

23 May 2016

Manager of Company Announcements
ASX Limited
Level 6
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

Notice under ASIC Class Order 09/425 in relation to the Whitefield 2016 Share Purchase Plan

As announced on 9 May 2016, Whitefield Limited (**Whitefield**) is offering each eligible shareholder the opportunity to apply for up to A\$15,000 worth of fully paid new ordinary shares (**Shares**) in the capital of Whitefield at the lower of:

- A\$4.08; or
- an amount equal to a 2.5% discount to the volume weighted average market price of Whitefield's Shares traded on ASX over the five trading days up to, and including the Closing Date (ie, 10 June 2016), rounded down to the nearest cent,

under a share purchase plan (**2016 SPP**).

The *Corporations Act 2001* (Cth) (**Act**) restricts the offer for sale of securities without a disclosure document unless the relevant sale satisfies an available exemption. Whitefield seeks to rely on the exemption available under ASIC Class Order 09/425 "*Share and Interest Purchase Plans*" with respect to the offer of Shares under the 2016 SPP.

As at 23 May 2016, Whitefield gives notice in accordance with ASIC Class Order 09/425 "*Share and Interest Purchase Plans*" that:

- (a) Whitefield will make the offer of Shares under the 2016 SPP without a disclosure document under Part 6D.2 of the Act;
- (b) Whitefield has complied with the requirements of Chapter 2M (as they apply to Whitefield) and section 674 of the Act; and
- (c) there is no information:
 - (i) that has been excluded from a continuous disclosure notice in accordance with ASX Listing Rules; and
 - (ii) which investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profits and losses and prospects of Whitefield; or
 - the rights and liabilities attaching to Whitefield's Shares.

Yours faithfully,



David Iliffe
Chairman

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