

ASX Code: CHK

**TO: COMPANY ANNOUNCEMENTS OFFICE
ASX LIMITED**

DATE: 28 OCTOBER 2014

NON-RENOUCEABLE RIGHTS ISSUE OFFER DOCUMENT

Cohiba Minerals Limited releases the Offer Document for the 1 for 3 non-renounceable Rights Issue of 6,995,833 new fully paid ordinary shares at 5 cents (\$0.05) per share as announced to the ASX on 23 October 2014.

In accordance with the timetable previously announced, the Record Date for determining shareholders in Australia and New Zealand (Eligible Shareholders) entitled to participate in the Rights Issue is 3 November 2014.

The Offer Document and the Entitlement and Acceptance Form will be despatched to Eligible Shareholders on 6 November 2014.

David Herszberg
Chairman



COHIBA MINERALS LIMITED
ACN 149 026 308

**PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE
OFFER DOCUMENT**

**1-FOR-3 PRO-RATA NON-RENOUNCEABLE RIGHTS ISSUE OFFER
OF NEW FULLY PAID ORDINARY SHARES
AT AN ISSUE PRICE OF FIVE CENTS (\$0.05) PER SHARE**

**THIS RIGHTS ISSUE OFFER CLOSES AT 5:00 PM (MELBOURNE TIME)
ON 20 NOVEMBER 2014**

Important Notice

This is an important Offer Document which is accompanied by an Entitlement and Acceptance Form for you to subscribe for new fully paid ordinary shares in Cohiba Minerals Limited. Please read both documents carefully. If after reading the Offer Document you have any questions about the Offer or the New Shares then you should consult your stockbroker, accountant or other professional adviser.

The Offer made pursuant to this Offer Document is for a rights issue of continuously quoted securities (as defined in the Corporations Act) of the Company. This Offer Document is not a disclosure document for the purposes of Chapter 6D of the Corporations Act and has not been lodged with ASIC. The Company is offering the securities under this Offer Document without disclosure to investors under Chapter 6D of the Corporations Act pursuant to section 708AA of the Corporations Act. Accordingly, the level of disclosure contained in this Offer Document is less than that required under a prospectus and Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, before deciding whether to accept the Offer.

The New Shares offered by this Offer Document should be considered speculative.

28 October 2014

Dear Shareholder,

As announced to the market on 23 October 2014 the Company is undertaking a pro-rata non-renounceable rights issue on a 1-for-3 basis to raise up to \$349,792 (before costs) by the issue of up to 6,995,833 new shares at five cents (\$0.05) per share.

The attached Offer Document sets out the terms of the Offer and contains other important information.

The Company intends to enter into a conditional subscription agreement with Latin Uranium SRL (a company incorporated in Argentina) ("Latin") under which the Company will acquire up to 40% of the shares in Latin by way of a staged investment, for a total cost of up to \$2,000,000.

Latin has an option purchase agreement under which it has the right to acquire from M C Licari, S I Matellan and Tadeo SRL, all of whom are resident in Argentina, up to 100% of 16 exploration licenses/licence applications for the Homero, Huaco and Chepical projects in San Juan, Argentina covering an area of approximately 56,000 hectares ("Tenements"). The Tenements include areas that are considered prospective for uranium with potential also for gold, copper and base metals, although minimal work has been carried out on those elements to date.

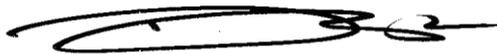
The proposed acquisition of an interest in Latin is subject to satisfactory due-diligence investigations by the Company and all necessary regulatory and shareholder approvals being obtained.

The Company has commenced its due-diligence investigations of Latin and the Tenements.

Funds raised from the rights issue may be used to meet costs associated with the proposed investment in Latin including paying the subscription monies for the acquisition of an interest in Latin. If the proposed acquisition does not proceed then the funds raised will be applied to other investment opportunities, including other exploration projects, and for working capital.

Shareholders should consult their professional advisor before applying for shares under the attached Offer Document.

Yours sincerely,
COHIBA MINERALS LIMITED



David Herszberg
Chairman

PRO-RATA NON-RENOUCEABLE RIGHTS ISSUE OFFER DOCUMENT

1. THE OFFER – AT A GLANCE

Renounceable Rights Issue

Issue price per New Share of five cents (\$0.05)

Offer of approximately \$349,792 of New Shares (before Offer costs)

Eligible Shareholders' Entitlement: 1 New Share for every 3 Shares held on the Record Date

Rights to New Shares are non-renounceable and non-tradeable

2. TIMETABLE

Event	Date
Announcement of the Offer and lodgement of Appendix 3B with the ASX	23 October 2014
Lodgement of Offer Document with ASX	28 October 2014
Notice sent to shareholders containing information required by Appendix 3B	29 October 2014
Existing Shares quoted on "ex" basis	30 October 2014
Record Date to determine Entitlements under the Offer (Record Date)	3 November 2014 5:00pm (AEST)
Lodgement of section 708AA notice with the ASX	5 November 2014
Offer Document and Entitlement and Acceptance Form despatched to Eligible Shareholders (Opening Date)	6 November 2014 9:00am (AEST)
Last day to extend Offer	17 November 2014
Final date and time for receipt of acceptance and payment in full (Closing Date)	20 November 2014 5:00pm (AEST)
New Shares quoted on a deferred settlement basis	21 November 2014
Company to notify ASX of under subscriptions	25 November 2014
Despatch of transaction confirmation statements (holding statements) (Issue Date)	26 November 2014
Deferred settlement trading ends	26 November 2014
Date of quotation of New Shares issued under the Rights Issue	27 November 2014

The Company reserves the right (subject to the Corporations Act, the Listing Rules and other applicable laws) to vary the dates of this Timetable including (without limitation) extending the Closing Date or accepting late Applications, either generally or in particular cases, without notice. As such the date the New Shares are expected to commence trading on ASX may therefore vary.

3. IMPORTANT INFORMATION

3.1. Contact details

If you have not received a personalised Entitlement and Acceptance Form, or if you have any queries on how to complete the Entitlement and Acceptance Form, please contact the Share Registry on (08) 9315 2333 between 8:00am and 5:00pm (AWST) Monday to Friday. Queries can be sent by email to registrar@securitytransfer.com.au.

3.2. Offer Document not a prospectus

The Offer Document has been prepared by the Company, and is not a prospectus or disclosure document for the purposes of Chapter 6D of the Corporations Act, and has not been lodged with ASIC.

The Company is offering the securities under this Offer Document without disclosure to investors under Chapter 6D of the Corporations Act, pursuant to section 708AA of the Corporations Act, which allows the Company to offer shares to existing shareholders subject to compliance with the conditions set out in that section.

The Offer Document does not contain all the information that Eligible Shareholders may require to make an informed decision as to whether or not to apply for New Shares. Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to ASX, before deciding whether to accept the Offer.

It is important that you read and understand the information regarding the Company which is publicly available, prior to accepting the Offer.

Publicly available information includes:

- the Annual Report of the Company and other announcements released to ASX; and
- the 'Cleansing Notice' that the Company lodged with ASX.

The above information is available via the ASX website at <http://www.asx.com.au/> under stock code CHK. It is also available at the Company's website at <http://www.cohibaminerals.com.au/>.

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

3.3. Speculative investment

The New Shares offered under this Offer Document should be considered speculative.

3.4. Entitlement and Acceptance Forms

Accompanying this Offer Document is a personalised Entitlement and Acceptance Form that sets out your Entitlement.

There is no minimum subscription and you may take up your Rights in whole or in part.

3.5. Opening and Closing of the Offer

Offers under the Rights Issue will open at 9:00am (Melbourne time) on 6 November 2014 (“Opening Date”) and will close at 5:00pm (Melbourne time) on 20 November 2014 (“Closing Date”). Subject to the requirements of the Act, the Directors reserve the right to extend the Closing Date without prior warning.

The Company also reserves the right not to proceed with the whole or part of the Offer at any time prior to the Issue Date. In that event, Application Monies will be refunded in full without interest.

3.6. Acceptance of Applications for Shares

If your Entitlement and Acceptance Form is not completed properly, or if the accompanying payment is for the wrong amount, the Directors may elect to treat it as valid or may reject it.

The decision of the Directors as to whether to treat any Application for New Shares as valid or invalid and how to construe, amend or complete it will be final. The Directors may complete any blanks or spaces left in any Entitlement and Acceptance Form and you, by lodging that form, appoint the Directors, and each of them, as your joint and several attorneys for such purpose and authorise all such amendments, insertions and alterations.

If the Company elects, in its absolute and unfettered discretion, to treat any such incomplete or incorrectly completed Application, or any Application accompanied by the wrong amount as invalid and to therefore reject the Application, the Application Monies will be refunded without interest.

A completed and lodged Entitlement and Acceptance Form, together with a cheque, bank draft or money order for the Application Money, or the payment of your Application Moneys by BPAY, constitutes a binding and irrevocable Application for the number of New Shares specified in the Entitlement and Acceptance Form or which could be subscribed for by the Application Moneys paid by you.

3.7. Speculative nature of Offer and projects and relevant risk factors

You should:

- have regard to the speculative nature of the Company’s projects and exploration activities and to the risks discussed in section 7 of this Offer Document;
- understand that the Company’s proposed activities as referred to herein are speculative and subject to a high level of risk and that the matters referred to in the risk factors could result in diminution of the value of your investment; and
- read this Offer Document carefully and in its entirety, with emphasis on the risk factors detailed in section 7, before deciding to invest in the Company.

3.8. Eligible shareholders

A person is eligible to participate in the Offer if at the Record Date:

- the person is a registered holder of Shares; and
- the person has a registered address in Australia or New Zealand.

3.9. Ineligible shareholders

The Company has decided that it is unreasonable to make the Offer to any Shareholder with a registered address outside Australia or New Zealand at the Record Date having regard to:

- the small number of Shareholders with addresses outside Australia and New Zealand;
- the number and value of the Shares they hold; and
- the cost to the Company of complying with applicable legal and regulatory requirements outside Australia and New Zealand.

Accordingly the Offer is not being extended to Shareholders with a registered address outside Australia or New Zealand. In accordance with Listing Rule 7.7.1(b) the Company will send each holder to whom it will not offer the Shares, details of the Rights Issue and an advice that the Company will not offer Shares to those holders.

The Entitlements of Ineligible Shareholders will lapse and the relevant New Shares will form part of the Shortfall.

3.10. Nominee sale procedure

No nominee has been approved by ASIC to act as nominee to sell the New Shares that might have otherwise been issued to shareholders outside Australia and New Zealand.

Accordingly, Applicants under the Offer will not be able to rely on the exception allowed by item 10 of section 611 of the Corporations Act which would otherwise permit an Applicant to acquire a voting power of more than 20% in the Company as a result of accepting the Offer without breaching section 606 of the Corporations Act. As a consequence, subsequent to the Closing Date, the Company will not issue and allot New Shares (including Shortfall Shares) to any Applicant or other person if the result of any such allotment would result in any person (and that person's Associates) acquiring a relevant interest in excess of 20% of the issued capital of the Company subsequent to the Closing Date. This may result in the Company scaling back Applications from Eligible Shareholders below their Entitlements to ensure that no breach of section 606 of the Corporations Act occurs.

Without limiting the above, it is the responsibility of Eligible Shareholders to ensure that their participation under the Offer does not result in them breaching section 606 of the Corporations Act. Eligible Shareholders, by lodging Applications for New Shares, acknowledge and accept the right and obligation of the Company to not allot or issue New Shares to them which would result in any breach by them of section 606 of the Corporations Act and direct the Company to so act.

As referred to in sections 4.7 and 4.8 below, the Company has appointed Foxfire to manage the sale of any Shortfall Shares on a best endeavours basis. Mr Pat Volpe, a Director and substantial shareholder of the Company, is consultant to, and a shareholder of, Foxfire.

3.11. Foreign jurisdictions

The Company has not investigated the regulatory requirements for the issue of securities outside Australia and New Zealand. The distribution of this Offer Document in jurisdictions other than Australia and New Zealand may be restricted by law and any failure to comply with such restrictions might constitute a violation of applicable securities laws.

This Offer Document and the accompanying Entitlement and Acceptance Form, and any document that is related to any of them do not, and are not intended to, constitute an offer of Shares in any jurisdiction which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register the New Shares or otherwise permit a public offering of those shares in those jurisdictions.

Lodgement of the Entitlement and Acceptance Form or payment by BPAY constitutes a representation to the Company by the Applicant that there has been no breach of any such law. To the extent that a Shareholder holds Shares on behalf of another person resident outside Australia or New Zealand, it is the responsibility of the Shareholder to ensure that any acceptance complies with all applicable foreign laws. Eligible Shareholders who are nominees, trustees or custodians should seek independent advice as to how to proceed.

The distribution of the Offer Document or the accompanying Entitlement and Acceptance Form outside Australia and New Zealand may be restricted by law. In particular, the documents must not be taken into or distributed or released in the United States of America. Any person who comes into possession of the Offer Document or the Entitlement and Acceptance Form should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws and the Company disclaims any liability in relation to any such violation.

The New Shares offered to residents of New Zealand under this Offer Document are offered in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). This Offer Document and the accompanying Entitlement and Acceptance Form have not been registered, filed or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This Offer Document is not an investment statement or prospectus under New Zealand law.

4. OFFER

4.1. Background

On 23 July 2014 the Company announced its intention to undertake a non-renounceable rights issue to raise up to \$629,625 before costs by the issue of up to 20,987,500 Shares at an issue price of three cents (\$0.03) each.

The rights issue was delayed a number of times (partly due to the need to resolve a number of queries received from ASIC).

Following a review of the Company's capital raising strategy, the Directors decided not to proceed with the previous rights issue and the decision was announced to the ASX on 3 September 2014. The market situation had changed considerably since the issue was announced and there had been strong trading in the Shares on an ex-entitlements basis.

To replace the capital that was to have been raised under the previous rights issue, the Directors announced on 3 September 2014 their intention to undertake:

- A private placement of 5,000,000 Shares at an issue price of five cents (\$0.05) per Share to raise \$250,000 (before costs); and
- A one-for-three non-renounceable rights issue of up to 6,995,833 Shares at an issue price of five cents (\$0.05) per share to raise up to \$349,792 (before costs).

4.2. General Structure

The Offer is a 1 for 3 pro-rata non-renounceable rights issue at five cents (\$0.05) per New Share to raise up to \$349,792 (before the costs of the Offer). The Offer is open to Eligible Shareholders being those Shareholders who have a registered address in Australia or New Zealand on the Record Date.

Fractional entitlements will be rounded up to the nearest whole New Share.

The table below summarises the capital structure of the Company before and after the Offer on the assumption the Offer is fully subscribed. At this stage, and as the Offer is not underwritten, it is not possible to determine what the actual capital of the Company will be if the rights issue is not fully subscribed or if the Shortfall (if any) is unable to be placed.

	NO. SHARES
Shares on issue at date of Offer Document	20,987,500
Maximum number of New Shares to be issued pursuant to the Offer	6,995,833
TOTAL SHARES ON ISSUE AFTER THE OFFER*	27,983,333

* Assuming subscription in full.

On 4 July 2014 the Company completed the placement of 2,737,500 Shares to professional, sophisticated and other exempt investors at an issue price of three cents (\$0.03) per Share and raised \$82,125 (before costs). The Shares issued under the placement are included in the above table.

The Company has no other securities on issue.

Subject to the absolute and unfettered right of the Company to extend the Closing Date (subject to compliance with ASX Listing Rules) the Offer will open on the Opening Date and close on the Closing Date.

To raise additional capital the Company proposes to place a further 5,000,000 Shares to professional, sophisticated and other exempt investors at an issue price of five cents (\$0.05) per Share to raise \$250,000 (before costs). The Company has fully utilised its share issue capacity under ASX Listing Rule 7.1 and no additional capacity is available under ASX Listing Rule 7.1A. Accordingly the further placement will only proceed if shareholder approval is obtained. A resolution to approve the placement will be put to shareholders at the Annual General Meeting of the Company on 28 November 2014.

The table below summarises the capital structure of the Company assuming that the Offer is fully subscribed and the additional Shares are placed:

	NO. SHARES
Shares on issue at date of Offer Document	20,987,500
Maximum number of New Shares to be issued pursuant to the Offer	6,995,833
Shares to be issued under placement	5,000,000
TOTAL SHARES ON ISSUE	32,983,333

A resolution will be proposed to shareholders of the Company at the Annual General Meeting to be held on 28 November 2014 to split the issued shares of the Company on a three-for-one

basis. The share split is intended to improve the on-market liquidity of the Company's shares by increasing the number of shares on issue and available for trading.

Resolutions will also be put to the Annual General Meeting to approve an additional share issue capacity under ASX Listing Rule 7.1A and to obtain approval to issue up to 10,000,000 (30,000,000 post-split) shares within three months of the date of the meeting. These resolutions will give the Company flexibility to raise additional capital if required. No decision has been made to raise any further capital other than as disclosed in this Offer Document.

4.3. Offer Price

The price payable for each New Share is five cents (\$0.05) cash per New Share payable in full on application.

Eligible Shareholders will not be required to pay brokerage or other fees in respect of any New Shares acquired under the Offer.

Eligible Shareholders should note that the market price of Shares may rise and fall between the date of this Offer Document and the date on which the New Shares are allotted. Accordingly, the price paid for each New Share under the Offer may be higher or lower than the market price of Shares at the time of this Offer or at the time the New Shares are allotted under the Offer.

The market price of the Shares can be obtained at <http://www.asx.com.au/> by searching under stock code CHK.

4.4. Non-Renounceable

The Offer is non-renounceable which means that the Entitlement to New Shares under the Offer cannot be sold, traded or transferred.

Entitlements not taken up will lapse.

4.5. Minimum Subscription and Underwriting

There is no minimum subscription under the Offer.

The Offer is not underwritten.

4.6. No Shortfall Facility

The maximum number of New Shares that an Eligible Shareholder may apply for under the offer is the Shareholder's full Entitlement.

Eligible Shareholders cannot apply for additional New Shares in excess of their Entitlement.

4.7. Placement of Shortfall

In the event that a Shortfall remains after the close of the Offer, the Directors have given Foxfire the right to place the Shortfall Shares at its absolute and unfettered discretion with persons interested in subscribing for New Shares. Any placement of Shortfall Shares shall be made by Foxfire to sophisticated, professional or exempt investors under section 708 of the Corporations Act. Any such placement shall be made subject to the Corporations Act and the Listing Rules and will be completed within three months of the close of the Offer.

The Company has directed Foxfire to place the Shortfall Shares to a spread of investors where possible. Foxfire must ensure that no applicant for Shortfall Shares is permitted to acquire those shares if the acquisition would result in that person having a voting power in the Company in excess of 20% (after the placement of the Shortfall Shares).

No related party of the Company (including Directors and their Associates) will participate in the placement of any Shortfall Shares.

4.8. Foxfire

Foxfire holds an Australian Financial Services Licence and has been appointed to place the Shortfall Shares on a best endeavours basis. Foxfire will be paid commission on normal standard commercial terms and conditions. The rate of commission is 5% (plus GST) of the total funds raised from the placement of any such Shortfall Shares. By way of example, if the Shortfall was 1,000,000 Shortfall Shares and they are placed at the Issue Price of five cents (\$0.05) per share then the commission Foxfire would receive would be 5% (plus GST) of the \$50,000 raised by placement of those Shortfall Shares: being an amount of \$2,750. Mr Pat Volpe, a Director of, and substantial shareholder in, the Company, is a shareholder of, and consultant to, Foxfire.

4.9. Participation of Directors under the Offer

Related entities of the Directors are Eligible Shareholders. Those entities presently intend to participate in the Offer. Directors currently have the following holdings of Shares:

Name of Director	Registered Holder of Shares	No. Shares	Voting power
Pat Volpe	Vermar Pty Ltd	3,520,550	16.77%
Mordechai Benedikt	Jascot Rise Pty Ltd	1,675,000	7.98%
David Herszberg	YAD Investments Pty Ltd	750,000	3.57%

4.10. New Shares Issued

The Directors will proceed with the allotment of the New Shares which are the subject of this Offer Document as soon as possible after the Closing Date.

A transaction confirmation statement, which is essentially a holding statement, will be issued to Applicants confirming the issue of the New Shares.

New Shares will rank equally with other Shares on issue.

All Application Money shall, pending allotment and issue of Shares, be held by the Company in trust in a bank account established solely for the purpose of depositing Application Money received. Any interest earned on those moneys shall be to the account of the Company.

It is the responsibility of Applicants to determine their allocation of New Shares prior to dealing in those securities. Any Applicants who sell or otherwise deal in any Shares before they receive their transaction confirmation statements will do so at their own risk.

The Entitlement and Acceptance Form which accompanies this Offer Document contains a warranty that the Applicant has personally received the complete and unaltered Offer Document prior to completing the Entitlement and Acceptance Form, or where the Applicant pays the Application Moneys by BPAY, prior to making such payment.

The Company reserves the right to not accept an Application from a person if it has reason to believe that, when that person was given access to the Entitlement and Acceptance Form, they were not provided with the Offer Document or any relevant supplementary Offer Document or any of these documents were incomplete or altered. In any such case, the Application Money received will be dealt with in the manner provided for in section 722 of the Corporations Act.

4.11. Application for Listing

The Company will apply to ASX for quotation of the New Shares issued under the Offer. If ASX does not grant quotation of the New Shares within three months of the date the Offer opens, then the Company will refund all Application Monies, without interest, as soon as possible. The fact that ASX may list the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares. ASX takes no responsibility for the contents of this Offer Document, makes no representations as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss arising from or in reliance upon any part of the content of this Offer Document

4.12. Costs of the Offer

The estimated costs of the Offer are as follows:

Description	Amount \$
Printing and postage	7,000.00
Legal fees	3,000.00
TOTAL ESTIMATED COSTS	10,000.00

In addition to the above costs, Foxfire will be paid a fee of 5% (plus GST) of the amount raised from the placement of any Shortfall Shares. It is not possible for the Company to estimate the number of Shortfall Shares that will be placed by Foxfire and therefore the Company is unable to estimate the fee that may be payable to Foxfire.

5. HOW TO APPLY

5.1. Entitlement

The Entitlement of an Eligible Shareholder is set out in the Entitlement and Acceptance Form accompanying this Offer Document which will be sent to Eligible Shareholders on the Dispatch Date.

Eligible Shareholders will be entitled to 1 New Share for every 3 Shares held as at the Record Date. This Entitlement is subject to the right of the Company to scale back the number of New Shares issued to any Applicant if the acceptance of the Application by that Eligible Shareholder would result in breach of section 606 of the Corporations Act.

Fractional entitlements will be rounded up to the nearest whole New Share.

Shareholders with multiple holdings of Shares will receive more than one set of Offer Documents and will have a separate Entitlement for each holding.

5.2. Choices

If you are an Eligible Shareholder, you may:

- take up all of your Entitlement;
- take up part of your Entitlement and allow the balance of your Entitlement to lapse; or
- allow all of your Entitlement to lapse.

5.3. Applying for New Shares

The Entitlement and Acceptance Form will allow you to apply for a lesser number of New Shares than your Entitlement. An Eligible Shareholder may take up all or part of their Entitlement by completing their personalised Entitlement and Acceptance Form which should accompany this Offer Document, and returning it together with the correct Application Monies by no later than the Closing Date.

The Company may, but is not obliged to, accept any Application received after the Closing Date if the Application is postmarked prior to the Closing Date.

If an Application is rejected for any reason then the Company will refund the excess Application Monies to the Eligible Shareholder without interest.

5.4. Applying for additional Shares

The maximum number of New Shares that an Eligible Shareholder may apply for under the Offer is their Entitlement. Shareholders may not apply for additional New Shares in excess of their Entitlement.

5.5. Payment

Payment of Application Monies (Application Monies must be equal to the Offer Price multiplied by the total number of New Shares applied for) will only be accepted in Australian currency, and as follows:

- (1) Through BPAY. To pay by BPAY Eligible Shareholders must make their payment using the Biller Code and Customer Reference Number set out in their personalised Entitlement and Acceptance Form. An Eligible Shareholder with multiple holdings will have multiple BPAY reference numbers.

To ensure you receive your Entitlement in respect of a particular holding, you must use the Customer Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

Eligible Shareholders making payment via BPAY do not need to complete and return their personalised Entitlement and Acceptance Form.

Applicants must be aware that their own financial institutions may impose earlier processing cut-off times for electronic payments. It is the responsibility of Applicants to ensure that payment is submitted through BPAY with sufficient time so that it is received before the close of the Offer.

(2) By cheque, bank cheque or money order as follows:

- complete your personalised Entitlement and Acceptance Form;
- attach your payment of Application Monies which must be drawn on an Australian Bank, Australian branch of a Financial Institution or by money order and be made payable in Australian currency;
- address the cheque, bank cheque or money order to 'Cohiba Minerals Limited – Share Subscription Account' and cross it 'Not Negotiable'; and
- return the completed Entitlement and Acceptance Form and payment by no later than the Closing Date to:

Cohiba Minerals Limited Rights Issue
C\ - Security Transfer Registrars Pty Ltd
PO Box 535
Applecross WA 6953
Australia

Cash payments will not be accepted. Receipts for payments will not be issued. Neither the Share Registry nor the Company accept any responsibility if Applicants do not follow the instructions above.

If the amount of Application Monies provided are insufficient to pay in full for the number of New Shares applied for (or the full Entitlement in the case of payment by BPAY) then the Applicant will be regarded as having applied for such whole number of New Shares as is covered in full by the Application Monies provided. Alternatively, the Company may in its discretion reject the Application, in which case the Application Monies will be refunded without interest.

5.6. Effect of Application

By applying for New Shares under the Offer (including by way of payment through BPAY), an Eligible Shareholder is taken to:

- (1) agree to be bound by the terms and conditions set out in this Offer Document and the accompanying Entitlement and Acceptance Form;
- (2) acknowledge that the investment in Shares is speculative and is subject to a wide range of risks including risks as detailed in this Offer Document;
- (3) represent and warrant that they satisfy the criteria of being an Eligible Shareholder as set out in this Offer Document;
- (4) represent and warrant that their acquisition of the number of Shares specified on the Entitlement and Acceptance Form will not result in a breach of section 606 of the Corporations Act;
- (5) irrevocably apply for the issue of the number of Shares specified on the Entitlement and Acceptance Form and agree to accept those securities;
- (6) authorise the Company to place the Eligible Shareholder's name on the Register of Members of the Company in respect of the Shares;

- (7) acknowledge that, whether or not the Eligible Shareholder has done so, the Eligible Shareholder has had the opportunity to read the public announcements by the Company that are available on the ASX website at <http://www.asx.com.au/> by searching under the Company's stock code;
- (8) acknowledge that the Eligible Shareholder has sufficient experience and expertise to make, and has made, its own assessment as to the nature and quality of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company, before deciding to subscribe for the Shares, including, as necessary, by obtaining independent professional advice, and that the Eligible Shareholder was satisfied as to those matters before lodging any Application for the Shares;
- (9) agree that no warranty or representation (express or implied) has been given or made by any of the Company, any person on behalf of the Company or by, or on behalf of, any of the Directors or officers of the Company as to:
 - the merits or otherwise of subscription for Shares;
 - the value of the Shares;
 - the assets and liabilities, financial position and performance, profits and losses and prospects of the Company;
 - the value of the assets of the Company; or
 - the completeness or accuracy of the information available to the Eligible Shareholder regarding the Company;
- (10) acknowledge that the Eligible Shareholder has decided to subscribe for the Shares based solely on its own investigations;
- (11) release and discharge (to the maximum extent permitted at law) the Company and each of its Directors, officers and agents from any action or claim for any loss or damage which the Eligible Shareholder may suffer as a result of the subscription for Shares or as a result of the occurrence of any future act matter or thing which may adversely affect the value of any such Shares, or the existence or value of the assets of the Company; and
- (12) agree to be bound by the Constitution.

Any Application under the Offer (including by way of payment through BPAY) cannot be withdrawn once it is lodged.

5.7. Allowing Entitlement to lapse

Eligible Shareholders who do not wish to accept the Offer can take no action and all of their Entitlement will lapse and their shareholding will be diluted.

6. PURPOSE AND EFFECT OF OFFER

6.1. Use of funds

Funds raised under the rights issue may be used to enable the Company to pay corporate and administrative overheads and to fund the costs relating to the proposed acquisition of an interest in Latin including the costs of preparation of the explanatory memorandum and of all independent experts reports to be contained therein together with the costs of convening the meeting required to be held to seek shareholder approval to the acquisition.

If the Shareholders approve the proposed acquisition, any remaining funds will be used to fund, or partially fund the subscription moneys for the acquisition of the initial 15% interest in Latin.

If the result of the due-diligence relating to the proposed acquisition are such that the Company does not elect to proceed with the acquisition, or if the Shareholders fail to pass the necessary resolutions to enable the acquisition to be made, the balance of the funds raised from the rights issue will be applied to other investment opportunities, including other exploration projects, and for working capital.

6.2. Financial position of the Company

	Unaudited 30/09/2014 \$	Adj. 1 Rights Issue \$	Adj. 2 Placement \$	Pro-forma 30/09/2014 \$
Assets				
<i>Current Assets</i>				
Cash	651,763	339,792	236,250	1,227,805
Trade & other receivables	30,965			30,965
Prepayments	7,207			7,207
<i>Total Current Assets</i>	689,935			1,265,977
<i>Non-Current Assets</i>				
Total Assets	689,935			1,265,977
Liabilities				
<i>Current Liabilities</i>				
Trade & other creditors	21,595			21,595
<i>Total Current Liabilities</i>	21,595			21,595
<i>Non-Current Liabilities</i>				
Total Liabilities	21,595			21,595
Net Assets	668,340			1,244,382
Equity				
Issued Capital	2,218,378	339,792	236,250	2,794,420
Retained Earnings	(1,550,038)			(1,550,038)

Total Equity	668,340		1,244,382

Adjustment 1: Rights issue of 6,995,833 New Shares at five cents (\$0.05) per Share to raise \$349,792 cash less costs of the issue estimated at \$10,000 paid in cash and written off against issued capital.

Adjustment 2: Placement of 5,000,000 Shares at five cents (\$0.05) per Share to raise \$250,000 cash less costs of the placement estimated at \$13,750 paid in cash and written off against issued capital.

6.3. Cashflow Budget for the period 1 July 2014 to 30 June 2015

The Company has prepared a cashflow budget for its operations during the financial year ended 30 June 2015 on the assumptions that:

- the Company has commenced due diligence relating to the acquisition of an initial 15% interest in Latin and, as a result of satisfactory due diligence, elects to proceed to convene a meeting of Shareholders to consider and, if though fit, approve such acquisition, with the costs of such due diligence and the convening of such meeting (including costs of all requisite independent experts' reports currently budgeted to be \$200,000 for due diligence and a further \$50,000 for the costs associated with the meeting.
- the meeting convened to consider and approve the acquisition of an initial 15% interest in Latin approves such acquisition; and
- annual operating expenses totalling approximately \$800,000 based on historic expenses plus those anticipated to be incurred as a result of the increase in the Company's proposed activities. These include increased administrative and management costs associated with the appointment of Mr Volpe as Managing Director, as advised to ASX on 30 June 2014 and anticipated increased costs for office accommodation, a geological consultant and additional fees to Directors.

The budget does not include:

- any amount on account of the current litigation with West Peak Iron Limited ("WPI"), including any amount for costs payable in the event that the Company is unsuccessful in that litigation. In this regard Applicants are referred to the risk factors in section 7.2 of this Offer Document where the claim against WPI is discussed;
- any amount payable to Latin to increase the interest from Latin from 15% to 40%; or
- the fee of 5% (plus GST) of the amount raised from the placement of any Shortfall Shares which may be payable to Foxfire.

	\$
CASH AT START OF FINANCIAL YEAR	1,027,538
PLUS:	
Capital raised (placements and rights issue)	681,917
Interest on cash (estimated at 3% per annum)	20,833

Sub-Total	1,730,288
<u>LESS:</u>	
Operating expenses (including Latin due-diligence and meeting costs)	(1,059,162)
Proposed investment in Latin (first tranche only)	(500,000)
Capital raising costs	(28,267)
CASH AT END OF FINANCIAL YEAR	142,859

Cash at the start of the financial year is the audited cash on hand as at 30 June 2014 less cash held pending the issue of shares (\$82,125) and cash held for a third party (\$27,500).

The budget has been prepared using the information currently available to the Company and is based on the assumptions set out above. The actual cash requirements of the Company may be more or less than indicated by the budget, in particular:

- if the costs of due diligence or the costs of convening the meeting (including the costs of independent experts' reports) vary significantly from the allowance provided therefore;
- if, subsequent to completion of due diligence, the Directors (excluding Mr Volpe) may determine not to proceed with the acquisition of an interest in Latin. In that case it is expected that the Company would seek other acquisitions. No such other acquisitions are presently in contemplation;
- in the event of an adverse determination by the court in the litigation against WPI would affect the cash budget set out above; or
- if Mr Walker, an ex-Director of, and shareholder in, the Company was to commence action against the Company in relation to his claims for alleged loss and damage, which are also referred to in section 7.2 of this Offer Document and be successful in that litigation.

6.4. What is the effect of the Offer on Shareholders and on control of the Company

If Eligible Shareholders take up their full Entitlement under the Offer they will not be diluted by the Offer. If Eligible Shareholders do not exercise their Entitlement under the Offer, or only exercise part of their Entitlement, they will be diluted. Ineligible Shareholders will have their holdings diluted by the Offer. The extent of any dilution will depend on the level of participation in the Offer.

Although an Eligible Shareholder can avoid dilution of their interest by taking up their full Entitlement, such Shareholders will be diluted by subsequent capital raisings by the Company which are not made on a pro-rata basis including the proposed placement of 5,000,000 Shares at five cents (\$0.05) per Share to raise \$250,000 as discussed in section 4.1, and elsewhere, in this document.

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

- the level of Eligible Shareholder participation in the Offer and the identity of Eligible Shareholders who do participate in the Offer; and
- if applicable, the level of Shortfall remaining following the close of the Offer, the identity of investors who participate in any placement of the Shortfall and the level of such investor participation.

It is not possible for the Directors to predict the final level of participation and Shortfall under the Offer, or the identity of Eligible Shareholders who will subscribe for their Entitlements.

The Directors are also unable to state with certainty the identity of any prospective subscribers under the Shortfall, or the total number of Shortfall Shares which will or can be placed.

Assuming that none of the subscribers for the Shortfall are existing Shareholders, and assuming that 100% of any Shortfall is placed, then the maximum dilutionary effect on existing Shareholders is as follows:

Event	Number of New Shares issued under Entitlements	Number of New Shares issued under Shortfall	Total number of Shares on issue post Offer	Maximum dilution to existing Shareholders
Offer fully subscribed	6,995,833	0	27,983,333	0.00%
Offer 75% subscribed	5,246,875	1,748,958	27,983,333	25.00%
Offer 50% subscribed	3,497,917	3,497,916	27,983,333	25.00%
Offer 25% subscribed	1,748,958	5,246,875	27,983,333	25.00%
No subscriptions	0	20,987,500	27,983,333	25.00%

The above table provides the worst-case scenario regarding dilution. If less than 100% of any Shortfall is placed then the maximum dilution to existing Shareholders is less than 33.33%.

In considering the level of dilution to which they may be subject resulting from the capital raising proposals referred to herein, Applicants should note the dilutionary effect on their holdings of the proposed placement of 5,000,000 Shares referred to herein and note that their shareholdings will also be diluted by any further future capital raising not made on a pro-rata basis.

The potential effect of the Offer on the control of the Company is as follows:

1. If all Eligible Shareholders take up their full Entitlements, there would be no significant effect on the control of the Company, as the Offer is made pro-rata and in that case no Entitlements would lapse or revert to the Shortfall.
2. If Eligible Shareholders do not take up their full Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.
3. The proportional interests of Ineligible Shareholders will be diluted because those Ineligible Shareholders are not entitled to participate in the Offer.

The effect of the Offer, and in particular, the effect of the placement of any Shortfall Shares, on control of the Company are mitigated because, as specified in clause 4.7 above, any Shortfall Shares are to be placed to a spread of investors if possible and that no Shortfall Shares will be issued or allotted to any person which would result in that person having a voting power in excess of 20% after placement of any Shortfall Shares. Further as also stated no related party of the Company (including Directors and their Associates) may acquire any Shortfall Shares.

Two of the existing substantial shareholders in the Company are related parties of Directors and accordingly will be excluded from acquiring Shortfall Shares.

6.5. Substantial Shareholders

As no nominee has been approved by ASIC as nominee for the purposes of section 615 of the Corporations Act, an Eligible Shareholder will only be permitted to acquire New Shares under the Rights Issue to the extent that the acquisition results in the Shareholder holding a relevant interest of up to, but not exceeding 20% of the voting power in the Company on a post Offer basis. The current substantial shareholders in the Company are set out below.

The current substantial shareholders of the Company are:

Name	Number of Shares held as at Record Date	Voting power %
New Hopetoun Pty Ltd and Ezra Silman	3,575,000	17.03%
Vermar Pty Ltd <CAP A/C>, Patrick John Volpe and Maria Catina Volpe	3,520,550	16.77%
Jascot Rise Pty Ltd, Mordechai Benedikt and Rivka Benedikt	1,675,000	7.98%
TOTALS	8,770,550	41.79%

The following table demonstrates the maximum dilutionary effect the Rights Issue will have on existing Shareholders at the close of the Offer, assuming that the substantial shareholders of the Company subscribe for their full Entitlements under the Rights Issue.

The table below does not take into account any placement of the Shortfall.

% participation by other holders	Number of New Shares issued to other holders	Number of New Shares issued to substantial holders	Total number of New Shares issued	Total number of Shares on issue post Offer	Maximum dilution to other holders that do not participate
100%	4,072,316	2,923,517	6,995,833	27,983,333	0.00%
75%	3,054,237	2,923,517	5,977,754	26,965,254	22.17%
50%	2,036,158	2,923,517	4,959,675	25,947,175	19.11%
25%	1,018,079	2,923,517	3,941,596	24,929,096	15.81%
0%	0	2,923,517	2,923,517	23,911,017	12.23%

However no person can acquire New Shares under the Rights Issue to the extent that such acquisition would result in that person having a voting power in the Company in excess of 20% (on a post Offer basis). In that situation, each substantial shareholder would be unable to increase their voting power beyond 20% unless another exception under the Corporations Act applied to the acquisition by that Shareholder.

6.6. Allocation of Shortfall

The Directors are aware that if the Offer is significantly undersubscribed, any placement of the Shortfall may have control effects on the Company. Accordingly the Directors have instructed Foxfire to allocate the Shortfall (if any) in accordance with the policy described below, which is designed to mitigate potential control effects of any placement of the Shortfall.

If there is a Shortfall after the close of the Offer, Foxfire shall place the Shortfall with various sophisticated, professional or exempt investors. To the extent that it is commercially practicable and taking into account the Company's funding requirements, Foxfire will endeavour to place the Shortfall to a spread of such investors, in order to mitigate any control effects which may arise from issuing the Shortfall to a single or small number of investors.

In any event, no subscriber will be permitted to acquire New Shares under the Shortfall to the extent that such acquisition would result in that subscriber having a voting power in the Company in excess of 20% (after the close of the Offer and the placement of the Shortfall).

In determining the allottees under the placement of the Shortfall, Foxfire and the Company will ensure that none of the Shortfall is allotted to related parties of the Company.

6.7. Offer Structure

In structuring the Offer, the Directors considered whether there may be any factors that may give rise to unacceptable circumstances. On the basis of the following key considerations, the Directors determined that the structure of the Rights Issue was appropriate and unlikely to give rise to unacceptable circumstances:

- the Company has an apparent need for funds as demonstrated by the Cashflow Budget contained in section 6.3 of this Offer Document;
- funds are required to sustain the operations of the Company and to meet the cost of the proposed acquisition of investments;
- the Offer price is five cents (\$0.05) per New Share, which represents a 14% discount to the volume weighted average price of Shares of approximately 5.8 cents (\$0.058) per Share calculated over the period from 1 January 2014 to 3 September 2014 (being the day that the Rights Issue was announced). The pricing of the Offer was designed to be at a discount to encourage shareholders to take up their Entitlements so as to reduce the level of Shortfall (and any consequent control effects arising from placement of that Shortfall), whilst eliminating the likelihood of any person acquiring a significant voting power in the Company (through the Shortfall placement) at a substantial discount; and
- the structure of the Offer will enable the Company to achieve the fairest outcome possible for its shareholders as all Eligible Shareholders will have a pro-rata entitlement to subscribe for New Shares. It is the Director's view that any facility for Eligible Shareholders to take up New Shares in excess of their Entitlements may have the likely

consequence of distorting the relative shareholdings in the Company (contrary to the principles of a pro-rata offer) and that such a distortion will not be in the best interests of the Company or the Shareholders as a whole. If the Offer is not generally taken up by Shareholders, then those participating in a Shortfall facility may otherwise acquire New Shares not in proportion to their shareholdings; on the contrary if the Offer is restricted to pro rata entitlements (with no Shortfall facility), all Shareholders have a pro-rata opportunity to contribute and participate. In the event that there is a Shortfall, the Directors consider that their allocation policy (as detailed above) will ensure an even spread of Shortfall allocation such that any control effects are, where possible, mitigated.

7. RISK FACTORS

The risks described in this section and elsewhere in this Offer Document are not necessarily exhaustive. Applicants should realise that any company with resource-based operations is subject to a wide range of risks, many of which may not be foreseeable.

Before deciding to invest in the Company, Applicants should read this document carefully, in its entirety and with particular emphasis on the risk factors detailed in this Offer Document. There are risks associated with holding shares in the Company and in applying for New Shares. Some, but not all, of those risks are described in this section.

Investors should be aware that an investment in the Company involves many risks which may be far higher than the risks associated with an investment in other companies.

Applicants should refer to announcements made by the Company to ASX. This information is available from the ASX website (www.asx.com.au) where the Company's ASX code is CHK. The Company's website is www.cohibaminerals.com.au.

Applicants should review past announcements made by the Company in order to fully appreciate such matters, and the manner in which the Company operates, before making a decision regarding the rights issue and whether they take up their Entitlement, in full or in part.

Applicants should note that no guarantee or representation is, or can be, made with respect to the payment of dividends, returns of capital or the market value of the New Shares offered for subscription.

The business operations of the Company will be subject to risks which may impact adversely and severely on its future performance. These risks may adversely affect the value of any shares in the Company. The value of shares in the Company and of its underlying assets will depend on factors beyond the immediate control of the Directors. Shareholders and proposing investors face the risk that, while the Directors will seek to achieve its stated aims, it may not be able to do so.

Eligible Shareholders should consult their professional advisers before deciding whether to invest.

7.1. General risks

The following general risks may significantly impact the Company, its performance and the price of the Shares:

- economic conditions in Australia and internationally;
- investors' sentiment and share market conditions;

- changes in fiscal and monetary policy by Governments;
- changes in taxation and other laws;
- natural disasters;
- war or terrorist attacks;
- opposition of environmental or community groups to the Company's activities through any companies in which it may invest;
- changes in commodity prices and foreign exchange rates;
- inability of the Company to obtain any necessary regulatory approvals; and
- availability of credit.

Assuming that the Company proceeds with, and completes an acquisition of an interest in Latin, many of those risks and factors will apply equally to Latin and its operations as they may apply to the Company,

7.2. Specific risks

The following specific risks may significantly impact the Company, its performance and the price of its Shares:

- the overall performance of management and the ability of management to manage business operations;
- the loss of one or more key managers or executives;
- there can be no guarantee that funds expended by the Company on exploration will result in the realisation of any value for the Company;
- there can be no guarantee as to the timing of the realisation of value by the Company from its exploration activities;
- additional funding may be required to fund exploration expenditure or the acquisition of assets and investments, there can be no guarantee that the Company will be able to secure such additional funding;
- additional funds may be raised in a manner that is dilutive to existing shareholders in the Company, for example by the private placement of Shares or other securities;
- the Company is not presently profitable and may never be so;
- any mineral discovery by the Company may not be commercially viable or recoverable, that is no resources within the meaning of the JORC Code may be able to be established and it may be that consequently no reserves can be established;
- legitimate native title rights may exist over exploration areas in which the Company has an interest, or will in the future acquire such an interest;

- the Company is in dispute with WPI in relation to the Farm-in Agreement dated 19 May 2011 under which the Company claims that it earned an interest in Exploration Permits E59/1677 and E59/1678 in Western Australia (“Santy Well Tenements”). Under the Farm-in Agreement the Company was required to spend \$100,000 within a 12 month earn-in period to earn an undivided 50% interest in the Santy Well Tenements. On the Company earning its 50% undivided interest in the Santy Well Tenements a joint venture was to come into effect under the Farm-in Agreement. The Company alleges that it spent in excess of an aggregate \$100,000 within the earn-in period to entitle it to a 50% undivided interest in the Santy Well Tenements. This is disputed by WPI. The Santy Well Tenements have now been forfeited by the Department of Minerals in Western Australia for non-compliance with their terms and conditions and the Company has also commenced litigation against WPI to recover damages as a result of the alleged wrongful termination of the Farm-in Agreement by WPI and the alleged repudiation by WPI of the joint venture which the Company alleges came into existence under the Farm-in Agreement. The Company’s claim against WPI is being defended by WPI and WPI has counterclaimed against the Company for an amount of approximately \$44,000 which WPI alleges is due by the Company to WPI under the Farm-in Agreement. Given the contested nature of the litigation, no determination of the Company’s rights in relation thereto is unlikely to be made by the court before the Closing Date. Although the Company’s legal advisers are of the opinion that the Company met the requirements of the Farm-in Agreement to earn a 50% interest in the Santy Well Tenements, this is a matter that will be decided by the court. In the event that the court should hold that the Company failed to earn such an interest, it is expected that the Company would be liable to pay WPI’s costs of the action on a party/party basis. Further, if WPI’s defence and counterclaim were upheld by the court, the Company would, in addition, be required to pay damages as claimed by WPI;
- further, the Company has received a letter dated 4 July 2014 from Williams & Hughes, as solicitor for Mr Mathew Walker, a past director of and presently a shareholder in the Company, alleging, to the effect, that Mr Walker has suffered loss and damage as a result of the Company’s allegedly negligent failure to satisfy the requirements (of the Farm-in Agreement) to earn a 50% interest in the Santy Well Tenements. Williams & Hughes have asserted on behalf of their client variously that:

“Mr Walker owns 2,693,648 shares in CHK (Shares). Mr Walker has accumulated the Shares in various allotments via on-market purchases with an average price of approximately \$0.20.”

“Mr Walker invested in CHK in the months immediately following the IPO. Mr Walker invested in CHK in reliance on representations by CHK and its board in the prospectus and subsequent ASX announcements regarding the viability of the Santy Well project.”

“Mr Walker’s shares are worth nothing (no trading) or, at best, \$0.03 (the price in the proposed rights issue outlined in the ASX Announcement). Accordingly, Mr Walker’s loss and damage suffered as a result of the conduct of CHK and its board is between \$538,729.6 (the Shares x \$0.00) and \$457,920.16 (the Shares x \$0.03).”

Mr Walker has claimed an average cost price of approximately \$0.20 for each of his shares. This alleged cost base appears to underlie his claim for loss. However, notices of substantial shareholding filed by Mr Walker indicate he commenced to purchase the 2,693,648 shares on 19 February 2014 and, based on notices of substantial shareholding lodged by him subsequent to that date, the Company believes that the total cost of acquisition of his 2,693,648 shares is approximately \$129,967.94. This would represent an average cost of approximately \$0.048 (4.8 cents) per share as opposed to the claimed approximate \$0.20 (20 cents) per share. Applicants are invited to access Mr Walker’s

substantial shareholder notices from the ASX website under the ASX code CHK. Mr Walker has subsequently reduced his shareholding and whether he has made a profit or loss and the quantum thereof depends on the price at which he has disposed of the shares which he has sold, and whether that price is above or below his actual cost base (inclusive of cost of funds and relevant transaction costs).

The allegations made by Williams & Hughes on behalf of their client are rejected by the Directors and any action which may be commenced by, or on behalf of, Mr Walker will be strongly defended.

Since Mr Walker made the above claim, the Company's share register has shown that his shareholding in the Company has reduced to 500,000 Shares;

- the Company received a letter dated 28 July 2014 from Williams & Hughes, solicitors for Mr Mathew Walker. In that letter, amongst other things, it is alleged that the placement of 2,737,500 Shares at an issue price of 3 cents is evidence of mismanagement as the issue price is alleged to be less than 50% of the true value of the Shares. The letter states that Mr Walker reserves his rights in relation to any claim arising out of the placement that has further diluted Mr Walker's shareholding and diminished the value of Mr Walker's Shares;
- the Company received a letter dated 1 October 2014 from Williams & Hughes, solicitors for Mr Mathew Walker. The letter refers to the previous rights issue proposed to be undertaken by the Company (refer to section 4.1 of this document) which was cancelled on 3 September 2014. The letter alleges that the Company did not state publicly that the Company had the right to cancel the issue until after the shares commenced trading ex-entitlement on 28 July 2014. The letter states that Williams & Hughes are taking instructions from numerous shareholders in the Company about their "*losses arising from having sold their shares ex-entitlement with the expectation of subscribing under the previous rights issue at 3 cents per share*". The Company notes that the new issue announcement and the offer document both released to ASX on 23 July 2014 contained an express reservation by the Company of the right not to proceed with the whole or part of the Offer at any time prior to the issue date. The claims by Williams & Hughes are rejected in their entirety and any such claim and any action which may be commenced by, or on behalf of, Mr Walker or any of the "*numerous shareholders*" will be strongly defended;
- the Company proposes to enter into a subscription agreement governing its proposed subscription for shares in Latin, as announced to ASX on 30 June 2014. Under that agreement the Company will have the right to carry out due diligence to verify data provided or to be provided by Latin or on its behalf. The cost of that due diligence will be to the Company's cost and will not be recoverable from Latin or any other party regardless of whether or not the Company elects to proceed to acquire an interest in Latin. The cost of that due diligence is not presently known but is not expected to exceed \$200,000 depending on the nature and extent thereof which the Directors (excluding Mr Volpe) and any experts and consultants appointed by the Directors (excluding Mr Volpe) consider appropriate;
- if the due diligence referred to above is satisfactory in the opinion of the Directors (excluding Mr Volpe), the Company will convene a meeting of Shareholders to consider and, if thought fit, proceeding with the proposed acquisition. For this purpose the Directors (other than Mr Volpe) will commission independent expert's to opine whether the acquisition of an interest in Latin is considered in the best interests of the Non-Associated Members of the Company (being those Shareholders of the Company other

than Mr Volpe and his Associates). The outcome of such reports may be a conclusion that the acquisition is fair and reasonable (and thus in the best interests of Non-Associated Members or that it is not fair but reasonable or that it is not fair and is not reasonable. Even if it is considered fair and reasonable or is considered not fair but reasonable (and the Company convenes a meeting to enable Non-Associated Members to vote on whether the proposed acquisition should be proceeded with, it is always possible that the resolution to approve completion of the acquisition will be defeated on a vote at the meeting, leaving the Company in a position where it has expended significant funds but has acquired nothing;

- if the Non-Associated Members approve the proposed acquisition of an interest in Latin, the Company will be required to spend an initial \$500,000 to acquire a 15% interest in Latin and will have the right to increase its interest in Latin to 40% at a cost of a further \$1,500,000. In this case, the Company will be required to raise additional funds to make such expenditure which funds may be raised in a variety of ways, but most likely will be raised by placements and/or a further rights issue. In any such case Shareholders will face the prospect of further dilution of their shareholdings unless all such fundraisings are by rights issue and each Shareholder takes up his or her Entitlement in full;
- if the Company acquires an interest in Latin, that interest will be a minority interest only and Latin will, insofar as is presently known, continue to be controlled by Mr Volpe and his Associates as at present;
- if the Company acquires an interest in Latin, its continuing business activities will, to the extent that they comprise such interest, be affected by all matters which affect any foreign investment in Argentina. Part of the Company's due diligence in relation to acquisition of an interest in Argentina will be investigation into the risks of doing business in Argentina. The nature of these risks will relate to restrictions if any on foreign ownership, restrictions on exploration for and production of Uranium in particular, restrictions on capital inflows and repatriation of funds out of Argentina, the effect of political volatility and changes in government policies relating to foreign investment and the development of natural resources (both at a national level and at a provincial level) and a range of other factors which may influence a decision to invest or operate in Argentina. At present none of these matters are known to the Directors;
- given that the Company's past and proposed investments have focussed on mining exploration, investors need to be aware that the business of exploration and mining activities involves a significant degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. To the extent that the Company's present and future investments involve exploration activities the future prosperity of the Company will depend on factors that include successful exploration and the establishment of resources and reserves;
- there is no assurance that expenditure to be made on future exploration and/ or development activities by the Company will result in discoveries that can be commercially or economically exploited since exploration is inherently a speculative endeavour. Even if an apparently viable resource is identified, there is no certainty that it can be economically exploited. In particular, even if resource and reserve estimates are able to be established, it should be noted that resource and reserve estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource and reserves estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional

fieldwork and analysis, the estimates are likely to change. This may result in alterations to development plans which may, in turn, adversely affect Latin's and the Company's operations, to the extent that they relate to Latin;

- the costs of exploration and development can exceed planned expenditure due to the inherent uncertainties involved in exploration and development. Exploration and development operations can be hampered by force majeure circumstances and cost overruns for unforeseen events, including unexpected variations in geology and equipment malfunction. Losses resulting from any of these risks could have a material adverse effect on the Company's financial resources or could result in a total loss of the assets affected, and accordingly, may affect the market price of the Shares. Project development and production contains risks by its very nature. To prosper, it depends on the design and construction of efficient production/processing facilities, competent operation and managerial performance and proficient marketing of the product;
- apart from being able to obtain all legal and regulatory approvals necessary to commence operations, success in exploration is dependent on many factors such as:
 - the discovery and/or acquisition of economically recoverable reserves;
 - access to adequate capital for project development;
 - design and construction of efficient development and production infrastructure within capital expenditure budgets;
 - securing and maintaining title to interests;
 - obtaining regulatory consents and approvals necessary for the conduct of exploration, development and production;
 - securing plant and equipment, particularly when equipment utilisation rates are high, when competition for such equipment may also be high; and
 - access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants;
- generally:
 - there can be no assurance that any exploration on current or future interests will result in the discovery of an economically recoverable or commercially viable resource and may result in a total loss of the investments by the Company;
 - whether or not income will result from projects undergoing exploration and development programs depends on successful exploration and establishment of production and transmission facilities. Factors including costs and commodity prices affect successful project development and operations; and
 - drilling activities carry risk and as such, activities may be curtailed, delayed or cancelled as a result of weather conditions, mechanical difficulties, well control issues, shortages or delays in the delivery of drill rigs or other equipment.

7.3. Risks relating to Latin

The following specific risks relate to Latin:

- at present Latin is acquiring an interest in the exploration licences/licence applications and it does not yet own an interest in them. Some of the exploration licence applications have been granted and others are still pending. There can be no certainty that all such exploration licence applications will be granted or, if granted, will be granted on terms acceptable to either Latin or the Company;
- a default by Latin under the agreement for the acquisition of the licences/licence applications will result in Latin losing the right to acquire any interest in them;
- title to the licences/licence applications may be lost if licence conditions are not met. Each exploration licence will be issued for a specific term and carries with it work commitments and reporting obligations, as well as other conditions requiring compliance. Consequently, Latin could lose title to, or its interests in, one or more exploration licences, if conditions are not met or if sufficient funds are not available to Latin to meet Latin's work commitments. Any failure by Latin to comply with the work commitments or other conditions on which an exploration licence is held will expose the exploration licence to forfeiture. If sufficient work is not carried out as is required, then those exploration licences could be cancelled, without compensation;
- Latin is incorporated in, and the exploration areas are located in, Argentina. Latin and, should it acquire an interest in Latin, the Company will be subject to political, social, economic and other uncertainties including, but not limited to, changes in policies or the personnel administering them, foreign exchange restrictions, changes to the law affecting foreign ownership, currency fluctuations, royalties and tax increases in Argentina. Other potential issues include repatriation of income, exploration licensing, environmental protection, expropriation of mining rights and government control over mineral properties. As stated above, all of these issues will be investigated by the Company in carrying out its intended due diligence into Latin; and
- all of the matters referred to in relation to exploration and development generally will apply equally to Latin and its activities in Argentina.

8. ADDITIONAL INFORMATION

8.1. No financial product advice

This document is not, and is not to be taken to be, financial product advice or a recommendation to acquire New Shares. The document has been prepared without taking into account the objectives, financial situation or needs of individual investors. All investors should consider all relevant information having regard to their own objectives, financial situation and needs and consult a stockbroker, accountant or other independent financial adviser before making an investment decision.

8.2. Representations

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this document or in a release by the Company to the ASX. Any information or representation in relation to the Offer which is not contained in this document may not be relied upon as having been authorised by the Company.

To the maximum extent permitted by law the Company and its respective advisers and respective affiliates or related bodies corporate and any of their respective directors, officers,

partners, employees, representatives or agents exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Offer or this Offer Document being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise.

8.3. Taxation

None of the Company, its officers, employees or advisers is giving or is able to give advice about the specific tax consequences arising from the Offer. All investors should satisfy themselves of any possible tax consequences by consulting their own professional tax advisers.

8.4. Discretion of the Directors

Without limiting the other powers and discretions set out in this document, the Directors may:

- implement the Offer in the manner they think fit (subject always to the Listing Rules and the Corporations Act); and
- settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Offer or a matter in this Offer Document as they think fit, whether generally or in relation to any Shareholder or any Shares, and the determination of the Directors is conclusive and binding on all relevant Shareholders and other persons to whom the determination relates.

8.5. Governing law

This Offer Document, the Offer and the contracts formed on acceptance of Applications made under the Offer are governed by the laws of the State of Victoria. Each person who applies for New Shares under the Offer submits to the jurisdiction of the Courts of the State of Victoria.

8.6. Annual General Meeting

The Annual General Meeting of the Company will be held on 28 November 2014 and the business of the meeting will include consideration of the following:

- the Financial Statements and Reports;
- the Remuneration Report;
- the re-election of Mr Patrick John Volpe as a Director of the Company;
- the ratification of the issue of 2,737,500 Shares;
- the approval of a placement of 5,000,000 (15,000,000 post-split) shares;
- the approval of an additional 10% placement capacity for 12 months;
- the approval of a placement of up to 10,000,000 (30,000,000 post-split) shares;
- the approval of the Cohiba Minerals Limited Performance Rights Plan;

- the approval of the grant of 500,000 (1,500,000 post-split) Performance Rights to Mr Patrick John Volpe;
- the approval of the grant of 100,000 (300,000 post-split) Performance Rights to Mr David Herszberg;
- the approval of the grant of 100,000 (300,000 post-split) Performance Rights to Mr Mordechai Benedikt; and
- the split of each Share into three Shares.

A copy of the Notice of Annual General Meeting is available via the ASX website at <http://www.asx.com.au/> under stock code CHK. It is also available at the Company's website at <http://www.cohibaminerals.com.au/>.

9. RIGHTS ATTACHING TO NEW SHARES

9.1. Rights and liabilities

The following is a general description of the more significant rights and liabilities attaching to the New Shares:

- New Shares will be fully paid on issue and holders will have no further liability to the Company in respect of those Shares;
- at the date of the Offer, all Shares are of the same class and rank equally in all respects. Specifically, the New Shares issued pursuant to the Offer will rank equally with the existing Shares on Issue;
- subject to any special rights or restrictions (at present there are none), at any meeting each member present in person or by proxy has one vote on a show of hands, and on a poll has one vote for each Share held;
- subject to any special rights or restrictions (at present there are none), any dividends that may be declared by the Company are payable on all Shares in proportion to the amount paid up;
- the rights attaching to the Shares may only be varied by the consent in writing of the three quarters of the issued shares of that class, or with the sanction of a special resolution passed at a meeting of the holders of the Shares of the affected class;
- subject to the Company's Constitution, the Corporations Act or any other applicable laws of Australia and the Listing Rules, the Shares are freely transferrable. The Directors may refuse to register a transfer of Shares only in limited circumstances, such as were the Company has a lien over the Shares;
- each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be provided to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules;

- the Company’s Constitution provides for the sale of unmarketable parcels provided that notice is given to the relevant shareholders stating that the Company intends to sell their Shares unless an exemption notice is received by a specified date;
- if the Company is wound up, the liquidator may, with the sanction of a special resolution:
 - divide among the Shareholders the whole or any part of the Company’s property; and
 - decide how the division is to be carried out between the Shareholders; and
- subject to any special rights (at present there are none), any surplus assets on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, the Listing Rules and the Company’s Constitution.

9.2. Constitution

A copy of the Constitution can be obtained from ASIC or from the ASX website at <http://www.asx.com.au/> by searching under stock code CHK. The Constitution may also be inspected at the Company’s registered office during normal business hours.

10. DEFINITIONS

In this Offer Document unless the context or subject matter otherwise requires:

Applicant	A person who submits an Application.
Application	The submission of an Entitlement and Acceptance Form accompanied by the relevant Application Monies or arranging for payment of the relevant Application Monies through BPAY in accordance with the instructions on the Entitlement and Acceptance Form.
Application Monies	The aggregate amount payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form or through BPAY calculated as the Offer Price multiplied by the Number of New Shares applied for.
ASIC	Australian Securities and Investments Commission.
Associate	Has the meaning given to it in the Corporations Act.
ASX	ASX Limited (ACN 008 624 691) or the securities exchange operated by ASX Limited as the context requires.
Company	Cohiba Minerals Limited (ACN 149 026 308).
Closing Date	The closing date of the Offer as specified in the Timetable (unless extended).
Constitution	The Constitution of the Company.

Corporations Act	Corporations Act 2001 (Cth).
Director	A director of the Company.
Eligible Shareholder	A Shareholder holding Shares on the Record Date whose registered address is in Australia or New Zealand.
Entitlement	The pro-rata entitlement of an Eligible Shareholder to subscribe for New Shares under the Offer.
Entitlement and Acceptance Form	The Entitlement and Acceptance form accompanying this Offer Document in respect of the Offer.
Foxtire	Foxtire Capital Pty Ltd (ACN 147 300 865).
Ineligible Shareholder	A Shareholder with a registered address outside Australia or New Zealand as at the Record date.
Issue Date Latin	The issue date of the Offer as specified in the Timetable. Latin Uranium SRL (a company incorporated in Argentina).
Listing Rules	The Listing Rules of the ASX.
New Share	A new fully paid ordinary share in the capital of the Company to be issued under the Offer.
Offer or Rights Issue	The non-renounceable rights issue of 6,995,833 New Shares on the basis of one (1) New Share for every three (3) Shares held at any issue price of five cents (\$0.05) cash per New Share payable in full on application to raise approximately \$349,792 before costs, pursuant to this Offer Document.
Offer Document	This document which sets out the terms of the Offer.
Offer Price	Five cents (\$0.05) cash per New Share.
Opening Date	The opening date of the Offer as specified in the Timetable.
Record Date	The time and date for determining Entitlements under the Offer as specified in the Timetable.
Santy Wells Tenements	E59/1677 and E59/1678 in Western Australia.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of a Share as recorded in the Register of Members of the Company.
Share Registry	Security Transfer Registrars Pty Ltd (ACN 008 894 488).
Shortfall or Shortfall Shares	Those New Shares not validly applied for by Shareholders under the Offer by the Closing Date.
Timetable	The timetable set out in section 2 of this Offer Document (as varied from

time to time).

WPI

West Peak Iron Limited (ACN 142 411 390).