



**NIUMINCO GROUP LIMITED**

**ABN 44 009 163 919**

**November 2017 Non-Renounceable Partially Underwritten  
Rights Issue Offer Document**

For

A non-renounceable pro rata partially underwritten offer of New Shares at an issue price of \$0.002 each on the basis of one New Share for every three Shares held on the Record Date to raise up to the sum of \$1,220,706.

**This document is not a prospectus**

It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document.

**This document is important and requires your immediate attention.** It should be read in its entirety. If you do not understand its content or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser without delay.

This Offer opens on 8 November, 2017  
and  
**closes at 5.00 pm Perth time on 20 November, 2017**

Valid acceptances must be received before that time.

**Please read the instructions in this document and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your entitlement.**

## **Important Information**

**No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.**

The Offer contained in this Offer Document is being made without disclosure in accordance with section 708AA of the Corporations Act.

### **Eligibility**

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's entitlement to participate in the Offer.

### **Investment decisions**

The information contained in this Offer Document does not constitute financial product advice and does not take into account the investment objectives, financial situation, tax position and particular needs of individual investors. It is important that you read this Offer Document carefully and in full before deciding whether to take up your Entitlement and participate in the Shortfall Facility, in particular Section 1.12. Investors should obtain their own independent advice and consider the appropriateness of the Offer under this Offer Document having regard to their objectives, financial situation, tax position and particular circumstances.

Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants the future performance of the Company, or any return on any investment made pursuant to this Offer Document.

**An investment in New Shares offered by this Offer Document should be considered speculative.**

### **Overseas Shareholders**

No action has been taken to permit the offer of New Shares under this Offer Document in any jurisdiction other than Australia, New Zealand and Papua New Guinea. The distribution of this Offer Document in jurisdictions outside Australia, New Zealand and Papua New Guinea may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

This Offer Document does not constitute an offer of New Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Offer Document.

### **Papua New Guinea Shareholders**

This document is being distributed only to Shareholders of the Company. This document has not been registered as a prospectus in PNG and no notice of the proposed offer will be submitted to the Registrar of Companies. No other documents are being lodged with the Registrar of Companies or the PNG Securities Commission in respect of the proposed offer. The proposed offer is not and should not be construed as an offer of securities to the public in PNG.

## **Privacy**

By filling out the Entitlement and Acceptance Form to apply for New Shares, you are providing personal information to the Company, directly or via the Share Registry.

The Privacy Act 1988 (Cth) regulates the way the Company collects, uses, disposes, keeps secure and gives people access to their personal information.

The Company is committed to respecting the privacy of your personal information. The Company collects, holds and uses that personal information in order to process your Application and to administer your shareholding in the Company.

If you do not provide the information requested in the Entitlement and Acceptance Form, the Company may not be able to process or accept your Application for New Shares.

Your personal information may also be provided to the Company's agents or service providers and to third parties.

You have the right to gain access to your personal information held by, or on behalf of, the Company, subject to certain exemptions under the law. You may be required to pay a reasonable charge in order to access your personal information. You can request access to your personal information by telephoning or writing to the Company Secretary.

This Offer Document is dated 2 November, 2017

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# Niuminco Group Limited

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Tel: (02) 9450 0828 Fax: (02) 9450 0877 Email: [info@niuminco.com.au](mailto:info@niuminco.com.au)  
ABN 44 009 163 919

2 November, 2017

Dear Shareholder,

This letter forms part of the offer documentation for an offer of shares on a non-renounceable basis. The new shares will be offered on the basis of 1 new share for every 3 shares held at 0.2 cent each (\$0.002) to raise up to \$1,220,706 and the offer will be partially taken up and underwritten by companies associated with the Company's directors for \$470,000 in aggregate.

As a result of a combination of factors the directors consider it prudent to raise additional capital at this time.

These factors include the delayed float/listing of TNT Mines Limited (and the reduced loan repayment to Niuminco to facilitate the listing), the repayment of \$241,349 (including interest) of Redeemable Convertible Notes, the slower ramp-up of production at Edie Creek for reasons outlined in the September 2017 Quarterly Activities Report and the necessity to upgrade the aging mining equipment.

The sum of approximately \$470,000 will be applied in repaying loans owing to directors on account of unpaid directors' or service fees and loans which in effect means these debts owing to directors will be converted to equity.

Additional funds raised will be utilised to purchase mining equipment, continue the Company's exploration programs and provide working capital.

Over coming months the Company will continue to focus its efforts on increasing the gold and silver production at the Edie Creek Mine through ramping up the new 5tph ball mill crushing and grinding circuit which is currently being tested and modified and upgrading the mining equipment, as well as undertaking exploration drilling at the Bolobip and May River tenements.

Additionally, the planned purchase of a new excavator, at least one second-hand D85 Komatsu bulldozer and a second-hand 40 tonne articulated tip truck will add significant capacity and reliability to the existing mining equipment which comprises an aging bulldozer and two aging excavators.

The cash reserves of the Company as at 31 October, 2017 were \$775,000 of which \$365,344 has been applied in repaying creditors/payables (\$123,995) and Redeemable Convertible Notes (\$241,349 including interest). A further

\$300,000 (approximately) will be applied to repaying other creditors and payables.

The activities undertaken by the group over the past six months have been summarised in the June and September 2017 Quarterly Activities Reports which have been issued to the ASX, and are available on the Company's website [www.niuminco.com.au](http://www.niuminco.com.au). In addition, the Group's previous twelve months' results and activities have been detailed in the 2017 Annual Report which was released to the ASX on 29 September, 2017 and which is also available on the Company's website.

The September 2017 Quarterly Activities Report discloses sales of \$81,834 for the quarter on very limited processing of 94 tonnes of wet ore at an average grade of 17.0 g/t Au.

Since 30 September, 2017, the Company has continued testing and modifying the new processing plant and circuit, whilst carrying on limited gold/silver mining and production at Edie Creek. It has also continued the exploration programs at Bolobip and May River, with the mobilisation of contractors, equipment and local workers.

The Company has recently added significant operating and management strength and depth to the Group with the appointment of Mr Brian Koster as General Manager - PNG Operations and Mr Ivan Mori as Deputy Mine Manager at the Edie Creek mine.

Brian is a highly experienced senior manager and international technical operator who has built a 30 year career across a variety of commodities and continents including Australia, Africa, Indonesia and Papua New Guinea where he worked from 2010 to 2014. Ivan is a highly regarded Papua New Guinean Registered Mine Manager with many years' experience, holding senior positions in a number of PNG mines including Porgera, Simberi and Tolukuma mines.

We look forward to your support in continuing the advancement of Numinco's suite of highly prospective PNG gold/silver/copper projects.

Yours sincerely,

**Numinco Group Limited**

A handwritten signature in black ink, appearing to read "Tracey Lake".

**Tracey Lake**  
Managing Director

The information in this Offer Document that relates to exploration results is based on information prepared by Professor Ian Plimer (BSc(Hons), PhD) who

is a fellow of the Australasian Institute of Mining and Metallurgy. Professor Plimer is a director of Niuminco Group Limited and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. He consents to the inclusion in this Offer Document of the matters based on this information in the form and context in which it appears.

## **1. DETAILS OF THE OFFER**

### **1.1 The Offer**

The Company is making a partially underwritten non-renounceable pro rata offer of New Shares at an issue price of \$0.002 each on the basis of one New Share for every three Shares held on the Record Date (**the Offer**).

**An investment in New Shares offered by this Offer Document should be considered speculative. There are a number of risks associated with investing in the Company. These risks are set out in Section 1.12. These risks include:**

- (a) that exploration is a speculative endeavour and that there can be no assurance that commercial quantities of minerals exist to be discovered on the Company's mining leases or exploration licences;**
- (b) Papua New Guinea is a developing country and at times has been subject to political uncertainty and civil unrest;**
- (c) that mineral prices are volatile and future declines will impact on the success of the Company;**
- (d) that the Company's future profitability will depend on increasing profitable production at its Edie Creek mine, the successful development of, and production from, its tenements and/or selling some or all of its assets at a profit (refer also to the 2017 Annual Report note – "Going Concern");**
- (e) the Company may in future have requirements for additional capital or debt funding to carry on its activities and may not be able to raise the necessary funds;**
- (f) that renewal of the Company's major exploration licences, EL 1438 (Bolobip) and EI 1441 (May River) cannot be guaranteed.**

As at the date of this Offer Document, the Company had on issue 1,831,060,440 ordinary shares. A maximum number of 610,353,480 New Shares will be issued under the Offer.

Where the determination of the entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole New Share.

The Offer is non-renounceable. Shareholders who do not exercise their Rights will be diluted with respect to their interest in the Company.

In addition to applying for their Rights, Eligible Shareholders may apply for further New Shares out of any Shortfall.

The Directors of the Company reserve the right to issue the whole or any part of the Shortfall (after the issue of Shares under the Shortfall Facility) at their discretion within three months after the close of the Offer at an issue price of not less than \$0.002 per share.

The Company will raise gross proceeds of a minimum of \$470,000 through the taken up and underwritten components of the Offer, of which approximately \$470,000 will be applied in repaying loans owing to directors on account of unpaid directors' fees . If the Offer is fully subscribed, or if any Shortfall is placed in full by the Directors, the Offer will raise gross proceeds of \$1,220,706.

The gross proceeds will comprise approximately \$750,000 of fresh funds and \$470,000 repaid to Directors, which will in effect mean that debt owing to the directors is converted to equity.

The directors (or related companies) are owed a total of approximately \$550,000 in unpaid directors' or service fees, loans and convertible notes. Approximately \$470,000 of these debts will be discharged by the Company by the issue of New Shares for no additional cost in accordance with Applications to be received (refer to section 1.3 of the Offer Document for further details).

No person will acquire a relevant interest in greater than 20% of the diluted issued voting capital of the Company as a result of taking up its entitlement and/or acting as an Underwriter.

## **1.2 Financial Position and Use of Funds**

The net proceeds of the Offer after repaying directors approximately \$470,000 in loans will be used to enable the Company to repay the costs of the Offer (estimated to be approximately \$40,000), to continue to pursue its corporate objectives, including carrying out planned exploration drilling in PNG (up to approximately \$200,000), purchase new mining plant (up to \$200,000), repay creditors/payables and to provide working capital (in the amount of up to \$300,000).

The cash reserves of the Company as at 31 October, 2017 were \$775,000 of which \$365,344 has been applied to repaying creditors/payables (\$123,995) and Redeemable Convertible Notes (\$241,349). A further \$300,000 (approximately) will be applied in repaying creditors and payables.

Since 30 September, 2017 the Company has continued its gold/silver mining and production operations at Edie Creek, as well as the exploration programs at Bolobip and May River in PNG.

Given the desire and need to significantly upgrade the Company's mining equipment, accelerate the two exploration drilling programs, repay Redeemable Convertible Notes, repay creditors/payables and provide working capital, the directors consider it prudent and timely to raise additional capital at this time (see Section 1.3).

## **1.3 Commitments**

The Company has received unconditional commitments to take up entitlements and to partially underwrite the Offer.

Goward Pty Limited (a company controlled by a Director of the Company, Mr Tracey Lake) has agreed to take up its entitlements and to partially

underwrite the Offer to the sum of \$300,000 (being 150,000,000 shares) in aggregate.

Inkex Pty Ltd (a company controlled by a Director of the Company, Professor Ian Plimer) has agreed to take up its entitlements and to partially underwrite the Offer to the sum of \$90,000 (being 45,000,000 shares) in aggregate.

Danbury Capital Corporation Pty Ltd (a company controlled by a Director of the Company, Mr Mark Ohlsson) has agreed to take up its entitlements and to partially underwrite the Offer to the sum of \$80,000 (being 40,000,000 shares) in aggregate.

Should Goward Pty Limited, Inkex Pty Ltd and Danbury Capital Corporation Pty Ltd take up their full underwriting entitlements and no other shareholders took up their Entitlements, then their combined shareholding would increase as follows:

- In the case of Goward Pty Limited/Lake, from 9.6% to 15.76%;
- In the case of Inkex Pty Limited/Plimer, from 2.74% to 4.6%;
- In the case Danbury Capital Corporation Pty Limited, from 0.21% to 2.12%.

The Underwriters' obligations to acquire New Shares under the Underwriting Agreements (other than with respect to their entitlements) arise after New Shares have been allocated to Eligible Shareholders who exercise their Rights pursuant to the Shortfall Facility and after all applications to participate in the Shortfall Facility have been satisfied .

The Underwriting Agreements are summarised in Section 1.13 of this Offer Document. The Directors consider that the terms and conditions of the Underwriting Agreements are reasonable in the circumstances as if the Company and the other party were in each case dealing at arm's length.

There are no fees or commission payable by the Company in connection with the Underwriting Agreements entered into with Goward Pty Ltd, Inkex Pty Ltd and Danbury Capital Corporation Pty Ltd.

## 1.4 Timetable

<b>Offer Document lodged with ASX before market opens</b>	<u>2 November 2017</u>
<b>Notice to security holders containing the information required by Appendix 3B</b>	<u>3 November 2017</u>
<b>Existing Securities are quoted on “Ex” basis</b>	<u>6 November 2017</u>
<b>Record Date</b> (date for determining entitlements of Eligible Shareholders to participate in the Offer)	<u>7 November 2017</u>
<b>Offer Document Despatched to Eligible Shareholders</b> (expected date of despatch of Offer Document, Entitlement and Acceptance Forms)	<u>8 November 2017</u>
<b>Opening Date</b>	<u>8 November 2017</u>
<b>Last day to extend the offer closing date</b>	<u>15 November 2017</u>
<b>Closing Date *</b>	<u>20 November 2017</u>
<b>Securities quoted on deferred settlement basis</b>	<u>21 November 2017</u>
<b>Company to notify ASX of undersubscriptions (if any) **</b>	<u>22 November 2017</u>
<b>Issue date</b>	<u>23 November 2017</u>
<b>Trading commences for New Shares on ASX **</b>	<u>24 November 2017</u>

\* Subject to the Listing Rules (and the terms of the Underwriting Agreement) the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

\*\* These dates are indicative only.

## 1.5 Entitlements and acceptance

The entitlement of Eligible Shareholders to participate in the Offer was determined on the Record Date. Your entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer Document.

## 1.6 Ability for Shareholders to Participate in any Shortfall

Eligible Shareholders in addition to applying for their Rights may, by completing the relevant box in the Entitlement and Acceptance Form and including the appropriate Application Monies, apply for such further number of New Shares out of any Shortfall which the Eligible Shareholder may specify in the Entitlement and Acceptance Form.

In the event that there is no Shortfall, the Application Monies relating to the Shortfall will be returned to the Eligible Shareholder as soon as practicable following the Closing Date without interest.

In the event that applications from Eligible Shareholders to participate in the Shortfall exceeds the Shortfall, those applications will be scaled back pro rata in proportion to each applicant's shareholding as at the date of such scaling back, including New Shares allotted or to be allotted, and such number of New Shares produced from such scaling back will be issued to each such Eligible Shareholder.

In the event of a scaling back of applications to participate in the Shortfall as described in the preceding paragraph, Application Monies relating to Shares applied for but not issued will be returned to Shareholders as soon as practicable following the Closing Date without interest.

No person will be permitted to participate in the Shortfall Facility where such participation would result in such person acquiring a relevant interest in shares representing greater than 20% of the diluted issued voting capital of the Company.

#### **1.7 Opening and Closing Dates**

The Offer opens on the Opening Date, namely 8 November, 2017. The Company will accept Entitlement and Acceptance Forms until 5.00pm Perth time on the Closing Date, namely 20 November 2017, or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

#### **1.8 Issue and despatch**

The expected dates for issue of New Shares offered by this Offer Document and despatch of holding statements is expected to occur on the dates specified in the timetable set out in Section 1.4 of this Offer Document.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk.

#### **1.9 ASX listing**

Application will be made to the ASX for the official quotation of the New Shares. If the ASX does not grant quotation to the New Shares, the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to the Offer.

#### **1.10 Overseas Shareholders**

**This Offer Document and accompanying Entitlement and Acceptance Form do not, nor are they intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.**

The Company is of the view that it is unreasonable to extend the Offer to Ineligible Shareholders, having regard to:

- the small number of Ineligible Shareholders;
- the number and value of the New Shares which would be offered to Ineligible Shareholders; and
- the cost of complying with the legal requirements and requirements of the regulatory authorities, in the respective overseas jurisdictions.

Accordingly, the Offer is not being extended to any Shareholder whose registered address is outside Australia, New Zealand and Papua New Guinea. The Company reserves the right to treat as invalid any Entitlement and Acceptance Form that appears to have been submitted by an Ineligible Shareholder.

In particular, this Offer Document does not constitute an offer for sale of the New Shares or any Right to a security in the United States or to U.S. residents. The New Shares and Rights have not been, and will not be, registered under the U.S. Securities Act and must not be offered or sold within the United States or to U.S. residents unless they are registered under the U.S. Securities Act or an exemption from the registration required of the U.S. Securities Act is available.

Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia, New Zealand or Papua New Guinea are responsible for ensuring that taking up any Rights under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will constitute a representation that there has been no breach of such regulations. Shareholders who are nominees are therefore advised to seek independent advice as how they should proceed. Where the Offer has been dispatched to a Shareholder domiciled outside Australia, New Zealand or Papua New Guinea and where the country's securities code or legislation prohibits or restricts in any way the making of the offers contemplated by this Offer Document, the Offer Document is provided for information purposes only.

## **1.11 Taxation implications**

The Directors do not consider it appropriate to give you advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to you.

You should consult your professional tax adviser in connection with subscribing for New Shares under this Offer Document.

## **1.12 Risk factors**

Numinco is subject to a number of risks and other factors that may impact both on its future performance and the market price at which its Shares trade. Broadly, these risks can be classified as risks general to investing in the stock market and risks specific to an investment in Numinco.

The New Shares issued under this Offer do not carry any guarantee of profitability, dividends or the price at which they will trade on ASX. The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors of which investors need to be

aware. However, before investing in Numinco, the Directors strongly recommend you examine the contents of this Offer Document in its entirety and consult your professional advisers before deciding whether to subscribe for New Shares pursuant to this Offer.

(a) Specific risks relating to Numinco

- (i) Exploration is a speculative endeavour and there can be no assurance that commercial quantities of minerals exist to be discovered on the Company's mining leases or exploration licences.
- (ii) Papua New Guinea is a developing country and at times has been subject to political uncertainty and civil unrest.
- (iii) Mineral prices are volatile and future declines will impact on the success of the Company.
- (iv) The Company's future profitability will depend on it increasing profitable gold and silver production at its Edie Creek Mine, developing its other projects to profitable production and/or selling assets at a profit.
- (v) The Company may have further capital requirements to enable exploration activities to be continued over time, to meet ongoing working capital requirements and for any development activities to be undertaken. The Company's ability to continue and undertake such activities will be dependent on increased gold and silver production and sales from the Company's Edie Creek Mine, the availability of debt and equity funding and the suitability of the terms of such funding. (Refer also to the 2017 Annual Report note - "Going Concern")
- (vi) Whilst renewal applications have been lodged for the Company's major exploration licences in PNG (EL 1441 and EL 1438) there is no guarantee that these will be renewed.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or its Shareholders. 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 its Shares.

(b) General

As with all stock market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares may trade below or above the issue price for the New Shares under this Offer Document.

General factors that may affect the market price of Numinco Shares include:

- economic conditions in Australia, Papua New Guinea, and internationally;
- the price of commodities, especially gold and silver;

- investor sentiment and local and international share market conditions;
- changes in interest rates and the rate of inflation;
- changes to government regulation, policy or legislation; and
- changes in exchange rates.

### **1.13 Underwriting Agreements**

The Company and the Underwriters entered into the Underwriting Agreements on 1 November, 2017 under which the Underwriters agreed to take up their entitlements and to partially underwrite the Offer.

The right of Eligible Shareholders to participate in the Shortfall Facility is in priority to the Underwriter's underwriting commitment. However, the Underwriters take up their Entitlements under the Offer, pro rata with all other Shareholders.

An Underwriter may terminate its underwriting liability if any of the following events occur:

- Any of the following occurs which does or is likely to prohibit or restrict the Offer:
  - the introduction of legislation into Parliament of the Commonwealth of Australia or any State or Territory of Australia;
  - the public announcement of prospective legislation or policy by the Federal Government or the Government of any State or Territory; or
  - the adoption by ASIC or its delegates or the Reserve Bank of Australia of any regulations or policy.
- If the Company is in default of any of the terms and conditions of the Underwriting Agreements and that default is either incapable of remedy or is not remedied within 5 business days after it occurs.

## **2. ACTION REQUIRED BY SHAREHOLDERS**

### **2.1 If you wish to take up your Rights**

#### **(a) Taking up your rights in full or in part**

If you are an Eligible Shareholder and you wish to take up all or part of your Rights, you must accept the Offer by completing the personalised Entitlement and Acceptance Form mailed to you with this Offer Document. Your personalised Entitlement and Acceptance Form will detail your entitlement to New Shares under the Offer. You should complete the form in accordance with the instructions set out on the reverse side of the form.

(b) Participating in any Shortfall

If you are an Eligible Shareholder and you wish to take up all of your Rights and participate in any Shortfall you must accept the Offer by completing the personalised Entitlement and Acceptance Form mailed to you with this Offer Document and specify the number of Shares that you wish to apply for out of any Shortfall.

Your completed Entitlement and Acceptance Form must be accompanied by the requisite Application Monies calculated at \$0.002 for each New Share or payment must be made via Bpay® following the instructions on your personalised Entitlement and Acceptance Form. Please ensure that the completed Entitlement and Acceptance Form, together with your Application Monies are received by the Share Registry **by not later than 5.00pm Perth time on 20 November 2017** or such later date as the Directors may advise. You do not need to return your Entitlement and Acceptance Form if you have made payment via Bpay®.

**2.2 If you do nothing**

If you are an Eligible Shareholder and you do nothing **by 5.00pm Perth time on 20 November 2017**, being the Closing Date, your Rights will form part of the Shortfall which will be taken up by Shareholders who elect to participate in the Shortfall and you will not receive any New Shares.

**2.3 Payment of Application Monies**

You should complete your personalised Entitlement and Acceptance Form in accordance with the instructions on the form and return it accompanied by a cheque, bank draft or money order in Australian currency for the amount of the Application Monies payable to Numinco Group Limited – Entitlement Offer Account" and crossed "Not Negotiable".

Your cheque, bank draft or money order must be:

- calculated at \$0.002 in aggregate for each New Share; and
- in Australian currency draft on an Australian branch of a financial institution.

Any Application Monies received for more than your final allocation of New Shares (only where the amount is \$1.00 or greater) will be refunded on or around 30 November 2017. No interest will be paid to Applicants on any Application Monies received or refunded. Cash payments will not be accepted. Receipts for payment will not be issued.

To participate in the Offer, your payment must be received **by not later than 5.00 pm (Perth time) on 20 November 2017**. Shareholders who make payment via cheque, bank draft or money order should mail their personalised Entitlement and Acceptance Form together with Application Monies to:

Security Transfer Registrars Limited  
PO Box 535  
Applecross, WA 6953

Alternatively, payment must be made via Bpay® following the instructions on your personalised Entitlement and Acceptance Form. You do not need to return your Entitlement and Acceptance Form if you have made payment via Bpay®.

Completed Entitlement and Acceptance Forms and Application Monies will not be accepted at the Company's registered office. Shareholders should mail their completed forms and Application Monies to the Share Registry.

### **3. DEFINED TERMS**

**Applicant** refers to a person who submits an Entitlement and Acceptance Form.

**Application** refers to the submission of an Entitlement and Acceptance Form.

**Application Monies** means the monies received from persons applying for New Shares.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors of the Company.

**Closing Date** means 5.00pm Perth time on 20 November 2017.

**Company** and **Numinco** means Numinco Group Limited ABN 44 009 163 919.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** mean the directors of the Company.

**Eligible Shareholders** means Shareholders with registered addresses in Australia, New Zealand and Papua New Guinea .

**Entitlement and Acceptance Form** means the Entitlement and Acceptance Form accompanying this Offer Document.

**Ineligible Shareholders** means Shareholders with registered addresses outside Australia, New Zealand and Papua New Guinea.

**Listing Rules** means the Listing Rules of the ASX.

**New Share** means a new Share proposed to be issued pursuant to this Offer.

**Offer** means the non-renounceable pro rata offer of New Shares at an issue price of \$0.002 each on the basis of one New Shares for every three Shares held on the Record Date pursuant to this Offer Document.

**Offer Document** means this Offer Document dated 2 November 2017.

**Opening Date** means 8 November 2017.

**PNG** means Papua New Guinea.

**Record Date** means 7 November 2017.

**Right and Entitlement** means the right of an Eligible Shareholder to subscribe for New Shares.

**Rights Issue** means the rights issue conducted by the Company pursuant to this Offer Document.

**Section** means a section of this Offer Document.

**Share** means an ordinary fully paid share in the capital of the Company.

**Shareholder** means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date.

**Share Registry** means Security Transfer Registrars Pty Limited, PO Box 535, Applecross WA 6953.

**Shortfall** means those New Shares not applied for by Eligible Shareholders pursuant to their Rights.

**Shortfall Facility** means the right for Eligible Shareholders to apply for Shares out of any Shortfall, as described in Section 1.6 of this Offer Document.

**Underwriters** means Goward Pty Ltd, Inkex Pty Ltd and Danbury Capital Corporation Pty Ltd

**U.S. or United States** means the United States of America.

**U.S. Securities Act** means the Securities Act of 1933, as amended, of the United States.