

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

EARTH HEAT RESOURCES LTD

ABN

88 115 229 984

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 | ORD / CDI
Unquoted Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 175,800,000 ORD / CDI
221,666,667 Unquoted 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) | Shares:
As for existing ORD / CDIs

Unquoted Options
100,000,000 ex \$0.005 exp 31/01/2014
121,666,667 ex \$0.007 exp 31/01/2016 |

+ See chapter 19 for defined terms.

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<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>Shares Yes fully paid ORD / CDI</p> <p>Unquoted Options Options may not participate in dividends until after exercised</p>
<p>5 Issue price or consideration</p>	<p>Shares \$0.002 per share Unquoted options free attaching</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Share and unquoted option issues approved by the shareholders on 28 February 2013</p>
<p>6a Is the entity an ⁺eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the ⁺securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	
<p>6c Number of ⁺securities issued without security holder approval under rule 7.1</p>	
<p>6d Number of ⁺securities issued with security holder approval under rule 7.1A</p>	

+ See chapter 19 for defined terms.

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	
6f	Number of securities issued under an exception in rule 7.2	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation.	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	NA
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	12 March 2013

		Number	+Class
8	Number and +class of all +securities quoted on ASX (including the securities in section 2 if applicable)	1,765,218,233	ORD / CDI fully paid

		Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	3,113,757 1,553,713,627	Unquoted common stock issued in Canada Unquoted options ex various exp various

+ See chapter 19 for defined terms.

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

Part 2 - Bonus issue or pro rata issue

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

+ See chapter 19 for defined terms.

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?	
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	
33	+Despatch date	

+ 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

+ 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

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)

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

Number	⁺ Class
1,765,218,233	ORD fully paid

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.

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- 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.



13 March 2013

Sign here: Date:
(Director/Company secretary)

Print name: Mal Lucas-Smith
.....

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for +eligible entities

Introduced 01/08/12

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid ordinary securities on issue 12 months before date of issue or agreement to issue	NA
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
Subtract the number of fully paid ordinary securities cancelled during that 12 month period	
“A”	

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Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.15] – “C”	<i>[Note: this is the remaining placement capacity under rule 7.1]</i>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
<p>Insert number of equity securities issued or agreed to be issued in that 12 month period under rule 7.1A</p> <p>Notes:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“E”	

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Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	
Total [“A” x 0.10] – “E”	<i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.

CLASS: OP1/U/L OPT EXP 31/01/14 @\$0.005
 HOLDER NO NAME AND ADDRESS

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	MR MATTHEW BURFORD	38,750,000	9.16	1
	SL CURTIS PTY LTD <THE RICHARD IAN RICE A/C>	31,084,376	7.35	2
	MR ROBERT LESLIE FOWLER & MRS MARILYN JOYCE FOWLER <FOWLER SUPER FUND A/C>	25,000,000	5.91	3
	TALLTREE HOLDINGS PTY LTD <D STEINEPRIES FAMILY A/C>	23,593,750	5.58	4
	MGL CORP PTY LTD	18,750,000	4.43	5
	TALL TREE HOLDINGS PTY LTD <NERD FAMILY SUPER FUND A/C>	15,000,000	3.55	6
	WHITE TRADING PTY LTD	12,500,001	2.96	7
	SOUTH BANC GROUP PTY LTD <DAVID HALES FAMILY A/C>	10,000,000	2.36	8
	WASHINGTON H SOUL PATTINSON & COMPANY LTD	9,312,500	2.20	9
	MISS ANGELICA PATRIZIA LONGO	8,806,250	2.08	10
	MR MICHAEL NITSCHKE	7,906,250	1.87	11
	CAMDOR INVESTMENTS PTY LTD	7,656,250	1.81	12
	MR MATTHEW CLIFTON	7,500,001	1.77	13
	EARTH HEAT RESOURCES LTD <FRERE TRUST A/C>	7,500,000	1.77	14
	MAPU PTY LTD <VAXA SUPER FUND A/C>	7,500,000	1.77	15
	MR GREGORY JOHN DOUEAL	7,056,250	1.67	16
	MS ALICIA NICOLE HONEY <HOME LOAN A/C>	6,543,750	1.55	17
	MR GIOVANNI SPAGNOLO <MARCUS DELUCA A/C>	5,687,500	1.34	18
	GEMELLI NOMINEES PTY LTD <<GEMELLI FAMILY A/C>>	5,625,000	1.33	19
	LEILANI INVESTMENTS PTY LTD	5,156,250	1.22	20

CER/COMPUTERSHARE INVESTOR SERVICES PTY LTD ***
EARTH HEAT RESOURCES LIMITED/EHR

T O P 2 0 H O L D E R S ***
RUN NUMBER 1849 13/03/13

(RSP520:13.52:130313)
ARBN 115 229 984 PAGE : 2

CLASS: OP1/U/L OPT EXP 31/01/14 @\$0.005

HOLDER NO NAME AND ADDRESS UNITS % I/C RANK

<RICE FAMILY INVESTMENT A/C>

***	REPORT TOTAL	***	260,928,128	61.70
***	REMAINDER	***	161,950,619	38.30

***	GRAND TOTAL	***	422,878,747	100.00
			=====	

 Computershare

CLASS: OP2/U/L OPT EXP 31/01/16 \$0.007

HOLDER NO	NAME AND ADDRESS	UNITS	% I/C	RANK
	DJ CARMICHAEL PTY LIMITED	432,878,764	39.62	1
	MGL CORP PTY LTD	62,500,000	5.72	2
	TALLTREE HOLDINGS PTY LTD <D STEINEPRIES FAMILY A/C>	38,229,167	3.50	3
	WILLOWDALE HOLDINGS PTY LTD	36,173,534	3.31	4
	VENNON PTY LTD <TOSMIC FAMILY A/C>	26,000,000	2.38	5
	LEILANI INVESTMENTS PTY LTD <RICE FAMILY INVESTMENT A/C>	25,937,500	2.37	6
	MR MATTHEW BURFORD	25,833,333	2.36	7
	N & J MITCHELL HOLDINGS PTY LTD	24,062,500	2.20	8
	MR GIOVANNI SPAGNOLO <MARCUS DELUCA A/C>	22,541,666	2.06	9
	MS ALICIA NICOLE HONEY <HOME LOAN A/C>	20,837,500	1.91	10
	SL CURTIS PTY LTD <THE RICHARD IAN RICE A/C>	20,722,917	1.90	11
	LEET INVESTMENTS PTY LIMITED	20,312,500	1.86	12
	MR ROBERT LESLIE FOWLER & MRS MARILYN JOYCE FOWLER <FOWLER SUPER FUND A/C>	16,666,666	1.53	13
	MRS TONI MATHIESON FRANK	14,583,333	1.33	14
	MR HUGH DAVID WARNER & MRS DIANNE MICHELLE WARNER <<THE CBM SUPER FUND A/C>>	14,020,833	1.28	15
	GEMELLI NOMINEES PTY LTD	13,333,333	1.22	16
	MR MICHAEL NITSCHKE	10,270,833	0.94	17
	CAMDOR INVESTMENTS PTY LTD	10,104,167	0.92	18
	TALL TREE HOLDINGS PTY LTD <NERD FAMILY SUPER FUND A/C>	10,000,000	0.92	19
	WHITE TRADING PTY LTD	8,333,334	0.76	20

CLASS: OP2/U/L OPT EXP 31/01/16 \$0.007

HOLDER NO NAME AND ADDRESS UNITS % I/C RANK

***	REPORT TOTAL	***	853,341,880	78.10	
***	REMAINDER	***	239,334,772	21.90	
***	GRAND TOTAL	***	1,092,676,652	100.00	

TOTAL CURRENT HOLDERS MEETING CRITERIA FOR THIS REPORT: 347

***** NUMBER OF PAGES WRITTEN = 4 ***** END OF REPORT ***** NUMBER OF LINES WRITTEN = 94 *****



	1	1001	5001	10001	100001		* TOTAL *
	to	to	to	to	to		
	1000	5000	10000	100000	(MAX)		
OP1	/U/L OPT EXP 31/01/14 @\$0.005						
Holder							
Issuer	3	27	27	92	194		343
Total	3	27	27	92	194		343
Unit							
Issuer	2063	85088	209153	3850420	418732023		422878747
Total	2063	85088	209153	3850420	418732023		422878747



CER/COMPUTERSHARE INVESTOR SERVICES PTY LTD ***
EARTH HEAT RESOURCES LIMITED/EHR

Range Of Units Summary
RUN NUMBER 1849 No date

*** (RSP510:14.02:130313)
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	1	1001	5001	10001	100001		* TOTAL *
	to	to	to	to	to		
	1000	5000	10000	100000	(MAX)		

OP2 /U/L OPT EXP 31/01/16 \$0.007

Holdings

Issuer	6	40	19	97	185		347
Total	6	40	19	97	185		347

Units

Issuer	4040	126412	139499	3649121	1088757580		1092676652
Total	4040	126412	139499	3649121	1088757580		1092676652

TOTAL HOLDERS FOR CLASSES SELECTED

347

TOTAL UNITS " " " 1515555399

***** NUMBER OF PAGES WRITTEN = 2 ***** END OF REPORT ***** NUMBER OF LINES WRITTEN = 26 *****

