



THUNDELARRA
EXPLORATION LTD

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16 May 2006

Thundelarra Exploration Ltd
ABN 74 950 465 654
ACN 085 782 994

The Manager
The Company Announcement Office
Australian Stock Exchange Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

Via Electronic Lodgement

Dear Sir/Madam

APPENDIX 3B

We enclose an Appendix 3B in respect to the issue of securities in relation to the equity placement for purpose of progressing Thundelarra's nickel, uranium and base metal exploration projects.

The placement will be completed in two tranches:

Tranche 1: Issue of 2,800,000 fully paid ordinary shares at an issue price of \$0.19 each, together with 2,800,000 free attaching Options, to raise \$532,000. No shareholder approval is required with respect to the issue of Tranche 1 securities.

Tranche 2: Issue of 12,200,000 fully paid ordinary shares at an issue price of \$0.19 each, together with 12,200,000 free attaching Options, to raise \$2,318,000, subject to shareholder approval at a General Meeting to be held in June 2006.

Yours faithfully
THUNDELARRA EXPLORATION LTD

Frank DeMarte
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.

Name of entity

THUNDELARRA EXPLORATION LTD

ACN

085 782 994

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 | <table border="1"><tbody><tr><td>1</td><td>(a)</td><td>Ordinary shares</td></tr><tr><td></td><td>(b)</td><td>Options</td></tr><tr><td>2</td><td>(a)</td><td>Ordinary shares</td></tr><tr><td></td><td>(b)</td><td>Options</td></tr></tbody></table> | 1 | (a) | Ordinary shares | | (b) | Options | 2 | (a) | Ordinary shares | | (b) | Options |
| 1 | (a) | Ordinary shares | | | | | | | | | | | | |
| | (b) | Options | | | | | | | | | | | | |
| 2 | (a) | Ordinary shares | | | | | | | | | | | | |
| | (b) | Options | | | | | | | | | | | | |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <table border="1"><tbody><tr><td>1</td><td>(a)</td><td>2,800,000 shares</td></tr><tr><td></td><td>(b)</td><td>2,800,000 options</td></tr><tr><td>2</td><td>(a)</td><td>12,200,000 shares</td></tr><tr><td></td><td>(b)</td><td>12,200,000 options</td></tr></tbody></table> | 1 | (a) | 2,800,000 shares | | (b) | 2,800,000 options | 2 | (a) | 12,200,000 shares | | (b) | 12,200,000 options |
| 1 | (a) | 2,800,000 shares | | | | | | | | | | | | |
| | (b) | 2,800,000 options | | | | | | | | | | | | |
| 2 | (a) | 12,200,000 shares | | | | | | | | | | | | |
| | (b) | 12,200,000 options | | | | | | | | | | | | |
| 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) | <table border="1"><tbody><tr><td>1(a) & 2(a)</td><td>Not applicable.</td></tr><tr><td>1(b) & 2(b)</td><td>The options, each to acquire one ordinary fully paid share in the Company, have an exercise price of 20 cents and will expire on 30 June 2009.</td></tr></tbody></table> | 1(a) & 2(a) | Not applicable. | 1(b) & 2(b) | The options, each to acquire one ordinary fully paid share in the Company, have an exercise price of 20 cents and will expire on 30 June 2009. | | | | | | | | |
| 1(a) & 2(a) | Not applicable. | | | | | | | | | | | | | |
| 1(b) & 2(b) | The options, each to acquire one ordinary fully paid share in the Company, have an exercise price of 20 cents and will expire on 30 June 2009. | | | | | | | | | | | | | |

+ See chapter 19 for defined terms.

<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>1(a) & 2(a) Yes the shares will rank equally in all respects from date of allotment with existing class of securities.</p> <p>1(b) & 2(b) No, the options will not rank equally in all respects from date of allotment with existing class of quoted securities unless the options are exercised.</p>						
<p>5 Issue price or consideration</p>	<p>1(a) & 2(a) \$0.19 per share.</p> <p>1(b) & 2(b) The options will be issued for no consideration.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Working capital raised to progress the Company's nickel, uranium and base metal exploration projects.</p>						
<p>7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates</p>	<p>1(a) 26 May 2006.</p> <p>1(b) & 2(a), (b) 7 July 2006.</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>94,430,370</td><td>Ordinary Shares</td></tr> <tr> <td>15,000,000</td><td>Options expiring 30 June 2009 exercisable at \$0.20.</td></tr> </tbody> </table>	Number	⁺ Class	94,430,370	Ordinary Shares	15,000,000	Options expiring 30 June 2009 exercisable at \$0.20.
Number	⁺ Class						
94,430,370	Ordinary Shares						
15,000,000	Options expiring 30 June 2009 exercisable at \$0.20.						

⁺ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	1,771,000	Options expiring 28 February 2007 exercisable at \$0.475.
	1,245,000	Options expiring 28 March 2008 exercisable at \$0.325.
	11,000,000	Options expiring 20 November 2007 exercisable at \$0.655.
	1,970,000	Options expiring 26 February 2009 exercisable at \$0.675.
	375,000	Options expiring 20 April 2009 exercisable at \$0.475.
	390,000	Options expiring 31 May 2009 exercisable at \$0.22.
	2,500,000	Options expiring 12 April 2009 exercisable at \$0.40.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not Applicable	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	Not Applicable
12 Is the issue renounceable or non-renounceable?	Not Applicable
13 Ratio in which the +securities will be offered	Not Applicable
14 +Class of +securities to which the offer relates	Not Applicable
15 +Record date to determine entitlements	Not Applicable

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not Applicable
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.	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not Applicable
21	Amount of any underwriting fee or commission	Not Applicable
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	Not Applicable
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	Not Applicable
28	Date rights trading will begin (if applicable)	Not Applicable

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | | |
|----|--|----------------|
| 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 | Not Applicable |

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 – (i)

(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

(If the additional securities do not form a new class, go to 43)

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

(now go to 43)

+ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38	Number of securities for which +quotation is sought	Not Applicable									
39	Class of +securities for which quotation is sought	Not Applicable									
40	<p>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 	Not Applicable									
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	Not Applicable									
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>-</td> <td>-</td> </tr> </tbody> </table>	Number	+Class	-	-	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>-</td> <td>-</td> </tr> </tbody> </table>	Number	+Class	-	-
Number	+Class										
-	-										
Number	+Class										
-	-										

(now go to 43)

+ See chapter 19 for defined terms.

All entities

Fees

43 Payment method (tick one)

☐ Cheque attached

☐ Electronic payment made

Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

☐ Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

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.

+ See chapter 19 for defined terms.

- 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: 16 May 2006.

Print name: FRANK DeMARTE

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+ See chapter 19 for defined terms.