



Limited • ABN 33 119 826 907

16 April 2019

Dear Shareholder

OFFER OF NEW STAVELY SHARES UNDER A SHARE PURCHASE PLAN

The Directors of Stavely Minerals Limited ("**Company**" or "**Stavely**") are pleased to extend an invitation to each Stavely shareholder registered as at 5:00pm (WST) on 10 April 2019 ("**Record Date**") with a registered address in Australia or New Zealand ("**Eligible Shareholder**") to subscribe for additional fully paid ordinary shares in Stavely ("**Shares**") under the terms and conditions of Stavely's Share Purchase Plan ("**Plan**") set out in Annexure "A" to this letter ("**Offer**").

Eligible Shareholders may acquire up to \$15,000 worth of Shares under the Plan, irrespective of the size of their shareholding, without incurring brokerage and commission, at a price of 26 cents per Share ("**Subscription Price**"). This is the same price as the offer price under the recent placement announced on 11 April 2019 ("**Placement**") and represents a discount of 19.7% to the volume weighted average trading price ("**VWAP**") of Shares on ASX during the 5 days on which sales were recorded immediately prior to the date of announcement of this Offer (5 day VWAP of \$0.324).

The total number of Shares to be issued under the Plan will be 3,846,154 Shares, being the number of Shares required to raise \$1,000,000. In connection with the Placement, this will provide the Company with additional cash funds of approximately \$4.2M (before costs). In addition, the Company will issue \$2,000,000 of shares to Titeline Drilling at the Placement price of 26 cents per share as pre-payment for drilling services to be applied to invoices received over the next 12 months.

Whilst the Company intends to raise \$1,000,000 through the Plan, the Company reserves the right to accept additional applications subject to shareholder demand. However, the maximum number of Shares that can be issued under the Plan is limited by the ASX Listing Rules to a maximum of 30% of the Company's share capital (currently 47,091,858 Shares).

Depending on applications received, the Company may, in its absolute discretion, undertake a scale back so that not more than \$1,000,000 is raised or not more than 30% of that number of Shares already on issue, are issued under the Plan. Scale back decisions are made by the Board and are final.

The Plan will not be underwritten.

An application form for the Plan (**Application Form**) is included in this package.

If you currently hold an unmarketable parcel of Shares (being less than \$500 worth of Shares), participation in the Plan may enable you to top up your shareholding to a marketable parcel.

Shareholders Eligible to Participate in the Plan

Participation under the Plan is optional and is available exclusively to shareholders of the Company who are registered as holders of Shares at 5:00pm (WST) on 10 April 2019 ("**Record Date**") and whose registered address is in Australia or New Zealand ("**Eligible Shareholders**"). The Offer under the Plan is non-renounceable. This means that you cannot transfer your right to subscribe for Shares under the Plan to anyone else.



Junior Mineral Exploration Incentive

Stavely was successful in its application to participate in the Junior Mineral Exploration Incentive Scheme (JMEI) for the 2019 year and as a result may allocate up to \$1,576,603 in exploration tax credits to Australian resident shareholders participating in the Plan, Placement or other capital raisings during the year. Existing shareholders who do not participate in the Plan or the Placement will not be eligible for the distribution of 2019 JMEI tax credits. The precise amount of credit per share will be determined after 30 June 2019 and will be determined based on amounts raised under this Offer, the Placement and other new shares issued during the year to 30 June 2019, together with the amount of eligible exploration for the year, and the tax result for Stavely. The JMEI credits will be issued after the lodgement of the Company's 30 June 2019 tax return, and the JMEI credits will apply to eligible shareholders income tax assessment for the year ended 30 June 2019.

Current Activities

Details of the Stavely's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX (ASX:SVY), or the Company's website at www.stavely.com.au.

Funds raised by this Offer will be used to supplement Stavely's cash requirements to progress drilling programs across the Company's key projects in western Victoria, Tasmania and Queensland, to complete the acquisition of the Beaconsfield gold processing facility (as announced on 22 March 2019) and for working capital purposes.

How Much Can You Invest?

Eligible Shareholders may each apply for a maximum of \$15,000 worth of Shares and a minimum of \$1,500 worth of Shares under the Plan. Eligible Shareholders may participate by selecting only one of the following offers to purchase Shares under the Plan:

	Dollar Value of Shares	No of Shares @ 26 cents
Offer A	\$1,500	5,770
Offer B	\$3,000	11,539
Offer C	\$6,000	23,077
Offer D	\$9,000	34,616
Offer E	\$12,000	46,154
Offer F	\$15,000	57,693

The number of Shares is rounded up to the nearest whole number after dividing the dollar amount by the Subscription Price.

Once an application has been made it cannot be revoked. All Application Forms must be received by the **Closing Date of Friday 3 May 2019**. If the exact amount of money is not tendered with your application, the Company reserves the right to either:

- (a) return your Application Form and/or payment and not allot any Shares to you; or
- (b) allot to you the number of Shares that would have been allotted had you applied for the highest designated amount that is not less than the amount of your payment and refund the excess application money to you by cheque as soon as possible, without interest.

Multiple Holdings

The maximum investment any Eligible Shareholder may apply for will remain \$15,000 even if an Eligible Shareholder receives more than one Offer because the Eligible Shareholder has multiple holdings in the same name or is both a sole and joint holder of Shares. It is the responsibility of the



applicant to ensure that the aggregate of the application price paid for the Shares the subject of the application and any other shares and interests in the class applied for by the applicant under the Plan or any similar arrangement in the 12 months prior to the date of submission does not exceed \$15,000.

Custodians and Nominees

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of \$15,000 worth of Shares in respect of each Beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

Relationship of Issue Price with Market Price

On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was \$0.31. The market price of Shares in Stavely may rise or fall between the date of this Offer and the date that the Shares are issued to you under the Plan. This means that the Subscription Price you pay for Shares pursuant to this Offer may be either higher or lower than the market price of Shares at the time the Shares are issued to you under this Offer.

Applying for Shares under this Offer is an acknowledgement by each Eligible Shareholder that although the Subscription Price is at a discount to the current market price, Shares are a speculative investment and there is a risk that the price of Shares on ASX may change between the date of the announcement of the Offer and the date of the issue of the Shares under that Offer and that the value of the Shares received under the Plan may rise or fall accordingly. The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares prior to applying for Shares under this Offer. Stavely's Share price can be found on the ASX website at www.asx.com.au (ASX code: SVY).

Subscription Price

The Subscription Price for Shares under the Plan is 26 cents per Share. The Subscription Price is the same price as the offer price under the Placement announced on 11 April 2019, which is a discount of 19.7% of the VWAP of Shares traded on ASX, calculated over the preceding 5 days on which sales were recorded, immediately prior to the announcement of this Offer.

Additional Information and Important Dates

The offer of Shares under the Plan is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act (2001) (Cth) (**Corporations Act**).

The Offer cannot be transferred and the Directors of the Company reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application. Shares allotted under the Plan will be issued no later than 10 business days after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The maximum amount proposed to be raised under the Offer is \$1,000,000. The Company, however, reserves absolute discretion regarding the final amount raised under the Offer, subject to the ASX Listing Rules.

In the event of oversubscription by the Closing Date the Directors may, in their absolute discretion, scale back applications on an equitable basis. Scale back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions.



If the Company rejects or scales back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

New Zealand Shareholders

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (as amended) (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Shortfall Placement

In the event that less than \$1,000,000 is applied for, the full amount of the shortfall may be placed at the discretion of the Board subject to compliance with the necessary legal requirements. The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1 and/or 7.1A at the time of issue. As at the date of this document, and before the new shares are issued under the Placement and to Titeline Drilling, the Company has capacity to issue 22,747,484 Shares under its ASX Listing Rule 7.1 capacity and 14,610,948 Shares under its ASX Listing Rule 7.1A capacity. Where the shortfall exceeds the Company's placement capacity, the shortfall will only be placed if shareholder approval is obtained.

Indicative Timetable

Event	Date*
Record Date (5.00pm) (WST)	10 April 2019
Announcement of the Plan	11 April 2019
Dispatch Plan booklet to shareholders and release Offer Letter on the ASX	16 April 2019
Opening Date of the Offer	17 April 2019
Closing Date of the Offer (5.00pm) (WST)	3 May 2019
Issue of Shares under Plan and Dispatch of Holding Statements	10 May 2019
New Shares commence trading on ASX	10 May 2019

*These dates are indicative only. Stavelly may vary the dates and times of the Offer without notice. Stavelly reserves the right to close the Plan early. Accordingly, Eligible Shareholders wishing to subscribe under the Offer are encouraged to submit their application Forms as early as possible.

Closing Date

The Closing Date for receipt of applications is 5:00pm (WST) on Friday 3 May 2019.



How Do You Apply For Shares Under This Offer?

To apply for Shares under the Plan, you must:

- carefully read the terms and conditions of the Plan (refer to Annexure "A"); and
- either:
 - pay via BPAY® - Shareholders with an eligible Australian bank account can participate using BPAY® (refer to the reverse of the enclosed Application Form for further details). If BPAY® is used, Shareholders do not need to complete the Application Form; or
 - complete the enclosed Application Form in accordance with the instructions on the Application Form and return it together with a cheque made payable to **Stavely Minerals Limited** and crossed **Not Negotiable** to Stavely's Registry in the envelope provided (New Zealand shareholders will need to affix the appropriate postage stamp). Application Forms must be received by Stavely's Share Registry (Computershare) by no later than 5:00 pm (WST) on 3 May 2019.

If you are unsure about any aspect of this offer, Stavely Minerals Limited recommends you seek professional advice.

Please contact the Company Secretary, Amanda Sparks, on (08) 9287 7630 or by email to info@stavely.com.au if you have any queries in relation to this Offer or how to accept it.

Yours sincerely

A handwritten signature in black ink, appearing to read "Chris Cairns".

Chris Cairns
Executive Chairman

IMPORTANT NOTICE

The Plan does not take into account your individual investment objectives, financial situation or particular needs. If you are in any doubt about the action you should take, please consult your financial, taxation or other adviser accordingly.

These materials do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any U.S. Person (as defined in Regulation S under the U.S. Securities Act of 1933, as amended (the "Securities Act")) ("U.S. Person"). The Shares have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons absent registration or in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable state securities laws.



Annexure "A"

Terms and Conditions of the Share Purchase Plan of Stavely Minerals Limited

Purpose

The purpose of the Share Purchase Plan (the **"Plan"**), which will be conducted in conjunction with the Placement, is to offer shareholders of Stavely Minerals Limited (**"Stavely"** or **"the Company"**) the opportunity to acquire additional fully paid ordinary shares in Stavely (**"Shares"**) up to a maximum of \$15,000 (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the Plan) and a minimum of \$1,500 worth of Shares (**"Offer"**).

The issue price of \$0.26 under the Plan is at a discount of 19.7% to the volume weighted average market price for Shares over the last 5 days on which sales in the Shares were recorded on the financial market operated by ASX Limited (**ASX**) before the day on which the Plan was announced which was \$0.324. The Company seeks to raise a maximum of \$1,000,000 under the Plan. The Shares will also be issued without the need to pay brokerage costs and without the need for the Company to issue a prospectus. The Plan is governed upon such terms and conditions as the board of directors of the Company, in its absolute discretion, sees fit.

No Financial Advice

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Plan having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

Shareholders Eligible to Participate

All persons registered as holders of Shares as at 5:00pm (WST) on 10 April 2019 (**"Record Date"**) with a registered address in Australia or New Zealand (**"Eligible Shareholder"**) may apply to participate in the Plan except those who are, or are acting for the account or benefit of, a U.S. Person as defined in Regulation S under the US Securities Act of 1933, as amended (**"Securities Act"**) (a **"U.S. Person"**).

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Shares offered under the Plan). Eligible Shareholders who wish to take up Shares issued under the Plan agree to be bound by the Company's constitution in respect of Shares issued under the Plan.

An offer may, at the discretion of the directors of the Company (**"Directors"**), be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$15,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Shares to be offered under the Plan and the period the Offer is available to Eligible Shareholders.

Stavely has determined that it is not practical for holders of Shares with addresses on Stavely's share register outside Australia or New Zealand to participate in the Plan. Further, in order to comply with relevant securities laws, the Shares to be issued under the Plan may not be offered to shareholders located in the **"United States"** or to shareholders who are, or who are acting for the account or benefit of, U.S. Persons. As used herein, the term **"United States"** is as defined in Regulation S under the Securities Act.

Because of these legal restrictions, you must not distribute this document in any country other than Australia or New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, the Shares to be issued under the Plan

have not been and will not be registered under the Securities Act, or the securities laws of any state or other jurisdiction of the United States.

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of Stavely with registered addresses in New Zealand and to whom the Offer is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain. The taxation treatment of Australian financial products is not the same as for New Zealand financial products. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

How much can you invest?

Subject to the terms applicable to custodians, trustees and nominees outlined below, under the Plan, you may subscribe for A\$1,500, A\$3,000, A\$6,000, A\$9,000, A\$12,000 or A\$15,000 of Shares. This limitation applies even if you receive more than one Application Form or if you hold Shares in Stavely in more than one capacity as both a sole and joint holder. Please refer to the information in the table below.

Single Holders	If you are the only registered holder of a holding of Shares, but you receive more than one offer under the Plan (for example, due to multiple registered holdings in the same name), you may only apply for one maximum parcel of Shares.
Joint Holders	If you are recorded with one or more other persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holding for the purpose of the Plan, and the joint holders are entitled to participate in the Plan in respect of that single holding only. If the same joint holders receive more than one Offer under the Plan due to multiple registered joint holdings or single holdings in either name, you may only apply in aggregate for one maximum parcel of Shares.
Custodians, Trustees and Nominees	<p>If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order CO 09/425 ("Custodian") and hold Shares on behalf of one or more persons (each a "Participating Beneficiary"), you may apply for up to a maximum of A\$15,000 worth of Shares for each Participating Beneficiary, subject to providing a notice in writing to Stavely ("Custodian Certificate") certifying the following:</p> <ul style="list-style-type: none"> • that you hold Shares on behalf of Participating Beneficiaries who are resident in Australia or New Zealand, and have instructed you to apply for the Shares on their behalf under the Plan; • the number of Participating Beneficiaries; • the name and address of each Participating Beneficiary; • the number of Shares in the class that the Custodian holds on behalf of each Participating Beneficiary; • the number or dollar amount of Shares which each Participating Beneficiary has instructed you to apply for on their behalf; • that there are no Participating Beneficiaries in respect of which the total of

	<p>the application price exceeds A\$15,000 worth of Shares, calculated by reference to Shares applied for by you as Custodian on their behalf under:</p> <ul style="list-style-type: none"> ○ the Plan; ○ any other Shares issued to you as Custodian in the 12 months before your application under an arrangement similar to the Plan; <p>in each case, as a result of an instruction given by them to you as Custodian to apply for Shares on their behalf;</p> <ul style="list-style-type: none"> • that a copy of the written offer document was given to each Participating Beneficiary; and • where you hold Shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian. <p>For the purposes of ASIC Class Order CO 09/425 you are a "custodian" if you are a registered holder that:</p> <ul style="list-style-type: none"> • holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts; • is exempt under: <ul style="list-style-type: none"> (i) paragraph 7.6.01(1)(k) of the <i>Corporations Regulations 2001</i> (the Regulations); or (ia) paragraph 7.6.01(1)(na) of the Regulations; or (ii) ASIC Class Order CO 14/1000 or ASIC Class Order CO 14/1001; or (iia) Schedule 2 to the ASIC Corporations (Repeal and Transitional) Instrument 2016/396; or (iib) an instrument not being a legislative instrument, made by ASIC and which applies to the person on terms similar to Schedule 2 of the legislative instrument referred to in subparagraph (iia) or any of the ASIC Class Orders repealed by that legislative instrument; or (iii) paragraph 911A(2)(h) of the Act; <p>from the requirement to hold an Australian financial services licence for the provision of a custodial or depositary service; or</p> <ul style="list-style-type: none"> • is a trustee of a self managed superannuation fund; or • is a trustee of superannuation master trust; or • is a responsible entity of IDPS like schemes; or • is the registered holder of Shares or interests in the class and is noted on Stavelly's register of members as holding the Shares on account of another person. <p>If you hold Shares as a trustee or nominee for another person, but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (above) apply.</p> <p>Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company Secretary on 08 9287 7630 (within Australia) or +61 8 9287 7630 (from outside Australia) between 8.30am to 5.00pm (WST) Monday to Friday.</p>
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The Company reserves the right to reject any application for Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these



requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

Price of Shares

The price of Shares to be issued under the Plan is \$0.26 per Share ("**Subscription Price**") which is a discount of 19.7% of the average market price for the Shares over the last 5 days on which sales in the Shares were recorded before the day on which the Plan was announced, being \$0.324.

Applications and Notices

At the discretion of the Directors, the Company will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Shares under the Plan, and accompanied by these Terms and Conditions of the Plan and an Application Form. Applications will not be accepted after the Closing Date of the Offer. Over subscriptions to an Offer may be refunded without interest.

Notices and statements made by the Company to participants may be given in any manner prescribed by its Constitution.

Placement of Shortfall

Any shortfall from the Offer may be placed at the discretion of the Directors. The Company confirms that any issue of shortfall will be placed subject to the Company's compliance with ASX Listing Rule 7.1 and 7.1A at the time of issue. As at the date of this document, and before the new shares are issued under the Placement and to Titeline Drilling, the Company has capacity to issue 22,747,484 Shares under its ASX Listing Rule 7.1 capacity and 14,610,948 Shares under its ASX Listing Rule 7.1A capacity.

Issue of Shares

Shares to be issued under the Plan will be issued as soon as reasonably practicable after the Closing Date. The Company expects that the Shares will be issued on 10 May 2019 and commence trading on ASX on 10 May 2019.

Shares issued under the Plan will rank equally in all respects with, and therefore carry the same voting rights and other entitlements as, all other Shares from the date of issue.

Shareholding statements will be issued in respect of all Shares issued under the Plan on or about 13 May 2019. Stavely will, promptly after issue of Shares under the Plan, make application for those Shares to be admitted to quotation on ASX and all other stock exchanges (if any) on which Shares in Stavely are listed. You should confirm your holding before trading in any Shares you believe have been allotted to you under the Plan.

Cap of the Plan

The total number of Shares to be issued under the Plan will be 3,846,154 Shares, being the number of Shares required to raise up to \$1,000,000. In the event of an oversubscription, the Company reserves the right to accept the oversubscriptions and increase the number of Shares issued under the Plan or to scale back applications. In determining the amount (if any) by which to scale back an applicant's application, Stavely will take into account, among other factors, the size of an applicant's shareholding.

Should this occur, you may be allocated new Shares to a value which is less than the parcel for which you applied and the difference will be refunded to you and will be paid by cheque or direct credit (the payment method will be determined by Stavely in its absolute discretion) without interest.

How to apply

The Plan opens on 17 April 2019. If you would like to apply for Shares under the Plan, you can either:

- make a BPAY® payment by using the personalised reference number shown on your Application Form which is required to identify your holding. If you make your payment using BPAY® you do not need to return your Application Form. (Note: shareholders with eligible Australian bank accounts only will be able to make a payment using BPAY®.) Your Payment must be received by Stavely's Registry no later than 5.00pm (WST) on 3 May 2019. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment.

or

- complete the enclosed Application Form and return it together with your cheque, bank draft or money order made payable to "Stavely Minerals Limited" drawn on an Australian bank and in Australian dollars for the correct amount, in the enclosed reply-paid envelope (New Zealand shareholders will need to affix the appropriate postage stamp) so that it is received by Stavely's Registry prior to the close of the Offer at 5.00pm WST on 3 May 2019:

Stavely Minerals Limited
Computershare Investor Services Pty Limited
GPO BOX 505
Melbourne Victoria 3001 Australia

Do not forward cash. Receipts for payment will not be issued. Stavely reserves the right not to accept BPAY® payments or Application Forms received after 5:00pm (WST) on 3 May 2019.

Applications may only be made for parcels of Shares in the amounts designated on the Application Form. If the amount of the payment tendered with your Application Form or your BPAY® payment is:

- less than A\$1,500 – Stavely will not issue any Shares to you and will refund your application money to you;
- greater than A\$15,000 – subject to scale back and the terms of the Plan, Stavely will issue A\$15,000 of Shares to you and will refund the excess application money to you; or
- an amount between A\$1,500 and A\$15,000 that is not one of the designated amounts – subject to scale back and the terms of the Plan, Stavely will issue to you the number of Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your cheque or BPAY® payment, and will refund the excess application money to you.

BPAY® payments and Application Forms must be received by no later than 5.00pm (WST) on 3 May 2019. BPAY® payments and Application Forms received after that time will not be accepted. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment.

Application Forms and BPAY® payments under the Plan may not be withdrawn once they have been received by Stavely or Stavely's Registry. No interest will be payable on application money held by Stavely. Please read the enclosed Application Form for further details of how to apply for Shares under the Plan.



Applications may be scaled back

Stavely reserves an absolute discretion regarding the amount raised under the Plan, including in the event of an oversubscription, to accept the oversubscriptions or to scale back applications. In determining the amount (if any) by which to scale back an applicant's application, Stavely may take into account, among other factors, the size of an applicant's shareholding.

If there is a scale back, you may not receive the full parcel of Shares for which you have applied. If a scale back produces a fractional number when applied to your parcel, the number of Shares you will be issued will be rounded down to the nearest whole number of Shares.

In the event of a scale back, the difference between the value of the Shares issued (calculated at the Subscription Price) and the application money received will be refunded to you by Stavely, without interest. Amounts will be refunded by direct credit to your nominated account or by cheque mailed to your address as shown on Stavely's register.

Certification by applicants

By completing and submitting the Application Form (together with a cheque, bank draft or money order) or making a BPAY® payment, you certify to Stavely that:

- (a) the aggregate of the amount paid by you for the following does not exceed A\$15,000:
 - the Shares the subject of such Application Form or BPAY® payment; and
 - any other Shares applied for by you under the Plan or any similar arrangement operated by Stavely in the 12 months prior to the date of submission of the Application Form or BPAY® payment; and
 - any other Shares which you have instructed a Custodian to acquire on your behalf under the Plan; and
 - any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Plan;
- (b) you are an Eligible Shareholder;
- (c) you acknowledge that the Shares have not, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws;
- (d) you have not and will not send any materials relating to the Plan to any person in the United States or that is, or is acting for the benefit of, a U.S. Person;
- (e) you represent that you are in compliance with all relevant laws and regulations (including, without limitation, section 1043A of the Corporations Act (insider trading) and laws and regulations designed to restrict terrorism financing and/or money laundering); and
- (f) you represent that you are not a "designated person" or "designated entity" (or other like term) for the purpose of any domestic or international law or regulation implementing United Nations sanctions.

The A\$15,000 limit applies irrespective of the number of Shares you hold on the Record Date. Stavely reserves the right to reject any application for Shares under the Plan (in whole or in part), including where it considers that the application (whether alone or in conjunction with other applications) does not comply with these or any other legal requirements.

Indicative Timetable

Event	Date*
Record Date (5.00pm) (WST)	10 April 2019
Announcement of the Plan	11 April 2019
Dispatch Plan booklet to shareholders and release Offer Letter on the ASX	16 April 2019
Opening Date of the Offer	17 April 2019
Closing Date of the Offer (5.00pm) (WST)	3 May 2019
Issue of Shares under Plan and Dispatch of Holding Statements	10 May 2019
New Shares commence trading on ASX	10 May 2019

*These dates are indicative only. Stavely may vary the dates and times of the Offer without notice. Stavely reserves the right to close the Plan early. Accordingly, Eligible Shareholders wishing to subscribe under the Offer are encouraged to submit their application Forms as early as possible.

Cost of Participation

No brokerage, commission, or other transaction costs will be payable by participants in respect of the application for, and issue of, Shares under the Plan.

Additional Information and Important Dates

This Offer of Shares under the Plan is made in accordance with the requirements of ASIC Class Order CO 09/425. That Class Order grants relief from the requirement to prepare a prospectus for the Offer of Shares under the Plan.

The Offer cannot be transferred and the Directors reserve the right in their absolute discretion to reject, or scale back, on an equitable basis, any application. Shares allotted under the Plan will be issued no later than 10 business days after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The maximum amount proposed to be raised under the Offer is \$1,000,000. Stavely, however, reserves absolute discretion regarding the final amount raised under the Plan, subject to the ASX Listing Rules.

In the event of oversubscription by the Closing Date the Directors may, in their absolute discretion, scale back applications on an equitable basis. Scale back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions.

If Stavely rejects or scales back an application or purported application, Stavely will promptly return to the shareholder the relevant application monies, without interest.

Binding terms

By accepting the Offer of Shares under the Plan, you agree to be bound by these terms and conditions and Stavely's constitution.

Modification and Termination of the Plan

Stavely may modify or terminate the Plan at any time before the issue of the Shares under the Plan. If Stavely does this, it will notify the ASX. The omission to give notice of any modification to, or



termination of, the Plan or the failure of ASX to receive such notice, will not invalidate the modification or termination.

Without limiting the above, Stavely may issue to any person fewer Shares than the person applied for under the Plan if the issue of the Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Dispute Resolution

Stavely may settle in any manner it thinks fit any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan whether generally or in relation to any participant, application or Shares and the decision of Stavely will be conclusive and binding on all shareholders and other persons to whom that determination relates.

Stavely reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Stavely under these conditions may be exercised by the Directors of Stavely or any delegate of the Directors of Stavely.

Governing Law

This Offer is governed by the law in force in Western Australia. By accepting this Offer, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

Underwriting

The Plan will not be underwritten.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or Amanda Sparks, Company Secretary on (08) 9287 7630 or by email to info@stavely.com.au.

SVY
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

For all enquiries:

Phone:



(within Australia) (08) 9287 7630
(outside Australia) +61 8 9287 7630

Web:



www.investorcentre.com/contact

Email:




info@stavely.com.au

Make your payment:



See overleaf for details of the Offer and how to make your payment

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (WST) Friday, 3 May 2019**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Stavely Minerals Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Stavely Minerals Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of your SPP application; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$15,000.

Stavely Minerals Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Stavely Minerals Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Stavely Minerals Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Stavely Minerals Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Stavely Minerals Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Stavely Minerals Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (WST) Friday, 3 May 2019


© Registered to BPAY Pty Limited ABN 69 079 137 518

Turn over for details of the Offer →

Share Purchase Plan Application Form

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STEP 1**Registration Name & Offer Details** For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Record date: **5:00pm (WST) Wednesday, 10 April 2019**

Minimum value available to purchase: **\$1,500**

Maximum value available to purchase: **\$15,000**

STEP 2**Make Your Payment**

Billers Code: 298232
Ref No: 1234 5678 9123 4567 89

Pay by Mail:

Make your cheque, bank draft or money order payable to "**Stavely Minerals Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (WST) Friday, 3 May 2019. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Stavely Minerals Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (WST) Friday, 3 May 2019. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Stavely Minerals Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here only if paying by cheque, bank draft or money order.

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Purchase Details for Stavely Minerals Limited (choose one option)

☐ \$1,500 worth of Shares OR ☐ \$3,000 worth of Shares OR ☐ \$6,000 worth of Shares

☐ \$9,000 worth of Shares OR ☐ \$12,000 worth of Shares OR ☐ \$15,000 worth of Shares



Entitlement No: 12345678

Payment must be received by 5:00pm (WST) Friday, 3 May 2019

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+0000000001-3051+14