

10 August 2016

Dear Shareholders

NON-RENOUCEABLE ENTITLEMENT ISSUE

Audalia Resources Limited (**Audalia** or the **Company**) is undertaking a non-renounceable entitlement issue to shareholders of up to 240,660,001 new fully paid ordinary shares (**New Shares**) at an issue price of \$0.01 each to raise up to approximately \$2,406,600, before costs (**Entitlement Issue** or **Offer**).

The funds raised from the Offer are currently intended to be used in accordance with the table set out below:

Item	Proceeds of the Offer	Minimum Subscription (\$)	%	Full Subscription (\$)	%
1.	Exploration and evaluation work at the Gascoyne Project	-	-	463,505	19
2.	Exploration, evaluation and ongoing metallurgical test work at the Medcalf Project	422,015	70	1,692,710	70
3.	General working capital ¹	177,895	30	250,385	11
	Total	600,000	100	2,406,600	100

Notes:

1. Funds allocated to general working capital relate to administration costs of the Company, including the costs of the Offer.

The Entitlement Issue will be offered to shareholders registered at the Record Date (as defined below) with a registered address in Australia, New Zealand or Malaysia (**Eligible Shareholders**) on the basis of one (1) New Share for every one (1) Share held.

New Shares will rank equally with all fully paid ordinary shares in the capital of the Company already on issue.

Actions required of Eligible Shareholders

There are a number of actions Eligible Shareholders may take:

- + You may wish to accept all of your rights to subscribe for New Shares pursuant to the Prospectus (Entitlement). To take up all or some of your Entitlement you will need to ensure your application money for the Entitlement you wish to take up is received by Advanced Share Registry (Share Registry) by no later than 5:00pm (AWST) on 7 September 2016, by completing and returning your Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form OR making a payment by BPAY in accordance with the instructions on your Entitlement and Acceptance Form (at \$0.01 per New Share).
- + You may wish to accept part of your Entitlement. To take up part of your Entitlement you will need to ensure your application money for the Entitlement you wish to take up is received by the Share Registry by no later than 5:00pm (AWST) on 7 September 2016, by completing and returning your Entitlement and Acceptance Form by filling in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form together with your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies OR making a payment by BPAY in accordance with the instructions on your Entitlement and Acceptance Form (at \$0.01 per New Share).



- + You may do nothing. If you choose to do nothing with your Entitlement, while you will continue to hold the same number of Shares, your interest in the Company will be diluted and you will receive no value for your Entitlement.

The Prospectus relating to this issue has been lodged with the Australian Securities and Investments Commission and ASX and is available on the ASX website (company announcements section, ASX code: ACP). The timetable for the Entitlement Issue is set out below:

Lodgement of Prospectus with the ASIC	8 August 2016
Lodgement of Prospectus & Appendix 3B with ASX	8 August 2016
Notice sent to Shareholders	10 August 2016
Ex date	11 August 2016
Record Date for determining Entitlements	12 August 2016
Prospectus sent out to Shareholders and the Company announces this has been completed	17 August 2016
Closing Date	7 September 2016
Shares quoted on a deferred settlement basis	8 September 2016
ASX notified of under subscriptions	12 September 2016
Issue date for Shares. Deferred settlement trading ends.	14 September 2016
Trading of Shares issued under the Offer	15 September 2016

All dates, other than the date of lodgement of the Prospectus with ASIC, are indicative only. The Company reserves the right to amend any of the important dates without prior notice but subject to the Corporations Act and the ASX Listing Rules.

Shares – Completion of Entitlement Issue

Following completion of the Entitlement Issue, the Company will have the following Shares on issue assuming full subscription under the Offer:

	Number
Shares on issue before the Entitlement Issue	204,660,001
Shares offered pursuant to the Entitlement Issue	204,660,001
Total Shares on issue after completion of the Entitlement Issue	481,320,002

In calculating entitlements under the Entitlement Issue fractions will be rounded up to the nearest whole number.

Full details of the Entitlement Issue, the rights attaching to shares and the use of funds are contained in the Prospectus that will be mailed to all Eligible Shareholders who are registered on the Record Date. Your entitlement will be set out on the personalised Entitlement and Acceptance Form accompanying the Prospectus. Instructions on how and when to apply under the Offer are set out in the Prospectus. Eligible Shareholders should read the Prospectus carefully.

If you require further information, please contact the Company Secretary on +61 8 9321 0715 between 8:30 am and 5:00 pm AWST or via email at investors@audalia.com.au.

Yours sincerely
AUDALIA RESOURCES LIMITED

Brent Butler
 CEO and Executive Director