



Yellow Rock Resources Limited ABN 90 116 221 740

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21 March 2014

Dear Shareholder

NOTICE TO SHAREHOLDERS – NON-RENOUCEABLE RIGHTS ISSUE

Yellow Rock Resources Limited (Company) announced on 28 February 2014 a pro-rata non-renounceable rights issue of fully paid ordinary shares in the capital of the Company (New Shares) on the basis of one (1) New Share and one (1) free attaching option for every one (1) existing share held at the record date, which is 28 March 2014 (Record Date).

The Rights Issue is non-renounceable and is available to all eligible Yellow Rock Resources Limited shareholders registered on the Record Date as detailed in the timetable below. Please note that shareholders at the Record Date that have an address registered outside of Australia may not be eligible to participate in the Rights Issue.

Shares under the Rights Issue will be offered at 1 cent per New Share.

The maximum number of New Shares which may be issued under the Rights Issue is 349,026,205 to raise approximately \$3,490,262 (based on the current capital structure of the Company). In addition, up to 349,026,205 free attaching options will be issued.

New Shares issued under the Rights Issue will rank equally with existing shares and the Company will apply for official quotation of the New Shares.

Free attaching options will be exercisable at \$0.015 each on or before 31 December 2017. The Company will not apply for quotation of the free attaching options.

An entitlement and acceptance form containing your entitlement will be sent to you with the Prospectus on the date referred to in the timetable below.

Please note that where the determination of an eligible shareholder results in a fraction of a share, such fraction shall be rounded down to the nearest whole share. New Shares issued will rank equally with all existing shares on issue. Shareholder approval is not required in relation to the Rights Issue. Trading in the New Shares will commence on the first business day following dispatch of the holding statements.

A Prospectus has been lodged with the ASX on or about 20 March 2014 in respect of the Rights Issue. The Prospectus is available on the ASX website and will be mailed to shareholders on 3 April 2014. However, the Prospectus will not constitute an offer in any place in which or to any person to whom it would be unlawful to make such an offer. Accordingly, it is the responsibility of non-resident applicants to obtain all necessary approvals for the allotment and issue to them of securities pursuant to the Prospectus.

Number	Ordinary Shares	Partly Paid shares	Options
On Issue before Rights Issue	349,206,205	80,000,000	230,000,000
New securities Issued under Rights Issue (if fully subscribed)	349,206,205	-	349,206,205
Total	698,412,410	80,000,000	579,206,205

The purpose of the Rights Issue is to raise approximately \$3,490,262 (before expenses of the Rights Issue). The Company intends to apply the funds raised from the Rights Issue as follows;

- meet the costs of the offer;
- progress on the Company's projects, and
- general working capital.

The total number and class of all securities quoted on ASX (including the maximum number of New Shares to be issued under the Rights Issue on an undiluted basis — ie. assuming none of the Company's existing options are exercised) is as follows:

The timetable for the Rights Issue is as follows:

Event	
Announcement of Rights Issue	Friday, 28 February 2014
Appendix 3B, Prospectus lodged with ASX	Thursday, 20 March 2014
Notice sent to Security Holders	Friday, 21 March 2014
Ex Date	Monday, 24 March 2014
Record Date	Friday, 28 March 2014
Prospectus Dispatched to Shareholders	Thursday, 3 April 2014
Rights Issue Opens	Thursday, 3 April 2014
Closing Date (5pm WST)	Thursday, 17 April 2014 (10 business days from open)
New Shares trading on a deferred settlement basis	Tuesday, 22 April 2014
ASX notified of under subscriptions	Thursday, 24 April 2014
Issue Date/Dispatch	Wednesday, 30 April 2014
New Shares Commence Normal Trading	Thursday, 1 May 2014

*Subject to the Listing Rules, the Directors reserve the right to extend the closing date for the offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

**Dates are indicative only.



Sydney Chesson
Chairman