

16 April 2019

Dear Shareholder

Notice to Eligible Shareholders of Non-Renounceable Entitlement Offer

We write to you as the registered holder of fully paid ordinary shares (**Shares**) in DevEx Resources Limited (ASX: DEV) (**Company**) as at today's date. As advised in the Company's announcement dated 4 April 2019, the Company is undertaking a non-renounceable pro-rata entitlement offer to eligible shareholders at an issue price of \$0.04 per Share, on the basis of 1 new Share (**New Share**) for every 4 Shares held as at 5pm (WST) on 18 April 2019 (**Record Date**), (**Entitlement Offer**).

The Entitlement Offer is available to all Company 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.

On the basis that no Shares are issued, or options exercised, prior to the Record Date, the Company will issue up to 26,410,038 New Shares under the Entitlement Offer to raise approximately \$1.05 million (before costs). For the purposes of calculating each Eligible Shareholder's entitlement, fractional entitlements to Shares and Options will be rounded up to the nearest whole number.

The Entitlement Offer is not underwritten. As announced on 4 April 2019, the Company has appointed Bell Potter Securities Limited as lead manager to the Placement and the Shortfall Offer.

Use of Funds

Subject to the satisfactory completion of the Entitlement Offer, funds raised pursuant to the Entitlement Offer are intended to be used towards drilling at the West Arnhem-Nabarlek Uranium-Copper-Gold Project, ongoing exploration at the Junee Copper-Gold Project and Bogong Copper-Gold Project, project generation and assessment and to cover the costs of the Entitlement Offer. Full details of the proposed use of funds are included in the Prospectus.

Prospectus

The Prospectus details the Entitlement Offer and was released to ASX on 15 April 2019. Defined terms herein have the same meaning as in the Prospectus.

The Prospectus can be accessed from the ASX and Company websites, www.asx.com.au and www.devexresources.com.au respectively. Eligible Shareholders will be mailed a copy of the Prospectus together with an Entitlement and Acceptance Form on 26 April 2019.

The Directors of the Company 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.

Key dates for the Entitlement Offer

The New Shares issued under the Entitlement Offer will be offered in accordance with the following indicative timetable:

Event	Date
Lodgement of Appendix 3B and Prospectus with ASIC and ASX Notice of Entitlement Offer sent to Optionholders	Pre-market open on 15 April 2019
Notice of Entitlement Offer sent to Shareholders	16 April 2019
Shares quoted on an "EX" basis	17 April 2019
Record Date for determining Entitlements	18 April 2019
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders	26 April 2019
Last day to extend the Entitlement Offer Closing Date	8 May 2019
Closing Date of Entitlement Offer	13 May 2019
Shares quoted on a deferred settlement basis	14 May 2019
Notification of Shortfall	16 May 2019
Anticipated date for issue of the Shares Deferred settlement trading ends	20 May 2019
Anticipated date for commencement of Shares trading on a normal settlement basis	21 May 2019

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 Offer

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:

- (a) the maximum amount of Shortfall Shares that Eligible Shareholders may be issued is the greater of the following:
 - (i) three times that Eligible Shareholders' Entitlement; or
 - (ii) \$10,000 worth of Shortfall Shares;
- (b) if there is insufficient Shortfall to satisfy the applications made in accordance with paragraph (a) above, the applications will be scaled back on a pro rata basis;
- (c) if any Shortfall is 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 in consultation with the Lead Manager;
- (d) Directors and related parties will not be issued with any Shortfall Shares; and
- (e) no Shares will be issued under the Shortfall Offer 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 and the Shortfall Offer under the Prospectus on the capital structure of the Company (assuming the Offers are fully subscribed and no further securities are issued):

	Shares	Options
Balance at the date of the Prospectus	105,640,151 ¹	6,833,336 ²
Maximum number of New Shares to be issued under the Entitlement Offer ³	26,410,038	Nil
TOTAL	132,050,189	6,833,336

Note:

1. Includes the issue of 13,700,000 Shares at an issue price of \$0.04 to raise \$548,000 under the placement on 10 April 2019.
2. Comprising of:
 - a. 1,650,002 unquoted Options exercisable at \$0.30 each on or before 30 November 2021;
 - b. 166,667 unquoted Options exercisable at \$0.30 each on or before 9 September 2021; and
 - c. 5,016,667 unquoted Options exercisable at \$0.10 each on or before 30 November 2021.
3. This assumes that all Shares offered under the Offer will be issued. The actual number of Shares to be issued will vary based on the Shares subscribed for and issued pursuant to the Offer. This number is also subject to rounding.

The Directors are pleased to present this opportunity to Eligible Shareholders.

For all enquiries relating to the Entitlement Offer, please contact the Company Secretary by telephone on +61 8 9322 3990 and for enquiries concerning an Application Form or your Entitlement, please contact Computershare Investor Services Pty Ltd on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Yours sincerely

A handwritten signature in black ink, appearing to read 'B. Bradley', with a stylized flourish at the end.

Brendan Bradley
Managing Director