

21 November 2013

[Name of Shareholder]

[Address]

[Address]

[Address]

Dear Shareholder

Notice to Overseas Shareholders of Rights Issue

We write to you as a holder of Mintails Limited (MLI or Company) fully paid ordinary shares as at today's date with a registered address outside of Australia, New Zealand, Monaco, Switzerland and Panama (**Excluded Foreign Holders**).

As announced on 14 November 2013, the directors of the Company have resolved to undertake a pro-rata non-renounceable rights issue of approximately 154,555,645 fully paid ordinary shares in the Company (**Shares**) on the basis of one new Share for every Share held as at 5.00pm (WST) on 28 November 2013 (**Record Date**) at an issue price of 5.5 cents per share (**Offer**). The issue will raise a maximum of \$8,500,560 if all of the entitlements are taken up.

The Offer will be made to all registered shareholders on the Record Date and who reside in Australia, New Zealand, Monaco, Switzerland and Panama.

The Offer is made pursuant to a prospectus lodged with the Australian Securities and Investments Commission (**ASIC**) on 20 November 2013 (**Prospectus**). The Prospectus is available on the Company's website: www.mintails.co.za or on the ASX website (company announcements section, ASX code: MLI): www.asx.com.au.

The Company has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules, that it is unreasonable to extend the Offer to those shareholders that are Excluded Foreign Holders. The Company has taken into consideration the size of the shareholdings held by the Excluded Foreign Holders and the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to Excluded Foreign Holders. Accordingly, the Company is unable to extend to you the opportunity to participate in the Offer.

For the purposes of section 615 of the *Corporations Act 2001* (Cth) (**Act**), the Company has appointed Patersons Securities Limited as nominee for Excluded Foreign Holders (**Nominee**). The Company advises the Excluded Foreign Holders that the Nominee will arrange for the sale of the Shares that would be on offer to Excluded Foreign Holders and if they are sold, for the net proceeds to be sent to the Excluded Foreign Holders. As required by section 615 of the Act, the Company has applied to ASIC to approve the appointment of the Nominee. Approval has not been received as at the date of this letter, however, the Company sees no reason why such approval will not be obtained.

The Nominee will have the absolute and sole discretion to determine the timing and price at which the Shares will be sold and the manner of any such sale. Please note it is possible that no net proceeds will be available for distribution to Excluded Foreign Holders after the costs of the sale have been paid to the Nominee. We will inform you in due course of the outcome of the sale of the Shares.

Thank you for your ongoing support of the Company, if you have any questions in relation to the above, please do not hesitate to contact the Company Secretary on +61 3 9824 5254.

Yours faithfully



Ms Terri Bakos
Company Secretary