



GOLDEN STATE RESOURCES LIMITED

15th December 2009

The Manager
Announcements
Company Announcements Office
Australian Stock Exchange Limited
PO Box H224 Australia Square
SYDNEY NSW 2000

Dear Sir/Madam,

APPENDIX 3B & SECONDARY TRADING NOTICE

SHARES ISSUED PURSUANT TO PLACEMENT

Please find attached an Appendix 3B and Secondary Trading Notice for shares issued to raise \$660,000 under a placement as announced to the market on the 7th December 2009.

Yours faithfully,

Ranko Matic
Company Secretary

ABN 39 063 074 635

181 Roberts Road Subiaco Western Australia

Postal: PO Box 616 West Perth 6872 Australia Ph: +61 8 9381 9522 Fax: +61 8 9381 9525

Email: gsr@goldenstate.com.au

For personal use only

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

GOLDEN STATE RESOURCES LIMITED

ABN

39 063 074 635

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 |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 20,000,000 Shares |
| 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) | Fully Paid |

For personal use only

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:

- 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

3.3 cents per share

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

Issued as a result of a placement announced to the market on 7th December 2009

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

15th December 2009

	Number	⁺ Class
8 Number and ⁺ class of all ⁺ securities quoted on ASX (including the securities in clause 2 if applicable)	417,385,444	Ordinary fully paid shares.
	381,490,026	Listed Options exercisable at 12 cents each on or before 30 November 2010.

For personal use only

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
	3,600,000	Unlisted Options exercisable at 20 cents each on or before 30 April 2010.
	1,200,000	Unlisted Options exercisable at 20 cents each on or before 29 July 2010.
	6,000,000	Unlisted Options exercisable at 20 cents each on or before the 25 February 2011.

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy established as the Company is still in exploration phase.
----	--	--

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	Not Applicable.

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	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.

+ See chapter 19 for defined terms.

For personal use only

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)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

Not Applicable

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

For personal use only

Entities that have ticked box 34(b)

38 Number of securities for which ⁺quotation is sought Not Applicable.

39 Class of ⁺securities for which quotation is sought Not Applicable.

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

Not Applicable.

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)

Not Applicable.

	Number	⁺ Class
42 Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38)	Not Applicable.	Not Applicable.

+ See chapter 19 for defined terms.

For personal use only

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: 15 December 2009

Print name: RICHARD SCIANO, DIRECTOR

=====

For personal use only



GOLDEN STATE RESOURCES LIMITED

15th December 2009

Company Announcements Office
ASX Limited
4th Floor
20 Bridge Street
SYDNEY NSW 2000

By Electronic Lodgement

Dear Sirs

**ISSUE OF 20,000,000 SHARES – SECONDARY TRADING NOTICE
NOTIFICATION PURSUANT TO PARAGRAPH 708A(5)(e) OF THE
CORPORATIONS ACT 2001 ("Act")**

On 15th December 2009, Golden State Resources Limited (ASX:GDN) ("**Company**") issued 20,000,000 fully paid ordinary shares ("**Shares**") at an issue price of 3.3 cents per share. The Shares were issued pursuant to a placement as announced to the market on 7th December 2009.

Secondary Trading Exemption

The Act restricts the on-sale of securities issued without disclosure, unless the sale is exempt under section 708 or 708A. By the Company giving this notice, sale of the Shares noted above will fall within the exemption in section 708A(5) of the Act.

The Company hereby notifies ASX under paragraph 708A(5)(e) of the Act that:

- (a) the Company issued the Shares without disclosure to investors under Part 6D.2 of the Act;
- (b) as at 15 December 2009 the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act; and
- (c) as at 15 December 2009 there is no information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and

For personal use only

- (ii) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
- A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - B. the rights and liabilities attaching to the securities.

Yours faithfully



Richard Sciano
Director

For personal use only