



2 July 2019

Dear Fellow Shareholder

Invitation to Participate in Share Purchase Plan

On 24 June 2019, the Directors of Dreadnought Resources Ltd. (**Dreadnought** or **the Company**) announced a Share Purchase Plan and a Small Shareholding Sale Facility.

Share Purchase Plan (SPP)

The SPP 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. Participation in the SPP is optional and the right to participate is not transferable. New shares under the SPP will be issued at \$0.003 per share, a 25% discount to the Company's volume weighted average share price for the 5 trading days prior to 19 June 2019. Shareholders can purchase a maximum of \$15,000 worth of shares or intervals of \$1,000, \$2,000, \$5,000 and \$10,000.

Accompanying this letter is a document which explains how the new shares will be issued should you participate in this SPP. Also included is a personalised application form which you need to complete in accordance with the instructions provided and return to Computershare with payment. 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.

The SPP will open on **2 July 2019** and close at 5.00 pm (Perth time) on **23 July 2019** with shareholders registered as at the close of business on **21 June 2019 with a registered address in either Australia or New Zealand** eligible to participate in the SPP. Accordingly, 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 (Perth time) on **23 July 2019**.

No minimum or maximum amount has been set under the SPP which is not underwritten. The Company reserves the right to close the SPP early and to scale back applications.

Small Shareholding Sale Facility

Shareholders with small shareholdings will find enclosed in this mailpack a Notice of Retention form and those who wish to retain their shares must complete and return to the share registrar the Notice of Retention form or participate in the Share Purchase Plan.

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 8800. 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

A handwritten signature in black ink, appearing to read "Paul Chapman".

Paul Chapman
CHAIRMAN

DREADNOUGHT RESOURCES LIMITED
ACN 119 031 864

SHARE PURCHASE PLAN – OFFER DOCUMENT

Share Purchase Plan (SPP)	<p>The SPP provides eligible holders of shares in Dreadnought Resources Limited (Dreadnought or the Company) with the opportunity to acquire up to \$15,000 worth of additional shares in the Company (Shares) at \$0.003 per new 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. The company reserves the right to close the SPP early and scale back applications or elect to increase the amount raised under the SPP. Each offer is made on the same terms and conditions.</p> <p><u>The SPP may allow some shareholders to lift their holding to a marketable parcel size and shareholders are encouraged to do so.</u></p>																		
Eligibility	Registered holders of fully paid Shares at close of business on 21 June 2019 and having a registered address in either Australia or New Zealand are eligible to participate in the SPP (Eligible Shareholders).																		
Issue Price	The Issue Price of Shares under the SPP is \$0.003 (0.3 cents) per Share, which is equal to the issue price under the Placement and which represents a 25% discount to the 5 day volume weighted price of Share over the period up to 19 June 2019 (being the last trading day prior to the announcement of the Placement and SPP).																		
Underwriting	The SPP is not underwritten.																		
Amount to invest	<p>The maximum investment for each Eligible Shareholder is \$15,000 aggregate and the minimum investment is \$1,000.</p> <table border="1" data-bbox="608 1352 1307 1751"> <thead> <tr> <th></th> <th style="text-align: center;">Investment</th> <th style="text-align: center;">Shares</th> </tr> </thead> <tbody> <tr> <td style="text-align: center;">A</td> <td style="text-align: center;">\$ 1,000 (minimum)</td> <td style="text-align: center;">333,333</td> </tr> <tr> <td style="text-align: center;">B</td> <td style="text-align: center;">\$ 2,000</td> <td style="text-align: center;">666,667</td> </tr> <tr> <td style="text-align: center;">C</td> <td style="text-align: center;">\$ 5,000</td> <td style="text-align: center;">1,666,667</td> </tr> <tr> <td style="text-align: center;">D</td> <td style="text-align: center;">\$ 10,000</td> <td style="text-align: center;">3,333,333</td> </tr> <tr> <td style="text-align: center;">E</td> <td style="text-align: center;">\$ 15,000 (maximum)</td> <td style="text-align: center;">5,000,000</td> </tr> </tbody> </table> <p>Please note that your investment will equate to the receipt of shares in Dreadnought which is equal to the nearest whole share.</p>		Investment	Shares	A	\$ 1,000 (minimum)	333,333	B	\$ 2,000	666,667	C	\$ 5,000	1,666,667	D	\$ 10,000	3,333,333	E	\$ 15,000 (maximum)	5,000,000
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Indicative timetable*	<p>Record Date – 21 June 2019, 5pm WST</p> <p>Announcement of SPP – 24 June 2019</p>																		

*Subject to the Corporations Act 2001 and

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<p>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.</p>	<p>Opening Date for receipt of Applications – 2 July 2019</p> <p>Closing Date for receipt of Applications – 23 July 2019, 5pm WST</p> <p>Date of allotment of Shares – 30 July 2019</p> <p>Anticipated Date of Quotation of Shares – 31 July 2019</p>
<p>How to apply</p>	<p>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 “Dreadnought Resources Limited Share Purchase Plan” before 5pm WST on the Closing Date. Alternatively, you can participate in the SPP using BPAY® (refer to the reverse of the enclosed Application Form for further details).</p>
<p>Rights attached to Shares</p>	<p>New Shares will rank equally with existing Shares on issue at the date of issue.</p>
<p>Transferring rights</p>	<p>The offer is non-renounceable meaning rights to take up Shares cannot be transferred.</p>
<p>What to do if you receive more than one Application Form</p>	<p>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 in aggregate under the SPP is \$15,000.</p>
<p>Summary of risks</p>	<p>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 and exploration 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:</p>

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Summary of risks	<p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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;</p> <p>(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.</p>
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.
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

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dishonoured or has not been completed correctly; or the Company believes that you are not an Eligible Shareholder. Any applications for less than \$1,000 will be returned.

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 amount 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; and
 - 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 New Zealand 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 totaling 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;
 - 8.4 for each Beneficiary, the number of Shares that the custodian holds (directly or indirectly) on behalf of that Beneficiary;

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- 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 Ltd, 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 or on the Company's website www.dreadnoughtresources.com.au.