



ZAMIA GOLD
MINES LIMITED

2 April 2008

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

ZGM 2008/012 – SHARE PURCHASE PLAN

Dear Sir

The attached offer was issued to shareholders registered as at 28 March 2008 inviting them to participate in a Share Purchase Plan

Sincerely,

Colin Seaborn
Executive Director

**Zamia Gold
Mines Limited**
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Sydney NSW
2001 Australia

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A.B.N. 73 120 348 683



31 March 2008

Dear Shareholder,

INVITATION TO PARTICIPATE IN THE ZGM SHARE PURCHASE PLAN

The **discovery of significant molybdenum at the Anthony Prospect in central Queensland** resulting from a 13 hole drill programme has prompted the Directors of Zamia Gold Mines Limited ("ZGM") to invite Shareholders to participate in the Company's future growth as it progressively moves to delineate the deposit ahead of development plans.

The invitation is via a Share Purchase Plan ("the Plan"). The Plan entitles Shareholders in the Company, irrespective of the size of their shareholding, **to purchase up to \$5,000** worth of ZGM Ordinary shares at **8 cents per share**.

As an incentive to Shareholders, the purchase price of the Shares to be offered under the Plan has been set **at 8 cents per share**. This represents a **discount of 10.1 %** to the volume weighted average market price of shares in the Company for the 5 trading days up to and including 20 March 2008.

The funds received from the Plan will be capped at **\$1.818 million**. If acceptances exceed \$1.818 million they will be scaled back on a pro-rata basis.

The funds raised will be used primarily to continue exploration and **drilling at the Anthony molybdenum discovery**, announced previously on 12 March 2008.

All Shareholders, residents of Australia and New Zealand, and registered as at 5.00pm on Friday 28 March 2008 will be eligible to participate in the Plan.

This letter and enclosed Terms and Application Form set out the terms and conditions of the Offer under the Plan. By accepting the Offer to purchase shares under the Plan, you will be bound by those terms and conditions. **The Offer will close as at 5pm (Sydney time) on Tuesday 22 April 2008.**

The Directors propose to take up their full entitlement under the offer.

On behalf of the Board

A handwritten signature in black ink, appearing to read "Colin Seaborn".

Colin Seaborn
Executive Director

A handwritten signature in black ink, appearing to read "R N (Sam) Lees".

R N (Sam) Lees
Executive Director - Technical

INDICATIVE KEY DATES FOR THE OFFER

Announcement of the Plan to the ASX	25 March 2008
Record date to determine entitlement to participate	28 March 2008
Despatch of Plan and Application Form to Shareholders	2 April 2008
Closing date of application for Shares	22 April 2008
Allotment of Shares and despatch of Holdings Statement	28 April 2008
Commencement of trading in Shares	subject to ASX

The dates above may be subject to change.

DETAILS OF THE OFFER

The information contained in this section is not intended to be comprehensive and should be read together with more detailed information in this document.

The Offer

In this Share Purchase Plan ZGM offers Shares at 8 cents per share to all existing shareholders, residents of Australia and New Zealand, and registered as at 5.00pm on Friday 28 March 2008.

Purpose of the Offer

The purpose of the offer is to provide ZGM with funds for

- further drilling at the Anthony molybdenum discovery to delineate the deposit and enable the estimation of resources;
- further evaluation of gold prospects; and
- working capital.

Application

Application for Shares under the Offer must be made using the Application Form enclosed with this document. Application for Shares may be made at one of three levels:

- 62,500 Shares for \$5000;
- 37,500 Shares for \$3000; or
- 12,500 Shares for \$1000.

Completed Application Forms must be mailed or delivered to Registries Limited as per the addresses on the Application Form by 5pm (Sydney time) on 22 April 2008.

Payment may be made:

- by Cheque to “Zamia Gold Mines Limited – Share Application Account” and sent with the Application Form by the due date to Registries Limited, or
- by Direct Deposit and be made payable to “Zamia Gold Mines Limited – Share Application Account” 302-100 092 7557 with the Application Form sent separately to Registries Limited and further confirmation faxed to the Company at 02-82233799.

Allotment

Subject to ASX approval, allotment of Shares under this Offer will take place by 28 April 2008 or within 6 business days of the Closing Date. Prior to the allotment all application moneys under this Offer will be held by ZGM in trust. ZGM, irrespective of whether the allotment of Shares takes place, will retain any interest earned on the application moneys.

The Directors reserve the right to allot Shares in full for any application or to allot any lesser number or to decline any application. Where the number of Shares is less than the number applied for, or where no allotment is made, the surplus application monies will be returned by cheque to the applicant within seven (7) days after the allotment date.

ASX Trading

Commencement of trading in the Shares will be subject to ASX timing, but ZGM will seek to have trading commence as soon as possible after allotment.

Chess

These Shares will participate in the Clearing House Electronic Sub-register System (“CHESS”). CHESS is operated by the ASX Settlement and Transfer Corporation Pty Ltd (“ASTC”) a wholly owned subsidiary of ASX, in accordance with the Listing Rules and the ASX Settlement Rules.

Under CHESS, ZGM will not issue Share certificates to successful applicants. Following allotment the Company will provide Shareholders with holding statements that set out the number of Shares allotted to each successful applicant in accordance with this Offer. That notice will also advise Shareholders of their holder identification number or security reference number and sponsoring issuer number.

REASONS FOR INVITING PARTICIPATION IN THE SHARE PURCHASE PLAN

The Directors believe the thorough evaluation of the Anthony molybdenum discovery will significantly enhance the Company's value.

Acknowledging that the Company requires additional capital to undertake the evaluation, the Directors are giving shareholders the opportunity to contribute additional capital to the Company prior to seeking external sources of capital. This Share Purchase Plan offers existing shareholders the opportunity to expand their holdings at an issue price that does not recognise the potential value of the discovery.

The discovery of the molybdenum deposit at the Anthony prospect 75km north of Clermont is a significant milestone for ZGM (see enclosed ASX announcement – ZGM 2008/009 – New Molybdenum Discovery - dated 12 March 2008). It is the Company's aim to define the deposit to enable an initial resource estimation to be made by the end of 2008.

To date the Anthony deposit has been tested by widely spaced scout RC percussion drilling to an approximate vertical depth of 130m. Visible molybdenum mineralisation was noted in 11 of the 13 holes and at least seven holes were mineralised from surface and remain in mineralisation at the end of the hole.

Initially ZGM intends to spend up to \$750,000 on an extensive drilling programme to evaluate the discovery.

ZGM will drill a minimum of four diamond (core) drill holes to 300m depth together with 20 RC percussion holes to about 250m depth. Most holes will be drilled at an angle of 60 degrees. The higher grade zones of the discovery are to be drilled at 100m centres and to a vertical depth of about 200 metres. Dependent on the observations during drilling the Company may continue drilling beyond 200 metres.

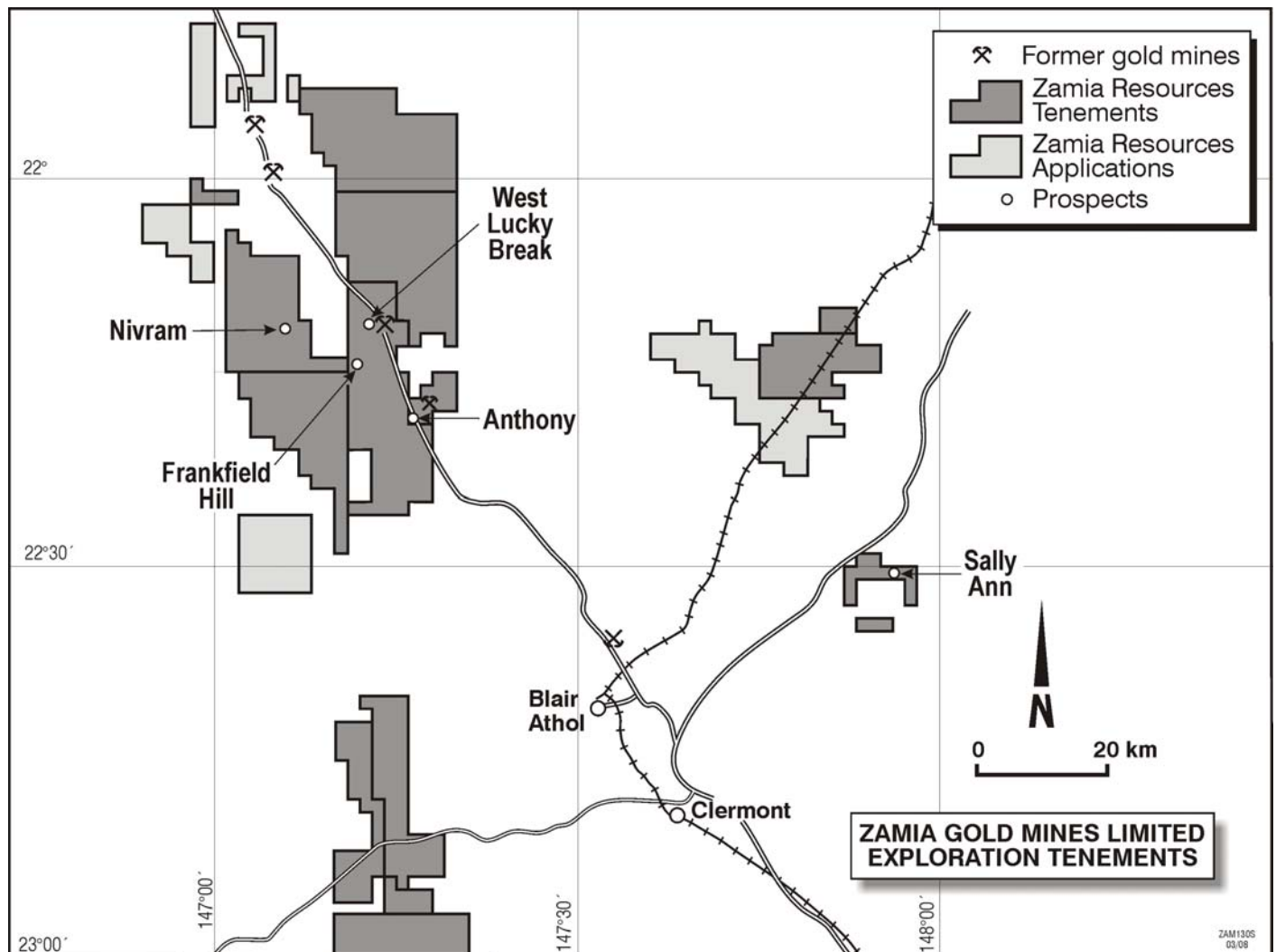
Prior to a resource estimate being completed, additional drilling will be required to increase the level of confidence in areas of geological uncertainty and to explore below 200m depth when high grade mineralisation continues.

The remainder of the funds raised under this Plan will be used for working capital and to investigate further ZGM's other advanced prospects at Sally Ann, West Lucky Break, Frankfield Hill and the Mt Rolfe Caldera.

SUMMARY OF ZGM'S KEY EXPLORATION PROJECTS

ZGM's exploration programme, focussed entirely on the Clermont District of Central Queensland, is directed towards two major commodity types:

- **Molybdenum.** The Anthony molybdenum discovery has the potential to become a significant molybdenum deposit. Follow-up evaluation will lead to the estimation of resources. Other metals may be present in minor amounts as by-products.
- **Gold.** ZGM has several gold targets and copper-gold targets which are being evaluated. The most advanced targets are Sally Ann, Mt Rolfe Caldera - Nivram, West Luck Break and Frankfield Hill.



Molybdenum

Anthony Prospect

The **Anthony molybdenum deposit is a major exploration success** for ZGM (see attached ASX announcement – ZGM 2008/009 – New Molybdenum Discovery - dated 12 March 2008). Following the compilation of existing exploration data a soil sampling program was undertaken in late 2007. An initial scout drilling program in January – March 2008, resulted in the discovery of extensive molybdenum mineralisation. Key outcomes of this program were:

- Visible molybdenum mineralisation was noted in 11 of the 13 holes
- Extensive mineralisation with grades up to 1,920ppm molybdenum (0.192%)
- Molybdenum grades are similar to those found in international and Australian molybdenum mine developments
- The mineralisation remains open in all directions and at depth

ZGM's prime focus for 2008 will be to delineate this discovery and enable the estimation of resources.

The Anthony discovery is the first of its type in the Clermont area and ZGM will also evaluate other targets with similar geological characteristics.

Gold

Sally Ann Prospect

The Sally Ann Prospect contains several old pits and shafts dug by earlier prospectors. Gossan sampling by ZGM returned gold assays of 38 g/t and 9 g/t. Scout drilling is planned in 2008 to test a possible gold-copper porphyry style deposit.

Nivram - Mount Rolfe Caldera

The identification of the large (15 x 7 km) Mount Rolfe Caldera presents possibilities for discovery of very large gold systems within ZGM's tenement package. Such structures host much of the high-grade epithermal gold mineralisation in world-class caldera-related gold systems. Examples include Lihir, Papua New Guinea (44 million ounces of gold) and the Emperor mine in Fiji (6 million ounces of gold).

A submission has been made to the Queensland Government which may result in a grant to assist with drill testing of Nivram, the most advanced target within the Caldera.

West Lucky Break and Frankfield Hill

These targets are found close to the contact between the older Anakie metamorphic rocks and the Drummond Basin volcanic rocks. Geochemical surveying has outlined gold anomalies that warrant drill testing. As geochemical surveying continues along the contact zone, other targets are likely to be found.

Further information on these prospects can be found on Zamia's web site at www.zamiagold.com.au

Mr R N (Sam) Lees (FAIG, FAusIMM), compiled the technical aspects of this report. Mr Lees is Executive Director - Technical, Zamia Gold Mines Limited. Mr Lees is a Fellow of the Australian Institute of Geoscientists and has sufficient experience that is relevant to the style of mineralisation and type of deposits under consideration and to the activity that is being reported on to qualify as a Competent Person as defined in the September 2004 edition of the "Australasian Code of Reporting of Mineral Resources and Ore Reserves". Mr Lees consents to the inclusion of the matters in the form and context in which it appears.

ZAMIA GOLD MINES LIMITED

TERMS OF THE ZGM SHARE PURCHASE PLAN

1. DEFINITIONS

In this Plan, unless the context otherwise indicates:

ASX means Australian Securities Exchange Limited.

Board means the Board of Directors of Zamia Gold Mines Limited

Closing Date means 22 April 2008 or such later date as may be determined by the Board.

Company/ZGM means Zamia Gold Mines Limited ABN 73 120 348 683.

Eligible Members means members of the Company eligible to participate in the Offer as determined under Clause 2.

Offer means a non-renounceable offer of ordinary fully paid shares in the Company to Eligible Members under the Plan.

Plan means the ZGM Share Purchase Plan approved by the Board.

Purchase Price means 8 cents (\$0.08) per share.

Record Date means 28 March 2008.

Shares means fully paid ordinary shares in the Company.

2. ELIGIBILITY TO PARTICIPATE

- 2.1 Those members of the Company who will be eligible to apply for Shares under the Offer ("the Eligible Members") are those who, subject to Clause 2.2
 - Are recorded in the Company's register of members at 5.00pm on the Record Date; and
 - Have an address (as recorded in the Company's register of members) in Australia or New Zealand.
- 2.2 Where a member is expressly noted on the Company's register of members as a trustee or nominee on account of another person ("Beneficiary"), the Beneficiary will be deemed to be the Eligible Member and an acceptance of the Offer and subsequent issue of Shares will be deemed to be made by or to the Beneficiary.
- 2.3 An Offer does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.
- 2.4 Eligible Members may apply for up to a maximum of five thousand dollars (\$5,000) worth of Shares. This maximum amount applies even if an Eligible Member receives more than one Offer or receives the Offer as a joint holder of Shares. If an Offer is received by a member who is expressly noted on the Company's register of members as a trustee or nominee on account of a Beneficiary, then any Shares issued in relation to that Offer will not be included in calculating the maximum number of Shares that may be applied for by that member, but will be included in calculating the maximum number of Shares that can be applied for by the Beneficiary.
- 2.5 Offers made under the Plan are not renounceable. This means that members cannot transfer their right to purchase Shares under this Offer to another person.

3. PURCHASE PRICE

- 3.1 Purchase Price is 8 cents (\$0.08) per Share, which represents a discount of 10.1% to the volume weighted average market price of shares in the Company for the last 5 days on which Shares were traded before the announcement of the Plan to the ASX, ending on 20 March 2008.
- 3.2 By accepting the Offer and applying for Shares under the Plan, each Eligible Member acknowledges that the Shares are a speculative investment and the price of the Shares quoted on ASX may change between the date of the Offer and the date of issue of the Shares and that the value of Shares received under the Plan may rise or fall accordingly. Accordingly you should seek your own financial advice in relation to this Offer and your participation in the Plan.

4. TERMS OF ISSUE OF SHARES

- 4.1 The Board reserves the right to refuse an application if it considers that the applicant is not an Eligible Member or has not otherwise complied with the terms of the Plan or for any other reason. If an application is refused, the application monies received will be refunded without interest.
- 4.2 Subject to clause 4.1, Shares to be issued under the Plan will be allotted by 28 April 2008 or within 6 business days after the Closing Date. Shareholders will be issued with a Holding Statement or confirmation shortly after the allotment of the Shares.
- 4.3 Shares allotted under the Plan will rank equally in all respects with all other fully paid ordinary shares in the Company on the date of issue.
- 4.4 The Company will apply to ASX for quotation of the Shares issued under the Plan on 28 April 2008.

- 4.5 In accordance with ASX Listing Rule 7.1 and Listing Rule 7.2 *Exception 15*, a maximum of 22,725,000 fully paid ordinary shares will be issued under the Plan. Should there be applications for more than 22,725,000 shares then a scale back of applications will apply. All applications will be scaled back on a pro-rata basis to ensure that no more than 22,725,000 Shares are issued.
- 4.6 Eligible shareholders may choose one of three levels of acceptance up to a **maximum** of 62,500 Shares, at a cost of \$5,000.

5. GENERAL

- 5.1 The Plan will be administered by the Board or a committee of the Board that will have absolute discretion to:
- (a) determine appropriate procedures for administration of the Plan consistent with these Terms;
 - (b) resolve conclusively all questions of fact or interpretation arising in connection with the Plan or these Terms; and
 - (c) delegate to any one or more persons, for such period and on such conditions as they may determine, the exercise of their powers or discretions under the Plan or these Terms.
- 5.2 The Plan and these Terms may be suspended, terminated or amended at any time by the Board. In particular the Board may waive compliance with any provision of these terms and conditions, or vary these terms and conditions if required to comply with the ASX Listing Rules;
- 5.3 The Company reserves the right to issue fewer Shares than an Eligible Member applied for under the Plan (or none at all) if it believes that the allotment of those Shares would contravene any law or rules of the ASX on which the Shares are listed.
- 5.4 These Terms are governed by and construed in accordance with the laws for the time being in force in the State of New South Wales.
- 5.5 The Directors of the Company are eligible to participate in the Plan and to the extent that they do so, the Company will rely upon the exemption afforded by ASX Listing Rule 10.12 *Exception 8*.

6. DECLARATION AND ACKNOWLEDGEMENT

- 6.1 By forwarding and completing the Application Form, each Eligible Member;
- (a) acknowledges that they have read and understood the terms and conditions of the Plan and they agree to be bound by those terms and conditions and by the Constitution of the Company;
 - (b) acknowledges that ZGM has reserved the right to scale back applications under the Plan and as such the aggregate number of Shares which may be allotted to them under the Plan may be fewer Shares than the number applied for under the Plan;
 - (c) certifies that (except where Shares are held as trustee or nominee on account of a Beneficiary which is expressly noted on the Company's register of members) the aggregate of the application price for
 - (i) the Shares or interests the subject of the application; and
 - (ii) any other Shares or interests in the class applied for by, or on behalf of, the Eligible Member under the Plan or any similar plan operated by the Company in the 12 months prior to the application, does not exceed A\$5,000; and
 - (d) certifies that (where Shares are held as trustee or nominee on account of a Beneficiary which is expressly noted on the Company's register of members) the aggregate of the application price for:
 - (i) the Shares or interests the subject of the application; and
 - (ii) any other Shares or interests in the class applied for by, or on behalf of, the Beneficiary under the Plan or any similar plan operated by the Company in the 12 months prior to the application, does not exceed A\$5,000.

ZGM may settle in any manner it thinks fit, any dispute or anomalies which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any applicant or application for Shares. The decision of ZGM will be conclusive and binding on all persons to whom the determination relates. ZGM reserves the right to waive compliance with any provision of the Plan terms and conditions, or to vary those terms and conditions if required to comply with the ASX Listing Rules.



ABN 73 120 348 683

<ADDRESS1>
<ADDRESS2>
<ADDRESS3>
<ADDRESS4>
<ADDRESS5>
<ADDRESS6>

SHARE PURCHASE PLAN - APPLICATION FORM

Record Date: 28 March 2008
Offer Closes: 22 April 2008
Purchase Price: 8 cents/share

SUB-REGISTER
<ISSUER SPONSORED / CHESS>

HIN/SRN
<NO.>
<BARCODE>

A Offer Choice and Payment Details

I/We wish to apply for the number of shares marked below in accordance with the terms and conditions of the Zamia Gold Mines Limited Share Purchase Plan as set out in the accompanying letter dated 31 March 2008.

Indicate your choice below by marking **one** box only

<input type="checkbox"/>	Offer A 12,500 shares A\$1,000.00	<input type="checkbox"/>	Offer B 37,500 shares A\$3,000.00	<input type="checkbox"/>	Offer C 62,500 shares A\$5,000.00
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I/We enclose my/our payment for the amount shown above being payment of A\$0.08 per Share. I/We hereby authorise you to register me/us as the holder(s) of the Shares issued to me/us, and I/we agree to be bound by the Constitution of the Company.

Record cheque or direct deposit details below

Drawer	Cheque Number (or Direct Deposit Date)	BSB Number	Account No.	Amount A\$

PAYMENT INSTRUCTIONS:

- Only **cheques or direct deposit** in Australian dollars and drawn on a bank or financial institution in Australia will be accepted. Your **cheque** must be made payable to **"Zamia Gold Mines Limited - Share Application Account"** or **direct deposit to "Zamia Gold Mines Limited – Share Application Account" 302-100 092 7557**. Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.
- Payments must be made via cheque accompanying the Application Form or direct deposit with the Application Form mailed.
- Cash will not be accepted via the mail or at the Zamia Gold Mines Limited Share Registry.
- Payments cannot be made at any bank.

B Contact Details

Please provide a telephone number or email address and contact name in case we need to contact you regarding your application.

Telephone number	Email Address	Contact name

C Declarations and Acknowledgments

By lodging this form with your cheque **or mailing after sending your direct deposit** you acknowledge and confirm that you have read, understood and agreed to the terms and conditions of the Zamia Gold Mines Limited Share Purchase Plan (the "Plan").

Zamia Gold Mines Limited ("ZGM") may settle, in any manner it deems appropriate, any dispute or anomalies which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any applicant or application for Shares. The decision of ZGM will be conclusive and binding on all persons to whom the determination relates. ZGM reserves the right to waive compliance with any provision of the Plan terms and conditions. The Directors reserve the right to withdraw the offer of Shares under the Plan, or reduce the amount of Shares that may be subscribed for under the Plan in a pro-rata manner, at any time prior to allotment. Any excess application moneys will be refunded. No interest will be paid on any refunded application moneys.

NO SIGNATURE IS REQUIRED ON THIS FORM

THIS OFFER IS NON-RENOUCEABLE

Application Forms and cheques must be received no later than 5.00 pm (Sydney time) on 22 April 2008 at:

MAILING ADDRESS
Registries Limited
PO Box R67
Royal Exchange
SYDNEY NSW 1223

DELIVERY ADDRESS
Registries Limited
Level 7
207 Kent Street
SYDNEY NSW 2000

You should allow sufficient time for this to occur. The postal acceptance rule does not apply to this Plan.