



ABN 48 106 732 487

ASX Announcement

18 December 2018

Unmarketable Parcel Share Sale Facility

Matsa Resources Limited ("Matsa", "Company") is pleased to announce the establishment of a share sale facility (**Facility**) for holders of fully paid ordinary shares in the Company (**Shares**) valued at less than \$500. The Facility is subject to the terms and conditions set out in the attached documents.

A marketable parcel of Shares is a parcel of Shares that has a market value of more than \$500. As at market close on 17 December 2018 (**Record Date**), the Directors have determined an unmarketable parcel of Shares is any shareholding of less than 3,333 Shares (**Unmarketable Parcel**) based on a price of \$0.15 per Share, being the closing price of Shares on the ASX on the Record Date.

As at the Record Date, the Company has 1,881 shareholders, 524 of whom hold an Unmarketable Parcel. The fact that a holding of Shares is less than a marketable parcel does not mean that the holding is not capable of being sold. Rather, the Company is providing the Facility to allow shareholders with an Unmarketable Parcel of Shares to dispose of those Shares via the Facility as they might otherwise find it difficult to sell their Shares due to the small size of their holding. The Company is also looking to reduce the administrative costs associated with maintaining a large number of small shareholders on its register.

Attached is a copy of the letter to shareholders and share retention form which will be dispatched to all shareholders who held an Unmarketable Parcel of Shares on the Record Date. For further information please contact:

Yours sincerely

Andrew Chapman
Company Secretary

CORPORATE SUMMARY

Executive Chairman

Paul Poli

Director

Frank Sibbel

Director & Company Secretary

Andrew Chapman

Shares on Issue

176.93 million

Unlisted Options

22.40 million @ \$0.17 - \$0.30

Top 20 shareholders

Hold 53.42%

Share Price on 17th December 2018

15 cents

Market Capitalisation

\$26.54 million



18 December 2018

Dear Shareholder

Sale of your Unmarketable Parcel of Matsa Resources Limited Shares

The Program

Matsa Resources Limited (**Company**) (ASX: MAT) is pleased to announce an opportunity for you to sell your shareholding without incurring any brokerage or handling costs. This program is available to eligible shareholders who, at 4.00pm Australian Western Standard Time (**AWST**) on 17 December 2018 (**Record Date**), were holders of fully paid ordinary shares in the Company (**Shares**) valued at less than \$500.00 (**Program**).

Based on a price of \$0.15 per share, being the closing price of Shares on the Australian Securities Exchange (**ASX**) on the Record Date, a small holding under the Program is any holding of 3,333 Shares.

This Program closes at 5.00pm (AWST) on 8 February 2019 (**Closing Date**).

The number of Shares which will constitute a small holding at the Closing Date will be any holding of Shares worth \$500.00 or less (**Small Holding**).

Our records show that you held less than \$500.00 worth of Shares on the Record Date. Consequently, your holding of Shares is eligible for this Program, if you continue to hold a Small Holding as at the Closing Date.

The Company makes this Program available pursuant to the provisions of rule 8.2 of the Company's constitution which allows for the sale of Shares held by a shareholder of a Small Holding.

The Company recognises that there are many shareholders who hold Small Holdings who may find it difficult or expensive to dispose of their Shares. This Program provides eligible shareholders with a convenient way to sell Shares and at the same time allows the Company to reduce its significant costs associated with administering many small shareholdings.

Information in this letter and in the **enclosed** documents will assist you to make a choice whether to:

- sell your holding; or
- retain your existing holding.

To sell your holding

If you wish to dispose of your Shares without incurring any brokerage or handling costs, then **you do not need to do anything** and your Shares will be sold, if you hold a Small Holding on the Closing Date.

If you choose to do nothing and do not return the **enclosed** Share Sale Facility form by the Closing Date, subject to rule 8.2 of the constitution **all** of your Shares will be sold at the Company's discretion. The Company will hold the proceeds from any of your Shares sold (**Sale Consideration**) in trust for you and will notify you in writing that the Sale Consideration in respect of your Shares has been received by the Company and is being held by the Company pending instructions from you as to how it is to be dealt with. If you have provided direct credit payment details to the Company's share registrar, Advanced Share Registry (Advanced) for your holding and authorised such

payments to be made by direct credit, the Sale Consideration will be paid to your nominated account by EFT. You will not incur any brokerage or handling costs associated with the disposal of your Shares. If you wish to update your direct credit instructions, please contact Advanced.

If you do nothing, **all** of your Shares will be pooled with other Small Holdings under the Program and sold on the ASX. In addition, if you do nothing, you will be deemed to appoint the Company, its Directors and its Secretary (jointly and severally) as your attorney for the sale to take all steps, in your name, or on your behalf as they or any of them consider appropriate to transfer your Shares and the Company, its directors or its secretary may appoint an agent to undertake such actions.

Sale proceeds

The sale proceeds to which you will be entitled will be calculated by dividing the aggregate of the total proceeds from the sale of all Shares sold under this Program, by the total number of Shares sold under this Program, and multiplied by the number of Shares you held, which were sold, with the total Sale Consideration rounded up to the nearest cent. All participants who have their Shares sold under this Program will receive the same average price per Share.

This price may be more or less than the actual price at which your Shares are sold.

You will be notified by way of a transaction confirmation statement of the number of your Shares sold, and the price and total sale proceeds. The transaction confirmation statement will be issued in accordance with the communications instructions as advised to the share register.

If your Shares are in a CHESS holding, the Company may, after the Closing Date, move your Shares from the CHESS holdings to an issuer sponsored holding or certificated holding for the purposes of divestment by the Company in accordance with the Program.

To retain your existing holding

If you wish to retain your existing holding of Shares then you must:

- complete and return the **enclosed** Share Sale Facility form so that it is received by Advanced by the Closing Date at the following address:

PO Box 1156, Nedlands Western Australia 6909; or
- make your own arrangements outside the Program to purchase additional Shares so that your shareholding is worth at least \$500.00 on the Closing Date. If you have more than one holding of Shares, then you can contact Advanced to assist with consolidating them into a single holding. In order to ensure that your Shares are not sold by the Company, any additional Shares must be held in the same holding as your current Shares (i.e., you must advise your broker to purchase the Shares under the same Holder Identification Number (**HIN**) or Securityholder Reference Number (**SRN**) that is stated on the **enclosed** forms) and must be registered by the Closing Date.

Key dates

Event	Date
Record Date	4pm AWST 17 December 2018
Documents mailed to all shareholders who held less than A\$500 worth of Shares on the Record Date	24 December 2018
Sale facility Opening Date (notice period commences)	24 December 2018
Closing Date for receipt of Share Retention Form	8 February 2019
Remittance of Sale Proceeds	Prior to 15 March 2019

* These dates are indicative and may change, subject to applicable legal and regulatory requirements.

Important Information

It is important that you read and understand this letter and the continuation election notice.

The market price of Shares is subject to change from time to time. Whilst the Company will endeavour to ensure the best available sale price and purchase price is achieved for your Shares under this Program, no assurance or certainty can be provided by the Company about the price at which Shares are sold or acquired. Up to date information on the market price of Shares is available on the ASX website (www.asx.com.au). The Company reserves the right to vary, delay or cancel the sale of your Shares and not proceed with any sale of shares at any time before your Shares are sold.

This Program does not take into account the individual investment objectives, financial situation or particular needs of each eligible shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to participate in this Program.

The Company, its directors and officers make no recommendation as to whether you should participate in the Program and none of them should be taken to be giving any financial advice to you. However, any shareholder support to this cost reduction and efficiency initiative is much appreciated.

Other Information and Enquiries

If you have any further questions please contact the Company on +61 8 9230 3555 between 8.30am and 5.00pm (AWST) Monday to Friday.

Yours faithfully



PAUL POLI
EXECUTIVE CHAIRMAN

**All correspondence to:
Advanced Share Registry**

PO Box 1156, Nedlands, WA 6909
110 Stirling Hwy, Nedlands, WA 6009
P: +61 8 9389 8033 | F: +61 8 9262 3723
E: admin@advancedshare.com.au
W: www.advancedshare.com.au

Sub-Register	
HIN / SRN	

Please Complete the
form in Capital Letters.

A	B	C
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1	2	3
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Where a choice is required,
mark the box with an 'X'

X

Share Sale Facility Form

You should read Matsa Resources Limited (the Company)'s document that accompanied this form carefully.
If you are in any doubt as to how to deal with this form, please consult a professional advisor.

A. Number of Shares

The number of Shares that you held at 4.00pm (AWST) on 17 December 2018

B. Retention of Less Than Marketable Parcels of Shares

Should you wish to retain your shares, please tick the box below and complete the 'Sign Here' section.
This form must be received by the Company's share registry by 5.00pm (AWST) on 8 February 2019 to retain your shares.

☐ Retain my/our shares

C. Sale of Less Than Marketable Parcels of Shares

Should you wish to sell your shares and be paid from the sale of the shares by direct credit, please provide your banking details and complete the 'Sign Here' section.

If the form is not received by the Company's share registry by 5.00pm (AWST) on 8 February 2019, your shares will be sold, and the sale proceeds will be paid by cheque.

Non-resident holders will be paid in Australian dollars by cheque only.

Account Name

Please note the Account Name(s) must be the same as that registered above.

BSB

Account Number

Name of Bank/Financial Institution

Branch Suburb/Town

Contact details - Please provide your contact details in case we need to speak to you about this form.

Name of contact person

Contact person's daytime telephone number

Email Address

Sign here - This section must be signed before we can process this form.

By signing and returning this form, I/we confirm that I/we understand that my/our shares will be arranged in accordance with my instruction, under the unmarketable parcel Share sale process.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Date Month Year

TO BE A VALID INSTRUCTION, THIS FORM MUST BE RECEIVED BY NO LATER THAN 5.00PM (AWST) ON 8 FEBRUARY 2019.

Share Retention / Sale of LTMP Instructions

Securityholders who wish to retain their shares must return this form to the Company's share registry by no later than 5.00pm (AWST) on 8 February 2019

Number of Shares as at Record Date

This is the total number of Shares you held at 4.00pm (AWST) on 17 December 2018.

Retention of Less Than Marketable Parcels of Shares

Please mark the box on the front of the form to retain your shares, and return it in accordance with the lodgement instructions below.

If this form is not received by that time, and you have not otherwise validly notified the Company that you wish to retain your Shares by that time, the Company will be entitled to have your Shares sold for you.

Sale of Less Than Marketable Parcels of Shares

Australian residents will be paid their sale proceeds in Australian dollars by direct credit to an account held with an Australian Financial Institution. You must complete and return this form, including your direct credit of payments instruction in section C. Where a Share Sale Facility Form has not been returned, sale proceeds will be paid by cheque.

Non-resident holders who do not have an account with an Australian Financial Institution will be paid in Australian dollars by cheque.

Contact details

Enter the name of a contact person, telephone number and email address. These details will only be used in the event that the registry has a query regarding this form.

Signatures

You must sign and date the form as follows in the space provided:

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

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Consolidation of shareholdings

If you have more than one holding on Matsa Resources Limited's register and you do not sell your shares under the Less Than Marketable Parcel of Share Sale process, you should consider consolidating them. For further advice in this regard, please contact ADVANCED SHARE REGISTRY.

Lodgement of Form

If you wish to retain your Shares, this form must be completed and received by ADVANCED SHARE REGISTRY Perth by no later than 5.00pm (AWST) on 8 February 2019.

It is your responsibility to allow sufficient time for this form to be received by ADVANCED SHARE REGISTRY.

This form must be sent to the Company's share registry by:

Mail: Matsa Resources Limited, C/: Advanced Share Registry Services, PO Box 1156, Nedlands WA 6909
Hand Delivery: Advanced Share Registry Services, 110 Stirling Highway, Nedlands WA 6009
Facsimile: +61 9262 3723
Email: admin@advancedshare.com.au

Neither ADVANCED SHARE REGISTRY nor the Company accepts any responsibility if you lodge this form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by ADVANCED SHARE REGISTRY, as registrar for the Company, for the purpose of effecting your instructions in relation to the Share Sale process, maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to the Company and its professional advisers, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by ADVANCED SHARE REGISTRY, or you would like to correct information that is inaccurate, incorrect or out of date, please contact ADVANCED SHARE REGISTRY. In accordance with the Corporations Act 2001(Cth), you may be sent material (including marketing material) approved by the Company in addition to general corporate communications. You may elect not to receive marketing material by contacting ADVANCED SHARE REGISTRY.

This form may not be used to notify your change of address. For information please contact ADVANCED SHARE REGISTRY on (618) 9389 8033 or visit the share registry at www.advancedshare.com.au.