



Dear Shareholder,

INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

Maximus Resources Limited (**Company**) is pleased to offer you the opportunity to increase your investment in the Company through a Share Purchase Plan (**SPP**).

Proceeds raised through the SPP will principally be used to restock consumable levels at the Burbanks Processing Facility for commencement of milling operations, accelerate exploration activities on the Spargoville Gold Project and for general working capital.

The Offer

The SPP is offered exclusively to all eligible shareholders who are recorded on the Company's share register at 6.30 pm (ACST) on 20 April 2017 (**Record Date**).

It provides shareholders with an opportunity to buy a parcel of new shares in the Company with no brokerage or commission costs, irrespective of the size of your shareholding, up to a maximum value of \$15,000.

The issue price of each share under the SPP is \$0.002 which represents a 20% discount to the volume weighted average market price of the Company's shares on the ASX, calculated over the last 5 days on which sales of shares in the Company were recorded, before the date of announcement of the SPP. The market price of shares in the Company may rise or fall between the date of this offer and the date that the new shares are issued to you under the SPP.

The issue of shares under the SPP will be limited to 500,000,000 new fully paid ordinary shares raising a maximum of \$1,000,000 (20.48% of the number of fully paid ordinary shares of the Company already on issue). If applications for more than 500,000,000 shares are received, the Company may, in its absolute discretion, undertake a scale-back to the extent and in the manner it sees fit.

Participation in the SPP is optional and the right to participate is not transferable. The Offer opens on Thursday 27 April 2017 and remains open for subscription until 5.00pm (ACST) on Thursday 18 May 2017.

Full details on the SPP and how to participate are contained in the documents attached. To apply for a parcel of shares please read these documents carefully and follow the instructions on the enclosed personalised application form.

Your continuing support as a shareholder of Maximus Resources Limited is appreciated.

Yours sincerely,

Robert Kennedy
Chairman

Maximus Resources Limited - Share Purchase

Plan Terms and Conditions

This document sets out the terms and conditions of the offer under the Share Purchase Plan ("SPP")

THE OFFER AT A GLANCE

Key Dates*

20 April 2017	Record Date 6.30pm (ACST) The date on which the Company determined eligible shareholders.
27 April 2017	Opening Date The date the SPP opens.
18 May 2017	Closing Date The date on which the SPP closes. Applications and payments (including BPAY®) must be received by 5.00pm (ACST).
25 May 2017	Issue Date The date shares are issued and any scale-back of the shares to be issued under the SPP is announced.
26 May 2017	Share Trading Date The date on which it is expected that shares will commence trading on the ASX.

**Maximus Resources Limited has the discretion and reserves the right to alter key dates.*

Offer Details

Issue Price	\$0.002 per share which represents a 20.00% discount to the volume weighted average market price of the Company's shares on the ASX calculated over the last 5 days on which sales of shares in the Company were recorded before the date of announcement of the SPP.
Minimum Application Amount	The minimum application amount is \$1,000 (500,000 shares).
Maximum Application Amount	The maximum application amount is \$15,000 (7,500,000 shares).
Permitted Application Amounts	Each eligible shareholder is entitled to purchase share parcels valued at any one of \$1,000 (500,000 shares), \$2,000 (1,000,000 shares), \$5,000 (2,500,000 shares), \$7,500 (3,750,000 shares), \$10,000 (5,000,000 shares) or \$15,000 (7,500,000 shares).

Questions and Answers

1. What is the Share Purchase Plan?

The Share Purchase Plan (**SPP**) is an opportunity for eligible shareholders to purchase additional ordinary shares in the Company up to a maximum of \$15,000 (7,500,000 shares) at a discount to the market price without brokerage and commission costs.

All shares issued to you under the SPP will rank equally with your existing shares and will carry the same voting rights and other entitlements.

2. Who is eligible to participate in the SPP?

Participation in the SPP is open to each person registered as a holder of ordinary shares in the Company on the Record Date, who has an address in Australia or New Zealand.

3. What is the Issue Price of the Shares?

The issue price of each share issued under the SPP is \$0.002 which represents a 20% discount to the volume weighted average market price of the Company's shares on the ASX calculated over the last 5 days on which sales of shares in the Company were recorded before the date of announcement of the SPP.

The market price of shares in the Company is subject to market volatility and may rise or fall between the date of this offer and the date that shares are issued to you under the SPP. This means that the issue price you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the SPP.

4. How many Shares can I apply for under the SPP?

Regardless of the shares you currently own, you are entitled to apply for a parcel of shares in the Company valued at \$1,000 (500,000 shares), \$2,000 (1,000,000 shares), \$5,000 (2,500,000), \$7,500 (3,750,000 shares), \$10,000 (5,000,000 shares) or \$15,000 (7,500,000 shares). You may only apply in aggregate up to a maximum amount of \$15,000 (7,500,000 shares).

If you hold shares in more than one capacity (for example you are both a joint holder and a sole holder), the maximum amount you can apply for under the SPP in all capacities in aggregate is \$15,000 (7,500,000 shares).

By applying to purchase shares under the SPP, you will have agreed to be bound by the terms and conditions of the SPP as set out in this offer document.

5. How do I apply for Shares under the SPP?

If you wish to participate in the SPP, please follow the instructions set out on the enclosed personalised application form and send this form together with your cheque or money order made payable to "Maximus Resources Limited" to:

Maximus Resources Limited
c/- Computershare Investor Services Pty Limited
GPO Box 2987
Adelaide SA 5001

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Alternatively you can make a BPAY® payment as shown on the application form. If you make a BPAY® payment, you do not need to return the application form. By making a BPAY® payment you are giving the Company the certification contained on the application form. Please note that you can only make a BPAY® payment from an Australian bank account.

If you wish to participate you should ensure that your **application form and payment is received by no later than 5.00pm (ACST) on 18 May 2017.**

Please allow adequate time for mail deliveries.

You will not be able to withdraw or revoke your application once you have sent us the completed application form and payment or payment has been made by BPAY®.

6. How long is the SPP offer open for?

The SPP opens on 27 April 2017 and is expected to close on 18 May 2017.

If you wish to participate you should ensure that your **application form and payment is received by no later than 5pm (ACST) on 18 May 2017.**

7. Do I have to participate in the SPP?

Participation in the SPP is voluntary.

Before you apply for shares we recommend you seek independent financial advice from your professional advisor or stockbroker.

8. Is the SPP underwritten?

The SPP is not underwritten.

9. Will the directors participate in the SPP?

The Directors of the Company are eligible to participate in the SPP as holders of ordinary shares in the Company on the record date, with a registered address in Australia and New Zealand. The directors intend to participate in the SPP.

10. Further assistance

If you have any questions in relation to the SPP please contact your professional advisor or stockbroker.

If you require information on how to complete the application form please contact the Company on (08) 7324 3172.

Maximus Resources Limited - Share Purchase

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Pursuant to the Share Purchase Plan (**SPP**) Maximus Resources Limited (**Company**) is offering its shareholders the opportunity to acquire additional fully paid ordinary shares in the Company up to a maximum value of \$15,000 (7,500,000 shares) at a discount to the market price of the Company's shares on the Australian Securities Exchange (**ASX**) without the need to pay brokerage or commission costs and without the need for the Company to issue a Prospectus, upon such terms and conditions as the Board of the Company in its absolute discretion sees fit.

Shareholders Eligibility to Participate

Participation in the SPP is open to each person registered as a holder of ordinary shares in the Company on 20 April 2017 (**Record Date**), who has an address in Australia or New Zealand (**Eligible Shareholders**). Due to foreign security laws, it is not practical for shareholders who are resident in other countries to participate in the SPP.

Participation in the SPP is optional and is subject to these terms and conditions. Offers made under the SPP are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to shares offered under the SPP).

Joint shareholders are taken to be a single registered holder for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same holder or joint holders receive more than one offer under the SPP (for example if a holder has more than one holding under separate accounts), that holder or those joint holders may only apply for an aggregate maximum parcel of \$15,000 worth of shares (7,500,000 shares) between any joint or individual holdings.

Trustees and nominees are able to apply for one maximum parcel of \$15,000 worth of shares (7,500,000 shares) under the SPP for each beneficiary that is expressly noted on the Company's share register as a trustee or nominee for a named beneficiary. If the Company's share register does not record a named beneficiary in respect of the trustee or nominee holding, or the shares are held by a custodian, the trustee, nominee or custodian must give the Company a certification which complies with Class Order 09/425 if it wishes to apply for shares on behalf of multiple beneficiaries under the SPP. Please contact the Company to obtain the required form of certification.

By electing to participate in the SPP, the shareholder will be deemed to have certified to the Company that in

respect of that shareholder, at the time of the application, the total price in aggregate does not exceed \$15,000 for:

- shares the subject of the application under the SPP;
- any other shares applied for under the SPP or any other shares issued under any similar arrangement in the 12 months before the application under the SPP;
- any other shares that the shareholder has instructed a custodian to acquire on their behalf under the SPP or that have been issued to a custodian under an arrangement similar to the SPP in the 12 months before the application under the SPP on the instruction of the shareholder and that are held beneficially by the shareholder.

Furthermore shareholders will be deemed to have confirmed, in relation to all shares applied for by them under the SPP, that they do not make application for any other person in circumstances which might involve any breach of securities law of any jurisdiction other than Australia and New Zealand and have agreed to be bound by the Company's Constitution in respect of all the shares issued to them under the SPP.

Issue Price

The issue price of each share issued under the SPP is \$0.002 which represents a 20% discount to the volume weighted average market price of the Company's shares on the ASX calculated over the last 5 days on which sales of shares in the Company were recorded before the date of announcement of the SPP.

The market price of shares in the Company may rise or fall between the date of this offer and the date that shares are issued to you under the SPP. This means that the issue price that you pay for the shares may be greater than or less than the market price of the shares at the date of issue of the shares under the SPP. Accordingly, you should seek your own financial advice in relation to this offer.

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Application and Notices

At the discretion of the directors of the Company, Eligible Shareholders will be sent a letter of offer, terms and conditions and an application form, inviting them to subscribe for shares under the SPP.

Eligible Shareholders may apply to purchase a parcel of shares under the SPP valued at any one of \$1,000 (500,000 shares) **Minimum Application Amount**, \$2,000 (1,000,000 shares), \$5,000 (2,500,000), \$7,500 (3,750,000 shares), \$10,000 (5,000,000 shares) or \$15,000 (7,500,000 shares) **Maximum Application Amount**.

If you wish to participate in the SPP you must complete the attached personalised application form and provide payment in accordance with the instructions set out on the application form. Alternatively, you may pay electronically using BPAY® and quote your reference number that has been provided on the personalised application form, in which case you do not need to return the application form. Note BPAY® payments can only be made through an Australian financial institution.

If paying by BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by 5.00pm (ACST) on 18 May 2017. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the application form. Applications will not be accepted after 5.00pm (ACST) on 18 May 2017.

The Company reserves the right to reject any application where it believes there is non-compliance with any of the terms or conditions of the SPP.

Applications and payments may not be withdrawn once the Company has received them. No interest will be paid on any application money returned to you.

By returning the application form or by making the BPAY® payment you are giving the Company the certifications in these terms and conditions and in the application form.

Any application money received in excess of the amount required for the number of new shares you successfully apply for will be refunded to you without interest. If the amount is received is less than \$1,000 (minimum subscription amount), the Company will not issue any new shares to you and the money received from you will be refunded without interest.

Scale-back

The Company does not intend to issue more than 500,000,000 ordinary shares under the SPP. If applications for more than 500,000,000 shares are received, the Company may, in its absolute discretion, undertake a scale-back to the extent and in the manner it sees fit and a shareholder may be issued a lesser number of Shares than applied for. In this case, the difference between the application moneys received and the number of new shares allocated to you multiplied by the issue price, will be refunded to you by cheque. Any scale-back will be announced on 25 May 2017. If the Company scales-back an application or purported application, the Company will promptly return the relevant application monies by cheque and will be sent by mail to the applicant's registered address, without interest.

If the scale back produces a fractional number of new shares, the number of new shares issued will be rounded up to the nearest whole share

Underwriting

The SPP is not underwritten.

Shares Issued under the SPP

Shares issued under the SPP will rank equally in all respects with all other ordinary fully paid shares in the Company from the date of issue.

Shareholder holding statements and/or CHES notification will be issued in respect of all shares.

After the issue of shares under the SPP, the Company will make application for those shares to be quoted on the official list of the ASX.

Modification and Termination of the SPP

The Company may modify or terminate the SPP at any time.

The Company will notify ASX of any modification to, or termination of, the SPP. The omission to give notice of any modification to, or termination of, the SPP or the failure of ASX to receive such notice will not invalidate the modification or termination.

Governing Law

The Offer is governed by the law in force in South Australia. By accepting the Offer, you submit to the non-exclusive jurisdiction of the Courts of South Australia. This document has been prepared for publication in

Maximus Resources Limited - Share Purchase

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Australia and New Zealand only and may not be released elsewhere. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any jurisdiction other than Australia and New Zealand. In particular, the securities referred to in this document have not been, and will not be, registered under the United States Securities Act of 1993 as amended (US Securities Act), and may not be offered or sold in the United States or to or for the account or benefit of 'US Persons' (as defined in Regulation S under the US Securities Act) in the absence of registration or an available exemption from registration.

Dispute Resolution

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the SPP, whether generally or in relation to any participant or application, and the decision of the Company will be conclusive and binding on all participants and other persons to whom the determination relates.

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the directors of the Company or any delegate of the directors of the Company.

Contact Details

If you have any questions regarding the SPP or how to deal with this offer, please contact your professional advisor or stockbroker. If you require information on how to complete the application form please contact the Company on (08) 7324 3172.



Maximus Resources Limited

ABN 74 111 977 354

For all enquiries:

Phone:



(within Australia) (08) 7324 3172

(outside Australia) 61 8 7324 3172

Web:



www.investorcentre.com/contact

MXR

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

Share Purchase Plan Application Form

 **Your payment must be received by 5:00pm (ACST) Thursday 18 May 2017**

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.

By making payment you agree to be bound by the Constitution of Maximus Resources Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Maximus Resources Limited shares on the terms of the Share Purchase Plan (SPP).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP or any similar arrangement in the 12 months prior to the date of submission of the payment,

does not exceed \$15,000.

Maximus Resources Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP whether generally or in relation to any participant or application.

Any determinations by Maximus Resources Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Maximus Resources Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP, to amend or vary those terms and conditions or to suspend or terminate the SPP at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Maximus Resources Limited does not notify you of that event.

Step 1: Registration Name & Offer Details

Details of the shareholding and the 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

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms of the SPP.

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 this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Maximus 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. 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.

Maximus Resources Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (ACST) Thursday 18 May 2017

© Registered to BPAY Pty Limited ABN 69 079 137 518


Turn over for details of the Offer →

Share Purchase Plan Application Form

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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: Record date: **Thursday 20 April 2017**


Minimum value available to purchase: **\$1000**

Maximum value available to purchase: **\$15,000**

STEP 2 Make Your Payment

	Bill Code: 99999
	Ref No: 1234 5678 9123 4567 89

Pay by Mail:

 Make your cheque, bank draft or money order payable to "**Maximus Resources Limited**" and cross "**Not Negotiable**".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 2987 Adelaide South Australia 5001 Australia

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

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 (ACST) Thursday 18 May 2017. 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 Maximus 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 must be received by CIS by no later than 5:00pm (ACST) Thursday 18 May 2017. 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 Maximus 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 Computershare Investor Services Pty Limited (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

Purchase Details for Maximus Resources Limited (choose one option)

<input type="checkbox"/> \$1,000 (500,000 shares)	OR	<input type="checkbox"/> \$2,000 (1,000,000 shares)	OR	<input type="checkbox"/> \$5,000 (2,500,000 shares)
<input type="checkbox"/> \$7,500 (3,750,000 shares)	OR	<input type="checkbox"/> \$10,000 (5,000,000 shares)	OR	<input type="checkbox"/> \$15,000 (7,500,000 shares)



Entitlement No: 12345678

Payment must be received by 5:00pm (ACST) Thursday 18 May 2017

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ Daytime Telephone _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$

123456789123456789+0000000001-5002+15