

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

Southern Cross Goldfields Limited

ABN

71 124 374 321

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 | 50,056,124 |
| 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 |

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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"> • 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.</p>
<p>5 Issue price or consideration</p>	<p>6.5 cents</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 Company's prospectus dated 14 November 2011, the funds raised will:</p> <ul style="list-style-type: none"> • complete additional testwork, analysis and detailed documentation for the Marda Central Feasibility Study and undertake debt funding activities; • undertake resource definition drilling at the Red Legs, Die Hardie, Andromeda, and Blue Peter gold prospects; • continue regional exploration in the Marda region including along the Evanston Shear Zone and Andromeda Trend; • continue the exploration programs (including drilling) at the Copper Bore Project; • pursuit of business development opportunities; • working capital; and • to fund issue expenses.
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>21 December 2011</p>

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	Number	+Class
8	265,135,046	Fully paid ordinary shares
9	1,000,000	Unlisted Options exercisable at \$0.20 expiring 10 March 2012
	2,000,000	Unlisted Options exercisable at \$0.15 expiring 8 August 2012 (voluntarily escrowed until 8 February 2012)
	15,000,000	Unlisted Options exercisable at \$0.20 expiring 31 December 2012
	6,575,000	Unlisted Options exercisable at \$0.25 expiring 12 March 2014
	6,575,000	Unlisted Options exercisable at \$0.30 expiring 12 March 2014
	25,000	Unlisted Options exercisable at \$0.25 expiring 2 July 2014
	25,000	Unlisted Options exercisable at \$0.30 expiring 2 July 2014
	100,000	Unlisted Options exercisable at \$0.25 expiring 21 July 2014
	100,000	Unlisted Options exercisable at \$0.30 expiring 21 July 2014
	2,000,000	Unlisted Options exercisable at \$0.20 expiring 1 October 2014
	1,000,000	Unlisted Options exercisable at \$0.25 expiring 1 October 2014
	1,000,000	Unlisted Options exercisable at \$0.30 expiring 1 October 2014
	1,000,000	Unlisted Options exercisable at \$0.40 expiring 1 October 2014
	2,350,000	Unlisted Options exercisable at \$0.10 expiring 31 July 2014
	500,000	Unlisted Options exercisable at \$0.20 expiring 31 July 2014
	500,000	Unlisted Options exercisable at \$0.25 expiring 31 July 2014

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10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	There is currently no intention to pay dividends.
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
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12	Is the issue renounceable or non-renounceable?	Renounceable
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13	Ratio in which the +securities will be offered	2 new shares for every 5 existing Shares held as at the Record Date.
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14	+Class of +securities to which the offer relates	Fully paid ordinary shares
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15	+Record date to determine entitlements	5.00 pm WST on 23 November 2011
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
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17	Policy for deciding entitlements in relation to fractions	Round up to nearest whole share
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18	Names of countries in which the 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.	All countries except Australia and New Zealand
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19	Closing date for receipt of acceptances or renunciations	9 December 2011
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+ See chapter 19 for defined terms.

20	Names of any underwriters	None
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	Patersons Securities Limited
23	Fee or commission payable to the broker to the issue	Lead manager fee of \$30,000. The Lead Manager agrees to assist the Company to place any Shares not taken up under this Offer on a best endeavours basis for a fee of 5.5% of the amount placed.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Nil
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	Prospectus to be sent to persons entitled on 25 November 2011
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	14 November 2011
28	Date rights trading will begin (if applicable)	17 November 2011
29	Date rights trading will end (if applicable)	2 December 2011
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	See section 3.4 of the Prospectus
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	See section 3.5 of the Prospectus

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- 32 How do +security holders dispose of their entitlements (except by sale through a broker)? See section 3.6 of the Prospectus
- 33 +Despatch date 21 December 2011

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.

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)		

+ 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: 
(Company secretary)

Date: 22 December 2011

Print name: Dennis Wilkins

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+ See chapter 19 for defined terms.

SOUTHERN CROSS GOLDFIELDS LIMITED

ORDINARY FULLY PAID SHARES (TOTAL)

Top Holders

As Of 19 December 2011

	Name	Units	% of Units
1	MINERAL RESOURCES LIMITED	37,114,621	14.00
2	WESTERN AREAS NL	14,739,721	5.56
3	STRATA DRILLING WA PTY LTD <HALL SUPER FUND A/C>	8,900,000	3.36
4	HERON RESOURCES LIMITED	8,771,643	3.30
5	R J GRUNDY PTY LTD <JIM GRUNDY SUPER FUND A/C>	6,414,595	2.42
6	DEMPSEY RESOURCES PTY LTD	5,000,000	1.89
7	GROSVENOR PIRIE MANAGEMENT LTD <ROSLYN NO 4 S/F A/C>	5,000,000	1.89
8	HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,954,087	1.87
9	MR GLENN ROBERT JARDINE	4,252,801	1.60
10	DR NEELESH BHASIN	4,200,000	1.58
11.	LION DIVERSIFIED HOLDINGS BERHAD	4,164,649	1.57
12.	ARROWCORP LIMITED	4,099,384	1.55
13.	HAZURN PTY LTD <BUCHHORN SUPER FUND A/C>	4,000,446	1.51
14.	ST BARBARA LIMITED	3,846,154	1.45
15.	MR TIGES MORTON + MRS DEBRA MORTON	2,470,000	0.93
17.	ROBONLIE INVESTMENTS PTY LTD	2,300,000	0.87
18.	JP MORGAN NOMINEES AUSTRALIA LIMITED <CASH INCOME A/C>	2,280,044	0.86
19.	MR VERNON WESLEY STRANGE	2,228,730	0.84
20.	MR ANDREW LYNTON HURWITZ + MRS JULIET MARY HURWITZ <A & J HURWITZ SUPER FUND A/C>	1,618,412	0.61
Top 20 holders		126,355,287	47.66
Remaining Holders Balance		138,779,759	52.34
TOTAL		265,135,046	100.00