

22 February 2022

Dear Optionholder

Retail Entitlement Offer – Notice to Optionholders

We write to you as the registered holder of options in Ora Banda Mining Limited ABN 69 100 038 266 (**ASX: OBM**) (**Company** or **OBM**).

As advised in the Company's ASX announcement dated 22 February 2022, OBM is proceeding with an accelerated, pro-rata and non-renounceable entitlement offer to issue approximately 300,000,000 New Shares (as defined below) to raise approximately A\$15 million (before costs) (**Entitlement Offer**). In conjunction with the Entitlement Offer, OBM also announced a placement to institutional investors of up to 100,000,000 New Shares (**Placement**, together with the Entitlement Offer, the **Offer**) to raise up to A\$5 million.

**Details of the
Entitlement
Offer**

The Entitlement Offer will comprise:

- an entitlement offer to eligible institutional Company shareholders (**Institutional Entitlement Offer**); and
- an entitlement offer to eligible retail Company shareholders (**Retail Entitlement Offer**).

Further information in relation to the Entitlement Offer has been disclosed in the announcement lodged with ASX on 22 February 2022. Additional details of the Retail Entitlement Offer will be provided in the offer booklet to be lodged with ASX on 1 March 2022 (**Offer Booklet**), which is available at www2.asx.com.au or from the Company's website, <https://orabandamining.com.au/>, for information purposes only.

The Entitlement Offer is fully underwritten by Euroz Hartleys Limited (ACN 104 195 057) and Fresh Underwriters Pty Ltd (ABN 61 056 617 862).

In relation to the Retail Entitlement Offer, only Company shareholders who:

- are registered as a holder of existing Shares (as defined below) as at 5:00pm (AWST) on 24 February 2022 (**Record Date**);
- have a registered address on the Company's share registry in Australia and New Zealand, is an Institutional Investor (as defined in the Offer Booklet) in another Permitted Jurisdiction (as defined in the Offer Booklet), or are a person that the Company has determined in its discretion is an Eligible Retail Shareholder;
- are not in the United States and are not acting for the account or benefit of a person in the United States (to the extent such a person holds existing Shares for the account or benefit of such persons in the United States);
- the Company determines in its absolute discretion did not receive an invitation or an offer to participate in (other than as a nominee, trustee or custodian, in each case in respect of other underlying holdings), or were

ORABANDAMINING.COM.AU

admin@orabandamining.com.au
1300 035 592 (callers within Australia – toll free)
+61 8 6365 4548

Level 1, 2 Kings Park Road, West Perth WA 6005
PO Box 464, West Perth WA 6872
ABN 69 100 038 266

	<p>otherwise ineligible to participate under, the Institutional Entitlement Offer; and</p> <ul style="list-style-type: none"> are eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer without a prospectus or other disclosure document or any lodgement, filing, registration or qualification, <p>will be eligible to participate (Eligible Retail Shareholders).</p> <p>The Retail Entitlement Offer entitles Eligible Retail Shareholders to subscribe for 4 new fully paid ordinary OBM shares (New Shares) for every 13 existing fully paid ordinary OBM shares (Shares) held on the Record Date at an issue price of \$0.05 per New Share (Issue Price). Eligible Retail Shareholders who subscribe for their full entitlement also have the right to apply for further New Shares out of the shortfall (if any) at the Issue Price.</p> <p>The Retail Entitlement Offer will be made without disclosure to investors, in accordance with section 708AA of the <i>Corporations Act 2001</i> (Cth) (Corporations Act).</p>
<p>Can you participate as an optionholder?</p>	<p>Under the terms of the OBM options you currently hold, you are not entitled to participate in the Retail Entitlement Offer.</p>
<p>What if you want to participate in the Retail Entitlement Offer?</p>	<p>For you to participate in the Retail Entitlement Offer, you must exercise any OBM options (subject to the terms of the OBM options) and be registered as an Eligible Retail Shareholder before the Record Date.</p> <p>To exercise some or all of your OBM options you will need to give notice in writing to OBM in accordance with the terms and conditions of issue of those OBM options together with payment of the exercise price in cleared funds for each OBM option exercised, with sufficient time to ensure that you are registered as a shareholder of the Company by the Record Date.</p> <p>The purpose of this notice is to advise you of the Retail Entitlement Offer and to give you adequate opportunity to exercise some or all of your OBM options so that you may be registered as an Eligible Retail Shareholder before the Record Date so that you may participate in the Retail Entitlement Offer.</p> <p>You should carefully consider your personal circumstances and the Offer Booklet before deciding whether to exercise your OBM options. If you are unsure what action you should take or have any questions about the Retail Entitlement Offer, you should contact your stockbroker, accountant or other professional adviser. Specifically, you will need to consider the terms of any restriction agreements that relate to your OBM options and how they impact your rights to exercise.</p>
<p>What will happen if you don't exercise your options?</p>	<p>If you do not want to exercise your OBM options and participate in the Retail Entitlement Offer, then you can continue to hold the OBM options in accordance with their terms and no action is required.</p>

The anticipated timetable for the Offer is as set out below. The timetable is indicative only and subject to change. Subject to the Corporations Act and the ASX Listing Rules, the Directors reserve the right to vary these dates, including the closing date of the Retail Entitlement Offer (**Closing Date**).

For all enquiries concerning the Retail Entitlement Offer, please call Computershare, the Company's Share Registry on 1300 850 505 from within Australia or +61 3 9415 4000 between 8:30am and 5:00pm (AEDT) Monday to Friday.

Yours faithfully



Peter Nicholson

Managing Director
Ora Banda Mining Limited

Indicative Timetable

Event	Date
Record Date for Entitlement Offer	5:00pm (AWST) 24 February 2022
Retail Entitlement Offer opens and dispatch of Offer Booklet	1 March 2022
Settlement of the Placement and Institutional Entitlement Offer	3 March 2022
New Shares under the Placement and Institutional Entitlement Offer issued	4 March 2022
Trading of New Shares issued under the Placement and Institutional Entitlement Offer	4 March 2022
Retail Entitlement Offer closing date	17 March 2022
Results of the Retail Entitlement Offer announced to the ASX	24 March 2022
Settlement of New Shares issued under the Retail Entitlement Offer	24 March 2022
Issue of New Shares under the Retail Entitlement Offer	24 March 2022
Trading of New Shares issued under the Retail Entitlement Offer	25 March 2022

The timetable above is indicative only and may be subject to change. The Company reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular:

- The New Shares issued under the Retail Entitlement Offer are expected to be allotted on 24 March 2022 and commence trading on ASX on a normal settlement basis on 25 March 2022.
- The Company's decision on the number of New Shares to be issued to you will be final.
- The Company reserves the right to extend the Closing Date, to accept late applications under the Retail Entitlement Offer (either generally or in particular cases) and to withdraw the Retail Entitlement Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the issue date of New Shares.

The commencement of quotation of New Shares is subject to confirmation from ASX.