



# ACCLAIM EXPLORATION N.L.

ABN 99 009 076 233

22 May 2008

Companies Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

## **APPENDIX 3B AND NOTICE UNDER SECTION 708A(5) OF THE *CORPORATIONS ACT***

Further to the company's announcement on 14 May 2008, the Directors advise that the initial placement of 90,000,000 ordinary fully paid shares has been completed. The issue of 90,000,000 free attaching options exercisable at 4 cents each and expiring on 30 June 2010, is subject to shareholder approval. The placement was made to sophisticated investors through Aegis Partners Limited.

Funds raised will be used to meet the acquisition costs of the South Sprint prospect and to enhance working capital, including meeting obligations pursuant to the proposed farm-in arrangements as announced on 14 May 2008.

An Appendix 3B is attached.

The issue of a further 60,000,000 ordinary fully paid shares, together with 60,000,000 free attaching options, as referred to in the 14 May 2008 announcement is also subject to shareholder approval at a general meeting of the members.

The Company gives this notice pursuant to section 708A(5)(e) of the *Corporations Act*.

The shares were issued without disclosure to investors under Part 6D.2 of the *Corporations Act* in reliance on section 708A(5).

The Company as at the date of this notice has complied with:

- (a) the provisions of Chapter 2M of the *Corporations Act* as they apply to the Company; and
- (b) section 674 of the *Corporations Act*.

As at the date of this notice, there is no excluded information for the purposes of section 708A(7) and (8) of the *Corporations Act*.

Yours faithfully

Neville J Bassett  
Secretary

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## 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

ACCLAIM EXPLORATION NL

ABN

99 009 076 233

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<br>Options – 4 cents; 30 June 2010  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 90,000,000 ordinary fully paid shares<br>90,000,000 options (4 cents; 30 June 2010), subject to shareholder approval |
| 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) | Shares – Ordinary fully paid<br>Options – exercisable on or before 30 June 2010 at 4 cents each                      |

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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"> <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 – Ordinary Fully Paid Shares</p> <p>Options rank equally from date of conversion to ordinary fully paid shares</p>								
<p>5 Issue price or consideration</p>	<p>1 cent per share</p> <p>Options – Free attaching to the 90,000,000 shares, subject to shareholder approval</p>								
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To meet the acquisition costs of the South Sprint prospect and to enhance working capital, including meeting obligations pursuant to the proposed farm-in arrangements.</p>								
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>21 May 2008</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>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>700,871,353</td> <td>Ordinary Fully Paid Shares</td> </tr> <tr> <td>40,000,000</td> <td>Partly Paid Shares, 2 cents unpaid</td> </tr> <tr> <td>425,113,654</td> <td>Options (5cents, 30 June 2008)</td> </tr> </tbody> </table>	Number	+Class	700,871,353	Ordinary Fully Paid Shares	40,000,000	Partly Paid Shares, 2 cents unpaid	425,113,654	Options (5cents, 30 June 2008)
Number	+Class								
700,871,353	Ordinary Fully Paid Shares								
40,000,000	Partly Paid Shares, 2 cents unpaid								
425,113,654	Options (5cents, 30 June 2008)								

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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)	14,000,000	Options (5 cents; 31 December 2008)
	10,500,000	Options (7 cents; 30 June 2009)
	10,500,000	Options (9 cents; 31 December 2010)
	90,000,000	Options (4 cents; 30 June 2010) – subject to shareholder approval
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	-	

## 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 +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**

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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	-
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	-
25	If the issue is contingent on +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 +security holders sell their entitlements <i>in full</i> through a broker?	-
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	-

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32 How do <sup>+</sup>security holders dispose of their entitlements (except by sale through a broker)? -

33 <sup>+</sup>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 <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

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

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**Appendix 3B**  
**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)

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: N J Bassett Date: 22 May 2008  
(Company secretary)

Print name: Neville Bassett

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