



Dwyka  
Diamonds  
Limited

21 December 2005

The Manager  
Company Announcements Office  
Australian Stock Exchange Limited  
Exchange Centre  
20 Bond Street  
Sydney NSW 2000

Dear Sir,

**RE: Issue of shares under the Dwyka Diamonds Share Plans and Appendix 3B**

Please find attached the following announcement for immediate release to the market.

Yours faithfully  
**Dwyka Diamonds Limited**

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**Mike Langoulant**  
Company Secretary



21 December 2005

## **Issue of shares under the Dwyka Diamonds Share Plans**

### ***Existing Share Plan***

Dwyka Diamonds Limited ("Dwyka") announces that in accordance with the shareholder approval received on 30 November 2005, it has today issued 750,000 shares under the terms of the Dwyka Diamonds Existing Share Plan to two directors of the Company.

The shares issued today under the terms of the Dwyka Diamonds Existing Share Plan will not be quoted on ASX or AIM, and may not be sold or otherwise dealt with until the later to occur of the following:

- (a) the loan in respect of those shares has been repaid in full; and
- (b) in respect of:
  - (i) one third of the shares issued, 12 months after the date of the issue of the shares (21 December 2006);
  - (ii) another one third of the shares issued, 24 months after the date of the issue of the shares (21 December 2007); and
  - (iii) the remaining one third of the shares issued, 36 months after the date of the issue of the shares (21 December 2008).

### ***Replacement Share Plan***

The company makes a further announcement that in accordance with the shareholder approval received on 30 November 2005, it has today issued 3,350,000 shares under the terms of the Dwyka Diamonds Replacement Share Plan to employees and directors of the Company.

The shares issued today under the terms of the Dwyka Diamonds Replacement Share Plan will not be quoted on ASX or AIM, and may not be sold or otherwise dealt with until the later to occur of the following:

- (a) the loan in respect of those shares has been repaid in full; and
- (b) in respect of:
  - (i) one third of the shares issued, 12 months after the date of the issue of the shares (21 December 2006);
  - (ii) another one third of the shares issued, 24 months after the date of the issue of the shares (21 December 2007); and



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- (iii) the remaining one third of the shares issued, 36 months after the date of the issue of the shares (21 December 2008).

*For further information please contact:*

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Or visit: <http://www.dwykadiamonds.com>

# 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

DWYKA DIAMONDS LIMITED

ABN

98 060 938 552

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  | 4,100,000   |
| 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) | Shares will rank equally with current Fully paid shares in the company, subject to the restrictions referred to in section 4 below. |

+ 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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>The shares rank equally in all respects other than as set out in this section.</p> <p>The shares will not be quoted on ASX or AIM, and may not be sold or otherwise dealt with until the later to occur of the following:</p> <p>(a) any loan in respect of those shares has been repaid in full; and</p> <p>(b) in respect of:</p> <p>(i) one third of the shares issued, 12 months after the date of the issue of the shares;</p> <p>(ii) another one third of the shares issued, 24 months after the date of the issue of the shares; and</p> <p>(iii) the remaining one third of the shares issued, 36 months after the date of the issue of the shares.</p>
<p>5 Issue price or consideration</p>	<p>750,000 - \$0.87 per share  3,350,000 - \$1.00 per share</p>
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The shares were issued pursuant to both of the Existing and Replacement Dwyka Diamonds Share Plan's, 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.</p>
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>21 December 2005</p>

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+ See chapter 19 for defined terms.

	Number	+Class
8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	82,206,862	Ordinary Shares

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	6,833,334	DWYAI – Ordinary Fully paid Employee Shares.
	2,000,000	DWYAQ – Option Expiring 30.06.06 at \$1.47 each.
	1,100,000	DWYAS – Option Expiring 30.06.07 at \$0.52 each.
	2,747,802	Voluntary escrowed shares until 30.08.06.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	
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**Part 2 - Bonus issue or pro rata issue - not applicable**

11 Is security holder approval required?	
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12 Is the issue renounceable or non-renounceable?	
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13 Ratio in which the +securities will be offered	
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14 +Class of +securities to which the offer relates	
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15 +Record date to determine entitlements	
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16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
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17 Policy for deciding entitlements in relation to fractions	
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+ See chapter 19 for defined terms.

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|----|--|--|
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents<br><br><small>Note: Security holders must be told how their entitlements are to be dealt with.<br/><br/>Cross reference: rule 7.7.</small> |  |
| 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   |  |
| 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  |  |

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+ See chapter 19 for defined terms.

- 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 – **NOT APPLICABLE**

*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

+ See chapter 19 for defined terms.

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought 

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39 Class of +securities for which  
 quotation is sought 

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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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41 Reason for request for quotation  
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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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	Number	+Class
42 Number and +class of all +securities quoted on ASX ( <i>including</i> the securities in clause 38)		

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+ See chapter 19 for defined terms.

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**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: 21 December 2005

Print name: Michael Langoulant

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