10 January 2018

To: Peel Mining Limited Shareholders
**Subject: Priority Offer for Saturn Metals Limited Shares**

Dear Shareholder,

I am writing to advise that as a result of your shareholding in Peel Mining Limited (ASX: PEX) (Peel), you are invited to participate as a priority applicant in the initial public offering of Saturn Metals Limited (Saturn).

In accordance with its announcement on 8 September 2017, and the approval of Peel shareholders obtained at the Company's general meeting held on 10 October 2017, Peel has disposed of its 100% interest in the Apollo Hill Gold Project in Western Australia (Apollo Hill Project) to its wholly owned subsidiary, Saturn.

Saturn is in the process of listing on the Australian Securities Exchange (ASX) by way of an initial public offering, and has issued a prospectus dated 10 January 2018 (Prospectus) to raise a minimum of $7,000,000 (before costs) (Offer). Funds raised under the Offer will be used to progress Saturn's exploration activities at the Apollo Hill Project. The Prospectus can be found on Saturn's website: www.saturnmetals.com.au.

Shares offered under Saturn's Prospectus (Shares) will be offered in priority to Eligible Peel Shareholders of Peel Mining Limited, being those Peel shareholders registered on 9 January 2018 (Eligible Peel Shareholders) (Priority Offer).

Eligible Peel Shareholders who apply for Shares under the Priority Offer will be guaranteed a minimum allocation of 10,000 Shares ($2,000) (Minimum Allocation). Other than the Minimum Allocation, the Directors will determine the recipients of Shares issued under the Prospectus in their sole discretion per the allocation policy set out in Section 2.3 of the Prospectus.

In order to participate in the Priority Offer, Eligible Peel Shareholders should apply at the offer website via www.saturnmetals.com.au from 15 January 2018, using their Holder Identification Number (HIN) or Security Holder Reference Number (SRN) (which can be located at the top right-hand corner of this letter) and submit the Priority Offer application form in accordance with the instructions online prior to the Priority Offer closing date, being 5 February 2018.

Should you have any questions regarding Saturn, or the offer of Shares under the Priority Offer, you may contact either Saturn or the Lead Manager to the Offer, Patersons Securities Limited, using the contact details below. Alternatively, more information can be found on Saturn's website at www.saturnmetals.com.au and in the Prospectus.

Yours Sincerely

Rob Tyson
Managing Director
Peel Mining Limited

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**Contact details in relation to the Offer:**

- **Saturn Metals Limited**
  Managing Director: Ian Bamborough
  or
  Company Secretary: Ryan Woodhouse
  Telephone: +61 8 9382 3955

- **Patersons Securities Limited**
  Telephone: 1300 582 256

This letter is not intended to be an offer for subscription, invitation, recommendation or sale with respect to any shares in any jurisdiction. The proposed offering of Shares by Saturn is made under the Prospectus prepared in accordance with the Corporations Act 2001 (Cth) and lodged with the Australian Securities and Investments Commission on 10 January 2018.

You should carefully consider the Prospectus before deciding whether to acquire Shares in Saturn. Any person wishing to subscribe for Shares in Saturn will need to complete an application form (for either the Priority Offer or the general offer to the public) that will be in or will accompany the Prospectus.

Recipients of this letter should make their own independent assessment of the information contained in the Prospectus and/or seek their own independent professional advice in relation to the Prospectus and/or any action taken on the basis of this letter or the Prospectus.