



14 December 2018

Dear shareholder

NON-RENOUNCEABLE RIGHTS ISSUE – APPENDIX 3B NOTICE

Gooroo Ventures Limited (**Company**) announced on 13 December 2018 a capital raising by way of one (1) for eight (8) pro-rata non-renounceable rights issue that does not require shareholder approval. In accordance with the Listing Rules of the Australian Securities Exchange (**ASX**), the Company is pleased to provide you with the following information about the rights issue.

Each eligible shareholder registered on the Company's register of members at 7.00 pm (Adelaide time) on 18 December 2018 (**Record Date**) will be entitled to subscribe for one (1) new fully paid ordinary share in the Company for every eight (8) ordinary shares held as at the Record Date at a price of \$0.05 per new share. The issue price of the new shares under the offer represents a discount of 18% to the volume weighted average price of the Company's shares during the 14 trading day period up to and including 12 December 2018.

In addition to being able to apply for new shares under the rights issue, eligible shareholders will also have the opportunity to apply for additional new shares that are not subscribed for under the rights issue.

Please note that the Company's shares will be quoted on an 'ex' basis from 17 December 2018, and therefore any of the Company's shares bought on market on and after this date will not be entitled to participate in the rights issue.

The maximum number of new shares to be issued (excluding the exercise of any unlisted options) is 10,835,982 new shares (**New Shares**), which would raise up to \$541,799 and would result in total issued shares in the Company of 108,523,833 (including shares issued pursuant to the Company's placement announced on 3 December 2018). It is intended that New Shares issued as a result of entitlements taken up will be quoted on ASX and will rank equally with existing issued ordinary shares of the Company.

Before making a decision whether to subscribe for any of these shares, please carefully read the Offer Booklet when you receive it. **The offer opens on 21 December 2018 and closes at 5.00 pm (Adelaide time) on 18 January 2019.**

From 14 December 2018, the Offer Booklet will be available to download from ASX's website (at www.asx.com.au), and will subsequently be mailed to eligible shareholders on or around 21 December 2018.

The indicative timetable for the rights issue is as follows:

Activity	Date
Announcement of Entitlement Offer and Appendix 3B lodged with ASX	13 December 2018
Offer Booklet lodged with ASX	13 December 2018
Shareholder notice despatched	14 December 2018
Shares traded on an 'ex' Entitlement basis	17 December 2018
Record Date for eligibility to participate in the Entitlement Offer	18 December 2018 at 7.00 pm (Adelaide time)
Offer Booklet and Entitlement and Acceptance Form despatched to Shareholders	21 December 2018
Opening Date for the Entitlement Offer	21 December 2018
Last day to extend the Closing Date for the Entitlement Offer	15 January 2019
Closing Date for the Entitlement Offer	18 January 2019 at 5.00 pm (Adelaide time)
Securities quoted on a deferred settlement basis	21 January 2019
Notify ASX under subscriptions	23 January 2019
Issue of New Shares issue under the Entitlement Offer and deferred settlement trading ends	25 January 2019
Normal ASX trading for New Shares commences	29 January 2019

The timetable is indicative only and the Company reserves the right to vary it at any time without prior notice subject to the Listing Rules and the *Corporations Act 2001* (Cth).

If you have any queries, please contact the Company Secretary on (08) 8133 5000.

Yours faithfully



Donald Stephens
Company Secretary