

Dear Shareholder

## **NAGAMBIE RESOURCES LIMITED 2019 SHARE PURCHASE PLAN**

Nagambie Resources is seeking additional funding in order to:

- 1) drill follow up Wandean holes, after diamond hole WTD002 is completed, into the highly prospective underground sulphide-gold target at the intersection of the Wandean Crustal Fault and the Wandean Thrust Fault;
- 2) carry out Induced Polarisation (IP) geophysical surveys to the south east of Wandean where the Wandean Crustal Fault intersects the Grimwade, Racecourse and Nagambie Mine Thrust Faults; and
- 3) add to general working capital.

I am pleased to invite you to participate in the 2019 Share Purchase Plan ("SPP").

**The SPP entitles you to purchase between \$1,000 and \$30,000 worth of shares at a discount to market with no associated brokerage costs.**

The volume weighted average price for Nagambie Resources' shares on the Australian Securities Exchange ("ASX"), over the five days in which Nagambie Resources' shares traded prior to the SPP being announced, was 6.23 cents. **The SPP offer price of 5.3 cents therefore represents a discount of 14.9% to that price.** It also represents a 17.2% discount to the last traded price of 6.4 cents.

All the directors of Nagambie Resources intend to take up their maximum entitlement for new shares under the SPP of \$30,000.

Attached are the Terms and Conditions of the SPP. To participate, you can make a payment by BPay® **or** complete the Application Form provided and return it with a cheque to Automic Registry Services (a reply-paid, addressed envelope is provided for Australian shareholders). **If you make your payment with BPay®, you do NOT need to complete and return the Application Form.** BPay® customers must however use the **Customer Reference Number** shown on their personalised Application Form to identify their holding.

All ASX releases by Nagambie Resources can be viewed on the Company's website: [www.nagambieresources.com.au](http://www.nagambieresources.com.au)

Thank you for your continuing support.



Mike Trumbull  
Executive Chairman

17 October 2019

## NAGAMBIE RESOURCES LIMITED (ASX: NAG)

### TERMS AND CONDITIONS FOR THE NAGAMBIE RESOURCES LIMITED 2019 SHARE PURCHASE PLAN (“SPP”)

#### 1. The SPP

The SPP enables Eligible Shareholders (see paragraph 2) to purchase between \$1,000 and \$30,000 of fully paid ordinary shares (“Shares”) in Nagambie Resources Limited (“Nagambie Resources”) without being required to pay brokerage fees or incurring additional transaction costs.

#### 2. Eligible Shareholders

You are eligible to participate in the SPP if you were the registered holder of one or more Shares at 7.00 pm (Melbourne time) on Tuesday 15 October 2019 with an address, as recorded in Nagambie Resources’ Share Register, in Australia or New Zealand, unless you hold the Shares on behalf of another person who resides outside Australia or New Zealand (“Eligible Shareholder”). Shareholders with an address outside Australia and New Zealand are not eligible to participate in the SPP.

#### 3. Participation in the SPP

Participation in the SPP is subject to these Terms and Conditions and is optional. However, the offer under the SPP is non-renounceable and Shares will only be issued to the Eligible Shareholders to whom they are offered. This means that you cannot transfer your right to purchase Shares under the SPP to another person or entity.

#### 4. Key Dates

• Record Date to determine entitlements	7.00pm (Melbourne time) on Tuesday 15 October 2019
• ASX Announcement of SPP	Wednesday 16 October 2019
• Despatch of documents to shareholders and SPP Opening Date	Thursday 17 October 2019
• Closing Date for application for Shares	5.00pm (Melbourne time) on Wednesday 13 November 2019 *
• Allotment Date for SPP Shares	Wednesday 20 November 2019 *
• Quotation Commences	Friday 22 November 2019 *

\* These dates are indicative only and may be changed at the discretion of Nagambie Resources

#### 5. Issue Price of Shares

The issue price for each Share under the SPP is 5.3 cents. This price was determined by Nagambie Resources following the close of trading on Tuesday 15 October 2019 (the trading day before the SPP was announced) by taking the volume weighted average price of Shares sold on the Australian Securities Exchange (“ASX”) in the five days in which Shares traded immediately prior to the announcement of the SPP (being 6.23 cents) and applying a discount of 14.9% to that price.

#### 6. Variation in market price of the Shares on the ASX

The market price of the Shares on the ASX may rise and fall between the date of this SPP offer and the date when Nagambie Resources allots the Shares to you under the SPP. This means that the price you pay under the SPP offer may exceed the price at which Shares are trading on the ASX at the time the Shares are allotted to you under the SPP.

#### 7. Number of Shares Eligible Shareholders can apply for under the SPP

Eligible Shareholders can apply for Shares under the SPP in increments of \$1,000 up to \$30,000. Applications for Shares under the SPP must be for a minimum of \$1,000. On the basis of the issue price of Shares available under the SPP 18,868 Shares will cost \$1,000 and 566,038 Shares will cost \$30,000. Any fractional entitlement to Shares under the SPP will be rounded up.

This offer of new shares under the SPP is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. The instrument grants relief from the requirement to prepare a prospectus for the offer of new shares under the SPP. In accordance with the ASX Listing Rules, the number of shares that may be issued by a company under a share purchase plan cannot exceed 30% of the number of fully paid ordinary shares already on issue. For the SPP, Nagambie Resources is allocating the new Shares on a “first-in, first-served” basis. Nagambie Resources reserves the right to scale back applications for Shares under the SPP at its discretion, if required.

The directors of Nagambie Resources, as Eligible Shareholders, may participate in the SPP on the same terms and conditions as all other Eligible Shareholders in Nagambie Resources and their participation is not subject to shareholder approval.

Any necessary refund will be paid by Nagambie Resources to Eligible Shareholders shortly after the Closing Date or the date upon which the Closing Date is extended. Interest will not be paid on any money refunded.

If you are an Eligible Shareholder and have received more than one offer under the SPP (for example because you hold more than one shareholding under separate share accounts), you may not apply for Shares with an aggregate value exceeding \$30,000 under the SPP. Nagambie Resources reserves the right, exercisable at its sole discretion, to reject any application for Shares where it believes the requirement has not been met.

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ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 also enables an issuer to offer securities under an SPP without a prospectus or product disclosure statement to each of the underlying beneficiaries whose securities are held on their behalf by a custodian, even if the name of the underlying holder is not expressly noted on the register of members. However, in order for the underlying beneficiaries to apply for securities under the SPP, the custodian applying for securities on behalf of its beneficiaries must issue a certificate providing certain details of such beneficiaries and confirming that the \$30,000 limit in 12 months will not be exceeded in respect of each individual beneficiary (although a beneficiary who is resident outside Australia or New Zealand is not eligible to participate in the SPP).

### 8. Opening and Closing of the SPP Offer

The SPP offer opens on Thursday 17 October 2019 (Opening Date) and closes at 5.00 pm (Melbourne time) on **Wednesday 13 November 2019** (Closing Date) unless it is extended by Nagambie Resources. Nagambie Resources reserves the right to change at any time the Closing Date or the proposed Allotment Date by making an announcement to the ASX.

Nagambie Resources also reserves the right to terminate the SPP at any time prior to the issue of Shares under the SPP. If Nagambie Resources terminates the SPP, it will refund any money paid by Eligible Shareholders under the SPP. Interest will not be paid on any money refunded.

### 9. How to Apply for Shares under the SPP

If you wish to apply for Shares under the SPP, you must make payment for a whole number multiple of \$1,000, which is equal to or less than \$30,000 by the Closing Date through one of the following options:

- a) **You may make payment with BPay®. If you make your payment with BPay®, you do not need to complete and return the enclosed Application Form.** BPay® customers should use the **Customer Reference Number** shown on your personalised Application Form to identify your holding; or
- b) If not using BPay®, you must complete the enclosed Application Form and forward it with payment by cheque in Australian dollars, made payable to "Nagambie Resources Limited", to Automic Registry Services at the address set out in the Application Form. A reply-paid envelope is enclosed for the convenience of Australian shareholders.

Applications must be received by Automic Registry Services by the Closing Date (currently 5.00 pm (Melbourne time) on **Wednesday 13 November 2019**).

### 10. Nagambie Resources' discretions regarding applications

Subject to compliance with any applicable ASIC or ASX requirements, Nagambie Resources has broad discretion to reject your application to purchase Shares under the SPP, including (without limitation) if:

- a) Your Application Form is incorrectly completed or incomplete or otherwise determined by Nagambie Resources to be invalid;
- b) Your cheque is dishonoured or has not been completed correctly;
- c) The cheque or BPay® payment is for an amount which is not a whole number multiple of A\$1,000 or is greater than A\$30,000;
- d) It appears that you are applying to buy more than \$30,000 (in aggregate) of Shares at the issue price;
- e) Your payment is received after the Closing Date. Whilst Nagambie Resources has the discretion to accept late payments, there is no assurance that it will do so. Any late payments or cheques, if not accepted, will be refunded or returned to you; or
- f) Nagambie Resources believes that you are not an Eligible Shareholder.

### 11. Allotment Date

The Shares will be allotted under the SPP on the Allotment Date (currently Wednesday 20 November 2019) and application for quotation of your Shares on the ASX will be made at the same time. You should receive your allotment statement, or confirmation advice, shortly after the Allotment Date.

### 12. What rights attach to the Shares

Shares issued under the SPP will rank equally with existing fully paid ordinary shares in Nagambie Resources and will carry the same voting rights, dividend rights and other entitlements as at the date of allotment.

### 13. Dispute resolution

Nagambie Resources may settle in any manner it thinks fit any disputes or anomalies which may arise in connection with or by reason of the operation of the SPP, whether generally or in relation to the applicant or application for Shares and the decision of Nagambie Resources will be conclusive and binding on all persons to whom the decision relates. Nagambie Resources reserves the right to waive compliance with any provision of the SPP Terms and Conditions, subject to compliance with the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

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### 14. Further Information

If you have any questions in relation to the Terms and Conditions of the SPP or how to make an application, you can contact Nagambie Resources' share registry, Automic Registry Services, on 1300 288 664 or Nagambie Resources on +61 3 5794 1750. Neither Automic Registry Services nor Nagambie Resources will provide financial, investment, legal or taxation advice.

### 15. Independent financial or investment advice recommended

Nagambie Resources is not providing investment advice or making any recommendation in respect of the SPP. Any decision to participate should be made after considering your own objectives, financial circumstances and needs and obtaining independent advice if necessary.

### 16. Significance of applying for Shares under the SPP

By making payment by BPay® or by completing an Application Form and forwarding payment by cheque:

- a) You certify that you are an Eligible Shareholder;
- b) You certify that you have not applied for more than \$30,000 of Shares under the SPP and any similar arrangement in the 12 months prior to your application, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
- c) You agree that your application is made on the Terms and Conditions of the SPP;
- d) You agree that you will not be able to withdraw or revoke your application or payment once you have submitted it;
- e) You authorise Nagambie Resources (and its officers or agents) to correct any error or omission in your Application Form and to complete the Application Form by the insertion of any missing details;
- f) You agree that Nagambie Resources may at any time determine that your Application Form is valid, in accordance with the Terms and Conditions, even if the Application Form is incomplete, contains errors or is otherwise defective;
- g) You accept the risk associated with any refund that may be sent to you by direct credit or cheque to your address shown on Nagambie Resources' Share Register;
- h) You are responsible for any dishonour fees or other costs that Nagambie Resources may incur in presenting a cheque for payment which is dishonoured;
- i) You acknowledge that neither Nagambie Resources nor Automic Registry Services has provided you with investment advice or financial product advice, and that neither has any obligation to provide this advice, concerning your decision to apply for and take up Shares;
- j) You agree that Nagambie Resources is not liable for any exercise of its discretions referred to in these Terms and Conditions;
- k) You irrevocably and unconditionally agree to the Terms and Conditions and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP; and
- l) If you are a custodian and are applying on behalf of an eligible beneficiary on whose behalf you hold Shares, you acknowledge and agree that:
  - i. you are a custodian (as defined in ASIC Instrument 2019/547);
  - ii. you held Shares on behalf of the eligible beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the SPP and the eligible beneficiary has been given a copy of this Offer Booklet;
  - iii. you are not applying for Shares on behalf of any eligible beneficiary with an application price of more than \$30,000 under the SPP in accordance with ASIC Instrument 2019/547; and
  - iv. the information in the custodian certificate submitted with your Application Form is true, correct and not misleading.

### 17. Privacy Policy

Chapter 2C of the Corporations Act requires information about you as shareholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a shareholder.

Nagambie Resources and Automic Registry Services may collect personal information to process your Application, implement the SPP and administer your shareholding. The personal information contained in Nagambie Resources' Register is also used to facilitate payments and corporate communications (and to ensure compliance with legal and regulatory requirements).

Your personal information may be disclosed to joint investors, Automic Registry Services, to securities brokers, to third party service providers, including print and mail service providers, technology providers and professional advisers, to related entities of Nagambie Resources and its agents and contractors, and to ASX and other regulatory authorities, and in any case, where disclosure is required

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or allowed by law (which may include disclosures to the Australian Taxation Office and other government or regulatory bodies or where you have consented to disclosure). In some cases, the types of organisations referred to above to whom your personal information may be disclosed may be located overseas.

### **18. Governing Law**

These Terms and Conditions are governed by the laws of the State of Victoria.

### **19. Underwriting**

The SPP will not be underwritten.