



PALADIN ENERGY LTD

ACN 061 681 098

Ref: 188641

12 November 2010

Company Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Takeover bid by Paladin Energy Ltd for NGM Resources Limited - Initial Allotment of Shares

We refer to Paladin Energy Ltd's ("Paladin") off-market takeover bid for all of the fully paid ordinary shares in NGM Resources Limited ("NGM"), which closed at 5:00pm (WST) on 5 November 2010 ("Takeover Offer").

We also refer to the Appendix 3B dated 9 September 2010, by which Paladin announced the issue, and applied for the quotation, of up to an additional 7,119,058 fully paid ordinary shares in Paladin ("Shares"), to be issued either as consideration under the Takeover Offer, or following the compulsory acquisition by Paladin of all NGM shares not acquired by Paladin during the Takeover Offer ("Compulsory Acquisition").

We advise that Paladin today issued 6,893,767 Shares, as consideration under the Takeover Offer.

Paladin has also today issued a further 39,937 Shares to the holders of certain options over unissued shares in NGM ("NGM Options"), in consideration for the cancellation of those NGM Options. These additional Shares are referred to in Paladin's Appendix 3B of today's date.

The issued capital of Paladin today totals 725,357,086 shares. Up to an additional 225,291 Shares (as included in the Appendix 3B dated 9 September 2010) are yet to be issued at the completion of Compulsory Acquisition.

Yours Faithfully
Paladin Energy Ltd

GILLIAN SWABY
Company Secretary

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

Paladin Energy Ltd (**Paladin**)

ABN

47 061 681 098

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 | Fully paid ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 39,937 |
| 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 ordinary shares |

+ See chapter 19 for defined terms.

4	<p>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 	Yes						
5	Issue price or consideration	Issued as consideration for the cancellation of certain options over unissued shares in NGM Resources Limited, pursuant to the terms of option cancellation deeds entered into with each holder of those options.						
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Consideration for the cancellation of certain options over unissued shares in NGM Resources Limited, as disclosed at section 5 above.						
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	12 November 2010						
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Number</th> <th style="text-align: left;">+Class</th> </tr> </thead> <tbody> <tr> <td style="vertical-align: top;">725,357,086* (actual on issue)</td> <td style="vertical-align: top;">Fully paid ordinary shares</td> </tr> <tr> <td colspan="2" style="vertical-align: top;">* Excludes 225,291 shares, approved to be quoted in Appendix 3B dated 9 September 2010, being the maximum number of shares to be issued following the compulsory acquisition by Paladin of all the outstanding shares in NGM Resources Limited.</td> </tr> </tbody> </table>	Number	+Class	725,357,086* (actual on issue)	Fully paid ordinary shares	* Excludes 225,291 shares, approved to be quoted in Appendix 3B dated 9 September 2010, being the maximum number of shares to be issued following the compulsory acquisition by Paladin of all the outstanding shares in NGM Resources Limited.	
Number	+Class							
725,357,086* (actual on issue)	Fully paid ordinary shares							
* Excludes 225,291 shares, approved to be quoted in Appendix 3B dated 9 September 2010, being the maximum number of shares to be issued following the compulsory acquisition by Paladin of all the outstanding shares in NGM Resources Limited.								

+ 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)		<u>Unlisted options</u>
	2,694,270	01.02.12 - \$8.77
	7,052,524	29.01.13 - \$4.50
	300,000	15.02.13 - \$5.37
	775,000	18.04.13 - \$4.59
	750,000	14.10.13 - \$2.54
	300,000	25.11.13 - \$2.07
	500,000	24.06.14 - \$4.48
		<u>Performance rights</u>
	4,656,900	2010(a) Performance shares rights (granted 26-31 March 2010)
2,617,100	2010(b) Performance share rights (granted 5 November 2010)	
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Dividends not yet paid	

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 <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19 Closing date for receipt of acceptances or renunciations	

+ See chapter 19 for defined terms.

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 broker?	
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

+ See chapter 19 for defined terms.

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

33 ⁺Despatch date

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

⁺ See chapter 19 for defined terms.

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 now
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 (including the securities in clause 38)		

+ 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: 
(Director/Company secretary)

Date: 12 November 2010

Print name: Gillian Swaby

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+ See chapter 19 for defined terms.