



**ADDRESS**  
PO Box 5807  
Brisbane  
Qld 4000 Australia

ABN 54 126 490 855

**PHONE**  
+61 (07) 3217 7544  
**EMAIL**  
[info@coppermoly.com.au](mailto:info@coppermoly.com.au)  
**WEBSITE**  
[www.coppermoly.com.au](http://www.coppermoly.com.au)

26 November 2018

Dear Shareholder

**Notice to Ineligible Shareholders – 1 for 3 non-renounceable entitlement offer**

On 23 November 2018, Coppermoly Limited ACN 126 490 855 (**Coppermoly**) announced its intention to undertake a non-renounceable pro-rata entitlement offer, whereby Eligible Shareholders (as defined overleaf) will be offered the opportunity to acquire one (1) new fully paid ordinary share in Coppermoly (each, a **New Share**) for every three (3) fully paid ordinary shares in Coppermoly (**Shares**) held as at the Record Date (as defined below) at an issue price of \$0.007 per New Share, with no minimum subscription (**Offer**).

Based on the capital structure of Coppermoly as at the date of the Offer Booklet (as defined below), and assuming that no existing options or convertible notes on issue are exercised prior to the Record Date, up to approximately 459,220,496 New Shares may be issued pursuant to the Offer Booklet in order to raise up to approximately \$3,214,543 (excluding expenses).

Eligible Shareholders will also be entitled to subscribe for any New Shares that are not subscribed for by other Eligible Shareholders in accordance with the Offer (**Shortfall Offer**). The Record Date for the Offer is 7.00pm (AEST) on 28 November 2018 (**Record Date**). Please note that Shares will be quoted on an 'ex' basis from 27 November 2018, and therefore any Shares bought on market on or after this date will not be entitled to participate in the Offer. Fractional entitlements to New Shares will be rounded up to the nearest whole number.

**This letter is to inform you about the Offer and the Shortfall Offer and to explain why you will not be able to subscribe for New Shares pursuant to the Offer and the Shortfall Offer. This letter is not an offer to issue New Shares to you, nor an invitation for you to apply for New Shares made pursuant to the Offer and the Shortfall Offer.**

**You are not required to do anything in response to this letter. Further details regarding the Offer and the Shortfall Offer are set out in the offer booklet for the Offer that was lodged with ASX Limited on 23 November 2018 (Offer Booklet).**

Coppermoly has determined not to extend the Offer and the Shortfall Offer to persons recorded by Coppermoly as having a registered address outside of Australia, New Zealand and Hong Kong, in accordance with the ASX Listing Rules and the *Corporations Act 2001* (Cth), after considering:

- the legal and regulatory requirements for making or extending the Offer and the Shortfall Offer to places outside of Australia, New Zealand and Hong Kong;
- the cost of complying with those legal and regulatory requirements; and
- the number of Shareholders in places outside of Australia, New Zealand and Hong Kong and the number and value of shares which would otherwise be offered to those persons.

Unfortunately, according to Coppermoly's records, you do not satisfy the eligibility criteria for an Eligible Shareholder. Coppermoly therefore wishes to advise you that it will not be extending the Offer to you and you will not be able to subscribe for New Shares pursuant to the Offer or the Shortfall Offer and you will not be sent any further documents relating to the Offer.

**Summary of Key Features of the Offer and the Shortfall Offer**

The Offer and the Shortfall Offer are open to Shareholders that are registered on Coppermoly's register of members as at 7.00pm (AEST) on the Record Date as having a registered address in Australia, New Zealand, Hong Kong and in such other place that Coppermoly is satisfied (in its sole discretion) it would not be unlawful to extend the Offer and the Shortfall Offer (**Eligible Shareholders**).

The Offer is non-renounceable, meaning that Eligible Shareholders will not be able to transfer their entitlements pursuant to the Offer and, if they do not take up their entitlements pursuant to the Offer, will be diluted.

Eligible Shareholders will also be able to subscribe for any New Shares that are not taken up by other Eligible Shareholders in accordance with the Shortfall Offer. Applications pursuant to the Shortfall Offer will only be satisfied to the extent that there is a shortfall pursuant to the Offer and will be subject to the terms and conditions outlined in the Offer Booklet.

All of the New Shares issued pursuant to the Offer and the Shortfall Offer will rank equally with the existing shares on issue in Coppermoly from the date of allotment. Further details regarding the Offer and the Shortfall Offer and the rights and liabilities attaching to the New Shares will be contained in the Offer Booklet. There is no minimum subscription amount for the Offer.

### **Use of funds**

The funds raised from the Offer and the Shortfall Offer are planned to be used to:

- (a) undertake additional exploration activity on Coppermoly's Exploration Licences during the 2019 calendar year, including:
  - i. resource modelling, target generation and extension drilling on Coppermoly's Mt Nakru Exploration Licences; and
  - ii. target generation on Coppermoly's Simuku Exploration Licence; and
- (b) fund other general working capital and expenses of the Offer during the 2019 calendar year.

Further details regarding the use of funds will be set out in the Offer Booklet.

### **Offer Timetable**

The current proposed timetable for the Offer is set out below. These dates are indicative only and Coppermoly reserves the right to vary these dates (subject to the Corporations Act and the ASX Listing Rules).

Announcement of Offer and Appendix 3B lodged with ASX	Friday, 23 November 2018 (Before Market Open)
Notice sent to Eligible and Ineligible Shareholders regarding Offer	Monday, 26 November 2018
Shares quoted on an 'ex-basis'	Tuesday, 27 November 2018
Record Date for determining Entitlements	Wednesday, 28 November 2018
Offer Booklet and Application Form dispatched to Eligible Shareholders	Monday, 3 December 2018
Last date to extend the Closing Date of the Offer and Shortfall Offer	Friday, 7 December 2018
Closing Date for applications in accordance with the Offer and Shortfall Offer	Wednesday, 12 December 2018
Expected commencement of trading of New Shares on a deferred settlement basis on ASX	Thursday, 13 December 2018
Latest date for advising ASX of subscriptions received for the Offer and Shortfall Offer	Monday, 17 December 2018
Issue date and deferred settlement trading ends	Wednesday, 19 December 2018
Normal trading of New Shares re-commences	Thursday, 20 December 2018
Holding statements dispatched to successful Applicants	Thursday, 20 December 2018

On behalf of the Board, thank you again for your support of Coppermoly and I trust that you understand Coppermoly's position on this matter.

Yours sincerely  
Coppermoly Limited

A handwritten signature in black ink, appearing to read "Stephen Kelly". The signature is written in a cursive, flowing style with a large, stylized 'S' and 'K'.

Stephen Kelly  
Company Secretary and Chief Financial Officer