

11 July 2014

By mail

Name of Shareholder
Address

Dear Shareholder

Non-Renounceable Entitlement Issue - Details

On 10 July 2014 Pluton Resources Limited ACN 114 561 732 (**Company**) announced the Company would be conducting a pro-rata non-renounceable entitlement issue to shareholders of up to approximately 8,001,291,042 fully paid ordinary shares (**Shares**) at an issue price of \$0.01 per Share on the basis of 9 Shares for every 1 Share held at 5:00pm (WST) on 16 July 2014 (**Record Date**), to raise up to approximately \$80,012,910 before expenses (**Entitlement Issue**). The Entitlement Issue has a minimum subscription of \$47,500,000 (made up of valid applications from eligible shareholders and commitments from creditors to subscribe for any shortfall shares that may be available under the issue, the with the subscription price of the shortfall shares to be offset against their indebtedness) (**Minimum Subscription**).

The Entitlement Issue is subject to shareholder approval which will be sought at a general meeting of the Company scheduled to be held on 12 August 2014.

The Entitlement Issue will be made to all registered shareholders on the Record Date who are recorded on the Company's register as residing in Australia, New Zealand, Hong Kong, the Cayman Islands or the United Kingdom. All other shareholders are not eligible to participate in the Entitlement Issue and will be notified by the Company separately.

The Entitlement Issue is made pursuant to a prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) on 9 July 2014 (**Prospectus**) and released to the Australian Securities Exchange (**ASX**) on the same date. The Prospectus is available on the Company's website: www.pluton.com.au or on the ASX website (company announcements section, ASX code: PLV): www.asx.com.au.

It is anticipated that the Prospectus will be sent to all shareholders in Australia, New Zealand, the Cayman Islands and the United Kingdom on 21 July 2014.

Proposed Timetable*

The current proposed timetable for the Entitlement Issue is set out below. The dates are indicative only and the Company reserves the right to vary the dates subject to the *Corporations Act 2001* (Cth) (**Corporations Act**), the Listing Rules of the ASX (**Listing Rules**) and other applicable law.

Pluton Resources Limited

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PO Box 1622, West Perth WA 6872
Ph: (08) 6145 1800
ABN: 12 114 561 732

Prospectus lodged with ASIC and ASX	9 July 2014
Securities quoted on an "Ex" basis	14 July 2014
Record Date to determine Entitlements pursuant to the Entitlement Issue	16 July 2014
Prospectus with Entitlement and Acceptance form despatched to Shareholders	21 July 2014
Shareholders meeting	12 August 2014
Closing date for acceptance and receipt of applications under the Entitlement Issue	14 August 2014
Deferred settlement trading begins	15 August 2014
Notify ASX of under subscriptions	19 August 2014
Allotment of Shares and Options	21 August 2014
Despatch of holding statements	21 August 2014

* The Directors reserve the right to vary the key dates without prior notice, subject to ASX Listing Rules.

** The Directors may extend the Closing Date by giving at least three Business Days' notice to the ASX prior to the Closing Date. As such, the date the Shares are expected to commence trading on the ASX may vary.

Information required to be given to you in accordance with Listing Rules:

Pursuant to the Listing Rules, the Company is required to provide to you certain information before proceeding with the Entitlement Issue. This letter contains all the information required by Appendix 3B of the Listing Rules.

- Up to 8,001,291,042 Shares will be issued pursuant to the Entitlement Issue (assuming no existing options are exercised prior to the Record Date).
- The Shares rank equally in all respects from the date of allotment with the existing class of quoted Shares.
- The issue price of the Shares will be \$0.01 each.
- The Company will apply for quotation of the Shares issued pursuant to the Entitlement Issue on the official list of the ASX.
- The Shares will be fully paid ordinary shares in the capital of the Company.
- If the Minimum Subscription is raised, funds raised will be used to pay creditors, for loan repayments and for working capital. If the maximum subscription is achieved, additional funds will be used to either pay for the Wise Assets (as defined in the Prospectus), the repayment of offtake loans, restructure of the Cockatoo Island joint venture and/or refinancing costs. Full details of the proposed use of funds is set out in the Prospectus.
- It is expected that the Shares will be entered into uncertificated holdings on 21 August 2014.
- The total number and class of all securities quoted on the ASX (including the maximum number of Shares to be issued under the Entitlement Issue on an undiluted basis – i.e. assuming none of the Company's existing options are exercised prior to the Record Date) is as follows:

Number	Class
8,890,323,380*	Ordinary shares
434,237,222	\$0.045 Options
244,745,610	\$0.055 Options

*As noted in section 21 below, the Company will issue 133,000,000 Shares to Patersons (or its nominees), and subject to shareholder approval, an additional 127,000,000 shares, in connection with Patersons role as lead manager to the Entitlement Issue

9. The following are the securities of the Company not quoted on the ASX (assuming none of the Company's existing options are exercised prior to the Record Date):

Number	Class
23,396,572	Unlisted Options exercisable at \$0.30 each and expiring 3 October 2016
14,342,576	Unlisted Options exercisable at \$0.831 each and expiring 22 July 2017
6,500,000	Performance Rights – 2,166,666 expiring 1 March 2016 and 4,333,334 expiring 1 March 2017

10. The Company currently has no dividend policy.
11. Shareholder approval for the Entitlement Issue is required, and will be sought at a meeting general meeting of the Company scheduled to be held on 12 August 2014.
12. The Entitlement Issue is non-renounceable. This means that shareholders who do not wish to subscribe for all or some of the Shares offered under the Entitlement Issue are unable sell or trade any of their respective entitlement.
13. The Shares to be offered under the Entitlement Issue will be offered on the basis of nine (9) Shares for every one (1) Share held by eligible shareholders at 5.00pm WST on the Record Date (i.e. 16 July 2014).
14. The offer under the Entitlement Issue relates to ordinary fully paid shares in the capital of the Company.
15. The record date to determine entitlements is 16 July 2014.
16. The Ex date is 14 July 2014.
17. The Company has one register.
18. Eligible shareholders will be offered nine (9) new Shares for every one (1) Share held on the Record Date. Fractional Entitlements will be rounded down.
19. The Company will not be sending an offer under the Entitlement Issue to any security holders who are not recorded on the Company register as resident in Australia, New Zealand, the Cayman Islands, Hong Kong or the United Kingdom as at the Record Date.
20. The closing date for receipt of acceptances is 5.00pm WST on 14 August 2014.

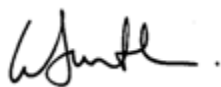
21. Patersons Securities Limited will receive a fee for its role as Lead Manager being a fee equal to 6% of the amount subscribed or placed under the Offer (being \$2,870,000 assuming Minimum Subscription, and \$4,800,775 if maximum subscription is achieved) and a corporate advisory fee of \$200,000. The Company will also issue Patersons Securities Limited (or its nominees) 133,000,000 Shares and, subject to shareholder approval, a further 127,000,000 Shares.
22. The Prospectus for the Entitlement Issue and the accompanying Entitlement and Acceptance Form will be sent to shareholders on 21 July 2014.
23. Existing optionholders resident in Australia, New Zealand, the Cayman Islands, Hong Kong or the United Kingdom may participate in the Entitlement Issue upon exercise of their options. The Company will send a notice to optionholders on 10 July 2014 to notify optionholders of their right to participate in the Entitlement Issue upon exercise of their options.
24. The latest date for entry of the securities into your security holdings is 21 August 2014.
25. If you wish to take up all or part of your entitlement, complete the Entitlement and Acceptance Form accompanying the Prospectus in accordance with the instructions set out in the form. Forward your completed Entitlement and Acceptance Form, together with payment for the amount shown on the form or for such lesser amount as you wish to apply for, so as to reach the Company's share registry no later than 5.00 pm (WST) on 14 August 2014 (**Closing Date**).

The above information was provided to the ASX on 11 July 2014.

This letter is not a prospectus and does not constitute an offer of securities. An offer of Shares under the Entitlement Issue will only be made in, or accompanied by, a copy of the Prospectus sent to all eligible shareholders. Before deciding whether to apply for Shares under the Entitlement Issue, you should consider the terms of the Prospectus carefully. If in doubt, you should consult with your professional adviser.

For further information please contact the Company on +61 8 6145 1800 or the Company's share registry, Boardroom Pty Ltd, on +61 2 9290 9600, or your stockbroker.

Yours faithfully



Graeme Smith
Company Secretary