

1 March 2022

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES

Dear Shareholder

ORA BANDA MINING LIMITED ACCELERATED NON-RENOUNCEABLE ENTITLEMENT OFFER – NOTICE TO INELIGIBLE SHAREHOLDERS

We write to you as a registered shareholder of Ora Banda Mining Limited (ACN 100 038 266) (ASX:OBM) (**Company** or **OBM**) fully paid ordinary shares (**Shares**) as at the date of this letter.

On 22 February 2022 the Company announced that it was undertaking an institutional placement (**Placement**) to raise up to \$5 million (before costs) and a fully underwritten 4 for 13 pro rata accelerated non-renounceable entitlement offer of new Shares (**New Shares**) to raise approximately \$15 million (before costs) (**Entitlement Offer**), (together the **Offer**), in each case at an issue price of \$0.05 per New Share (**Offer Price**).

The funds raised under the Offer are intended to be used for exploration costs, drilling to progress resource development, operational improvements, working capital and offer costs.

Euroz Hartleys Limited (ABN 33 104 195 057) (**Euroz Hartleys**) and amicaa Advisory Pty Limited (ABN 71 637 638 656) (together, the **Lead Managers**) are the joint lead managers to the Offer. Euroz Hartleys and Fresh Underwriters Pty Ltd (ABN 61 056 617 862) are the underwriters of the Entitlement Offer. The Placement is not underwritten.

This letter is to inform you about the Entitlement Offer and to explain to you why you will not be able to subscribe for New Shares under the Entitlement Offer. This letter is not an offer to issue entitlements or New Shares to you, nor an invitation for you to apply for entitlements or New Shares. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

Details of Entitlement Offer

The Entitlement Offer comprises an institutional entitlement offer (**Institutional Entitlement Offer**) to sophisticated and professional shareholders and an offer to Eligible Retail Shareholders (defined below) to participate on the same terms (**Retail Entitlement Offer**).

The Institutional Entitlement Offer and Placement have already closed and the results were announced to ASX on 24 February 2022. The Company has today lodged a retail offer booklet with the ASX, which sets out further details in respect of the Retail Entitlement Offer (**Retail Offer Booklet**).

Eligibility criteria

The Company has determined, pursuant to section 9A(3) of the Corporations Act 2001 (Cth) (**Corporations Act**) and Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to OBM shareholders other than Eligible Retail Shareholders (as defined below), being shareholders in certain foreign jurisdictions in connection with the Retail Entitlement Offer. This is because of the small number of OBM shareholders in each of those foreign jurisdictions, the number and value of Shares those OBM shareholders hold and the cost of complying with the applicable laws and regulations and the requirements of any regulatory authority in jurisdictions outside Australia and New Zealand.

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Eligible Retail Shareholders are those persons who:

- are registered as the holders of existing Shares as at 5.00pm (AWST) on 24 February 2022 (**Record Date**);
- as at the Record Date, have a registered address in Australia or New Zealand on the OBM Share register or are persons that OBM has otherwise determined are eligible to participate in the Retail Entitlement Offer;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent that such securityholders hold securities for the account or benefit of such person);
- were not invited to participate in the Institutional Entitlement Offer and were not treated as ineligible institutional securityholders under the Institutional Entitlement Offer (other than as nominee, trustee or custodian, in each case in respect of other underlying holdings); and
- are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without any requirement for a prospectus or offer document to be lodged or registered.

OBM shareholders who are not Eligible Retail Shareholders are ineligible retail shareholders (**Ineligible Retail Shareholders**) and are consequently unable to participate in the Retail Entitlement Offer.

Accordingly, in compliance with section 9A(3) of the Corporations Act and ASX Listing Rule 7.7.1(b), the Company wishes to inform you that it will not be extending the Retail Entitlement Offer to you, the Company will not be sending a copy of the Retail Offer Booklet to you and you will not be able to subscribe for New Shares under the Retail Entitlement Offer.

Further information with respect to Ineligible Retail Shareholders is set out in section 2.5 of the Retail Offer Booklet released to the ASX.

Nominee appointment

The Company has appointed (and ASIC has approved) Euroz Hartleys as nominee for the Ineligible Retail Shareholders to arrange the sale of the entitlements which would have been offered to the Ineligible Retail Shareholders under the Retail Entitlement Offer.

Euroz Hartleys will arrange for the sale of the New Shares that represent your full entitlement in the Retail Entitlement Offer. Euroz Hartleys will account to the Company's share registry who will then dispatch the net proceeds (if any) (that is, sale proceeds after deducting fees and GST) pro rata to you. Euroz Hartleys will have the absolute and sole discretion to determine the timing and the price at which your entitlement may be sold and the manner of any such sale. Neither the Company nor Euroz Hartleys will be subject to any liability for failure to sell the entitlements or to sell them at a particular price.

Further details in respect of the Entitlement Offer (including details of eligibility) can be found on the announcements platform of ASX (www.asx.com.au).

If you are unsure what action you should take or have any questions about the Entitlement Offer, you should contact your stockbroker, accountant, solicitor or other professional adviser.

Thank you for your ongoing support of the Company. If you have any questions in relation to the above, please do not hesitate to contact Computershare, the Company's Share Registry, on 1300 850 505 from within Australia or +61 3 9415 4000 between 8:30am and 5:00pm (AEDT) Monday to Friday.

Yours faithfully



Peter Nicholson
Managing Director
Ora Banda Mining Limited