



**KALGOORLIE-BOULDER  
RESOURCES LTD**  
ABN 48 106 732 487

## **ASX ANNOUNCEMENT**

ASX Code: KAL, KALO

8 February 2007

### **ACQUISITION OF AUSTRALIAN GOLD INVESTMENTS PTY LTD**

The Directors are pleased to announce the substantial completion of the acquisition of Australian Gold Investments Pty Ltd ('AGI'), the owners of the 'Norseman Project'.

On 8 December 2006, the Company announced the entering into agreements to acquire 100% of the issued capital of AGI which is the sole registered and beneficial owner of the 'Norseman Project'.

The Norseman Project is further described in the abovementioned announcement and in a further announcement on 8 February 2007 where the Company announced the engagement of an Independent Specialist (RSG Global) who determined a provisional value for the Norseman Project of between A\$23.12m and A\$49.88m with a preferred provisional value of A\$29.17m. The aforementioned announcement also referred to the engagement of an Independent Expert (BDO Consultants (WA) Pty Ltd) who concluded the proposed acquisition was both fair and reasonable and placed a range for the value of the Company's shares post the completion of the transaction at between \$0.186 and \$0.354 per share.

The transaction has been substantially completed and the accompanying Appendix 3B is in respect of the shares and convertible notes to be allotted and issued as part consideration for the acquisition of the issued capital in AGI.

For further information please contact:

John Coles  
Company Secretary  
Tel: (08) 9228 9742

## 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

KALGOORLIE-BOULDER RESOURCES LTD

ABN

48 106 732 487

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                                                                                                                                                                                                 | Listed Fully Paid Ordinary Shares (ASX: KAL)<br>Convertible Notes        |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued                                                                                                                                                | Listed Fully Paid Ordinary Shares – 51,500,000<br>Convertible Notes – 12 |
| 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) | Convertible Notes – see attachment.                                      |

+ 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Listed Fully Paid Ordinary Shares -- Yes.</p> <p>The Convertible Notes will be unlisted, but the fully paid ordinary shares issued on conversion will rank equally in all respects with the Company's issued fully paid ordinary shares on and from their date of issue.</p> <p>The Company has not issued any other Convertible Notes.</p>						
<p>5 Issue price or consideration</p>	<p>Consideration for the acquisition of 100% of the issued share capital of Australian Gold Investments Pty Ltd.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Consideration for the acquisition of 100% of the issued share capital of Australian Gold Investments Pty Ltd.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>8 March 2007</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="680 1464 969 1496">Number</th> <th data-bbox="973 1464 1263 1496">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="680 1503 969 1621">95,476,344</td> <td data-bbox="973 1503 1263 1621">Listed Fully Paid Ordinary Shares (ASX: KAL)</td> </tr> <tr> <td data-bbox="680 1628 969 1742">45,455,472</td> <td data-bbox="973 1628 1263 1742">Listed Options (20 cents July 2008) (ASX: KALO)</td> </tr> </tbody> </table>	Number	+Class	95,476,344	Listed Fully Paid Ordinary Shares (ASX: KAL)	45,455,472	Listed Options (20 cents July 2008) (ASX: KALO)
Number	+Class						
95,476,344	Listed Fully Paid Ordinary Shares (ASX: KAL)						
45,455,472	Listed Options (20 cents July 2008) (ASX: KALO)						

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	63,315,044	Shares
	5,000,000	20 cent July 2008 Options
	8,250,000	30 cent July 2008 Options
	2,250,000	40 cent July 2008 Options
	12	Convertible Notes

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy has been established.
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**Part 2 - Bonus issue or pro rata issue**

- 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
  
- 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

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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- |    |                                                                                                                                                             |  |
|----|-------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| 20 | Names of any underwriters                                                                                                                                   |  |
| 21 | Amount of any underwriting fee or commission                                                                                                                |  |
| 22 | Names of any brokers to the issue                                                                                                                           |  |
| 23 | Fee or commission payable to the broker to the issue                                                                                                        |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders                                         |  |
| 25 | If the issue is contingent on *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                                        |  |
| 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 |  |
| 28 | Date rights trading will begin (if applicable)                                                                                                              |  |
| 29 | Date rights trading will end (if applicable)                                                                                                                |  |
| 30 | How do *security holders sell their entitlements <i>in full</i> through a broker?                                                                           |  |
| 31 | How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?                                                |  |

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+ See chapter 19 for defined terms.

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 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

37  A copy of any trust deed for the additional +securities

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+ 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)

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

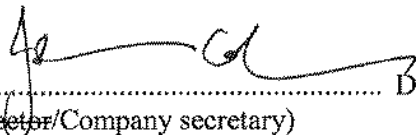
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+ See chapter 19 for defined terms.

**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.

Sign here:

  
..... Date: 8 March 2007  
(Director/Company secretary)

Print name: John Coles

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**ATTACHMENT**

**CONVERTIBLE NOTES**

**Face Value:** A\$250,000 per Convertible Note ('Note').

**Issue Date:** 7 March 2007.

**Maturity Date:** 7 March 2010.

**Conversion:** Each Note may be converted into 2.5 million fully paid ordinary shares in the Company between 7 March 2008 and 7 March 2010.

**Conversion on Sale of Assets:** Each Note may be converted into 2.5 million fully paid ordinary shares in the Company in the event that the Company sells substantially all of its shares in Australian Gold Investments Pty Ltd ('AGI') irrespective of the time elapsed since the date of issue.

**Redemption:** Each Note may be redeemed by giving the Company a Redemption Notice requiring the Company to redeem the Note by repaying the Face Value of, and all accrued and unpaid interest on, the relevant Note.

**Early Redemption:** In the event that the Company sells or agrees to sell substantially all of the business or undertaking of AGI, or the Company becomes a subsidiary of another corporation or an insolvency event ('Early Redemption Event') occurs before the Maturity Date, the Noteholder may redeem a Note by giving the Company a Redemption Notice requiring the Company to redeem the Note by repaying the Face Value of, and all accrued and unpaid interest on, the relevant Notes. The Company must, as soon as practicable, give written notice to the sponsors that an Early Redemption Event has occurred.

**Compulsory Conversion:** In the event that an Early Redemption Event occurs before the Maturity Date, and a sponsor does not issue a redemption notice in the prescribed form to the Company within 10 business days after the sponsor receives written notice from the Company of the occurrence of an Early Redemption Event, a compulsory conversion event ('Compulsory Conversion Event') shall be deemed to have occurred. The Company must, as soon as reasonably practicable, give written notice to the Noteholder that a Compulsory Conversion Event has occurred and must within 5 business days of the Compulsory Conversion Event convert the Notes into fully paid ordinary shares.

**Interest:** The Notes bear interest at the rate of 8% per annum payable quarterly in arrears until such time as the Note is converted or repaid and on the date a relevant Note is converted or repaid.

**Security:** Each Note is secured by a first ranking charge over the Company's shares in AGI.

**Transferability:** The Notes are transferable with the prior written consent of the Company which shall not be unreasonably withheld.

**Interest Withholding Tax:** All payments made by the Company in relation to a Note will be made without any deduction or withholding for or on account of Australian taxes unless such withholding and deduction is required by law.

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+ See chapter 19 for defined terms.



**KALGOORLIE-BOULDER  
RESOURCES LTD**  
ABN 48 106 732 487

8 March 2007

Company Announcements Office  
Australian Stock Exchange Limited ('ASX')

**KALGOORLIE-BOULDER RESOURCES LIMITED (ASX Code: KAL and KALO)**

**SECONDARY TRADING NOTICE PURSUANT TO SECTION 708A(5)(e) OF THE  
CORPORATIONS ACT 2001**

The Company gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) ('Act').

On 6 March 2007, Kalgoorlie-Boulder Resources Ltd shareholders resolved to allot and issue:

- (a) 50,000,000 fully paid ordinary shares in the capital of the Company to RASL AU LLC and/or its nominees;
- (b) 12 Convertible Notes convertible into 30,000,000 fully paid shares in the capital of the Company with a total face value of \$3,000,000 be issued to RASL AU LLC and/or its nominees under the terms and conditions of the Convertible Note Deed dated 7 December 2006 ('Convertible Notes');
- (c) 30,000,000 fully paid ordinary shares in the capital of the Company be allotted and issued pursuant to the conversion of the Convertible Notes; and
- (d) 1,500,000 fully paid ordinary shares in the capital of the Company be allotted and issued to Delta Capital Pty Ltd.

The Company has today, allotted and issued:

- (a) 51,500,000 fully paid ordinary shares in the capital of the Company ('Shares'); and
- (b) 12 Convertible Notes convertible into 30,000,000 fully paid shares in the capital of the Company with a total face value of \$3,000,000 under the terms and conditions of the Convertible Note Deed dated 7 December 2006.

The Company advises that the Shares and Convertible Notes were issued without disclosure to investors under Part 6D.2 of the Act. The Company, as at the date of this notice has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) section 674 of the Act.

As at the date of this notice there is no information that is excluded information for the purposes of sections 708A(7) and (8) of the Act.

Yours sincerely

John Coles  
Company Secretary