



ABN 28 102 747 133

Paradigm Metals

Level 1, 330 Churchill
Avenue
Subiaco WA 6008
PO Box 540
Subiaco WA 6904

W www.paradigmmetals.com.au
E info@paradigmmetals.com.au
T +61 8 9200 4482
F +61 8 9200 4469

5 August 2014

Dear Paradigm Metals Limited Shareholder,

Paradigm Metals Limited (**Paradigm** or **Company**) is pleased to offer eligible shareholders the opportunity to sell their small shareholding without incurring any brokerage or handling costs.

This offer applies to shareholders who at 5:00pm WST on 4 August 2014 (**Record Date**) were holders of ordinary shares in Paradigm (**shares**) valued at less than \$500 (**Unmarketable Parcel**) based on a price of \$0.002 per share, being the closing price of shares on the Australian Securities Exchange (**ASX**) on the Record Date.

Paradigm is offering this facility as it provides the following benefits:

- Holders of less than a marketable parcel have the opportunity to sell their shares without incurring a brokerage or handling cost which, in proportion to the value of their holding, may otherwise render a sale unattractive or uneconomical; and
- The expense and administration involved in maintaining shareholders with less than a marketable parcel is reduced.

Attached is a copy of the correspondence being sent to eligible shareholders.



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ABN 28 102 747 133

7 August 2014

Dear Paradigm Metals Limited Shareholder,

Notice of Intention to Sell Shares of Less than a Marketable Parcel

Paradigm Metals Limited (**Paradigm** or **Company**) is pleased to offer eligible shareholders the opportunity to sell their small shareholding without incurring any brokerage or handling costs.

This offer applies to shareholders who at 5:00pm WST on 4 August 2014 (**Record Date**) were holders of ordinary shares in Paradigm (**shares**) valued at less than \$500 (**Unmarketable Parcel**) based on a price of \$0.002 per share, being the closing price of shares on the Australian Securities Exchange (**ASX**) on the Record Date.

Paradigm is offering this facility as it provides the following benefits:

- Holders of less than a marketable parcel have the opportunity to sell their shares without incurring a brokerage or handling cost which, in proportion to the value of their holding, may otherwise render a sale unattractive or uneconomical; and
- The expense and administration involved in maintaining shareholders with less than a marketable parcel is reduced.

The Company has approximately 1,068 shareholders of which approximately 830 hold less than a marketable parcel of shares that in aggregate represent approximately 9.17% of all issued shares.

Our records show that you are the holder of an Unmarketable Parcel as at the Record Date and accordingly your shareholding is eligible to participate in this share sale facility. You may choose to sell all of your holding or retain your existing holding as explained below.

The options are described below:

1. Sell all of your Unmarketable Parcel

If you wish to sell your shares without incurring brokerage or handling costs, you do not need to take any action other than completing a Direct Credit Facility form (enclosed). Paradigm is authorised under Clause 5.4 and 5.5 of its Constitution to sell your shares following the closing date of 22 September 2014 (**closing date**). Your shares will be pooled with other shares under this facility and sold as soon as practicable after the closing date.

Paradigm has appointed CPS Capital Pty Ltd to act as an execution-only broker on behalf of shareholders to effect any sales under this facility.

The price that you receive for your shares under the Facility will be determined by when and how the shares are sold. Paradigm directors may sell your shares on market or in any other way they consider fair and reasonable in the circumstances. If the shares are sold on market the price will depend on a number of factors, including market conditions at the time of sale. You will not have control over the time at which your shares are sold, the price you receive may be different from the price appearing in the newspaper or quoted by ASX on any day, may not be the best price on the day that your shares are sold and may be an average price per share based on the price obtained for all the shares sold under the facility. If the Paradigm directors sell your shares other than on market, the price will be the price that the Paradigm directors have been able to negotiate with the acquirer or acquirers.

Paradigm may also consider buying your shares back under a minimum holding buy-back. Any shares bought back by Paradigm will be at a price equal to the simple average of the closing price of the Company's shares quoted on ASX for the ten trading days prior to the date on which your shares are bought back. If Paradigm decides to proceed with the sale of your shares under a minimum holding buy-back, your shares will be transferred to Paradigm, and will then be immediately cancelled in accordance with the Corporations Act 2001 (Cth).

Sale proceeds will be paid to you in Australian dollars by direct credit. You must complete and return the enclosed Direct Credit Facility form. Non-resident holders who do not have an account with an Australian Financial Institution will be paid in Australian dollars by cheque. Amounts less than \$100 which remain unclaimed at the conclusion of the statutory period for unclaimed monies will be donated to a charity of the Company's choice.

All costs associated with the sale or buy-back of your Shares will be borne by the Company. No brokerage will be payable by you.

If your shares are held in a CHESS holding, Paradigm may, after the closing date initiate a holding adjustment to move your shares to the issuer sponsored sub-register for the purpose of this facility.

Any tax consequences arising from the sale or buy-back of your shares will be your responsibility.

2. Retain your existing holding

If you wish to retain your existing holding then you must either:

- correctly complete, sign and return the enclosed Share Retention Form so that it is received by 5.00pm WST on 22 September 2014, being the closing date of this facility;
- if you hold shares in multiple holdings, arrange to have these holdings merged into one holding which has 250,000 or more shares on the closing date; or
- make your own arrangements outside this facility to purchase additional shares so that you are the registered holder of 250,000 or more shares on the closing date.

If you successfully take one of these steps, Paradigm will not be entitled to sell or buy back your shares.

Important information

Paradigm reserves the right to vary, delay or terminate this sale facility by notice to the ASX.

Paradigm is not bound to sell or buy back any or all of the shares that may be available for it to sell under this facility, and there is no guarantee that Paradigm will be able to sell your shares or that it will buy them back. In addition, the sale proceeds may differ from the market value of your shares on the Record Date, depending on movements in the market price of the shares and on the Company appointed broker's ability to procure purchasers.

The Company will determine whether a shareholder has a less than marketable parcel as at the Record Date. The Company will not have any reference to any increase in the price of shares after the Record Date in determining whose shares may be sold or bought back pursuant to this facility.

If you have a less than marketable parcel as at the Record Date, then unless you take one of the steps outlined in section 2 of this letter, Paradigm will be entitled to sell or buy back your shares under this facility.

None of Paradigm, CPS Capital Pty Ltd, or any other person involved in the facility shall be liable for failure to sell the shares or at a particular price. The price of Paradigm shares is subject to change and an up-to-date price can be obtained from the ASX website (www.asx.com.au) under the code "PDM".

Paradigm does not make any recommendation or provide any advice to you regarding whether to sell your holding under this facility or retain your existing holding.

If you require advice as to whether to sell your shares, please consult your legal, financial or taxation adviser.

For further information, please contact the Company on +61 8 9200 4491 between the hours of 8.30am and 5.00pm WST Monday to Friday.

Yours faithfully

On behalf of the Board of Paradigm Metals Limited
Brian McMaster
Director

SRN/HIN

SUBREGISTER

SHARES HELD

SHARE RETENTION FORM

IMPORTANT: This is an important document and requires your immediate attention.

Paradigm Metals Limited (**Company**) is implementing a sale facility for shareholders with a parcel of shares in the Company which is valued at less than \$500.00 (**Sale Facility**). The letter dated 7 August 2014 accompanying this form sets out further details about the Sale Facility. If you do not want the Company to sell the parcel of shares stated at the top of this form under the Sale Facility, you must complete and return this form so that it is received by the Company's share registry no later than 5.00pm WST on 22 September 2014. If your holding of the Company's shares registered under the above holder number (SRN/HIN) increases to more than \$500.00 by on market purchases or otherwise, then your holding will not be sold under the Sale Facility.

If you are in any doubt as to how to deal with this form, you should consult your professional advisor.

1 RETENTION OF SHARES – (please tick this box to indicate you wish to retain your shares)

I/We refer to the letter from the Company dated 7 August 2014 and hereby give notice that we would like to retain my/our shares.

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2 CONTACT DETAILS

Please use details where we can contact you between the hours of 9:00am and 5:00pm should we need to speak to you about your form.

Telephone Number

()

Contact Name (PRINT)

3 SIGNATURE(S)

You must sign this form for your instructions in this Retention Form to be executed

By signing and returning this form, I/we confirm that I/we understand that my/our shares **WILL NOT BE SOLD** under the Sale Facility.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

THIS FORM MUST BE RECEIVED BY NO LATER THAN 5.00PM WST on 22 SEPTEMBER 2014

Refer overleaf for instructions on how to use this form

INSTRUCTIONS TO COMPLETION OF THIS RETENTION FORM

REGISTRATION DETAILS – NAME AND ADDRESS

SRN/HIN - this is your holder number for the purposes of identifying you on the Company register (see below for consolidation of holdings).

SUBREGISTER – if your holding is on the CHESS subregister and you require any amendments to your registration details, then you must notify your sponsoring broker. ISSUER SPONSORED holders should contact our share registry Automic Registry Services whose details are on the front of this form.

SHARES HELD – this is the number of shares you held at 5.00pm WST on 4 August 2014.

CONSOLIDATION OF HOLDINGS

If you have more than one holding on the Company register, you should consider consolidating them. You can download a “Consolidation of Holdings” form by visiting our share registry website – www.automic.com.au – and clicking on the “FORMS” tab.

Note: If any of your holdings you wish to consolidate is held on the CHESS subregister, you must contact your sponsoring broker.

1 RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company’s discretion as to whether or not it is your intention to retain your shares.

2 CONTACT DETAILS

Please enter a contact number we may reach you on between the hours of 9:00am and 5:00pm. We may use this number to contact you regarding completion of this Form.

3 SIGNING REQUIREMENTS

- Individual:** Where the holding is in one name, the Shareholder must sign.
- Joint holding:** Where the holding is in more than one name, all of the Shareholders must sign.
- Power of Attorney:** If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
- Companies:** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

HOW TO LODGE YOUR RETENTION FORM

To assist you in lodging your Form a reply paid envelope has been enclosed for your use. No postage stamp is required if it is posted within Australia. Alternatively, if you have lost the reply paid envelope your completed Retention Form can be mailed or delivered to either of the below addresses. The postal rule does not apply so please ensure your Form is received by the registry no later than 5.00pm WST on 22 September 2014.

Mailing Address

Paradigm Metals Limited
C/- Automic Registry Services
PO Box 223
WEST PERTH WA 6872

Hand Delivery

(Please do not use this address for mailing purposes)

Paradigm Metals Limited
C/- Automic Registry Services
Level 1
7 Ventnor Avenue
WEST PERTH WA 6005

**YOUR RETENTION FORM MUST BE RECEIVED BY NO LATER THAN
5.00PM WST ON 22 SEPTEMBER 2014**



PARADIGM METALS LIMITED
ABN 28 102 747 133

All Registry Communications to:
Automatic Registry Services
PO Box 223, West Perth, Western Australia 6872
P +61 (0)8 9324 2099 | F +61 (0)8 9321 2337
E info@automatic.com.au

Holder Number

Direct Credit Facility

This form must be forwarded to Automatic Registry Services

A REQUEST FOR DIRECT CREDITING OF PAYMENTS

Please credit all cash payments from the above holding directly to our account at the following Australian financial institution.

BSB Number

Account Number

Name in which account is held (eg: John Smith)

Name of Australian bank or financial institution

Name of branch or suburb or town

Type of account (eg: cheque, savings)



DO NOT USE YOUR CARD NUMBER

If you are unsure of your account or BSB number, please check with your bank, building society or credit union.

B SIGN HERE - THIS SECTION MUST BE SIGNED FOR YOUR INSTRUCTIONS TO BE EXECUTED

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments to which I/we am/are entitled to be paid in cash, but do not override any previous Reinvestment Plan instructions.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Individual: This form is to be signed by the security holder.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: To sign as Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form.

Companies: Director, Company Secretary, Sole Director and Sole Company Secretary can sign. Please indicate the office held by signing in the appropriate space.

Day Month Year

Privacy Clause: Automatic Pty Ltd (ACN 152 260 814) trading as Automatic Registry Services (Automatic) advises that Chapter 2C of the Corporations Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – www.automic.com.au