

10 January 2018

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Dear Shareholder

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### Notice to Eligible Shareholders of Non-Renounceable Entitlement Offer

We write to you as the registered holder of shares in DevEx Resources Limited (ASX: DEV) (**DevEx** or the **Company**). As advised in the Company's ASX announcement dated 8 January 2018, the Company is undertaking a non-renounceable pro-rata entitlement offer to eligible shareholders of ordinary fully paid shares in the Company at an issue price of \$0.008 per share and on the of basis 1 new share (**New Share**) for every 2 shares held on the record date of 12 January 2018 (**Record Date**) (**Entitlement Offer**). Pursuant to the Entitlement Offer, the Company will issue up to 355,251,096 New Shares to raise up to \$2.84 million before costs.

The Entitlement Offer is available to all DevEx shareholders (**Shareholders**) registered on the Record Date whose registered address is in Australia or New Zealand (**Eligible Shareholders**). The Entitlement Offer is not being extended to any Shareholders with addresses outside these jurisdictions.

### Prospectus

Details of the Entitlement Offer are contained in the Prospectus. The Prospectus can be accessed from the ASX and DevEx websites, [www.asx.com.au](http://www.asx.com.au) and [www.devexresources.com.au](http://www.devexresources.com.au) respectively.

A copy of the Prospectus is intended to be sent to Eligible Shareholders on 17 January 2018.

### Purpose of the Entitlement Offer

Subject to the satisfactory completion of the Entitlement Offer, funds will be used primarily for exploration activities on the Company's existing projects including the Dundas Lithium-Gold Project, the West Arnhem Copper-Gold-Uranium Project and the Junee Copper-Gold Project, project generation and assessment, and general working capital.

### Indicative Timetable

The New Shares will be offered in accordance with the following indicative timetable:

Item	Date
Lodgement of Appendix 3B and Prospectus with ASX	8 January 2018
Notice of Entitlement Offer sent to Optionholders	
Notice of Entitlement Offer sent to Shareholders	10 January 2018
Shares quoted on an "EX" basis	11 January 2018
Record Date for determining Entitlements	12 January 2018
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders	17 January 2018
Last day to extend the offer closing date	25 January 2018
Closing Date of Entitlement Offer (5pm AEST)*	31 January 2018
Shares quoted on a deferred settlement basis	1 February 2018
Notification of Shortfall	5 February 2018
Anticipated date for issue of the shares	7 February 2018
Deferred settlement trading ends	
Anticipated date for commencement of shares trading on a normal settlement basis	8 February 2018

All dates are indicative only and subject to change without prior written notice. Any extension of the Closing Date will have a consequential effect on the date of issue of the New Shares.

## Shortfall

The Company reserves the right, subject to any restrictions imposed by the Corporations Act and the Listing Rules, to issue Shares not subscribed for under the Entitlement Offer (**Shortfall Shares**) in accordance with the following allocation policy.

The maximum amount of Shortfall Shares that Eligible Shareholders may be issued is the greater of the following:

- (a) three times that Eligible Shareholders' entitlement; or
- (b) \$10,000 worth of Shortfall Shares;
  - (i) if there is insufficient Shortfall Shares to satisfy the applications made in accordance with paragraph (a) above, the applications will be scaled back on a pro rata basis;
  - (ii) if any Shortfall Shares are remaining after the applications made in accordance with paragraph (a) above are satisfied, the Directors reserve the discretion to place any such remaining Shortfall Shares within three months after the close of the Entitlement Offer;
  - (iii) Directors and related parties will not be issued with any Shortfall Shares; and
  - (iv) no Shortfall Shares will be issued if their issue would contravene the takeover prohibition in section 606 of the Corporations Act.

## Effect on Capital Structure

The table below sets out the impact of the Entitlement Offer on the capital structure of the Company:

Detail	Number of Shares	Number of unquoted options
Balance at date of announcement of the Entitlement Offer	710,502,191	29,800,000
Maximum Number of New Shares offered under the Entitlement Offer*	355,251,096	Nil
Total at completion of the Entitlement Offer	1,065,753,287	29,800,000

\*Assuming no options are exercised prior to the Record Date and that the Entitlement Offer is fully subscribed.

The Directors of DevEx urge you to read the Prospectus carefully and seek advice from your financial adviser if you have any queries. This notice is to inform you of the Entitlement Offer. You are not required to do anything in respect to this letter.

For all enquiries concerning the Prospectus, please contact Kym Verheyen on +61 8 9322 3990. For all general shareholder enquiries, please contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Yours sincerely



Tim Goyder  
Chairman