



# Kingsgate

Consolidated Limited

3 February 2011

**Via ASX Online**  
**(9 pages including cover)**

Manager  
Company Announcements Office  
Australian Securities Exchange

Dear Sir/Madam,

## **APPENDIX 3B – New Issue Announcement**

Please find attached Appendix 3B in relation to ordinary shares issued in consideration of the Company acquiring ordinary shares in Dominion Mining Limited (“Dominion”) pursuant to the Scheme of Arrangement contained in the Dominion Scheme Booklet and Option Scheme Booklet both dated 16 December 2010.

Yours faithfully,  
KINGSGATE CONSOLIDATED LIMITED

**PETER WARREN**  
Company Secretary

# 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

Kingsgate Consolidated Limited (**Kingsgate**)

ABN

42 000 837 472

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  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | Up to 32,416,416 (subject to court approval and rounding). |
| 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) | The same terms as existing ordinary shares on issue.       |

+ See chapter 19 for defined terms.

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

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- 4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

Yes

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

- 5 Issue price or consideration

**Share scheme of arrangement**

In respect of Dominion Mining Ltd (**Dominion**) ordinary shares, 0.31 fully paid ordinary shares in Kingsgate for each fully paid ordinary share in Dominion held on 14 February 2011, rounded in accordance with clause 5.2 of the share scheme of arrangement as contained in the Dominion Scheme Booklet dated 16 December 2010 (**Scheme Booklet**).

**Option scheme of arrangement**

In respect of options to acquire Dominion ordinary shares (**Options**), as calculated in accordance with the formula set out in schedule 1 of the option scheme of arrangement, rounded in accordance with clause 5.2 of the option scheme of arrangement as contained in the Scheme Booklet.

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+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p><b>Share scheme of arrangement</b></p> <p>As consideration for the transfer to Kingsgate of all of the ordinary shares in Dominion pursuant to the share scheme of arrangement as contained in the Scheme Booklet.</p> <p><b>Option scheme of arrangement</b></p> <p>As consideration for the cancellation of the Dominion options pursuant to the option scheme of arrangement as contained in the Scheme Booklet.</p>											
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	21 February 2011											
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>134,872,181</td> <td>Ordinary</td> </tr> </tbody> </table>	Number	+Class	134,872,181	Ordinary							
Number	+Class												
134,872,181	Ordinary												
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>50,000</td> <td>\$6.00 expiring 1 July 2011</td> </tr> <tr> <td>119,115</td> <td>\$4.68 expiring 1 April 2013</td> </tr> <tr> <td>1,016,001</td> <td>\$6.00 expiring 1 April 2013</td> </tr> <tr> <td>500,000</td> <td>\$7.00 expiring 1 April 2013</td> </tr> </tbody> </table>	Number	+Class	50,000	\$6.00 expiring 1 July 2011	119,115	\$4.68 expiring 1 April 2013	1,016,001	\$6.00 expiring 1 April 2013	500,000	\$7.00 expiring 1 April 2013	Options (not quoted on the ASX).
Number	+Class												
50,000	\$6.00 expiring 1 July 2011												
119,115	\$4.68 expiring 1 April 2013												
1,016,001	\$6.00 expiring 1 April 2013												
500,000	\$7.00 expiring 1 April 2013												
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	As per existing ordinary shares.											

+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue

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

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+ See chapter 19 for defined terms.

23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable
25	If the issue is contingent on +security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Despatch date	Not applicable

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+ See chapter 19 for defined terms.

## Appendix 3B New issue announcement

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### 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

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

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+ 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)

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

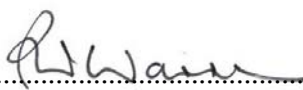
+ See chapter 19 for defined terms.

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

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**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:  ..... Date: 3 February 2011  
Company Secretary

Print name: Peter Warren

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+ See chapter 19 for defined terms.