

# Superior Resources Limited

ABN 72 112 844 407

**Registered Office:**

Level 2, 87 Wickham Terrace,  
Spring Hill,  
QUEENSLAND, 4000.

**Postal Address:**

PO Box 10288,  
Brisbane Adelaide Street,  
QUEENSLAND, 4000.

**Telephone:** 07 3839 5099

**Facsimile:** 07 3832 5300

**Email:** [manager@superiorresources.com.au](mailto:manager@superiorresources.com.au)

16 July 2012

Dear Shareholder,

The Directors of Superior Resources Limited would like to invite you to participate in Superior's Share Purchase Plan (**SPP**).

## **1. Summary of the SPP**

The SPP is being issued to provide funding for Superior's ongoing exploration of projects in north Queensland. The Company is seeking to raise approximately \$1.38 million under the SPP. The SPP is not underwritten.

We invite you to read the attached document thoroughly in conjunction with publicly available information relating to Superior Resources Limited which is available from Superior's website ([www.superiorresources.com.au](http://www.superiorresources.com.au)). In particular you should read recent ASX releases, the June 2011 Annual Report, the December 2011 Half Year Report and the 30 March 2012 Quarterly Report.

Your Board strongly supports this capital raising initiative.

## **2. SPP Details**

Under the SPP, you can acquire up to \$15,000 worth of new Shares without paying brokerage or additional charges.

The Offer will open on Friday, 20 July 2012 and will remain open until 5.00pm (AEST) on Friday, 10 August 2012.

The Offer Price will be \$0.06 (6.0 cents) per Share.

Participation in the offer is optional and is only open to Eligible Shareholders who are registered as holders of shares in Superior Resources Limited at 7.00pm (AEST) on Friday, 13 July 2012 (**Record Date**) and whose registered address is in Australia or New Zealand. The rights of shareholders to participate under this SPP are not transferable.

Full details of the Offer and how to participate are contained within the SPP document.

## **3. Use of Funds**

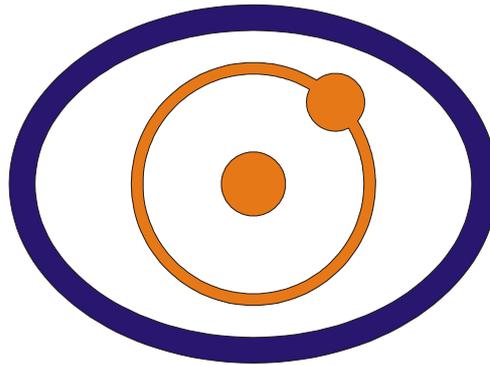
Funds raised under this SPP will be used for exploration, including drilling, of targets at the One Mile Project in northeast Queensland and for exploration of targets in northwest Queensland

We commend this Share Purchase Plan to you and look forward to your participation and support.

Should you have specific enquiries about the SPP, please call Link Market Services Limited on 1300 880 751 (within Australia) or +61 2 8280 7503 (outside Australia).

Yours sincerely,  
Superior Resources Limited

David Horton  
Chairman



**SUPERIOR RESOURCES LIMITED**  
**ABN 72 112 844 407**

## **SHARE PURCHASE PLAN**

*An invitation to shareholders of Superior Resources Limited to purchase additional fully paid ordinary shares in Superior Resources Limited under the terms and conditions of this Share Purchase Plan*

### ***Indicative Timetable***

<i>SPP Record Date</i>	<i>13 July 2012 (7.00pm AEST )</i>
<i>Announcement of Share Purchase Plan</i>	<i>16 July 2012</i>
<i>Share Purchase Plan Opens</i>	<i>20 July 2012</i>
<i>Share Purchase Plan Offer Closes</i>	<i>10 August 2012 (5.00pm AEST )</i>
<i>Allotment and Issue of Shares</i>	<i>17 August 2012</i>
<i>Quotation of Shares on ASX</i>	<i>24 August 2012</i>

This is an important document and should be read in its entirety.

This document has been prepared by Superior Resources Limited. The Share Purchase Plan provides Eligible Shareholders with the opportunity to purchase additional Superior Resources Limited shares without brokerage and transaction costs.

The Share Purchase Plan does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to subscribe for Shares in the Share Purchase Plan, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO US PERSONS**

## *Superior Resources Limited Share Purchase Plan*

This is an invitation to you as a shareholder of Superior Resources Limited (**Company**) to purchase additional fully paid ordinary shares in the Company (**Shares**) under the terms and conditions of the Superior Resources Limited Share Purchase Plan (**SPP**).

Eligible shareholders have the opportunity to subscribe for additional Shares without incurring brokerage or stamp duty.

The SPP is not underwritten.

### **1. Eligibility**

You will be eligible to participate in the SPP if you are a holder of Shares at 7.00 pm (AEST) on Friday, 13 July 2012 (**Record Date**), with a registered address in either Australia or New Zealand (**Eligible Shareholder**).

This SPP does not constitute an offer in any jurisdiction in which or to any person to whom it would be unlawful to make such an offer. The Company reserves the right to reject any acceptance which it believes comes from a person who is not an Eligible Shareholder.

Participation in the SPP is entirely optional. Offers made under the SPP are not renounceable. This means that shareholders cannot transfer their right to purchase shares under this offer to another person.

### **2. Participation**

**(Single holders)** If you are the only registered holder of a holding of Shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for up to \$15,000 worth of Shares.

**(Joint holders)** If you are recorded with one or more other persons as the joint holder of Shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple identical holdings, whether those joint holdings be in the same registered name of the joint holding, or as an individual holder, the joint holders may only apply for a maximum parcel of \$15,000 worth of Shares.

**(Custodians, trustees and nominees)** If you are a Custodian and hold Shares on behalf of one or more persons that are not custodians (each a **Participating Beneficiary**), you may apply for a maximum of \$15,000 worth of Shares for each Participating Beneficiary subject to providing the Company with a Custodian Certificate – see paragraph 8.

If you hold Shares as a trustee or nominee for another person, 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 holders (as above) will apply.

If you hold Shares as a Custodian for joint holders:

- the \$15,000 limit applies jointly in relation to those persons as if the Custodian holds the Shares on behalf of a single person; and
- where the terms on which the Shares are held do not cover the giving of instructions of this kind - the Custodian has received such an instruction from any of those persons.

Custodians should contact Superior's Share Registry, Link Market Services Limited, on 1300 880 751 (within Australia) or +61 2 8280 7503 (outside Australia) for the Custodian Certificate required under these SPP terms and conditions.

### **3. Pricing of Shares under the SPP**

The Offer Price for shares issued through the SPP will be \$0.06 (6.0 cents) per Share (**SPP Offer Price**), being a 20% discount to the weighted average closing price over the five trading days immediately prior to the Record Date.

Shareholders should be aware that the market price of Shares may rise or fall between the date of this offer and the date when Shares are allotted and issued to you. You should obtain your own independent investment advice in relation to the offer and consider price movements of shares before accepting the offer.

## Superior Resources Limited Share Purchase Plan

### 4. Shares offered

Eligible Shareholders may apply for a number of Shares under one of the following alternative offers:

Offer	Minimum number of Shares offered at the SPP Offer Price of \$0.06/Share	Total amount payable
A	25,000	\$1,500
B	50,000	\$3,000
C	100,000	\$6,000
D	150,000	\$9,000
E	200,000	\$12,000
F	250,000	\$15,000

### 5. Scale back

Superior is seeking to raise \$1.38 million (**Maximum Amount**) under the SPP and if there is excess demand will scale back applications if they exceed the Maximum Amount. The scale back will be conducted at the discretion of the Directors. All fractional entitlements will be rounded down to the next whole Share. If applications are scaled back, the Company will refund the balance of application monies, without interest, following allotment by way of cheque to the applicant's registered address. The Company also reserves the right to scale back applications if it believes that to do otherwise would be contrary to law.

### 6. Applying for Shares under the SPP

If you would like to apply for Shares under the SPP, please complete the enclosed Application Form and return it, together with your cheque made payable to "Superior Resources Limited", to either of the following addresses:

Postal delivery	Hand delivery
Superior Resources Limited C/- Link Market Services Limited Locked Bag 3415 Brisbane QLD 4001	Superior Resources Limited C/- Link Market Services Limited Level 15, 324 Queen Street Brisbane QLD 4000

Applications should only be made in one of the designated amounts set out in the Application Form. If the amount of the cheque tendered with the Application Form is not one of the designated amounts, Superior reserves the right to return the Application Form and cheque and not allot any Shares to you or to accept the cheque in respect of a lesser number of Shares and refund the balance of your application monies without interest.

You can also remit funds electronically using BPAY<sup>®</sup> as indicated on the application form. Please be sure to type the customer reference number and biller code exactly as it appears on your application form. If you receive more than one application form you are required to use the Customer Reference Number and Biller Code found on each form to make your applications.

Duly completed application forms together with payment must be received by 5:00 pm (AEST) on Friday, 10 August 2012 (**Closing Date**). Applications received after that time 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.

The return of the Application Form with the application monies, or the remittance of funds via BPAY<sup>®</sup> will constitute the Eligible Shareholder's offer to subscribe for shares on the terms and conditions of this SPP. Once an application has been made, it cannot be revoked. No notice of acceptance of the application will be provided.

## *Superior Resources Limited Share Purchase Plan*

### **7. Certification by Eligible Shareholders**

By making payment by cheque, money order, bank draft or BPAY<sup>®</sup>, you certify that:

- (a) you are an Eligible Shareholder, as defined in paragraph 1;
- (b) you have read, understood and agree to be bound by the terms and conditions of the SPP and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP;
- (c) your application is irrevocable and unconditional;
- (d) you agree to be bound by the terms of the Company's constitution;
- (e) the aggregate of the application price for the following does not exceed \$15,000:
  - i. the Shares the subject of the application; and
  - ii. any other Shares issued to you under the SPP or any similar arrangement in the 12 months before the application; and
  - iii. any other Shares that you have instructed a Custodian to acquire on your behalf under the SPP; and
  - iv. any other Shares that have been issued to a Custodian under an arrangement similar to the SPP 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 SPP.
- (f) you accept the risk associated with any refund that may be sent to your address or to your nominated bank account as shown on the Company's share register;
- (g) you acknowledge that no interest will be paid on any application monies held pending the allotment of the SPP Shares refunded to you for any reason;
- (h) you acknowledge that the Company and the Share Registry have not provided any investment advice or financial product advice, and that none of them has any obligation to provide this advice in relation to your consideration as to whether or not to participate in the SPP;
- (i) you acknowledge that the Company (and each of its officers and agents) is not liable for any consequences of the exercise or non-exercise of its discretions referred to in the SPP;
- (j) you acknowledge that the SPP Shares have not, and will not be, registered under the US Securities Act of 1933 or the securities law of any other jurisdiction outside Australia or New Zealand and, accordingly, the SPP Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws. You may sell your SPP Shares in standard brokered transactions on the ASX where neither you nor any person acting on your behalf has reason to know that the sale has been pre-arranged with a person in the United States;
- (k) you agree not to send the SPP or any other material relating to the SPP to any person in the United States or any other country outside Australia and New Zealand;
- (l) you authorise the Company (and each of its officers and agents) to correct any error in, or omission from, the Application Form and complete the Application Form by inserting any missing details;
- (m) you acknowledge that the Company may at any time irrevocably determine that your application is valid, in accordance with the terms and conditions of the SPP, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (n) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque or money order for payment that is dishonoured; and
- (o) If two or more persons are recorded in the Company's register of members as jointly holding Shares or interest in the Company, they are taken to be a single registered holder and a certification given by any of them is taken to be a certification given by all of them.

## 8. Certification by Custodians

Custodians wishing to apply on behalf of one or more Participating Beneficiaries need to provide a custodian certificate which complies with the requirements of ASIC Class Order [CO 09/425] to the Company (**Custodian Certificate**). Please contact Superior's Share Registry, Link Market Services Limited, on 1300 880 751 (within Australia) or +61 2 8280 7503 (outside Australia) to obtain a copy of the Custodian Certificate.

If you are a Custodian, you represent to the Company that you have provided a Custodian Certificate and that you:

- (a) hold an Australian financial services licence that:
  - i. covers the provision of a custodial or depository service (as defined by section 766E of the Corporations Act; or
  - ii. includes a condition requiring you to comply with the requirements of ASIC Class Order 02/294; or
- (b) are exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service under:
  - i. paragraph 7.6.01(1)(k) or (na) of the Corporations Regulations 2001 (Cth);
  - ii. ASIC Class Order 05/1270 to the extent that it relates to ASIC Class Order 03/184;9
  - iii. ASIC Class Orders 03/1099, 03/1100, 03/1101, 03/1102, 04/829 or 04/1313;
  - iv. an individual instrument of relief granted by ASIC in terms similar to one of the Class Orders referred to in (iii) above;
  - v. paragraph 911A(2)(h) of the Corporations Act; or
- (c) are a trustee of a:
  - i. self-managed superannuation fund; or
  - ii. superannuation master trust; or
- (d) are the responsible entity of an IDPS-like scheme (as defined in ASIC Class Order CO 02/296 or any class order that replaces that class order); or
- (e) are the registered holder of Shares and are noted on the register of members as holding the Shares on account of another person.

## 9. Issue of Shares

The Company will not be obliged to allot Shares and the applicant will not be entitled to receive or be issued Shares until the Board resolves to allot the Shares.

Shares under the SPP will be allotted and issued on or about 17 August 2012. After all Shares have been allotted, Superior will promptly make application to ASX Limited for the Shares to be admitted to quotation.

Holding statements will be despatched shortly after the Allotment Date.

## 10. Indicative Timetable

<i>SPP Record Date</i>	<i>13 July 2012 (7.00pm AEST )</i>
<i>Announcement of Share Purchase Plan</i>	<i>16 July 2012</i>
<i>Share Purchase Plan Opens</i>	<i>20 July 2012</i>
<i>Share Purchase Plan Offer Closes</i>	<i>10 August 2012 (5.00pm AEST )</i>
<i>Allotment and Issue of Shares</i>	<i>17 August 2012</i>
<i>Quotation of Shares on ASX</i>	<i>24 August 2012</i>

These dates are indicative only. The Company may vary the dates and times of this offer or withdraw it without notice. Accordingly, Eligible Shareholders are encouraged to submit their Application Forms as early as possible.

### **11. Additional Terms of this SPP**

The requirements of the Australian Securities and Investments Commission's Class Order CO 09/425 are incorporated into this SPP.

Under that Class Order, the yearly limit that can be raised from a participant in a share purchase plan is \$15,000. Accordingly, no Eligible Shareholder (including through joint holdings, multiple share accounts or any holding in which the Eligible Shareholder may have a beneficial interest) will be issued with Shares under this or any other share purchase plan with an application value totalling more than \$15,000 in any consecutive 12 month period.

All Shares issued under the SPP will rank equally with existing Shares.

The SPP is administered by the Board which may determine in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant, or application, or Shares and the determination of the Board will be conclusive and binding on all participants and other persons to whom the determination relates.

The Board reserves the right to withdraw this SPP and any offer under it at any time prior to the allotment of Shares and to waive strict compliance with any provision of these terms and conditions, to amend or vary these terms and conditions and to suspend or terminate the SPP at any time. If the SPP is withdrawn, all application monies will be refunded without interest.

### **12. Why should you subscribe for Shares pursuant to this SPP?**

Shares offered under this SPP are offered at a discount to their market value prior to the date when the SPP was announced. There is no brokerage, commissions or other participation costs payable by you in respect of any acquisition of Shares under this SPP.

### **13. Risks**

Potential investors should consider the risks that could affect the Company before deciding to invest. Risk factors include:

- Speculative nature of investment risk
- Risks related to general market conditions including exchange rate risk, interest rates, market sentiment and circumstances and conditions which are not within the Company's control
- Tenement and tenement application risk
- Mining and exploration risk
- Environmental regulation risk
- Regulatory risks including risk of legislative and regulatory changes, native title and Aboriginal cultural heritage risk and permitting risk
- Commercial risks including transport, power and carbon sale and pricing risk
- Reliance on key management and employee risk
- Minerals resource rent tax risk
- Dividends risk
- Financing risk

Potential investors should carefully consider the risks in light of their personal circumstances (including financial and taxation issues) and seek professional advice from their stockbroker, accountant, lawyer or other professional adviser.

### **14. Consider obtaining financial advice**

(a) The offer to purchase Shares under the SPP is not a recommendation to purchase Shares. You should consider obtaining professional financial and/or taxation advice to assist you in determining whether or not, and the extent to which, you wish to participate in the SPP.

## *Superior Resources Limited Share Purchase Plan*

(b) Nothing in this SPP, the Application Form or any other accompanying documentation constitutes investment or financial product advice or is intended to influence your decision whether or not to participate in the SPP.

### **15. New Zealand**

(a) The Shares 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 to whom the offer of Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

(b) 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.

### **16. United States**

This document may not be released or distributed in the United States. The Shares have not been and will not be registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States.

The Shares may not be taken up by persons in the United States or by persons who are acting for the account or benefit of a person in the United States. The Shares may not be offered, sold or resold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and the applicable securities laws of any state or other jurisdiction in the United States.

### **17. Queries**

If you have any queries concerning the SPP, please call Link Market Services Limited on 1300 880 751 (within Australia) or +61 2 8280 7503 (outside Australia). Alternatively, for information on Superior Resources Limited, please call Mr Ken Harvey, Managing Director, Superior Resources Limited on +61 7 3839 5099 or Mr Carlos Fernicola, Company Secretary, Superior Resources Limited on +61 7 3831 3922

### **Superior Resources Limited**

ABN 72 112 844 407

## Glossary

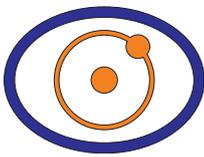
<b>Custodian</b>	<p>means a custodian, trustee or, nominee within the definition of 'custodian' in ASIC Class Order [CO 09/425], that:</p> <ul style="list-style-type: none"> <li>• holds an Australian financial services licence that: <ul style="list-style-type: none"> <li>– covers the provision of a custodial or depository service; or</li> <li>– includes a condition requiring the holder to comply with ASIC Class Order [CO 02/294]; or</li> </ul> </li> <li>• is exempt under: <ul style="list-style-type: none"> <li>– paragraph 7.6.01(1)(k) of the Corporations Regulations 2001; or</li> <li>– ASIC Class Order [CO 05/1270] to the extent that it relates to ASIC Class Order [CO 03/184]; or</li> <li>– ASIC Class Orders [CO 03/1099], [CO 03/1100], [CO 03/1101], [CO 03/1102], [CO 04/829] or [CO 04/1313]; or</li> <li>– an individual instrument of relief granted by ASIC to the person in terms similar to one of the class orders referred to in the above paragraph; or</li> <li>– Paragraph 911A(2)(h) of the Act;</li> </ul> </li> </ul> <p>from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service; or</p> <ul style="list-style-type: none"> <li>• that is a trustee of a: <ul style="list-style-type: none"> <li>– self-managed superannuation fund; or</li> <li>– superannuation master trust; or</li> </ul> </li> <li>• that is the responsible entity of an IDPS-like scheme; or</li> <li>• that is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.</li> </ul>
<b>Company</b>	means Superior Resources Limited ACN 112 844 407.
<b>Shares</b>	means fully paid ordinary shares in the Company.
<b>SPP Record Date</b>	means 7.00pm (AEST) 13 July 2012.

## Further Information

Please refer to the latest releases on the Company's website [www.superiorresources.com.au](http://www.superiorresources.com.au). These releases include:

Release Date	Release
20 September 2011	Annual Report to Shareholders
10 February 2012	Half Yearly Report and Accounts
27 April 2012	Quarterly Activities Report – 31 March 2012
30 April 2012	Drilling Commences at One Mile
30 April 2012	Quarterly Cash Flow Report – 31 March 2012
21 May 2012	Inca Phosphate Agreement
30 May 2012	Encouraging Results from One Mile Drilling
22 June 2012	Report on One Mile Drilling Program
29 June 2012	Report on One Mile Geophysics
16 July 2012	Announcement of Share Purchase Plan

In addition, information on Superior's recent activities is available from the Company's ASX announcements which can be accessed on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX Code: SPQ).



**SUPERIOR RESOURCES LIMITED**

ACN 112 844 407

All Registry communications to:  
Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia  
Telephone: 1300 554 474  
From outside Australia: +61 2 8280 7454  
ASX Code: SPQ  
Website: www.linkmarketservices.com.au

**SRN/HIN:**

**Entitlement Number:**

**Record Date:** 13 July 2012

**Offer Opens:** 20 July 2012

**Offer Closes**  
**5.00pm (AEST):** 10 August 2012

**SHARE PURCHASE PLAN ("SPP") APPLICATION FORM**

**How do I apply for Shares under this offer?**

- Carefully read the SPP Terms and Conditions accompanying this form.
- Decide on the amount you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the Terms and Conditions Booklet and further important instructions on the reverse of this form.
  - Option 1: Paying by BPAY®.
  - Option 2: Paying by Cheque, Bank Draft or Money Order.
- Payments must be in Australian dollars.

**PAYMENT OPTIONS**

**Option 1: Paying by BPAY®**

If paying by BPAY®, you do **NOT** need to complete or return the Acceptance Slip attached to this Application Form below. Payment must be received by the Registry by BPAY® by 5.00pm (AEST) on 10 August 2012. By paying by BPAY®, you will be deemed to have completed an Application Form for the number of Shares the subject of your Application Payment.

If you make a payment by BPAY® and Superior Resources Limited receives an amount which is not equal to either A\$1,500, A\$3,000, A\$6,000, A\$9,000, A\$12,000 or A\$15,000, Superior Resources Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,500.

	Biller Code: 706507
	Ref:

**Telephone & Internet Banking – BPAY®**

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.  
More info: www.bpay.com.au

® Registered to BPAY Pty Ltd ABN 69 079 137 518

**Option 2: Paying by Cheque, Bank Draft or Money Order**

If paying by cheque, bank draft or money order, complete and return the Acceptance Slip attached to this Application Form with your Application Payment.

- Tick the box beside the amount you wish to apply for, either A\$1,500, A\$3,000, A\$6,000, A\$9,000, A\$12,000 or A\$15,000.
- Enter your cheque, bank draft or money order details. The amount of your Application Payment should be equal to the amount applied for in section A of the Acceptance Slip. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Superior Resources Limited" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque, bank draft or money order for an amount that is not equal to either A\$1,500, A\$3,000, A\$6,000, A\$9,000, A\$12,000 or A\$15,000, Superior Resources Limited may round down the dollar amount of Shares that you are applying for to the next lowest parcel at their discretion. Your payment must be for a minimum of A\$1,500.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.**



SUPERIOR RESOURCES LIMITED  
ACN 112 844 407

*Please detach and enclose with payment*

**SRN/HIN:**  
**Entitlement Number:**



**A** I/we wish to purchase a parcel of Shares to the dollar amount of (tick one box only):

<input type="checkbox"/>	A\$1,500	OR	<input type="checkbox"/>	A\$3,000	OR	<input type="checkbox"/>	A\$6,000	OR	<input type="checkbox"/>	A\$9,000	OR	<input type="checkbox"/>	A\$12,000	OR	<input type="checkbox"/>	A\$15,000
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**B** Make your cheque, bank draft or money order payable to "Superior Resources Limited" and crossed "Not Negotiable"

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/> .00

**C** Telephone Number – Business Hours      Telephone Number – After Hours      Contact Name

<input type="text"/>	<input type="text"/>	<input type="text"/>
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## IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase additional Shares under this SPP, there is no need to take action.
3. Please ensure you have read and understood the SPP Terms and Conditions and this Important Information, before you make the Application Payment by BPAY® or you submit your Acceptance Slip with your Application Payment.
4. This SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] you must complete and submit an additional Schedule that contains additional certifications and details that must be provided ("the Schedule") before your Application will be received. The Schedule can be obtained by contacting the Superior Resources Limited SPP Offer Information Line on 1300 880 751 if calling within Australia or +61 2 8280 7503 if calling from outside of Australia. Applications received by custodians that are not accompanied by the Schedule will be rejected.
6. For applicants that are not required to complete the Schedule, by submitting the Acceptance Slip (with a cheque, bank draft or money order) or making payment by BPAY®, you certify that the aggregate of the Application Payment paid by you for:
  - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
  - any other Shares applied for by you, or which you have instructed a Custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to the date of submission of the Acceptance Slip or payment by BPAY® does not exceed A\$15,000.
7. Superior Resources Limited reserves the right to make amendments to this Application Form where appropriate.
8. Applicants are not assured of receiving the Shares for which they have applied as Superior Resources Limited may scaleback applications in its discretion.

SAMPLE

### How to Lodge your Acceptance Slip and Application Payment

A reply paid envelope is enclosed for you to return your Acceptance Slip and Application Payment. No postage stamp is required if it is posted in Australia.

Acceptance Slip and the payment for New Shares must be received by the Registry no later than the closing date shown overleaf. If paying by BPAY® you do not need to complete or return the Application Form. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

#### Mailing Address

Superior Resources Limited  
C/- Link Market Services Limited  
Locked Bag 3415  
Brisbane QLD 4001

or

#### Hand Delivery

Superior Resources Limited  
C/- Link Market Services Limited  
Level 15, 324 Queen Street  
Brisbane QLD 4000 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and Application Payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5.00pm (AEST) on 10 August 2012. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Superior Resources Limited reserves the right not to process any Acceptance Slips and Application Payments received after the Closing Date.

**If you require information on how to complete this Acceptance Slip please contact the Superior Resources Limited SPP Offer Information Line on 1300 880 751 if calling within Australia or +61 2 8280 7503 if calling from outside of Australia.**