

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

MIL Resources Limited

ABN

23 003 669 163

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 Shares & Primary Options |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | Ordinary fully paid shares: 15,000,000
Primary Options: 7,500,000 |
| 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) | Each primary option has an exercise price of \$0.10 and an expiry date of 31 May 2012. Upon exercise of a primary option, a primary option converts into a fully paid ordinary share and the holder will be automatically granted a secondary option for no cash consideration.

Each secondary option has an exercise price of \$0.15 and an expiry date of 31 May 2015. Upon exercise of a secondary option, a secondary option converts into a fully paid ordinary share. |

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?	Yes						
	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 							
5	Issue price or consideration	The estimated valuation is \$0.067 per ordinary share and \$0.035 per primary options and nil cash consideration for the secondary options						
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	MIL Resources Limited is acquiring 25% of Titan Mines Limited (a PNG company)						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	2 January 2008						
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td>159,698,641</td> <td>Ordinary Shares</td> </tr> <tr> <td>60,329,111</td> <td>Primary Options</td> </tr> </tbody> </table>	Number	+Class	159,698,641	Ordinary Shares	60,329,111	Primary Options
		Number	+Class					
159,698,641	Ordinary Shares							
60,329,111	Primary Options							
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%;">Number</th> <th style="width: 50%;">+Class</th> </tr> </thead> <tbody> <tr> <td>2,090,200</td> <td>Unlisted options</td> </tr> </tbody> </table>	Number	+Class	2,090,200	Unlisted options		
		Number	+Class					
2,090,200	Unlisted options							
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	None						

+ See chapter 19 for defined terms.

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	Not Applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the +securities will be offered	Not applicable
14	+Class of +securities to which the offer relates	Not Applicable
15	+Record date to determine entitlements	Not Applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not Applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
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>	Not Applicable
19	Closing date for receipt of acceptances or renunciations	Not Applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	Not applicable

25	If the issue is contingent on +security holders' approval, the date of the meeting	Not Applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not Applicable
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	Not Applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Despatch date	Not Applicable

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)

+ See chapter 19 for defined terms.

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

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
- 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 (<i>including</i> the securities in clause 38)	Number	⁺ Class
		Not applicable	Not applicable

⁺ 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: Date: 2 January 2008
(Company Secretary)

Print name: JAMES BEECHER

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⁺ See chapter 19 for defined terms.

2 January 2008

Companies Announcement Office
Australia Stock Exchange Limited

Dear Sir/Madam

MIL Resources Limited ACN 003 669 163 (the “Company”) – Notice of Placement of Shares

On 2 January 2008, MIL Resources Ltd issued 15,000,000 fully paid ordinary shares and 7,500,000 primary options (the “**Placement Securities**”).

The Company hereby gives notice to the Australian Stock Exchange Limited, pursuant to the provisions of Section 708A(5)(e) of the Corporations Act, 2001 (Commonwealth) (the “**Corporations Act**”) that:

- (a) the Placement Securities were issued without disclosure under Part 6D.2 of the Corporations Act,
- (b) as a disclosing entity, the Company is subject to regular reporting and disclosure obligations;
- (c) as at the date of this notice, the Company has complied with the provisions of:
 - (i) chapter 2M of the Corporations Act;
 - (ii) section 674 of the Corporations Act,as they apply to the Company; and
- (d) as at the date of this notice, there is no excluded information, as that term is defined in Sections 708A(6)(e), 708A(7) and 708A(8) of the Corporations Act.

Yours faithfully

James Beecher
Company Secretary