

ASX RELEASE

27 February 2017

ASX: ARU

ARAFURA LAUNCHES SHARE PURCHASE PLAN

Arafura Resources Limited (ASX: ARU, "Arafura" or the "Company") is pleased to offer shareholders who were registered shareholders as at 17 February 2017 ("Record Date") the opportunity to participate in a Share Purchase Plan ("Plan") to raise approximately \$2.5 million to fund the continuation and operation of the Company's Pilot Plant in relation to its Nolans Project.

Under the Plan, eligible shareholders will be given the opportunity to subscribe for up to \$15,000 worth of new shares (see the Plan for the range of alternative amounts) without incurring brokerage and transaction costs. The issue price of the new Shares will be the lesser of \$0.077 or 80% of the volume weighted average market price ("VWAMP") of the Shares calculated over the last five trading days before the date on which the share issue is made under the Plan.

Eligible Shareholders will be sent a Plan booklet along with a personalised Application Form to participate in the Plan. Completed Application Forms and payment must be received by 5.00pm (AEDT) on 20 March 2017 to participate.

For further information regarding the Plan, please contact the Share Registry, Link Market Services Ltd on (+61) 1300 554 474 (toll free within Australia), 8:30am to 5:00pm (AEDT) Monday to Friday.

The Company reserves the right to accept or reject any application under the Plan at its discretion. In the event of an oversubscription by the Closing Date the directors of the Company may, in their absolute discretion, accept or Scaleback the applications. The Company also reserves the right to accept or reject any Application under the Plan at its discretion. When determining if an Application is to be accepted or rejected, or the amount (if any) by which to Scaleback an Application, the Company will take into account a number of factors, including the size of an Applicant's shareholding and the extent to which Eligible Shareholders have sold their Shares after the Record Date (if Eligible Shareholders sell Shares after the Record Date then the Directors will deem their entitlement under the Plan to apply for new Shares to be forfeited).

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For further information, contact:

Investor enquiries:

Gavin Lockyer
Managing Director
T: +61 8 6210 7666

Media enquiries:

Luke Forrestal
Media and Capital Partners
M: +61 411 479 144

ARAFURA RESOURCES LIMITED

arafura@arultd.com www.arultd.com ABN 22 080 933 455

PERTH: Level 3/263 Adelaide Tce, Perth WA 6000 | PO Box 5773, St Georges Terrace, Perth WA 6831 T: +618 6210 7666 F: +618 9221 7966
DARWIN: 18 Menmuir St, Winnellie NT 0820 | PO Box 37220, Winnellie NT 0821 T: +618 8947 5588 F: +618 8947 5599

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2017 SHARE PURCHASE PLAN

ARAFURA RESOURCES LIMITED
ABN 22 080 933 455

This is an important document.

If you have any doubts as to what you should do,
please consult your stockbroker, accountant
or financial adviser.

This document may not be released or distributed in the United States

OFFER AT A GLANCE

Key dates:

| | | |
|-------------------|------------------|--|
| Record Date | 17 February 2017 | Date for determining Eligible Shareholders |
| Announcement Date | 20 February 2017 | Share Purchase Plan is announced to the Market / Date of the Offer |
| Opening Date | 27 February 2017 | Offer under Share Purchase Plan opens |
| Closing Date | 20 March 2017 | Share Purchase Plan closes at 5.00pm (AEDT) on this date |
| Allotment Date | 27 March 2017 | Shares to be issued under Share Purchase Plan are allotted |
| Despatch Date | 29 March 2017 | Confirmation of transaction despatched to shareholders |

* Dates are indicative only and the Company retains the right to vary these dates without advance notice.

Key offer details:

| | |
|---------------------|---|
| Issue Price | <p>The issue price will be the lesser of:</p> <p>a) \$0.077, being 80% of the VWAMP of the Shares calculated over the last 5 trading days prior to the announcement of the Share Purchase Plan; and</p> <p>b) 80% of the VWAMP of the Shares calculated over the last 5 trading days before the date on which the share issue is made under the Plan.</p> |
| Application Amounts | <p>Under the offer, Eligible Shareholders may apply for new shares in the amount of \$2,500, \$5,000, \$10,000, or \$15,000.</p> <p>The Company will divide the dollar amount applied for by the Issue Price then round up the result to the nearest whole number, to determine the number of shares applied for.</p> |

Important Notice:

These materials (including the accompanying Application Form) do not constitute an offer of securities for issue or for sale, or an invitation to subscribe for securities, in any place outside Australia or New Zealand and this offer is only made to shareholders as at the Record Date with a Registered Address in Australia or in New Zealand.

The Share Purchase Plan may be varied, suspended or terminated by the Board at any time at the Board's absolute discretion without advance notice.

Neither the Company nor the Board accepts or assumes any liability to shareholders by reason of variation, suspension or termination of the Plan.

The acquisition of Shares in the Company under the Plan will have different ramifications depending upon the circumstances of each Eligible Shareholder.

These materials do not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Eligible Shareholders wanting to participate in the Plan should obtain independent advice in relation to the taxation and other consequences of an investment under the Plan before making a decision as to whether or not to participate in the Plan.

The market price for the Company's Shares may change between the Opening Date and the Allotment Date, but the Issue Price will not change during this period. If the market price of Shares falls below the Issue Price, the price paid for Shares under the Plan may be higher than the market price for the Company's Shares.

BPAY® payments or Application Forms (with accompanying payments of the Subscription Amount) must be received before 5.00pm (AEDT) on 20 March 2017.

QUESTIONS AND ANSWERS

What is the Share Purchase Plan?

The Share Purchase Plan ('Plan') provides Eligible Shareholders with the opportunity to purchase new Shares in the Company under the Plan without incurring brokerage or other transaction costs.

The Plan is governed by the Plan Rules (see Annexure A to this Plan booklet) which contains the terms and conditions, as well as some important definitions. Shares issued under the Plan will rank equally in every respect with existing issued fully paid ordinary Shares.

The offer is not underwritten.

Why is the Company issuing more Shares?

The Company is seeking to raise approximately \$2,500,000 under the Plan by issuing new shares for the purpose of funding the continuation and operation of the Company's Pilot Plant in relation to its Nolans Project. Notwithstanding this, the Company reserves its absolute discretion to vary the amount raised under the Plan.

Am I an Eligible Shareholder?

All shareholders as at the Record Date with a Registered Address in Australia or New Zealand are eligible to participate in the Plan. Shareholders who hold Shares on behalf of another person who resides outside Australia or New Zealand are not eligible to participate in the Plan. The Company is not making this offer to shareholders with Registered Addresses in countries outside Australia and New Zealand (on the basis that it is not practical for the Company to offer and issue Shares to persons with Registered Addresses in jurisdictions outside of Australia and New Zealand).

A registered holder who is a custodian, trustee or nominee within the definition of "custodian" in ASIC Class Order [CO 09/425] will need to submit a custodian certificate certifying the matters set out in ASIC Class Order [CO 09/425] in

order to participate on behalf of any beneficiaries. A pro-forma custodian certificate can be obtained by contacting the Share Registry on (+61) 1300 853 809.

Are Eligible Shareholders required to participate in the Plan?

Participation in the Plan is optional for Eligible Shareholders. If an Eligible Shareholder wants to participate in the Plan, it may purchase Shares in accordance with the Plan Rules. If an Eligible Shareholder does not want to participate in the Plan, then they should take no action in relation to the offer.

Before deciding on whether to participate in the Plan, and in particular before completing any Application for Shares by submitting an Application form or making a BPAY® payment, you should consider the Company's disclosures of operating and financial performance and, if necessary, consult your financial adviser.

How much can I invest under the Plan?

Eligible Shareholders may apply for new shares in the amount of \$2,500, \$5,000, \$10,000 or \$15,000.

The Company may Scaleback allocations under the Plan in its sole discretion, including for the purpose of complying with ASX Listing Rule 7.2, Exception 15. If the Company undertakes a Scaleback, the number of Shares applied for on each Application will be scaled back on a pro-rata basis and any difference in purchase price will be refunded by the Company without interest following allotment.

Can I apply for more than \$15,000 worth of shares?

No. Eligible Shareholders may not subscribe for a parcel of Shares valued at more than \$15,000.

Can I apply for less than \$15,000 worth of shares?

Yes. Eligible Shareholders may subscribe for a parcel of Shares in the amount of \$2,500, \$5,000, \$10,000 or \$15,000.

What is the Issue Price?

The issue price will be the lesser of:

- (a) \$0.077, being 80% of the VWAMP of the Shares calculated over the last 5 trading days prior to the announcement of the Share Purchase Plan; and
- (b) 80% of the VWAMP of the Shares calculated over the last 5 trading days before the date on which the share issue is made under the Plan.

The calculation of the Issue Price will not change during the offer period.

What risks are associated with investing under the Plan?

The market price for the Company's Shares may change between the Opening Date and the Allotment Date, but the Issue Price will not change during this period. If the market price of Shares falls below the Issue Price you may be financially disadvantaged by purchasing Shares under the Plan (because the price paid for Shares under the Plan may be higher than the market price for the Company's Shares). You may choose not to participate in the Plan.

When can I sell Shares purchased under the Plan?

Shares issued under the Plan may be sold or transferred on ASX at any time after quotation of the shares. The quotation date is expected to be on or about 27 March 2017. The Company will apply to the ASX for quotation of all Shares issued under the Plan following the processing of those Applications received from Eligible Shareholders by the Closing Date.

How do I apply for Shares under the Plan?

Eligible Shareholders can subscribe for Shares under the Plan in one of two ways, depending upon whether payment is to be made by cheque or by BPAY®.

To pay by cheque:

Eligible Shareholders must complete the personalised Application Form enclosed

with this Plan booklet and return it together with a cheque in payment of the Subscription Amount by post in the enclosed stamped addressed envelope (New Zealand Eligible Shareholders will need to affix the appropriate postage stamp) to:

Arafura Resources Limited
c/o Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

The Application Form and cheque must be received before 5.00pm (AEDT) on the Closing Date.

To pay by BPAY®:

Eligible Shareholders must make payment by BPAY® following the instructions on the Application Form so that the BPAY® payment is received before 5.00pm (AEDT) on the Closing Date. An Application Form does not need to be submitted if paying by BPAY®.

What is the Subscription Amount?

The Subscription Amount is calculated as the number of Shares applied for multiplied by the Issue Price.

How many Shares will I receive?

Eligible Shareholders will receive the number of Shares applied for subject to the Company undertaking a Scaleback. The Company will divide the dollar amount you have applied for by the Issue Price then round up the result to the nearest whole number, in order to determine the number of Shares you have applied for. The Company may, in its absolute discretion, undertake a Scaleback, including for the purpose of complying with ASX Listing Rule 7.2, Exception 15. If the Company undertakes a Scaleback, the number of Shares applied for on each Application will be scaled back on a pro-rata basis and any difference in purchase price will be refunded by the Company without interest following allotment.

Will the offer be available again?

The Plan is intended to be a one-off offer to Eligible Shareholders, providing them with an opportunity to purchase

additional Shares without incurring any brokerage or other transaction costs. However, the Board retains the right to make similar offers under future Share Purchase Plans.

Contact us

If you have any further queries in relation to the Plan, please contact the Share Registry on (+61) 1300 853 809.

BPAY® payments or Application Forms (with accompanying payments of the Subscription Amount) must be received before 5.00pm (AEDT) on 20 March 2017.

ANNEXURE A

RULES OF THE SHARE PURCHASE PLAN**1. DEFINITIONS AND INTERPRETATIONS**

- 1.1 When used in these Rules, the words listed will, except to the extent that the context otherwise requires, have the following meanings:
- 'Application'** means an application for Shares under this Plan;
- 'Application Form'** means a personalised application form pursuant to which Eligible Shareholders may apply for Shares under the Plan;
- 'AEDT'** means Australian Eastern Daylight Time;
- 'ASIC'** means the Australian Securities and Investments Commission;
- 'ASX'** means Australian Securities Exchange or ASX Limited, as applicable;
- 'Board'** means the Board of directors of the Company;
- 'BPAY®'** means electronic funds transfer of funds using details contained on the Application Form;
- 'Company'** means Arafura Resources Limited ABN 22 080 933 455;
- 'Constitution'** means the constitution of the Company;
- 'Custodian'** has the meaning given to the term 'custodian' in ASIC Class Order [CO 09/425];
- 'Directors'** means the directors of the Company;
- 'Eligible Shareholder'** means a shareholder in the Company as at the Record Date with a Registered Address in Australia or in New Zealand;
- 'Issue Price'** means the lesser of:
- (a) \$0.077, being 80% of the VWAMP of the Shares calculated over the last 5 trading days prior to the announcement of the Share Purchase Plan; and
 - (b) 80% of the VWAMP of the Shares calculated over the last 5 trading days before the date on which the share issue is made under the Plan.
- 'Participating Beneficiary'** has the meaning given in Rule 3.8;
- 'Plan'** or **'Share Purchase Plan'** means this share purchase plan;
- 'Plan Rules'** or **'Rules'** means these rules and includes the Application Form;
- 'Registered Address'** means the address of an Eligible Shareholder as shown in the Share Register;
- 'Scaleback'** means a pro-rata reduction in the number of Shares allotted to Eligible Shareholders who make an Application. The Company has full discretion in deciding whether to Scaleback Applications;
- 'Share'** means a fully paid ordinary share in the Company;
- 'Share Register'** means the register of all shareholders of the Company maintained by the Share Registry;
- 'Share Registry'** means Link Market Services Ltd, 1A Homebush Bay Drive, Rhodes, New South Wales, Australia, 2138;

'Subscription Amount' means the dollar amount calculated by multiplying the number of Shares applied for by the Issue Price; and

'VWAMP' means volume weighted average market price.

- 1.2 Words importing the singular include the plural and vice versa, words importing any gender include other genders and 'person' includes a corporation.
- 1.3 A reference to dollars or \$ is a reference to Australian dollars.

2. OFFER TIMETABLE

- 2.1 This offer is dated and taken to be made on 20 February 2017.
- 2.2 This offer opens on 27 February 2017 (**'Opening Date'**).
- 2.3 Only those shareholders recorded in the Share Register as at 5.00pm (AEDT) on 17 February 2017 (**'Record Date'**) with a Registered Address in Australia or in New Zealand will be eligible to participate in the Plan.
- 2.4 This offer closes at 5.00pm (AEDT) on 20 March 2017 or such other time and date as determined by the Company and announced in writing to shareholders (**'Closing Date'**). All Application Forms with accompanying payments of the Subscription Amount and all BPAY® payments (as applicable) must be received before the Closing Date.
- 2.5 It is intended that Shares will be allotted on or about the fifth business day after the Closing Date (**'Allotment Date'**).
- 2.6 Any Scaleback will be announced on the Allotment Date. The Company expects refund cheques in payment of any Scaleback amount will be despatched on or about the fifth business day after the Closing Date (**'Scaleback Refund Date'**).
- 2.7 The Company anticipates trading on ASX of new Shares issued under the Plan will commence on or about 27 March 2017.
- 2.8 The Company has the discretion to change, at any time, any of these dates, regardless of whether the offer has opened or Applications have been received.

3. PARTICIPATION IN THE PLAN

- 3.1 Participation in the Plan is subject to these Rules. The offer made under this Plan is made only to Eligible Shareholders.
- 3.2 This offer is non-renounceable (that is, Eligible Shareholders are not permitted to transfer their entitlement to any Shares offered under the Plan).
- 3.3 The Board may refuse to accept or may suspend or withdraw any Application if that Application might:
 - (a) prejudice the effective operation of the Plan; or
 - (b) give rise to breaches of applicable laws (whether in Australia or overseas) by the Company or its officers or by Eligible Shareholders or their associates,

and may, in its discretion, reject any Application if:

- (c) it considers that the Application (whether alone or in conjunction with other Applications) does not comply, or it is not reasonably satisfied that the Application (whether alone or in conjunction with other Applications) complies, with the requirements of ASIC Class Order [CO 09/425] (as amended, replaced or supplemented) or any other requirements prescribed by ASIC;
- (d) a cheque is dishonoured;
- (e) an Application Form is incomplete or invalid; or

- (f) payment of the Subscription Amount is received after the Closing Date.
- 3.4 It is the responsibility of each Eligible Shareholder to obtain any necessary approvals and consents to enable them to participate in the Plan.
- 3.5 The Directors are entitled (but not obliged) to refuse an Application where an Eligible Shareholder has, in the opinion of the Directors, split a shareholding, or acquired Shares as part of such a split, in order to attempt to increase the number of Shares that may be allotted under the Plan to that Eligible Shareholder or another person.
- 3.6 Eligible Shareholders may only subscribe for a parcel of Shares in the amount of \$2,500, \$5,000, \$10,000, or \$15,000.
- If the amount of payment tendered is greater than \$15,000 – subject to Scaleback, the Company will allot the maximum of number of Shares to the Eligible Shareholder and will refund the excess application money (without interest) to the Eligible Shareholder.
- If the amount of payment tendered is less than the minimum of \$2,500– the Company will not allot any Shares to the Eligible Shareholder and will refund the application money (without interest) to the Eligible Shareholder.
- If the amount of payment tendered is zero or the payment is invalid – the Company will not allot any Shares to the Eligible Shareholder and will refund the application money (without interest) to the Eligible Shareholder.
- If the amount of payment tendered does not match the number of shares applied for, then the Company may choose to allot the number of Shares equal to the amount of payment validly tendered.
- 3.7 Eligible Shareholders that receive more than one Application Form under the Plan (for example, if the Eligible Shareholder has more than one shareholding but under separate accounts) may apply on different Application Forms or make different BPAY® payments, but may not make an Application which will result in the Eligible Shareholder applying for more than \$15,000 worth of Shares under the Plan.
- 3.8 If an Eligible Shareholder is a Custodian and is expressly noted on the Share Register as holding Shares in the Company on behalf of a person (the “**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, such Eligible Shareholder may apply for up to a maximum of \$15,000 worth of shares for each Participating Beneficiary, subject to providing a custodian certificate to the Company certifying the matters set out in paragraph 9 of ASIC Class Order [CO 09/425]. A pro-forma custodian certificate can be obtained by contacting the Share Registry on (+61) 1300 853 809.
- 3.9 Eligible Shareholders that are joint holders of Shares in the Company will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and an Application, and certification as part of the Application Form, by one joint holder will be effective in respect of the other joint holders.
- 3.10 The Company has an absolute discretion to accept and treat as valid an Application Form which does not satisfy the provisions of the Plan Rules. The Company may (but will be under no obligation to) correct or amend defective Application Forms on behalf of Eligible Shareholders.
- 3.11 Where the Company rejects an Application, the Company will promptly return to the Eligible Shareholder any relevant application money provided by the Eligible Shareholder to the Company (without interest).

4. APPLICATION TO PARTICIPATE

- 4.1 To participate in the Plan an Eligible Shareholder must follow the instructions on the Application Form and either:
- (a) complete an Application Form and return it to the Share Registry together with a cheque; or
 - (b) make payment by BPAY® for the Subscription Amount,
- so that the Application Form and cheque or BPAY® payment is received by the Share Registry by 5.00pm (AEDT) on the Closing Date in accordance with the instructions on the Application Form. Where payment is made by BPAY®, an Application Form does not need to be submitted.
- 4.2 Where payment is by cheque, Application Forms must specify the Subscription Amount (in dollars) and be accompanied by a cheque in payment of the Subscription Amount. The Company reserves the right to reject any Application where there is non-compliance with this Rule.
- 4.3 Shares issued under the Plan will be issued as ordinary shares at the Issue Price and will be credited as fully paid.
- 4.4 Applications and payments may not be withdrawn once received by the Company.

5. OPERATION OF THE PLAN

- 5.1 By submitting an Application Form or making a BPAY® payment, an Eligible Shareholder certifies and represents that:
- (a) in relation to all Shares applied for by the Eligible Shareholder under the Plan, the Eligible Shareholder does not make the Application for any other person in circumstances which might involve any breach of securities laws of any jurisdiction; and
 - (b) it agrees to be bound by the Company's Constitution in respect of all the Shares issued to the Eligible Shareholder under the Plan; and
 - (c) the total price of all Shares purchased (or applied for) by the Eligible Shareholder, or which the Eligible Shareholder has instructed a Custodian to acquire on its behalf, under this offer and/or any similar offer made by the Company in the 12 months prior to the date of submission of the Application Form or the date of making a BPAY® payment, does not exceed \$15,000, unless the Eligible Shareholder is applying as a Custodian for one or more Participating Beneficiaries and has complied with Rule 3.8.

6. ISSUE PRICE AND SHARES ISSUED UNDER THE PLAN

- 6.1 The Issue Price is set in Rule 1.1 above and is the lesser of:
- (a) \$0.077, being 80% of the VWAMP of the Shares calculated over the last 5 trading days prior to the announcement of the Share Purchase Plan; and
 - (b) 80% of the VWAMP of the Shares calculated over the last 5 trading days before the date on which the share issue is made under the Plan.

The market price of Shares on the ASX may rise and fall between the date of this offer and the date when the Company issues Shares under the Plan. The calculation of the Issue Price will not change during the offer period.

- 6.2 In the absence of a Scaleback and subject to Rule 5.1(c) being true, the number of Shares to be issued to the Eligible Shareholder will be calculated by dividing the value of the Shares that the Eligible Shareholder applies for by the Issue Price (subject to Rule 3.6 above).

- 6.3 Shares issued under the Plan will rank equally in all respects with existing ordinary fully paid Shares.
- 6.4 Shares issued to Eligible Shareholders under the Plan will be registered on the Share Register.
- 6.5 The Company will promptly, following the allotment and issue of Shares under the Plan:
 - (a) apply to ASX Limited for official quotation by ASX Limited of all new Shares issued under the Plan; and
 - (b) send a confirmation of allotment in respect thereof to the relevant shareholder at the shareholder's Registered Address.

7. COST TO ELIGIBLE SHAREHOLDERS

- 7.1 Subject to Rule 7.2, no brokerage, commission or other transaction costs will be payable by an Eligible Shareholder in respect of Shares issued under the Plan.
- 7.2 In the event of a change in legislation or regulation so that at the date of any allotment or issue stamp duty or any other tax or duty is payable in respect thereof, the amount of such stamp duty or other tax or duty shall be paid by the Eligible Shareholder to whom the Shares are issued and, in respect of each such Share, included in the calculation of the Issue Price.

8. NON-PARTICIPATION

Participation in the Plan is voluntary. It shall be a matter for each Eligible Shareholder to determine whether or not they make an Application for Shares under the Plan.

9. SCALEBACK

- 9.1 The Company may undertake a Scaleback in its sole discretion, including for the purpose of complying with ASX Listing Rule 7.2, Exception 15. If the Scaleback produces a fractional number of Shares when applied to a parcel of Shares, the number of Shares allocated will be rounded down to the nearest whole number of Shares.
- 9.2 If the Company undertakes a Scaleback, the difference between the value of the Shares allotted and the number of Shares applied for will be refunded (without interest) by cheque mailed on the Scaleback Refund Date (as defined in Rule 2.6 above).
- 9.3 The Company reserves the right to accept or reject any application under the Plan at its discretion. In the event of an oversubscription by the Closing Date the directors of the Company may, in their absolute discretion, accept or Scaleback the applications. The Company also reserves the right to accept or reject any Application under the Plan at its discretion. When determining if an Application is to be accepted or rejected, or the amount (if any) by which to Scaleback an Application, the Company will take into account a number of factors, including the size of an Applicant's shareholding and the extent to which Eligible Shareholders have sold their Shares after the Record Date (if Eligible Shareholders sell Shares after the Record Date then the Directors will deem their entitlement under the Plan to apply for new Shares to be forfeited).

10. BOARD'S POWERS IN RELATION TO THE ADMINISTRATION, VARIATION, SUSPENSION OR TERMINATION OF THE PLAN

- 10.1 The Plan will be administered by the Board of Directors which has the power to:

- (a) determine appropriate procedures for administration and implementation of the Plan consistent with the Plan Rules and to settle any difficulty which may arise generally or in a particular case, in regard to the Plan as the Board of Directors thinks fit and its determination will bind all shareholders and other persons to whom the determination relates;
 - (b) resolve conclusively all questions of fact or interpretation in connection with the Plan and the Plan Rules; and
 - (c) delegate to any one or more persons for such period and on such conditions as it may determine, the exercise of its powers or discretions arising under the Plan.
- 10.2 The Company and its officers and employees will not be held responsible or liable for any error or omission which occurs in the administration of the Plan.
- 10.3 The Board may vary administrative procedures to be followed in respect of the implementation of the Plan. The procedures may be varied at any time by the Board having regard to ASX or ASIC requirements.
- 10.4 The Board may:
- (a) at its discretion, waive compliance with any provisions of the Plan Rules;
 - (b) at any time modify, vary or amend the Plan and/or the Plan Rules;
 - (c) suspend the operation of the Plan, or withdraw any offer under the Plan, from time to time for any period; or
 - (d) terminate the Plan at any time without any need for giving advance notice to shareholders.

Action by the Board under this Rule 10.4 will be binding on all shareholders even where the Company does not notify shareholders of the event.

11. TAXATION

The Company makes no representations or warranties in respect of, and accepts no responsibility for, the liability of Eligible Shareholders to pay, any tax (including income tax and withholding tax) in respect of any issue of Shares, payment or other transaction pursuant to this Plan.

12. Dispute Resolution

The Company reserves the right to settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan. The decision of the Company will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.

13. GOVERNING LAW

These Rules are governed by the laws of Western Australia.

14. UNDERWRITING

The offer is not underwritten.