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

BALLARAT GOLDFIELDS NL

ABN

50 006 245 441

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

   Options

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

   11,000,000

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)

   Expiry date: 30 September 2007
   Exercisable from the following dates at the following exercise prices:
   One third exercisable on 31 October 2003 at an exercise price of 12 cents;
   One third exercisable on 30 September 2004 at an exercise price of 13 cents;
   One third exercisable on 30 September 2005 at an exercise price of 15 cents.
4. Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities?

   No

   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

   Nil

6. Purpose of the issue
   (If issued as consideration for the acquisition of assets, clearly identify those assets)

   Director options (as approved by shareholders at the AGM - 31 October 2003)

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

   31 October 2003

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>488,944,440</td>
<td>ORDINARY</td>
</tr>
<tr>
<td></td>
<td>SHARES</td>
</tr>
</tbody>
</table>

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+ See chapter 19 for defined terms.
<table>
<thead>
<tr>
<th>Number</th>
<th>Class</th>
</tr>
</thead>
<tbody>
<tr>
<td>11,000,000</td>
<td>Director Options Exercisable from the following dates at the following exercise prices: One third exercisable at 31 October 2003 at an exercise price of 12 cents; One third exercisable at 30 September 2004 at an exercise price of 13 cents; One third exercisable at 30 September 2005 at an exercise price of 15 cents.</td>
</tr>
<tr>
<td>3,000,000</td>
<td>Employee Options Exercisable At 4.72 Cents Per Option Expiry Date 30 September 2006</td>
</tr>
<tr>
<td>5,000,000</td>
<td>RFC Options Exercisable At 3.45 Cents Per Option, Expiry Date 30 September 2006.</td>
</tr>
</tbody>
</table>

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

Part 2 - Bonus issue or pro rata issue – (not applicable)

11 Is security holder approval required? 

12 Is the issue renounceable or non- renounceable? 

13 Ratio in which the *securities will be offered 

14 *Class of *securities to which the offer relates 

15 *Record date to determine entitlements 

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

17 Policy for deciding entitlements in relation to fractions 

+ See chapter 19 for defined terms.
<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td>18</td>
<td>Names of countries in which the entity has &quot;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 1.7.</td>
</tr>
<tr>
<td>19</td>
<td>Closing date for receipt of acceptances or renunciations</td>
</tr>
<tr>
<td>20</td>
<td>Names of any underwriters</td>
</tr>
<tr>
<td>21</td>
<td>Amount of any underwriting fee or commission</td>
</tr>
<tr>
<td>22</td>
<td>Names of any brokers to the issue</td>
</tr>
<tr>
<td>23</td>
<td>Fee or commission payable to the broker to the issue</td>
</tr>
<tr>
<td>24</td>
<td>Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of &quot;security holders</td>
</tr>
<tr>
<td>25</td>
<td>If the issue is contingent on &quot;security holders’ approval, the date of the meeting</td>
</tr>
<tr>
<td>26</td>
<td>Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled</td>
</tr>
<tr>
<td>27</td>
<td>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</td>
</tr>
<tr>
<td>28</td>
<td>Date rights trading will begin (if applicable)</td>
</tr>
<tr>
<td>29</td>
<td>Date rights trading will end (if applicable)</td>
</tr>
<tr>
<td>30</td>
<td>How do &quot;security holders sell their entitlements in full through a broker?</td>
</tr>
</tbody>
</table>

+ See chapter 19 for defined terms.
31. How do security holders sell part of their entitlements through a broker and accept for the balance?

32. How do security holders dispose of their entitlements (except by sale through a broker)?

33. Despatch date

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 emergence period; partly paid securities that become fully paid; employee incentive share securities when restriction ends, securities issued on equity 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)

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
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</thead>
<tbody>
<tr>
<td>38</td>
<td>Number of securities for which quotation is sought</td>
</tr>
<tr>
<td>39</td>
<td>Class of securities for which quotation is sought</td>
</tr>
</tbody>
</table>
| 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) |
|   |   |

+ 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 73, 78 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.

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.

(Managing Director)

Print name: RICHARD LAUFMANN

Date: 31 October 2003

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+ See chapter 19 for defined terms.