

GOLDEN CROSS RESOURCES LTD

ABN 65 063 075 178

22 Edgeworth David Ave
Hornsby NSW 2077
Phone (02) 9472 3500
Fax (02) 9482 8488

Disclosure for Share Issue

23 February 2009

In accordance with the resolution passed at the general meeting of shareholders on Thursday 19 February 2009, the Company has today issued 80 million shares at 1.2c per share to HQ Mining resources Holdings Pty Ltd in full and final satisfaction of the Company's obligations to repay the loan of \$960,000 made to the Company on 30 December 2008 by HQ Mining Resources Holdings Pty Ltd (including any interest thereon).

Appendix 3B follows.

Notice under s708A of the *Corporations Act 2001*

This notice is given under paragraph (5)(e) of section 708A of the *Corporations Act 2001*. Accordingly, the Company makes the following statements:

- The Company issued the shares without disclosure under Part 6D of the *Corporations Act*. That is, without a prospectus.
- As at the date of this notice, the Company has complied with:
 - the financial and audit provisions of Chapter 2M of the *Corporations Act* as they apply to the Company; and
 - its continuous disclosure obligations under section 674 of the *Corporations Act*.
- As at the date of this notice, there is no excluded information (as described in sections 708A (7) and (8) of the *Corporations Act*) to be disclosed by the Company.

Enquiries: Simon Lennon, Company Secretary, ph (02) 9472 3500

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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

GOLDEN CROSS RESOURCES LTD

ABN

ABN 65 063 075 178

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 | 80 million |
| 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 |

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Appendix 3B
New issue announcement

<p>4 Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>Yes, the shares will rank equally with existing ordinary shares.</p>				
<p>5 Issue price or consideration</p>	<p>1.2 cents per share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>In accordance with the resolution passed at the general meeting of shareholders on Thursday 19 February 2009, to fully and finally satisfy the Company's obligations to repay the loan of \$960,000 made to the Company on 30 December 2008 by HQ Mining Resources Holdings Pty Ltd (including any interest thereon).</p>				
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>23 February 2009</p>				
<p>8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="766 1433 1061 1467">Number</th> <th data-bbox="1061 1433 1361 1467">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1467 1061 1686">809,903,092</td> <td data-bbox="1061 1467 1361 1686">Fully paid ordinary shares.</td> </tr> </tbody> </table>	Number	⁺ Class	809,903,092	Fully paid ordinary shares.
Number	⁺ Class				
809,903,092	Fully paid ordinary shares.				

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	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	40,000	17.08.2009 employee options ex 10c
	245,000	20.07.2010 employee options ex 10c
	6,750,000	31.03.2011 employee options ex 10c
	540,000	06.10.2011 employee options ex 10c
	1,850,000	10.07.2012 employee options ex 10c
	<u>3,600,000</u>	04.07.2013 employee options ex 10c
	<u>13,025,000</u>	TOTAL EMPLOYEE OPTIONS ex 10c
	5,000,000	31.03.2011 employee options ex 8c
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividend policy applies to increased capital.	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	n/a
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+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	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>	
19	Closing date for receipt of acceptances or renunciations	

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Appendix 3B
New issue announcement

20	Names of any underwriters	<input type="text"/>
21	Amount of any underwriting fee or commission	<input type="text"/>
22	Names of any brokers to the issue	<input type="text"/>
23	Fee or commission payable to the broker to the issue	<input type="text"/>
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	<input type="text"/>
25	If the issue is contingent on +security holders' approval, the date of the meeting	<input type="text"/>
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	<input type="text"/>
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	<input type="text"/>
28	Date rights trading will begin (if applicable)	<input type="text"/>
29	Date rights trading will end (if applicable)	<input type="text"/>
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	<input type="text"/>
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input type="text"/>

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32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?

33 ⁺Despatch date

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

⁺ See chapter 19 for defined terms.

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Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38 Number of securities for which
⁺quotation is sought

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39 Class of ⁺securities for which
quotation is sought

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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

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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)

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

Number	⁺ Class

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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: 23 February 2009
(Simon Lennon, Company Secretary)

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