

gsh/psh/gsh768

5 February 2009

The Manager - Company Announcements Office
Australian Securities Exchange Limited
Level 4
20 Bridge Street
SYDNEY NSW 2000

Via ASX Online

Number of pages – 15

Dear Sir,

Issue of shares and options – Appendix 3B's

The directors of Goldsearch advise having today allotted 500,000 ordinary fully paid shares and issued 400,000 unquoted options as part of the deferred consideration for the acquisition of exploration licence EL 5046 Mikes Bluff. The obligation to issue these shares and options on transfer of the tenement to Goldsearch was set out in note 11(f) to the financial statements of the Company for the year ended 30 June 2008.

An Appendix 3B application for quotation of the new shares is enclosed together with a second Appendix 3B dealing with the issue of the unquoted options.

For and on behalf of the directors of
Goldsearch Limited



P S Hewson
Secretary

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

Goldsearch Limited

ABN

73 006 645 754

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 | Ordinary fully paid shares (GSE) |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 500,000 |
| 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) | Ordinary fully paid shares |

+ 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"> • 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>Yes. The new shares rank equally with the Company's existing quoted ordinary fully paid shares (GSE).</p>						
<p>5 Issue price or consideration</p>	<p>Part consideration for the acquisition of mineral tenement EL 5046</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Acquisition of mineral tenement</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>5 February 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="842 1420 995 1451">Number</th> <th data-bbox="1003 1420 1291 1451">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="842 1458 995 1489">367,749,517</td> <td data-bbox="1003 1458 1291 1525">Ordinary fully paid shares (GSE)</td> </tr> <tr> <td data-bbox="842 1554 995 1585">90,432,809</td> <td data-bbox="1003 1554 1291 1621">Options expiring 31 October 2009 (GSEO)</td> </tr> </tbody> </table>	Number	+Class	367,749,517	Ordinary fully paid shares (GSE)	90,432,809	Options expiring 31 October 2009 (GSEO)
Number	+Class						
367,749,517	Ordinary fully paid shares (GSE)						
90,432,809	Options expiring 31 October 2009 (GSEO)						

+ 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)	400,000	Options exercisable at 10.0 cents each and expiring 30 June 2009. (GSEAM)
		8,000,000	Options (over 10,000,000 shares) exercisable at 5 cents each and expiring 31 January 2010. (GSEAO)
		8,000,000	Options (over 10,000,000 shares) exercisable at 7.5 cents each and expiring 31 January 2010. (GSEAO)
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	
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19	Closing date for receipt of acceptances or renunciations	

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

- | | | |
|----|---|--|
| 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? | |

+ 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) - (not applicable)

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	500,000							
39	Class of +securities for which quotation is sought	ordinary fully paid shares (GSE)							
40	<p>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>Yes. The new shares rank equally with the Company's existing quoted ordinary fully paid shares (GSE).</p>							
41	<p>Reason for request for quotation now</p> <p>Example: In the case of restricted securities, end of restriction period</p> <p>(if issued upon conversion of another security, clearly identify that other security)</p>	<p>Issued as consideration for acquisition of mineral tenement EL 5046 which has now been transferred to Goldsearch.</p>							
42	<p>Number and +class of all +securities quoted on ASX (including the securities in clause 38)</p>	<table border="1"> <thead> <tr> <th data-bbox="724 1447 1015 1480">Number</th> <th data-bbox="1015 1447 1310 1480">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="863 1480 1015 1545">367,749,517</td> <td data-bbox="1015 1480 1310 1545">Ordinary fully paid shares (GSE)</td> </tr> <tr> <td data-bbox="863 1581 1015 1646">90,432,809</td> <td data-bbox="1015 1581 1310 1646">Options expiring 31 October 2009 (GSEO)</td> </tr> </tbody> </table>	Number	+Class	367,749,517	Ordinary fully paid shares (GSE)	90,432,809	Options expiring 31 October 2009 (GSEO)	
Number	+Class								
367,749,517	Ordinary fully paid shares (GSE)								
90,432,809	Options expiring 31 October 2009 (GSEO)								

+ 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: 
(Company secretary)

Date: 5 February 2009

Print name: Paul S Hewson

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+ See chapter 19 for defined terms.

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New issue announcement, application for quotation of additional securities and agreement

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Name of entity

Goldsearch Limited

ABN

73 006 645 754

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 | Unquoted options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 400,000 |
| 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) | Unquoted options exercisable at 7.5 cents and expiring 30 June 2009 |

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New issue announcement

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<p>5 Issue price or consideration</p>	<p>Part of deferred consideration for the acquisition of mineral tenement EL 5046</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Acquisition of mineral tenement</p>						
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		400,000	Options exercisable at 7.5 cents each and expiring 30 June 2009
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	
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| 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 | |
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- 33 +Despatch date

Part 3 - Quotation of securities - (not applicable)

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34 Type of securities
(tick one)

(a) Securities described in Part 1

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Additional securities forming a new class of securities

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- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
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10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

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Entities that have ticked box 34(b) – (not applicable)

38 Number of securities for which +quotation is sought

NIL

39 Class of +securities for which quotation is sought

N/A

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

N/A

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)

N/A.

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

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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.

Sign here:


(Company secretary)

Date: 5 February 2009

Print name:

Paul S Hewson

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