

8 July 2009

ASX Code: AGS

No. of pages: 9

## SHORTFALL PLACEMENT – APPENDIX 3B

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The following form is lodged:

- Appendix 3B – Shortfall Placement

For further information regarding this announcement, contact:

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**ALLIANCE RESOURCES LIMITED**

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### About Alliance Resources

Further information relating to the Company and its various exploration projects can be found on the Company's website at [www.allianceresources.com.au](http://www.allianceresources.com.au).

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# 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.

Name of entity

**ALLIANCE RESOURCES LIMITED**

ABN

**38 063 293 336**

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 (ASX Code: AGS)   |
| 2   | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | ▪ Rights Issue Shortfall Placement <sup>(1)</sup> ("Shortfall Placement") – 8,885,000 fully paid ordinary shares |
| <b>Notes:</b><br>(1) Shortfall Placement announced on 2 July 2009. Shares allotted on 6 & 7 July 2009. A Further 3,691,580 shares to be issued, subject to regulatory approval. |  |  |
| 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) | ▪ Shortfall Placement - Fully paid ordinary shares - same as quoted shares (ASX Code: AGS)                       |

+ See chapter 19 for defined terms.

<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>	<ul style="list-style-type: none"> <li>▪ Yes - Shortfall Placement - Fully paid ordinary shares</li> </ul>
<p>5 Issue price or consideration</p>	<ul style="list-style-type: none"> <li>▪ Shortfall Placement - \$0.68 per fully paid ordinary shares</li> </ul>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The proceeds of the Placement, Rights Issue and Shortfall Placement, will be principally used to:</p> <ul style="list-style-type: none"> <li>▪ Provide working capital at the Four Mile Uranium Joint Venture in South Australia to satisfy the Company's share of project development and operating costs for uranium concentrate production, scheduled to commence in early 2010;</li> <li>▪ Provide working capital at the Company's Maldon gold project in Victoria;</li> <li>▪ Provide working capital for exploration and associated activities at the Company's Warrina copper-gold Project in South Australia and East Frome copper-gold-base metals Project in NSW;</li> <li>▪ Project generation;</li> <li>▪ Business development, including costs associated with the potential de-merger of non-core assets; and</li> <li>▪ General working capital and administration costs, including the costs of the Issue.</li> </ul>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<ul style="list-style-type: none"> <li>▪ Shortfall Placement – allotted on 6 &amp; 7 July 2009 (except Shortfall Placement to Abbotsleigh Pty Ltd which is subject to regulatory approval)</li> </ul>

+ See chapter 19 for defined terms.

	Number	+Class
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	
	Shortfall Placement (excl Abbottsleigh <sup>(2)</sup> ) - 337,480,729	Fully paid ordinary shares
	Shortfall (incl Abbottsleigh <sup>(2)</sup> ) Placement - 341,172,309	Fully paid ordinary shares
	<b>Notes:</b> (2) Shortfall Placement to Abbottsleigh Pty Ltd which is subject to regulatory approval. Shares to be allotted once approval is obtained.	
	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
	• 325,000	Employee options exercisable at 80 cents Expiry: 31 October 2009
	• 3,300,000	Employee options exercisable at \$1.60 Expiry: 31 October 2010
	• 3,000,000	Director's options exercisable at \$1.60 Expiry: 31 October 2010
	• 1,000,000	Managing Director's options exercisable at \$1.00 Expiry: 31 October 2011
	• 1,000,000	Managing Director's options exercisable at \$1.20 Expiry: 31 October 2011
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A

+ See chapter 19 for defined terms.

## Part 2 - Bonus issue or pro rata issue<sup>(2)</sup>

**Note:**

(3) – The Answers below only apply to the Rights Issue described above.

11	Is security holder approval required?	<ul style="list-style-type: none"> <li>▪ Shortfall Placement - Announced on 2 July 2009. Shares to be allotted on ~6 July 2009 (except Shortfall Placement to Abbotsleigh Pty Ltd which is subject to regulatory approval)</li> </ul>
12	Is the issue renounceable or non-renounceable?	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
13	Ratio in which the +securities will be offered	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
14	+Class of +securities to which the offer relates	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
15	+Record date to determine entitlements	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
17	Policy for deciding entitlements in relation to fractions	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
18	<p>Names of countries in which the entity has +security holders who will not be sent new issue documents</p> <p>Note: Security holders must be told how their entitlements are to be dealt with.</p> <p>Cross-reference: rule 7.7.</p>	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
19	Closing date for receipt of acceptances or renunciations	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
20	Names of any underwriters	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
21	Amount of any underwriting fee or commission	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>
22	Names of any brokers to the issue	<ul style="list-style-type: none"> <li>▪ N/A</li> </ul>

+ See chapter 19 for defined terms.

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 <i>in full</i> through a broker?	▪ N/A
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	▪ Shortfall Placement – allotted on 6 & 7 July 2009 (except Shortfall Placement to Abbotsleigh Pty Ltd which is subject to regulatory approval)

+ See chapter 19 for defined terms.

### 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

### 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

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+ See chapter 19 for defined terms.

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

Number	+Class

### 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.

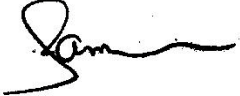
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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

+ See chapter 19 for defined terms.



- 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.
  - 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.

Sign here:  Date: 8 July 2009

Print name: **Ian Pamensky**  
**Company Secretary**  
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+ See chapter 19 for defined terms.