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

THUNDELARRA EXPLORATION LTD

ABN

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 Fully paid ordinary shares.

- 2 Number of ⁺securities issued or to be issued (if known) or maximum number which may be issued
- 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)

6,800,000

Fully paid ordinary shares.

⁺ 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? 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 	Yes, the shares will rank equally in all respects from the date of allotments with the fully paid ordinary shares currently on issue.
5	Issue price or consideration	\$0.05 per share.
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Placement of shortfall in part pursuant to the completed non-renounceable entitlement offer to eligible shareholders.
ба	Is the entity an ⁺ eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h <i>in relation to the</i> ⁺ <i>securities the</i>	Not applicable.
	<i>subject of this Appendix 3B</i> , and comply with section 6i	
6b	The date the security holder resolution under rule 7.1A was passed	Not applicable.
бс	Number of ⁺ securities issued without security holder approval under rule 7.1	Not applicable.
6d	Number of ⁺ securities issued with security holder approval under rule 7.1A	Not applicable.
бе	Number of ⁺ securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Not applicable.
6f	Number of securities issued under an exception in rule 7.2	Not applicable.

- 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 ⁺securities into uncertificated holdings or despatch of certificates
- 8 Number and ⁺class of all ⁺securities quoted on ASX (*including* the securities in section 2 if applicable)

Not applicable.

Not applicable.

Not applicable.

19 November 2012

Number	+Class	
229,578,428	Ordinary fully paid shares.	
6,778,130	Options expiring 29 March 2013 exercisable at 20 cents each.	

⁺ See chapter 19 for defined terms.

	Number	+Class
all	4,250,000	Options expiring 28
ASX		February 2013
ection		exercisable at \$0.50.
	4,250,000	Options expiring 28
		February 2014
		exercisable at \$0.20.
	6,750,000	Options expiring 25
		February 2015
		exercisable at \$0.64.
	660,000	Options expiring 20
		September 2013
		exercisable at \$0.96.
	6,750,000	Options expiring 27
		February 2016
		exercisable at \$0.84.
	725,000	Options expiring 30 June
		2014 exercisable at
		\$0.39.
	2,000,000	Options expiring 28
		February 2017
		exercisable at \$0.23.
	1,000,000	Options expiring 16
		April 2014 exercisable at
		\$0.25.
	1,000,000	Options expiring 16
		April 2015 exercisable at
		\$0.45.
	2,350,000	Options expiring 31
		October 2015
		exercisable at \$0.09.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

Not applicable.

9

Number and +class of *securities not quoted on *A* (*including* the securities in sec 2 if applicable)

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No.
12	Is the issue reneuroschie or non	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable.
13	Ratio in which the ⁺ securities will	Not applicable.
	be offered	
14	+Class of +securities to which the	Not applicable.
	offer relates	
15	⁺ Record date to determine	Not applicable.
	entitlements	
16	Will holdings on different registers	Not applicable.
	(or subregisters) be aggregated for	11
	calculating entitlements?	
17	Policy for deciding entitlements in	Not applicable.
	relation to fractions	
18	Names of countries in which the	Not applicable.
	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	Not applicable.
	acceptances of renanciations	
20	Names of any underwriters	Not applicable.
21	Amount of any underwriting fee or	Not applicable.
	commission	
22	Names of any brokers to the issue	Not applicable.
	-	
23	Fee or commission payable to the broker to the issue	Not applicable.
	bloker to the issue	
24	Amount of any handling fee	Not applicable.
	payable to brokers who lodge acceptances or renunciations on	
	behalf of ⁺ security holders	
25	If the issue is contingent on	Not applicable.
20	*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	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

Tick to indicate you are providing the information or documents

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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	e additional ⁺ securities		
Entitie	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 (<i>including</i> the securities in clause 38)			

Quotation agreement

⁺ See chapter 19 for defined terms.

- 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.



Date: 20 November 2012

Print name: Fra

Sign here:

Frank DeMarte.

(Director/Company secretary)

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