

OUTBACK METALS LIMITED
(ASX: OUM)

ASX Release

15 March 2010

The Manager
Company Announcements Office
ASX Limited

Dear Sir/Madam

On 25 February 2010, Outback Metals Limited (**Outback or the Company**) announced it would undertake a non renounceable rights issue (the **Offer**).

I attach the following documents relating to the Offer. These are being mailed today to eligible Outback shareholders:

- 1 Letter from Leonard Dean, the Company's Chairman
- 2 Offer information
- 3 Application form

I also attach a letter which is being mailed today to ineligible shareholders.

Yours sincerely

Sophie Karzis
Company secretary

15 March 2010

Dear shareholder

Non renounceable rights issue

On 25 February 2010 Outback Metals Limited (**Outback or the Company**) announced details of the non renounceable rights issue that it is offering to eligible shareholders (the **Offer**), and the reasons why the Offer is being made.

The documents you are now receiving contain further details of the Offer, as well as the application form for the Offer (the **Application Form**). You should read them all carefully.

In essence, the structure of the Offer is as follows:

- a 1 for 1 non-renounceable rights issue to raise approximately A\$4.99 million
- shareholders with a registered address in Australia or New Zealand may participate
- the Offer price is A\$0.03 per new share in Outback – the average closing price of Outback shares on ASX over the 60 days prior to 1 March 2010 has ranged from \$0.058 to \$0.062
- the Offer is not underwritten
- eligible shareholders may apply for more new shares than their entitlement
- the Offer opens on Monday 15 March 2010 and closes at 5:00pm (Melbourne time) on Monday 29 March 2010
- funds raised under the Offer will be used by the Company to further progress its activities. Specifically, the funding will be used to meet administration, annual rents and to progress the development of the Company's exploration program for the next 3 years. A summary of the proposed exploration budget is tabulated below. Depending on the nature of the results of ongoing field work, the exploration budget may be revised as and when the Company may deem appropriate. The Company will also require further geological and administrative support in the Northern Territory.

OUTBACK METALS LIMITED

ABN 72 126 797 573
Level 3, 1 Collins Street
Melbourne Victoria 3000
T+ 61 3 9665 0403
F+ 61 3 9650 5571

Project	Summary Proposed Exploration Budget (\$)		
	2010	2011	2012
Wingate	1,555,000	1,350,000	1,500,000
Mt Wells	400,000	525,000	600,000
Ranger East	125,000	50,000	290,000
Mt Wells / McKinlay River	45,000	100,000	187,500
Douglas Hot Springs	40,000	100,000	187,500
Darwin River	35,000	100,000	187,500
Yeuralba	35,000	175,000	500,000
Acacia	30,000	100,000	187,500
Mt Tolmer	30,000	35,000	125,000
Others	100,000	525,000	1,050,000
TOTAL	\$2,395,000	\$3,060,000	\$4,815,000

A table setting out the key dates for the Offer is included in the 'Offer information' document accompanying this letter.

On behalf of all at Outback, I thank you for your continued support, and I commend this investment opportunity for your consideration. Each director that holds shares in the Company intends to participate in the Offer.

Yours sincerely

Leonard Dean
Chairman

Offer information

This document sets out:

- 1 Contact details for the Offer
- 2 Key dates for the Offer
- 3 How to apply for new shares under the Offer
- 4 General information in relation to the Offer
- 5 Information in relation to rights and rights trading
- 6 The purpose and effect of the Offer
- 7 Investment and business risks
- 8 Treatment of ineligible shareholders
- 9 Additional information relevant to the Offer

1 Contact details for the Offer

If you have any queries or questions in relation to the non renounceable rights issue (the **Offer**), you should contact the share registry of Outback Limited ACN (**Outback**), as follows:

Share registry – REGISTRIES LIMITED, Level 7, 207 Kent Street, Sydney NSW 2000 (**Registries**)

Phone 1300 737 760 (within Australia)

+61 2 9290 9600 (outside Australia)

between 8:30am and 5:00pm (Melbourne time) Monday to Friday

2 Key dates for the Offer

EVENT	DESCRIPTION	DATE
Announcement date	The Offer was announced	Thursday 25 February 2010
Ex date	Existing shares commenced trading without the entitlement to participate in the Offer	Tuesday 2 March 2010
Record date	The date for determining entitlements to new shares under the Offer	7:00pm (Melbourne time) on Tuesday 9 March 2010
Offer document despatch date	Offer documents lodged with ASX and despatched to eligible shareholders	Monday 15 March 2010
Opening date	The Offer opens	Monday 15 March 2010
Closing date	The Offer closes	5:00pm (Melbourne time) on Monday 29 March 2010
Securities quoted on a deferred settlement basis	Deferred settlement trading commences	Thursday 1 April 2010

EVENT	DESCRIPTION	DATE
Shortfall notification date	ASX is notified of any shortfall	Thursday 1 April 2010
Issue date	New shares applied for under the Offer are issued	Thursday 1 April 2010
Holding statement despatch date	Holding statements are despatched to participating shareholders	Thursday 8 April 2010
Normal trading start date	Normal trading of new shares issued under the Offer commences on ASX	Friday 9 April 2010

Outback reserves the right, subject to the ASX Listing Rules, the *Corporations Act* 2001 and other applicable laws to, without notice, vary any or all of the dates of the Offer (whether or not they are key dates), including extending the Offer, closing the Offer early, accepting late applications either generally or in particular cases, or withdrawing the Offer.

Accordingly, you are encouraged to either:

- lodge your Application Form and application moneys; or
- make payment by BPAY[®],
as soon as possible after the Offer opens – see sections 4.9, 4.10 and 4.11 for more details. No cooling-off rights apply to the Offer, and once made, an application may not be withdrawn or revoked.

3 How to apply for new shares under the Offer

To apply for new shares in Outback under the Offer, follow these 3 simple steps:

- Read this document and the Application Form carefully.
Please pay particular attention to the investment and business risks set out in section 7 and the acknowledgements and declarations on the Application Form.
- Complete the Application Form.
Remember that you may apply for new shares in addition to your entitlement. Oversubscriptions for shares will be dealt with in the manner described in section 4.4. You do not need to sign your Application Form.
- Either:
 - return your Application Form with payment of your full application monies in the accompanying reply-paid envelope; or
 - pay your full application monies via BPAY[®] following the instructions on the Application Form.

Remember that for your application to be received in time, it must be received with full application moneys by the date the Offer closes, **currently expected to be 5:00pm (Melbourne time) on Monday 29 March 2010** – see sections 4.9, 4.10 and 4.11 for more details on the payment procedure.

If you take no action you will not be issued any new shares in Outback under the Offer and your entitlement under the Offer will lapse.

If your Application Form has not been completed correctly, your application may still be treated as valid by Outback. Outback's decision as to whether or not to accept an application

as valid and whether or not and how to construe, amend or complete an Application Form is final and binding on all affected persons.

IMPORTANT NOTE: Before deciding whether or not to participate in the Offer, you should consider your particular investment objectives and circumstances, and you should consult your stockbroker, accountant or other independent financial adviser if you have any queries or you are uncertain about any aspect of the Offer.

4 General information in relation to the Offer

4.1 What is the structure of the Offer?

The Offer is a 1 for 1 non renounceable rights issue at A\$0.03 per new share in Outback to raise approximately A\$4.99 million (less the costs of the Offer). It is open to shareholders who had a registered address in Australia or New Zealand on the record date of 7:00pm (Melbourne time) on Tuesday 9 March 2010.

Outback has 166,377,883 shares on issue, it will issue up to 166,377,883 new shares under the Offer, and if all of these are issued, Outback will then have 332,755,766 shares on issue. Outback also has 18,146,750 options on issue. If all or some of these options are exercised prior to the record date, this will impact the maximum number of new shares that may be issued under the Offer. However, Outback does not expect that any options will be exercised because the exercise price of all of the options is 30 cents and above the Offer price.

The Offer opens on 15 March 2010 and closes at 5:00pm (Melbourne time) on 29 March 2010. The Offer is not underwritten.

4.2 Is this document a prospectus?

No it is not. There is no prospectus in relation to the Offer, and this document does not contain all of the information that would ordinarily be contained in a prospectus. The Offer is being made under provisions of the *Corporations Act* 2001 which allow the Company to offer shares to existing shareholders after providing certain confirmations to the market. As a result, it is important that you read and understand the information on Outback which is publicly available, prior to accepting all or part of your entitlement to new shares or applying for additional new shares. In particular, please refer to:

- Outback's annual reports and other announcements made available at www.outbackmetals.com or www.asx.com.au; and
- the 'cleansing notice' Outback lodged with ASX on 1 March 2010. A copy of the 'cleansing notice' accompanies this document.

Neither ASX nor ASIC takes any responsibility for the content of this document.

4.3 What is your entitlement under the Offer?

Your entitlement to new shares under the Offer is set out on the accompanying Application Form and has been calculated on the number of Outback shares you held as at the record date.

If you have more than 1 holding of Outback shares you will receive more than 1 set of Offer documents and you will have a separate entitlement for each holding.

4.4 Can you apply for extra shares in addition to your entitlement?

Yes you can. The Application Form allows you to apply for new shares in addition to your entitlement. Outback has sole discretion to issue all, none or part of any additional shares you may apply for. Additional shares will be issued at the same time as shares applied for under your entitlement. Subscription moneys for any additional shares you apply for but which are not issued to you will be refunded without interest. Outback will only issue up to the aggregate number of new shares that are offered under each eligible shareholder's entitlement, therefore it may be necessary to scale-back applications for additional shares if applications exceed this number.

Outback intends to honour all applications for additional shares where possible.

4.5 Can you apply for less than your entitlement?

Yes you can. The Application Form allows you to apply for less new shares than your entitlement.

4.6 What will the new shares in Outback be?

New shares issued under the Offer will be fully-paid ordinary shares ranking equally with Outback ordinary shares currently on issue.

Outback has applied to ASX for quotation of the new shares to be issued under the Offer. If ASX does not grant permission for the quotation of the new shares within 3 months of the date the Offer opens, Outback will refund all application moneys without interest, as soon as possible.

If you sell new shares issued under the Offer before you receive a holding statement, you do so at your own risk.

No brokerage or stamp duty is payable on the issue of new shares under the Offer.

4.7 Will the Outback directors and senior management be taking up any of their entitlements?

Yes they will. Each Outback director that holds shares in the Company intends to participate in the Offer.

4.8 Is the Offer being underwritten?

No the Offer is not underwritten.

4.9 What payment options do you have?

You can pay for new shares under the Offer by 1 of the following 4 options:

- cheque;
- bank draft;
- money order; or
- BPAY®.

Payment cannot be made in cash. A receipt for payment will not be issued.

4.10 How do you pay by cheque, bank draft or money order?

If you want to pay by cheque, bank draft or money order, your cheque, bank draft or money order must satisfy all 5 of the following:

- it must be for the amount equal to A\$0.03 multiplied by the number of new shares that you are applying for (being part of your entitlement, all of your entitlement or all of your entitlement plus any additional new shares you are applying for);

- it must be in Australian currency drawn on an Australian branch of a financial institution;
- it must be made payable to 'Outback Metals Limited';
- it must be crossed 'not negotiable'; and
- it must accompany your completed Application Form.

Any agreement to issue new shares to you following receipt of your Application Form is conditional on your cheque, bank draft or money order being honoured on first presentation.

The Offer is expected to close at 5:00pm (Melbourne time) on 29 March 2010. To participate in the Offer, your Application Form and full payment must be received no later than this time by:

Mailing to:

Outback Metals Rights Issue

c/- Registries Limited

GPO Box 3993

Sydney NSW 2001

AUSTRALIA

4.11 How do you pay by BPAY® and what are the consequences of doing so?

If you want to pay by BPAY®:

- follow the BPAY® payment instructions set out on the Application Form;
- you should instruct payment well before 4:00pm (Melbourne time) on the date the Offer closes (currently expected to be 6 April 2010) to enable payment to be received by Outback before the Offer closes; and
- you do not need to lodge an Application Form, but by making payment through BPAY®, you will be deemed to have given the acknowledgements and made the declarations set out in the Application Form.

5 Information in relation to non-renounceable

5.1 What is non-renounceable?

The Offer is 'non renounceable' which means that you cannot sell or transfer your rights to apply for new shares that you do not wish to exercise yourself. Any of your entitlement that is not accepted by you may be taken up by other shareholders if they apply for additional shares or lapse.

6 The purpose and effect of the Offer

6.1 What is the purpose of the Offer?

Outback is making the Offer to raise funds. Proceeds from the Offer will be used by the Company to further progress its activities. Specifically, the funding will be used to meet administration, annual rents and to progress the development of the Company's exploration program for the next 3 years. Depending on the nature of the results of ongoing field work, the exploration budget may be revised as and when the Company may deem appropriate.

What is the effect of the Offer on shareholder dilution and the control of Outback?

If you exercise your full entitlement under the Offer you will not be diluted. If you do not exercise your full entitlement under the Offer you will be diluted. Ineligible shareholders will have their holdings diluted by the Offer. The extent of any dilution will depend on the level of participation in the Offer.

The effect of the Offer on the control of Outback will depend upon a number of factors including:

- the level of shareholder participation (including both the taking up of entitlements and applications for additional shares), and
- which shareholders participate.

If every shareholder was to take up their full entitlement, there would be no effect on the control of Outback, as the Offer is made pro-rata and in that case there would not be any scope for any shareholder to apply for additional new shares under the Offer.

If some eligible shareholders do not take up all of their entitlement under the Offer, then the shareholding interests of those eligible shareholders in the Company will be diluted. The proportional interests of overseas shareholders excluded from the Offer may be diluted because such shareholders are not entitled to participate in the Offer.

Although the issue of new shares to the existing substantial shareholders (persons who have a relevant interest in 5% or more of the Company) may increase the shareholding interests of those persons in the Company, these arrangements are not expected to have any material effect on the control of the Company.

The current relevant interests of the substantial shareholders of the Company are as follows:

Substantial Shareholders	Current Holdings	%
Territory Development Corporation Pty Ltd	73,252,250	44
Mr. Graham Chrisp	26,747,750	16

An analysis of the potential change in control of the Company has been undertaken to indicate the effect on the total relevant interests of the substantial shareholders should they take up their entitlement in full under the Offer.

The table below shows the shareholder interests of the current substantial shareholders if the substantial shareholders take up all of their entitlements and other shareholders take up their entitlements in the manner set out below:

	% of total shares before Offer	% of total shares after Offer			
		Take up of entitlements by eligible shareholders (other than the substantial shareholder)			
Substantial Shareholders		100%	75%	50%	0%
Territory Development Corporation Pty Ltd	44	44	47	51	61
Mr. Graham Chrisp	16	16	18	20	28

7 Investment and business risks

An investment in Outback shares is subject to investment and other known and unknown risks, including possible loss of income and principal invested. Outback had implemented strategies, actions, systems and safeguards for known risks, however, some risks are beyond its control. Consequently, the prevailing price or value of new shares issued under the Offer may be more or less than the Offer price.

In any event, Outback does not guarantee any particular rate of return, the performance of Outback, the payment of any dividends, the repayment of capital from Outback, any price for Outback shares or any particular tax treatment.

7.1 General risks

The market price of OUM securities will fluctuate due to various factors including general movements in commodity prices, currencies, the Australian and international investment markets, economic conditions, global geopolitical events and hostilities, investor perceptions and other factors that may affect OUM's financial performance and position. The market price of OUM securities may trade on the ASX at a price below the Rights Issue price. There can be no guarantee that there will continue to be an active market for Shares or that the price of Shares will increase. There may be relatively few buyers or sellers of Shares on ASX at any given time. This may affect the volatility of the market price of Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price paid under the Offer.

General risks that may impact significantly on Outback, its performance and the price of its shares include:

- economic conditions in Australia and internationally;
- investors' sentiment and share market conditions;
- changes in fiscal and monetary policy by governments;
- changes in relevant taxation and other legal regimes; and
- natural disasters.

7.2 Business specific risks

Business specific risks that may impact significantly on Outback, its performance and the price of its shares include:

- the overall performance of management and the ability of senior management to manage growth and business operations; and
- the loss of 1 or more of Outback's key managers or executives.
- the Company's ongoing activities may require substantial further financing in the future for its business activities, in addition to the amounts that may be raised under the Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current price (or Offer price) or may involve restrictive covenants which limit the Company's operations and business strategy. Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company, or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse affect on the Company's activities and could affect the Company's ability to continue as a going concern.

- The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities. Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of exploration and mining tenements.
- Resource estimates are expressions of judgement based on knowledge, experience and industry practice. These estimates were appropriate when made, but may change significantly when new information becomes available.
- There are risks associated with such estimates. Resource estimates are necessarily imprecise and depend to some extent on interpretations which may ultimately prove to be inaccurate and require adjustment. Adjustments to resource estimates could affect the Company's future plans and ultimately its financial performance and value.
- It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or not be possible for such conditions to be satisfied. Further, the decision to proceed with further exploitation may require participation of other companies whose interests and objectives may not be the same as the Company's. Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management. Mining and development operations can be hampered by force majeure circumstances, environmental considerations and cost overruns for unforeseen events.
- Interests in tenements in Australia are governed by legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it reporting commitments as well as other conditions requiring compliance. Consequently the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.
- The operations and activities of the Company are subject to environmental laws and regulations of Australia. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its operations and activities to the highest standard of environmental obligation, including compliance with all environmental laws.
- Recruiting and retaining qualified staff and personnel are important to the Company's success. The number of persons skilled in the exploration and development of mining properties is limited and competition for such persons is strong.
- Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay on resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

The above risks should not be taken to be exhaustive of the risks faced by Outback or its shareholders. Those risk factors, and others not specifically referred to above, may materially affect the financial performance of Outback and the value of its shares in the future.

8 Treatment of ineligible shareholders

Outback has decided that it is unreasonable to extend the Offer to any shareholder with a registered address outside Australia or New Zealand, having regard to:

- the small number of shareholders with addresses in such other countries;
- the number and value of the shares they hold; and
- the cost to Outback of complying with applicable legal and regulatory requirements in such other countries.

9 Additional information relevant to the Offer

9.1 No financial product advice

This document and any document which accompanied it is not, and may not be taken to be, financial product advice or a recommendation to acquire Outback shares. They have been prepared without taking into account the objectives, financial situation or needs of individuals. Before making an investment decision you should consider all relevant information having regard to your own objectives, financial situation and needs, and consult your stockbroker, accountant or other independent financial adviser.

9.2 Authorised and unauthorised information and representations

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this document or in any document that accompanied it, or in any release by Outback to ASX.

Any information or representation in relation to the Offer which is not contained in this document or in any document that accompanied it may not be relied upon as having been authorised by Outback or any of its officers.

9.3 No tax advice

There may be tax consequences associated with being issued new shares under the Offer. None of Outback, its officers, employees or advisers is giving or is able to give you advice about the specific tax consequences for you. You should consult your own independent professional tax adviser.

9.4 Foreign securities laws

None of this document, any document that accompanied it, or any document that is related to any of them constitutes an offer in any jurisdiction in which, or to any person to whom it would not be lawful to make such an offer and no action has been taken to register Outback shares or otherwise permit a public offering of those shares in any jurisdiction. Lodgement of the Application Form or payment by BPAY® will be taken by Outback to constitute a representation by you that there has been no breach of any such law. Eligible shareholders who are nominees, trustees or custodians should seek independent advice as to how to proceed.

The distribution of this document, any document that accompanied it, or any document that is related to any of them outside Australia may be restricted by law. In particular, this document and any document that accompanied it or any copy of any of them must not be taken into or distributed or released in the United States or distributed or released by any U.S. Person or to any person acting for the account or benefit of a U.S. Person. Any person who comes into possession of this document, any document that accompanied it, or any document that is related to any of them should seek advice on and observe any such restrictions. Any failure

to comply with such restrictions may constitute a violation of applicable securities laws, and Outback disclaims any liability in relation to any such violation.

9.5 What are the privacy considerations in submitting an Application Form?

The Application Form requires you to provide information that may be personal information for the purposes of the *Privacy Act* 1988. Outback and Registries collect, hold and use personal information in order to assess applications for new shares under the Offer, service the needs of shareholders, provide facilities and services and to administer Outback generally.

Access to this information may also be provided to Outback's related bodies corporate, agents and service providers (including mail houses and Registries) and regulatory bodies.

If you do not provide the information requested of you in the Application Form, Registries may not be able to process your application or administer your holding of Outback shares appropriately.

9.6 What discretions does Outback have?

Without limiting the other powers and discretions set out in this document, the directors of Outback may:

- implement the Offer in the manner they think fit; and
- settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Offer or a matter in this document as they think fit, whether generally or in relation to any shareholder or any shares, and the determination of the directors is conclusive and binding on all relevant shareholders and other persons to whom the determination relates.

9.7 What is the governing law of the Offer?

This document and the documents that accompanied it, the Offer and the contracts formed on acceptance of applications made under the Offer are governed by the law applicable in Victoria, Australia. Each person who applies for new shares under the Offer submits to the jurisdiction of the courts of Victoria, Australia.



15 March 2010

Dear shareholder

Non renounceable rights issue – notification to ineligible shareholders

On 25 February 2010, Outback Limited (**Outback**) announced that it would undertake a 1 for 1 non renounceable rights issue at A\$0.03 per new share to raise approximately A\$4.99 million (the **Offer**), and that the Offer would be extended only to eligible shareholders.

Eligible shareholders were those who:

- were on the Outback register of shareholders as at 7:00pm (Melbourne time) on 9 March 2010; and
- had a registered address in Australia or New Zealand.

You did not satisfy these criteria, and consequently, you are not able to participate in the Offer.

If you have any queries, please contact Outback's share registry on 1300 737 760 (within Australia) or +61 2 9290 9600 (outside Australia).

Yours faithfully

Leonard Dean

Chairman

OUTBACK METALS LIMITED

ABN 72 126 797 573
Level 3, 1 Collins Street
Melbourne Victoria 3000
T+ 61 3 9665 0403
F+ 61 3 9650 5571

RIGHTS ISSUE ENTITLEMENT AND ACCEPTANCE FORM

NON-RENOUCEABLE ISSUE OF UP TO 166,377,883 NEW SHARES AT AN ISSUE PRICE OF 3 CENTS EACH ON THE BASIS OF ONE NEW SHARE FOR EVERY ONE ORDINARY SHARES HELD, PAYABLE IN FULL UPON ACCEPTANCE OF THIS OFFER.

Name 1
Name 2
Name 3
Name 4
Name 5
Name 6

Entitlement No.

Subregister

SRN/HIN.

Number of Shares held at
7.00pm on 9 March 2010

Offer Closes: 29 March 2010 at 5:00pm

A Rights Acceptance

If you wish to accept your **FULL ENTITLEMENT** please complete and return this form **WITH YOUR PAYMENT FOR THE AMOUNT SHOWN BELOW**. The return of this form by the close date with payment will constitute acceptance of the Offer. Your signature is only required when an alteration to your address is indicated by you over the page.

Entitlement to New Shares on the basis of one New Share for one Ordinary Share held	Price Per Share	Amount Payable for Full Acceptance, at \$0.03 per New Share
	\$0.03 per Share =	

If you wish to accept **PART OF YOUR ENTITLEMENT ONLY** please complete this form showing in the box below the **NUMBER OF NEW SHARES BEING ACCEPTED** and the appropriate amount payable.

Number of New Shares accepted	Price Per Share	Amount Enclosed
	\$0.03 per Share =	\$

B Apply for Shortfall Shares

If you wish to apply for shortfall shares in addition to your Rights Entitlement above please insert the number of shares in the box below and the appropriate amount payable. Shortfall shares will only be allotted if available and may be subject to scale back at the absolute discretion of Outback Metals Limited.

Number of Shortfall Shares Applied for	Price Per Share	Amount Enclosed
	\$0.03 per Share =	\$

C Payment

Payment may only be made by BPAY or cheque. Cash will not be accepted via the mail or at the Outback Metals Limited Share Registry. Payments cannot be made at any bank.

Payment Option 1 - BPAY



Biller Code: 119081
Ref: «BPayCRN»

Telephone & Internet Banking - BPAY®

Contact your bank, credit union or building society to make this payment from your cheque or savings account.

More info: www.bpay.com.au

® Registered to BPAY Ltd ABN 69 079 137 518

- To pay via BPAY please contact your participating financial institution
- If paying by BPAY you do not need to return the Application Form
- If paying by BPAY the amount of your payment received in the account divided by the issue price will be deemed to be the total number of shares you are applying for.

Payment Option 2 – Cheque (Record cheque details below)

DRAWER	CHEQUE NO.	BSB NO.	ACCOUNT NO.	AMOUNT \$AUD
				\$

- Only cheques or bank drafts in Australian dollars and drawn on a bank or financial institution in Australia will be accepted.
- Your cheque or bank draft must be made payable to Outback Metals Limited and crossed Not Negotiable.
- Please ensure that you submit the correct amount. Incorrect payments may result in your application being rejected.

THIS FORM CONTINUES OVERLEAF

D Contact Details

CONTACT NAME	TELEPHONE WORK	TELEPHONE HOME	EMAIL ADDRESS
	()	()	

By submitting this Application Form or by using the BPAY facility to accept the Offer, I/We represent and warrant that I/we have read and understood the Offer Information Statement to which this Application Form relates and declare that this Application is completed and lodged according to the Offer Information Statement and the instructions on the reverse of the Application form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of Outback Metals Limited and agree to the terms and conditions of the Offer under this Offer Information Statement. I/We represent and warrant that I/we have not relied on any other information provided by the Company other as set out in this Offer Information Statement when making my/our decision to invest.

LODGEMENT INSTRUCTIONS TO APPLICANTS

Please read these instructions carefully

ACCEPTANCE OF YOUR ENTITLEMENT IN FULL OR PART

Multiply the number of New shares for which you are accepting by \$0.03 then fill in the acceptance details, where necessary, in the space provided on the front of this form. Complete your cheque details on the front of this form and send your cheque/draft and completed form to:

Registries Limited
GPO Box 3993
SYDNEY NSW 2001

Telephone No. 02 9290 9600
Facsimile No. 02 9279 0664

If you do not deal with your entitlement it will lapse at 5.00 pm EST on 29 March 2010

PAYMENT**Cheque or Draft**

All cheques or drafts (expressed in Australian currency) are to be made payable to "Outback Metals Limited and crossed "Not Negotiable".

BPAY

If you make payment using BPAY you must contact your Australian bank, credit union or building society to make this payment from your cheque or savings account. For more information: www.bpay.com.au. Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY before 5.00 pm EST on 29 March 2010.

PAYMENT - OVERSEAS RESIDENTS

Overseas shareholders who are permitted to apply for shares must obtain a draft in Australian currency payable on a bank in Australia, or where the shareholder has an account with a bank in Australia, by a cheque drawn on that bank within Australia.

The Australian currency draft should be attached to your completed form and the document mailed to:

Registries Limited
GPO Box 3993
SYDNEY NSW 2001

OVERSEAS SHAREHOLDERS ARE ADVISED TO ENSURE THEIR DOCUMENTS ARE POSTED TO AUSTRALIA BY AIRMAIL.

Personal cheques drawn on overseas banks in Australian or any foreign currency will not be accepted. These will be returned and the acceptance deemed to be invalid.

INTERPRETATION

Terms used in this Entitlement and Acceptance Form have the same meaning as defined in the Offer Information Statement.

CHANGES OF ADDRESS SUPPORTED BY YOUR SIGNATURE(S)

If your address is not exactly as shown, please provide details below. This is only relevant for Issuer Sponsored registered holdings. CHESS holders must notify your sponsoring broker for amendments to holdings on the CHESS Subregister.

CHANGE OF ADDRESS DETAILS – ISSUER SPONSORED ONLY		
SIGN HERE FOR ADDRESS AMENDMENTS:		

Shareholder 1 (Individual) /
Sole Director & Sole Company
Secretary

Joint Shareholder 2 (Individual) /
Director

Joint Shareholder 3 (Individual) /
Director/Company Secretary
(Delete one)

Privacy Statement:

Registries Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. Information is collected to administer your share holding and if some or all of the information is not collected then it might not be possible to administer your share holding. Your personal information may be disclosed to the entity in which you hold shares. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form.

Our privacy policy is available on our website (http://www.registriesltd.com.au/help/share_privacy.html).