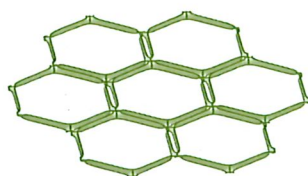


OAKDALE RESOURCES LIMITED

ACN 009 118 861

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AUSTRALIA



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7 August 2019

Dear Shareholder,

Invitation to Participate in Share Purchase Plan

On 6 August 2019, Oakdale Resources Limited (ACN 009 118 861) (**OAR** or **the Company**) announced that it was intending to undertake a partially underwritten Share Purchase Plan to raise the maximum amount permitted by the ASX Listing Rules via an offer of a maximum of 59,619,109 fully paid ordinary shares (**Shares**) (being 30% of the Company's share capital) at an issue price per Share equal to a 15% discount to the volume weighted average price for Shares calculated over the last 5 days on which sales in Shares were recorded before the day the issue was made (**Issue Price** or **Price**) (**SPP** or **Plan**), and a placement of up to 150,000,000 Shares at an issue price equal to the Issue Price of Shares under the SPP (together, the **Capital Raising**).

Under the Plan, Eligible Shareholders will have the opportunity to purchase up to \$15,000 worth of Shares, together with one (1) free attaching Option for every two (2) Shares issued (**SPP Options**), irrespective of the size of their shareholding, without incurring brokerage or transaction costs. As also announced on 6 August 2019, the Company is proposing to undertake an unmarketable parcel buy-back following completion of the Capital Raising. If you currently hold an unmarketable parcel of Shares (being, less than \$500 worth of Shares), participation in the Plan may enable you to top up your shareholding to a marketable parcel.

The offers under the Plan (**Offer**) will seek to raise the maximum permitted under the ASX Listing Rules on the terms and conditions (**Terms and Conditions**) contained in this letter.

The issue of the SPP Options is subject to shareholder approval being obtained at the general meeting of shareholders to be held on or around 9 September 2019 (**General Meeting**). The SPP Options, together with the free attaching Options to be issued under the Placement, will be issued under a prospectus which the Company intends to lodge on or around 28 August 2019 (**Options Prospectus**). Shareholders should note that there is no guarantee that shareholder approval will be obtained at the General Meeting and therefore there is no certainty that the SPP Options will be issued to participating shareholders under the Offer.

The SPP Options will have an exercise price of \$0.04 each and will expire at 5.00pm (WST) on 31 December 2021. Application for official quotation of the SPP Options offered pursuant to the Options Prospectus will be made within 7 days of the date of the Options Prospectus. The full terms and conditions of the SPP Options are set out in Annexure A to

the SPP Terms and Conditions. The Options to be issued under the Placement will be issued on the same terms and conditions as the SPP Options (refer to Annexure A).

Shareholders Eligible to Participate in the Plan

Participation under the Plan is optional and is available exclusively to shareholders of the Company who are registered as holders of Shares at 5:00pm (WST) on 5 August 2019 (**Record Date**) and whose registered address is in Australia, New Zealand, Germany, Austria, Switzerland or the United Kingdom (**Eligible Shareholders**).

Share Purchase Plan

The Plan entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$15,000 worth of Shares at an issue price equal to a 15% discount to the volume weighted average price for Shares calculated over the last 5 days on which sales in Shares were recorded before the day on which the issue was made.

The Company confirms that it intends to raise the maximum amount permitted under the ASX Listing Rules and notes that the maximum number of Shares which may be issued pursuant to the Plan is limited to a maximum of 59,619,109 Shares, being 30% of the Company's share capital.

Depending on applications received, the Company may, in its absolute discretion, undertake a scale back so that not more than 30% of that number of Shares already on issue, are issued under the Plan. Scale back decisions are made by the Board and are final.

Further, the Company notes that the directors of the Company who are Eligible Shareholders intend to participate under the Plan.

An application form for the Plan (**Application Form**) is included in this package.

Underwriter and Lead Manager

The Company has engaged PAC Partners Securities Pty Ltd (ACN 623 653 912) to partially underwrite the Offer up to an amount of \$500,000 and to act as lead manager and broker in respect of the Placement, subject to standard terms and conditions of engagement (the **Underwriter**).

The obligations of the Underwriter to subscribe for shortfall securities under the Offer (if any) is subject to the Company obtaining Shareholder approval for the issue of shortfall securities under the Offer at the General Meeting.

The Company has agreed to pay the Underwriter the following fees in respect of the Offer and the Placement:

- (a) a monthly retainer of \$7,500 for a period of 6 months commencing on the date of execution of the mandate, which is payable in advance;
- (b) a management fee of 1% (plus GST) of the total amount raised under the Placement;
- (c) a placement fee of 5% (plus GST) of the total amount raised under the Placement (excluding funds raised from existing Shareholders of the Company or investors introduced by the Directors);

- (d) an underwriting fee of 6% (plus GST) of the total amount of the Offer underwritten by the Underwriter, being up to \$30,000;
- (e) up to a maximum of 30,000,000 broker Options comprising:
 - (i) 10,000,000 Options on completion of the Offer; and
 - (ii) 1,350,000 Options for every \$100,000 raised under the Placement and Offer, issued on the same terms and conditions as the Options issued under the Placement; and
- (f) up to 5,000,000 sub-underwriter Options (being, 10 Options for every \$1.00 underwritten) to be issued on the same terms and conditions as the SPP Options and to be issued to persons engaged by PAC Partners as sub-underwriters to the SPP.

All selling fees to third parties will be paid by the Underwriter from the fees set out above. In addition to the above fees, PAC Partners is entitled to be reimbursed for all out-of-pocket expenses incurred during its engagement in connection with services provided. PAC Partners will obtain the Company's approval in advance for legal expenses and disbursements above \$10,000 and any other expenses above \$1,000.

Other than due to termination by the Company for cause, where the Company terminates the mandate and subsequently completes the Placement and SPP or a similar equity capital raising within four (4) months from the date of termination, the Company must pay PAC Partners an amount equal to the fees stated in the mandate.

Further detail regarding the terms of engagement of the Underwriter by the Company is set out in the Options Prospectus.

Current Activities

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at www.oakdaleresources.com.au.

The funds raised under the Plan and the Placement will be used to carry out a geological and drilling campaign as part of the Company's due diligence on the Nevada gold projects pursuant to the recently announced binding option terms sheet with Alpine Resources (USA) Pty Ltd (refer to ASX announcement dated 27 June 2019 for further detail), to meet the regulatory spend on the Company's graphite project located on the Eyre Peninsula in South Australia, to complete the initial planned upgrade to the Company's Chimu gold processing plant in Peru, to maintain liquidity and for general working capital purposes.

How much can you invest?

Eligible Shareholders may each apply for a maximum of \$15,000 worth of Shares and a minimum of \$2,500 worth of Shares under the Plan.

How to accept this Offer

To apply for Shares under the Plan, please follow the instructions on the enclosed personalised Application Form.

Eligible Shareholders may participate by selecting only one of the following offers to purchase Shares under the Plan:

	Total amount payable
Offer A	\$15,000
Offer B	\$12,500
Offer C	\$10,000
Offer D	\$7,500
Offer E	\$5,000
Offer F	\$2,500

The number of Shares to which you are entitled will be calculated by dividing the subscription amount you have elected by the Issue Price, rounded down.

Once an application has been made it cannot be revoked. All Application Forms must be received by **5.00pm (WST) on 26 August 2019** (the **Closing Date**). If the exact amount of money is not tendered with your application, the Company reserves the right to either:

- (a) return your Application Form and/or payment and not allot any Shares to you; or
- (b) allot to you the number of Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application money to you by cheque as soon as possible, without interest.

Multiple Holdings

The maximum investment any Eligible Shareholder may apply for will remain \$15,000 even if an Eligible Shareholder receives more than one Offer (whether in respect of a joint holding or because the Eligible Shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application price paid for the Shares the subject of the application and any other shares and interests in the class applied for by you under the Plan or any similar arrangement in the 12 months prior to the date of submission does not exceed \$15,000.

Custodians and Nominees

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of \$15,000 worth of Shares in respect of each Beneficiary who is resident in Australia, New Zealand, Germany, Austria, Switzerland or the United Kingdom, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

Relationship of Issue Price with Market Price

On the last trading day immediately prior to the announcement date of the Offer (being, 1 August 2018), the closing price of the Shares traded on the ASX was \$0.012. The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your application under this Offer.

By making an application under this Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the purchase Price is at a discount, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Plan may rise or fall accordingly.

The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

Additional Information and Important Dates

The offer of Shares under the Plan is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The Offer cannot be transferred, and the Directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application. Shares allotted under the Plan will be issued no later than 10 business days after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The maximum amount proposed to be raised under the Offer is the maximum amount permitted by the ASX Listing Rules. The Company, however, reserves absolute discretion regarding the final amount raised under the Offer, subject to the ASX Listing Rules.

In the event of oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back applications on an equitable basis. Scale-back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia, New Zealand, Germany, Austria, Switzerland and the United Kingdom. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (as amended)* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

European Economic Area – Germany and Austria

The information in this Plan has been prepared on the basis that the offer of Shares will be made pursuant to an exemption under the Directive 2003/71/EC (**Prospectus Directive**), as amended and implemented in Member States of the European Economic Area (each a **Member State**), from the requirement to produce a prospectus for offers of securities.

An offer to the public of Shares has not been made and may not be made in Germany or Austria except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the relevant Member State:

- (a) to any legal entity that is authorised or regulated to operate in the financial markets or whose main business is to invest in financial instruments unless such entity has requested to be treated as a non-professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2014/65/EC, MiFID II) and the MiFID II Delegated Regulation (EU) 2017/565;
- (b) to any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements) unless such entity has requested to be treated as a non-professional client in accordance with MiFID II and the MiFID II Delegated Regulation (EU) 2017/565;
- (c) to any person or entity who has requested to be treated as a professional client in accordance with MiFID II;
- (d) to any person or entity who is recognised as an eligible counterparty in accordance with Article 30 of the MiFID II unless such entity has requested to be treated as a non-professional client in accordance with the MiFID II Delegated Regulation (EU) 2017/565;
- (e) to fewer than 150 natural or legal persons (other than qualified investors within the meaning of Article 2(1) of the Prospectus Directive) subject to obtaining the prior consent of the Company; or
- (f) in any other circumstances falling within Article 3(2) of the Prospectus Directive, provided that no such offer of Shares will result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

Switzerland

The Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (**SIX**) or on any other stock exchange or regulated trading facility in Switzerland.

This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under art. 27 ff. of the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland.

Neither this document nor any other offering or marketing material relating to the Shares may be publicly distributed or otherwise made publicly available in Switzerland. Neither this document nor any other offering or marketing material relating to the Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA). This document is personal to the recipient only and not for general circulation.

United Kingdom

Neither the information in this document nor any other document relating to the Offer has been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (FSMA)) has been published or is intended to be published in respect of the Shares.

This document is issued on a confidential basis to fewer than 150 persons (other than "qualified investors" (within the meaning of section 86(7) of FSMA)) in the United Kingdom, and the Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who fall within Article 43 (members or creditors of certain bodies corporate) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005, as amended, or (ii) to whom it may otherwise be lawfully communicated (together 'relevant persons'). The investment to which this document relates is available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons.

Any person who is not a relevant person should not act or rely on this document or any of its contents.

Shortfall Placement

In the event that less than the maximum amount of Shares permitted to be issued under the ASX Listing Rules is applied for, the full amount of the shortfall may be placed at the discretion of the Company and Underwriter subject to compliance with the necessary legal requirements and in accordance with the term of the Underwriting Agreement (defined below). The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1A and shareholder approval because as at the date of this document, the Company does not have any capacity to issue Shares under its ASX Listing Rule 7.1 capacity.

As set out above, at the date of this document, the Company has no capacity to issue Shares under its ASX Listing Rule 7.1 capacity however has capacity to issue 5,655,805 Shares under its ASX Listing Rule 7.1A capacity. Accordingly, the shortfall will only be placed to the extent of the existing ASX Listing Rule 7.1A capacity and where shareholder approval is obtained. The Company notes that its intention is to seek Shareholder approval for the issue of all of the Shares under the shortfall of the Offer (if any) at the General Meeting.

Underwriting

The Company has entered into an underwriting agreement (**Underwriting Agreement**) with PAC Partners Securities Pty Ltd (ACN 623 653 912) (**Underwriter**) under which the Underwriter has agreed to partially underwrite the Plan up to \$500,000. The Underwriting Agreement is on standard commercial terms and conditions for an agreement of its nature.

The obligations of the Underwriter to subscribe for shortfall securities under the Offer (if any) is subject to the Company seeking and obtaining Shareholder approval for the issue of shortfall securities under the Offer at the General Meeting.

As is customary, the Underwriter may terminate the Underwriting Agreement on the occurrence of certain events, including (without limitation) where:

- (a) any of S&P/ASX 200 Index or the S&P/ASX 300 Metals and Mining Index as published by ASX, is at any time after the date of the Underwriting Agreement, 10% or more below its level as at the close of business on the business day prior to the date of the Underwriting Agreement for two consecutive days; or
- (b) there is a material adverse change in relation to the financial position, prospects or operations of the Company.

A full list of the termination events under the Underwriting Agreement is set out in Annexure A of the Options Prospectus. Refer also to Section 3.9 of the Prospectus for further detail regarding the Underwriting Agreement and terms of appointment of the Underwriter.

Indicative Timetable

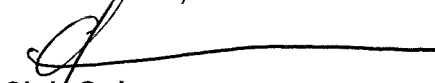
Record Date for Share Purchase Plan	5.00pm (WST) on 5 August 2019
Announce Share Purchase Plan, Placement and Unmarketable Parcel Buyback	6 August 2019

Dispatch Share Purchase Plan booklet to Shareholders and release on the ASX	7 August 2019
Dispatch Notice of Meeting to Shareholders and release on the ASX	7 August 2019
Opening Date for Share Purchase Plan	7 August 2019
Closing Date for Share Purchase Plan	5.00pm (WST) on 26 August 2019
Announcement of Share Purchase Plan results	27 August 2019
Settlement of Shortfall under Share Purchase Plan (if any)	27 August 2019
Lodge Options Prospectus with the ASIC and the ASX	28 August 2019
Lodge Appendix 3B and Issue of new Shares under the Share Purchase Plan	28 August 2019
Quotation on ASX of new Shares under the Share Purchase Plan	29 August 2019
General Meeting of Shareholders held	9 September 2019
Opening Date of Placement	9 September 2019
Closing Date of Offers under Options Prospectus	5.00pm (WST) on 10 September 2019
Closing Date of Placement	5.00pm (WST) on 10 September 2019
Lodge Appendix 3B, Cleansing Notice and Issue of Shortfall Shares under Share Purchase Plan (if any), SPP Options under the Share Purchase Plan and Issue of Shares and Options under the Placement	11 September 2019
Quotation on ASX of Shortfall Shares (if any) and SPP Options under the Share Purchase Plan and Shares and Options under the Placement	12 September 2019

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Application Forms as early as possible.

Should you wish to discuss any information contained in this letter further, do not hesitate to contact OAR's Company Secretary, Hemant Amin on +61 8 6117 4797.

Yours faithfully



Chris Gale
Chairman
Oakdale Resources Limited

OAKDALE RESOURCES LIMITED (ACN 009 118 861) Share Purchase Plan - Terms and Conditions

Purpose

The purpose of the Share Purchase Plan (**the Plan**), which will be conducted in conjunction with the Placement, is to offer shareholders of Oakdale Resources Limited (ACN 009 118 861) (**OAR** or **the Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**Shares**) up to a maximum of \$15,000 (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the Plan) and a minimum of \$2,500 worth of Shares. The issue price under the Plan will be at a 15% discount to the volume weighted average market price (**VWAP**) for the Shares over the last 5 days on which sales in the Shares were recorded on the financial market operated by ASX Limited (**ASX**) before the day on which the issue was made. The Company seeks to raise the maximum amount permitted under the ASX Listing Rules under the Plan. The Shares will also be issued without the need to pay brokerage costs and without the need for the Company to issue a prospectus. The Plan is governed upon such terms and conditions as the board of directors of the Company, in its absolute discretion, sees fit.

No Financial Advice

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Plan having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

Shareholders Eligible to Participate

Holders of Shares that are registered with an Australian, New Zealand, German, Austrian, Switzerland or United Kingdom address at the Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds Shares on behalf of another person who resides outside Australia New Zealand, Germany, Austria, Switzerland or the United Kingdom. Due to foreign securities laws, it is not practical for shareholders (or beneficial shareholders) resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan). Eligible Shareholders who wish to take up Shares issued under the Plan agree to be bound by the Company's constitution in respect of Shares issued under the Plan.

An offer may, at the discretion of the directors of the Company (**Directors**), be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$15,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Class Order (CO 09/425) (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Plan), you may apply for up to \$15,000 worth of new Shares for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application Form, a certificate (**Custodian Certificate**) with the following information:

- (a) that you held Shares on behalf of:
 - (i) one or more other persons that are not custodians; and/or
 - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons who are resident in Australia, New Zealand, Germany, Austria, Switzerland or the United Kingdom, to which those beneficial interests relate,

(each **a Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for Shares under the Plan on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$15,000;
- (f) that a copy of the written offer document was given to each Participating Beneficiary; and
- (g) where you hold shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

For the purposes of ASIC Class Order (CO 09/425) you are a '**Custodian**' if you are a registered holder that:

- (a) holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- (b) is exempt under:
 - (i) paragraph 7.6.01(1)(k) of the *Corporations Regulations 2001* (the **Regulations**); or

- (ii) paragraph 7.6.01(1)(na) of the Regulations; or
 - (iii) ASIC Class Order (CO 14/1000) or ASIC Class Order (CO 14/1001); or
 - (iv) Schedule 2 to the ASIC Corporations (Repeal and Transitional) Instrument 2016/396; or
 - (v) an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in subparagraph (iv) above; or
 - (vi) paragraph 911A(2)(h) of the Corporations Act;
- from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or
- (vii) is a trustee of a self-managed superannuation fund or superannuation master trust;
 - (viii) is a responsible entity of IDPS like scheme; or
 - (ix) is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact Security Transfer Australia Pty Ltd, the Company's Share Registry on 1300 992 916 (within Australia) or +61 3 9628 2200 (overseas) at any time from 8.30am to 5.00pm (WST time) Monday to Friday during the Offer period.

The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Price of Shares

The price of Shares to be issued under the Plan is a discount of 15% of the average market price for the Shares over the last 5 days on which sales in the Shares were recorded before the day on which the issue was made.

Applications and Notices

At the discretion of the Directors, the Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by these Terms and Conditions of the Plan and an Application Form. Applications will not be accepted after the closing date of the offer. Over subscriptions to an offer may be refunded without interest.

Notices and statements made by the Company to participants may be given in any manner prescribed by its Constitution.

Acknowledgement

By returning an Application Form with a cheque, bank draft, money order or making a payment via BPAY, you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the Plan and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Plan;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the Shares is less than the Price);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the Plan;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of Shares under the Plan or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) acknowledge and agree that if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating is resident in Australia, New Zealand, Germany, Austria, Switzerland or the United Kingdom, and you have not sent these Terms and Conditions, an Offer Document, or any materials relating to the Plan, to any person outside Australia, New Zealand, Germany, Austria, Switzerland or the United Kingdom;
- (h) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (i) you are not applying for Shares with an application price of more than \$15,000 under the Plan (including by instructing a Custodian to acquire Shares on your behalf under the Plan); and
 - (ii) the total of the application price for the following does not exceed \$15,000:
 - (A) the Shares the subject of the application;
 - (B) any other Shares issued to you under the Plan or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued);
 - (C) any other Shares which you have instructed a Custodian to acquire on your behalf under the Plan; and

- (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Plan.
- (I) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (i) you are a Custodian (defined above);
 - (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
 - (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Plan;
 - (iv) each Participating Beneficiary on whose behalf you are applying for Shares has been given a copy of this document;
 - (v) the application price for the Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding shares applied for but not issued), does not exceed \$15,000; and
 - (vi) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (J) agree to be bound by the constitution of the Company (as amended from time to time);
- (K) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Plan, or has any obligation to provide such advice; and
- (L) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail.

Placement of Shortfall

Any shortfall from the Offer may be placed at the discretion of the Company and the Underwriter. The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1 and 7.1A at the time of issue and in accordance with the terms of the Underwriting Agreement (summarised above). As at the date of this document, the Company has no capacity to issue Shares under its ASX Listing Rule 7.1 capacity and has capacity to issue up to 5,655,805 Shares under its ASX Listing Rule 7.1A capacity. Accordingly, the Company intends to seek Shareholder approval for the issue of all of the Shares under the shortfall of the Offer (if any) at the General Meeting.

Issue of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors of the Company in the relevant offer and in accordance with the timetable set out above.

Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in the capital of the company from the date of issue.

Shareholding statements or CHESS notification will be issued in respect of all Shares issued under the Plan. The Company will, promptly after the issue of Shares under the Plan, make application for those Shares to be listed for quotation on the official list of ASX.

Modification and Termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, the Company may issue to any person fewer Company Shares than the person applied for under the Plan if the issue of Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Raising Amount and Scale back

The Company seeks to raise the maximum amount permitted under the ASX Listing Rules, which the Company notes is limited by the maximum number of Shares that can be issued in accordance with the ASX Listing Rules, being 59,619,109 Shares. The Company reserves absolute discretion regarding the final amount raised under the Plan.

In the event of an oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back all applications on an equitable basis. If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Dispute Resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

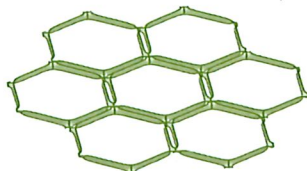
Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or Hemant Amin, the Company Secretary on +61 8 6117 4797.

OAKDALE RESOURCES LIMITED

ACN 009 118 861

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ANNEXURE A - TERMS AND CONDITIONS OF SPP OPTIONS

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 December 2021 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) Change in exercise price

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) Transferability

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) Quotation

The Company will apply for quotation of the Options on the official list of the ASX.