



19 September 2018

Dear Shareholder

Information for shareholders – Pro-rata non-renounceable entitlement offer

As you may be aware, Todd River Resources Limited (ASX:TRT) (**Todd River Resources**) will shortly be offering eligible shareholders an opportunity to acquire more shares in Todd River Resources pursuant to a non-renounceable pro-rata entitlement offer to shareholders of fully paid ordinary shares in the capital of Todd River Resources (**Shares**) on the basis of 1 Share for every 2 Shares (1:2) held at 7.00pm AEST on Friday, 21 September 2018 at an issue price of \$0.08 per Share, to raise up to approximately \$3.2 million before costs (**Entitlement Offer**).

In addition, Todd River Resources has received firm commitments from qualified institutional and sophisticated investors to subscribe for, in one of two tranches, \$1 million before costs in Shares at an issue price of \$0.08 per Share (**Placement**). The first tranche of Placement Shares (4,270,000 Shares) was issued on 18 September 2018. The total amount raised under the Entitlement Offer and the Placement will be up to approximately \$4.2 million before costs.

The Entitlement Offer is being made in accordance with section 708AA of the *Corporations Act 2001* (Cth) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84), meaning that no prospectus needs to be prepared in relation to the Entitlement Offer. Rather, the Entitlement Offer will be made pursuant to an offer document (**Offer Booklet**) and if you are eligible and wish to participate in the Entitlement Offer, you will need to complete the Entitlement and Acceptance Form that will accompany the Offer Booklet.

The Offer Booklet is expected to be dispatched on Wednesday, 26 September 2018 to shareholders with registered addresses in Australia and New Zealand who hold Shares as at the record date being 7.00pm AEST on Friday, 21 September 2018 (**Record Date**). A copy of the Offer Booklet will be lodged with the Australian Securities Exchange (**ASX**) on the date of dispatch and will be available on the ASX website (www.asx.com.au) and Todd River Resource's website (www.trrltd.com.au).

Pursuant to the listing rules of ASX (**Listing Rules**), Todd River Resources is required to provide you with certain information before proceeding with the Entitlement Offer. This letter contains all the information required by Appendix 3B of the Listing Rules.

1. Shares issued pursuant to the Entitlement Offer will be fully paid ordinary shares in the capital of Todd River Resources.
2. A maximum of 40,623,816 Shares will be issued pursuant to the Entitlement Offer (ignoring the effect of rounding of entitlements and based on the number of Shares assumed to be on issue as at the Record Date, being 81,247,631 Shares which includes 4,270,000 Shares issued pursuant to the first tranche of the Placement).

ABN 45 600 308 398

Suite 20, 22 Railway Road Subiaco WA 6008 | PO Box 2019 Subiaco WA 6904

P +61 8 9327 0950 | F +61 8 9327 0901 | E corporate@trrltd.com.au

www.trrltd.com.au



3. Shares issued pursuant to the Entitlement Offer will rank equally in all respects from the date of issue with existing Shares.
4. The issue price of Shares issued pursuant to the Entitlement Offer will be \$0.08 per Share.
5. Todd River Resources will apply for quotation of the Shares issued pursuant to the Entitlement Offer on the official list of the ASX.
6. The purpose of the Entitlement Offer is to:
 - fund ongoing exploration, focusing on drilling and down-hole geophysics at the Mt Hardy Project, including the next phase of diamond and Reverse Circulation drilling targeting extensions to the EM1 zone of high-grade base metal mineralisation;
 - test other high-priority drilling targets at Mt Hardy, including recently identified geophysical targets located adjacent to and surrounding the EM1 discovery;
 - fund drilling at the Rover Gold-Copper Project in 2019; and
 - provide general working capital.
7. Shares issued pursuant to the Entitlement Offer are expected to be issued on Tuesday, 16 October 2018.
8. The total number and class of all securities quoted on ASX (including the maximum number of Shares to be issued under the Entitlement Offer, assuming no Todd River Resources options are exercised before the Record Date and ignoring the effect of rounding) is as follows:

| Class | Number |
|--|--------------------|
| Existing Shares | 73,224,485 |
| Entitlement Offer | 40,623,816 |
| TOTAL SHARES | 113,848,301 |
| Listed options exercisable at \$0.25 each on or before 22 March 2020 | 14,997,500 |

9. The following are the securities of Todd River Resources not quoted on ASX:

| Class | Number |
|--|---------------|
| Ordinary Shares escrowed for 24 months from Official Quotation being 6 April 2019 | 8,023,146 |
| Options exercisable at \$0.25 each on or before 6 April 2019 escrowed for 24 months from Official Quotation being 6 April 2019 | 3,500,000 |
| Options exercisable at \$0.30 each on or before 6 April 2019 escrowed for 24 months from Official Quotation being 6 April 2019 | 10,000,000 |
| Options exercisable at \$0.30 each on or before 22 March 2020 | 2,500,000 |
| Options exercisable at \$0.175 each on or before 1 May 2021 | 1,000,000 |

10. All Shares issued pursuant to the Entitlement Offer will have the same dividend entitlements as existing Shares.



11. No shareholder approval for the Entitlement Offer is required. The Shares will be issued pursuant to an exception in ASX Listing Rule 7.2 for pro rata offers. Following the Entitlement Offer, Todd River Resources will (as at the date of this letter) have capacity to issue 6,098,931 equity securities under ASX Listing Rule 7.1 and to issue 4,062,642 Shares under ASX Listing Rule 7.1A.
12. The Entitlement Offer is non-renounceable. This means that Todd River Resources shareholders who do not take up their entitlements to participate in the Entitlement Offer will not be able to transfer or receive any value for those entitlements and their equity interest in Todd River Resources will be diluted.
13. The Shares in the Entitlement Offer will be offered on the basis of 1 Share for every 2 Shares held by the Todd River Resources shareholder at 7.00pm AEST on Friday, 21 September 2018.
14. The offer under the Entitlement Offer relates to Shares.
15. The Record Date to determine entitlements is 7.00pm AEST on Friday, 21 September 2018.
16. Where fractions arise in the calculation of entitlements, the number of Shares will be rounded up to the nearest whole number of Shares.
17. Only Todd River Resources shareholders with registered addresses in Australia and New Zealand will be eligible to participate in the Entitlement Offer. In compliance with Listing Rule 7.7.1, Todd River Resources has decided that it is unreasonable to make the offer to shareholders with registered addresses outside Australia and New Zealand having regard to each of the following:
 - the number of shareholders registered outside of Australia and New Zealand;
 - the number and value of the shares that would have been offered to shareholders outside of Australia and New Zealand; and
 - the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.
18. The closing date for receipt of acceptances is 5.00pm AWST on Wednesday, 10 October 2018.
19. The Entitlement Offer is not underwritten.
20. There is no Broker to the Entitlement Offer. The Entitlement Offer is lead managed by Hartleys Ltd.
21. No prospectus will be issued, but an Offer Booklet and Entitlement and Acceptance Form will be dispatched to eligible shareholders by no later than Wednesday, 26 September 2018.
22. Existing option holders may participate in the Entitlement Offer upon exercise of their options (if they are entitled to exercise their options at this time). Todd River Resources sent a notice



to option holders on Tuesday, 18 September 2018 to notify option holders of their right to participate in the Entitlement Offer upon exercise of their options.

23. It is anticipated that new Shares issued under the Entitlement Offer will commence trading on a normal (T+2) settlement basis on Wednesday, 17 October 2018.

The above information was provided to the ASX on Tuesday, 18 September 2018.

Key Dates for Eligible Shareholders (subject to change)

| Event | Date |
|---|--|
| Entitlement Offer "Ex" date | Thursday, 20 September 2018 |
| Record Date for determining entitlement to subscribe for Shares under the Entitlement Offer | 7.00pm AEST on Friday, 21 September 2018 |
| Entitlement Offer opens | Wednesday, 26 September 2018 |
| Offer Booklet and Entitlement and Acceptance Form dispatched to shareholders | Wednesday, 26 September 2018 |
| Closing date for Entitlement Offer | 5.00pm AWST Wednesday, 10 October 2018 |
| Entitlement Offer new Shares quoted on deferred settlement basis | Thursday, 11 October 2018 |
| Issue of new Shares under Entitlement Offer | Tuesday, 16 October 2018 |
| Dispatch of holding statements for new Shares under the Entitlement Offer | Tuesday, 16 October 2018 |
| Normal trading of Shares issued under Entitlement Offer commences | Wednesday, 17 October 2018 |

If you have any queries regarding your entitlement or participation in the upcoming Entitlement Offer, please contact Todd River Resources on +61 8 9327 0950 between 8.30am to 5.00pm (AWST) Monday to Friday prior to the closing date of the Entitlement Offer.

Signed for and on behalf of Todd River Resources.

Simon Robertson
Company Secretary



19 September 2018

Dear Shareholder

ENTITLEMENT OFFER – NOTIFICATION TO INELIGIBLE OVERSEAS SHAREHOLDERS

As you may be aware, Todd River Resources Limited (ASX:TRT) (**Todd River Resources**) is currently undertaking a pro-rata non-renounceable entitlement offer (**Entitlement Offer**) in accordance with section 708AA of the Corporations Act 2001 (Cth), as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84.

The Entitlement Offer is being undertaken on the basis of 1 new ordinary share in the capital of Todd River Resources (**Share**) for every 2 Shares held, at an issue price of \$0.08 per new Share, to raise up to approximately \$3.2¹ million before costs. Shares issued under the Entitlement Offer will rank equally with other Todd River Resources Shares on issue. Todd River Resources expects that the Entitlement Offer will close on Wednesday, 10 October 2018. Details of the Entitlement Offer were released to the Australian Securities Exchange (**ASX**) on Tuesday, 18 September 2018.

Proceeds of the Entitlement Offer (net of costs) will be used to:

- fund ongoing exploration, focusing on drilling and down-hole geophysics at the Mt Hardy Project, including the next phase of diamond and Reverse Circulation drilling targeting extensions to the EM1 zone of high-grade base metal mineralisation;
- test other high-priority drilling targets at Mt Hardy, including recently identified geophysical targets located adjacent to and surrounding the EM1 discovery;
- fund drilling at the Rover Gold-Copper Project in 2019; and
- provide general working capital.

The Entitlement Offer is being extended only to Todd River Resources shareholders who meet all of the following criteria (**Eligible Shareholders**):

- they are registered as a holder of Shares at 7.00pm AEST on the record date of Friday, 21 September 2018;
- they have a registered address in Australia or New Zealand;

¹ Based on number of Shares assumed to be on issue as at the record date of 21 September 2018, being 81,247,631 Shares, which includes 4,270,000 Shares issued on 17 September 2018 pursuant to the first tranche of the placement announced on 10 September 2018. This calculation ignores the effect of rounding of entitlements.



- they are not in the United States or a US Person or acting for the account or benefit of such persons; and
- they are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Unfortunately, as you do not satisfy the eligibility criteria to be classified as an Eligible Shareholder, Todd River Resources is unable to extend to you the opportunity to participate in the Entitlement Offer.

Under the terms of the Entitlement Offer, you are not eligible to subscribe for new Shares and you will not be sent a copy of the Entitlement Offer documents.

This letter is to inform you about the Entitlement Offer, the details of which are provided above, and is not an offer to issue Shares to you, nor an invitation for you to apply for new Shares. You are not required to do anything in response to this letter.

The restrictions upon eligibility are because of legal limitations in some countries, the relatively small number of shareholders in those countries, the relatively small number of Shares those shareholders hold and the potential cost of complying with regulatory requirements in those countries. Todd River Resources has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules, that it would be unreasonable to make offers to shareholders with registered addresses in countries other than Australia and New Zealand. Accordingly, in compliance with ASX Listing Rule 7.7.1(b), this letter advises you that Todd River Resources will not be extending the Entitlement Offer to you.

If you have any questions in relation to any of the above matters or this letter, please seek professional advice or contact me.

Signed for and on behalf of Todd River Resources

A handwritten signature in black ink that reads "Simon Robertson".

Simon Robertson
Company Secretary

This notice does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any U.S. Person. Neither the entitlements (which are non-renounceable) nor the new shares have been or will be registered under the Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. Persons, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act.

Note: The provision of this document is not, and should not be considered as, financial product advice. The information in this document is general information only, and does not take into account your individual objectives, taxation position, financial situation or needs. Before acting on the information, you should consider the appropriateness of the information, having regard to your objectives, taxation position, financial situation and needs.