

6 December 2012

Company Announcements Office ASX Limited

## Credo Resources Limited (the "Company")

In accordance with listing rule 2.8.2 and pursuant to a listing rule 3.10A notice of securities to be released from escrow (dated 21 November 2012), the Company requests quotation of the following securities :

Security description	Release Date	Number
Ordinary fully paid shares	6 December 2012	6,000,000

The securities above relate to the issue of securities pursuant to the share sale agreement to acquire Riverglide Investments Pty Ltd whose subsidiary holds rights to and applications for permits in Burkina Faso.

Lloyd Flint Company Secretary

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

CREDO RESOURCES LTD

ABN

15 145 040 857

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).

n/a

- $\begin{array}{ccc} & & & \\ &$
- 2 Number of \*securities issued or to be issued (if known) or maximum number which may be issued
- Principal of terms the 3 +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)

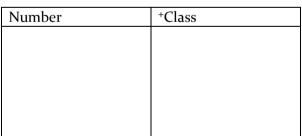


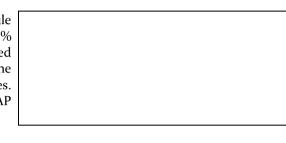
<sup>+</sup> See chapter 19 for defined terms.

4	Do the *securities rank equally in all respects from the date of allotment with an existing *class of quoted *securities?	
	<ul> <li>If the additional securities do not rank equally, please state:</li> <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>	
5	Issue price or consideration	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	n/a
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	
	If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	
6c	Number of <sup>+</sup> securities issued without security holder approval under rule 7.1	
		<u> </u>
6d	Number of <i>*</i> securities issued with security holder approval under rule 7.1A	

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

- 6e Number of \*securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)
- 6f Number of securities issued under an exception in rule 7.2
- 6g If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.
- 6h If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements
- 6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements
- 7 Dates of entering <sup>+</sup>securities into uncertificated holdings or despatch of certificates
- 8 Number and <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in section 2 if applicable)





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

		Number	+Class
9	Number and <sup>+</sup> class of all <sup>+</sup> securities not quoted on ASX	8,000,000	Ordinary shares escrowed to 7 April 2013
( <i>including</i> the securities in section 2 if applicable)	6,000,000	Ordinary shares escrowed to 22 February 2013	
		4,500,000	Options exercisable at \$0.25 expiring 16 January 2016 escrowed to 8 April 2013
		200,000	Options exercisable at \$0.30 expiring 8 April 2016
		500,000	Options exercisable at \$0.25 expiring 19 April 2015 vesting after 12 months
		1,200,000	Options exercisable at \$0.30 expiring 31 March 2016
		500,000	Performance shares
		2,000,000	Options exercisable at \$0.25 expiring 6 December 2016
		5,000,000	Options exercisable at \$0.25 expiring 6 December 2016.
		6,000,000	Unlisted options exercisable at 25 cents, expiring 6 December 2016, vesting on satisfaction of terms defined in notice of meeting dated 27 October 2011.
		10,000,00	Unlisted performance shares expiring 6 December 2016 converting on achievement of milestones set out in notice of meeting dated 27 October 2011.

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 nonrenounceable?

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

Ratio in which the +securities 13 will be offered <sup>+</sup>Class of <sup>+</sup>securities to which the 14 offer relates \*Record date to determine 15 entitlements 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? Policy for deciding entitlements 17 in relation to fractions Names of countries in which the 18 entity has +security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7. 19 Closing date for receipt of acceptances or renunciations Names of any underwriters 20 Amount of any underwriting fee 21 or commission Names of any brokers to the 22 issue Fee or commission payable to the 23 broker to the issue Amount of any handling fee 24 payable to brokers who lodge acceptances or renunciations on behalf of +security holders

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

- 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 <sup>+</sup>security holders sell their entitlements *in full* through a broker?
- 31 How do <sup>+</sup>security holders sell part of their entitlements through a broker and accept for the balance?
- 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 ( <i>tick one</i> )
(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



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

## 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 <sup>+</sup> secu	ırities	
Entiti	es tha	t have ticked box 34(b)		
38	Num	ber of securities for which <sup>+</sup> quotation is sought	6,000,000	
39	Class	of <sup>+</sup> securities for which quotation is sought	Ordinary ful	ly paid shares
40	the o	ne <sup>+</sup> securities rank equally in all respects from date of allotment with an existing <sup>+</sup> class of ed <sup>+</sup> securities?	Yes – Ordina	ary Shares
	<ul> <li>pleas</li> <li>th</li> <li>th</li> <li>di</li> <li>in</li> <li>th</li> <li>ot</li> </ul>	e additional securities do not rank equally, e state: e date from which they do e extent to which they participate for the next vidend, (in the case of a trust, distribution) or terest payment e extent to which they do not rank equally, her than in relation to the next dividend, stribution or interest payment		
41	Reaso	on for request for quotation now	End of restri	ction period.
	Exampl	e: In the case of restricted securities, end of restriction period		
		ssued upon conversion of another security, y identify that other security)		
			Number	+Class
42		ber and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX	43,232,505	Ordinary
	(incli	<i>iding</i> the securities in clause 38)		Shares

Shares

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

#### Quotation agreement

- <sup>1</sup> <sup>+</sup>Quotation of our additional <sup>+</sup>securities is in ASX's absolute discretion. ASX may quote the <sup>+</sup>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 <sup>+</sup>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 <sup>+</sup>securities to be quoted under section 1019B of the Corporations Act at the time that we request that the <sup>+</sup>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.
- 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 <sup>+</sup>quotation of the <sup>+</sup>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:	 (Company secretary)	Date:6/12/2012	

Print name: ...Lloyd Flint.....

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