

Laconia Resources Limited
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29 June 2012

Company Announcements Office
ASX Limited
Exchange Plaza
2 The Esplanade
PERTH WA 6000

Dear Sir

Amendment of Appendix 3B – Lodged 25 June 2012

On 25 June 2012, Laconia Resources Ltd ("**Company**") lodged an Appendix 3B for the issue of 42,055,000 ordinary shares, 14,500 performance Shares and a Convertible Note.

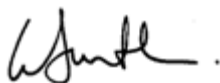
Escrowed Securities

26,055,000 of the 42,055,000 Ordinary Shares;
12,500,000 of the 14,500,000 Performance Shares; and
the Convertible Note

are subject to 1 year escrow restrictions.

The attached amended Appendix 3B has included the escrow restrictions and the number of shares being sought for quotation has been reduced to 15,550,000.

Yours faithfully,



Graeme Smith
Company Secretary

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

Laconia Resources Limited

ABN

29 137 984 297

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

1. Ordinary Shares
2. Performance Shares
3. Convertible Note

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

1. 42,055,000
2. 14,500,000
3. 1 Note, convertible to a maximum of 7.8 million Ordinary Shares (which includes the shares which can be converted in respect of interest)

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

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)	1. Ordinary Shares 2. Each Performance Share will automatically convert into one Ordinary Share upon Laconia announcing that it has commenced the commercial production of gold and or silver or gold and or silver ore on any part of the Rasuhuilca Tenements . 3. An unsecured Convertible Note with an aggregate face value of \$650,000, convertible as to principal to 6,500,000 Shares at a conversion price equal to \$0.10 per Share and attracting interest at the rate of 10% per annum. Interest accrues monthly and is only convertible to Shares (max of 1.3m). The Note expires on 20 June 2014.
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	1. 15,550,000 – Yes 26,505,000 Escrowed for a period of 12 months from date of issue (to 21 June 2013) 2. No – The Performance Shares will only rank equally when they have been converted to Ordinary Shares, provided this occurs after 21 June 2013, if they are converted before 21 June 2013, the ordinary shares issued on conversion will be escrowed to 21 June 2013 3. No – The Convertible Note will only rank equally when it has been converted to Ordinary Shares, provided this occurs after 21 June 2013, if it is converted before 21 June 2013, the ordinary shares issued on conversion will be escrowed to 21 June 2013
5 Issue price or consideration	Acquisition of the shares of Gold Mines of Peru SAC (which owns the Rasuhuilca Au Ag project in Peru), the shares in Minera Peru Gold SAC and Compania Minera Sucre SA

⁺ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Consideration for the acquisition of the shares of Gold Mines of Peru SAC (which owns the Rasuhuilca Au Ag project in Peru), the shares in Minera Peru Gold SAC and Compania Minera Sucre SA from Gold Mines of Peru Ltd	
7	Dates of entering ⁺ securities into uncertificated holdings or despatch of certificates	1. Ordinary Shares - 21 June 2012 2. Performance Shares – 21 June 2012 3. Convertible Note - 20 June 2012	
8	Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		131,120,010	Ordinary Shares

⁺ 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)	
	3,000,000	March 31 2013 – 20 cent options
	200,000	August 31 2013 – 15 cent options
	20,500,000	September 30 2014 – 20 cent options
	400,000	May 16 2014 – 8 cent options
	26,505,000	Ordinary Shares escrowed to 21 June 2013
	12,500,000	Performance Shares escrowed to 21 June 2013
	2,000,000	Performance Shares
		<i>Each Performance Share will automatically convert into one Ordinary Share upon Laconia announcing that it has commenced the commercial production of gold and or silver or gold and or silver ore on any part of the Rasuhuilca Tenements</i>
	1	Convertible Note (escrowed to 20 June 2013) with an aggregate face value of \$650,000, convertible as to principal to 6,500,000 Shares at a conversion price equal to \$0.10 per Share and attracting interest at the rate of 10% per annum.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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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,

+ See chapter 19 for defined terms.

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 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)

- 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)

Number

+Class

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

42 Number and ⁺class of all ⁺securities quoted on
ASX (*including* the securities in clause 38)

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⁺ 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.

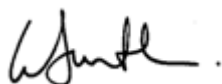
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 29 June 2012

Print name:

Graeme Smith

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