



THUNDELARRA

EXPLORATION LTD

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

3 March 2008

The Manager
Companies Announcement Office
ASX Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000



Via Electronic Lodgement

Dear Sir/Madam

APPENDIX 3B – ISSUE OF OPTIONS TO DIRECTORS

We enclose an Appendix 3B in respect to the issue of 4,250,000 options granted to directors pursuant to shareholder approval granted at the Annual General Meeting held on 27 February 2009.

The options each have an exercise price of 20 cents each and will expire on 28 February 2014. The options will not be quoted on the Australian Securities Exchange.

Yours sincerely
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.

Name of entity

THUNDELARRA EXPLORATION LTD

ABN, ARBN or ARSN

74 950 465 654

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	Unquoted Options
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	4,250,000
3	Principal terms of the +securities (e.g., 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)	The options each to acquire one ordinary fully paid share in the Company have an exercise price of 20 cents each and will expire on 28 February 2014.

+ See chapter 19 for defined terms.

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"> • 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>No, the options will not rank equally in all respects from the date of allotment with the existing class of quoted shares unless the options are exercised.</p>										
<p>5 Issue price or consideration</p>	<p>The options were 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>Granting of incentive options to Directors pursuant to shareholder approval granted at the Annual General Meeting on 27 February 2009.</p>										
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>27 February 2009.</p>										
<p>8 Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)</p>	<table> <tr> <th data-bbox="699 1171 997 1211">Number</th><th data-bbox="997 1171 1294 1211">+Class</th></tr> <tr> <td data-bbox="699 1211 997 1274">113,915,409</td><td data-bbox="997 1211 1294 1274">Ordinary fully paid.</td></tr> <tr> <td data-bbox="699 1274 997 1426">28,478,852</td><td data-bbox="997 1274 1294 1426">Ordinary fully paid rights issue shares quoted on a deferred settlement date.</td></tr> <tr> <td data-bbox="699 1426 997 1556">11,856,344</td><td data-bbox="997 1426 1294 1556">Options expiring 30 June 2009 exercisable at 19 cents each.</td></tr> <tr> <td data-bbox="699 1556 997 1778">9,492,950</td><td data-bbox="997 1556 1294 1778">Rights Issue options expiring 29 March 2013 exercisable at 20 cents each, quoted on a deferred basis.</td></tr> </table>	Number	+Class	113,915,409	Ordinary fully paid.	28,478,852	Ordinary fully paid rights issue shares quoted on a deferred settlement date.	11,856,344	Options expiring 30 June 2009 exercisable at 19 cents each.	9,492,950	Rights Issue options expiring 29 March 2013 exercisable at 20 cents each, quoted on a deferred basis.
Number	+Class										
113,915,409	Ordinary fully paid.										
28,478,852	Ordinary fully paid rights issue shares quoted on a deferred settlement date.										
11,856,344	Options expiring 30 June 2009 exercisable at 19 cents each.										
9,492,950	Rights Issue options expiring 29 March 2013 exercisable at 20 cents each, quoted on a deferred basis.										

+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number	+Class
		350,000	Options expiring 31 May 2009 exercisable at \$0.22.
		2,500,000	Options expiring 12 April 2009 exercisable at \$0.40.
		200,000	Options expiring 28 February 2010 exercisable at \$0.55.
		1,500,000	Options expiring 28 February 2010 exercisable at \$0.50.
		1,000,000	Options expiring 31 May 2010 exercisable at \$0.50.
		1,000,000	Options expiring 31 May 2011 exercisable at \$0.68.
		360,000	Options expiring 30 June 2011 exercisable at \$0.52.
		4,500,000	Options expiring 30 November 2010 exercisable at \$0.45.
		350,000	Options expiring 31 December 2011 exercisable at \$0.47.
		4,250,000	Options expiring 28 February 2013 exercisable at \$0.50.
		400,000	Options expiring 3 April 2011 exercisable at \$0.39.
		440,000	Options expiring 30 June 2012 exercisable at \$0.52.
		350,000	Options expiring 31 December 2012 exercisable at \$0.11.
		4,250,000	Options expiring 28 February 2014 exercisable at \$0.20.

+ See chapter 19 for defined terms.

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New issue announcement

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?	Not applicable
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12	Is the issue renounceable or non-renounceable?	Not applicable
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13	Ratio in which the ⁺ securities will be offered	Not applicable
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14	⁺ Class of ⁺ securities to which the offer relates	Not applicable
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15	⁺ Record date to determine entitlements	Not applicable
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16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
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17	Policy for deciding entitlements in relation to fractions	Not applicable
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18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents	Not applicable
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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	Not applicable
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20	Names of any underwriters	Not applicable
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21	Amount of any underwriting fee or commission	Not applicable
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22	Names of any brokers to the issue	Not applicable
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23	Fee or commission payable to the broker to the issue	Not applicable
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24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	Not applicable
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+ See chapter 19 for defined terms.

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 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
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	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

(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 ☐ The names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

- 36 ☐ 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)

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 | 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: <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 | 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) | Not applicable |

Number	+Class
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+ See chapter 19 for defined terms.

42 Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38)	-	-
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(now go to 43)

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 to ASX that the issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose, and that there is no reason why those ⁺securities should not be granted ⁺quotation. We warrant to ASX that an offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Law.
- 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: 3 March 2009

Print name:

FRANK DEMARTE

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⁺ See chapter 19 for defined terms.