

23 October 2013

Dear Shareholder,

Invitation to Participate in Share Purchase Plan

On 22 October 2013, Walkabout Resources Ltd (**Company**) announced it will offer eligible shareholders the opportunity to participate in a Share Purchase Plan (**Plan**) to acquire additional shares in the Company (**Shares**) at the issue price of \$0.01 per Share on the terms and conditions (**Terms and Conditions**) enclosed with this letter.

Shareholders Eligible to Participate in the Plan

The right to participate in the offer under the Plan is optional and is available exclusively to shareholders who are registered as holders of Company Shares at 5pm (WST) on the Record Date of 21 October 2013 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Share Purchase Plan

The Plan is intended to raise a maximum of \$2,022,835 through the issue of 202,283,546 Shares and entitles Eligible Shareholders, irrespective of the size of their shareholding, to purchase up to \$15,000 worth of Shares at a price of \$0.01 per Share (**Offer**). The Offer is not underwritten.

The issue price of \$0.01 represents a 19% **discount** to the average closing price of the Company's Shares on the Australian Securities Exchange (**ASX**) during the 5 trading days immediately prior to the announcement date of the Offer.

The directors of the company who are eligible shareholders intend to participate under the Share Purchase Plan.

An outline of the Plan is set out in this letter and the enclosed Terms and Conditions. An application form for the Plan (**Application Form**) and reply paid envelope are included in this package.

Current Projects

Details of the Company's current activities are set out in the announcements made by Walkabout to the ASX and are available from the ASX, or Walkabout's website at www.wkt.com.au.

The funds raised under the Plan will be used by the Company for its exploration activities at Kigoma, Lindi and Makete in Tanzania, and general working capital.

How much can you invest?

Eligible Shareholders may apply for a maximum of \$15,000 worth of Shares under the Plan.

Subscription and Application Procedure

If you would like to participate in the Offer, you can either:

- complete the enclosed Application Form and send it together with your payment by cheque made payable to “Walkabout Resources Ltd” and drawn in Australian currency for the correct amount, to Walkabout’s share registry, Security Transfer Registrars, 770 Canning Highway, Applecross WA 6153 to be received by the share registry no later than **5pm (WST) on the Closing Date of 22 November 2013**. No late applications will be accepted; or
- make a BPAY^{®1} payment from your cheque or savings account by using the Biller Code and Reference Number shown on your Application Form which is required to identify your holding. If you have multiple holdings you will have multiple BPAY Reference Numbers. To ensure you receive your Shares under the Offer in respect of that holding you must use the specific Biller Code and Reference Number shown on each personalised Application Form when paying for any Shares that you may wish to apply for in respect of that holding. If you inadvertently use the same Reference Number for more than one of your applications, you will be deemed to have applied only for that application to which that Reference Number applies and any excess amount will be refunded. **If you make your payment using BPAY[®] you do not need to return your Application Form.** New Zealand holders will not be able to make a payment using BPAY[®]. Payments made by BPAY[®] received after **5pm (WST) on 22 November 2013** will not be accepted. 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. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

Applicants should not forward cash and direct bank transfers are not permitted.

¹ ® Registered to BPAY Pty Ltd, ABN 69 079 137 518

Eligible Shareholders may participate by selecting only one of the following offers to purchase Shares under the Plan:

| | Total amount payable at \$0.01 per Share | Number of Shares which may be purchased |
|---------|--|---|
| Offer A | \$15,000 | 1,500,000 |
| Offer B | \$10,000 | 1,000,000 |
| Offer C | \$5,000 | 500,000 |
| Offer D | \$2,000 | 200,000 |

Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the **Closing Date of 5pm (WST) on 22 November 2013**. If the exact amount of money is not tendered with your application, Walkabout reserves the right to either:

- (i) return your Application Form and/or payment and not allot any Shares to you; or
- (ii) allot to you the number of Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application money to you by cheque as soon as possible, without interest.

The maximum investment any shareholder may apply for will remain \$15,000 even if a shareholder receives more than one Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application price paid for the Shares the subject of the application and any other shares and interests in the class applied for by you under the Plan or any similar arrangement in the 12 months prior to the date of submission does not exceed \$15,000.

Custodians and Nominees

Eligible Shareholders who hold Shares as Custodian or Nominee (**Custodian**) for one or more persons on the Record Date (**Beneficiary**) may apply for up to a maximum amount of A\$15,000 worth of Shares in respect of each Beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company, as described in the Terms and Conditions enclosed with this letter. Please refer to the Terms and Conditions for more details.

Acceptance of Risk Factors

On the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on ASX was \$0.012. The market price of Shares in the Company may rise and fall between the date of the Offer and the date that any Shares are issued to you as a result of your application under this Offer.

By making an application under this Offer and applying for Shares under the Plan, each Eligible Shareholder will be acknowledging that although the purchase price is at a discount to the 5 Day average closing price, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make an Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Plan may rise or fall accordingly.

The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

Additional Information and Important Dates

The offer of Shares under the Plan is made in accordance with ASIC Class Order 09/425 and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act (2001) (Cth).

The Offer cannot be transferred and the Directors of the Company reserve the right to reject, or scale back, on an equitable basis, any application. Shares allotted under the Plan will be issued no later than 10 business days after the Closing Date of the Offer. Application for quotation on ASX of the new Shares will be made immediately following the issue of those Shares.

The maximum amount proposed to be raised under the Offer is \$2,022,835. The Company, however, reserves absolute discretion regarding the final amount raised under the Plan.

In the event of oversubscription by the Closing Date the Directors may, in their absolute discretion, scale-back applications on an equitable basis. Scale-back for Shares held by Custodians will be applied at the level of the underlying Beneficiary. Directors may in their absolute discretion decide to increase acceptances in the event of oversubscriptions.

If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any other country. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) 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.

New Zealand Shareholders

The Shares offered under the Plan are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (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 an investment statement or prospectus under New Zealand law is required to contain.

Shortfall Placement

In the event that less than 202,283,546 Shares are applied for, the shortfall may be placed at the discretion of the directors.

Indicative Timetable

| | |
|---|----------------------------|
| Record Date (5.00pm WST) | Monday 21 October 2013 |
| Lodgement of Cleansing Notice | Tuesday 22 October 2013 |
| Announcement Date and Despatch of Offer Letter | Tuesday 22 October 2013 |
| Opening Date | Tuesday 29 October 2013 |
| Closing Date (5.00pm) | Friday 22 November 2013 |
| Issue of Shares under the Plan, Lodge Appendix 3B | Wednesday 27 November 2013 |
| Despatch Date for holding statements | Friday 29 November 2013 |
| Quotation of Shares on ASX | Monday 2 December 2013 |

These dates are indicative only. The Company may vary the dates and times of the Offer without notice. Accordingly, shareholders are encouraged to submit their Entitlement and Acceptance Forms as early as possible.

Should you wish to discuss any information contained in this letter further, do not hesitate to contact Walkabout's Company Secretary, Mr Geoff Wallace, on +61 (0)8 6298 7514 or email GeoffW@wkt.com.au.

Yours faithfully

Mr Geoff Wallace

Director/Company Secretary

WALKABOUT RESOURCES LTD

WALKABOUT RESOURCES LIMITED

ACN 119 670 370

Shareholder Share Purchase Plan - Terms and Conditions

Purpose

The purpose of the Shareholder Share Purchase Plan (**the Plan**) is to offer shareholders of Walkabout Resources Ltd (**Walkabout** or **Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**Walkabout Shares**) up to a maximum of \$15,000 (when combined with any shares issued under any share purchase plan in the 12 months preceding the date of the Plan) at an issue price of \$0.01. The issue price under the Plan represents a 19% discount to the average trading price of Walkabout Shares during the period 5 trading days prior to the announcement of the Offer on the financial market operated by ASX Limited (**ASX**) without the need to pay brokerage costs and without the need for Walkabout to issue a Prospectus, upon such terms and conditions as the board of directors of Walkabout, in its absolute discretion, sees fit.

Shareholders Eligible to Participate

Holders of Walkabout Shares that are registered with an Australian or New Zealand address at the relevant record date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan, unless such registered shareholder holds shares on behalf of another person who resides outside Australia or New Zealand. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

Participation in the Plan is optional and is subject to these Terms and Conditions. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any Walkabout Shares offered under the Plan). Eligible Shareholders who wish to take up the Company Shares issued under the Offer agree to be bound by the Company's constitution in respect of the Company Shares issued under the Plan.

An offer may, at the discretion of the directors of Walkabout (**Directors**), be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12 month period is \$15,000. The Directors may also determine in their discretion the minimum amount for participation, the multiple of Walkabout Shares to be offered under the Plan and the period the offer is available to Eligible Shareholders.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold the Walkabout shares as a custodian (as defined in ASIC Class Order [CO 09/425] (refer below) (**Custodian**) or in any more specific ASIC relief granted to Walkabout in relation to the Plan), you may apply for up to the maximum of new Shares for each beneficiary for whom you act as custodian provided you annexe to your Application Form a certificate to Walkabout (**Custodian Certificate**) with the following information:

- that you held Walkabout Shares on behalf of one or more other persons who are resident in Australia or New Zealand (each a **Participating Beneficiary**) at 5:00pm (WST) on 21 October 2013 who have subsequently instructed you to apply for Shares under the Plan on their behalf;
- the number of Participating Beneficiaries and their names and addresses;
- the number of Shares that you hold on behalf of each Participating Beneficiary;
- the dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;

- that the application price for Shares applied under the Offer for each Participating Beneficiary for whom you act plus the application price for any other Walkabout Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$15,000;
- that a copy of the written offer document was given to each beneficiary; and
- where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Class Order [CO 09/425] you are a 'custodian' if you are a registered holder that:

- holds an Australian financial services licence that allows you to perform custodian or depositary services or operate IDPS accounts;
- is exempt from holding an Australian financial services licence by virtue of Class Order [CO 03/184] or by relying on the Australian financial services licence of your master custodian under regulation 7.1.06(k) of the Corporations Regulations 2001;
- is a trustee of a self managed superannuation fund;
- is a trustee of superannuation master trusts;
- is a responsible entity of IDPS like schemes;
- is noted on the Company's register of members as holding the shares on account of another person.

If you hold Walkabout Shares as a trustee or nominee for another person or persons but 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 (above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact Security Transfer Registrars Pty Ltd at any time from 8.30am to 5.00pm (WST) Monday to Friday during the Offer period.

Walkabout reserves the right to reject any application for Walkabout Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. Walkabout reserves the right to reject applications in accordance with these Terms and Conditions.

Price of Walkabout Shares

The price of Walkabout Shares to be issued under the Plan will be \$0.01 per Walkabout Share, being a 19% discount to the average market price of Walkabout Shares during the 5 trading days immediately prior to the announcement of the Offer.

Applications and Notices

At the discretion of the Directors, Walkabout will send Eligible Shareholders a letter of offer and acceptance procedures, inviting them to subscribe for Walkabout Shares under the Plan, and accompanied by these Terms and Conditions of the Plan and an Application Form. Applications will not be accepted after the closing date of the offer. Over subscriptions to an offer may be refunded without interest.

Notices and statements made by Walkabout to participants may be given in any manner prescribed by its Constitution.

Placement of Shortfall

Any shortfall from the Offer may be placed at the discretion of the Directors.

Issue of Walkabout Shares

Walkabout Shares to be issued under the Plan will be issued as soon as reasonably practicable after the closing date specified by the Directors of Walkabout in the relevant offer.

Walkabout Shares issued under the Plan will rank equally in all respects with all other fully paid ordinary shares in Walkabout from the date of issue.

Shareholding statements or CHESS notification will be issued in respect of all Walkabout Shares issued under the Plan. The Company will, promptly after the issue of Walkabout Shares under the Plan, make application for those Walkabout Shares to be listed for quotation on the official list of ASX.

Modification and Termination of the Plan

Walkabout may modify or terminate the Plan at any time. Walkabout will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Without limiting the above, Walkabout may issue to any person fewer Walkabout Shares than the person applied for under the Plan if the issue of the Walkabout Shares applied for would contravene any applicable law or the Listing Rules of ASX.

Raising Amount and Scaleback

The number of Shares that may be issued pursuant to this Offer is up to approximately 202,283,546 Shares and the amount to be raised is up to approximately \$2,022,835. The Company, however, reserves absolute discretion regarding the final amount raised under the Plan.

In the event of an oversubscription by the closing date the Directors may, in their absolute discretion, scale-back all applications on a pro-rata basis. If the Company rejects or scales-back an application or purported application, the Company will promptly return to the shareholder the relevant application monies, without interest.

Dispute Resolution

Walkabout may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant, application or Walkabout Shares. The decision of Walkabout in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

Walkabout reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of Walkabout under these conditions may be exercised by the directors of Walkabout or any delegate of the directors of Walkabout.

Questions and Contact Details

If you have any questions regarding the Plan or how to deal with this Offer, please contact your stockbroker or professional adviser or Mr Geoff Wallace, Director/Company Secretary on (08) 6298 7500.