

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

Montezuma Mining Company Ltd

ACN

119 711 929

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 Fully Paid Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 190,833 |
| 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) | Ordinary Fully Paid Shares |

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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	Yes				
5 Issue price or consideration	\$0.20				
6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Exercise of 20 cent listed options expiring 31/08/2011				
7 Dates of entering ⁺securities into uncertificated holdings or despatch of certificates	3 - 5 May 2011				
8 Number and ⁺class of all ⁺securities quoted on ASX (including the securities in clause 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="686 1456 989 1500">Number</th> <th data-bbox="989 1456 1359 1500">⁺Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1500 989 1736"> 48,370,645 11,774,025 </td> <td data-bbox="989 1500 1359 1736"> Ordinary Fully Paid Shares 31 August 2011 – 20 cent options </td> </tr> </tbody> </table>	Number	⁺ Class	48,370,645 11,774,025	Ordinary Fully Paid Shares 31 August 2011 – 20 cent options
Number	⁺ Class				
48,370,645 11,774,025	Ordinary Fully Paid Shares 31 August 2011 – 20 cent 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)	<table><tr><td>4,500,000</td><td>31 August 2011 – 35 cent options</td></tr><tr><td>700,000</td><td>2 March 2012 – 20 cent options</td></tr><tr><td>500,000</td><td>23 July 2011 – 35 cent options</td></tr><tr><td>3,050,000</td><td>30 November 2012 – 20 cent options</td></tr><tr><td>50,000</td><td>30 November 2012 – 35 cent options</td></tr><tr><td>582,500</td><td>31 August 2011 – 20 cent options</td></tr><tr><td>1,000,000</td><td>30 November 2015 – 65 cent options</td></tr><tr><td>3,000,000</td><td>14 December 2013 – 58 cent options</td></tr></table>	4,500,000	31 August 2011 – 35 cent options	700,000	2 March 2012 – 20 cent options	500,000	23 July 2011 – 35 cent options	3,050,000	30 November 2012 – 20 cent options	50,000	30 November 2012 – 35 cent options	582,500	31 August 2011 – 20 cent options	1,000,000	30 November 2015 – 65 cent options	3,000,000	14 December 2013 – 58 cent options
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3,000,000	14 December 2013 – 58 cent options																	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A																

Part 2 - DELETED – 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

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

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37 ☐ A copy of any trust deed for the additional +securities

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.

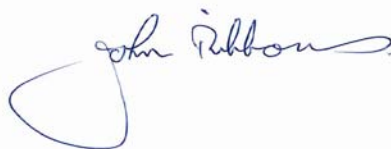
- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) 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: 5 May 2011

Print name:

John Ribbons

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