



Excalibur Mining Corporation Limited

ACN 008 021 118

NON-RENOUNCEABLE RIGHTS ISSUE

OFFER DOCUMENT

THIS IS NOT A PROSPECTUS



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OFFER DOCUMENT

NON-RENOUNCEABLE RIGHTS ISSUE

A non-renounceable pro rata entitlement issue to Shareholders of one (1) Ordinary Share for every two (2) Ordinary fully paid Shares held by eligible shareholders on the Record Date at an issue price of 0.5 cent (\$0.005) per share to raise approximately \$600,500 before costs (**Offer**).

This Offer opens on Friday 12th February 2016 and closes at 5:00pm WST on Thursday 25th February 2016. Valid acceptances must be received before that time.

This document is not a prospectus and does not contain all of the information that an investor may require in order to make an informed investment decision regarding the Shares offered by this document.

This document and the accompanying Entitlement and Acceptance Form are important and require your immediate attention. They should be read in their entirety. If you do not understand their content or are in doubt as to the course you should follow or have any questions about the Shares being offered by this document, you should consult your stockbroker or other professional adviser.

The New Shares offered by this Offer Document should be considered as speculative.

NOT FOR RELEASE INTO THE UNITED STATES OR IN ANY JURISDICTION WHERE THIS DOCUMENT DOES NOT COMPLY WITH THE RELEVANT REGULATIONS

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IMPORTANT INFORMATION

This offer document (**Offer Document**) is issued pursuant to section 708AA of the Corporations Act for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act. This Offer Document has been prepared by Excalibur Mining Corporation limited ACN 008 021 118 and was lodged with ASX on 2nd February 2016. ASX takes no responsibility for the content of this Offer Document.

This Offer Document is not a prospectus and does not contain all of the information that an investor would find in a prospectus or which may be required by an investor in order to make an informed investment decision regarding, or about the rights attaching to, New Shares. Nevertheless, this Offer Document contains important information and requires your immediate attention. It should be read in its entirety. If you are in any doubt as to how to deal with this Offer Document, you should consult your professional adviser as soon as possible.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

The information in this Offer Document may not be complete and may be changed, modified or amended at any time by the Company, and is not intended to, and does not, constitute representations and warranties of the Company. Neither the Company, nor any other advisor of the Company intends to update this Offer Document or accepts any obligation to provide the recipient with access to information or to correct any additional information or to correct any inaccuracies that may become apparent in the Offer Document or in any other information that may be made available concerning the Company. Potential investors should conduct their own due diligence investigations regarding the Company.

Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's entitlement to participate in the Offer.

Overseas Shareholders

No action has been taken to permit the offer of New Shares under this Offer Document to existing Shareholders in any jurisdiction other than Australia or New Zealand. The distribution of this Offer Document in jurisdictions outside Australia and New Zealand is restricted by law and persons outside of Australia and New Zealand should observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. Any application from a Shareholder with a registered address in a jurisdiction other than Australia and New Zealand who is not an Eligible Foreign Shareholder will not be accepted.

This Offer Document does not, and is not intended to, constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or to issue this Offer Document.

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013 (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 This document may not be released or distributed in the United States.

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 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.

Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this Offer Document and may disclose it for those purposes to the Company's share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

Collection, maintenance and disclosure of personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

CORPORATE DIRECTORY

Directors

Alexander Bajada
Executive Chairman

Terry Jones
Non Executive Director

Angus Middleton
Non Executive Director

Share Registry*

Advanced Share Registry Services
110 Stirling Hwy
NEDLANDS WA 6009

Telephone: +61 8 9389 8033

Facsimile: +61 8 9389 7871

Joint Company Secretaries

Mark Smith
Roland Berzins

Registered Office

Suite 4 16 Ord Street
WEST PERTH WA 6005

Telephone: +61 8 9429 2900

Facsimile: +61 8 9486 1011

Auditor*

Somes & Cooke
Level 3
35 Outram Street
WEST PERTH WA 6005

ASX Code

EXM

*These parties have been included for information purposes only. They have not been involved in the preparation of this Offer Document.

1. DETAILS OF THE OFFER

1.1 The Offer

The Company is making a non-renounceable pro rata offer of New Shares at an issue price of 0.5 cents (\$0.005) each on the basis of one (1) New Share for every two (2) Shares held on the Record Date, in accordance with section 708AA of the Corporations Act (**Offer**), to raise approximately \$600,500 (before costs).

The Offer is an offer to Eligible Shareholders only.

The New Shares will be issued as fully paid and will rank equally in all respects with the existing Shares on issue as at the Record Date.

As at the date of this Offer Document, the Company has on issue 240,202,851 Shares. The Company expects that up to 120,101,425 New Shares (subject to rounding) may be issued pursuant to the Offer (assuming no Options are exercised into Shares before the Record Date).

The Company is also offering Shortfall Shares under the Shortfall Offer. Refer to Section 1.8 for further information and details of the Shortfall Offer.

1.2 Purpose of Offer and Use of Funds

On 27 January 2016, the Company announced that it had entered into a memorandum of understanding (**MoU**) with software solution provider Dropmysite Pte Ltd (“Dropmysite”) in respect to the possible acquisition of 100% of Dropmysite via a special purpose vehicle (**SPV**) (**Proposed Transaction**).

Dropmysite is based in Singapore and operates a global cloud back-up platform targeting small and medium enterprises (“SMEs”) through the world’s leading web hosting companies and IT resellers.

Dropmysite distributes its services by integrating them into the platforms of some of the world’s largest IT service providers. Partners include GoDaddy, the world’s #1 small business ISP (live Oct 2015), GMO Internet (Japan), Hostpapa (Canada), SingTel (SE Asia) and OZ Hosting (Australia).

Dropmysite (www.dropmysite.com) aims to simplify the backup experience for SMEs by providing users with an easy-to-use, unified platform that enables them to backup their key digital assets. Its current platform of services includes Dropmysite (flagship website backup and recovery service), Dropmyemail (email backup and archiving) and Dropmymobile (restore and migrate Android phones). Dropmysite operates globally and its services are already deployed to users in over 100 countries.

Dropmysite’s strong recurring revenue growth can be attributed to helping its reseller partners boost their own revenues and margins. The Company’s platform achieves this by integrating seamlessly in the partners’ infrastructure leading to integrated sales with the partners’ core products and lower support costs. In addition, Dropmysite’s software architecture has been built for successful horizontal scaling and has demonstrated strong ability to grow and address this massive SME opportunity.

Dropmysite pays special attention to ensure that users’ data is secure. Dropmysite deploys military-grade encryption to protect the users data, including AES 256-bit encryption, at rest and in transit, as well as Secure Sockets Layer (SSL).

The Proposed Transaction to acquire Dropmysite will involve a significant change to the nature and scale of the Company's activities as a result of which the Company will require Shareholder approval for the purposes of Listing Rule 11.1.2; and will need to re-comply with Chapters 1 and 2 of the Listing Rules for the purposes of Listing Rule 11.1.3.

Completion of the Proposed Transaction is therefore subject to, inter alia:

- a) execution of binding formal documentation ;
- b) the Company re-complying with Chapters 1 and 2 of the Listing Rules for the purposes of Listing Rule 11.1.3; and
- c) the Company obtaining Shareholder approval of the Proposed Transaction for the purposes of Listing Rule 11.1.2 and all other necessary Shareholder and regulatory approvals (including ASX waivers) required pursuant to the Corporations Act, the Constitution and the Listing Rules and any other requirements from ASIC or ASX as required to give effect to the Proposed Transaction.

The purpose of the Offer is to raise approximately \$600,500 (before costs) (assuming the Offer is fully subscribed) to fund due diligence and other costs associated with the Proposed Transaction.

The Company intends to apply the funds raised from the Offer towards:

Items of Expenditure	Amount (\$)	Percentage (%)
Due diligence investigations in respect to and costs associated with the Proposed Transaction	\$550,500	92.00%
Expenses in respect to re-compliance with Chapters 1 and 2 of the Listing Rules (as part of the Company completing the Proposed Transaction, which will involve a significant change to the nature or scale of the Company's activities)		
General Working Capital requirements		
Expenses of the Offer	\$50,000	8.00%
Total	\$600,500	100.00%

The above table is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, the progress of the Proposed Transaction, market and general economic conditions and environmental factors. In the light of this, the Board reserves the right to alter the way the funds are applied.

1.3 Indicative Timetable for the Offer

Entity announces Rights Issue	Tuesday 2 nd February 2016
Lodgement of Offer Document, Appendix 3B, and s708AA Cleansing Notice with ASX	Tuesday 2 nd February 2016
Entity sends notice to security holders containing information required by Appendix 3B	Thursday 4 th February 2016
Existing Shares quoted on an “ex” basis	Friday 5 th February 2016
Record date (5.00pm WST)	Tuesday 9 th February 2016
Entity sends Offer Document and Entitlement and personalised Entitlement and Acceptance Form to Eligible Shareholders and announces that this has occurred.	Friday 12 th February 2016
Opening Date	Friday 12 th February 2016
Closing Date*	Thursday 25 th February 2016
New Shares quoted on a deferred settlement basis	Friday 26 th February 2016
Entity notifies ASX of under subscriptions	Tuesday 1 st March 2016
Anticipated issue date for Shares issued to Eligible Shareholders taking up their entitlement under the Offer**	Thursday 4 th March 2016
Anticipated despatch of holding statements for Shares issued to Eligible Shareholders taking up their entitlement under the Offer**	Thursday 4 th March 2016
Deferred settlement trading ends	Thursday 4 th March 2016
Quotation of Shares issued under the Offer	Friday 5 th March 2016

** Subject to the Listing Rules and the Corporations Act, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the Shares offered under this Offer Document.*

*** Indicative date only.*

1.4 Capital Structure on Completion of the Offer

The capital structure of the Company on completion of the Offer (if fully subscribed and assuming no Options are exercised into Shares before the Record Date) will be:

	Number of Shares	Number of Options
Balance at the date of this Offer Document	240,202,851 ¹	26,000,000 ²
To be issued under the Offer	120,101,425	Nil
Total	360,304,276*	26,000,000

* Assumes no Options converted prior to the Record Date

The Company intends to issue a mix of Shares, convertible performance shares (milestones to be agreed) and Options (period and conversion price to be agreed) as part of the consideration for the Proposed Transaction (refer to Section 1.2 for further details on the Proposed Transaction). The commercial terms of the Proposed Transaction will be agreed prior to the execution of a Share Sale Agreement.

It is likely that the Company will be required to undertake an equity capital raising simultaneously with the Proposed Transaction, in order for the Company to satisfy the “net assets” test (which requires the Company to have net tangible assets of at least \$3 million after deducting the costs of fund raising) as part of its recompliance requirements under Chapters 1 and 2 of the Listing Rules. The size and terms of any such equity capital raising is yet to be determined.

It is also likely that, as part of completing the Proposed Transaction, the Company may undertake a consolidation of its issued capital and reorganise its securities in accordance with the Listing Rules. As a consequence of the consideration, the effective price of shares issued under the Offer will be adjusted by the same multiple as the consolidation of capital.

The intended equity capital raising referred to above, which would take place subsequent to any consolidation of capital, if undertaken, is expected to take place at a price of 10 cents per share.

The issue of securities as part of the consideration for the Proposed Transaction and the issue of securities pursuant to any such equity capital raising will each:

- be subject to all necessary Shareholder and regulatory approvals (including ASX waivers) required pursuant to the Corporations Act, the Constitution and the Listing Rules
- have a dilutionary effect on Shareholders.

¹ If all the entitlements of 120,101,425 New Shares in this Offer to eligible shareholders were taken up and all 26,000,000 Options exercised into New Shares, and all the 13,000,000 resulting Options entitlements be taken up; this would increase the Company's total Shares on issue after completion of the Offer to 399,304,276 Shares.

² There are currently 26,000,000 Options on issue. If any of the Options are exercised prior to the Record Date, additional New Shares may be issued under the Offer under this Offer Document. If all Options on issue as at the date of this Offer Document were exercised prior to the Record Date, the Company's issued Shares would increase by 26,000,000. This could potentially result in up to a further 13,000,000 New Shares being issued pursuant to this Offer Document, which could increase the maximum number of New Shares issued by the Company pursuant to the Offer to 133,101,425 New Shares. The exact number of New Shares to be issued under the Offer will depend on the rounding up of individual holdings.

1.5 Control Implications

The potential effect that the issue of New Shares will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand for New Shares. However, given the structure of the Offer as a pro rata issue, the potential effect that the issue of the New Shares will have on the control of the Company is as follows:

- a) if all Eligible Shareholders take up their entitlements under the Offer, the Offer will have no significant effect on the control of the Company;
- b) if some Eligible Shareholders do not take up their entitlements under the Offer then the interests of those Eligible Shareholders will be diluted. Given the terms of the Offer, the maximum possible dilution to an Eligible Shareholder's interest in the Company would be 33.33%;
- c) the proportional interests of Ineligible Shareholders will be diluted because such Shareholders are not entitled to participate in the Offer; and
- d) although the issue of New Shares which are not taken up by Eligible Shareholders under the Offer may increase the voting power of the investors who may be allocated New Shares via the Shortfall Offer, it is not expected to have any material effect on the control of the Company.

1.6 Entitlements and Acceptance

The entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. If an Eligible Shareholder's entitlement results in a fraction of a New Share, the Shareholder's entitlement will be rounded up to the nearest whole number. Your entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer Document.

Acceptance of a completed Entitlement and Acceptance Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Shares accepted by the Company. The Entitlement and Acceptance Form does not need to be signed to be a binding acceptance of New Shares.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

1.7 No rights trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the Offer to any other party. If you do not take up your entitlement to New Shares under the Offer by the Closing Date, the Offer to you will lapse.

Any New Shares not taken up by an Eligible Shareholder by the Closing Date will form part of the shortfall and will be dealt with under the Shortfall Offer. See Section 1.8 for further details of the Shortfall Offer

1.8 Shortfall Offer

The Offer is not underwritten.

Any New Shares not accepted by Eligible Shareholders under their entitlement and any New Shares that would have been offered to Ineligible Shareholders, had the Company made the offer available to Ineligible Shareholders will form part the Shortfall Shares.

The offer to issue Shortfall Shares (**Shortfall Offer**) is a separate offer under this Offer Document and may remain open after the Closing Date. The issue price of the Shortfall Shares will be 0.5 cents (\$0.005) each, being the same price as the New Shares being offered under the Offer. The Shortfall Shares will have the same rights as the New Shares (refer to Section 1.13).

The Directors reserve the right to issue Shortfall Shares pursuant to applications under the Shortfall Offer, subject to any restrictions imposed by the Corporations Act and the Listing Rules.

As an Eligible Shareholder, you may simultaneously apply for Shortfall Shares at the same time as applying for your entitlement to New Shares under the Offer, by specifying the number of Shortfall Shares for which you wish to apply on the Entitlement and Acceptance Form in accordance with the instructions on that form. You must also provide Application Monies to cover the issue price for all of the Shortfall Shares for which you are applying.

Sub-section 708AA(13)(a) of the Corporations Act, as modified by ASIC Class Order [CO 08/35], permits the Company to offer the Shortfall Shares to Eligible Shareholders who participated in the Offer no later than two months after the first offer is made under the Offer. Any potential Shortfall Shares are being offered to Eligible Shareholders at the same time as the Offer, under this Offer Document.

Shortfall Shares will only be issued under the Shortfall Offer if the Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions. If the Company receives applications for Shortfall Shares under the Shortfall Offer that would result in the Offer being oversubscribed then the Company will scale back applications for Shortfall Shares on a pro rata basis. Accordingly, there is no guarantee that you will receive the Shortfall Shares you apply for.

If the scale back results in fractions of Shortfall Shares, any such fractions will be rounded up to the nearest whole Share. The Directors reserve the right to allot to an Applicant for Shortfall Shares a lesser number of Shortfall Shares than the number for which the Applicant applies, or to reject an application, or to not proceed with placing

1.9 Opening and Closing Dates

The Offer opens on the Opening Date. The Company will accept Entitlement and Acceptance Forms until 5:00 pm WST on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rule.

Please note that payment made by BPAY® must be received by no later than 5:00pm (WST) on the Closing Date. It is the responsibility of all Eligible Shareholders to ensure that their BPAY® payments are received by the Company before 5:00pm (WST) on the Closing Date.

The Directors may at any time decide to withdraw this Offer Document and the Offer in which case the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

1.10 Issue and Despatch

The expected dates for issue of New Shares offered by this Offer Document and dispatch of holding statements is expected to occur on the dates specified in the indicative timetable in Section 1.3.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

All Application Monies will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Offer Document until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued. The Company will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim any such interest.

1.11 ASX listing

On the same date as lodging this Offer Document with ASX, the Company has applied to ASX for the New Shares to be admitted to official quotation. If granted, quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to Applicants.

If the ASX does not grant quotation to the New Shares within three months after the date of this Offer Document (or such period as varied by ASIC), the Company will not issue any New Shares and will refund, as soon as practicable, without interest, all Application Monies received pursuant to the Offer.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

1.12 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASX Settlement Pty Ltd (a wholly owned subsidiary of ASX) operates CHESS in accordance with the Listing Rules and ASXS Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

If you are registered in the Issuer Sponsored subregister, your statement will be despatched by Advanced Share Registry Services and will contain the number of New Shares issued to you under this Offer Document and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their holding changes. Shareholders may request a statement at any other time, however there may be a charge associated with the provision of this service.

1.13 Rights and liabilities attaching to Shares

The New Shares offered under this Offer Document will rank equally in respect of dividends and have the same rights in all other respects (e.g. voting, bonus issues) as existing Shares.

Full details of the rights and liabilities attaching to New Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

1.14 Overseas Shareholders

This Offer Document and accompanying Entitlement and Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

The Company is of the view that it is unreasonable to make the Offer to Shareholders with a registered address outside Australia and New Zealand because of the small number of Ineligible Shareholders and the number and value of New Shares that would be offered to Ineligible Shareholders. The consequent cost of complying with applicable regulations in their jurisdictions and the administrative burden that would be placed on the Company result in the Company's view that making the Offer available to Ineligible Shareholders is unreasonable.

No action has been taken to comply with legal and regulatory requirements of jurisdictions outside Australia and New Zealand to permit an offer of New Shares in any jurisdiction outside Australia and New Zealand.

Save as the Directors may otherwise determine, this Offer Document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia and New Zealand.

1.15 Custodians and nominees

Custodians and nominees may only distribute this Offer Document to, and submit Applications on behalf of, beneficial shareholders who have a registered address in Australia or New Zealand, unless otherwise agreed with the Company.

1.16 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document

1.17 Risk factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed in Section 3.

1.18 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company, which has been notified to ASX, and does not include all the information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for New Shares under the Offer. Investors should therefore have regard to the other publically available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company are available on the ASX website www.asx.com.au (using the ticker EXM).

Additionally, the Company is required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to ASX and published on the ASX website.

This Offer Document (including the Entitlement and Acceptance Form) and the contracts that arise from the acceptance of the Applications are governed by the laws applicable in Western Australia and each applicant submits to the non-exclusive jurisdiction of the courts of Western Australia.

1.19 Cleansing Statement

The Company has lodged with ASX a Cleansing Statement. The Cleansing Statement may be reviewed on the ASX website.

1.20 Enquiries concerning Offer Document

If you have any questions in relation to this Offer Document should be directed to the Company Secretary, Roland Berzins, by telephone on +61 (08) 9429 2900.

If you have any questions on the Entitlement and Acceptance Form, please contact Advanced Share Registry Services, by telephone on +61 (08) 9389 8033.

2. ACTION REQUIRED BY SHAREHOLDERS

2.1 Acceptance of your full entitlement

If you wish to accept your Entitlement to New Shares in full, you should:

complete the accompanying Entitlement and Acceptance Form in accordance with the instructions referred to in this Offer Document and on the Entitlement and Acceptance Form; and

submit your acceptance either electronically by BPAY® or together with a cheque by mail or hand delivery to reach the Company's share registry prior to the Closing Date.

Please read the instructions carefully. Refer to Sections 2.5 and 2.6 for further details regarding payment.

2.2 Acceptance of part of your entitlement

Should you wish to only accept part of your Entitlement, you should:

complete the accompanying Entitlement and Acceptance Form in accordance with the instructions referred to in this Offer Document and on the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of New Shares you wish to accept and the Application Monies (calculated at \$0.005 per New Share accepted); and

submit your acceptance either electronically by BPAY® or together with a cheque by mail or hand delivery to reach the Company's share registry prior to the Closing Date.

Please read the instructions carefully. Refer to Sections 2.50 and 2.6 for further details regarding payment.

2.3 Application for Shortfall Shares

If you wish to accept all of your Entitlement and apply for Shares in excess of your entitlement under the Offer by applying for Shortfall Shares under the Shortfall Offer, you should:

- a) complete the accompanying Entitlement and Acceptance Form in accordance with the instructions referred to in this Offer Document and on the Entitlement and Acceptance Form, by specifying the number of New Shares you wish to accept plus the number of Shortfall Shares you wish to subscribe for (being more than your Entitlement as specified on the Entitlement and Acceptance Form; and
- b) submit your acceptance either electronically by BPAY® or together with a cheque by mail or hand delivery to reach the Company's share registry prior to the Closing Date

Any Shares applied for in excess of your entitlement will be applied for under the Shortfall Offer and will be issued on a priority basis to Eligible Shareholders (excluding related parties of the Company, except for the Directors or their nominees if authorised by non-associated Shareholders at the proposed general meeting) at the complete discretion of the Directors. Refer to 1.8 for further details. Refer to Sections 2.5 and 2.6 for further details regarding payment.

2.4 Do nothing

You may do nothing, in which case you will have no right to subscribe for New Shares and no New Shares will be issued to you. However, if you are an Eligible Shareholder and you do nothing, then New Shares representing your Entitlement may be sold to an Eligible Shareholder who applies for Shortfall Shares or other third parties procured by the Directors in exercising their discretion in placing any Shortfall Shares.

You should also note that, if you do not take up your Entitlement, then although you will continue to own the same number of Shares, your percentage shareholding in the Company will decrease.

2.5 Payment by cheque/bank draft/money order

Completed Entitlement and Acceptance Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed “Not Negotiable” and made payable to “Excalibur Mining Corporation Limited”.

Your completed Entitlement and Acceptance Form and cheque, bank draft or money order must reach the Company’s share registry, at one of the addresses detailed below, no later than 5:00pm WST on the Closing Date.

By delivery	By Post
Excalibur Mining Corporation Limited C/- Advanced Share Registry Services 110 Stirling Hwy NEDLANDS WA 6009	Excalibur Mining Corporation Limited C/- Advanced Share Registry Services P O Box 1156 NEDLANDS WA 6909

2.6 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY® you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00pm WST on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any Application Monies received for more than your entitlement allocation of Shares (only where the amount is \$2.00 or greater) will be refunded. No interest will be paid on any Application Monies received or refunded.

2.7 Binding effect of Entitlement and Acceptance Form

Returning a completed Entitlement and Acceptance Form or paying any Application Monies by BPAY® constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Document and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors’ decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

You will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- a) you have received a copy of this Offer Document and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- b) you are an Eligible Shareholder and are not in the United States (including nominees or custodians acting for the account or benefit of a person in the United States) and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Offer, other than if you are or are acting for an investor who purchases the New Shares in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws;
- c) the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside of Australia; and
- d) you have not and will not send any materials relating to the Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States unless such person is an investor who purchases the New Shares in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

3. RISK FACTORS

3.1 Introduction

The New Shares offered under this Offer Document should be considered speculative. The Directors strongly recommend Eligible Shareholders examine the contents of this Offer Document and consult their professional advisers before deciding whether to apply for the New Shares pursuant to this Offer. In addition, Eligible Shareholders should be aware that there are risks associated with investment in the Company. There are certain general risks and certain specific risks which relate directly to the Company's business and are largely beyond the control of the Company and its Directors because of the nature of the business of the Company.

The summary of risk factors described below ought not to be taken as exhaustive of the risks faced by the Company or by Eligible Shareholders. The risk factors described below, and others not specifically referred to below, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Offer Document. The New Shares to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

3.2 Risks associated with the Proposed Transaction

There are risks associated with the Proposed Transaction. The Board anticipates various key risks arising from the Proposed Transaction, including (but not limited to) the risks detailed in this Section 0.

Re-Compliance Risk

The Proposed Transaction constitutes a significant change in the nature and scale of the Company's activities and should the Company proceed to complete the Proposed Transaction, the Company will be required to re-comply with Chapters 1 and 2 of the Listing Rules as if it were seeking admission to the official list of ASX.

While the Company will invest considerable time and effort to ensure that the Company re-complies with Chapters 1 and 2 of the Listing Rules, neither the Directors nor the Company nor any other person associated with them can guarantee such an outcome. There is a risk that the Company is unable to re-comply with Chapters 1 and 2 of the Listing Rules. Should this occur, the Shares will not be able to be traded on ASX until such time as those requirements can be met, if at all.

Failure to complete the Proposed Transaction

There is a risk that the Company does not or is unable to complete the Proposed Transaction in a timely manner or at all for reasons which may include:

- a) the Company not being satisfied with the results of its due diligence enquiries (see above for further details);
- b) the Company and the other parties not being able to agree on the formal documentation;
- c) a party defaulting on a covenant, warranty or undertaking under the formal documentation; or
- d) if the Company undertakes a simultaneous equity capital raising, the Company not being able to raise sufficient funds to enable it to complete the Proposed Transaction.

If the Proposed Transaction is not successful, and shareholders approve the disposal of the Company's assets at the proposed general meeting of shareholders there will be no material assets left in the Company. The Company will then have a limited period (approximately 6 months) in which to find and substantially complete another transaction. If it fails to find another commercial venture it will then risk suspension from trading on the ASX.

3.3 Risks specific to the Company if the Company completes the Proposed Transaction

Given that the Company has not yet undertaken substantial due diligence in respect to the Proposed Transaction, the Company is not yet aware of potential risk factors which may be ascertained from such due diligence. However, the Board anticipates various key risks arising if the Proposed Transaction is successful, including (but not limited to) the risks detailed in this Section 0.

Risks relating to the Company's business and industry

If the Company fails to retain existing customers of the Dropmysite platform or fails to add new customers, or if customers decrease their level of engagement with the technology, the Company's revenue, financial results and business may be significantly harmed.

The size of Dropmysite's customer base's level of engagement is critical to the success (or otherwise) of the Company. Dropmysite's financial performance will be significantly determined by whether they can add, retain and engage customers.

The Company may not be able to add or retain customers after completion of the Proposed Transaction and the Company's financial position and financial performance may suffer from a failure to do so.

If customers and potential customers do not perceive Dropmysite's products to be useful, reliable and trustworthy, the Company may not be able to attract or retain customers or otherwise maintain or increase the frequency and duration of their engagement.

There is no guarantee that Dropmysite will not experience an erosion of their customer base and/or their customer engagement levels.

Any number of factors could potentially negatively affect customer retention, growth and engagement, including, without limitation:

- (i) customers engaging with competing products;
- (ii) failure to introduce new and/or improved products and services, or if new and/or improved products and services are not favourably received;
- (iii) changes in clients' and users' sentiment about the quality or usefulness of Dropmysite's products and/or concerns related to privacy and data sharing, safety, security or other factors;
- (iv) failure to manage and prioritise information to ensure users are presented with content that is useful and relevant to them;

- (v) adverse changes in Dropmysite's products that are mandated by legislation, regulatory authorities, or litigation, including settlements or consent decrees;
- (vi) technical or other problems which prevent Dropmysite from delivering their products in a rapid and reliable manner, which adversely affect the customer experience;
- (vii) the adoption of policies or procedures by Dropmysite related to areas such as data sharing and/or user data that are perceived negatively by customers;
- (viii) failure to provide adequate customer service to customers; and
- (ix) Dropmysite or other companies in the same industry are the subject of adverse media reports or other negative publicity.

Should such risks or uncertainties materialise then the Company's financial position, financial performance and/or achievements may be adversely affected.

Intellectual Property

Dropmysite's prospects of success depend in part, on exploitation of its interests in intellectual property, maintaining trade secrets and operating without infringing the intellectual property rights of third parties. Dropmysite may therefore rely on a combination of confidentiality, license agreements, domain name, trade secret, copyright and patent laws to protect its brand and other intellectual property rights.

Although the Company will implement all reasonable endeavours to protect its interests in intellectual property, there can be no assurance that these measures have been, or will be, sufficient. Intellectual property rights claims from third parties may also adversely affect the operations of Dropmysite.

Competition and new technologies

The industries in which Dropmysite is involved are subject to increasing domestic and global competition which is fast-paced and fast-changing.

While the Company intends to undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company.

There is a risk that the Company will not be able to compete in the competitive industries in which it operates. Dropmysite will (and after completion of the Proposed Transaction, the Company will) be competing against a number of significant global IT companies and other entities for customers, customer growth, customer engagement, advertisements, commercial content and revenue.

In addition, the emergence of new competitors in the market, or technological developments providing an alternative to Dropmysite's products and services, could adversely impact Dropmysite's market share and the Company's financial position and financial performance. Existing and new providers of products and services may expand their market share and revenue, which could also impact adversely on the Company's financial position and financial performance.

Legal environment

The legal system in the markets in which the Company, or Dropmysite operates and/or intend to operate, may be less developed than in Australia and this could result in the following risks:

- (i) political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation or in an ownership dispute;
- (ii) a higher degree of discretion held by various government officials or agencies;
- (iii) the lack of political or administrative guidance on implementing applicable rules and regulations, particularly in relation to intellectual property rights and taxation;
- (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or
- (v) relative inexperience of the judiciary and court in matters affecting the Company and Dropmysite.

Risks relating to operating in other jurisdictions

Possible sovereign risks include, without limitation, changes in legislation, a shift in political attitude, changes in economic and social conditions, political instability, the imposition of operating restrictions, government participation, changes to taxation rates and/or concessions, working conditions, rates of exchange, exchange control, licensing, duties or imposts, repatriation of income or return of capital and changes in the ability to enforce legal rights.

The Company and Dropmysite's activities are subject to all applicable local laws, regulations and to the relevant conditions applying in each jurisdiction in which the Company and Dropmysite operate or intend to operate. Failure to comply with these conditions may cause the Company and Dropmysite to suffer significant damage through loss of opportunity and/or the imposition of penalties and fines.

Changes in government and/or statutory changes in jurisdictions in which the Company and Dropmysite operate, or intend to operate, may affect the Company and Dropmysite's business and operations.

Any of these factors may, in the future, adversely affect the financial performance and financial position of the Company and the market price of its Shares and the value of its securities.

International operations are subject to a number of further risks, including:

- (i) potential difficulties in enforcing agreements and collecting receivables through foreign local systems;
- (ii) potential difficulties in protecting intellectual property;
- (iii) increases in operating costs; and
- (iv) restrictive governmental actions.

Any of these factors could materially and adversely affect the Company's business results of operations and financial condition.

Market acceptance

The global marketplace for most products and services is ever changing due to new technologies, new products, changes in preferences, changes in regulation and other factors influencing market acceptance or market rejection. This market volatility and risk exists despite the best endeavours of market research, promotion and licensing campaigns.

Accordingly, there is a risk that the Company may not be able to commercialise its business (including Dropmysite's businesses, after completion of the Proposed Transaction), which could adversely impact the Company's operations, financial position and financial performance.

3.4 General Risks

General economic conditions

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- a) general economic outlook;
- b) interest rates and inflation rates;
- c) currency fluctuations;
- d) changes in investor sentiment toward particular market sectors;
- e) the demand for, and supply of, capital; and
- f) terrorism or other hostilities.

Market risk and interest rate volatility

From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or floating. A change in interest rates would be expected to result in a change in the interest cost to the Company and, hence, may affect its profit.

Share market

There are general risks associated with any investment and the share market. The price of the Company's securities on the ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance. These factors may include movements on international stock markets, interest rates and exchange rates, together with domestic and international economic conditions, inflation rates, investor perceptions, changes in government policy, commodity supply and demand, government taxation and royalties, war, global hostilities and acts of terrorism.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Liquidity risk

There is no guarantee that there will be an ongoing liquid market for the Shares. Accordingly, there is a risk that, should the market for the Shares become illiquid, the Shareholders will be unable to realise their investment in the Company.

3.5 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Offer Document. Therefore, the New Shares to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Offer Document.

4. DEFINED TERMS

\$ means Australian dollars.

Applicant refers to a person who submits an Entitlement and Acceptance Form and

Application refers to the submission of an Entitlement and Acceptance Form.

Application Monies means application monies for New Shares received by the Company from an Applicant.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASXS means ASX Settlement Pty Ltd ACN 008 504 532.

ASXS Operating Rules means the operating rules of ASXS, except to the extent of any relief given by ASXS.

Board means the Board of Directors.

CHESS means ASX Clearing House Electronic Subregistry System.

Cleansing Statement means the notice lodged by the Company with ASX in accordance with section 708AA(2)(f) of the Corporations Act in respect of the Offer.

Closing Date means 5:00pm (WST) on 25th February 2016 unless extended in accordance with the Listing Rules.

Company means Excalibur Mining Corporation Limited ACN 008 021 118

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Eligible Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is in Australia or New Zealand.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

Group means the Company and its related bodies corporate.

Ineligible Shareholder means a Shareholder other than an Eligible Shareholder.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the official Listing Rules of the ASX.

MoU has the meaning given to that term in Section 1.2.

New Share means a new Share proposed to be issued pursuant to the Offer.

Offer has the meaning given to that term in Section 1.1.

Offer Document means this offer document dated 2nd February 2016.

Opening Date means 12th February 2016.

Option means an option to acquire a Share.

Proposed Transaction has the meaning given to that term in Section 1.2.

Record Date means 5:00pm (WST) 9th February 2015.

Section means a section of this Offer Document.

Share means an ordinary fully paid share in the capital of the Company.

Shareholder means a registered holder of Shares.

Shortfall Offer has the meaning given to that term in Section 1.8.

Shortfall Shares means those New Shares under the Offer not applied for by Eligible Shareholders under their entitlement, together with those New Shares to which any Ineligible Shareholders would otherwise have been entitled under the Offer.

SPV has the meaning given to that term in Section 1.2.

Dropmysite has the meaning given to that term in Section 1.2.

WST means Australian Western Standard Time.

Excalibur Mining Corporation Limited

ACN 008 021 118

ENTITLEMENT AND ACCEPTANCE FORM

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

REGISTERED OFFICE: Suite 2, 16 Ord Street West Perth WA 6005

SHARE REGISTRY: Advanced Share Registry Ltd, 110 Stirling Highway Nedlands WA 6009

Non-renounceable entitlement issue of approximately 120,000,000 SHARES at an issue price of \$A0.005 per SHARE on the basis of 1SHARE for every 2 share held at 9th February 2016 offer closing 5.00 pm WST on 25th February 2016

To the Directors

Excalibur Mining Corporation Limited

I/We the above mentioned, being registered on Tuesday 9th February 2016, as the holder(s) of ordinary shares in your Company hereby accept the below mentioned securities in accordance with the enclosed Offer Document;

I/We enclose my/our cheque made payable to Excalibur Mining Corporation for the amount shown being payment at the rate of A\$0.005 per New SHARE in accordance with the Offer Document.

I/We hereby authorise you to place my/our name(s) on the registers of shareholders in respect of the number of New SHARES issued to me/us and;

I/We agree to be bound by the Constitution of the Company.

RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE NEW SHARES BEING OFFERED

Receipt of this form by 5.00pm (WST) on 25th February 2016 with your payment utilising the payment options detailed on the reverse will constitute acceptance in accordance with the terms and conditions of the Entitlement Offer Booklet dated 2nd February 2016.

94900007606

SHAREHOLDER

NAME: _____

ADDRESS: _____

Sub-Register	ISSUER
HIN / SRN	
Number of Shares held as at Record Date, 5.00pm(WST) 9 th February 2016	
Entitlement to New Shares on 1 for 2 basis	
Amount payable on full acceptance at A\$0.005 per New Shares	

ENTITLEMENT UNDER THE ENTITLEMENT OFFER

Under the terms of the Entitlement Offer, you have a pro-rata entitlement (**Entitlement**) to subscribe for New Shares at \$0.005 per New Share. The table above sets out your Entitlement. You may elect to subscribe for some or all of your Entitlement. Please follow the instructions on the reverse.

APPLICATION FOR ADDITIONAL NEW SHARES UNDER THE TOP UP FACILITY

If you take up your Entitlement in full, you may apply for additional New Shares out of the shortfall (if any). Please follow the instructions on the reverse.

PLEASE COMPLETE BELOW (using block letters)

A	B	C
Number of New Shares accepted (being not more than your Entitlement shown above)	Number of additional New Shares applied for under the Top Up Facility	Total number of New Shares applied for (add Boxes A, and B)

A\$

PAYMENT

Amount enclosed, being application money of \$0.005 per New Share applied for in **Box C** (multiply **Box C** X \$0.005)

METHOD OF ACCEPTANCE


You can apply for SHARES and make your payment utilising one of the payment options detailed overleaf, however please indicate which payment option you have chosen by marking the relevant box below.

☐

Cheque/bank draft/money order

☐

BPAY

PLEASE ENTER CHEQUE DETAILS THANK YOU	Drawer	Bank	Branch	Amount
 Biller Code Ref No:		You can pay by BPAY. If you choose to pay by BPAY, you do not need to return this form. Please refer overleaf for details.		

My/Our contact numbers in the case of enquiry are:

Telephone : ()

Fax : ()

Email :

NOTE : Cheques should be made payable to Excalibur Mining Corporation Limited crossed NOT NEGOTIABLE and forwarded to Advanced Share Registry Services, Unit 2, 110 Stirling Highway, Nedlands, Western Australia, 6009 for no later than 5.00 pm WST on Thursday 25th February 2016.

Complete this panel and sign below only if a change of address is to be registered with the Company	
New Address : _____	
Signature(s) : _____	Date : _____
Please indicate correct title: Director / Secretary / _____	

ISSUE CLOSES 5.00 PM WST ON THURSDAY 25th FEBRUARY 2016 THE DIRECTORS RESERVE THE RIGHT TO MAKE AMENDMENTS TO THIS FORM WHERE APPROPRIATE

PLEASE REFER OVERLEAF FOR INSTRUCTIONS

EXPLANATION OF ENTITLEMENT

The front of this form sets out the number of New SHARES which you are entitled to accept.

Your entitlement may be accepted either in full or in part. There is no minimum acceptance.

You may not apply for New SHARES in excess of your maximum entitlement, but may apply for additional SHARES under the shortfall.

The price payable on acceptance of each New SHARES is A\$0.005

You may accept your entitlement in full by completing the Entitlement and Acceptance Form overleaf.

APPLICATION INSTRUCTIONS

Payment Details

You can apply for SHARES by utilising the payment options detailed below. There is no requirement to return this Form if you are paying by BPAY.

By making your payment by BPAY or by cheque, bank draft or money order, you confirm that you: agree to all of the terms and conditions of the Rights Entitlement offer as enclosed with this form;

Your cheque, bank draft or money order payable to Excalibur Mining Corporation Limited in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Entitlement and Acceptance Application. Cash will not be accepted. A receipt for payment will not be forwarded.

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding this form.

Lodgement of Application

If you are applying for SHARES and your payment is being made by BPAY, you do not need to return this form however you are encouraged to return the form to the registry for reconciliation purposes – in that case you can post the form to the registry or send it by facsimile to (61) (08) 9389 7871. Your payment must be received by no later than 5.00pm WST on Thursday 25th February 2016. Applicants should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment, and should therefore take this into consideration when making payment. 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, your Application must be received by Advanced Share Registry Ltd (ASR) by no later than 5.00pm WST on Thursday 25th February 2016. You should allow sufficient time for this to occur. Return your Application with cheque, bank draft or money order attached.

Neither Advanced Share Registry Ltd (ASR) nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by ASR, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by ASR, or you would like to correct information that is inaccurate, incorrect or out of date, please contact ASR. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting ASR. You can contact ASR using the details provided on the front of this form.

If you have any enquiries concerning this form or your entitlement, please contact ASR on 08 9389 8033. CHESS holders must contact their Controlling Participant to notify a change of address

By Mail
Excalibur Mining Corporation Limited
C/- Advanced Share Registry Ltd
PO Box 1156, Nedlands WA 6909

By Delivery
110 Stirling Hwy
Nedlands
Western Australia 6009