



Australian Securities Exchange Announcement

For Immediate Release

7 January 2019

Despatch of Offer Booklet and Entitlement & Acceptance Form

As announced on 18 December 2018, Tychean Resources Limited (ASX:TYK 'Company') is seeking to raise approximately \$577,157 (before costs) by undertaking a pro-rata non-renounceable entitlement issue of 1 new share for every 3 shares held by eligible shareholders at an issue price of \$0.003 (0.3 of a cent) per share.

The Company advises that the Offer Booklet and personalised Entitlement & Acceptance Form have been posted to eligible shareholders today.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Kaitlin Smith', is positioned above the typed name.

Kaitlin Smith
Company Secretary



TYCHEAN RESOURCES LIMITED

ACN 119 031 864

ENTITLEMENT OFFER BOOKLET

For a pro rata non-renounceable Entitlement Offer of approximately 192,385,537 New Shares at an issue price of \$0.003 (0.3 of a cent) each on the basis of 1 New Share for every 3 ordinary shares held to raise approximately \$577,157 (before issue costs).

This document is not a prospectus. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document.

This document is important and requires your immediate attention. It should be read in its entirety. If you are in doubt as to the course you should follow, you should consult your financial or other professional adviser.

Please read the instructions on the accompanying Entitlement and Acceptance Form if you wish to subscribe for the New Shares.

CORPORATE DIRECTORY

Directors

Duncan Gordon (Non-executive Chairman)

Ian Gordon (Non-executive Director)

Paul Payne (Non-executive Director)

Share Registry

Computershare Investor Services Pty Limited

Level 5, 115 Grenfell Street

Adelaide, South Australia, 5000

Company Secretary

Ms Kaitlin Smith

Stock Exchange Listing

Australian Securities Exchange

ASX Code: TYK

Registered Office

Ground Floor 70 Hindmarsh Square

Adelaide SA 5000

Telephone – (08) 7324 3195

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IMPORTANT NOTICES

This Offer Booklet is dated 18 December 2018. This Offer Booklet is not a prospectus and has not been lodged with ASIC. This Offer Booklet does not contain all the information that an investor would find in a prospectus or on which an investor would expect to make an informed decision as to whether or not to accept the Offer.

This Offer is being made without a disclosure document in accordance with section 708AA of the Corporations Act.

This is an important document. Before deciding to apply for New Shares you should consider whether they are a suitable investment for you. Persons wishing to subscribe for New Shares should carefully read this Offer Booklet and consult their professional advisers for the purpose of evaluating whether or not to participate in the Entitlement Offer.

Representations

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Booklet. Any information or representation not so contained may not be relied upon as having been authorised by the Company in connection with the Offer.

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, sent to Eligible Shareholders with this Offer Booklet.

Overseas Shareholders

No action has been taken to permit the offer of New Shares under this Offer Booklet in any jurisdiction other than Australia and New Zealand. The distribution of this Offer Booklet in any jurisdiction other than Australia or New Zealand may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

This Offer Booklet does not constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Offer Booklet or make such an offer.

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

Forward looking statements

This Offer Booklet may contain forward looking statements, based on information and assumptions the Company knows now. They are subject to risks and uncertainties, many of which are outside the Company's control. Actual results may differ from the forward looking statements in this Offer Booklet. For example, the Company's results will be affected by the risks referred to in section 3.

Information publicly available

Information about the Company can be obtained from the Company's website and www.asx.com.au. The contents of any public filing do not form part of this Offer Booklet; however, this Offer Booklet is intended to be read in conjunction with information lodged by the Company with ASX.

Glossary

Terms used in this Offer Booklet are defined in the glossaries contained in sections 5.

CHAIRMAN'S LETTER

Dear Fellow Shareholders,

On behalf of the Directors of Tychean Resources Limited (Tychean or the Company), I am pleased to invite you to participate in the Company's Entitlement Offer, as announced on 18 December 2018 and outlined in this Offer Booklet.

Eligible security holders are able to apply for 1 New Share for every 3 existing Shares held in Tychean, at an Offer Price of \$0.003, to raise approximately \$577,157 before costs. The Entitlement Offer price reflects an approximate 19.35% discount to the 15-day volume weighted average price (VWAP) of the Company's shares for the period ending 14 December 2018.

I recommend your participation in the Entitlement Issue, which will enable the Company to effectively refocus its corporate strategy. Tychean intends to use the funds raised to ensure the Company is sufficiently equipped to pursue thorough due diligence on value-accretive mineral-based acquisition opportunities within Australia, conduct a strategic review of our current tenement positions and fulfill ongoing working capital requirements such as corporate overheads and administrative costs.

The nature of this Entitlement Offer favours existing shareholders in recognition of their continuing support, providing an opportunity to increase their investment in the Company at an attractive price and maintain their level of ownership in Tychean.

As an endorsement of our commitment to the Company, the Directors (either directly or through entities controlled by them) intend to subscribe for their full entitlement under the Offer.

I urge you to read the enclosed Offer Document in addition to all other publically available information on Tychean, in order to obtain a complete understanding of the offering being made.

As an eligible holder of shares you may participate in the Offer by completing the personalised Application Form accompanying this Offer Booklet.

The closing date for application of shares is 5:00pm (Adelaide time) on 23 January 2019.

On behalf of the Board I would like to thank you for your ongoing loyalty as we look ahead to delivering future success to all stakeholders in our quest to secure a flagship growth project.

Yours faithfully



Duncan Gordon
Chairman

SUMMARY OF IMPORTANT DATES

ASX announcement of Entitlement Offer and lodgement of Appendix 3B, Cleansing Notice and Offer Booklet with ASX	Tuesday 18, December 2018
Despatch of notices to shareholders informing them of the Offer	Wednesday, 19 December 2018
Securities quoted on an ex-basis	Monday, 31 December 2018
Record Date to determine entitlements to New Shares	Wednesday, 2 January 2019
Despatch of Offer Booklet and Entitlement and Acceptance Forms	Monday, 7 January 2019
Offer Opens	Monday, 7 January 2019
Offer Closes	Wednesday, 23 January 2019
New Shares quoted on a deferred settlement basis	Thursday, 24 January 2019
Company notifies shortfall to ASX	Friday, 25 January 2019
Issue date for New Shares	Thursday, 31 January 2019
Deferred settlement trading ends	
Normal (T+2) trading starts	Friday, 1 February 2019

NOTE

These dates are indicative only. The Company reserves the right to vary the above dates subject to the Corporations Act, ASX Listing Rules and other applicable laws.

1. INVESTMENT OVERVIEW AND KEY TERMS OF THE ENTITLEMENT OFFER

1.1 Investment Overview

Tychean, ASX listed since 2006, is involved in hard rock minerals exploration focussed within Australia. Over the years it has conducted significant drilling programs including exploration for commodities such as gold, lithium and uranium across a variety of geographical and geological settings.

Tychean is currently progressing the IronRinger transaction to acquire 100% of IronRinger Resources which holds substantial exploration projects on granted tenements in Kimberley and Kalgoorlie regions of Western Australia.

The Company is making a pro rata non-renounceable Entitlement Offer of approximately 192,385,537 New Shares to Eligible Shareholders at an issue price of \$0.003 (0.3 of a cent) per New Share on the basis of 1 New Share for every 3 Shares held at the Record Date.

Where the determination of the right to any Eligible Shareholder results in a fraction of a New Share, such a fraction will be rounded up to the nearest whole New Share.

The Company is seeking to raise up to \$577,157 (before issue costs). Based on current information and budgets, the Company intends to apply the money raised from the Offer under this Offer Booklet as outlined in the table below.

Use of proceeds assuming full amount is raised	Amount
Costs of the Offer	\$20,275
Review of current portfolio and assets:	
- strategic review and forward plan	\$20,000
Progressing the IronRinger transaction including funding first-pass exploration efforts;	\$238,000
Due diligence costs on additional acquisition opportunities;	\$88,000
Working Capital (12 months costs) including:	
• Corporate Costs	\$73,000
• Administrative, Audit Fees & Insurance	\$137,000
• Communications	\$882
Total	\$577,157

The above table is a statement of current intentions as at the date of this Offer Booklet. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the proceeds are ultimately applied. The Directors reserve the right to alter the way proceeds are applied on that basis.

1.2 Effect of the Offer on the Capital Structure of the Company

On the basis of the Company's capital structure as at 18 December 2018 the capital structure of the Company following completion of the Offer (assuming 192,385,537 New Shares are issued under the Offer) will be as follows:

Shares	Number
Shares on issue at 18 December 2018	577,156,607
New Shares issued under the Offer	192,385,537
Total Shares on issue at completion of the Offer	769,542,144

On the basis of the Company's cash balance as at 18 December 2018 the pro-forma cash balance of the Company following completion of the Offer (assuming the Offer is fully subscribed) will be as follows:

	Cash A\$
Cash at 18 December 2018	132,247
Proceeds of Entitlement Offer (net of costs of the Offer)	556,882
Cash following Entitlement Offer	689,129

1.3 Entitlements and Acceptance

The right of Eligible Shareholders to participate in the Offer will be determined on the Record Date. The number of New Shares to which you are entitled is shown on the Entitlement and Acceptance Form accompanying this Offer Booklet. If you do not take up all or part of your Entitlement by the Closing Date your Entitlement will lapse.

The Entitlement Offer is non-renounceable meaning there will be no rights trading on the ASX and you may not dispose of your Entitlement to any other party.

Eligible Shareholders may take any of the following actions:

- (a) take up all of your Entitlement;
- (b) take up part of your Entitlement and allow the balance to lapse;
- (c) take up all of your Entitlement and apply for additional new shares; or
- (d) not take up any of your Entitlement and allow it to lapse.

A completed and lodged Entitlement and Acceptance Form, together with payment for the number of New Shares accepted, cannot be withdrawn and constitutes a binding application for, and acceptance of, the number of New Shares specified in the Entitlement and Acceptance Form on the terms set out

in this Offer Booklet. The Entitlement and Acceptance Form does not need to be signed to be binding.

Further details in respect to actions required by Eligible Shareholders are outlined in section 2.

1.4 Opening and Closing Dates

The Entitlement Offer will open for receipt of acceptances on 7 January 2019 and will close at 5:00 pm (Adelaide time) on 23 January 2019. The Directors reserve the right to close the Entitlement Offer early or to extend the Closing Date, subject to the ASX Listing Rules. Investors are urged to lodge their Entitlement and Acceptance Forms as soon as possible.

1.5 ASX Quotation

Application has been made for the New Shares offered under this Entitlement Offer to be granted Official Quotation by the ASX. The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares offered for subscription.

1.6 Register

The Company will not be issuing certificates to investors. Instead, investors will be provided with a statement that sets out the number of New Shares allotted to them under this Offer Booklet. The notice will also advise holders of their Holder Identification Number (HIN) or Shareholder Reference Number (SRN).

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

1.7 Minimum Capital Raising

There is no minimum amount of capital to be raised under the Offer.

1.8 Shortfall in Subscription

If after the Closing Date, all allotted shares have not been subscribed for by Eligible Shareholders, the Directors of the Company may seek bids from shareholders, institutions and other prospective investors for the shares comprising the shortfall. Provision will be made for Eligible Shareholders to make application for additional shares beyond their entitlement on the Entitlement and Acceptance Form, which is expected to be despatched on 7 January 2019. Allocation of any or all shortfall shares remains at the discretion of the Board of Directors.

The issue price for each New Share to be issued in respect of any shortfall in subscription for New Shares is \$0.003 (0.3 of a cent).

1.9 Rights Attaching to Shares

The New Shares issued will rank equally with existing Shares on issue. The rights and liabilities attaching to the New Shares are set out in the constitution of the Company and in the Corporations Act.

1.10 Non-Resident Shareholders

This Offer is only being extended to Shareholders with registered addresses in Australia and New Zealand. All other Shareholders (**Non-Resident Shareholders**) will not be offered Entitlements under this Offer. The Company has determined, in accordance with the Corporations Act and the ASX Listing Rules, that it would be unreasonable to make the Offer to Non-Resident Shareholders having regard to:

- 1.10.1 the number of Shareholders in the places where the offer would be made;
- 1.10.2 the number and value of the rights that would be offered; and
- 1.10.3 the cost of complying with the legal requirements in those places.

No Entitlement and Acceptance Forms are being sent to Non-Resident Shareholders. This Offer Booklet or a summary of the details of the Offer may be sent to Non-Resident Shareholders for information purposes only.

Neither this Offer Booklet nor the Entitlement and Acceptance Form constitute an offer of, or an invitation by or on behalf of the Company to subscribe for or purchase any of the New Shares in any jurisdiction or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this Offer Booklet and Entitlement and Acceptance Form, and the offering of New Shares, in certain jurisdictions may be restricted by law. Persons into whose possession such documents come should inform themselves about and comply with those restrictions.

1.11 Taxation

Taxation implications may vary depending upon the particular circumstances of individual Eligible Shareholders. Eligible Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Booklet.

1.12 Enquiries

Enquiries concerning the Entitlement and Acceptance Form or this Offer Booklet can be made by contacting the Company by telephone on (08) 7324 3195

2. HOW TO PARTICIPATE IN THE ENTITLEMENT OFFER

2.1 What you may do

The number of New Shares to which you are entitled is shown in the accompanying Entitlement and Acceptance Form. You may:

- 2.1.1 take up all of your Entitlement;
- 2.1.2 take up part of your Entitlement and allow the balance to lapse;
- 2.1.3 take up all of your Entitlement and apply for additional new shares;
or
- 2.1.4 not take up any of your Entitlement and allow it to lapse.

2.2 Payment methods

If you are paying for your New Shares by cheque, send your completed Entitlement and Acceptance Form together with your cheque or bank draft for the total amount payable to reach the Company's share registry by 5:00 pm (Adelaide time) on the Closing Date.

Your cheque must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. Your payment must be for the full amount required to pay for the New Shares applied for. Payments in cash will not be accepted.

Cheques must be made payable to "Tychean Resources Limited Entitlement Offer" and crossed "Not Negotiable".

You must ensure your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. The Company will not re-present any dishonoured cheques.

For payment by BPAY®, please follow the instructions on your personalised Entitlement and Acceptance Form. Please note that should you choose to pay by BPAY®, you do not need to submit the personalised acceptance form but are taken to have made the declarations on that Entitlement and Acceptance Form. Your BPAY® payment must be received by 5.00pm (Adelaide time) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times in regard to electronic payment and you should take this into account when making payment.

Entitlement and Acceptance Forms must be accompanied by payment of A\$0.003 (0.3 of a cent) per Share. Receipts will not be issued.

2.3 Lodgement methods

If you are making payment by cheque you must deliver your Entitlement and Acceptance Form, together with a cheque, bank cheque or bank draft, by post to the Company, to be received no later than 5:00 pm (Adelaide time) on the Closing Date at the following address:

Tychean Resources Limited Entitlement Offer
C/- Computershare Investor Services Pty Limited
GPO Box 2987
Adelaide SA 5001, Australia

Completed Entitlement and Acceptance Forms and application monies will not be accepted if sent to another address.

3. SUMMARY OF RISKS

As with all investments, investors should be aware that the market price of shares may fall as well as rise. The potential returns of the Company will be exposed to risks specific to the Company and to general investment risks. While it is impossible to identify all risks, the attention of investors is drawn to the following particular risks:

3.1 Key Risks

Going concern

The Company's auditor, Grant Thornton Audit Pty Ltd noted in respect of the full-year financial report for the period ended 30 June 2018 the existence of a material uncertainty which may cast doubt on the Company and its subsidiaries' ability to continue as a going concern.

Future Capital Requirements

The Company will require additional capital to fund exploration/development of new projects. The Company's ability to raise sufficient further capital within an acceptable time frame and on terms acceptable to it will vary according to a number of factors including (without limitation) the prospects of new projects (if any), the results of exploration and subsequent feasibility studies, stock market and industry conditions and the price of relevant commodities.

Commodity Prices

The Company is exploring for commodities within Australia. Any decision to mine ore containing economic quantities of minerals will be closely related to the price of the relevant commodity.

The demand for and price of commodities is influenced by a variety of factors including the level of forward selling by producers, costs of production, general economic conditions, the level of inflation, interest rates and currency exchange rates.

Exploration and Development

Exploration by its nature contains elements of significant risk. Ultimate success depends on the discovery of economically recoverable resources, obtaining the necessary titles and governmental regulatory approvals and obtaining and servicing of funding for mining operations if and when a decision to mine is made.

There can be no assurance that the Company's existing projects or any other projects or tenements that the Company may acquire in the future will result in the discovery of significant resources. Even if significant resources are identified, there can be no guarantee that they will be able to be economically exploited.

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- geological conditions;
- limitations on activities due to seasonal weather patterns;
- alterations to exploration programs and budgets;
- the availability of drilling rigs and other machinery necessary for the Company to undertake its activities;
- unanticipated operational and technical difficulties encountered in survey, drilling and production activities;
- mechanical failure of operating plant and equipment, adverse weather conditions, industrial and environmental accidents, industrial disputes and other force majeure events;
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment; and
- prevention or restriction of access by reason of political unrest, outbreak of hostilities, and inability to obtain consents or approvals (including clearance of work programs pursuant to existing, and any future access agreements entered into with the traditional land owners).

3.2 Risks Specific to the Company

Native Title & Aboriginal Heritage

Mining tenements which the Company may acquire in the future may be located within areas that are the subject of claims or applications for native title determination. The *Native Title Act 1993* (Cth) and related State native title legislation and aboriginal heritage legislation may affect the Company's ability to obtain access to certain of its exploration areas or to obtain mining production titles. Settling any such claims will incur costs to the Company. The degree to which this may impact on the Company's activities will depend on a number of factors, including the status of particular tenements and their

locations. At this stage, the Company is not able to quantify the impact, if any, of such matters on its operations.

Title, Environmental Bonds & Conditions

All mining tenements which the Company may acquire either by application, sale and purchase or farm-in are regulated by applicable state mining legislation. There is no guarantee that applications will be granted as applied for. Various conditions may also be imposed as a condition of grant. In addition the relevant minister may need to consent to any transfer of a tenement to the Company.

Environment

The Company's existing projects and any other projects or tenements that the Company may acquire in the future will be subject to State and Federal laws and regulations regarding environmental matters. Resource activities can be environmentally sensitive and can give rise to substantial costs for environmental rehabilitation, damage control and losses. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws.

Resource Estimates

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when made may change significantly when new information becomes available. In addition, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted and mining plans altered in a way which could impact adversely on the operations of the Company.

Agreements with Third Parties

The Company is and will be subject to various contracts and agreements with third parties. There is a risk of financial failure or default by counterparty to these arrangements. Any breach or failure may lead to penalties or termination of the relevant contract. In addition, the Company's interest in the relevant subject matter may be jeopardised.

3.3 Risks Specific to the Offer

Dilution Risk

If you decide to take up only part of your Entitlement or not to accept any of your Entitlement, your Entitlement will lapse and your ownership of the Company will be diluted to that extent.

3.4 General Risks

General Market Conditions

The price of the Shares on ASX may rise or fall due to numerous factors including:

- general economic conditions, including inflation rates and interest rates;
- variations in the local and global markets for listed shares in general, or for mining stocks in particular;
- changes to government policy, legislation or regulation;
- competition in the industry in which the Company operates; and
- general operational and business risks.

In particular, the share prices of many companies have in recent times been subject to wide fluctuations, which in many circumstances arise by reason of matters outside the control of the company, including global hostilities and tensions and the general state of the economy. Such market fluctuations may materially adversely affect the market price of the New Shares.

There can also be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few or many potential buyers or sellers of the New Shares on the ASX at any given time. This may increase the volatility of the market price of the New Shares, and the prevailing market price at which shareholders are able to sell their New Shares.

The matters set out above may result in Shareholders receiving a price for their New Shares that is more or less than the Offer price.

Changes in government policy

Changes in government policy may affect the amount and timing of the Company's future cash flows and profits, and its viability and profitability. The activities of the Company are subject to various federal, state and local laws governing exploration, development, production, taxes and other matters.

4. ADDITIONAL INFORMATION

4.1 Reliance on Offer Booklet

This Offer Booklet has been prepared pursuant to section 708AA of the Corporations Act for the offer of New Shares without disclosure to investors under Part 6D.2 of the Corporations Act. This Offer Booklet was lodged with the ASX on 18 December 2018.

Section 708AA of the Corporations Act requires companies to lodge with the ASX a Cleansing Notice. The Company lodged a Cleansing Notice with the ASX on 18 December 2018.

In deciding whether or not to accept the Offer, you should rely on your own knowledge of the Company, refer to the documents lodged and the disclosures made by the Company on the ASX (which are available for inspection on the ASX website at www.asx.com.au) and seek advice from your financial or professional adviser.

4.2 Control implications of the Entitlement Offer

The potential effect the Entitlement Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including the demand from existing Shareholders. The primary consequences are that:

- if all Eligible Shareholders take up their entitlement to New Shares, the Entitlement Offer would have no effect on the control of the Company because the Eligible Shareholders would continue to hold the same percentage interest in the Company;
- if some Eligible Shareholders do not take up their full entitlement, such Shareholders' voting power would be diluted relative to those who did take up their full Entitlement;

4.3 Director's Interests in Securities

The securities of the Company in which Directors and their associates have relevant interests are:

Director	Pre Entitlement Offer		Maximum Potential Voting Power Post Entitlement Issue	
	Shares	Voting power	Shares	Voting power
Duncan Gordon	14,006,528	2.42%	18,675,371	2.42%
Ian Gordon	26,651,505	4.62%	35,535,340	4.62%
Paul Payne	10,000,000	1.73%	13,333,334	1.73%

4.4 Expenses of the Offer

On the assumption that the Offer is fully subscribed, the total expenses connected with the Offer, including legal and other advisory fees, listing, printing and other miscellaneous expenses are estimated to be approximately \$20,275 comprised as follows:

Expenses	Cost
ASX listing fees	\$4,275
Printing, postage and share registry	\$16,000
Total estimated costs	\$20,275

4.5 Privacy

The Company will collect information about each Shareholder who accepts the Entitlement Offer provided on the Entitlement and Acceptance Form for the purposes of processing the application and, if the application is successful, to administer the Shareholder's shareholding in the Company.

By submitting an Entitlement and Acceptance Form, you will be providing information to the Company (directly or through the Company's share registry). The Company will collect, hold and use that information to assess your application. The Company may disclose your personal information for purposes related to your shareholding in the Company, including its share registry, agents, contractors and third party service providers, and to the ASX and regulatory bodies. To make a request for access to your personal information held by (or on behalf of) the Company, please contact the Company through its share registry.

4.6 Governing Law

The Entitlement Offer and contracts formed on acceptance of the Entitlement and Acceptance Forms are governed by the law in force in South Australia. Each shareholder submits to the exclusive jurisdiction of the courts of South Australia.

5. GLOSSARY – TERMS USED IN THIS OFFER BOOKLET

In this Offer Booklet, unless the context otherwise requires:

\$ means Australian dollars (and references to cents are to Australian cents);

ASIC means the Australian Securities and Investments Commission;

ASX means ASX Limited or the Australian Securities Exchange operated by it (as the context requires);

ASX Listing Rules means the Listing Rules of ASX;

Board means the board of directors of the Company;

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a Business Day;

Cleansing Notice means the cleansing notice to be lodged by the Company pursuant to section 708AA(2)(f) of the Corporations Act;

Closing Date means the closing date of the Offer, which is 23 January 2019 (unless extended);

Company or **Tychean** means Tychean Resources Limited (ACN 119 031 864);

Constitution means the constitution of the Company;

Corporations Act means *Corporations Act 2001* (Cth);

Directors mean the current directors of the Company;

Eligible Shareholders means on the Record Date, Shareholders recorded on the register of members of the Company as holders of Shares, that have registered addresses in Australia or New Zealand and are eligible under all applicable securities laws to receive an Offer without any requirement for a prospectus, disclosure document, or any lodgement, filing registration or qualification;

Entitlement means the right of an Eligible Shareholder to apply for a number of New Shares under the Entitlement Offer;

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Booklet;

New Shares means ordinary shares in the Company issued pursuant to the Entitlement Offer;

Non-Resident Shareholders has the meaning given in section 1.10;

Official List means the Official List of ASX;

Official Quotation means the grant by ASX of "Official Quotation" (as that term is used in the ASX Listing Rules) of all the New Shares when allotted which if conditional may only be conditional on the allotment of the New Shares;

Offer or **Entitlement Offer** means the offer of New Shares under the Entitlement Offer;

Offer Booklet means this document, including the Entitlement and Acceptance Form;

Ordinary Shares means fully paid ordinary shares in the Company;

Record Date means the record date to determine the Shareholders entitled to participate in the Entitlement Offer, being 5.00pm (AEST) on 2 January 2019

Shareholder means a holder of Shares;

Shares means fully paid ordinary shares in the Company;



Tychean Resources Limited
ACN 119 031 864

For all enquiries:

Phone:



(within Australia) 08 7224 3195
(outside Australia) +61 8 7224 3195

Web:



www.investorcentre.com/contact

TYK

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Non-Renounceable Rights Issue — Entitlement and Acceptance Form

 **Your payment must be received by 5:00pm (Adelaide time) 23 January 2019**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Offer Booklet dated 18 December 2018.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Tychean Resources Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →

Tychean Resources Limited Non-Renounceable Rights Issue
Payment must be received by 5:00pm (Adelaide time) 23 January 2019

© Registered to BPAY Pty Limited ABN 69 079 137 518

Entitlement and Acceptance Form with Additional Shares

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STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Existing shares entitled to participate as at
2 January 2018:

Entitlement to New Shares
on a 1 for 3 basis:

Amount payable on full acceptance
at A\$0.003 per New Share:

4,000
1
\$0.01

STEP 2 Make Your Payment

	Biller Code: 99999 Ref No: 1234 5678 9123 4567 89
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Pay by Mail:

 Make your cheque, bank draft or money order payable to "**Tychean Resources Limited**" and cross "**Not Negotiable**".
Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 2987 Adelaide South Australia 5001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (Adelaide time) 23 January 2019. 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. Neither Computershare Investor Services Pty Limited (CIS) nor Tychean Resources Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (Adelaide time) 23 January 2019. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Tychean Resources Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here -----

Tychean Resources Limited Acceptance Payment Details

Entitlement taken up:

Number of Additional New Shares applied for:

Amount enclosed at A\$0.003 per New Share: **A\$**



Entitlement No: 12345678

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Payment must be received by 5:00pm (Adelaide time) 23 January 2019

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

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

123456789123456789+0000000001-5002+15