

5 February 2015

Manager, Company Announcements
Australian Securities Exchange Limited

Dear Sir/Madam

**Newera Resources Limited Limited (ASX Code: NRU)
Cleansing Notice Under Paragraph 7(f)(ii) of ASIC Class Order CO 09/425**

Newera Resources Limited (ASX: NRU) (**Company**) will make offers to issue ordinary shares to eligible shareholders under a Share Purchase Plan (**SPP**). The SPP will open on 6 February 2015.

Pursuant to ASIC Class Order CO 09/425, the Company gives notice that:

1. The Company will offer fully paid ordinary shares in the capital of the Company (**SPP Shares**) for issue under a share purchase plan without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Act**).
2. The Company is giving this notice in accordance with ASIC Class Order CO 09/425.
3. As at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (b) section 674 of the Act.
4. The Company confirms that, as at the date of this notice, there is no information that:
 - (a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
 - (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the SPP Shares.

A copy of the documents that will be sent to shareholders in connection with the SPP are attached.

Chris Watts
Company Secretary

5 February 2015

Dear Shareholder

SHARE PURCHASE PLAN

Newera Resources Limited (ASX:NRU) (**Newera** or the **Company**) is pleased to offer existing shareholders the opportunity to participate in a Share Purchase Plan to raise a minimum of \$200,000 (**Plan** or **Offer**) and to provide the Company with capital for the proposed acquisition of Arena Exploration Pty Ltd (**Arena**) and to augment the Company's working capital.

Under the Plan, each eligible shareholder will be entitled to apply for parcels of new shares in Newera valued at \$2,000, \$5,000, \$10,000 and \$15,000. The issue price under the offer will be \$0.0019 per Share (**Offer Price**), representing a 5% discount to the volume weighted average price of Newera's shares quoted on the ASX for the 5 trading days prior to and including the last trading day immediately prior to the announcement of this Plan (the last trading day was 4 February 2015). Shareholders who are recorded on the share register as at 5.00pm (WST) on 4 February 2015 with a registered address in either Australia or New Zealand will be eligible to participate in the Plan.

Newera intends to raise a minimum \$200,000 under the Plan which will be applied towards providing the Company with capital for the proposed acquisition of Arena, the continuance of due diligence investigations and feasibility studies into the concessions and assets of the Plomosas Project, located in Chihuahua, Mexico, and that Arena has an option to acquire. The Company also intends to use the funds raised to augment the Company's working capital. If total applications exceed \$200,000 to be raised under the Plan, the directors of Newera may in their absolute discretion accept or scale-back all applications on an equitable basis.

The market price for the Company's shares may change between the announcement date and the issue date of new shares (anticipated to be 23 February 2015). If the market price of shares on the issue date falls below the Offer Price, you may be disadvantaged by purchasing shares under the Plan. Eligible shareholders wanting to participate in the Plan should obtain independent professional advice about the taxation consequences of an investment under the Plan.

Eligible shareholders are able to purchase a parcel of new shares worth \$2,000, \$5,000, \$10,000 or \$15,000 at the Offer Price without incurring brokerage or transaction costs. All new shares issued under the Plan will rank equally with existing ordinary shares in the Company. To apply for a parcel of shares, please follow the instructions on the **enclosed** application form and ensure that your application is received in cleared funds no later than 5.00pm (WST) on 16 February 2015. The Plan is expected to close on 16 February 2015 and is not subject to shareholder approval.

I encourage you to read the **enclosed** Terms and Conditions carefully. If you are unsure about whether to participate, please contact your professional adviser without delay. If you require further information, please contact us on [+61 8 9382 3100.]

On behalf of the Board, I invite you to consider this opportunity to increase your investment in the Company and thank you for your continued support as a shareholder.

Yours sincerely,

MARTIN BLAKEMAN
Executive Chairman

**NEWERA RESOURCES LIMITED
SHARE PURCHASE PLAN – FEBRUARY 2015
TERMS AND CONDITIONS**

These are the Terms and Conditions of the Share Purchase Plan (**Plan**) of Newera Resources Limited (**Newera**) that have been approved by the board of Newera.

1. Offer

Under the Plan, Eligible Shareholders (defined below) are offered the opportunity to participate in the Plan to apply for parcels valued at \$2,000, \$5,000, \$10,000 or \$15,000 of fully paid ordinary shares in the capital of Newera pursuant to these Terms and Conditions (**Offer**). Please read these Terms and Conditions carefully, as Eligible Shareholders will be bound by them by participating in the Plan. All fully paid ordinary shares in the capital of Newera (**Shares**) issued under the Offer will rank equally with existing Shares from the date of issue, and carry the same voting rights, dividend rights and other entitlements as existing Shares. All amounts referred to in these Terms and Conditions are in Australian dollars.

2. Participation in the Plan

Shareholders who are entered in the register of members at 5.00pm (WST) on 4 February 2015 (**Record Date**) and who have a registered address in Australia or New Zealand (**Eligible Shareholders**) may apply to participate in the Offer in accordance with this Plan. The following rules apply to participation by Eligible Shareholders in the Plan:

- (a) **Single holders** – If you are the registered holder of Shares, but you receive more than one Offer under the Plan (for example, due to multiple registered holdings), you may only apply for up to a maximum amount of \$15,000 worth of Shares.
- (b) **Joint holders** – If you are recorded with one or more 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. Joint holders are only entitled to participate in the Plan in respect of that single holding. If the same joint holders receive more than one Offer under the Plan due to multiple identical holdings, the joint holders may only apply for up to one maximum amount of \$15,000 worth of Shares.
- (c) **Custodians and nominees** – If you are an Eligible Shareholder who holds Shares as a custodian, trustee or nominee (within the definition of 'custodian' in ASIC Class Order 10/105) (**Custodian**) or in any more specific relief granted to Newera in relation to this Offer and hold Shares on behalf of one or more persons ("beneficiaries"), this Offer is made to you and you have the discretion whether to extend this Offer to the beneficiaries on whose behalf you hold Shares. If you apply for Shares on behalf of a beneficiary, Newera will not issue Shares to you unless you certify the following in writing to Newera:
 - (i) that you hold the Shares on behalf of one or more persons (each a "participating beneficiary") on the Record Date who have subsequently instructed you to apply for Shares on their behalf under the Plan;
 - (ii) the number of participating beneficiaries;
 - (iii) the name and address of each participating beneficiary;
 - (iv) the number of Shares that you hold on behalf of each participating beneficiary;

- (v) the number and dollar amount of Shares which each participating beneficiary has instructed you to apply for on their behalf;
- (vi) there are no participating beneficiaries in respect of which the total of the aggregate application price for the following exceeds A\$15,000:
 - (A) the Shares applied for by you on behalf of a participating beneficiary under the Plan; and
 - (B) any Shares issued to you in the 12 months before the application as a result of an instruction given by a participating beneficiary to you to apply for Shares on their behalf under an arrangement similar to the Plan;
- (vii) that a copy of the Plan was given to each beneficiary; and
- (viii) where you hold Shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed Custodian.

Custodians should request a custodian certificate when making an application on behalf of participating beneficiaries (**Custodian Certificate**). To request a Custodian Certificate, and if you would like further information on how to apply, you should contact our share registry Security Transfer Registrars Pty Ltd (**Share Registry**) on (08) 9315 2333 between 8.30am to 5.00pm (Perth time) Monday to Friday

- (d) **Participation** – Applications under the Plan may only be made in the following amounts:

Total \$	\$2000	\$5000	\$10,000	\$15,000
No. of Shares	1,052,631	2,631,578	5,263,157	7,894,736

Eligible Shareholders are not permitted to acquire more than \$15,000 worth of Shares in aggregate, even if an Eligible Shareholder received more than one Application Form or hold Shares in more than one capacity, e.g. if an Eligible Shareholder is both a sole and joint holder of Shares.

Participation in the Plan is entirely optional and the Offer of Shares under the Plan is not a recommendation. You should seek independent advice if you are unsure whether you should participate in the Plan. The Offer of Shares under the Plan is nonrenounceable which means that Eligible Shareholders cannot transfer their entitlement to purchase Shares under the Plan to another person.

The Application Form attached to these Terms and Conditions (**Application Form**) specifies a minimum (\$2,000) and maximum (\$15,000) value of Shares for which applications may be made and application may not be made for a value of Shares less than the minimum or greater than the maximum. If an Eligible Shareholder applies for:

- (i) a value of Shares greater than the maximum that is provided for in the Application Form, the maximum number of Shares under the Plan will be issued and the excess amount paid will be refunded without interest; or
- (ii) a value of Shares less than the minimum that is provided for in the Application Form, no Shares will be issued under the Plan and any amount paid will be refunded without interest.

- (e) **Underwritten** – The Plan is underwritten by DJ Carmichael Pty Limited (**Underwriter**) up to the amount of \$200,000. If Newera has not received applications for the total

Shares on offer under the Plan, Newera may serve notice on the Underwriter that it will place to the Underwriter or nominees of the Underwriter (sub-underwriters) any Shares that have not been applied for by Eligible Shareholder in accordance with the maximum threshold allowed under the ASX Listing Rules. The terms of the Underwriting Agreement between Newera and the Underwriter govern the underwriting of the Plan.

- (f) **Limit** – If total applications exceed the \$200,000 to be raised under the Plan, the directors of Newera may, in their absolute discretion, accept or scale-back all applications on an equitable basis.

3. Application Form

Unless payment is made by using the BPAY® facility, applications to participate in the Plan must be made on the enclosed Application Form and must be received by the Share Registry (with the correct payment) no later than 5.00pm (Perth time) on 16 February 2015. Newera reserves the right to return any payment and not issue any Shares if payment is received after that time. By returning the enclosed Application Form or by making a BPAY® payment, you agree to be bound by the Terms and Conditions of this Plan and certify that the aggregate of the application price paid by you for the Shares the subject of the Application Form or BPAY® payment, and any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf, under the Plan or under any similar arrangement operated by Newera in the 12 months prior to the date of issue under the Plan, does not exceed \$15,000. Applications and payments under the Plan may not be withdrawn once they have been received. Any payment made to Newera pursuant to an application to participate in the Plan will not bear interest under any circumstances.

4. Payments by BPAY®

If payment is made using the BPAY® facility (Australian bank accounts only), there is no requirement for the Application Form to be returned. Payment must be received by no later than 5.00pm (Perth time) on 16 February 2015. Eligible Shareholders must ensure that funds submitted through BPAY® are received by this time as their own financial institutions may implement earlier cut off times with regards to electronic payment.

Applicants should be aware that their own financial institution may implement earlier cut off times for electronic payments and should take this into consideration when making a payment via BPAY. You may also have your own limit on the amount that can be paid by BPAY. It is your responsibility to ensure that the amount you wish to pay via BPAY does not exceed your limit and is received by the Share Registry prior to the close of the Offer. If you have multiple holdings you will have multiple customer reference numbers. To ensure you receive your Shares in respect of that holding, you must use the customer reference number shown on each personalised Application Form when paying for any new Shares that you wish to apply for in respect of that holding. Shareholders who have multiple holdings must ensure they comply with the requirements in clause 1. Applications can only be made for Shares in the amounts specified on the Application Form. Please do not forward cash. Receipts for payment will not be issued. Application Forms returned by fax will not be accepted. Payments made pursuant to an application for Shares will only be accepted if your cheque or money order is drawn, or your BPAY payment is made, in Australian currency. Cheques must be drawn on an Australian financial institution. Payments made pursuant to an application for Shares will not bear interest as against Newera under any circumstances.

5. Offer Price

The price for Shares under the Plan is \$0.0019 per Share, representing a 5% discount to the average price of Newera's Shares quoted on the ASX during the 5 days immediately prior to the announcement of this Plan.

The Shares of Newera are a speculative investment, and the price of the Shares might rise or fall between the date of this Offer and the date the Shares are issued. This means that the

price paid for a Share under the Plan may be greater or less than the price of Shares at the time they are issued to Eligible Shareholders.

6. Shares to be Issued

Shares issued under the Plan will rank equally in all respects with existing Shares of Newera. Promptly after issue, application will be made by for Shares issued under the Plan to be listed for quotation on the official list of the Australian Securities Exchange. Transaction Confirmation Statements will be despatched to the Issuer Sponsored and CHESS participants for Shares issued under the Plan. No brokerage, commissions, stamp duty or other transaction costs will be payable by Eligible Shareholders for their application for, or issue of, Shares under the Plan. This Offer of Shares under the Plan is made in accordance with ASIC Class Order 09/425 and Class Order 10/105, which grants relief from the requirement to prepare a prospectus for the offer of shares under the share purchase plans.

7. Variations, Waivers and Resolution of Disputes

The Plan is governed by the law in force in Western Australia and Newera reserves the right to:

- (a) vary the Closing Date and Issue Date for Shares under the Plan;
- (b) waive compliance with any of these Terms and Conditions;
- (c) refuse to issue Shares where it believes there has been a breach of the Terms and Conditions of this Plan;
- (d) amend or vary these Terms and Conditions or suspend or terminate the Plan at any time;
- (e) scale back applications; and
- (f) settle in any manner it thinks fit any disputes or anomalies which may arise in connection with the Plan. Any determinations by Newera will be binding on all Eligible Shareholders and other persons to whom the determination relates.

Newera's rights may be exercised by the board of Newera or any delegate thereof.

8. Applications and Notices

Applications and notices given to Newera for the Plan must be in writing and in such form as Newera may from time to time require. Such applications and notices will be effective on receipt by Newera subject to:

- (a) these Terms and Conditions; and
- (b) in the case of applications, acceptance by Newera before the Closing Date (**as defined below**).

9. Raising Amount and Scale Back

Newera seeks to raise \$200,000.

In the event of an oversubscription by the Closing Date the directors of Newera may, in their absolute discretion, accept or scale-back all applications on an equitable basis. If Newera rejects or scales-back an application or purported application, Newera will promptly return to the shareholder the relevant application monies, without interest.

10. Indicative Timetable

Event	Date
Record Date (5.00pm WST)	4 February 2015
Announcement of the Plan	5 February 2015
Opening Date	6 February 2015
Closing Date	16 February 2015
Issue Date of new Shares	23 February 2015
New Shares commence trading on ASX	26 February 2015
Dispatch of holding statements	26 February 2015

These dates are indicative only. Newera may vary the dates and times of the Offer without notice. Accordingly, Eligible Shareholders wishing to subscribe under the Offer are encouraged to submit their Application Forms as early as possible.

11. Questions

If you have any questions, please contact Newera's Share Registry on (08) 9315 2333 between the hours of 8.30am and 5.00pm, Monday to Friday. For details regarding how your personal shareholder information is used, please refer to the enclosed Application Form.

SHARE PURCHASE PLAN APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:

Suite 5, 2 Centro Ave
SUBIACO, WA 6904
AUSTRALIA

NEWERA RESOURCES LTD

ABN: 27 118 554 359

SHARE REGISTRY:

Security Transfer Registrars Pty Ltd

All Correspondence to:

PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

Code: NRU

Holder Number: <SRN/HIN>

Record Date: 4 February 2015

NON-RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 16 FEBRUARY 2015

(1) I/We, the above mentioned, wish to apply for the number of Fully Paid Ordinary Shares which will be issued in accordance with the Share Purchase Plan (SPP) and the Constitution of the Company as stated below: (please mark "X" to indicate one choice only)

		TOTAL SUBSCRIPTION AMOUNT @ \$0.002 PER SHARE	NUMBER OF SHARES
OFFER A	<input type="checkbox"/>	\$ 2000	1,052,631
OFFER B	<input type="checkbox"/>	\$ 5000	2,631,578
OFFER C	<input type="checkbox"/>	\$ 10000	5,263,157
OFFER D- Maximum amount	<input type="checkbox"/>	\$ 15000	7.894,736

(2) I/We have enclosed/made payment for the amount shown above (following the payment instructions as detailed overleaf).

(3) I/We agree to be bound by the terms of the SPP.

(4) I/We hereby agree to accept any lesser number of new Shares applied for.

(5) I/We hereby certify that the amount of Shares subscribed for by me/us pursuant to the SPP (being a maximum of \$15,000 worth of Shares) does not exceed \$15,000 taking into account the Shares the subject of this application and any other Shares applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including other beneficial interests. **Limit on Participation and Custodian Certification - see overleaf for details.**

(6) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER

EMAIL ADDRESS

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

You do not need to return this form if you have made payment via BPAY.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Bill code: 159483

Ref: EFT_REFERENCE_NUMBER

CHEQUE / MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to Newera Resources Limited and crossed "Not Negotiable".

BPAY® this payment via internet or phone banking.

Your BPAY® reference number is unique to this offer and is not to be used for any other offer.

REGISTRY DATE STAMP

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E & O.E.



LODGEMENT INSTRUCTIONS

PAYMENT INFORMATION



Billers code: 159483

BPAY® this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

CHEQUE / MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

CERTIFICATION

By making payment for the application monies, I/we hereby:

1. Acknowledge that I/we have read and understood the Terms of the SPP;
2. Agree to be bound by the Terms of the Constitution of the Company and the SPP;
3. Agree to accept any lesser number of new Securities than the number of Securities applied for; and
4. (If not a Custodian as defined in ASIC Class Order 09/425) Certify that the amount of Securities subscribed for by me/us pursuant to the SPP does not exceed the maximum amount taking into account the Securities the subject of this application and any other Securities applied for by me/us under the SPP or any other similar arrangement within the 12 months prior to this application including joint and other beneficial interests.

LIMITATION ON PARTICIPATION

The maximum subscription limitation of \$15,000 will apply even if an eligible Holder has received more than one form (whether in respect of a joint holding or because the eligible Holder has more than one holding under separate Security accounts).

CUSTODIAN CERTIFICATION

If you are a Custodian (as defined in ASIC Class Order 09/425), you must submit a custodian certificate to Newera Resources Limited. If you did not receive a custodian certificate, contact Security Transfer Registrars Pty Limited. If you need further information to determine whether you are a Custodian, refer to the terms and conditions of the Plan which accompany this Share Purchase Plan Application Form or contact Security Transfer Registrars Pty Limited.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email: registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

