

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, 1/1/2003, 24/10/2005.

Name of entity

WASHINGTON RESOURCES LTD

ABN

58 097 532 137

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 | 20,422,343 – Options issued under shortfall offer associated with the pro-rata non-renounceable rights issue to existing shareholders |
| 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) | Exercise price - \$0.40
Expiry Date – 31 December 2013
Terms and conditions of the Options are set out in section 8 of the Prospectus dated 21 September 2009 |

+ See chapter 19 for defined terms.

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<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>Shares issued upon exercise of Options will rank equally in all respects with existing class of quoted securities</p>						
<p>5 Issue price or consideration</p>	<p>\$0.001 per Option</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Funds raised from the issue of Options will be applied to general working capital. See section 5 of the Prospectus.</p> <p>Funds received upon the exercise of the Options will be applied to general working capital.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>9 November 2009</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 data-bbox="716 1339 997 1373">Number</th> <th data-bbox="997 1339 1273 1373">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="716 1373 997 1407">51,051,366</td> <td data-bbox="997 1373 1273 1407">Ordinary Shares</td> </tr> <tr> <td data-bbox="716 1407 997 1575">49,429,229</td> <td data-bbox="997 1407 1273 1575">Options</td> </tr> </tbody> </table>	Number	+Class	51,051,366	Ordinary Shares	49,429,229	Options
Number	+Class						
51,051,366	Ordinary Shares						
49,429,229	Options						

+ 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)	Number	⁺ Class
		3,870,000	Ordinary Shares (issued under Company ESOP)
		1,400,000	Options

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	<p>The Directors will consider an appropriate dividend policy once WRL has achieved the necessary profits.</p> <p>There is currently no dividend policy in place for the Company.</p>
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Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the ⁺ securities will be offered	Nine (9) Options for ten (10) Shares
14	⁺ Class of ⁺ securities to which the offer relates	Options
15	⁺ Record date to determine entitlements	6 October 2009
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Yes
17	Policy for deciding entitlements in relation to fractions	Rounded down
18	<p>Names of countries in which the entity has ⁺security holders who will not be sent new issue documents</p> <p><small>Note: Security holders must be told how their entitlements are to be dealt with.</small></p> <p><small>Cross reference: rule 7.7.</small></p>	<p>The offer is made to all Shareholders with registered addresses in Australia, New Zealand, the United Kingdom, Singapore, Hong Kong, Monaco and Vanuatu.</p>
19	Closing date for receipt of acceptances or renunciations	26 October 2009

⁺ See chapter 19 for defined terms.

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20	Names of any underwriters	Sonray Corporate Pty Ltd
21	Amount of any underwriting fee or commission	Sonray Corporate Pty Ltd will be paid the following: 1. A Management Fee of \$5,000; and 2. An Underwriting Fee of 6.5% of the underwritten amount.
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	12 October 2009
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 <i>in full</i> through a broker?	n/a

+ See chapter 19 for defined terms.

- | | | |
|----|--|-----------------|
| 31 | How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? | n/a |
| 32 | How do +security holders dispose of their entitlements (except by sale through a broker)? | n/a |
| 33 | +Despatch date | 9 November 2009 |

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

- 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
- The above information will be provided to the ASX upon completion of the non-renounceable rights issue of Options and the placement of any shortfall under such offer.**
- 37 A copy of any trust deed for the additional +securities

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Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

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39 Class of +securities for which
 quotation is sought

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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

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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)

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	Number	+Class
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 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.



9 November 2009

Sign here: Date:
(Director/Company secretary)

Print name: Mike Langoulant
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