



ACN. 000 317 251

MARKET RELEASE

17th September 2015

ROCKLANDS COPPER PROJECT (CDU 100%)

RENOUNCEABLE RIGHTS ISSUE

**Fully underwritten renounceable Rights Issue to raise \$83.3 million
Major shareholders to participate for their full entitlement
Co-Underwriters to provide short term loans to fund present activities
Funds raised to be used towards completing the construction and commissioning
of the 100% owned Rocklands Group Copper Project**

CuDeco Limited (ACN 000 317 251) (**CuDeco**) is pleased to announce a fully underwritten renounceable rights issue to eligible shareholders, on the basis of 1 new fully paid ordinary share for every 2 shares held, at an issue price of \$0.60 per share (**New Shares**); to raise approximately \$83,376,650 (before costs), based on CuDeco's undiluted share capital (**Rights Issue**). 138,961,084 fully paid ordinary shares will be offered under the Rights Issue.

Directors are pleased to confirm the major shareholders, China Oceanwide International Investment, New Apex Asia Investment Limited and Sinosteel Equipment & Engineering Co Ltd (34.7% combined) (**Major Shareholders**) have confirmed to the Board of their intention to participate in the issue for their full entitlement.

The Rights Issue is co-underwritten 33.3% by China Oceanwide International Investment Co. Ltd., 33.3% by New Apex Asia Investment Limited, and 33.3% by Infinitus Limited (**Underwriters**). The Company expects to provide further information regarding this underwriting upon the execution of the formal underwriting agreements shortly.

With regard to the potential effect the issue of New Shares may have on the control of CuDeco (due to the underwriting by substantial shareholders), the Board has resolved to refer the matter to the Takeovers Panel for a declaration that the circumstances are acceptable in the interests of the smaller shareholders.

The Rights Issue will be available to all registered shareholders who hold shares at 7.00pm Brisbane time on Friday, 16 October 2015 (**Record Date**) with registered addresses in Australia, New Zealand, Hong Kong or the People's Republic of China (to the extent that the Shareholders are qualified domestic institutional investors) (**Eligible Shareholders**). Eligible Shareholders will be entitled to apply for any shortfall in addition to subscribing for their full entitlement to New Shares.

In accordance with the ASX Listing Rules, CuDeco has considered the number of shareholders with registered addresses outside of Australia and New Zealand and the size of the shareholdings held by those shareholders. Taking this into consideration, as well as the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to the shareholders with registered addresses outside of Australia, New Zealand, Hong Kong or the People's Republic of China (to the extent that the Shareholders are qualified domestic institutional investors), the Company has formed the view that it is unreasonable to extend the Rights Issue to those shareholders. Accordingly, shareholders outside Australia, New Zealand and Hong Kong and those shareholders who are not a qualified domestic institutional investor in the People's Republic of China will not be entitled to participate in the Rights Issue.

Unit 34, Brickworks Annex, 19 Brolga Avenue, SOUTHPORT 4215

Phone: +617 5503 1955 Facsimile: +617 5503 0288 Email: admin@cudeco.com.au

The purpose of the Rights Issue is to raise approximately \$83,376,650, excluding the costs of the Rights Issue. The funds raised from the Rights Issue will be used towards funding the construction and commissioning of the 100% CuDeco owned Rocklands Group Copper Project, repaying existing short-term shareholder loans and providing working capital (including contingencies) for the business in order to see it through to positive cash-flow.

The proposed timetable of the Rights Issue is set out below. The dates are indicative only and the Company reserves the right to vary the dates including the right to extend the Closing Date or to withdraw the Rights Issue (subject to the requirements of the *Corporations Act 2001 (Cth)* and the ASX Listing Rules).

Event	Date
Announcement of Entitlement Offer	Thursday, 17 September 2015
Completion of underwriting agreements with major shareholders	Friday, 25 September 2015
Prospectus lodged with ASIC and ASX and Appendix 3B lodged ASX	Wednesday, 30 September 2015
Referral of the matter to the Takeovers Panel	Friday, 2 October 2015
Takeover Panel's Decision expected	Friday, 9 October 2015
Trading Halt lifted – Ordinary shares recommence trading	Monday, 12 October 2015
Notice of Rights Issue sent to Shareholders	Monday, 12 October 2015
Shares commence trading on ex basis and rights trading starts	Tuesday, 14 October 2015
Record Date for Rights Issue (7:00pm Brisbane)	Friday, 16 October 2015
Dispatch Prospectus and entitlement acceptance form to shareholders and dispatch announced to ASX	Monday, 19 October 2015
Opening Date of Rights Issue	Monday, 19 October 2015
Rights trading ends	Friday, 23 October 2015
Shares commence trading on deferred settlement basis	Monday, 26 October 2015
Closing Date of Rights Issue	Friday, 30 October 2015
Advise ASX of any shortfall	Wednesday, 4 November 2015
Allotment of New Shares under Rights Issue	Friday, 6 November 2015
Dispatch of holding statements for New Shares	Monday, 9 November 2015
Normal trading of New Shares on ASX begins	Monday, 9 November 2015

CuDeco will send a Prospectus prepared under section 713 of the *Corporations Act 2001* to eligible shareholders on 16 October 2015, as set out in the timeline above.

Further information

The Company anticipates that, approximately 138,961,084 New Shares will be issued.

Upon completion of the Rights Issue, and assuming it is fully subscribed, the issued capital of CuDeco will comprise approximately 416,883,251 shares and 22,599,423 listed options (ex \$2.50 31 December 2015).

The New Shares will rank equally in all respects with CuDeco's existing shares. If an Eligible Shareholder's entitlement results in a fraction of a New Share, the entitlement will be rounded down to the nearest whole number. There will be no change to the dividend policy of the Company as a result of the Rights Issue.

Entitlement to New Shares pursuant to the Rights Issue are renounceable and accordingly will be traded on the ASX.

Further details regarding the Rights Issue will be set out in the Prospectus document which will be dispatched to Eligible Shareholders in accordance with the above timetable.

CuDeco encourages all Eligible Shareholders to participate in the capital raising.

This announcement does not lift the Trading Halt.

On behalf of the Board.

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