

Appendix 3B

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

Name of entity

Image Resources NL

ABN

57 063 977 579

We (the entity) give ASX the following information.

Part 1 - All issues

- | | | |
|---|--|--|
| 1 | Class of securities issued or to be issued | Unquoted options to acquire fully paid ordinary shares |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 1. 2,200,000
2. 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) | Exercise Price: \$0.3908
Expiry Date: 27.12.2016 |
| 4 | 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: <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 | All options are unquoted |
| 5 | Issue price or consideration | Nil |

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<p>(1) Issued to directors pursuant to a resolution passed at the 2011 AGM on 29.11.2011</p> <p>(2) Issued to company secretary pursuant to ESOP</p> <p>2,500,000 options to acquire fully paid ordinary shares expired as unexercised on 16.11.2011</p> <p>2,500,000 options to acquire fully paid ordinary shares expired as unexercised on 19.11.2011</p>												
7	Dates of entering securities into uncertificated holdings or despatch of certificates	27.12.2011												
8	Number and class of all securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="786 840 1086 880">Number</th> <th data-bbox="1086 840 1386 880">Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="786 880 1086 981">89,588,959</td> <td data-bbox="1086 880 1386 981">Ordinary fully paid shares</td> </tr> </tbody> </table>	Number	Class	89,588,959	Ordinary fully paid shares								
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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

No Issues to be advised

- | | | |
|----|---|--|
| 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 | |
| 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 | |

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- 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 *in full* through a broker?
- 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

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

NO NEW CLASS OF SECURITIES BEING FORMED

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)

NOT REQUIRED TO BE COMPLETED

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

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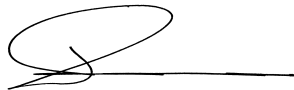
42 Number and +class of all +securities quoted on ASX (*including* the securities in clause 38)

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.
 - 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.

Signed:



Date: 28 December 2011

Print name: **Rudolf Tieleman**
Capacity: **Company Secretary**