

Invitation to Participate in Share Purchase Plan

Dear Fellow Shareholder

On 14 June 2017, the Directors of Monax Mining Limited (**Monax** or **the Company**) announced a Share Purchase Plan (**SPP**) to raise up to \$800,000. The plan entitles eligible shareholders of the Company to purchase up to \$15,000 worth of fully paid ordinary shares in the Company, free from all brokerage and commissions.

New shares under the SPP will be issued at \$0.006 per share, a 20.0% discount to the Company's volume weighted average share price for the 5 trading days prior to 13 June 2017.

Proceeds raised through the SPP will provide the Company with funds to progress drilling programs at the Company's Percyville and Croydon gold projects and the requisite working capital to progress detailed due diligence on project opportunities.

Accompanying this letter is a document which explains how the new shares will be issued should you participate in this offer. Also included is a personalised application form which you need to complete in accordance with the instructions provided and return to Computershare with payment. Please return the application form in the reply paid envelope or make a payment via BPAY® so that it is received no later than 5.00pm (Adelaide time) on 7 July 2017.

The SPP will open on 21 June 2017 and close at 5.00 pm (Adelaide time) on **7 July 2017** with shareholders registered as at the close of business on eligible to participate in the offer.

Shareholders can purchase a maximum of \$15,000 worth of shares or intervals of \$500, \$1,000, \$2,000, \$5,000 and \$10,000.

The issue of shares under the SPP will be limited to 133,333,333 new fully paid ordinary shares at to raise a maximum of \$800,000. If applications for more than 133,333,333 new fully paid ordinary shares are received, the Company may, in its absolute discretion, undertake a scale-back to the extent and in the manner it sees fit.

Monax Directors reserve the right to close the SPP early. Applications will be accepted and allocated on a first come, first accepted basis, as the Company's directors decide. Participation in the SPP is optional and the right to participate is not transferable.

If you have any concerns about what to do, you should contact your broker or other financial adviser. You can also call the Company and ask to speak to the Company Secretary on (08) 8232 8320.

On behalf of your Directors, I thank you for your past support and invite you to consider this opportunity for future investment in the Company.

Thank you



Robert M Kennedy
CHAIRMAN

MONAX MINING LIMITED
ACN 110 336 733

SHARE PURCHASE PLAN – OFFER DOCUMENT

Share Purchase Plan (SPP)	The SPP provides eligible holders of shares in Monax Mining Limited (Company) with the opportunity to acquire up to \$15,000 worth of additional shares in the Company (Shares). There is a maximum of \$800,000 of capital to be raised representing 133,333,333 shares at \$0.006 per share. Applications will be accepted on a first come, first accepted basis, or such other basis as the Company's directors decide in their absolute discretion. Accordingly, you may not receive the full amount or any of the shares for which you have applied. If this is the case, the excess subscription monies will be refunded to you without interest as soon as reasonably practicable. Each offer is made on the same terms and conditions. The SPP may allow some shareholders to lift their holding to a marketable parcel size.														
Eligibility	Registered holders of fully paid Shares at close of business on 13 June 2017 and having a registered address in either Australia or New Zealand are eligible to participate in the SPP (Eligible Shareholders).														
Issue Price	The price per Share issued under the SPP will be \$0.006 each. This price is a 20.0% discount to the Company's five day volume weighted average price for the period ending at the close of trade on 13 June 2017 (being the last day of trading prior to the announcement of the SPP).														
Underwriting	The SPP is not underwritten.														
Amount to invest	You may apply for a minimum of 83,333 shares at a total application price of \$500 up to a maximum of 2,500,000 shares at a total application price of \$15,000 or any other parcel of shares as set out below: <table data-bbox="667 1400 1066 1792"> <tr> <th>Amount</th><th>Shares</th></tr> <tr> <td>\$ 500</td><td>83,333</td></tr> <tr> <td>\$ 1,000</td><td>166,667</td></tr> <tr> <td>\$ 2,000</td><td>333,333</td></tr> <tr> <td>\$ 5,000</td><td>833,333</td></tr> <tr> <td>\$ 10,000</td><td>1,666,667</td></tr> <tr> <td>\$ 15,000</td><td>2,500,000</td></tr> </table> Please note that your investment will equate to the receipt of shares in Monax which is equal to the nearest whole share.	Amount	Shares	\$ 500	83,333	\$ 1,000	166,667	\$ 2,000	333,333	\$ 5,000	833,333	\$ 10,000	1,666,667	\$ 15,000	2,500,000
Amount	Shares														
\$ 500	83,333														
\$ 1,000	166,667														
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\$ 15,000	2,500,000														

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Indicative timetable* <i>*Subject to the Corporations Act 2001 and the Listing Rules of ASX Limited, these dates may be varied by the directors without prior notice. In particular, the directors reserve the right to either close the offer early or extend the closing date of the offer without prior notice to you.</i>	Record Date – 13 June 2017 Opening Date for receipt of Applications – 21 June 2017 Closing Date for receipt of Applications – 7 July 2017 Date of Issue of Shares – 17 July 2017 Anticipated Date of Quotation of Shares – 18 July 2017
How to apply	If you wish to participate in the SPP you must complete the enclosed Application Form in accordance with the instructions on that Form and return it together with a cheque made payable to “Monax Mining Limited Share Purchase Plan” before the Closing Date. Alternatively, you can participate in the SPP using BPAY (refer to the reverse of the enclosed Application Form for further details).
Rights attached to Shares	New Shares will rank equally with existing Shares on issue at the date of allotment.
Transferring rights	The offer is non-renounceable meaning rights to take up Shares cannot be transferred.
What to do if you receive more than one Application Form	If you receive more than one Application Form, or if you hold Shares in more than one capacity, for example if you are both a sole and joint holder of Shares, you may apply on different application forms for Shares, however, the maximum value of Shares you may apply for under the SPP is \$15,000 (which equates to 2,500,000 shares).

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Summary of risks	All investments are subject to risks. An investment in the Company is subject to risks specific to the Company and to general risks such as economic conditions, variations in the local and global markets for listed shares, or mining companies in particular and demand for commodities. While it is impossible to identify all risks, we draw your attention to the following risks associated with an investment in the Company: (a) the Company may require additional funds to carry out further exploration or development of existing or new projects. The Company's ability to raise those funds within an acceptable time frame, and on terms acceptable to the Company, will vary according to a number of factors; (b) exploration by its nature contains elements of significant risk. Ultimate success depends on the discovery of economically recoverable resources, obtaining the necessary titles and governmental regulatory approvals and obtaining suitable finance for mining operations, if and when a decision to mine is made; (c) the Company's success depends on the competencies of its directors and senior management. The loss of one or more of the Company's directors or senior management could have a material adverse effect on the Company's business, financial position and operations; (d) the Company's projects are subject to State and Federal laws and regulations regarding environmental matters. The Company's activities and operations cannot be carried out without prior approval by all relevant authorities; (e) the Company has signed various contracts with others. There is a risk of financial failure or default by the other party to these arrangements. Any breach or failure may lead to penalties or termination of the relevant contract.
Other terms, conditions and important notices	Other terms, conditions and important notices relating to the SPP appear on the following page and should be read in full before applying for Shares.

OTHER IMPORTANT TERMS, CONDITIONS AND NOTICES

1. You should be aware that the market price of Shares may rise or fall before the Shares are allotted to you under the SPP; therefore, the issue price of Shares under the SPP may exceed or be less than the market price of Shares at the time of allotment to shareholders.
2. Shareholders will be bound by the constitution of the Company and these terms and conditions by accepting the offer to acquire Shares under the SPP.

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SHARE PURCHASE PLAN – OFFER DOCUMENT

3. The Company has a broad discretion to accept or reject your application to purchase Shares under the SPP, including (without limitation) if: your Application Form is incorrectly completed or incomplete or otherwise determined by the Company to be invalid; the cheque or money order that you enclose with the Application Form is not made out for the exact value of the parcel of Shares that you have selected on the Application Form, is dishonoured or has not been completed correctly; or the Company believes that you are not an Eligible Shareholder.
4. You may not receive the full amount or any of the Shares for which you have applied under the SPP. No interest will be paid on any application money returned to you.
5. If you apply to participate in the SPP by completing and returning the Application Form, or by using BPay:
 - 5.1 your application, on these terms and conditions, will be irrevocable and unconditional (it cannot be withdrawn);
 - 5.2 you acknowledge that you are an Eligible Shareholder;
 - 5.3 you certify that you have not applied for Shares with an aggregate application price in excess of \$15,000 under the SPP and any similar arrangement in the 12 months prior to your application, even though you may have received more than one offer under the SPP or received offers in more than one capacity under the SPP;
 - 5.4 you acknowledge that you are lawfully permitted to accept the offer to acquire Shares under the SPP and participate in the SPP in accordance with the laws applicable in Australia and any other applicable laws in the jurisdiction in which you and/or the beneficial owner of your Shares are situated.
6. The Company may modify or terminate the SPP at any time. The Company will notify ASX of any modification 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 termination or modification.
7. The Company may, in any manner it thinks fit, settle 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, application or Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.
8. Where a registered holder is a custodian that holds Shares on behalf of another person (Beneficiary) (whether directly or indirectly through one or more interposed custodians), the Company can only issue Shares totalling more than \$15,000 in any consecutive 12 month period to that custodian if, on application for the Shares, the custodian certifies in writing:
 - 8.1 that the custodian holds Shares (directly or indirectly) on behalf of one or more Beneficiaries;
 - 8.2 the number of Beneficiaries;
 - 8.3 the name and address of each Beneficiary for whom the custodian applies for Shares;

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- 8.4 for each Beneficiary, the number of Shares that the custodian holds (directly or indirectly) on behalf of that Beneficiary;
 - 8.5 for each Beneficiary, the number or dollar amount, of Shares the Beneficiary or another custodian has instructed the custodian to accept on behalf of the Beneficiary;
 - 8.6 for each Beneficiary, that the application price for the Shares applied for on their behalf, and any other Shares in a class applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed \$15,000;
 - 8.7 that a copy of the written offer document was given to each Beneficiary; and
 - 8.8 where the custodian holds Shares on behalf of a Beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.
- 9. For further information about the custodian application process, a shareholder should contact the Company's share registry, Computershare Investor Services Pty Limited, on 1300 556 161 (callers within Australia) or +61 3 9415 4000 (callers outside Australia), or consult your financial or other professional advisor.
 - 10. Applications received from custodians must be accompanied by a completed and signed certificate in respect of the matters set out in ASIC Class Order (CO 09/425).
 - 11. This document has been prepared for publication in 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, 1993 as amended (US Securities Act), and may not be offered or sold in the United States 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.
 - 12. This offer document does not contain all the information which may be required in a prospectus or product disclosure statement. Accordingly, it is important that you carefully read and understand publicly available information regarding the Company as well as this offer document, before applying for shares. This information, such as the Company's annual and interim reports and other announcements, is available at asx.com.au.



MONAX
MINING LIMITED

ACN 110 336 733

For all enquiries:

Phone:



(within Australia) 08 8232 8320

(outside Australia) 61 8 8232 8320

Web:



www.investorcentre.com/contact

MOX

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 (Adelaide time) Friday 7 July 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 Monax Mining Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Monax Mining 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.

Monax Mining 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 Monax Mining Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Monax Mining 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 Monax Mining 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

Note that shares may be purchased subject to purchase of the minimum value and not exceeding the maximum value. 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 **"Monax Mining 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.

Monax Mining Limited Share Purchase Plan Application Form
Payment must be received by 5:00pm (Adelaide time) Friday 7 July 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: **Tuesday 13 June 2017**

Minimum value available to purchase: **\$500**

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

STEP 2**Make Your Payment**

Billers Code: 267591
Ref No: 1234 5678 9123 4567 89

Pay by Mail:

Make your cheque, bank draft or money order payable to "**Monax Mining 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 (Adelaide time) Friday 7 July 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 Monax Mining 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 (Adelaide time) Friday 7 July 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 Monax Mining 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

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Purchase Details for Monax Mining Limited (choose one option)

☐ \$500 (83,333 shares) OR ☐ \$1,000 (166,667 shares) OR ☐ \$2,000 (333,333 shares)

☐ \$5,000 (833,333 shares) OR ☐ \$10,000 (1,666,667 shares) OR ☐ \$15,000 (2,500,000 shares)



Entitlement No: 12345678

Payment must be received by 5:00pm (Adelaide time) Friday 7 July 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