



14 August 2019

Dear Shareholder,

Non-Underwritten, Pro Rata, Non-Renounceable Rights Offer – Notification to Ineligible Shareholders

On 12 August 2019, Woomera Mining Limited (ASX: WML) (“WML” or “Company”) announced a non-underwritten, pro rata, non-renounceable rights issue of up to 111,567,118 new fully paid ordinary shares in the Company (“New Shares”) on the basis that eligible shareholders will be entitled to subscribe for one (1) New Share for every 1.2 existing shares held by the eligible shareholder at 7.00 pm (ACST) on Friday, 16 August 2019 (“Record Date”) at an offer price of \$0.025 per New Share, together with one free attaching option for every two (2) New Shares subscribed for and issued, to raise up to approximately \$2,789,178 (“Rights Offer”).

Information about Rights Offer

The Company announced the Rights Offer on 12 August 2019 and lodged a transaction specific prospectus in respect of the Rights Offer with the ASX on 13 August 2019 (“Prospectus”). Eligible Shareholders are invited to subscribe for one New Share for every 1.2 Shares held as at the Record Date at an Offer Price of \$0.025 per New Share, together with one (1) attaching option for every two (2) New Shares subscribed for and issued. This is the “Priority Offer”.

As part of the Rights Offer, Eligible Shareholders may, subject to conditions, apply for New Shares not applied for under the Priority Offer in excess of their entitlements (“Additional Shares”) at the same issue price of \$0.025 per New Share (“Shortfall Offer”). To the extent that the number of New Shares applied for under the Priority Offer and Shortfall Offer is less than 111,567,118, the remaining New Shares will form part of a general offer to Eligible Shareholders and the public. This is the “Public Offer”.

Further details of the Rights Offer, including the number of shares held by and approximate voting power of the substantial shareholders after completion of the Rights Offer, are set out in the Prospectus lodged with the ASX on 13 August 2019 which will be dispatched to Eligible Shareholders, together with a personalised Entitlement and Acceptance Form, by 21 August 2019.

Eligibility to participate in the Rights Offer

A person is eligible to participate in the Rights Offer if they are a registered holder of shares in the Company on the Record Date and have an address on the Company’s share register in Australia or New Zealand (“Eligible Shareholder”).

The Company has otherwise determined, pursuant to Rule 7.7.1(a) of the Listing Rules of the Australian Securities Exchange (“Listing Rules”), that it would be unreasonable to make offers under the Prospectus to shareholders with registered addresses outside of Australia and New Zealand (“Ineligible Shareholders”), having regard to the small number of such shareholders and the costs of complying with legal and regulatory requirements in each of those jurisdictions.

Accordingly, in compliance with Rule 7.7.1(b), the Company wishes to advise you that, as your registered address is in a place outside Australia or New Zealand, you are deemed to be an Ineligible Shareholder and therefore not eligible to participate in the offer to subscribe for New Shares or options under the Rights Offer. You will not be sent a Prospectus or a personalised Entitlement and Acceptance Form in relation to the Rights Offer.

Use of Proceeds from the Rights Offer

The Company will use the proceeds from the Rights Offer to fund the acquisition of an 80% interest in the Mt Venn Gold Project (“**Project**”), exploration expenditure in respect of the Project, and working capital of the Company. Further details regarding the use of funds and the Project is set out in the Prospectus lodged with the ASX on 13 August 2019.

Dealing with your rights

An Eligible Shareholder’s Rights are non-renounceable. Accordingly, Eligible Shareholders may not trade their entitlements on the ASX.

Important dates of the Rights Offer

The indicative timetable for the Rights Offer is as follows:

Date*	Event
Monday, 12 August 2019	Rights Offer Announcement Date
Tuesday, 13 August 2019	Lodgement of Prospectus and Appendix 3B (Rights Offer) with ASIC and ASX
Wednesday, 14 August 2019	Company sends letter to Eligible and Non-Eligible Shareholders containing information of the Offer and the Offer Timetable
Thursday, 15 August 2019	Rights Offer Ex Date Company shares trade on an ex-basis for the Rights Offer
	Settlement of New Shares pursuant to the Placement Lodgement of Appendix 3B (Placement)
At 7:00pm (ACST) on Friday, 16 August 2019	Rights Offer Record Date
Wednesday, 21 August 2019	Rights Offer Opening Date Rights Offer opens Prospectus dispatched to Eligible Shareholders
	Friday, 6 September 2019
At 5:00pm (ACST) on	Rights Offer Closing Date

Date*	Event
Wednesday, 11 September 2019	
Thursday, 12 September 2019	Rights Offer – Quotation on a deferred settlement basis
Monday, 16 September 2019	Rights Offer Shortfall Notification Date Company announces results of the Rights Offer and notifies ASX of under-subscriptions (if any)
Wednesday, 18 September 2019	Rights Offer Allotment Date Issue date under Offer – Deferred settlement trading ends
Thursday, 19 September 2019	Rights Offer Trading Date Normal trading of Rights Offer Shares
Friday, 20 September 2019	Rights Offer Dispatch Date Dispatch of holding statements

*This Timetable is indicative only. Applicants are encouraged to submit their Entitlement and Acceptance Form and Application Monies as soon as possible after the Rights Offer opens. The Directors may vary these dates subject to the Listing Rules. An extension of the Closing Date will delay the anticipated date for allotment and issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Rights Offer any time prior to allotment and issue of the New Shares. In that event, the relevant Application Monies (without interest) will be refunded in full to Applicants.

Purpose of this letter

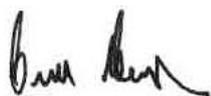
This letter is to inform you about the Rights Offer, and to explain why you will not be able to subscribe for New Shares or options under the Rights Offer. This letter is not an offer to issue New Shares or options to you, nor an invitation for you to apply for New Shares or options.

You are not required to do anything in response to this letter.

If you have any questions in relation to any of the above matters, please contact WML's Company Secretary, Jonathan Lindh, on 08 8232 6201 (within Australia) or +61 8 8232 6201 (outside Australia).

On behalf of the Board of WML, we thank you for your continued support.

Yours sincerely,



Mr Neville Martin

Chairman