

20 March 2008

Manager of Company Announcements
ASX Limited
Level 6, 20 Bridge Street
SYDNEY NSW 2000

By E-Lodgement

Dear Sir/Madam

Rights Issue – Allotment of Securities

Matilda Minerals Limited (ASX: MAL) (**Company** or **Matilda**) advises that it has allotted and issued 2,596,544 shares (**Shares**) in respect of valid applications received under the Company's 1 for 4 entitlement offer (**Rights Issue**) that was first announced to the market on 6 February 2008.

The Company previously advised on 17 March 2008 that the underwritten shortfall of 14,283,510 shares under the Rights Issue was being placed by the underwriters to the Rights Issue.

Matilda advises that this placement (**Placement**) has now been completed and that 14,283,510 new fully paid ordinary shares (**Placement Shares**) have been allotted and issued to Territory Resources Limited as sub-underwriter to the Rights Issue and a professional and sophisticated investor. As a result, Territory Resources Limited's interest in the Company has increased from 13.66% to 29.59%.

Secondary Trading Exemption Notice

The Corporations Act 2001 (**Act**) restricts the on-sale of securities without disclosure, unless the sale is exempt under section 708 or 708A of the Act. By Matilda giving this notice, on sale of the shares issued under the Placement will fall within the exemption offered by section 708A(5) of the Act.

Matilda hereby notifies the ASX (as the operator of the prescribed financial market on which the Placement Shares are to be quoted) under section 708A(5)(e) of the Act that:

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

- (ii) that investors and their professional advisors would reasonably require for the purposes 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 Placement Shares.

For and on behalf of the Board



Barry Bolitho
Executive Chairman
Matilda Minerals Limited