



TODD RIVER RESOURCES LIMITED ABN 45 600 308 398

Entitlement Offer

Details of a 1 for 2 non-renounceable pro-rata entitlement offer of shares in Todd River Resources at \$0.08 per New Share to raise up to approximately \$3.2 million

The Entitlement Offer is scheduled to close at 5.00pm AWST on Wednesday, 10 October 2018

NOT FOR RELEASE OR DISTRIBUTION IN THE UNITED STATES OR TO US PERSONS

THIS IS AN IMPORTANT DOCUMENT WHICH IS ACCOMPANIED BY AN ENTITLEMENT AND ACCEPTANCE FORM FOR YOU TO SUBSCRIBE FOR NEW FULLY PAID ORDINARY SHARES IN TODD RIVER RESOURCES LIMITED. PLEASE READ THIS DOCUMENT CAREFULLY AND CALL YOUR PROFESSIONAL ADVISER IF YOU HAVE ANY QUERIES.

Table of Contents

| | |
|-----------------------------|----|
| Chairman’s letter | 5 |
| How to apply | 7 |
| Announcement | 11 |
| Key offer dates | 15 |
| Effect on capital structure | 16 |
| Key risks | 17 |
| Other important information | 22 |
| Glossary | 24 |

Important information

This Offer Booklet and the accompanying information (**Information**) has been prepared by Todd River Resources Limited ABN 45 600 308 398 (**Todd River Resources**).

The Information is not a prospectus under the Corporations Act and has not been lodged with the Australian Securities and Investments Commission. This Offer Booklet is dated 26 September 2018 and a copy was lodged with the Australian Securities Exchange (**ASX**) on that date.

The Information relates to a 1 for 2 (1:2) non-renounceable pro-rata entitlement offer to subscribe for New Shares at the Issue Price set out in this Offer Booklet and the Entitlement and Acceptance Form, and announced to the ASX by Todd River Resources on 18 September 2018 (**Entitlement Offer**).

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allows rights issues to be offered without a prospectus, provided certain conditions are satisfied.

Cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

Not financial product advice

The Information is not financial product advice, does not purport to contain all the information that you may require in evaluating a possible acquisition of New Shares in Todd River Resources and has been prepared without taking into account the investment objectives, financial situation or needs of you or any particular investor.

You should conduct your own independent review, investigation and analysis of Todd River Resources and the New Shares which are the subject of the Entitlement Offer. You should obtain any professional advice you require to evaluate the merits and risks of an investment in Todd River Resources before making any investment decision based on your investment objectives.

Foreign jurisdictions

The Information is being sent to all Shareholders on the Todd River Resources share register as at 7.00pm AEST on Friday, 21 September 2018 with an address on the share register in Australia or New Zealand.

The Information does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer and no action has been taken to register the New Shares or otherwise permit a public offering of the New Shares in any jurisdiction other than Australia and New Zealand. Return of the Entitlement and Acceptance Form shall be taken by Todd River Resources to

constitute a representation by you that there has been no breach of any such laws. Eligible Shareholders who are nominees, trustees or custodians are therefore advised to seek independent advice as to how to proceed. The distribution of this document outside Australia may be restricted by law.

United States

The Information or any copy of it must not be taken into, distributed or released in the United States or distributed to any US Person or to any person acting for the account or benefit of a US Person. Persons who come into possession of this Offer Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Information does not constitute an offer to sell, or the solicitation of an offer to buy, any New Shares in the United States or to any US Person. New Shares may not be offered or sold in the United States absent registration or an exemption from registration under the US Securities Act. The New Shares to be offered and sold in the Entitlement Offer have not been and will not be registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares in this Entitlement Offer may only be offered and sold outside the United States, to persons that are not US Persons or acting for the account or benefit of US Persons.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Todd River Resources with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct Act 2013* (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

The Information has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand). The Information is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to obtain.

Other jurisdictions

The New Shares may not be offered or sold in any jurisdiction except to persons to whom such offer or sale is permitted under applicable law.

Governing law

The Information, the Entitlement Offer and the contracts formed on receipt of your Application are governed by the law applicable in Western Australia. Each Shareholder who applies for New Shares submits to the jurisdiction of the courts of Western Australia.

Important information

Future performance

The Information may contain certain forward-looking statements. The words "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "could", "may", "target", "objective", "plan" and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Due care and attention has been used in the preparation of forecast information. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors (many of which are beyond the control of Todd River Resources) that may cause actual results to differ materially from those expressed or implied in such statements. There can be no assurance that actual outcomes will not differ materially from these statements. You should also have regard to the "Key Risks" section of this Offer Booklet.

Past performance

Past performance information given in the Information is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of future performance.

Risks

Refer to the "Key Risks" section of this Offer Booklet for a summary of general and specific risk factors that may affect Todd River Resources.

Financial data

All dollar values are in Australian dollars (A\$) except where otherwise indicated.

Disclaimer of representatives

No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Offer Booklet.

Hartleys Ltd expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by Todd River Resources or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of Todd River Resources, or any other person, warrants or guarantees the future performance of Todd River Resources or any return on any investment made pursuant to this Offer Booklet.

Taxation

There will be tax implications associated with participating in the Entitlement Offer and receiving New Shares. The Offer Booklet does not contain or constitute tax advice and does not take account of the individual circumstances of particular Eligible Shareholders. Todd River Resources recommends

that you consult your professional tax adviser in connection with the Entitlement Offer.

Privacy

Todd River Resources collects information about each applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the applicant's shareholding in Todd River Resources.

By submitting an Entitlement and Acceptance Form, you will be providing personal information to Todd River Resources (directly or through the Registry). Todd River Resources collects, holds and will use that information to assess your Application. Todd River Resources collects your personal information to process and administer your shareholding in Todd River Resources and to provide related services to you. Todd River Resources may disclose your personal information for purposes related to your shareholding in Todd River Resources, including to the Registry, Todd River Resources' related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory bodies. You can obtain access to personal information that Todd River Resources holds about you. To make a request for access to your personal information held by (or on behalf of) Todd River Resources, please contact Todd River Resources through the Registry.

Trading New Shares

Todd River Resources will have no responsibility and disclaims all liability (to the maximum extent permitted by law) to persons who trade New Shares they believe will be issued to them before they receive their holding statements, whether on the basis of confirmation of the allocation provided by Todd River Resources or the Registry or otherwise, or who otherwise trade or purport to trade New Shares in error or which they do not hold or are not entitled to.

Defined term

Terms used in this Offer Booklet are defined in the glossary on page 24.

Other important information

Further important information is set out on pages 22 to 23.

Chairman's letter

26 September 2018

Dear Shareholder

Todd River Resources Limited — Non-renounceable pro-rata entitlement offer

On 10 September 2018, Todd River Resources Limited (ASX:TRT) (**Todd River Resources** or the **Company**) announced an equity capital raising (**Capital Raising**) to raise gross proceeds of up to approximately \$4.2 million before costs¹, consisting of:

- ▲ a placement (in two tranches) to qualified institutional and sophisticated investors (**Placement**) of 12,500,000 fully paid ordinary shares (each, a **Share**) to raise \$1 million at \$0.08 per Share; and
- ▲ a non-renounceable pro-rata entitlement offer to Eligible Shareholders (**Entitlement Offer**) on the basis of 1 Share for every 2 Shares (1:2) held at the Entitlement Offer Record Date (Friday, 21 September 2018) to raise up to approximately \$3.2 million.

The purpose of the Capital Raising 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.

This Offer Booklet is an offer to Eligible Shareholders pursuant to the Entitlement Offer. Shares offered under the Entitlement Offer will be offered to Shareholders at an Issue Price of \$0.08 per New Share.

The Entitlement Offer issue price of \$0.08 per share is the same issue price as under the Placement.

The Entitlement Offer allows Eligible Shareholders who accept their Entitlement in full to apply for Additional Shares in excess of their Entitlement under the Top-Up Facility. There is no guarantee that applicants under this Top-Up Facility will receive all or any of the Shares they apply for under the Top-Up Facility. Additional Shares will only be available where there is a shortfall between applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer. Todd River Resources retains the flexibility to scale back applications for Additional Shares at its discretion. Additional Shares will be issued at the Issue Price of \$0.08 per New Share.

The Entitlement Offer is not underwritten. The Entitlement Offer is lead managed by Hartleys Ltd (**Hartleys**). In conjunction with Hartleys, Todd River Resources will seek to place any shortfall to professional and sophisticated investors following close of the Entitlement Offer.

The Directors of Todd River Resources have confirmed that they and their controlled entities intend to take up 100% of their entitlements under the Entitlement Offer. Directors are not eligible to apply for Additional Shares under the Top-Up Facility.

If you are eligible to participate in the Entitlement Offer, you have four options, as follows:

- ▲ take up all of your Entitlement;
- ▲ take up all of your Entitlement and apply for Additional Shares under the Top-Up Facility²;
- ▲ take up part of your Entitlement; or

¹ This calculation ignores the effect of rounding of Entitlements.

² Even if there is a shortfall, there is no guarantee that Additional Shares will be available to Eligible Shareholders to take up in addition to their Entitlements under the Entitlement Offer. Todd River Resources reserves the right to satisfy any shortfall by way of the Top-Up Facility or by any other means and reserves the right to satisfy applications under the Top-Up Facility at its sole discretion.

Chairman's letter

- ▲ do nothing and allow your Entitlement to lapse.

The Entitlement Offer is non-renounceable and therefore your Entitlement will not be tradeable on the ASX or otherwise transferable. This means that Eligible Shareholders who do not take up their Entitlements will not receive any value for those Entitlements and their proportionate economic interest in Todd River Resources will be diluted.

This Offer Booklet contains important information, including:

- ▲ the Announcement that was released to the ASX on Tuesday, 18 September 2018 providing information on Todd River Resources and the Entitlement Offer;
- ▲ key risks for you to consider;
- ▲ instructions on "how to apply", detailing how to participate in the Entitlement Offer if you choose to do so, and a timetable of key dates; and
- ▲ a personalised entitlement and acceptance form which details your Entitlement (**Entitlement and Acceptance Form**), to be completed in accordance with the instructions provided if you wish to take up all or part of your Entitlement.

The Entitlement Offer is scheduled to close at 5.00pm AWST on Wednesday, 10 October 2018.

To participate in the Entitlement Offer, you must ensure that Applications for New Shares are received in accordance with the Entitlement and Acceptance Form on or before the Entitlement Offer closing date, otherwise your Entitlement will lapse.

Further details on how to submit your Application are set out in this Offer Booklet, which you should read in full. If you have any questions about the Entitlement Offer, please contact Todd River Resources on +61 8 9327 0950 between 8.30am to 5.00pm (AWST).

If you have any doubt as to whether you should participate in the Entitlement Offer, you should consult your stockbroker, accountant or other independent financial adviser.

On behalf of the Board of Todd River Resources, I encourage you to consider this investment opportunity and thank you for your ongoing support of Todd River Resources.

Yours faithfully



Edward Fry
Chairman
Todd River Resources Limited

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, US PERSONS

This letter does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to any US Person. Securities may not be offered or sold in the United States absent registration or an exemption from registration.

How to apply

1. Please read the whole of this Offer Booklet including the Announcement, Entitlement and Acceptance Form and other information made available by Todd River Resources

The Entitlement Offer is being made pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) which allows rights issues to be offered without a disclosure document or prospectus, provided certain conditions are satisfied.

As a result, it is important for Shareholders to read and understand the publicly available information on Todd River Resources and the Entitlement Offer prior to accepting their Entitlement. In particular, in considering whether or not to accept their Entitlements, Shareholders should refer to the attached materials, plus Todd River Resources' Annual Report lodged with the ASX on 21 September 2018, its other annual reports and half-yearly reports and other announcements made available at www.trrltd.com.au and www.asx.com.au.

2. Consider the Entitlement Offer in light of your particular investment objectives and circumstances

Please consult with your stockbroker, accountant or other independent financial adviser if you have any queries or are uncertain about any aspect of the Entitlement Offer. **In particular, please refer to the "Key Risks" section of this Offer Booklet which describes some of the key risks in relation to an investment in Todd River Resources.**

3. Who is eligible to participate

The Entitlement Offer is being extended to Eligible Shareholders who are Shareholders that meet all of the following criteria:

- ▲ they were 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;
- ▲ 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.

The Entitlement Offer is not being extended to any Shareholder with a registered address outside Australia or New Zealand. By returning a completed Entitlement and Acceptance Form, or making a payment by BPAY®, you will be taken to have represented and warranted that you satisfy each of the above criteria.

Eligible Shareholders who hold Shares in the capacity of trustee, nominee or custodian (or in any other capacity) for a person that would not satisfy the criteria of an Eligible Shareholder cannot take up Entitlements on behalf of that person.

Todd River Resources is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws. Todd River Resources is not able to advise on foreign laws.

Todd River Resources reserves the right to reject any Application that it believes comes from a person who is not an Eligible Shareholder.

4. Your options

Eligible Shareholders may take the following actions:

- ▲ take up all of their Entitlement (see sections 5, 6 and 8);
- ▲ take up all of their Entitlement and apply for Additional Shares under the Top-Up Facility (see sections 5 to 8);
- ▲ take up part of their Entitlement (see sections 5, 6 and 8); or
- ▲ do nothing and allow their Entitlement to lapse (see section 9).

Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up. Shareholders who do not take up their Entitlements in full will have their percentage interest in Todd River Resources reduced.

Fractions arising in the calculation of Entitlements have been rounded up to the next whole number of New Shares.

5. Complete the accompanying Entitlement and Acceptance Form or pay by BPAY®

If you decide to participate in the Entitlement Offer, you may do so by completing and returning the Entitlement and Acceptance Form and attaching payment by following the instructions set out on the Entitlement and Acceptance Form (see sections 6 and 8 below for more details).

Alternatively, you may participate by making payment via BPAY® in accordance with the instructions set out on the personalised Entitlement and Acceptance Form (which includes the biller code and your unique customer reference number).

How to apply

If you take no action you will not be allocated any New Shares.

The issue of New Shares is scheduled to occur on or about Tuesday, 16 October 2018. Note that Todd River Resources reserves the right to change dates in relation to the Entitlement Offer without prior notice to Shareholders.

6. Acceptance of the Entitlement Offer and payment

You may take up all or part of your Entitlement by completing the Entitlement and Acceptance Form and attaching payment or by paying by BPAY® (see below for more details).

Your completed Entitlement and Acceptance Form must be accompanied by a cheque in Australian currency for the amount of your Application money, payable to "Todd River Resources Limited" and crossed "Not Negotiable".

You should ensure that sufficient funds are held in the relevant account(s) to cover the Application monies. If the amount of your cheque for Application monies (or the amount for which the cheque clears in time for allocation) is insufficient to pay in full for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you will be taken to have applied for such lower number of whole New Shares as your cleared Application monies will pay for (and to have specified that number of New Shares on your Entitlement and Acceptance Form).

Alternatively, your Application will not be accepted.

If your payment is being made by BPAY®:

- ▲ you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form and in this Offer Booklet;
- ▲ if you subscribe for less than your Entitlement or do not pay for your full Entitlement, you are taken to have accepted your Entitlement in respect of such whole number of New Shares which is covered in full by your Application money; and
- ▲ it is your responsibility to ensure that your BPAY® payment is received by the Registry by no later than 5.00pm AWST on Wednesday, 10 October 2018. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.

Any payment received for more than your final allocation of New Shares will be refunded on or

around 16 October 2018. No interest will be paid to applicants on any payment received or refunded.

7. Top-up Facility

Eligible Shareholders (other than directors and related parties of Todd River Resources) may, in addition to taking up their Entitlements in full, apply for Additional Shares in excess of their Entitlements. There is no guarantee that applicants under this Top-Up Facility will receive all or any of the Shares they apply for under the Top-Up Facility. If Eligible Shareholders do not take up their pro-rata entitlements under the Entitlement Offer, it is anticipated that the shortfall will be allocated to eligible shareholders who apply to take up additional new Shares in accordance with the terms of the Top-Up Facility in the first instance. Additional Shares will only be allocated to Eligible Shareholders under the Top-up Facility if available and then only if and to the extent that Todd River Resources so determines, in its absolute discretion. Todd River Resources' decision on the number of Additional Shares to be allocated to you will be final. Additional Shares will only be available where there is a shortfall between Applications received from Eligible Shareholders and the number of New Shares proposed to be issued under the Entitlement Offer. Todd River Resources retains the flexibility to scale back applications for Additional Shares at its discretion. Additional Shares will be issued at the Issue Price of \$0.08 per New Share.

Eligible Shareholders who apply for Additional Shares may be allocated a lesser number of Additional Shares than applied for, or may be allocated no Additional Shares at all, in which case excess Application money will be refunded without interest.

Refund amounts, if any, will be paid in Australian dollars. You will be paid by cheque sent by ordinary post to your address as recorded on the share register (the registered address of the first-named in the case of joint holders). Alternatively you will be paid by direct deposit where the Registry holds bank account details in respect of your shareholding.

The Directors reserve their right to alter the allocation policy and to allocate and issue Additional Shares under the Top-Up Facility at their discretion.

If you wish to subscribe for Additional Shares in addition to your Entitlement then you should nominate the maximum number of Additional Shares you wish to subscribe for on the Entitlement and Acceptance Form and make payment for your full Entitlement plus the Additional Shares (at \$0.08 per New Share).

How to apply

If your payment is being made by BPAY®:

- ▲ you do not need to submit the personalised Entitlement and Acceptance Form but are taken to make each of the statements and representations on that form; and
- ▲ if your payment exceeds the amount payable for your full Entitlement, you are taken to have accepted your Entitlement in full and to have applied for such number of Additional Shares which is covered in full by your Application money.

If you apply for Additional Shares under the Top-Up Facility and your Application is successful (in whole or in part) your Additional Shares will be issued at the same time as other New Shares are issued under the Entitlement Offer.

8. Mail or deliver

It is important to note that the Entitlement Offer is scheduled to close at 5.00pm AWST on Wednesday, 10 October 2018. To participate in the Entitlement Offer, your payment must be received no later than this date. Your completed Entitlement and Acceptance Form, together with Application money, should be mailed to:

Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

Entitlement and Acceptance Forms and Application money will not be accepted at Todd River Resources' registered or corporate offices or other offices of the Registry.

If your payment is being made by BPAY®, you do not need to mail or deliver the personalised Entitlement and Acceptance Form.

9. If you wish to do nothing and allow your Entitlements to lapse

If you do not wish to take up your Entitlement you can simply do nothing.

If you have not completed your personalised Entitlement and Acceptance Form and it has not been received by the Registry at the address above by 5.00pm AWST on the Entitlement Offer close date of Wednesday, 10 October 2018, or alternatively have not made a payment through BPAY® before that time, then your Entitlement will lapse.

10. Entitlement and Acceptance form

A payment made through BPAY® or a completed and lodged Entitlement and Acceptance Form together with the payment of requisite Application monies constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Booklet and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance

Form is not completed correctly it may still be treated as a valid Application for New Shares. Todd River Resources' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By making a payment by BPAY® or by completing and returning your personalised Entitlement and Acceptance Form with the requisite Application monies, you will also be deemed to have given the following acknowledgements, representations and warranties on behalf of each person on whose account you are acting:

- (a) you acknowledge that you have read and understand this Offer Booklet and your personalised Entitlement and Acceptance Form in their entirety;
- (b) you agree to be bound by the terms of the Entitlement Offer, the provisions of this Offer Booklet, and Todd River Resources' constitution;
- (c) you authorise Todd River Resources to register you as the holder(s) of New Shares allotted to you;
- (d) you declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (e) you declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;
- (f) you acknowledge that once Todd River Resources receives your personalised Entitlement and Acceptance Form or any payment of Application monies via BPAY®, you may not withdraw your Application or funds provided except as allowed by law;
- (g) you agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form (including any Additional Shares where applicable), or for which you have submitted payment of any Application monies via BPAY®, at the Issue Price per New Share;
- (h) you authorise Todd River Resources, the Registry and their respective officers or agents to do anything on your behalf necessary for New Shares to be issued to you, including to act on instructions of the Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- (i) you declare that you were the registered holder(s) at the Record Date of the Shares indicated on the personalised Entitlement and

How to apply

Acceptance Form as being held by you on the Record Date;

- (j) you acknowledge that the information contained in this Offer Booklet and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs;
- (k) you acknowledge that this Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in Todd River Resources and is given in the context of Todd River Resources' past and ongoing continuous disclosure announcements to ASX;
- (l) you acknowledge that investments in Todd River Resources are subject to risks;
- (m) you acknowledge that none of Todd River Resources, its related bodies corporate, affiliates and directors, or their respective officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of Todd River Resources, nor do they guarantee the repayment of capital;
- (n) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and of your holding of Shares on the Record Date;
- (o) you authorise Todd River Resources to correct any errors in your personalised Entitlement and Acceptance Form or other form provided by you;
- (p) you represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Shares (or where applicable, Additional Shares) and that you are otherwise eligible to participate in the Entitlement Offer;
- (q) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
- (r) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside Australia;
- (s) you have not and will not send any materials relating to the Entitlement Offer to any person

in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States; and

- (t) you agree that if in the future you decide to sell or otherwise transfer the New Shares, you will only do so in transactions where neither you nor any person acting on your behalf knows, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or who is acting for the account or benefit of a person in the United States.

11. Brokerage and stamp duty

No brokerage fee is payable by Eligible Shareholders who accept their Entitlement. No stamp duty is payable for subscribing for New Shares under the Entitlement Offer or for Additional Shares under the Top-Up Facility.

12. When will I receive my New Todd River Resources Shares?

It is currently expected that the New Shares will be issued, and that confirmation of the issue of the New Shares will be dispatched, on or before Tuesday, 16 October 2018.

It is the responsibility of each Eligible Shareholder applying for New Shares to confirm their holding before trading in those New Shares on a deferred settlement basis. Any person who sells New Shares before receiving confirmation of their holding in the form of their confirmation statement will do so at their own risk. Todd River Resources and the Registry disclaim all liability, whether in negligence or otherwise, to any person who trades in New Shares before receiving their confirmation statement, whether on the basis of a confirmation of allocation provided by Todd River Resources, the Registry, a broker or otherwise.

To avoid postal delay in receiving your confirmation statement we recommend you check your holding online at www.investorcentre.com.

To use this facility you will need internet access and your Holder Identification Number or Securityholder Reference Number to pass the security features on the website.

13. Enquiries

If you have any questions about whether to accept the Entitlement Offer, please consult your financial adviser, accountant or other professional adviser. If you have any questions about the Entitlement Offer, please contact Todd River Resources on +61 8 9327 0950 between 8.30am to 5.00pm (AWST). Alternatively, you can access information about the Entitlement Offer online at www.trrltd.com.au and www.asx.com.au.

ASX announcement



ASX Announcement
18 September 2018

Todd River Resources launches approximately \$3.2 million Entitlement Offer

Key points

- Launch of pro-rata non-renounceable entitlement offer to raise up to approximately \$3.2 million (before costs) on a 1-for-2 basis at an issue price of \$0.08 per Share.
- Proceeds will be used to fund ongoing exploration, focusing on the next phase of drilling at the 100%-owned Mt Hardy Copper-Zinc Project (targeting extensions to the recently discovered EM1 zone of massive sulphide mineralization), to test other targets adjacent to and surrounding EM1, to fund drilling at the Rover Gold-Copper Project in 2019, and for general working capital.

Entitlement Offer

Todd River Resources Limited (**Todd River Resources** or the **Company**) is pleased to announce that (as foreshadowed in its announcement dated 10 September 2018) it has today launched a pro-rata non-renounceable entitlement offer at an issue price of \$0.08 per Share to raise up to approximately \$3.2 million (before costs) on the basis of 1 new Share for every 2 existing Shares held on the Record Date of 21 September 2018 (**Entitlement Offer**). The Entitlement Offer is lead managed by Hartleys Ltd.

The Entitlement Offer issue price of \$0.08 per share is the same issue price as under the placement announced on 10 September 2018 (**Placement**). Participants in the first tranche of the Placement will be eligible to participate in the Entitlement Offer.

The funds raised from the Placement and Entitlement Offer will be used to fund ongoing exploration, in particular 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 recently discovered EM1 zone of high-grade base metal mineralisation.

Funds will also be used to test other high-priority drilling targets at Mt Hardy, including recently identified geophysical targets located adjacent to and surrounding the EM1 discovery, to fund drilling at the Rover Gold-Copper Project in 2019, and for general working capital.

The Directors of Todd River Resources have confirmed that they and their controlled entities intend to subscribe for 100% of their entitlements under the Entitlement Offer.

ABN 45 600 308 398
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

ASX announcement



The Company's Chief Executive Officer, Will Dix, said:

"We believe the Entitlement Offer represents a good opportunity for investors to acquire shares at the same price as under the Placement."

"The combined proceeds of the Placement and Entitlement Offer will allow us to accelerate our work programs at Mt Hardy to seek to enhance the value of this exciting new discovery for shareholders over the coming months," he said.

"The recent drilling and geophysical results from Mt Hardy have identified what we believe to be an exciting new base metals discovery. The results reported to date represent a fantastic start, and we are now perfectly positioned to seek to expand the footprint of the mineralisation at EM1 through a second phase of drilling and to begin to investigate other prospective areas."

Details of the Entitlement Offer

The Entitlement Offer is being extended to eligible Todd River Resources shareholders who meet all of the following criteria:

- they are registered as a holder of Shares at 7.00pm AEST on 21 September 2018 (Record Date);
- they have a registered address in Australia or New Zealand;
- 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.

The Entitlement Offer is expected to open on 26 September 2018 and to close at 5.00pm AWST on 10 October 2018. Shares issued pursuant to the Entitlement Offer are expected to commence trading on a deferred settlement basis on 11 October 2018 and will rank equally with existing Shares on issue.

The Entitlement Offer will include a top-up facility under which eligible shareholders who take up their full entitlements will be invited to apply for additional Shares in the Entitlement Offer from a pool of those entitlements not taken up by other eligible shareholders (**Top-Up Facility**). There is no guarantee that applicants under this Top-Up Facility will receive all or any of the Shares they apply for under the Top-Up Facility. If eligible shareholders do not take up their pro-rata entitlements under the Entitlement Offer, it is anticipated that the shortfall will be allocated to eligible shareholders who apply to take up additional new Shares in accordance with the terms of the Top-Up Facility in the first instance.

The Entitlement Offer is non-renounceable. This means that Todd River Resources shareholders who do not take up their entitlement 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.

ASX announcement



The Entitlement Offer is not underwritten but, in conjunction with Hartleys, Todd River Resources will seek to place any shortfall from the Entitlement Offer to professional and sophisticated investors following close of the Entitlement Offer.

Indicative timetable¹

| Event | Date |
|--|------------------------------|
| Announcement of the Entitlement Offer | Tuesday, 18 September 2018 |
| Ex-date for Entitlement Offer | Thursday, 20 September 2018 |
| Record Date to determine entitlements | Friday, 21 September 2018 |
| Entitlement Offer opens Dispatch of Entitlement Offer booklets and entitlement and acceptance forms | Wednesday, 26 September 2018 |
| Entitlement Offer closes | Wednesday, 10 October 2018 |
| Announcement of shortfall (if any) under the Entitlement Offer | Monday, 15 October 2018 |
| Issue of Shares under the Entitlement Offer | Tuesday, 16 October 2018 |
| Commencement of normal trading for Shares issued under the Entitlement Offer | Wednesday, 17 October 2018 |

The Entitlement Offer will be conducted in accordance with section 708AA of the Corporations Act 2001 (Cth) (Corporations Act). The Company will dispatch to eligible shareholders an Entitlement Offer booklet which will provide further details of how to participate in the Entitlement Offer including a personalised entitlement and acceptance form. Eligible shareholders wishing to participate in the Entitlement Offer should carefully review the Entitlement Offer booklet. Those shareholders who the Company determines to be ineligible shareholders will be notified of that fact.

The Entitlement Offer falls within an exception to ASX Listing Rule 7.1 and 7.1A and does not require shareholder approval.

Shareholder enquiries

Shareholders who have questions relating to the Entitlement Offer should 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.

Will Dix, CEO – Todd River Resources

Enquiries:

Will Dix, CEO + 61 (0) 8 9327 0950

Nicholas Read
Read Corporate + 61 (0) 8 9388 1474

¹ The Company reserves the right, subject to the Corporations Act, the ASX Listing Rules and other applicable laws, to vary the dates of the Entitlement Offer, including extending the closing date of the Entitlement Offer or accepting late applications, without notice. The commencement of quotation and trading of new Shares is subject to confirmation from the ASX.

ASX announcement



Important notice

This announcement is not an offer or an invitation to acquire securities. In particular, this release 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 'US Person' as defined in Regulation S under the US Securities Act of 1933 (Securities Act) (US Person) or in any other jurisdiction. This announcement may not be released or distributed in the United States or to any US Person. Any securities described in this announcement have not been, and will not be registered under the Securities Act or the securities law of any state or other jurisdiction of the United States, and may not be offered or sold in the United States, or to, or for the account of or benefit of, any US Person, except in a transaction exempt from, or not subject to, the registration requirements under the Securities Act.

Forward-looking statements

This release contains forward-looking statements. The words 'forecast', 'estimate', 'likely', 'anticipate', 'believe', 'expect', 'project', 'predict', 'outlook', 'guidance', 'intend', 'should', 'could', 'may', 'target', 'plan' and other similar expressions are intended to identify forward-looking statements. Indications of, and guidance on, future earnings and financial position and performance are also forward-looking statements. Forward-looking statements in this release include statements regarding our strategy, future operational and financial results, acquisitions, future projects, the results of the capital raising and the use of proceeds therefrom. You are cautioned not to place undue reliance on forward-looking statements. The forward-looking statements, opinions and estimates provided in this release are based on assumptions and contingencies that are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements including projections, guidance on future earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Forward-looking statements are subject to known and unknown risks and uncertainties, there can be no assurance that actual outcomes will not differ materially from forward-looking statements and readers are cautioned not to place undue reliance on these forward looking statements. The Company assumes no obligation to update or revise these forward-looking statements to reflect any change in expectations or assumptions.

About Todd River Resources

Todd River Resources (ASX: TRT) is an Australian-based resources company that holds a large, highly prospective zinc and base metals exploration portfolio in the Northern Territory. The Company was formerly a subsidiary of ASX-listed strategic metals company TNG Ltd (ASX: TNG), and was spun-out of TNG in 2016 to advance and develop TNG's significant portfolio of non-core base metals assets.

With a strong management team and tight capital structure, Todd River is well placed to pursue exploration activities across its exploration portfolio, which are aimed at establishing the Company as a leading force in Australian zinc exploration and development.

Todd River's extensive base metal portfolio includes the large Manbarrum Zinc Project, the Mount Hardy Copper-Zinc Project, the Stokes Yard Zinc Project and the McArthur Copper-Zinc project, as well as a number of other exploration projects covering base metals and other commodities.

Key offer dates

Key Offer dates *

| | |
|---|---|
| Announcement of the Entitlement Offer | Tuesday, 18 September 2018 |
| Record Date for determining Entitlement to subscribe for New Shares | 7.00pm AEST, Friday, 21 September 2018 |
| Entitlement Offer opens | Wednesday, 26 September 2018 |
| Closing date for Entitlement Offer | 5.00pm AWST, Wednesday, 10 October 2018 |
| Issue of New Shares and despatch of confirmation of issue | Tuesday, 16 October 2018 |
| Normal trading of New Shares commences | Wednesday, 17 October 2018 |

** Times and dates refer to Australian Western Standard Time or Australian Eastern Standard Time and are subject to change without notice. Any material changes will be notified to ASX. The commencement of quotation of New Shares is subject to confirmation from ASX.*

Todd River Resources reserves the right, subject to the Corporations Act, ASX Listing Rules and other applicable laws, to vary the dates of the Entitlement Offer, including extending the Entitlement Offer or accepting late Applications, either generally or in particular cases, without notice. Accordingly, applicants are encouraged to submit their Application as soon as possible after the Entitlement Offer opens.

Effect on capital structure

The effect of the Entitlement Offer on the capital structure of Todd River Resources, assuming all Eligible Shareholders take up their Entitlements under the Entitlement Offer (but no other Shares are issued or options exercised), is set out below:

| | Number of Shares | Number of unlisted options ⁽¹⁾⁽²⁾ | Number of listed options ⁽³⁾ |
|---|-------------------------|---|--|
| Balance at the date of this Offer Booklet ⁽⁴⁾ | 81,247,631 | 13,500,000 | 18,497,500 |
| Maximum to be issued under the Entitlement Offer ⁽⁵⁾ | 40,623,816 | - | - |
| Total Securities on issue after the Entitlement Offer | 121,871,447 | 13,500,000 | 18,497,500 |

(1) Details of unlisted options:

| Exercise Date | Exercise Price | Number |
|---|-----------------------|---------------|
| 22 March 2020 (escrowed until 6 April 2019) | A\$0.30 | 10,000,000 |
| 22 March 2020 | A\$0.30 | 2,500,000 |
| 1 May 2021 | A\$0.175 | 1,000,000 |

(2) In addition to these 13,500,000 options, the Company proposes to issue, following its 2018 Annual General Meeting, a further 11,000,000 unlisted options to Directors and executives, subject to any required Shareholder approvals. Further details of these proposed issues will be set out in Todd River Resources' Notice of Annual General Meeting.

(3) Details of listed options:

| Exercise Date | Exercise Price | Number |
|---|-----------------------|---------------|
| 22 March 2020 (escrowed until 6 April 2019) | A\$0.25 | 3,500,000 |
| 22 March 2020 | A\$0.25 | 14,997,500 |

In addition to these 18,497,500 options, the Company proposes to issue, following its 2018 Annual General Meeting, a further 5,987,515 listed A\$0.25 22 March 2020 options to investors who participated in the placement in July 2018, subject to any required Shareholder approvals. Further details of these proposed issues will be set out in Todd River Resources' Notice of Annual General Meeting.

(4) Assuming no options are exercised prior to the Record Date.

(5) Ignoring the effect of rounding of Entitlements.

Key risks

1. Introduction

An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Offer Booklet and to consult their professional advisers before deciding whether to apply for New Shares pursuant to this Offer Booklet.

There are specific risks which relate directly to the business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the New Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

2. Company specific

(a) Commodity price volatility and exchange rate risks

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

(b) Failure of the Company to raise capital

The Company has no operating revenue and is unlikely to generate any operating revenue unless and until one of the NT Base Metal Assets is successfully developed and production commences.

The Company's capital requirements will depend on numerous factors. Exploration costs and pursuit of its business plan will reduce the Company's cash reserves, which may not be replaced through future operations, should these prove unsuccessful or perform below expectations. The Company would in such cases be dependent on seeking additional capital elsewhere, whether through equity, debt or joint venture financing, to support long term exploration and evaluation of the NT Base Metal Assets.

The Company is likely to require further financing and to undertake future capital raisings. There is a risk that the Company may fail to raise sufficient capital to develop the NT Base Metal Assets in the future. General instability and uncertainty in the global economic environment means that equity funding may be difficult to obtain and the Directors may form the view that any fundraising activities should be deferred.

The Board can give no assurance as to the levels of future borrowings or further capital raisings that will be required to meet the aims of the Company to develop the NT Base Metal Assets. No assurance can be given that the Company will be able to procure sufficient funding at the relevant times on terms acceptable to it.

Any additional future equity financing will dilute existing Shareholders and any debt financing, if available, may involve restrictions on the Company's operating activities and business strategy. If the Company is unable to obtain additional funding as needed, it may be required to reduce the scope of its operations or scale back its business plans or exploration programmes, as the case may be or forfeit rights to some or all of its projects which could have a material adverse effect on the Company's activities.

(c) Exploration and Development Success

The NT Base Metal Assets are prospective and are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. Notwithstanding the experience, knowledge and careful evaluation the Company will bring to exploration of the NT Base Metal Assets, there is no assurance that a significant mineral resource will be identified. Even if identified, other factors such as technical difficulties, geological conditions, adverse changes in government policy or legislation or lack of access to sufficient funding may mean that the resource is not economically recoverable or may otherwise preclude the Company from successfully exploiting the resource.

Key risks

The exploration costs of the Company will be based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability. The prospects of the Company should be considered in the light of the risks, expenses and difficulties frequently encountered by companies in their early stage of development, particularly in the exploration sector which has a high level of inherent uncertainty.

(d) Operations

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of the NT Base Metal Assets. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses. Further, regulatory approvals are required prior to any work being undertaken on the ground. The granting of such approvals may take time to achieve and no guarantees can be given that the approvals will be granted in the required timeframe or at all.

(e) Insurance risks

The Company insures its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

(f) Reliance on key personnel

The Company's business relies on a number of key executives and officers. If any of the key executives or officers leave the Company, this may have an adverse effect on the operations, financial position and/or performance of the Company.

3. Industry specific

(a) Tenure and access

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements or future applications for production tenements will be approved. The NT Base Metal Assets are subject to the applicable mining acts and regulations in the Northern Territory. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

(b) Mine development

Possible future development of mining operations at the NT Base Metal Assets is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company commences production on one of the NT Base Metal Assets, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the NT Base Metal Assets.

The risks associated with the development of a mine will be considered in full should the NT Base Metal Assets reach that stage and will be managed with ongoing consideration of stakeholder interests.

Key risks

(c) Environmental

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

(d) Occupational health and safety

The Company manages, with its contractors and subcontractors, certain risks associated with the occupational health and safety of its employees. The Company takes out insurance to cover these risks in certain parameters, however it is possible for injuries and/or incidents to occur which may result in expenses in excess of the amount insured or provided for with a resultant impact on the Company's financial performance.

The company's ability to retain existing employees and contractors, to attract new employees and contractors, and to obtain the necessary regulatory approvals and consents to carry out its operations is dependent on many factors including the Company's ability to demonstrate that it can reliably and safely carry out its operations and projects. Some of the Company's activities are by their nature among the higher risk activities undertaken.

(e) Industrial disputes

Industrial disputes may arise from claims for higher wages and/or better working conditions in the industry in which Todd River Resources operates. This could disrupt operations and impact on earnings.

(f) Native title and Aboriginal Heritage

In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

(g) Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(h) Government policy changes

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in the Northern Territory may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

Key risks

(i) Litigation Risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(j) Regulatory Risks

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that in the future the Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the tenements comprising the NT Base Metal Assets.

4. General risks

(a) Economic

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(b) Competition risk

The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company has no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business. To the extent that there are new entrants or changes in strategy by existing competitors, the Company's competitive position may be impacted with consequent adverse effects on the operating and financial performance of the Company's projects and business.

(c) Market for Shares

The price of the New Shares is subject to uncertainty and there can be no assurance that an active market for the Company's Shares will continue after the Entitlement Offer. The price at which the New Shares trade on ASX may be higher or lower than the issue price of the New Shares offered under this Offer Booklet and could be subject to fluctuations in response to variations in operating performance and general operations and business risk, as well as external operating factors over which the Directors and the Company have no control, such as movements in mineral prices and exchange rates, changes to government policy, legislation or regulation and other events or factors.

There can be no guarantee that an active market in the Company's Shares will continue or that the price of the New Shares will increase. There may be relatively few or many potential buyers or sellers of the Company's Shares on ASX at any given time. This may increase the volatility of the market price of the New Shares. It may also affect the prevailing market price at which Shareholders are able to sell their New Shares. This may result in Shareholders receiving a market price for their New Shares that is above or below the price that Shareholders paid.

Key risks

(d) Market conditions

Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- ▲ general economic outlook;
- ▲ introduction of tax reform or other new legislation;
- ▲ interest rates and inflation rates;
- ▲ changes in investor sentiment toward particular market sectors;
- ▲ the demand for, and supply of, capital; and
- ▲ terrorism or other hostilities.

The market price of Securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(e) Taxation

The acquisition and disposal of New Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the New Shares are urged to obtain independent financial advice about the consequences of acquiring New Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for New Shares under this Offer Booklet.

5. Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Offer Booklet. Therefore, the New Shares to be issued pursuant to the Entitlement Offer carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to this Offer Booklet.

Other important information

1. Placement

As announced by Todd River Resources on 10 September 2018, as part of the Capital Raising, Todd River Resources has received firm commitments for a placement (in two tranches) to new and existing professional and sophisticated investors of 12,500,000 Shares to raise \$1 million at \$0.08 per Share. 4,270,000 of those Shares were issued prior to the Record Date for the Entitlement Offer and holders of those Shares may therefore participate in the Entitlement Offer where otherwise eligible.

2. Quotation and trading

Todd River Resources has applied to ASX for the official quotation of the New Shares in accordance with the ASX Listing Rules. Subject to approval being granted by ASX, it is expected that normal trading of New Shares will commence on Wednesday, 17 October 2018.

Current and historical Todd River Resources share price information is available at www.asx.com.au.

3. Underwriting information

The Entitlement Offer is not underwritten. The Entitlement Offer is lead managed by Hartleys Ltd (**Hartleys**). In conjunction with Hartleys, Todd River Resources will seek to place any shortfall to professional and sophisticated investors following close of the Entitlement Offer.

4. Ranking of New Shares

New Shares (including any Additional Shares) issued under the Entitlement Offer will rank equally with existing Shares on issue.

5. Withdrawal

Todd River Resources reserves the right to withdraw all or part of the Entitlement Offer at any time, subject to applicable laws. If Todd River Resources exercises this right it will refund Application money in relation to New Shares not already issued in accordance with the Corporations Act without the payment of interest.

6. Potential effect on control

The potential effect the Entitlement Offer will have on the control of Todd River Resources, and the consequences of that effect, will depend on a number of factors, including investor demand. However, having regard to the composition of the Todd River Resources' share register, including the fact that (based on substantial holding notices that have been lodged on or prior to the date of this notice), no shareholder currently has voting power exceeding 10% in Todd River Resources, and the terms of the Entitlement Offer, Todd River Resources does not believe that any person will increase their percentage shareholding pursuant to the Entitlement Offer in a way which will have any material impact on the control of Todd River Resources or that any party will as a result of the Entitlement Offer acquire voting power exceeding 20% in Todd River Resources.

The potential effect on control is summarised below:

- ▲ If all Eligible Shareholders take up their Entitlements under the Entitlement Offer, then the Entitlement Offer will have no significant effect on the control of Todd River Resources.
- ▲ If some Eligible Shareholders do not take up all of their Entitlements under the Entitlement Offer, this could result in a dilution of those Eligible Shareholders' interests and the interests of Eligible Shareholders who accept their entitlements increasing.
- ▲ The proportional interests of Shareholders with registered addresses outside Australia and New Zealand (and other ineligible Shareholders) will be diluted because such Shareholders are not entitled to participate in the Entitlement Offer.

Other important information

- ▲ Shareholders that apply for Additional Shares under the Top-Up Facility (under which any shortfall between applications received and the number of New Shares proposed to be issued under the Entitlement Offer may be applied for by those who have accepted their Entitlements in full) may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those who failed to accept their Entitlements in full and those who failed to apply for Additional Shares.

7. No cooling off rights

Cooling off rights do not apply to an investment in New Shares. You cannot, in most circumstances, withdraw your Application once it has been accepted. Further, Entitlements cannot be traded on the ASX or any other exchange, nor can they be privately transferred.

8. No dividends

Todd River Resources does not currently pay dividends. The Directors are not able to say when or if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of Todd River Resources.

9. Taxation

The Directors do not consider it appropriate to give Eligible Shareholders advice regarding the taxation consequences of applying for New Shares (including any Additional Shares) under this Offer Booklet.

Taxation implications will vary depending upon the individual circumstances of individual Eligible Shareholders. Eligible Shareholders are strongly recommended to obtain their own professional advice (including taxation advice) before deciding whether to accept the Entitlement Offer or apply for Additional Shares under the Top-Up Facility.

Neither Todd River Resources, nor any of its officers or employees or advisers, accepts any liability or responsibility in respect of any statement concerning taxation consequences, or in respect of the taxation consequences, of the Entitlement Offer or the acquisition or disposal of securities in connection with the Entitlement Offer.

10. Queries

If you have any questions as to whether you should participate in the Entitlement Offer you should consult your stockbroker, accountant or other independent financial adviser.

If you have any other questions about the Entitlement Offer, please contact Todd River Resources on +61 8 9327 0950 between 8.30am to 5.00pm (AWST).

Glossary

| Term | Meaning |
|--|--|
| Additional Shares | New Shares applied for by an Eligible Shareholder that are in excess of the Eligible Shareholder's Entitlement. |
| Announcement | the ASX announcement relating to the Entitlement Offer, as announced to ASX by Todd River Resources on Tuesday, 18 September 2018 and as included in this Offer Booklet. |
| Application | an application for New Shares lodged in accordance with the instructions in this Offer Booklet and the Entitlement and Acceptance Form. |
| ASIC | the Australian Securities and Investments Commission. |
| ASX | ASX Limited ABN 98 008 624 691 or the market operated by it as the context requires. |
| ASX Listing Rules | the official listing rules of ASX. |
| Capital Raising | the Entitlement Offer and the Placement. |
| Company | Todd River Resources Limited ABN 45 600 308 398. |
| Corporations Act | Corporations Act 2001 (Cth). |
| Directors | the directors of Todd River Resources. |
| Eligible Shareholder | has the meaning given on page 7 in section 3 of "how to apply". |
| Entitlement | the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer (ignoring the Top-Up Facility). |
| Entitlement and Acceptance Form | the personalised entitlement and acceptance form which details your Entitlement, to be completed in accordance with the instructions provided. |
| Entitlement Offer | the 1 for 2 (1:2) non-renounceable pro-rata entitlement offer to subscribe for New Shares at the Issue Price set out in this Offer Booklet and the Entitlement and Acceptance Form, and announced to ASX by Todd River Resources pursuant to the Announcement. |
| Information | has the meaning given on page 3. |
| Issue Price | \$0.08 per New Share. |
| Hartleys | Hartleys Ltd ABN 33 104 195 057. |
| New Shares | a Share issued under the Entitlement Offer (including any Additional Shares applied for pursuant to the Top-Up Facility). |
| NT Base Metals Assets | the base metal assets held by Todd River Resources located in the Northern Territory. |
| Offer Booklet | this booklet setting out the terms of the Entitlement Offer and Top-Up Facility and other important information relating to the Entitlement Offer and Top-Up Facility. |
| Todd River Resources | Todd River Resources Limited ABN 45 600 308 398. |
| Record Date | the record date for determining Entitlements to subscribe for New Shares, being 7.00pm AEST time on Friday, 21 September 2018. |
| Registry | Computershare Investor Services Pty Limited ABN 48 078 279 277. |
| Related Body Corporate | has the meaning given by section 50 of the Corporations Act. |

Glossary

| | |
|--------------------------|--|
| Placement | the placement (in two tranches) to professional and sophisticated investors of 12,500,000 Shares to raise \$1 million at \$0.08 per Share. |
| Share | a fully paid ordinary share in the capital of Todd River Resources. |
| Shareholder | a registered holder of a Share. |
| Top-Up Facility | the mechanism by which Eligible Shareholders can apply for Additional Shares as described in section 7 on page 8 of “how to apply”. |
| US Person | a “US Person” as defined in Regulation S under the US Securities Act. |
| US Securities Act | the US Securities Act of 1933, as amended. |

Issuer

Todd River Resources Limited
22 Railway Road
Subiaco, Western Australia 6008

Legal Adviser

Johnson Winter & Slattery
Level 4, 167 St Georges Terrace
Perth, Western Australia 6000

Lead Manager

Hartleys Ltd.
Level 6, Westralia Square
141 St Georges Terrace
Perth, Western Australia 6000

Registry

Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnston Street
Abbotsford, Victoria 3067

For all enquiries:

Phone:
 Todd River Resources +61 8 9327 0950

Web:
 www.investorcentre.com/contact



TRT
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:

 See overleaf for details of the Offer and how to make your payment

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Non-Renounceable Entitlement Offer — Entitlement and Acceptance Form

 **Your payment must be received by 5.00pm (AWST) Wednesday, 10 October 2018**

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser. Capitalised terms used in this form have the meanings given to them in the Offer Booklet dated 26 September 2018. You should read the Offer Booklet and this form in their entirety.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

You can apply to take up either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional Shares. Enter the number of New Shares (including any Additional Shares) you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you:

- agree to all of the terms and conditions as detailed in the Offer Booklet dated 26 September 2018;
- represent and warrant that you are an Eligible Shareholder as defined in the Offer Booklet; and
- acknowledge that the information contained in the Offer Booklet is not investment advice and that you have sought your own professional advice (where required) to ensure this investment suits your investment objectives, financial situation and particular needs. You will also be deemed to have acknowledged, represented and warranted the matters in section 10 of "How to apply" in the Offer Booklet. In particular, you will be deemed to have represented that you are not in the United States and are not a person (including nominees and custodians) acting for the account or benefit of a person in the United States.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Todd River Resources Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. If the amount of your cheque for Application monies (or the amount for which the cheque clears) is insufficient to pay in full for the numbers of New Shares you have applied, you will be taken to have applied for such lower number of whole New Shares as your cleared Application monies will pay for (and to have specified that number of New Shares on your Entitlement and Acceptance Form). Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Turn over for details of the Offer →

Todd River Resources Limited Non-Renounceable Entitlement Offer
Payment must be received by 5.00pm (AWST) Wednesday, 10 October 2018

Entitlement and Acceptance Form with Additional Shares

X 9999999991

I ND

STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Existing shares entitled to participate as at
7.00pm (AEST) Friday, 21 September 2018:

Entitlement to New Shares
on a 1 for 2 basis:

Amount payable on full acceptance
at \$0.08 per New Share:

4,000

1

\$0.01

STEP 2 Make Your Payment

| | |
|--|--------------------------------|
|  | Bill Code: 999999 |
| | Ref No: 1234 5678 9123 4567 89 |

Contact your financial institution to make your payment from your cheque or savings account.

Pay by Mail:



Make your cheque, bank draft or money order payable to "**Todd River Resources Limited**" and cross "**Not Negotiable**".
Return your cheque with the below payment slip to:
Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5.00pm (AWST) Wednesday, 10 October 2018. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Todd River Resources Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below and your payment must be received by CIS by no later than 5.00pm (AWST) Wednesday, 10 October 2018. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Todd River Resources Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here

Todd River Resources Limited Acceptance Payment Details

Entitlement taken up:

Number of Additional Shares applied for:

Amount enclosed at \$0.08 per New Share: **A\$**



Entitlement No: 12345678

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Payment must be received by 5.00pm (AWST) Wednesday, 10 October 2018

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

| Drawer | Cheque Number | BSB Number | Account Number | Amount of Cheque |
|----------------------|----------------------|----------------------|----------------------|--------------------------|
| <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text"/> | A\$ <input type="text"/> |

123456789123456789+000000001-3051+14