



3 July 2009

Non-Renounceable Rights Issue – Appendix 3B New Shares Issue Announcement

With reference to the non-renounceable Rights Issue announced by Apex Minerals NL (**Company**) on 18 May 2009 (**Rights Issue**) which closed on 18 June 2009, we attach an Appendix 3B New Shares Issue Announcement.

The number of shares in the capital of the Company offered under the Rights Issue was 70,969,369 (**Offered Shares**).

Valid applications were not received for 47,448,263 Offered Shares (**Shortfall Shares**).

The Shortfall Shares were subscribed for pursuant to the terms of an underwriting agreement, details of which have been previously announced.

The Shortfall Shares were issued, and holding statements despatched, today.

Yours faithfully

Mark Ashley
Managing Director

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.

Name of entity

Apex Minerals NL

ABN

22 098 612 974

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 47,448,263 fully paid ordinary shares |
| 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) | Fully paid ordinary shares |

<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 – equally with all issued fully paid ordinary shares</p>				
<p>5 Issue price or consideration</p>	<p>\$0.20 per fully paid ordinary share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Pursuant to the terms of an underwriting agreement in relation to the 2 for 15 pro-rata non-renounceable rights issue</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>3 July 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 1299 1069 1332">Number</th> <th data-bbox="1069 1299 1359 1332">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 1332 1069 1547">603,239,637</td> <td data-bbox="1069 1332 1359 1547">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	603,239,637	Fully paid ordinary shares
Number	+Class				
603,239,637	Fully paid ordinary shares				

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	⁺ Class
		19,125,000	Partly paid
		121 Warrants	Warrants
		<i>* Refer table below for Options issued</i>	

Number of Options Exercise Price Expiry Date

1,500,000	\$0.20	3-Jul-11
7,200,000	\$0.14	20-Jul-11
250,000	\$0.30	17-Aug-11
250,000	\$0.35	14-Sep-11
300,000	\$0.20	31-May-09
500,000	\$0.35	1-Nov-11
1,000,000	\$0.35	1-Nov-11
275,000	\$0.45	30-Nov-11
300,000	\$0.45	30-Nov-11
2,825,000	\$0.65	1-Jun-12
2,600,000	\$0.65	1-Jun-12
1,525,000	\$1.00	30-Jul-12
200,000	\$1.30	15-Oct-12
200,000	\$1.30	30-Oct-12
200,000	\$1.30	11-Nov-12
50,000	\$1.60	10-Jan-13
700,000	\$1.30	27-Apr-13
1,556,000	\$1.30	11-May-13
550,000	\$1.30	19-Jun-13
1,000,000	\$0.70	18-Jul-13
50,000	\$0.50	1-Oct-13
750,000	\$0.70	1-Dec-13
2,500,000	\$0.30	29-Jan-12
2,360,000	\$0.45	9-Feb-14
3,445,000	\$0.30	21-Jun-14

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
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+ See chapter 19 for defined terms.

12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	2 for 15 ordinary fully paid shares
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	Thursday, 28 May 2009
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Rounding 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>	All countries except Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	Thursday, 18 June 2009
20	Names of any underwriters	Azure Capital Pty Limited
21	Amount of any underwriting fee or commission	\$852,000 (plus GST)
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

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	No Prospectus or Product Disclosure Document will be produced Rights Issue Offer Document was sent to entitled persons on Wednesday, 3 June 2009
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	Monday, 18 May 2009
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	Refer to Item 7 of this Appendix 3B

+ 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

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

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

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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

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: ...3 July 2009
(Company Secretary)

Print name: Anna Neuling

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+ See chapter 19 for defined terms.