



23 October 2015

Dear Shareholder

Notice of Intention to sell shareholding that is less than a marketable parcel

Our share registry records, maintained by Link Market Services Ltd, show that the number of shares in Redcliffe Resources Ltd (the “Company”) held in your name is less than a marketable parcel. This letter serves as a notice of intention to sell your shares. An unmarketable parcel is defined by the Australian Stock Exchange Limited (“ASX”) as a parcel of securities with a market value less than \$500.

The Company is offering this facility as it provides the following benefits:

- Holders of less than a marketable parcel have the opportunity to sell their shares without incurring any brokerage or handling costs which, in proportion to the value of their holding, may otherwise render a sale unattractive or uneconomical; and
- The expense and administrative costs of the Company involved in maintaining shareholders with less than a marketable parcel is reduced. You will understand and appreciate that the Company incurs costs to administer shareholdings and in providing annual reports, notices of meetings and other information to its shareholders. In the case of small holdings, these expenses often outweigh the value of the shares.

In order to reduce these costs, the Company is giving notice under clause 9 of its constitution and ASX Listing Rule 15.13 that, if your shareholding in the Company is less than a marketable parcel as at the close of the market operated by the ASX on 4 December 2015, (the “Record Date”) it is intended that your shares be sold with no costs of the sale payable by you.

If you do not wish your shares to be sold, you need to advise the Company in writing on the Retention Notice attached. Please send your Retention Notice to:

The Share Register
Redcliffe Resources Ltd
C/- Link Market Services Ltd
Locked Bag A14
Sydney South NSW 1235

Your notice must be received on or before 5.00pm AEST 4 December 2015 .

Unless you give notice in writing that you do not wish your shares to be sold, the Company will offer your shares for sale on the ASX after the Record Date at the prevailing market price at the time of the sale in the absolute discretion of the board of Directors. Each shareholder will be entitled to receive for each of their shares sold the average price of all shares sold from the unmarketable parcels by the Company.

Funds received from the sale of unmarketable parcels will be paid to shareholders within 14 days of the Company receiving the proceeds of sale. The Company will bear all costs of the sale of the shares. If you want payment for your shares to be sold by direct credit please complete and send the Direct Credit Facility Form to the share register.

Please note that this notice of intention to sell your unmarketable parcel of shares will lapse if a takeover offer is made for the Company’s shares before agreement is entered into by the Company for the sale of those shares.

If you have a less than marketable parcel as at the Record Date, then unless you take one of the steps outlined above, the Company is entitled to sell your shares under this facility. Neither the Company nor any other person involved in the facility is liable for failure to sell the shares or at a particular price. The price of the Company shares is subject to change and an up-to-date price can be obtained from the ASX website (www.asx.com.au) under the code “RCF”.

Redcliffe Resources Limited ABN 63 010 856 014
Office: 523 Ligar Street Ballarat Victoria 3350
Postal: **PO Box 63 Wendouree Victoria 3355**



The Company does not make any recommendation or provide any advice to you regarding whether to sell your holding under this facility or retain your existing holding.

If you require advice as to whether to sell your shares, please consult your legal, financial or taxation adviser.

Should you wish to discuss any matter contained in this notice, please contact the Company.

Yours sincerely,

Rodney Foster
Executive Chairman
03 5333 3200

SRN/HIN:

Number of Shares held as at
the Record Date, 7:00pm (AEDT)
on [Record Date]

IMPORTANT NOTICE

Please return this slip if you do not wish your Shares in Redcliffe Resources Limited to be sold. If you do not understand this notice you should immediately consult your financial adviser.

SHARE RETENTION FORM

If you wish to retain your shareholding in Redcliffe Resources Limited you must detach this slip and return it to Redcliffe Resources Limited's Registry, so that it is received no later than 5:00pm (AEDT), on 4 December 2015. Slips may be mailed or delivered to the addresses below.

Mailing Address

Redcliffe Resources Limited
C/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

or

Hand Delivery

Redcliffe Resources Limited
C/- Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138
(Do not use this address for mailing purposes)

**THIS FORM MUST BE RECEIVED BY LINK MARKET SERVICES LIMITED
BY NO LATER THAN 5:00PM (AEDT) ON THE 4 DECEMBER 2015**

If you require further information regarding this form, please contact the Redcliffe Resources Limited Information Line on +61 3 5333 3200 between 8:30am and 5:30pm (AEDT) Monday to Friday.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.

Please detach

SRN/HIN:



RETENTION SLIP

I/We the shareholder(s) described above by returning this retention slip, hereby give notice that I/we wish to retain my/our shareholding in Redcliffe Resources Limited, pursuant to Article [XX] of Schedule of the Company's Constitution.



DO NOT SELL MY SHARES

CONTACT DETAILS – Telephone number

Telephone number – after hours

Contact name