

13 October 2014

Company Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Shareholder,

NOTICE TO SHAREHOLDERS OF PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE

Overview

We write to you as the registered holder of Minerals Corporation Ltd (**MSC** or the **Company**) shares as at today's date.

As advised in the Company's ASX announcement dated 7 October 2014 and as detailed in the prospectus lodged by the Company with ASIC and ASX on 7 October 2014, MSC is undertaking a non-renounceable pro-rata rights issue to Eligible Shareholders of ordinary fully paid shares in the Company (**Shares**) at an issue price of \$0.04 per Share on the basis of one Share for every single Share held at the Record Date together with one free attaching option for every new Share subscribed for (**Rights Issue** or **Offer**). Where the determination of the entitlement of any Eligible Shareholder results in a fraction of a Share, such fraction will be rounded down to the nearest whole Share.

A prospectus in relation to the Offer was lodged with ASIC and ASX on 7 October 2014 (**Prospectus**) and is available on the Company's ASX platform at the ASX website (www.asx.com.au). The Record Date to determine entitlements for Eligible Shareholders is 16 October 2014 (**Record Date**). Eligible Shareholders are those persons who are registered as a holder of Shares as at 5.00pm (AWST) on the Record Date and have a registered address in Australia or New Zealand (together the **Eligible Countries**). The Offer is not being extended to any Shareholder whose registered address is outside the Eligible Countries. Shareholders not satisfying the above criteria will not be eligible to participate in the Offer.

MSC currently has 14,524,147 Shares and 6,093,728 Options on issue. On the basis that no further Shares are issued prior to the Record Date, the Rights Issue will result in the issue of 14,524,147 new Shares and will raise approximately \$580,966 before the costs of the Offer.

The Rights Issue is partially and conditionally underwritten for \$250,000. See section 5.3 of the Prospectus for detail of the Underwriting Agreement.

Eligible Shareholders who accept their full entitlement may apply for shortfall shares.

The Directors have indicated that they intend to participate in some or all of their entitlement under the Rights Issue and are pleased to present this opportunity to Shareholders.

Shareholders may view the Company's ASX releases at www.asx.com.au (ASX code: MSC) and extensive information on the Company and its projects (including ASX releases) at www.mineralscorp.com.au

Use of Proceeds and Timetable

The funds raised pursuant to the Offer will be used to fund exploration activities at the Skardon Kaolin Project, for undertaking technical due diligence of the Riwaka Ni-Cu-PGE Project and for general working capital.

The Rights Issue is proposed to be conducted according to the following indicative timetable:

Lodgement of Appendix 3B and Prospectus with ASX Notice of Entitlement Offer sent to Optionholders	7 October 2014
Notice of Entitlement Offer sent to Shareholders	13 October 2014
Shares quoted on an "EX" basis	14 October 2014
Record Date for determining Entitlements	16 October 2014
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders	21 October 2014
Last day to extend the offer closing date	27 October 2014
Closing Date of Entitlement Offer (5pm WST)*	30 October 2014
Shares quoted on a deferred settlement basis	31 October 2014
Notification of Shortfall	5 November 2014
Anticipated date for issue of the Securities. Deferred settlement trading ends	7 November 2014
Anticipated date for commencement of Shares trading on a normal settlement basis	10 November 2014

All of the abovementioned dates are indicative only and may be subject to change. The Company reserves the right to amend this timetable including, subject to the Corporations Act 2001 and the ASX Listing Rules, to extend the Closing Date.

A copy of the Prospectus and also a personalised Entitlement and Acceptance Form will be sent to Eligible Shareholders on 13 October 2014.

You are encouraged to read the Prospectus lodged with the ASX on 7 October 2014 in full before making a decision in respect of the Offer. If you wish to participate in the Offer, you should follow the directions in the Entitlement and Acceptance Form and section 2 of the Prospectus. The anticipated closing date of the Offer is 30 October 2014. This letter is to inform you of the Offer. You are not required to do anything in respect to this letter.

The directors of MSC recommend that if you are in doubt as to the value of the Offer then you should contact your financial advisor.

For further information on the Offer:

- (a) see the Company's Prospectus lodged with ASIC and ASX on 7 October 2014, and available at www.asx.com.au; or
- (b) contact the Company directly on +61 8 9486 4036.

Yours faithfully,

Dan Smith
Executive Director