

gsh/psh/gsh866

13 February 2013

The Manager
ASX Market Announcements
Australian Securities Exchange
Level 4, 20 Bridge Street
SYDNEY NSW 2000

Via ASX Online

Number of pages - 14

Dear Sir,

Allotment of shares and options – updated Appendix 3B

Further to the announcement on 8 February 2013 the directors of Goldsearch Limited now advise that they have today allotted a total of 160,362,025 new ordinary fully paid shares and 160,362,025 attached options pursuant to the recent 1 for 1 non-renounceable rights issue which closed on 5 February 2013.

Holding statements will be despatched today.

An updated appendix 3B in relation to the issue is attached together with updated top 20 share and option holder lists and option distribution schedule.

For and on behalf of
Goldsearch Limited



P S Hewson
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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Goldsearch Limited

ABN

73 006 645 754

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 | Ordinary shares
Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 160,362,025 ordinary shares and 160,362,025 options |
| 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) | <u>Share</u>
Same terms as existing ordinary shares.

<u>Options</u> <ul style="list-style-type: none">• Exercise price is 2.5 cents.• The options expire on 30 June 2014 and may be exercised at any time from the date of issue to date of expiry. |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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	Yes. The new shares will rank equally in all respects with existing ordinary shares from the date of allotment. The options are a new class of securities and any shares issued on exercise of the options will rank equally with ordinary shares at the time.
5	Issue price or consideration	1 cent (\$0.01) per share Options to be issued for no consideration
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	To raise additional working capital required to fund the Company's on-going contribution to exploration costs on the Mary Kathleen joint venture with Chinalco Yunnan Copper Resources Limited.
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	N/A

+ See chapter 19 for defined terms.

6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of securities issued under an exception in rule 7.2	N/A	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	13 February 2013	
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	Number	+Class
		693,638,542	Ordinary fully paid shares (GSE)
		160,362,025	Quoted options exercisable at 2.5cents each expiring 30 June 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 section 2 if applicable)	21,250,000 Unquoted options exercisable at 5 cents each and expiring 1 December 2014
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

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	One share for every one share held at the record date plus 1 option for every new share applied for and issued
14	+Class of +securities to which the offer relates	Ordinary shares Options to acquire ordinary shares
15	+Record date to determine entitlements	9 January 2013
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Fractions to be ignored
18	Names of countries in which the entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	Belgium, Canada, China, Germany, Hong Kong, Indonesia, Japan, Malaysia, PNG, Singapore, Switzerland, United Kingdom, USA and Vietnam

+ See chapter 19 for defined terms.

19	Closing date for receipt of acceptances or renunciations	5pm AEDT on 5 February 2013
20	Names of any underwriters	The issue is not underwritten
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	Novus Capital Limited
23	Fee or commission payable to the broker to the issue	Management fee of 5% up to a maximum of \$55,000 plus 3% on acceptances bearing their stamp
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Handling fee of 3% to ASX brokers on acceptances bearing their stamp
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	15 January 2013
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	28 December 2012
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A

⁺ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- | | | |
|----|---|------------------|
| 31 | How do ⁺ security holders sell part of their entitlements through a broker and accept for the balance? | N/A |
| 32 | How do ⁺ security holders dispose of their entitlements (except by sale through a broker)? | N/A |
| 33 | ⁺ Despatch date | 13 February 2013 |

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 additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- Separately provided
- 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
- Separately provided

⁺ See chapter 19 for defined terms.

- 37 ☐ A copy of any trust deed for the additional +securities
Not applicable

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	N/A				
39	Class of +securities for which quotation is sought	N/A				
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	N/A				
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)	N/A				
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;"> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> <tr> <td style="text-align: center; vertical-align: top;">N/A</td> <td style="text-align: center; vertical-align: top;">N/A</td> </tr> </table>	Number	+Class	N/A	N/A
Number	+Class					
N/A	N/A					

+ 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: 13 February 2013

Print name: Paul Hewson

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+ See chapter 19 for defined terms.

Top 20 Holdings as at 13-02-2013

Goldsearch Limited

ABN: 73006645754

Security classes selected for this report:

Fully Paid Ordinary Shares

Group/Holder No	Holder Name	13-02-2013	%
	FORSYTH BARR CUSTODIANS LTD <FORSYTH BARR LTD-NOMINEE A/C>	82,988,634	11.964
	NATIONAL NOMINEES LIMITED	61,223,278	8.826
	WINGETT NOMINEES PTY LIMITED <WINGETT SUPER FUND A/C>	50,000,000	7.208
	JAYARE NOMINEES PTY LIMITED	33,000,000	4.758
	BELMARK INVESTMENTS PTY LTD	26,000,000	3.748
	MR STEVEN HAROLD KOPPE	22,200,000	3.201
	DOPPELGANGER PTY LTD <THE RBL SUPER FUND A/C>	16,996,465	2.450
	LEMUEL INVESTMENTS LIMITED	11,078,827	1.597
	MR JOHN LANDERER	10,725,872	1.546
	EG ENTERPRISES PTY LTD <GREGAN FAMILY A/C>	10,000,000	1.442
	HIPETE PTY LTD	10,000,000	1.442
	C H ADMINISTRATION PTY LTD <D R WATSON SUPER FUND A/C>	9,272,990	1.337
	MR MATTHEW BURFORD	9,100,000	1.312
	KARARI AUSTRALIA PTY LTD	8,000,000	1.153
	KARMA SIKKIM PTY LTD <FAMILY DREAMS A/C>	7,200,000	1.038

Top 20 Holdings as at 13-02-2013

Goldsearch Limited

ABN: 73006645754

Group/Holder No	Holder Name	13-02-2013	%
	CLEAR STAR HOLDINGS PTY LIMITED	5,222,346	0.753
	LAWRENCE CROWE CONSULTING PTY LTD <L C C SUPER FUND A/C>	5,000,000	0.721
	MR JOHN MORGAN EDWIN PERCIVAL & MS JOSEPHINE MARIE GREGAN <KORAT SUPER FUND A/C>	4,638,465	0.669
	PATERMAT PTY LTD	4,000,000	0.577
	MR JOSEPH IGNATIUS D'SOUZA	3,500,000	0.505
	MS BARBARA KINNEY & MR GREGORY KELLERMAN <KINNKELL SUPER FUND A/C>	3,500,000	0.505
	Totals for Top 20	393,646,877	56.751
	Total IC	693,638,542	

Top 20 Holdings as at 13-02-2013

Goldsearch Limited

ABN: 73006645754

Security classes selected for this report:

Options \$0.025 Expiring 30 June 2014

Group/Holder No	Holder Name	13-02-2013	%
	FORSYTH BARR CUSTODIANS LTD <FORSYTH BARR LTD-NOMINEE A/C>	37,725,000	23.525
	NATIONAL NOMINEES LIMITED	11,500,000	7.171
	MR STEVEN HAROLD KOPPE	11,100,000	6.922
	JAYARE NOMINEES PTY LIMITED	10,154,365	6.332
	BELMARK INVESTMENTS PTY LTD	10,000,000	6.236
	HIPETE PTY LTD	10,000,000	6.236
	MR MATTHEW BURFORD	9,000,000	5.612
	LEMUEL INVESTMENTS LIMITED	7,078,827	4.414
	DOPPELGANGER PTY LTD <THE RBL SUPER FUND A/C>	5,000,000	3.118
	MR JOHN LANDERER	5,000,000	3.118
	CLEAR STAR HOLDINGS PTY LIMITED	2,611,173	1.628
	LAWRENCE CROWE CONSULTING PTY LTD <L C C SUPER FUND A/C>	2,500,000	1.559
	PATERMAT PTY LTD	2,000,000	1.247
	DI YELDHAM'S SQUIRE SHOP PTY LTD	1,500,000	0.935
	LAWSAM PTY LTD	1,500,000	0.935
	SNOWY PLAINS PTY LTD	1,500,000	0.935
	MR RICHARD HAMILTON GARDNER	1,400,000	0.873

Top 20 Holdings as at 13-02-2013

Goldsearch Limited

ABN: 73006645754

Group/Holder No	Holder Name	13-02-2013	%
	JP MORGAN NOMINEES AUSTRALIA LIMITED <CASH INCOME A/C>	1,250,000	0.779
	MR JAMES HORDER	1,250,000	0.779
	WARRANGI INVESTMENTS PTY LIMITED <SUPER FUND A/C>	1,150,250	0.717
	Totals for Top 20	133,219,615	83.074
	Total IC	160,362,025	

Analysis of Holdings as at 13-02-2013

Goldsearch Limited

Security Classes:

Options \$0.025 Expiring 30 June 2014

Holdings Ranges	Holders	Total Units	%
1-1,000	4	2,595	0.002
1,001-5,000	23	87,479	0.055
5,001-10,000	40	368,953	0.230
10,001-100,000	143	6,462,852	4.030
100,001-99,999,999,999	77	153,440,146	95.684
Totals	287	160,362,025	100.000