

6 December 2017

SHARE PURCHASE PLAN OFFER – AMENDED RECORD DATE

Meteoric Resources NL first made an ASX announcement on 28 November 2017 advising of a Share Purchase Plan (SPP) in conjunction with a \$3.10 million capital raising to raise a total of \$4.34 million, with further details of the SPP announced on 30 November 2017 wherein the record date was notified as being 24 November 2017.

It is advised that this record date has been amended to 27 November 2017.

In all other respects, the details of a SPP offer to all eligible shareholders remains unchanged. The SPP will provide those shareholders on the share register as at 5:00 pm Perth time on 27 November 2017 with the opportunity to subscribe for up to \$15,000 worth of fully paid ordinary shares (**New Shares**) at a subscription price of \$0.062 per Share, in any one of the following parcel options:

Number of Shares	Amount
80,645	\$5,000
161,290	\$10,000
241,935	\$15,000

For further information, please contact:

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Executive Director

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30 November 2017

Dear Shareholder

SHARE PURCHASE PLAN OFFER TO SHAREHOLDERS WITH AMENDED RECORD DATE

Meteoric Resources NL (**MEI**) is pleased to invite you to participate in a non-renounceable Share Purchase Plan (**SPP**), whereby existing Eligible Shareholders as at 5:00 pm Perth time on Monday 27 November 2017 can subscribe for up to \$15,000 worth of new fully paid ordinary shares (**New Shares**) in MEI at a subscription price of \$0.062 per New Share (**Offer**), that is 241,935 New Shares.

The right to participate in the Offer under the SPP is optional and is available exclusively to Eligible Shareholders whose registered address is in Australia or New Zealand. Permitted Foreign Shareholders may participate in the Offer, subject to the terms and conditions set out in the Additional Terms and Conditions of the SPP.

The issue price of the New Shares represents a discount of 5.2% to the volume weighted average price (**VWAP**) of MEI's shares (**Shares**) during the last 5 days on which MEI Shares were traded up to and including 27 November 2017, being the last trading day before the SPP was announced. The VWAP of shares over the last 5 days on which sales in the Shares were recorded on ASX immediately prior to the date of this letter of invitation was \$0.0655 per Share. The Offer under the SPP provides you with an opportunity to subscribe for up to \$15,000 worth of New Shares without incurring brokerage or other transaction costs.

The Offer will be conducted without a prospectus in accordance with ASIC Class Order CO 09/425.

The SPP will be capped at 20,000,000 New Shares.

If necessary, applications will be scaled back to satisfy this requirement and to ensure that no shareholder would acquire more New Shares than they can legally acquire at the time allocations are made.

The Offer is non-renounceable. This means that you cannot trade or transfer your right to subscribe for New Shares under the SPP.

The proceeds from the SPP will be applied towards:

- Expedite further exploration at the Iron Mask and Mulligan primary cobalt properties including:
 - Detailed airborne geophysical surveys
 - Ground based exploration including geophysical and geochemical surveys
 - 2018 drilling campaigns
- 2018 funding of exploration programmes on all properties including the further progression of the Midrim Cu-Ni-Co-PGE project pending maiden drilling results
- Identification and pursuit of relevant additional opportunities
- General working capital

You are encouraged to read the attached Offer Memorandum and the accompanying Application Form. If you have any queries in relation to the SPP, you should consult your stockbroker or other professional adviser.

Yours sincerely

Graeme Clatworthy
Executive Director

TERMS AND CONDITIONS OF SHARE PURCHASE PLAN

1	Offer under the Share Purchase Plan	<p>MEI offers each Eligible Shareholder the opportunity to subscribe for New Shares at \$0.062 each in the following parcel options:</p> <p>80,645 Shares for \$5,000</p> <p>161,290 Shares for \$10,000</p> <p>241,935 Shares for \$15,000</p> <p>The New Shares will be fully paid and will rank equally in all respects with MEI's existing Shares on issue and carry the same voting rights, dividend rights and other entitlements as existing Shares. MEI will apply for quotation of the New Shares on ASX. If an Eligible Shareholder becomes entitled to a fraction of a New Share, the entitlement will be rounded up to the nearest whole number. All amounts referred to in these Terms and Conditions are expressed in Australian dollars.</p>												
2	Issue Price	<p>The issue price of the New Share is \$0.062 each which represents a discount of 5.2% to the volume weighted average price of Shares during the 5 trading days on which sales of Shares were recorded up to and including the last trading day before this SPP was announced.</p> <p>Eligible Shareholders should be aware that there is a risk that the market price of the Shares may change between the date of this Offer Memorandum and the date when New Shares are issued under this SPP. This means that the price paid per New Share may be either higher or lower than the market price of Shares on the date the New Shares are issued under the SPP.</p>												
3	Participation in the SPP	<p>Each shareholder with a registered address in Australia or New Zealand as at 5:00 pm Perth time on 27 November 2017 (Eligible Shareholder) is entitled to participate in the SPP. Further, Permitted Foreign Shareholders may participate in the Offer, subject to the terms and conditions set out in Section 2 of the Additional Terms and Conditions.</p>												
4	How to subscribe for New Shares	<p>Participation in the SPP is optional. To subscribe for New Shares under the SPP, please follow the instructions on the enclosed Application Form.</p> <p>Applications must be for the one of the parcel options specified in Item 1 above. You must make payment of the appropriate Application Money depending on which parcel you select, as provided in the Application Form. Applications will not be valid if they are received after 5:00 pm Perth time on the Closing Date of the Offer.</p> <p>By making an Application and subscribing for New Shares, you agree to be bound by the Terms and Conditions and the Constitution of MEI. You will not be able to withdraw or revoke an Application once you have submitted it.</p> <p>By submitting an Application, you accept the risk that the market price of the shares may fall between the date on which you submit the Application and the date the New Shares are issued.</p>												
5	Indicative timetable	<table border="0"> <tr> <td>Record Date:</td> <td>27 November 2017</td> </tr> <tr> <td>Offer Opens:</td> <td>7 December 2017</td> </tr> <tr> <td>Closing Date:</td> <td>14 December 2017</td> </tr> <tr> <td>Date of Issue of New Shares:</td> <td>15 December 2017</td> </tr> <tr> <td>Despatch of Holding Statements to Participants in the SPP:</td> <td>15 December 2017</td> </tr> <tr> <td>Expected Commencement of Trading of New Shares on ASX:</td> <td>18 December 2017</td> </tr> </table> <p>The Directors reserve the right to vary the dates for the SPP at their discretion. Should this occur, then this will have a consequential effect on the anticipated date of issue and</p>	Record Date:	27 November 2017	Offer Opens:	7 December 2017	Closing Date:	14 December 2017	Date of Issue of New Shares:	15 December 2017	Despatch of Holding Statements to Participants in the SPP:	15 December 2017	Expected Commencement of Trading of New Shares on ASX:	18 December 2017
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		normal trading of New Shares. Shareholders should confirm their holding before trading in any New Shares.
6	Scaling back	<p>The maximum number of New Shares that may be issued under the SPP is capped at 20,000,000. MEI reserves the right to scale back Applications on any basis it determines. Any Application Money received in excess of New Shares allocated to a Shareholder will be refunded (without interest). If, as a result of scaling back, a Shareholder becomes entitled to a fraction of a Share, the entitlement will be rounded up to the nearest whole number.</p> <p>Scaling back may also occur in order to ensure that a Shareholder does not breach Section 606 of The Corporations Act.</p>
7	Shortfall	The Offer under the SPP is fully underwritten by CPS Capital Pty Ltd. However, the Directors reserve the right to place any Shortfall Shares in their absolute discretion at a price no less than the price of New Shares offered under the SPP, to the extent that any such placement of Shortfall Shares can be made having regard to ASX Listing Rule 7.1.
8	Non-renounceability	The Offer under the SPP is non-renounceable. This means that the right to subscribe for New Shares under the SPP is not transferable.
9	Other information	Eligible Shareholders are reminded that a further investment in MEI is speculative in nature.

ADDITIONAL TERMS AND CONDITIONS OF SHARE PURCHASE PLAN

1. Level of participation

- 1.1. Eligible Shareholders can choose to subscribe for New Shares in one of the parcels specified in Item 1 of the table above, for a maximum of \$15,000 and a minimum of \$5,000 worth of New Shares.
- 1.2. Joint holders will be treated as a single registered holding for the purposes of the Offer under this SPP and the joint holders are entitled to participate in respect of that single holding only. Any Eligible Shareholder (other than a Custodian) that receives more than one offer to participate in the SPP can only subscribe for a maximum of \$15,000 of New Shares in total. MEI reserves the right to reject any Application where it believes this has not been complied with.
- 1.3. By making an Application, a Shareholder (other than a Custodian) certifies to MEI that at the time of application, the total of the application price taking into account all of the following, does not exceed \$15,000:
 - 1.3.1. The New Shares the subject of the Application; and
 - 1.3.2. Any other Shares issued to the Shareholder under the SPP or any similar arrangement in the 12 months before the Application; and
 - 1.3.3. Any other Shares which the Shareholder has instructed a Custodian to acquire on its behalf under the SPP; and
 - 1.3.4. Any other Shares issued to a Custodian under an arrangement similar to the SPP in the 12 months before the Application as a result of an instruction given by the Shareholder to the Custodian to apply for Shares and which resulted in the Shareholder holding beneficial interest in the Shares.
- 1.4. Eligible Shareholders that are Custodians may apply for the New Shares with a total application price exceeding \$15,000, subject to providing MEI with a custodian certificate which complies with the requirements of ASIC Class CO Order 09/425 (**Custodian Certificate**). By providing a Custodian Certificate, an Eligible Shareholders represents and warrants to MEI that it is a "custodian" within the definition ascribed to that term in ASIC Class CO Order CO 09/425. If you require a Custodian Certificate, please contact MEI's share registry, Security Transfer Australia Pty Ltd on telephone number +61 (3) 9628 2200 or facsimile number +61 (8) 9315 2233.
- 1.5. If you hold Shares as a trustee or nominee for another person, but are not Custodian, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings in clause 1.1 apply.

2. Foreign holders

- 2.1. MEI has decided that it is unreasonable to make the offer under the SPP to Shareholders who have a registered address in a country other than Australia and New Zealand and the jurisdictions applicable to Permitted Foreign Shareholders, having regard to the number of Shareholders in such places, the number and value of the New Shares they would be able to apply for and the substantial costs of complying with the legal and regulatory requirements in those jurisdictions.
- 2.2. Consequently, no offer is made under the SPP in any jurisdiction outside of Australia or New Zealand unless the offer is to a Permitted Foreign Shareholder and the offer would not result in a breach of the relevant securities laws and regulations in the jurisdiction of the Permitted Foreign Shareholder. No offer is made under this SPP in any place in which, or to person to whom, it would be unlawful to make an offer.
- 2.3. By making an Application, a permitted Foreign Shareholder warrants that the offer under the SPP, the Application by the Permitted Foreign Shareholder and the issue of New Shares to the Permitted Foreign Shareholder under the Offer does not constitute a breach of the relevant securities laws and regulations in the jurisdiction of the Permitted Foreign Shareholder.

- 2.4. Eligible Shareholders holding Shares on behalf of persons who are resident outside of Australia and New Zealand are responsible for ensuring that the subscription for the New Shares under the SPP does not breach regulations in the relevant overseas jurisdiction.
- 2.5. This Offer Memorandum must not be released or distributed in the United States of America (**USA**). The New Shares have not been and will not be registered under the United States Securities Act of 1933 or the securities laws of any state or other jurisdiction of the USA. The New Shares may not be subscribed for by a person in the USA or by persons in the USA or by persons who are acting for the account or benefit of a person in the USA. The New Shares may not be offered, sold or resold in the USA, except in a transaction exempt from, or not subject to, the registration requirements of the United State Securities Act of 1933 and the applicable securities law of any state or other jurisdiction in the USA.

3. Costs

- 3.1. There are no brokerage or transaction costs payable by Eligible Shareholders that participate in the SPP.

4. ASX Listing Rules

- 4.1. The ASX Listing Rules allow the issue of up to \$15,000 worth of New Shares under the SPP to each Eligible Shareholder (including Eligible Shareholders who are related parties of MEI) without obtaining Shareholder approval for the purposes of ASX Listing Rules 7.1 or 10.11, provided the following conditions are complied with:
 - 4.1.1. The discount offered under the SPP is no greater than 20% of MEI's average Share price over the last 5 days on which sales of MEI's Shares were recorded, either before the day on which the issue is made under the SPP; and
 - 4.1.2. The number of New Shares to be issued under the SPP is not greater than 30% of the number of Shares already on issue (that percentage being 140,168,157 Shares).

5. MEI's discretion regarding applications

- 5.1. The Board may accept or reject Applications at its discretion, including but not limited to cases where:
 - 5.1.1. An Application Form is incorrectly completed, incomplete or otherwise determined by the Board to be invalid;
 - 5.1.2. An Application is received after the Closing Date;
 - 5.1.3. The correct Application Money is not tendered with the Application;
 - 5.1.4. A cheque is dishonoured or has been completed incorrectly or accurately; or
 - 5.1.5. The Board forms the opinion that the subscription of New Shares by the Eligible Shareholder would result in a breach of law or regulation.
- 5.2. If the Board rejects an Application, the Application Money will be refunded (without interest). The Board reserves the right to waive strict compliance with the terms and Conditions.
- 5.3. MEI reserves the right to scale back Applications on any basis it determines. Any Application Money received in excess of New Shares allocated to a Shareholder will be refunded (without interest). If as a result of scaling back, a Shareholder becomes entitled to a fraction of a New Share, the entitlement will be rounded up to the nearest whole number.
- 5.4. The Board may, in its absolute discretion, vary, terminate or waive this SPP or any of the Terms and Conditions at any time, whether because of a change of law, an ASIC requirement or policy or any other circumstances relevant to this SPP or MEI. If MEI exercises this discretion, it will promptly notify ASX. Failure to notify Shareholders of a change to, waiver of or termination of this SPP or the Terms and Conditions will not invalidate

the change, waiver or termination. If MEI terminates this SPP, all Application Money received will be refunded (without interest).

6. MEI's discretion regarding Shortfall Shares

6.1. The Directors reserve the right to place any Shortfall Shares in their absolute discretion and at a price no less than the price of New Shares offered under the SPP, to the extent that any such placement of Shortfall Shares can be made having regard to ASX Listing Rule 7.1.

7. Dispute policy

7.1. The Board may make determinations in any manner it thinks fit in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of this SPP whether generally or in relation to any Shareholder or Application. Any determinations by the Board will be conclusive and binding on all Shareholders and other persons to whom the determination relates.

8. Reliance on Offer Memorandum

8.1. This Offer Memorandum has been prepared in accordance with ASIC Class Order CO 09-425, which relates to share purchase plans that do not require a prospectus or other disclosure document. Accordingly, the level of disclosure in the Offer Memorandum is considerably less than the level of disclosure required in a prospectus or other disclosure document.

8.2. Nothing in the Offer Memorandum constitutes financial or investment advice. In deciding whether or not to participate in the SPP, you should rely on your own knowledge of MEI, refer to disclosures made by MEI to ASX (which are available for inspection on the ASX web site at www.asx.com.au and on MEI's website www.meteoric.com.au) and seek advice from your professional adviser.

9. Further information

9.1. If you have any questions about your entitlement to New Shares, please contact either:

9.1.1. MEI's share registry, Security Transfer Australia Pty Ltd, on telephone +61 (3) 9628 2200, facsimile +61 (8) 9315 2233 or email at registrar@securitytransfer.com.au

9.1.2. Your stockbroker or professional adviser

GLOSSARY

In this Offer Memorandum, the following words have the following meanings unless the context requires otherwise:

Application	An application for New Shares under the SPP made in accordance with the instructions on the enclosed Application Form.
Application Form	The personalised form accompanying this Offer Memorandum.
Application Money	The application money required for a subscription of New Shares under this SPP.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited (as the context requires).
ASX Listing Rules	The official listing rules of ASX.
Board	The board of Directors.
Closing Date	The last date for accepting the offer under this SPP, being 5:00 pm Perth time on 14 December 2017, or such other date and/or time determined by the Board.
Corporations Act	<i>Corporations Act 2001 (Cth)</i> .
Custodian	Has the meaning given in ASIC Class Order CO 09-425.
Directors	The directors of MEI.
Eligible Shareholders	Shareholders with a registered address in either Australia or New Zealand, at 5:00 pm Perth time on 24 November 2017 and, subject to Section 2 of the Additional Terms and Conditions, Permitted Foreign Shareholders.
MEI	Meteoritic Resources NL (ACN 107 985 651).
New Share	A Share to be issued pursuant to this Offer Memorandum.
Offer	New fully paid Shares in MEI being offered under the SPP.
Offer Memorandum	This memorandum under which the offer in respect of the SPP is being made.
Permitted Foreign Shareholder	A Shareholder with a registered address in either Singapore or Hong Kong at 5:00 pm Perth time on 24 November 2017 who can validly give the warranties required in section 2.3 of the Additional Terms and Conditions of the SPP, set out in this Offer Memorandum.
Record Date	5:00 pm Perth time on 27 November 2017.
Share	A fully paid ordinary share in the capital of MEI.
Shareholder	A registered holder of Shares.
SPP	The share purchase plan, the terms and conditions of which are set out in the Offer Memorandum and the Application Form.
Shortfall Shares	Those Shares available for purchase under the SPP not accepted by Shareholders.
Terms and Conditions	The terms and conditions of the SPP as set out in the Offer Memorandum and the Application Form, including the Additional Terms and Conditions.