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The Manager
Company Announcements
ASX Limited
20 Bridge Street
Sydney 2000

29 June 2009

Dear Sirs

ISSUE OF SHARES UNDER PRIVATE PLACEMENT

On 16 June 2009, Advanced Magnesium Limited (AML) announced that it had signed an agreement with Henan Keweier Alloy Materials Co., Ltd (KWE), a Chinese magnesium alloy producer. Under the agreement AML will invest RMB 15,000,000 for a 53% shareholding in the company. KWE's magnesium alloy plant, situated in Henan province, is presently under construction and is scheduled to commence production of generic magnesium alloys in July 2009.

Implementing this agreement will involve two steps:-

- A capital raising in two parts – a private placement and a rights issue - to fund both AML's working capital requirements and the investment in KWE.
- Approval by AML's shareholders of the proposed investment in KWE.

The announcement of the private placement in the attached Appendix 3B is the first of these steps.

A handwritten signature in black ink, appearing to read "John Talbot", written in a cursive style.

John Talbot
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

Advanced Magnesium Limited

ABN

510 1044 1666

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 up ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 13,385,850 |
| 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) | To be issued under a private placement at \$0.04 per share. |

+ See chapter 19 for defined terms.

<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"> • 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 	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>\$0.04 per share</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>To fund working capital</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>29 June 2009</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="779 1428 1063 1459">Number</th> <th data-bbox="1063 1428 1336 1459">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="779 1459 1063 1673">105,974,953</td> <td data-bbox="1063 1459 1336 1673">Fully paid up ordinary shares</td> </tr> </tbody> </table>	Number	+Class	105,974,953	Fully paid up ordinary shares
Number	+Class				
105,974,953	Fully paid up ordinary shares				

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	100,000 Options having an exercise price of \$0.31 expiring on 13 October 2010
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No policy exists

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.

Appendix 3B
New issue announcement

- 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 NOT APPLICABLE

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

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)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

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.

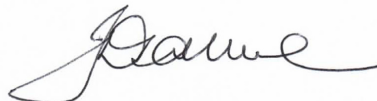
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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: 29 June 2009

(Director/Company secretary)

Print name: John Talbot Company Secretary

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