30 October 2003

The Companies Announcement Office  
Australian Stock Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000  

By e-lodgement

Dear Sir/Madam

**AMENDED APPENDIX 3B**

We refer to the telephone discussion of today and attach herewith the amended Appendix 3B using the new form, which was originally lodged yesterday.

Should you require any further information, please do not hesitate to contact our office.

Kind regards

**CHESTER MINING LIMITED**


**GILBERT RODGERS**  
*Director*

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Chester Mining Limited  
ABN 93 009 204 175  
32 Parliament Place, West Perth, WA, 6005, Australia  
PO Box 378, West Perth, WA 6872, Australia  
Telephone: +61 8 9481 5763; Facsimile: +61 8 9481 5759  
Email: ppg@highway1.com.au
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.


Name of entity

| Chester Mining Limited |

ABN

| 93 009 204 175 |

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).

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>&quot;Class of &quot;securities issued or to be issued</td>
</tr>
<tr>
<td>2</td>
<td>Number of &quot;securities issued or to be issued (if known) or maximum number which may be issued</td>
</tr>
<tr>
<td>3</td>
<td>Principal terms of the &quot;securities (eg, if options, exercise price and expiry date; if partly paid &quot;securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)</td>
</tr>
</tbody>
</table>

† See chapter 19 for defined terms.
Appendix 3B
New issue announcement

4 Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

The securities will rank equally in all respects with the existing shares of the Company.

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

5 Issue price or consideration

$0.01 each

6 Purpose of the issue

To acquire assets, clearly identify those assets

For future administration expenses

7 Dates of entering securities into uncertificated holdings or despatch of certificates

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8 Number and class of all securities quoted on ASX (including the securities in clause 2 if applicable)

<table>
<thead>
<tr>
<th>Number</th>
<th>Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>218,712,479</td>
<td>Ordinary fully paid</td>
</tr>
</tbody>
</table>

See chapter 19 for defined terms.
9 Number and class of all securities not quoted on ASX (including the securities in clause 2 if applicable)

<table>
<thead>
<tr>
<th>Number</th>
<th>Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>N/A</td>
<td>N/A</td>
</tr>
</tbody>
</table>

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? N/A

12 Is the issue renounceable or non-renounceable? N/A

13 Ratio in which the securities will be offered N/A

14 Class of securities to which the offer relates N/A

15 Record date to determine entitlements N/A

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? N/A

17 Policy for deciding entitlements in relation to fractions N/A

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

19 Closing date for receipt of acceptances or renunciations N/A

† See chapter 19 for defined terms.
20 Names of any underwriters | N/A

21 Amount of any underwriting fee or commission | N/A

22 Names of any brokers to the issue | N/A

23 Fee or commission payable to the broker to the issue | N/A

24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | N/A

25 If the issue is contingent on security holders' approval, the date of the meeting | N/A

26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | N/A

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 | N/A

28 Date rights trading will begin (if applicable) | N/A

29 Date rights trading will end (if applicable) | N/A

30 How do security holders sell their entitlements in full through a broker? | N/A

31 How do security holders sell part of their entitlements through a broker and accept for the balance? | N/A

* See chapter 19 for defined terms.
32 How do security holders dispose of their entitlements (except by sale through a broker)?
N/A

33 Despatch date
N/A

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 exercise period, partly paid securities that become fully paid, employees 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)

42  Number and class of all securities quoted on ASX (including the securities in clause 38)

<table>
<thead>
<tr>
<th>Number</th>
<th>Class</th>
</tr>
</thead>
</table>
Quotation agreement

1 "Quotation of our additional \textquote{securities} is in ASX\textquote{'}s absolute discretion. ASX may quote the \textquote{securities} on any conditions it decides.

2 We warrant the following to ASX.

\begin{itemize}
  \item The issue of the \textquote{securities} to be quoted complies with the law and is not for an illegal purpose.
  
  \item There is no reason why those \textquote{securities} should not be granted \textquote{quotation}.
  
  \item An offer of the \textquote{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.

\textit{Note:} An entity may need to obtain appropriate warranties from subscribers for the \textquote{securities} in order to be able to give this warranty.

  \item Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any \textquote{securities} to be quoted and that no-one has any right to return any \textquote{securities} to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the \textquote{securities} be quoted.

  \item We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the \textquote{securities} to be quoted, it has been provided at the time that we request that the \textquote{securities} be quoted.

  \item If we are a trust, we warrant that no person has the right to return the \textquote{securities} to be quoted under section 1019F of the Corporations Act at the time that we request that the \textquote{securities} be quoted.
\end{itemize}
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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.

30 October 2003

Sign here: ........................................................ Date: ......................
(Director/Company secretary)

GILBERT RODGERS
Print name: ..................................................

See chapter 19 for defined terms.