

30 November 2015

Dear Shareholder

**NOTICE TO ELIGIBLE SHAREHOLDERS OF NON-RENOUCEABLE ENTITLEMENT OFFER**

We write to you as the registered holder of shares in Attila Resources Limited (**Company**) (ASX: AYA) as at today's date.

As advised in the Company's ASX announcement dated 27 November 2015, the Company is undertaking a non-renounceable pro rata entitlement offer to eligible shareholders of ordinary fully paid shares in the Company at an issue price of \$0.02 per share and on the basis of 1 new share (**New Share**) for every 1 share held at the record date on 3 December 2015 (**Record Date**) (**Offer**).

Pursuant to the Offer, the Company will issue up to 86,934,798 New Shares at an issue price of \$0.02 per New Share to raise approximately \$1,738,700 before costs.

The Offer will be available to all shareholders of the Company registered on the Record Date whose registered address is in Australia or New Zealand (**Eligible Shareholders**). The Offer is not being extended to shareholders of the Company whose registered address is outside these jurisdictions.

**1. Purpose of the Offer**

The Company proposes to use the funds raised under the Offer to ensure that the Company can continue to satisfy the ongoing care and maintenance activities for the Kodiak Coking Coal Project. The funds raised from the Offer is also intended to be allocated to general working capital costs incurred by the Company and to undertake due diligence investigations on potential new acquisitions that have the capacity to add significant long-term shareholder value, as well as to fund the costs of the Offer.

**2. Indicative Timetable**

The New Shares are intended to be issued in accordance with the following indicative timetable:

<b>Event</b>	<b>Date</b>
Lodgement of Appendix 3B and Prospectus with ASX Notice of Entitlement Offer sent to Optionholders	27 November 2015
Notice of Entitlement Offer sent to Shareholders	30 November 2015
Shares quoted on an "EX" basis	1 December 2015
Record Date for determining Entitlements	3 December 2015
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders	8 December 2015
Last day to extend the Entitlement Offer Closing Date	23 December 2015

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Event	Date
Closing Date of Entitlement Offer (5pm WST)*	30 December 2015
Shares quoted on a deferred settlement basis	31 December 2015
Notification of Shortfall	5 January 2016
Anticipated date for issue of the Shares Deferred settlement trading ends	7 January 2016
Anticipated date for commencement of Shares trading on a normal settlement basis	8 January 2016

All dates are indicative only and subject to change without prior written notice. Any extension of the Closing Date will have a consequential effect on the date of issue of the New Shares.

### 3. Shortfall

The Company reserves the right, subject to any restrictions imposed by the Corporations Act and the Listing Rules, to issue the shortfall shares at their sole discretion. The Company may allocate any surplus shortfall to those who have applied for shortfall shares.

### 4. Capital Structure of the Company

The Company currently has 86,934,798 shares and 9,500,000 options on issue (however, 5,500,000 of these options expire today). On the basis that no options are exercised prior to the Record Date, the Offer is for a maximum of 86,934,798 New Shares.

In addition to the Offer, the Company is also proposing to undertake a placement for up to a total of 10,000,000 shares at \$0.02 per share to raise up to \$200,000 (before costs). This offer is proposed to be made to sophisticated and professional investors who are not related parties of the Company.

On completion of the Offer and the placement described above, assuming they are both fully subscribed, the Company would have a maximum of 183,869,596 shares on issue.

### 5. Prospectus

Details of the Entitlements Offer are contained in the Prospectus. The Prospectus can be accessed from the Company's ASX platform at the ASX website, [www.asx.com.au](http://www.asx.com.au). A copy of the Prospectus and the Entitlement and Acceptance Form are intended to be sent to Eligible Shareholders on 8 December 2015.

The Directors urge you to read the Prospectus carefully and seek advice from your financial adviser if you have any queries. This notice is to inform you of the Offer. You are not required to do anything in respect to this letter.

If you require clarification on any of the above matters, please contact the undersigned on (08) 6142 0989.

Yours faithfully,



Oonagh Malone Company Secretary