

Appendix 3B

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

Gippsland Ltd

ABN

31 004 766 376

We (the entity) give ASX the following information.

Part 1 - All issues

1	*Class of *securities issued or to be issued	Unlisted Officer Options	
2	Number of *securities issued or to be issued (if known) or maximum number which may be issued	17,000,000	
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)	Options to acquire ordinary shares at an exercise price of 15 cents on or before 31 May 2012	
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	No, however shares issued upon exercise of options would rank equally with ordinary shares. Officer Options offer no dividend or voting rights	
5	Issue price or consideration	Nil	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Reward and Incentive for Directors, Executives and Consultants	
7	Dates of entering *securities into uncertificated holdings or despatch of certificates	5 December 2008	
8	Number and *class of all *securities quoted on ASX (including the securities in clause 2 if applicable)	Number 323,434,325	*Class ORD
9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	Number 25,000,000 4,000,000 17,000,000	*Class Options 13.5 cents, 26/5/12 Options 7 UK pence, 15/12/11 Options 15 cents, 31/5/12

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 – N/A

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

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.

Dated: 2 December 2008



RJ Telford
Executive Chairman
Gippsland Limited

NOTICE GIVEN UNDER SECTION 708A(5) OF THE CORPORATIONS ACT

This notice is given by the Company under section 708A(5)(e) of the Corporations Act in relation to an issue of 17,000,000 options to acquire fully paid ordinary shares by the Company without disclosure to investors under Part 6D.2 of the Corporations Act.

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

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

The Company confirms that, as at the date of this notice, there is no information that:

- (a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to fully paid ordinary shares,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

Dated: 2 December 2008

A handwritten signature in black ink, appearing to read 'RJ Telford', written over a horizontal line.

RJ Telford
Executive Chairman
Gippsland Limited