



Tyranna Share Purchase Plan

Not for release or distribution in the United States

5 September 2017

Dear Shareholder

Offer to participate in the Tyranna Share Purchase Plan

The Directors of Tyranna Resources Limited (ASX: TYX) (**Tyranna** or the **Company**) are pleased to offer you the opportunity to participate in the Tyranna Share Purchase Plan (**SPP**).

As announced on 24 August 2017, the Company is undertaking a two stage program of capital raisings.

Stage one comprises a placement to sophisticated and professional investors of 90,764,706 fully paid ordinary shares in Tyranna (**Shares**) at 1.7 cents per Share, with one free attaching option per Share exercisable at 4 cents and expiring 4 years after the date of issue (**Options**), (**Placement**). The Placement raised \$1,543,000 before costs and the Shares component of the Placement was issued on 31 August 2017. The Options component of the Placement will be issued following the receipt of shareholder approval. It is the intention of the Company to apply for quotation of the Options on ASX.

Stage two is this SPP, under which Shares are now offered to Eligible Shareholders on identical terms as those Shares offered under the Placement.

The SPP offers eligible shareholders an opportunity to purchase further Shares in the Company (**New Shares**) to a value of \$1,000, \$2,000, \$5,000, \$10,000 or \$15,000 at a discount and free from brokerage and transaction costs.

The offer price for the New Shares will be \$0.017 per New Share. This represents a 15% discount to the volume weighted average price of Tyranna shares for the five trading day period up to and including 21 August 2017 (the trading day prior to the announcement of the SPP) of \$0.02.

Any New Shares not subscribed for by Eligible Shareholders under the SPP will comprise the shortfall (**SPP Shortfall**) and may be offered to institutional or sophisticated investors as a separate placement at the discretion of the Directors, subject to shareholder approval (**SPP Shortfall Offer**).

Eligible Shareholders who subscribe for New Shares under the SPP, and investors who subscribe for New Shares under the SPP Shortfall Offer, will be allocated one free attaching option (**Option**) for every New Share subscribed for. It is proposed that Tyranna will apply to have the



Options quoted on ASX. Each Option will have an exercise price of \$0.04 and an expiry date 4 years after the date of issue.

The Options under the SPP, the SPP Shortfall Offer and the Placement will be offered under a prospectus and will be issued subject to the receipt of prior shareholder approval at a general meeting intended to be held on 6 October 2017. A notice of meeting will be distributed to shareholders in the coming days. In the event that shareholder approval is not obtained for the issue of the Options under the SPP, the SPP Shortfall Offer and/or the Placement, the participants will be issued the New Shares for which they subscribed but will not be issued with the attaching Options.

The SPP is not underwritten and will be capped at a total amount of \$1.0 million (before costs). A scale-back policy will be applied if valid applications exceed \$1.0 million. The Company reserves absolute discretion regarding the amount raised under the SPP and the exercise of its right to accept additional funds or to scale-back applications. Should a scale-back happen, you may be allocated New Shares to a value which is less than the parcel of New Shares you applied for and the difference will be refunded to you.

The funds raised under the Placement and the SPP will be used for:

- exploration activities at Jumbuck Project;
- advancement of feasibility studies for the Jumbuck Project;
- potential acquisition opportunities; and
- general working capital.

Participation in the SPP is entirely optional and open to shareholders who were holders of fully paid ordinary shares in Tyranna as at 5.00pm Australian Western Standard Time (**WST**) on 23 August 2017 and whose registered address is in Australia or New Zealand.

The SPP will open on 8 September 2017 (and the SPP offer documents will be despatched to eligible shareholders by 7 September 2017) and will remain open until 5.00pm WST on 29 September 2017. As soon as practicable after the close of the SPP, Tyranna will make an ASX announcement as to the outcome of the SPP and the number of New Shares and attaching Options to be issued.

The offer of New Shares under the SPP and the offer of the attaching Options are made under the following separate offer documents (enclosed):

- SPP Offer Booklet;
- Prospectus for the Options; and
- combined application form for the New Shares and Options.

These documents are important and should be read thoroughly in conjunction with the publicly available information relating to Tyranna. If you are unsure about whether to participate,



please contact your professional adviser. If you require further information, please contact the Company Secretary (contact details are in the enclosed instructions).

On behalf of the Board, I invite you to consider this opportunity to increase your investment in the Company.

Yours sincerely

A handwritten signature in black ink, appearing to read "Bruno Seneque". The signature is written in a cursive style with a large initial 'B'.

Bruno Seneque
Managing Director
Tyranna Resources Limited



SPP OFFER BOOKLET

SPP OFFER AT A GLANCE

KEY DATES*

DATE	EVENT
5.00pm WST on 23 August 2017	<p>Record Date</p> <p>The date and time at which Tyranna determines who is eligible to participate in the SPP.</p>
8 September 2017	<p>Opening Date</p>
5.00pm WST on 29 September 2017	<p>Closing Date</p> <p>Application Forms together with payment by cheque or money order must be received by this time and date.</p> <p>Note: BPAY payments must be received by 4.00pm WST on 29 September 2017, which is when the BPAY system closes on the Closing Date.</p>
6 October 2017	<p>General Meeting</p> <p>The date and time of the General Meeting at which shareholder approval will be sought for the issue of the free-attaching Options to Eligible Shareholders who subscribe for New Shares.</p>
6 October 2017	<p>Issue Date</p> <p>The date on which the New Shares and Options are expected to be issued.</p>
6 October 2017	<p>Despatch Date</p> <p>Transaction confirmations/holding statements will be sent to shareholders for New Shares and Options on or about this date.</p>
9 October 2017	<p>Trading Date</p> <p>The date on which the New Shares and Options are expected to begin trading.</p>

* The Company may change any of the Key Dates at its discretion (even if the offer has opened or applications have been received).



OFFER DETAILS

Issue Price	The issue price is \$0.017 per New Share, which represents a 15% discount to the volume weighted average price of Tyranna shares for the five trading day period up to and including 21 August 2017 (the trading day prior to the announcement of the SPP) of \$0.02.
Attaching Options	One free attaching Option for every New Share applied for, exercisable at 4 cents and expiring 4 years from the date of issue. The issue of Options is subject to Tyranna shareholder approval and the Company intends to apply to ASX for quotation of these Options.
Minimum Application Amount	The minimum application amount is \$1,000.
Maximum Application Amount	The maximum application amount is \$15,000.
Permitted Application Amounts	Each Eligible Shareholder is entitled to subscribe for a parcel of New Shares valued at any of \$1,000, \$2,000, \$5,000, \$10,000 or \$15,000.

INSTRUCTIONS

The SPP opens on 8 September 2017 and under the offer you may apply for a parcel of New Shares as set out in the table below. You will be entitled to 1 Option for every New Share you subscribe for under the SPP. The total number of Options under each parcel of New Shares is outlined in the table below:

Number of New Shares applied for	Amount payable for that parcel	Number of free-attaching Options
58,824	\$1,000	58,824
117,647	\$2,000	117,647
294,118	\$5,000	294,118
588,235	\$10,000	588,235
882,353	\$15,000	882,353



To apply and pay for your New Shares, you have two options:

Option 1: BPAY®

You can make a payment by BPAY® if you have an Australian bank account enabled for this purpose. BPAY® customers must follow the instructions at paragraph 5 of the Terms and Conditions and in the Application Form and must use the customer reference number shown on the Application Form which is required to identify your holding. If paying by BPAY®, you still need to return your Application Form if you wish to apply for free-attaching Options under the Prospectus. See paragraph 5 of the Terms and Conditions for further information.

Option 2: Application Form and cheque, bank draft or money order

You can complete the Application Form and return it to Advanced Share Registry Ltd (**Share Registry**), 110 Stirling Highway, Nedlands, Western Australia together with a cheque, bank draft or money order, in accordance with the instructions on the Application Form.

Cheques, bank draft and money orders must be made payable to "Tyranna Resources Limited – SPP Subscription Funds Trust Account" in Australian dollars and drawn on an Australian bank for the correct amount. The Company will not accept payment by cash.

Timing

All payments by cheques, bank draft and money orders and Application Forms must be received before 5.00pm WST on 29 September 2017. You cannot withdraw or cancel your application or BPAY® payment once you have sent it in. BPAY® payments must be received by 4.00pm WST on 29 September 2017 (note that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment).

NO OFFER OUTSIDE AUSTRALIA AND NEW ZEALAND

This document may not be released or distributed in the United States or any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any country other than Australia and New Zealand. In particular, any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act of 1933 (as amended) and applicable US state securities laws.

QUESTIONS

If you have any questions, please contact the Company Secretary any time between 9.00am and 5.00pm (WST) Monday to Friday on +61 8 9485 1040.



SPP TERMS AND CONDITIONS

IMPORTANT NOTICE: The market price of Company shares may rise or fall from now to when the New Shares are issued to you under the SPP or upon exercise of Options. Therefore, if you apply for and we allot to you New Shares under the SPP, the offer price for those New Shares may be more than, or less than, the market price of Company shares you could buy at that time. Similarly, the exercise price for your Options may be more than, or less than, the market price of Tyranna shares you could buy at the time of exercise. By completing and returning the Application Form or making a BPAY payment, you acknowledge this risk. We encourage you to contact your professional adviser regarding whether to participate in the SPP and how much to contribute.

1. Offer timetable

- (a) The offer timetable is set out in the Key Dates above and is included in these Terms and Conditions.
- (b) Payment by BPAY®, Application Forms, cheques, bank draft and money orders may not be processed and may not be valid if they have not been received by or on behalf of the Company by the time and date specified for the Closing Date. You must allow adequate time for Application Forms and cheques, bank draft or money orders forwarded by post to be received by the Share Registry. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.
- (c) The Company expects to send transaction confirmations or holding statements to you on or around the Despatch Date.
- (d) The Company expects that the New Shares and Options will be issued under the SPP and pursuant to the Prospectus on the Issue Date and will commence trading on ASX on the Trading Date. You must confirm your holding before trading in any New Shares or Options you believe have been issued to you under the SPP and pursuant to the Prospectus.
- (e) At any time, the Company can change the Closing Date, the Issue Date, the Trading Date and the Despatch Date (even if the offer has opened, or BPAY® payments and Application Forms have been received) by lodging a revised timetable with ASX.

2. Eligible Shareholders

You are an eligible shareholder and may participate in the SPP if you were a registered holder of fully paid ordinary shares in the Company with a registered address in Australia or New Zealand as at 5.00pm WST on 23 August 2017, unless you hold shares



on behalf of another person who resides outside Australia or New Zealand (in which case you will not be eligible to participate in respect of the shares of that person) (**Eligible Shareholder**).

For New Zealand shareholders, you must still be a shareholder at the date of this offer, that is, 23 August 2017.

The Company has determined that it is not practical for holders of shares with registered addresses in other countries to participate.

- (a) **Holders receiving more than one offer:** If you are the only registered holder of Company shares, but you receive more than one offer under the SPP (due to multiple registered holdings), you may only contribute a maximum of \$15,000 in applying for New Shares.
- (b) **Joint Holders:** If 2 or more persons are recorded in the register of members of the Company as jointly holding Company shares, they are considered to be a single registered holder for the purpose of the SPP and they are entitled to participate in the SPP in respect of that single holding only. If as joint holders you receive more than one offer under the SPP due to multiple identical holdings, you may still only contribute a maximum of \$15,000 in applying for New Shares.
- (c) **Custodians, trustees and nominees:** If you are a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] (**Custodian**), and hold Company shares on behalf of one or more persons (each a **Participating Beneficiary**), or on behalf of a "downstream custodian" within the definition of ASIC Class Order [CO 09/425] who holds the beneficial interest in Company shares on behalf of a Participating Beneficiary, you may apply for up to a maximum of \$15,000 worth of New Shares for each Participating Beneficiary, subject to providing the Company with a Custodian Certificate in accordance with paragraph 15(d) below. If you are not a Custodian, the rules for multiple single holdings apply and you may only contribute a maximum of \$15,000 in applying for New Shares. You are not eligible to participate on behalf of a person who resides outside Australia and New Zealand.

3. Participation is optional

Participation in the SPP is entirely optional. If you are an Eligible Shareholder, you can choose whether or not to participate.



4. How much can you invest?

- (a) If you are an Eligible Shareholder, you may apply to buy a parcel of New Shares by contributing a set amount of approximately \$1,000, \$2,000, \$5,000, \$10,000 or \$15,000. There is no additional cost to acquire the free attaching Options.
- (b) This parcel may be subject to a scaleback and rounding. The SPP will be capped at a total amount raised of \$1,000,000 (before costs). The Company reserves absolute discretion regarding the amount raised under the SPP and exercise of its right to accept additional funds or to scaleback applications.
- (c) Unless you are applying as a Custodian, the maximum amount of \$15,000 applies even if you receive more than one Application Form or if you hold shares in the Company in more than one capacity (for example, if you are both a sole and joint holder of shares in the Company - see paragraph 2 above) and irrespective of the number of Company shares you hold on the Record Date. We can reject any application for New Shares if we believe you have not complied with this condition.

5. How to apply for New Shares

If you would like to participate in the SPP, you have two options:

Option 1: BPAY

Provided you are not a Custodian, you can make a payment by BPAY® if you have an Australian bank account enabled for this purpose. BPAY® customers must use the customer reference number shown on the Application Form which is required to identify your holding. If paying by BPAY®, you still need to return your Application Form if you wish to apply for free-attaching Options under the Prospectus.

IMPORTANT NOTE: By using this BPAY® facility to apply for New Shares, you represent that the total of the application price for the following does not exceed \$15,000:

- (a) the New Shares the subject of this application;
- (b) any other shares applied for under this SPP, or shares or interests in the class issued under a similar arrangement in the 12 months before this application;
- (c) any other shares or interests in the class which you have instructed a custodian to acquire on your behalf under this SPP; and
- (d) any other shares or interests in the class issued to a custodian under an arrangement similar to this SPP in the 12 months before this application as a



result of you instructing the custodian or another custodian, which resulted in you holding a beneficial interest in the shares or interests.

Payment by BPAY® may not be processed and may not be valid if it has not been received by the Company by the time and date specified for the Closing Date. You should be aware that the BPAY® system closes at 4.00pm WST and your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

Option 2: Application Form and cheque, bank draft or money order

You must complete an Application Form and return it with a cheque, bank draft or money order in accordance with the instructions on the Application Form.

Cheques, bank draft and money orders must be payable to "Tyranna Resources Limited – SPP Subscription Funds Trust Account", in Australian dollars and drawn on an Australian bank for the correct amount. The Company will not accept payment by cash.

Application Forms, cheques, bank draft and money orders may not be processed and may not be valid if they have not been received by or on behalf of the Company by the time and date specified for the Closing Date. You must allow adequate time for Application Forms and cheques, bank draft or money orders forwarded by post to be received by the Share Registry.

6. Options

Successful applicants for New Shares under the SPP will also be entitled to receive a free attaching Option for every New Share issued under the SPP. The Options will have an exercise price of \$0.04 per Option and an expiry date 4 years after the date of issue. The Company will apply to have the Options quoted so that they can be traded on ASX.

The offer of Options will be made separately under a prospectus which will be sent to shareholders as a separate document accompanying this document (**Prospectus**). Applicants should consider the Prospectus when deciding whether to apply for the Options and must complete the combined Application Form which accompanies this SPP offer booklet if they wish to apply to participate in the SPP.

Subject to satisfying the ASX listing criteria, the Options are intended to be quoted on ASX, and will be issued subject to shareholder approval at the Company's General Meeting planned for 6 October 2017. If Company shareholder approval is not obtained for the issue of the Options, successful applicants for New Shares will still be issued New Shares but will not be entitled to receive free-attaching Options or to receive a refund of any application monies.



7. Company's discretion regarding applications

The Company may accept or reject applications for New Shares under the SPP, including if:

- (a) an Application Form is incorrectly completed, incomplete or otherwise determined by the Company to be invalid;
- (b) you are a Custodian, and we are not satisfied with your certification for any reason;
- (c) a cheque is dishonoured or has not been completed correctly;
- (d) the correct amount corresponding to your application is not provided with the Application Form or BPAY®;
- (e) a BPAY® payment is not received or is incomplete or invalid;
- (f) unless you are applying as a Custodian, an applicant appears to be contributing more than \$15,000 under the SPP;
- (g) an application is received after the time and date specified as the Closing Date. the Company has a discretion whether or not to accept late BPAY® payments, Application Forms and cheques, bank draft or money orders; or
- (h) the Company believes you are not an Eligible Shareholder,

and the Company must reject applications if required to do so under ASIC Class Order [CO 09/425].

The Company reserves the right to return your cheque, bank draft or money order or refund your BPAY® payment and not allot you any New Shares.

8. Offer price

The offer price for each New Share is \$0.017. This represents a 15% discount to the volume weighted average price of Company shares for the five trading day period up to and including 21 August 2017 (the trading day prior to the announcement of the SPP) of \$0.02.

9. Condition

The issue of the New Shares under the SPP and the Options pursuant to the Prospectus is subject to the Company being able to comply with the ASX Listing Rules.



10. Applications may be scaled back

- (a) The Company reserves the right to determine the amount it raises through the SPP, including the right to scale back applications (**Scaleback**). At this stage the maximum amount raised under the SPP will be capped at a total amount of \$1,000,000 (before costs), though the Company reserves the right to change this cap at its discretion by announcement to ASX.
- (b) If there is a Scaleback you may not receive all the New Shares for which you have applied. Each applicant will be treated equally and scaled back on a pro rata basis. In the event of a Scaleback, the number of Options will also be scaled back proportionately. If a Scaleback produces a fractional number when applied to your parcel, the number of New Shares (and Options) you will be issued will be rounded down.
- (c) The Company will refund to you by direct credit deposit to your nominated bank account (where you have given your nomination to the Share Registry) or by cheque, the difference between your application money and the total offer price for the New Shares issued to you.

11. No other participation costs

No brokerage, commission or other participation costs are payable by you to acquire New Shares and Options under the SPP and pursuant to the Prospectus.

12. No interest

No interest will be paid on any application money returned to you.

13. You cannot transfer your rights under this SPP

Your rights under this offer are personal to you and non-renounceable. This means you cannot transfer your right to purchase New Shares under this SPP or to receive Options under the Prospectus to anyone else.

14. Equal ranking

New Shares issued under the SPP will, at the time of issue, rank equally with existing fully paid ordinary shares in the Company quoted on ASX, with the same voting rights, dividend rights and other entitlements.



15. Significance of applying for New Shares

If you apply to participate in the SPP:

- (a) you agree that once you have sent in your application or made your BPAY® payment, you cannot withdraw or cancel your application and your application is unconditional;
- (b) you confirm that you are an Eligible Shareholder and that you are lawfully permitted to accept the offer under the SPP and participate in the SPP in accordance with these Terms and Conditions and any applicable laws;
- (c) you certify that, even if you have received more than one offer under the SPP or received offers in more than one capacity, the total of the application price for the following does not exceed \$15,000:
 - (i) the New Shares the subject of this application;
 - (ii) any other shares applied for under this SPP, or shares or interests in the class issued under a similar arrangement in the 12 months before this application;
 - (iii) any other shares or interests in the class which you have instructed a custodian to acquire on your behalf under this SPP; and
 - (iv) any other shares or interests in the class issued to a Custodian under an arrangement similar to this SPP in the 12 months before this application as a result of you instructing the Custodian or another custodian, which resulted in you holding a beneficial interest in the shares or interests;
- (d) if you are a Custodian and are applying for New Shares with a total application price exceeding \$15,000, subject to you providing a notice in writing to the Company certifying the matters required by ASIC Class Order [CO 09/425] condition 9 (**Custodian Certificate**). Custodians should request a pro forma Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate or if you would like further information on how to apply, you should contact the Share Registry;
- (e) you agree to these Terms and Conditions and you agree not to do anything which would be contrary to the spirit, intention or purpose of the SPP;
- (f) you agree to be bound by the Constitution of the Company;



- (g) you authorise the Company (and its officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by inserting missing details if the Company elects to do so;
- (h) you agree that the Company may determine that your Application Form is valid and in accordance with these Terms and Conditions, even if it is incomplete, contains errors or is otherwise defective;
- (i) you agree that your application is only effective when received by, or on behalf of, the Company and not when posted;
- (j) you accept the risk associated with any refund that may be sent to you by direct credit to your account as nominated to the Share Registry or cheque to your address shown on the Company's register;
- (k) you agree that you are responsible for any dishonour fees or other costs which the Company may incur if your cheque for payment is dishonoured;
- (l) you agree that the Company and the Share Registry have not provided you with investment or financial product advice, and that they have no obligation to provide advice to you about your decision to apply for and buy New Shares or to receive Options; and
- (m) you agree that the Company is not liable for any exercise of its discretions referred to in these Terms and Conditions.

16. Notice to shareholders in New Zealand

The New 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 New Shares is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand). This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

17. No US offer

If you apply to participate in the SPP, you acknowledge and agree that:

- (a) the New Shares and Options have not, and will not be, registered under the US Securities Act of 1933, as amended, or the securities laws of any state or



other jurisdiction in the United States, or in any other jurisdiction outside Australia and New Zealand;

- (b) you must not send copies of these Terms and Conditions or any other material relating to the SPP to any person in the United States or elsewhere outside Australia and New Zealand;
- (c) you must not submit an Application Form or make payment by BPAY® for any person resident outside Australia or New Zealand; and
- (d) if you do not comply with these restrictions, it may result in violations of applicable securities laws.

18. Withdrawal, waiver, suspension and termination

The Company reserves the right to withdraw the offer at any time up to the Issue Date.

The Company reserves the right at any time to:

- (a) waive compliance with any provision of these Terms and Conditions;
- (b) amend or vary these Terms and Conditions; and
- (c) suspend or terminate the SPP.

Any amendment, variation, suspension or termination is binding on all Eligible Shareholders even if the Company does not notify you of the event.

19. Use of funds

The application of funds raised pursuant to the SPP is described in the letter to shareholders dated 5 September 2017 inviting them to participate in the SPP.

20. General

20.1 Governing Law

These Terms and Conditions are governed by the laws in force in Western Australia. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts in Western Australia.

20.2 Interpretation

The term "these Terms and Conditions" includes terms and conditions in the Application Form and the "SPP Offer at a Glance". The Application Form forms part of this offer document.



20.3 Disputes

The Company may settle, in any manner it sees fit, any difficulties, anomalies or disputes which may arise in connection with the operation of the SPP whether generally or in relation to any participant or any application for New Shares. The Company's decision is conclusive and binding on all participants and other persons to whom the determination relates. These rights may be exercised by the Company's Board or any delegate of the Board.

20.4 Privacy

By receiving completed Application Forms, the Company collects personal information about shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. Unless required by the law, the Company will not disclose the personal information for another purpose without the consent of the shareholder. Except as stated by the law, shareholders are able to access, upon request, their personal information held by the Company. For further information about how we manage your personal information or if you wish to obtain a copy of the Company's Privacy policy, please contact us.

20.5 No underwriting

The SPP is not underwritten.

20.6 Risk factors

There are risks associated with an investment in Shares and Options. Please refer to the risk factors set out in section 3 of the Prospectus.

21. Directory

Registered Office

Tyranna Resources Limited
Level 2, 679 Murray Street
West Perth WA 6005
Telephone: +61 8 9485 1040
Facsimile: +61 8 9485 1050

Share Registry

Advanced Share Registry Ltd
110 Stirling Highway
Nedlands WA 6009
Telephone: +61 8 9389 8033
Facsimile: +61 8 9262 3723

Legal Advisers

Bellanhouse
Level 19, Alluvion
58 Mounts Bay Road
Perth WA 6000



All Registry communications to:

Advanced Share Registry Ltd
 PO Box 1156
 Nedlands WA 6909
 Tel: (61 8) 9389 8033
 Fax: (61 8) 9262 3723

Investor website:

www.advancedshare.com.au

Record Date 5.00 pm (Perth time) on 23 August 2017

Offer opens 8 September 2017

Offer closes 5.00 pm (Perth time) on 29 September 2017

SHARE PURCHASE PLAN (“SPP”) AND SPP OPTIONS OFFER APPLICATION FORM

How do I apply for Shares under the SPP and Options under the SPP Options Offer?

- Carefully read the SPP Terms and Conditions and the Prospectus accompanying this form and the Important Information on the reverse of this form.
- Decide on the amount of Shares and free-attaching Options you wish to apply for.
- Pay for the Shares in accordance with the instructions outlined in the SPP Terms and Conditions and the further 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 made in Australian dollars.

PAYMENT OPTIONS

Option 1: Paying by BPAY®

If paying by BPAY®, you do NOT need to complete or return this Application Form below. By paying by BPAY® you will be deemed to have made the statements and certifications that are set out in the Important Information notice on the reverse of this form.

Payment must be received by the Registry by BPAY® by 4:00pm (Perth time) on 29 September 2017. 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 Tyranna Resources Limited ACN 124 990 405 (**Tyranna Resources**) receives an amount which is not equal to either A\$1,000, A\$2,000, A\$5,000, A\$10,000 or A\$15,000, Tyranna Resources 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\$1,000.



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

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

If paying by cheque, bank draft or money order complete and return the Application Form with your payment.

- Tick the box beside the amount you wish to apply for, either A\$1,000, A\$2,000, A\$5,000, A\$10,000 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. Cheques, bank drafts or money orders must be drawn on an Australian financial institution in Australian currency, made payable to “**Tyranna 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\$1,000, A\$2,000, A\$5,000, A\$10,000 or A\$15,000, Tyranna Resources 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\$1,000.
- Enter your contact telephone number at which we may contact you regarding your application for Shares, if necessary.

A I/we wish to purchase a parcel of Shares (with free-attaching Options subject to the terms and conditions of the Prospectus) to the dollar amount of (tick one box only):

A\$1,000 OR A\$2,000 OR A\$5,000 OR A\$10,000 OR A\$15,000

B Make your cheque, bank draft or money order payable to “Tyranna 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 Shares under the SPP and receive free-attaching Options on the terms of the Prospectus, 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 Application Form with your Application Monies.
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 certificate certifying the matter sets out in paragraph 9 of ASIC Class Order [CO 09/425] (the "Certificate") before your application for Shares is accepted. The Certificate can be obtained by contacting the Registry: 08 9389 8033 (in Australia) or +61 8 9389 8033 (outside of Australia). Applications received by custodians that are not accompanied by the Certificate will be rejected.
6. For applicants that are not required to complete the Certificate, by submitting the Application Form (with a cheque, bank draft or money order) or making payment by BPAY®, **you certify** that the aggregate of the payment made by you for:
 - the parcel of Shares indicated on the 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 Application Form or payment by BPAY®,does not exceed A\$15,000.
7. By submitting the Application Form (with a cheque, bank draft or money order) or making payment by BPAY®, **you will be deemed** to agree to be bound by the Constitution of Tyranna Resources and to have made the representations and declarations set out in the SPP Terms and Conditions, including in Section 15 thereof, and set out in the Prospectus, including in Section 1.10 thereof.
8. Tyranna Resources reserves the right to make amendments to this Application Form where appropriate.
9. Tyranna Resources may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP, whether generally or in relation in to any participant or application.
10. Applicants are not assured of receiving the Shares and free-attaching Options for which they have applied as Tyranna Resources may scale back applications in accordance with the SPP Terms and Conditions.
11. If shareholder approval is not received for the issue of the Options, no Options will be issued under the SPP Options Offer and applicants will be issued the Shares under the SPP only.

How to Lodge your Application Form and Application Monies

The Application Form and the Application Monies 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

Advanced Share Registry
PO Box 1156
Nedlands WA 6909

or

Hand Delivery

Advanced Share Registry
110 Stirling Highway
Nedlands WA 6009

Make sure you send your Application Form and the Application Monies allowing enough time for mail delivery, so Advanced Share Registry Services Ltd receives them no later than 5:00 pm (Perth time) on 29 September 2017. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Tyranna Resources Limited reserves the right not to process any Application Form and the Application Monies received after the closing date referred to above.

If you require information on how to complete this Application Form, please contact the Share Registry on: 08 9389 8033 (in Australia) or +61 8 9389 8033 (outside of Australia).