



13 May 2016

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**Thundelarra Limited**  
**ABN** 74 950 465 654  
**ACN** 085 782 994  
**ASX** THX



Dear Shareholder

## SHARE PURCHASE PLAN

As your Chairman, I believe this is a highly appropriate time to reinforce to you the confidence that I have in your Company, in our exploration, administrative and management teams, and most importantly in the very real potential for discovery at our projects. I firmly believe that this is most definitely *not* a time to be considering exiting Thundelarra. We have plenty happening and plenty planned for 2016.

Since founding Thundelarra and listing it in March 2001 with a register of supportive shareholders, we have enjoyed a number of successes together. The phenomenal grades at Thunderball when the uranium sector was booming; the initial Red Bore drill hits just after the DeGrussa discovery when copper was flying high; the spin-off and sale of UMC when iron ore was the market's darling. Each event delivered an opportunity for Shareholders to take considerable profits and I hope that at least some of you did exactly that.

The five years since have seen an extended period of depressed market conditions. Many shareholders will have moved on, either as a conscious investment decision or under pressure from adverse circumstances. Investors in junior exploration companies *want them to explore*, not just sit on their cash. And that is what Thundelarra continues to do. Of 742 ASX-listed resource companies (including energy companies), 408 – that's 55%! – had less than A\$1 million cash at 31 March 2016. For the last 16 quarters Thundelarra has explored actively, putting almost \$12 million into the ground, exploring over 18 prospects within 7 project areas. This is consistently 66% of our total expenditure. And that is what we will continue to do – you can be sure that two out of every three dollars you invest in your Company will go into the ground to find that discovery that could change all our fortunes.

My wife and I are substantial shareholders of Thundelarra and have and will continue to give it our utmost support as our belief remains strong that based on results to date, we are close to outstanding success.

Let me explain why I say that.

### ***Red Bore: Copper-Gold Project, Doolgunna, WA***

We only recommenced serious exploration here in April 2014. We found primary copper mineralisation just 30m below surface at Gossan: 7m at 28% copper and 30 grams per tonne silver fired up market interest. Systematic exploration, together with continual re-interpretation of all existing data, has led us to identify a target at 500 metres plus below surface. Detailed petrography and geochemical analysis on drill core confirms the presence of a Volcanic-Hosted Massive Sulphide ("VHMS") setting with the potential for a Copper discovery of some magnitude that I believe has every chance of replicating the DeGrussa and Monty style of deposit.

This target is the result of prudent and focused exploration expenditure over the past two years. It is our intention to drill this deep target within the June 2016 quarter. The target is a prize well worth pursuing as the global demand for copper and gold is strong and will remain so for many years hence.

I am very excited about the potential that this target represents but I do want to stress that we will continue to approach our exploration in a systematic and well thought out manner. Sandfire's Monty discovery has clearly demonstrated that this is the key to success.

### ***Gold, Murchison, WA***

The Murchison field around the Meekatharra area has been a prolific producer of gold and is currently home to two gold mining operations – Doray's Andy Well Mine and Metals X's Bluebird plant.

Thundelarra controls a large area prospective for gold in the greenstone belt at Garden Gully, about 15 kms north of Meekatharra. Soil sampling and ground geophysics have been completed and as soon as statutory approvals are processed, drilling of identified targets will commence.

I hold high hopes for a positive outcome from this exciting gold province which has the potential to put your Company amongst the ranks of the new gold producers of this State.

### ***Our Other Projects Have Merit Too***

Zinc at **Sophie Downs** in WA's Kimberley region: results include 13m @ 4.6% Zn and 12m @ 4.0% Zn.

Nickel in the East Kimberley: we hold 20% free carried in **Keller Creek**, which is showing every indication of hosting the massive nickel sulphide extensions that will provide the future ore feed for Panoramic's Savannah Nickel Mine. To date little if any value for this has been factored into Thundelarra's share price.

Copper, uranium and graphite at **Allamber** in the NT: people seem to forget we have intersections like 8m at 2.7% Cu, including 5m at 4.2% Cu. Perhaps the impact is lost when compared to the stellar grades at Red Bore, but in any other junior explorer such results would generate major market interest.

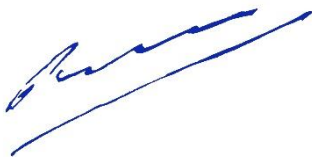
Thundelarra continues to explore actively. In 2015 we spent just on \$3.9 million: 70% (\$2.7 million) went into the ground. Analysis over the years has shown that few, if any, active explorers can maintain effective performance with administrative costs running at much under about \$1 million per annum. As an explorer, Thundelarra remains focused on ensuring that ***at least two thirds of all expenditure goes into the ground.***

I would like to reinforce to Shareholders that Thundelarra is a trim but taut exploration company using all known and new technology searching for significant company-changing discoveries.

I urge you to give us your ongoing support by participating in this Share Purchase Plan, which permits us to offer you shares at a generous discount to the recent market price. I appreciate your long-standing support and am determined that you be given this opportunity to participate in this very exciting time as we chase the glittering prize I believe may be sitting at Red Bore.

It is also important for you to know that all your Directors and your CEO intend to participate in this Share Purchase Plan offer to the full extent of their entitlements. How better to reinforce our strong belief in Thundelarra's future?

Yours faithfully  
Thundelarra Limited



Philip Crabb  
Chairman



# THUNDELARRA

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13 May 2016

Dear Shareholder

**Thundelarra Limited**  
**ABN** 74 950 465 654  
**ACN** 085 782 994  
**ASX** THX



## SHARE PURCHASE PLAN – OFFER DOCUMENT

On behalf of the Board of Thundelarra Limited ACN 085 782 994 (**Company**), I am pleased to offer eligible shareholders the opportunity to participate in the Company’s Share Purchase Plan (**Plan**), by subscribing for up to \$15,000 worth of fully paid ordinary shares in the Company (**Shares**) (subject to any pro-rata scale back) without having to pay brokerage or other transaction costs, and subject to the enclosed terms and conditions (**Offer**).

The Company is seeking to raise up to \$5,059,735 which will be used to continue aggressive exploration at our flagship Red Bore copper-gold-silver project. Drill testing the exciting deep VHMS targets for new mineralisation is a priority. The balance of the funds will be used to test drill targets identified from recent geophysical surveys at our Garden Gully, Paynes Find and Mooloogool gold projects, to pay the costs of the capital raising and general working capital requirements.

The Offer is made without a prospectus or other disclosure document under the *Corporations Act 2001* (Cth) (**Corporations Act**) in reliance on Australian Securities and Investments Commission Class Order [CO 09/425] (**Class Order**).

The key terms of the Offer are set out in the table below, however this is only a summary so please read the full terms and conditions of the Offer (**Terms and Conditions**) enclosed carefully as if you accept the Offer, you will be bound by them:

<p><b>Offer to Eligible Shareholders only</b></p>	<p>The Offer is only made to Eligible Shareholders, which means you were required to be registered as a holder of Shares:</p> <ul style="list-style-type: none"> <li>• as at 5.00pm (Perth time) on 9 May 2016 (<b>Record Date</b>); and</li> <li>• whose registered address is in Australia or New Zealand (provided that if your registered address is in New Zealand you must also hold Shares in the Company on the Offer opening date).</li> </ul> <p>The Offer is also made to Eligible Shareholders who are “custodians” as defined in the Class Order to participate in the Offer on behalf of certain eligible beneficiaries, subject to the Terms and Conditions.</p>
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<b>Participation is optional, but not transferable</b>	Participation in the Offer is optional. However, you cannot transfer your rights to purchase Shares under the Offer to anyone else.
<b>Issue price</b>	The issue price is \$0.05 per Share ( <b>Issue Price</b> ), which represents a discount of: <ul style="list-style-type: none"> <li>• 18% to the closing price of \$0.061 per Share on ASX on the Record Date (being the last trading day prior to announcement of the Offer); and</li> <li>• 19.6% to the five day volume weighted average price of Shares sold on ASX of \$0.062 over the last five days on which sales in the Shares were recorded before the Offer was announced.</li> </ul>
<b>Minimum/maximum parcels of Shares</b>	You may apply for Shares in parcels with a dollar value of \$1,000, \$2,000, \$3,000, \$4,000, \$5,000, \$6,000, \$7,000, \$8,000, \$9,000, \$10,000, \$11,000, \$12,000, \$13,000, \$14,000 or \$15,000.
<b>Scale back</b>	If the Company receives applications in excess of the maximum amount to be raised as determined by the Board (which will not exceed \$5,059,735), the Company reserves the right to scale back applications. Therefore, you may receive less than the parcel of Shares that you apply for. If this happens, excess funds will be refunded to you without interest.
<b>Opening and Closing Dates</b>	The Offer will open at 9.00am (Perth time) on 13 May 2016 and will remain open until 4.00pm (Perth time) on 14 June 2016 (unless extended) ( <b>Closing Date</b> ).
<b>How to apply for Shares</b>	To apply for Shares under the Offer you can either: <ul style="list-style-type: none"> <li>• <b>Pay by BPay®:</b> Make payment by BPay® in accordance with the instructions on the Application Form. Eligible Shareholders based outside Australia cannot use BPay® unless they have an Australian bank account.</li> <li>• <b>Pay by cheque, bank draft or money order:</b> Complete and return the enclosed personalised application form (<b>Application Form</b>), together with a cheque, bank draft or money order in accordance with the instructions on the Application Form.</li> </ul> <p>Application Forms must be received by the Company's share registry, or a payment made by BPay® must be received by the Company, by the Closing Date.</p>

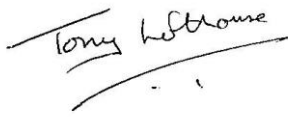
The Offer does not take into account the individual investment objectives, financial situation, tax position or particular needs of any Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult with your financial or other professional adviser. This document is not, nor is the Offer, a recommendation to purchase Shares.

You should be aware that the market price of Shares on ASX may rise and fall between the date of the Offer, and the date that the Shares are issued pursuant to the Offer. As a result, the number of Shares that you receive may be more or less than the number you might calculate using the market price of Shares on the date that they are issued. It also means that it is possible that up to or after the issue date of the Shares under the Offer, you may be able to buy Shares at a lower price than the Issue Price.

If you have any questions in relation to the Offer, please contact Frank DeMarte by telephone on 08 9389 6927 or email on [info@thundelarra.com](mailto:info@thundelarra.com), or consult your financial or other professional adviser.

Thank you for your continued support.

Yours faithfully  
Thundelarra Limited

A handwritten signature in black ink that reads "Tony Lofthouse". The signature is written in a cursive style and is underlined with a single horizontal line.

Tony Lofthouse  
Chief Executive Officer

# Thundelarra Limited

## Share Purchase Plan Terms and Conditions

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### 1 Offer

The Offer entitles Eligible Shareholders (as defined in section 2 below) to subscribe for a maximum of \$15,000 of Shares in accordance with, and subject to, the following Terms and Conditions (**Offer**).

The Offer is made without a prospectus or other disclosure document in reliance on Australian Securities and Investments Commission Class Order [CO 09/425] (**Class Order**).

All monetary amounts in these Terms and Conditions are expressed in Australian dollars, and all references to time are references to Perth, Western Australia time.

**Please read these Terms and Conditions carefully, as you will have agreed to be bound by them if you accept the Offer.**

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### 2 Eligibility

This Offer is made to you if you:

- (a) were a registered holder of Shares at 5.00pm (Perth time) on 9 May 2016 (**Record Date**); and
- (b) whose registered address, as recorded in the Company's register of members was either:
  - (i) Australia; or
  - (ii) New Zealand and you continue to hold Shares in the Company on the Opening Date,

(each an **Eligible Shareholder**).

Directors and employees of the Company may be Eligible Shareholders. Directors of the Company can participate in the Offer without shareholder approval on the same terms and conditions as all other Eligible Shareholders.

If you are an Eligible Shareholder, your right to subscribe for Shares under the Offer is personal to you and non-renounceable, which means that you cannot transfer your rights to another person.

Participation in the Offer by an Eligible Shareholder is optional. If you are in any doubt as to whether you should participate in the Offer, or how such participation will affect you (including taxation implications), you should contact your professional adviser. Neither the Company nor its Directors make any recommendation in relation to the Offer.

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### 3 Opening and closing dates

The Offer opens at 9.00am (Perth time) on 13 May 2016 (**Opening Date**).

The Offer closes at 4.00pm (Perth time) on 14 June 2016, unless extended (**Closing Date**).

The Company reserves the right to extend the Closing Date at any time by making an announcement to ASX.

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### 4 Issue price

The issue price for a Share under the Offer is \$0.05 (**Issue Price**). The Issue Price represents a discount of:

- 18% to the closing price of \$0.061 per Share on ASX on the Record Date (being the last trading day prior to announcement of the Offer); and
- 19.6% to the five day volume weighted average price of Shares sold on ASX of \$0.062 over the last five days on which sales in the Shares were recorded before the Offer was announced.

The Issue Price is fixed, regardless of any change in the market price of Shares during the Offer period. Before deciding whether to accept the Offer, you should refer to the current market price of Shares, which can be obtained from the Company's website at [www.thundelarra.com](http://www.thundelarra.com), the financial pages of major Australian metropolitan newspapers, or the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX Code: THX).

**PLEASE NOTE** that the market price of Shares may rise or fall between the date of this Offer and the date when the Shares are issued to you under the Offer. This means that the price you pay per Share under this Offer may be greater than or less than the price of Shares at the time the Shares are issued to

you pursuant to this Offer. As a result, the number of Shares that you receive may be more or less than the number you might calculate using the market price of Shares on the date that they are issued. It also means that it is possible that up to or after the issue date of the Shares under the Offer, you may be able to buy Shares at a lower price than the Issue Price. In deciding whether you want to participate in this Offer, and the extent to which you participate, you should seek your own personal financial and/or taxation advice referable to your own circumstances.

Your application for Shares will be unconditional and may not be withdrawn even if the market price of Shares has fallen.

No brokerage or other transaction costs will be payable by Eligible Shareholders for the issue of the Shares under the Offer.

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## 5 Applying for Shares under the Offer

If you are an Eligible Shareholder you can apply for Shares as follows:

Option	\$ value	No of Shares
1	1,000	20,000
2	2,000	40,000
3	3,000	60,000
4	4,000	80,000
4	5,000	100,000
6	6,000	120,000
7	7,000	140,000
8	8,000	160,000
9	9,000	180,000
10	10,000	200,000
11	11,000	220,000
12	12,000	240,000
13	13,000	260,000
14	14,000	280,000
15	15,000	300,000

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

You may not apply for more than \$15,000 worth of Shares in aggregate under the Offer, even though you may receive more than one Offer, or Offers in more than one capacity. This includes through joint holdings, multiple share accounts or any holding in which you have a beneficial interest.

If you want to apply for Shares under the Offer you should either:

- (a) **pay directly via BPay®** on the Internet or by telephone, using the details on the enclosed personalised application form (**Application Form**). **You must use the specific Biller Code and the unique reference number shown on your Application Form which is required to identify your holding.** Eligible Shareholders based outside Australia cannot apply using BPay® unless they have an Australian bank account. The Application Form does not need to be returned if paying via BPay®. You should be aware that your own financial institution may implement earlier cut-off times for electronic payments, and you should take this into consideration when making any electronic payment. It is your responsibility to ensure that the funds submitted through BPay® are received by the Company by the Closing Date.
- (b) **send the completed Application Form and a cheque, bank draft or money order** in Australian dollars and drawn on an Australian bank made payable to "Thundelarra Limited" to Computershare Investor Services Pty Ltd GPO Box 505 Melbourne Victoria 3001 Australia. The completed Application Form and cheque, bank draft or money order must be received by the Closing Date.

Please do not send cash. Receipts for payment will not be issued. Application money will not bear interest under any circumstances. The Company may reject applications received after the Closing Date. You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPay®.

If you do not wish to apply for Shares under the Offer, you do not need to take any action and the Offer will lapse on the Closing Date.

The effect of making an application, whether by you pay directly via BPay® or complete and return the Application Form, is set out in section 7.

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## 6 Participation by Custodians

If on the Record Date you are a custodian as defined in the Class Order (**Custodian**) and you hold Shares on behalf of one or more persons resident in Australia or New Zealand as at the Record Date (each an **Eligible Beneficiary**), you may apply for up to a maximum of \$15,000 worth of Shares for each Eligible Beneficiary, subject to providing a custodian certificate on application for Shares pursuant to the Offer certifying the following:

(a) either or both of the following:

- (i) that the Custodian holds Shares on behalf of one or more other persons (**Participating Beneficiaries**) that are not Custodians; and
- (ii) that another Custodian (**Downstream Custodian**) holds beneficial interests in Shares on behalf of one or more other persons (each a **Participating Beneficiary**), and the Custodian holds the Shares to which those beneficial interests relate on behalf of the Downstream Custodian or another Custodian,

on the Record Date and that each Participating Beneficiary has subsequently instructed the Custodian, or the Downstream Custodian (as the case may be) to apply for Shares on their behalf under the Offer;

(b) details of the number of Participating Beneficiaries and the name and address of each Participating Beneficiary;

(c) in respect of each Participating Beneficiary:

- (i) where paragraph 6(a)(i) applies - the number of Shares that the Custodian holds on their behalf

and the number or the dollar amount of Shares each Participating Beneficiary instructed the Custodian to apply for on their behalf; and

- (ii) where paragraph 6(a)(ii) applies - the number of Shares to which the beneficial interests relate and the number or the dollar amount of Shares each Participating Beneficiary instructed the Downstream Custodian to apply for on their behalf;

(d) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:

- (i) the Shares applied for by the Custodian on their behalf under the Offer with the instructions referred to in paragraph 6(c); and
- (ii) any other Shares issued to the Custodian in the 12 months before the application as a result of an instruction given by them to the Custodian or the Downstream Custodian to apply for Shares on their behalf under an arrangement similar to the Offer;

(e) that a copy of this Offer document was given to each Participating Beneficiary; and

(f) where paragraph 6(a)(ii) applies – the name and address of each Custodian who holds beneficial interests in the Shares held by the Custodian in relation to each Participating Beneficiary.

In providing a custodian certificate under this section 6, the Custodian may rely on information provided to it by the Participating Beneficiary and any Custodian who holds beneficial interests in the Shares held by the Custodian.

Custodians who wish to participate on behalf of one or more Eligible Beneficiaries should contact the Company's share registry, Computershare Investor Services Pty Ltd, to obtain further information on how to apply, and obtain the form of custodian certificate.



If you hold Shares as a trustee or nominee for another person, but you are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings set out in section 5 apply.

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## 7 Effect of making an application

If you pay directly via BPay® or complete and return the Application Form you:

- (a) represent and warrant that you are an Eligible Shareholder, that you have read and understood the Terms and Conditions, and that you subscribe for the Shares in accordance with these Terms and Conditions;
- (b) agree to be bound the Company's constitution;
- (c) acknowledge and agree that your application is irrevocable and unconditional (that is, that it cannot be withdrawn);
- (d) acknowledge that the market price of Shares may rise or fall between the date of this Offer and the date the Shares are issued to you under the Offer, and that the Issue Price you pay for the Shares may exceed the market price of the Shares on the date they are issued to you under the Offer;
- (e) represent and warrant that you will comply with all applicable foreign securities laws and acknowledge that failure to comply may result in violations of applicable securities laws;
- (f) certify, acknowledge and agree that if you are applying on your own behalf (and not as a Custodian) that the total of the application price for the following does not exceed \$15,000:
  - (i) the Shares the subject of the application;
  - (ii) any other Shares issued to you under the Offer or any similar arrangement in the 12-months before the application;
  - (iii) any other Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
  - (iv) any other Shares issued to a Custodian in the 12-months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer;
- (g) certify, acknowledge and agree that if you are a Custodian applying on behalf of an Eligible Beneficiary on whose behalf you hold Shares, that:
  - (i) you are a Custodian (as that term is defined in the Class Order);
  - (ii) you held Shares on behalf of an Eligible Beneficiary as at the Record Date who has instructed you to apply for Shares on their behalf under the Offer and that that Eligible Beneficiary has been given a copy of this document;
  - (iii) you are not applying for Shares on behalf of any Eligible Beneficiary with an application price of more than \$15,000 under the Offer; and
  - (iv) the information in the Custodian certificate submitted with your application form is true, correct and not misleading;
- (h) authorise the Company (and each of its officers and agents) to correct any error in your Application Form and to complete the Application Form by inserting any missing details;
  - (i) accept the risk associated with any refund that may be sent to you at your address as shown on the member register;
  - (j) are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured.

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## 8 Issue of and quotation Shares

The Shares issued under the Offer will be issued within 5 business days after the Closing Date. You will be issued a holding statement for the Shares issued to you under the Offer.

All Shares issued under the Offer will rank equally with existing fully paid ordinary shares issued in the capital of the Company.

The Company will apply to ASX for the quotation of the Shares issued under the Offer. It is anticipated that the Shares will be quoted on the ASX on the date that they are issued.

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## 9 Scale back

The Company may in its discretion scale back your application for Shares under the Offer to the extent and in the manner it sees fit. The Company will use its best endeavours to allocate Shares to applicants on a pro-rata basis. If there is a scale back, you may receive less than the parcel of Shares for which you have applied. If a scale back produces a fractional number of Shares when applied to your parcel, the number of Shares you will be issued will be rounded down to the nearest whole number of Shares.

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## 10 Dispute resolution

The Company may settle any difficulties, anomalies, or disputes which may arise in connection with the operation of the Plan and/or the Offer whether generally or in relation to any participant or any application for Shares in any manner it deems appropriate, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

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## 11 Variation, termination and waiver

The Company reserves the right at any time to:

- (a) amend or vary these Terms and Conditions;
- (b) withdraw the Offer or suspend or terminate the Plan;
- (c) not accept an application, not issue Shares or issue Shares to a value less than that applied for under the Offer by

an Eligible Shareholder (including a Custodian applying on behalf of its Participating Beneficiaries).

If the Company amends or varies the Terms and Conditions, withdraws, suspends or terminates the Offer it will advise ASX. The non-receipt of any such notice will not invalidate the amendment, variation, withdrawal, suspension or termination.

If the Offer is withdrawn or terminated, all of your application monies will be refunded to you. No interest will be paid on any money returned to you.

The Company reserves the right to waive strict compliance with any provision of these Terms and Conditions.

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## 12 Governing law

These Terms and Conditions are governed by the laws in force in Western Australia.



# THUNDELARRA

Thundelarra Limited  
ABN 74 950 465 654

## For all enquiries in relation to the Offer:

**Phone:**  
(within Australia) 08 9389 6927  
(outside Australia) +61 8 9389 6927

**Web:**  
info@thundelarra.com

THX  
MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

## Make your payment:



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

## Share Purchase Plan Application Form

**Your payment must be received by 4:00pm (Perth Time) on Tuesday, 14 June 2016**

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

Capitalised terms used in this Application Form have the meaning set out in the Share Purchase Plan Terms and Conditions that accompanied this Application Form. Please read these Terms and Conditions carefully, as you will have agreed to be bound by them if you accept the Offer.

The effect of making payment is set out in section 7 of the Terms and Conditions, including that you agree to be bound the Terms and Conditions and the Constitution of Thundelarra Limited, and that your application is irrevocable and unconditional (that is, it cannot be withdrawn). In addition, you certify that the total of the application price for the following does not exceed A\$15,000:

- the Shares the subject of the payment slip overleaf;
- any other Shares issued to you under the Offer or any similar arrangement in the 12-months before the application;
- any other Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
- any other Shares issued to a Custodian in the 12-months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer.

If you are a Custodian (as that term is defined in ASIC Class Order (CO 09/425)) you must submit a custodian certificate if you wish to participate on behalf of one or more Eligible Beneficiaries. If you need further information on how to determine if you are a Custodian, please refer to the Terms and Conditions. You should contact the Company's share registry, Computershare Investor Services Pty Ltd, to obtain further information on how to apply, and obtain the form of custodian certificate.

Thundelarra Limited may settle any difficulties, anomalies, or disputes which may arise in connection with the operation of the Plan and/or the Offer whether generally or in relation to any participant or any application for Shares in any manner it deems appropriate, and its decision shall be conclusive and binding on all participants and other persons to whom the determination relates.

Thundelarra Limited reserves the right at any time to amend or vary the Terms and Conditions; withdraw the Offer or suspend or terminate the Plan; not accept an application, not issue Shares or issue Shares to a value less than that applied for under the Offer by an Eligible Shareholder (including a Custodian applying on behalf of its Participating Beneficiaries). If Thundelarra Limited amends or varies the Terms and Conditions, withdraws, suspends or terminates the Offer it will advise ASX. The non-receipt of any such notice will not invalidate the amendment, variation, withdrawal, suspension or termination. If the Offer is withdrawn or terminated, all of your application monies will be refunded to you. No interest will be paid on any money returned to you. Thundelarra Limited reserves the right to waive strict compliance with any provision of the Terms and Conditions.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

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

### Step 2: Make Your Payment

Note that shares may be purchased in increments of A\$1,000 subject to purchase of the minimum value and not exceeding the maximum value. Your payment must correspond to one of the parcel amounts detailed overleaf. You may choose one parcel amount only. Note that the amount chosen may be subject to scale back in accordance with the Terms and Conditions of the Offer.

Choose one of the payment methods shown below.

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

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment to the address overleaf. Make your cheque, bank draft or money order payable in Australian dollars to "Thundelarra Limited" and cross "Not Negotiable". The cheque must be drawn from an Australian bank. We are unable to accept payment by cash, credit card or direct debit from your bank account.

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

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

Thundelarra Limited Share Purchase Plan Application Form  
Payment must be received by 4:00pm (Perth Time) on Tuesday, 14 June 2016

**Please turn over for details of the Offer →**


© Registered to BPAY Pty Limited ABN 69 079 137 518

# Share Purchase Plan Application Form

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## STEP 1 Registration Name & Offer Details


 For your security keep your SRN/  
HIN confidential.

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


Entitlement No: 12345678

Offer Details: Record date: **5:00pm (Perth Time) Monday, 09 May 2016**  
Price per Share: **A\$0.05**  
Minimum value available to purchase: **A\$1,000**  
Maximum value available to purchase: **A\$15,000**

## STEP 2 Make Your Payment

	Bill Code: 156687
	Ref No: 1234 5678 9123 4567 89

### Pay by Mail:

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

Return your cheque with the below payment slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your payment from your cheque or savings account. You do not need to return your payment slip if you are paying by BPAY.

### Lodgement of Acceptance

If you are applying for Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 4:00pm (Perth Time) on Tuesday, 14 June 2016. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Thundelarra Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 4:00pm (Perth Time) on Tuesday, 14 June 2016. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque, bank draft or money order attached. Neither CIS nor Thundelarra Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

### Privacy Notice

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

Detach here

**Thundelarra Limited Payment Slip** - Please choose one of the below parcel amounts between A\$1,000 worth of Shares to A\$15,000 worth of Shares - **by marking one box only**

- |                                    |                                    |                                    |                                    |                                    |
|------------------------------------|------------------------------------|------------------------------------|------------------------------------|------------------------------------|
| <input type="checkbox"/> A\$1,000  | <input type="checkbox"/> A\$2,000  | <input type="checkbox"/> A\$3,000  | <input type="checkbox"/> A\$4,000  | <input type="checkbox"/> A\$5,000  |
| <input type="checkbox"/> A\$6,000  | <input type="checkbox"/> A\$7,000  | <input type="checkbox"/> A\$8,000  | <input type="checkbox"/> A\$9,000  | <input type="checkbox"/> A\$10,000 |
| <input type="checkbox"/> A\$11,000 | <input type="checkbox"/> A\$12,000 | <input type="checkbox"/> A\$13,000 | <input type="checkbox"/> A\$14,000 | <input type="checkbox"/> A\$15,000 |



Entitlement No: 12345678

MR SAM SAMPLE  
123 SAMPLE STREET  
SAMPLETOWN VIC 3000

**Payment must be received by 4:00pm (Perth Time) on Tuesday, 14 June 2016**

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

### Cheque Details

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

123456789123456789+0000000001-3051+14