

Company Announcements Office  
Australian Securities Exchange  
20 Bridge Street  
SYDNEY NSW 2000

12 January 2012

Dear Sir/Madam

**ANNOUNCEMENT OF A FULLY UNDERWRITTEN NON-RENOUNCEABLE ENTITLEMENT ISSUE OF SHARES TO RAISE \$4.2 MILLION**

Alchemy Resources Limited (**the Company**) announces a pro-rata non-renounceable offer to eligible shareholders of 1 ordinary fully paid share for every 3 shares held on 23 January 2012 (**the Issue**) at a price of per Share, to raise \$4,222,721 (before costs). The purpose of the issue is to fund a significant exploration program proposed for its tenement holding in the Bryah Basin.

Jindalee Resources Limited and Grandor Pty Ltd (an entity controlled by Mr Mark Scott, Jindalee's chairman) have agreed to take up their entitlements and fully underwrite the remaining shares offered under the Issue.

**The proposed timetable for the Issue is set out below.**

Announcement of Entitlement Issue and Lodgement of Prospectus	12 January 2012
Despatch of Preliminary Notice to Shareholders	16 January 2012
Ex Date – shares trade ex Entitlement	17 January 2012
Record date to determine Entitlement	23 January 2012
Prospectus and Entitlement and Acceptance Form sent to Shareholders	30 January 2012
Closing date for receipt of acceptances	13 February 2012
Allotment and issue of New Shares and despatch of shareholding statements	21 February 2012

These dates are indicative only and may vary. The Company reserves the right to vary the opening and closing dates of the Issue without prior notice. This may impact subsequent dates in the timetable. An Appendix 3B announcement and application for quotation is attached.

The Issue is made under a prospectus that has been lodged with ASIC and which is available on both the ASX website ([www.asx.com.au](http://www.asx.com.au)) and on the Company's website ([www.alchemyresources.com.au](http://www.alchemyresources.com.au)). Eligible shareholders should consider the Prospectus in deciding whether to acquire shares under the Issue, and complete the personalised Entitlement and Acceptance Application Form that will accompany the Prospectus.

Yours faithfully

**Bernard Crawford**  
**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

ALCHEMY RESOURCES LIMITED

ABN

17 124 444 122

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 FULLY PAID |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 32,482,470                 |
| 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) | Issue price is 13 cents    |

+ See chapter 19 for defined terms.

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

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<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"> <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>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>13 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>Pro-rata non-renounceable rights issue to fund an exploration program on the Company's Bryah Basin tenements.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>Estimated to be 21 February, 2012</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">129,929,878</td> <td style="text-align: center;">Ordinary Shares Fully Paid</td> </tr> </tbody> </table>	Number	+Class	129,929,878	Ordinary Shares Fully Paid
Number	+Class				
129,929,878	Ordinary Shares Fully Paid				

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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)	1,000,000	Options exercisable at \$0.37 on or before 30 June 2012
	750,000	Options exercisable at \$0.25 on or before 30 September 2012
	1,050,000	Options exercisable at \$0.50 on or before 30 June 2013
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy is currently in place as the Company is involved only in exploration	

## 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	1 new share for every 3 shares held
14 +Class of +securities to which the offer relates	Ordinary Shares
15 +Record date to determine entitlements	23 January 2012
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17 Policy for deciding entitlements in relation to fractions	Fractional entitlements will be rounded up
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	13 February 2012

+ See chapter 19 for defined terms.

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20	Names of any underwriters	Jindalee Resources Limited and Grandor Pty Ltd as Trustee For The Mark Scott Family Pension Fund
21	Amount of any underwriting fee or commission	\$188,106
22	Names of any brokers to the issue	Not applicable
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	30 January 2012
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	12 January 2012
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

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- 32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)? Not applicable
- 33 <sup>+</sup>Despatch date 21 February, 2012

### 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*

Not applicable

- 35  If the <sup>+</sup>securities are <sup>+</sup>equity securities, the names of the 20 largest holders of the additional <sup>+</sup>securities, and the number and percentage of additional <sup>+</sup>securities held by those holders
- 36  If the <sup>+</sup>securities are <sup>+</sup>equity securities, a distribution schedule of the additional <sup>+</sup>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 <sup>+</sup>securities

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

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**New issue announcement**

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**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)		

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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: ..... Date: 12 January 2012  
(~~Director~~/Company Secretary)

Print name: Bernard Crawford

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