

24 October 2014

Dear Shareholder

**Octagonal Resources Limited Non-Renounceable Entitlement Offer**

On 23 October 2014, Octagonal Resources Limited (“**Octagonal**” or “**Company**”) announced that, in conjunction with the Lead Manager and Underwriter, Patersons Securities Limited, the Company will be conducting a partially underwritten non-renounceable entitlement offer to shareholders of approximately 169,672,726 new shares on the basis of 1 new share for every 1 share held at the record date at \$0.013 each (“**New Shares**”) to raise approximately \$2.2 million (before costs) (“**Entitlement Offer**”). Each Shareholder will also be entitled to receive one (1) attaching New Option for every New Share subscribed for, each exercisable into one Share at an exercise price of 2.0 cents per Share and expiring on 11 December 2015, for no additional cash consideration.

Eligible Shareholders (other than Directors and related parties of the Company) may, in addition to taking up their entitlement to New Shares under the Entitlement Offer in full, apply for additional New Shares, subject to availability and the discretion of the Directors and Lead Manager. Any additional New Shares not taken up by existing shareholders will comprise the shortfall which may be placed by the Lead Manager.

The Entitlement Offer is being made pursuant to a Prospectus (“**Prospectus**”). The Prospectus was lodged with the ASX on 23 October 2014 and contains further information about how to take up your entitlement under the Entitlement Offer. The Prospectus will be available on the Company’s website at [www.octagonalresources.com.au](http://www.octagonalresources.com.au) and on the ASX website and will be mailed to Shareholders after the Record Date.

**Indicative Timetable**

<i>Event</i>	<i>Date</i>
Announcement of Issue	23 October 2014
Lodgement Date (Appendix 3B and Prospectus)	23 October 2014
Notice of Issue sent to Shareholders	24 October 2014
“Ex” Date	27 October 2014
Record Date	29 October 2014
Opening Date (Dispatch of Prospectus to Shareholders)	3 November 2014
Closing Date	13 November 2014
Securities quoted on a deferred settlement basis	14 November 2014
Notify ASX of under subscriptions	18 November 2014
Issue of New Shares and dispatch of shareholding statements	20 November 2014
Share Trading Date	21 November 2014

The dates are indicative only and the Company reserves the right to vary them in consultation with the Lead Manager and in accordance with the requirements of the ASX Listing Rules.

### **Use of Funds from Entitlement Offer**

The funds raised under the Rights Issue will primarily be used for the development of the Maldon Gold Operation in Victoria, and specifically:

- Development and production mining of the Alliance South Gold Deposit (Victoria); and
- General working capital.

### **Overseas Shareholders**

The Entitlement Offer is not available in any jurisdiction where, or to any person to whom, it would be unlawful to issue the New Shares. It is the responsibility of any applicant under the Entitlement Offer to ensure compliance with any laws of a country relevant to their application.

For further information relating to the Entitlement Offer, please contact the Company Secretary on (03) 9697 9088.

Yours faithfully



Bob Tolliday  
Company Secretary  
Octagonal Resources Limited