



Mining Limited
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11 October 2004

The Manager
Australian Stock Exchange Limited
Level 4
20 Bridge St
Sydney NSW 2000

Dear Sir/Madam

**APPENDIX 3B
ISSUE OF SHARES AND OPTIONS FOR THE KURNALPI PROJECT**

As previously advised to ASX, the Company has concluded the purchase of the Kurnalpi Project following the successful outcome of a submission to the Minister with respect to the earlier Warden's decision in favour of the vendor.

Pursuant to the Company's Prospectus dated 20 November 2003, the Company has paid Total Mineral Resources Pty Ltd \$20,000 cash and issued 400,000 shares and 400,000 unlisted options to nominees of Total Mineral Resources. The shares and options will be restricted securities until 23 December 2004.

Medusa subsequently purchased additional equity in the tenements at Kurnalpi from Total Mineral Resources for \$10,000 cash and 300,000 shares and 300,000 listed options which will not be restricted securities.

Yours faithfully

GEOFF DAVIS
Managing Director

Attachments

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

MEDUSA MINING LIMITED

ABN

60 099 377 849

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 | 1. Ordinary Shares
2. Unlisted Options
3. Listed Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1. 700,000 Ordinary Shares
2. 400,000 Unlisted Options
3. 300,000 Listed Options |
| 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) | 1. Ordinary fully paid shares
2. Unlisted options exercisable at 20 cents each by 31 January 2007
3. Listed options exercisable at 20 cents each by 31 January 2007. |

+ 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"> • 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</p> <p>NB: The 400,000 shares and 400,000 options will be restricted until 23 December 2004.</p>						
<p>5 Issue price or consideration</p>	<p>In payment for the Kurnalpi Mineral Tenements</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Pursuant to the Company's Prospectus dated 20 November 2003, Medusa purchased the Kurnalpi Tenements for \$20,000 cash and 400,000 shares and 400,000 options. Subsequently Medusa purchased additional equity in the tenements for \$10,000 cash and 300,000 shares and 300,000 listed options.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>12 October 2004</p>						
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left; padding: 2px;">Number</th> <th style="text-align: left; padding: 2px;">+Class</th> </tr> </thead> <tbody> <tr> <td style="padding: 2px;">22,503,000</td> <td style="padding: 2px;">Ordinary shares</td> </tr> <tr> <td style="padding: 2px;">18,697,293</td> <td style="padding: 2px;">20 cent listed options</td> </tr> </tbody> </table>	Number	+Class	22,503,000	Ordinary shares	18,697,293	20 cent listed options
Number	+Class						
22,503,000	Ordinary shares						
18,697,293	20 cent listed options						

+ 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)	2,000,000	20 cent options expiring 31 January 2007 (restricted)
	16,200,600	Ordinary fully paid restricted shares
	600,000	43.34 cent options expiring 23 June 2010

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Same as for ordinary shares
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Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	
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12 Is the issue renounceable or non-renounceable?	
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13 Ratio in which the +securities will be offered	
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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?	
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17 Policy for deciding entitlements in relation to fractions	
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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>	
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19 Closing date for receipt of acceptances or renunciations	
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+ See chapter 19 for defined terms.

- | | | |
|----|---|--|
| 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)

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

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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.
- 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.

+ See chapter 19 for defined terms.

- 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: 11 October 2004
(Company Secretary)

Print name: BRUCE ACUTT

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