	Each Option exercised entitles the holder to subscribe for 1 Ordinary share. Upon exercise, the shares issued will rank equally and carry the same rights and entitlements as other shares on issue.						
5 Issue price or consideration	Nil						
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Options have been issued to the Chief Executive Officer as part of the Incentive Share Option scheme						
7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates	9 May 2011						
8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)	<table> <tr> <th data-bbox="778 1554 1082 1597">Number</th><th data-bbox="1082 1554 1375 1597">⁺Class</th></tr> <tr> <td data-bbox="778 1597 1082 1639">241,191,749</td><td data-bbox="1082 1597 1375 1639">Shares</td></tr> <tr> <td data-bbox="778 1639 1082 1821">22,430,879</td><td data-bbox="1082 1639 1375 1821">Options: Exercise Price: 20c, Expiry date: 31 December 2014</td></tr> </table>	Number	⁺ Class	241,191,749	Shares	22,430,879	Options: Exercise Price: 20c, Expiry date: 31 December 2014
Number	⁺ Class						
241,191,749	Shares						
22,430,879	Options: Exercise Price: 20c, Expiry date: 31 December 2014						

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	83,977,967	Class B Performance Shares
	83,977,967	Class C Performance Shares
	22,000,000	Options Exercise Price: 36c Expiry date: 31 December 2015
	5,000,000	Options Exercise Price: 45c Expiry date: 30 June 2013
	1,000,000	Options Exercise Price: 37c Expiry date: 31 December 2015
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Deleted – 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

(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 +securities are +equity securities, the names of the 20 largest holders of the

+ See chapter 19 for defined terms.

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

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

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 (including the securities in clause 38)	<table border="1" style="width: 100%; border-collapse: collapse;"><thead><tr><th style="padding: 5px;">Number</th><th style="padding: 5px;">+Class</th></tr></thead><tbody><tr><td style="height: 100px;"></td><td style="height: 100px;"></td></tr></tbody></table>	Number	+Class		
Number	+Class					

+ See chapter 19 for defined terms.

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.
 - 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: 3 May 2011

Print name: Dion Cohen

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+ See chapter 19 for defined terms.