

# A.G.D. MINING LIMITED

A.B.N. 38 005 482 815



All Correspondence to:  
LEVEL 9  
175 COLLINS STREET  
MELBOURNE VIC 3000

Tel: (03) 9663 5355  
Fax: (03) 9650 0082  
<http://www.agdmining.com.au>  
Email: [agdmining@agdmining.com.au](mailto:agdmining@agdmining.com.au)

5 April 2006

Australian Stock Exchange (Melbourne) Ltd.  
530 Collins Street  
MELBOURNE VIC 3000

## AGD ACQUIRES 100% OF ARCOURT

Directors advise that the Company has purchased a 50.2% interest in Arcourt Resources NL, an Australian company with exploration rights and permit applications in Vietnam. The purchase makes Arcourt a wholly-owned subsidiary of AGD Mining.

Consideration for the purchase was the issue of 536,000 ordinary fully paid shares in AGD and 536,000 options to acquire AGD shares. The assets acquired comprised 2.1 million Arcourt shares and options and \$260,000 of shareholder loans to Arcourt.

The shares issued rank equally with existing AGD shares. The options entitle the former Arcourt shareholders to subscribe for an equal number of shares at 25c per share at any time up to 30 November, 2007.

Arcourt is exploring the Hon Mo O gold prospect under an Investment Licence and has applied for exploration licences over the Hon Vang gold and base metals prospect in Phu Yen province in Vietnam.

Yours faithfully  
A.G.D. MINING LIMITED

JURGEN DEBRODT  
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.

Name of entity

A.G.D. Mining Limited

ABN

38 005 482 815

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 fully paid shares (AGZ)<br>Options expiring 30 November 2007 (AGZO) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 536,000 ordinary shares<br>536,000 options expiring 30 November 2007         |
| 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) | Ordinary fully paid shares<br>Options expiring 30 November 2007              |

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

---

4	<p>Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"><li>the date from which they do</li><li>the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li><li>the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li></ul>	Rank equally with existing securities						
5	Issue price or consideration	\$ 0.25 each						
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Acquisition of Arcourt Resources NL						
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	5 April 2006						
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>131,228,639</td><td>Ordinary fully paid shares (AGZ)</td></tr><tr><td>37,536,000</td><td>Options expiring 30 November 2007 (AGZO)</td></tr></table>	Number	<sup>+</sup> Class	131,228,639	Ordinary fully paid shares (AGZ)	37,536,000	Options expiring 30 November 2007 (AGZO)
Number	<sup>+</sup> Class							
131,228,639	Ordinary fully paid shares (AGZ)							
37,536,000	Options expiring 30 November 2007 (AGZO)							
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX ( <i>including</i> the securities in clause 2 if applicable)	<table><tr><th>Number</th><th><sup>+</sup>Class</th></tr><tr><td>1,000,000</td><td>Options expiring 30 June 2007 (AGZAO)</td></tr><tr><td>2,425,000</td><td>Options expiring 30 June 2008 (AGZAI)</td></tr></table>	Number	<sup>+</sup> Class	1,000,000	Options expiring 30 June 2007 (AGZAO)	2,425,000	Options expiring 30 June 2008 (AGZAI)
Number	<sup>+</sup> Class							
1,000,000	Options expiring 30 June 2007 (AGZAO)							
2,425,000	Options expiring 30 June 2008 (AGZAI)							
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividends to be paid until substantial profits are earned						

---

<sup>+</sup> See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

- |    |   |  |
|----|---|--|
| 11 | Is security holder approval required?   |  |
| 12 | Is the issue renounceable or non-renounceable?  |  |
| 13 | Ratio in which the <sup>+</sup> securities will be offered  |  |
| 14 | <sup>+</sup> Class of <sup>+</sup> securities to which the offer relates  |  |
| 15 | <sup>+</sup> Record date to determine entitlements  |  |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?  |  |
| 17 | Policy for deciding entitlements in relation to fractions   |  |
| 18 | <p>Names of countries in which the entity has <sup>+</sup>security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p> |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |

---

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

---

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of <sup>+</sup> security holders	
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
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	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	
33	<sup>+</sup> Despatch date	

---

<sup>+</sup> See chapter 19 for defined terms.

## 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

*(If the additional securities do not form a new class, go to 43)*

*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

*(now go to 43)*

### 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

---

+ See chapter 19 for defined terms.

## Appendix 3B

### New issue announcement

---

- 40 Do the <sup>+</sup>securities rank equally in all respects from the date of allotment with an existing <sup>+</sup>class of quoted <sup>+</sup>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 <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

Number	<sup>+</sup> Class

(now go to 43)

## All entities

### Fees

- 43 Payment method (tick one)

☐

Cheque attached

☐

Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

☒

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

---

<sup>+</sup> 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.
  - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided 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: ..... Date :5 April 2006  
(Director/Company Secretary)

Print name: Jurgen Debrodt

== == == == ==

---

+ See chapter 19 for defined terms.