



## Company Announcement

18 March 2008

Sylvania Resources Limited ('Sylvania' or the 'Company')  
(ASX/AIM: SLV)

### **Issue of Shares and Options**

On 17 March 2008 the Company issued and allotted 3,633,000 ordinary shares ('Shares') pursuant to an agreement for the identification of eligible projects, the issue of Shares under the Company's Share Plan and the exercise of employee share options as set out below.

Application has now been made to the AIM Market of the London Stock Exchange ("AIM") for 3,633,000 Shares to be admitted to trading on AIM ('Admission'). Admission is expected to occur at 8.00am on Tuesday 25 March 2008.

Following these issues, Sylvania now has 180,012,273 Shares in issue.

### **Issue of Shares for the identification of eligible projects**

Further to the announcement of 27 February 2008 that Sylvania is to treat all run of mine finds from three new Samancor sites, the Company has issued and allotted 3,000,000 Shares to Portpatrick Inc. ('Portpatrick') in accordance with the Co-operation Agreement between Sylvania and Portpatrick dated 8 December 2005.

### **Issue of Shares under Share Plan**

In accordance with the shareholder approval received on 26 October 2007, the Company has issued 500,000 Shares under the terms of the Sylvania Resources Share Plan, to Richard Rossiter, the Company's non-executive Chairman at an issue price of \$2.89.

In addition a further 33,000 Shares have been issued to an employee under the terms of the Sylvania Resources Share Plan at an issue price of \$2.67.

The Shares issued under the terms of the Sylvania Resources Share Plan may not be sold or otherwise dealt with until the later to occur of the following:

- (a) any loan in respect of the Share is repaid; and
- (b) in respect of:
  - (i) one half of the Shares issued under this offer, 12 months after the date of issue of the Shares (17 March 2009) ; and
  - (ii) the remaining one half of the Shares issued under this offer, 24 months after the date of issue of the Shares (17 March 2010).

**Issue of Shares following exercise of employee share options**

The Company has issued and allotted 100,000 Shares at a price of A\$0.75 per Share pursuant to the exercise of options by an employee under the terms of the Company's Employee Share and Option plan.

**Issue of share options under Option Plan**

In accordance with shareholder approval received on 26 October 2007, the Company has issued 200,000 share options under the terms of the Sylvania Resources Option Plan to Alistair Ruiters, a non-executive director, exercisable at a price of \$2.89 each on or before 30 June 2011.

The Company also, under the terms of the Sylvania Resources Option Plan, issued a further 200,000 share options exercisable at a price of \$2.89 each on or before 30 June 2011 plus 600,000 share options exercisable at a price of \$2.67 each on or before 30 June 2011 to various employees of the Company.

The share options will not be quoted on the ASX or AIM, and may not be transferred without the prior written approval of the Board of Sylvania. The share options may only be exercised in the following tranches:

In respect of:

- (i) one half of the share options issued, 12 months after the deemed date of issue of the share options (17 March 2009); and
- (ii) the remaining half of the share options issued, 24 months after the deemed date of issue of the share options (17 March 2010).

Shares which are issued as a result of the exercise of share options granted under the Option Plan will rank pari passu in all respects with all Shares in issue, and the Company will apply for quotation of those Shares on the ASX and AIM.

**For further information please contact:**

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# 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

SYLVANIA RESOURCES LIMITED

ABN

80 091 415 968

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 and options   |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | <ul style="list-style-type: none"> <li>(1) 3,000,000 Fully paid ordinary shares</li> <li>(2) 33,000 Fully paid ordinary shares</li> <li>(3) 500,000 Fully paid ordinary shares</li> <li>(4) 100,000 Fully paid ordinary shares</li> <li>(5) 400,000 Options</li> <li>(6) 600,000 Options</li> </ul>  |
| 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) | <ul style="list-style-type: none"> <li>(1) Shares will rank equally with current fully paid shares in the company.</li> <li>(2) Shares will rank equally with current fully paid shares in the company.</li> <li>(3) Shares will rank equally with current fully paid shares in the company.</li> <li>(4) Shares will rank equally with current fully paid shares in the company.</li> <li>(5) Options exercisable at \$2.89 each on or before 30 June 2011, subject to the restrictions referred to in section 4 below.</li> <li>(6) Options exercisable at \$2.67 each on or before 30 June 2011, subject to the restrictions referred to in section 4 below.</li> </ul> |

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:

- 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

(1) Yes

(2&3) The shares will rank equally in all respects other than as set out in this section.

The shares may not be sold or otherwise dealt with until the later to occur of the following:

- (a) any loan in respect of those shares has been repaid in full; and
- (b) in respect of:
  - (i) one half of the shares issued, 12 months after the date of the issue of the shares (17 March 2009);
  - (ii) the remaining half of the shares issued, 24 months after the date of the issue of the shares (17 March 2010)

(4) Yes

(5&6) The options will not be quoted on ASX/AIM and may not be transferred without written approval of the Board of Sylvania. The employees may only exercise their options in the following tranches.

in respect of:

- a. one half of the options issued, 12 months after the deemed date of the issue of the options (17 March 2009)
- b. another one half of the options issued, 24 months after the deemed date of the issue of the options (17 March 2010).

5 Issue price or consideration

- (1) \$2.92
- (2) \$2.67
- (3) \$2.89
- (4) \$0.75
- (5) \$2.89
- (6) \$2.67

+ See chapter 19 for defined terms.

6 Purpose of the issue  
(If issued as consideration for the acquisition of assets, clearly identify those assets)

(1) Issued in consideration for assistance in identifying opportunities for Sylvania to participate in Eligible Projects involving the re-treatment of Samancor's tailings for the extraction of chrome at Samancor's tailings dumps.

(2&3) The shares were issued pursuant to the Sylvania Resources share plan, which was established to ensure that the company has appropriate incentives to continue to attract and retain the services of directors and employees of a high calibre.

(4) Issued pursuant to the exercise of employee options.

(5&6) The options were issued pursuant to the Sylvania Resources Option Plan, which was established to ensure that the company has appropriate incentives to continue to attract and retain the services of directors and employees of a high calibre.

7 Dates of entering +securities into uncertificated holdings or despatch of certificates

17 March 2008

8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
180,012,273	Ordinary fully paid shares

9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)

Number	+Class
500,000	Options exercisable at \$0.50 on or before 30 June 2009
600,000	Options exercisable at \$0.75 on or before 30 June 2010
400,000	Options exercisable at \$2.89 on or before 30 June 2011
600,000	Options exercisable at \$2.67 on or before 30 June 2011

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

**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  
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

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

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+ See chapter 19 for defined terms.

- 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 *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

*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
- 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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+ See chapter 19 for defined terms.

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 <sup>+</sup>class of all <sup>+</sup>securities quoted on ASX (*including* the securities in clause 38)

Number	<sup>+</sup> 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

- 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:



**Company Secretary**

Date: 17 March 2008

Print name:

**Mike Langoulant**

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+ See chapter 19 for defined terms.