

Tuesday 13 October 2020

Dear Shareholder

#### **SMALL SHAREHOLDING SALE FACILITY**

As announced on Thursday 8 October 2020, Godolphin Resources Limited (ASX: GRL) (Company) has established a small shareholding sale facility (Sale Facility) for shareholders who hold less than A\$500 worth of fully paid ordinary shares in the Company (Shares) and whose registered address is in Australia. The Sale Facility will allow those shareholders to sell their Shares cost effectively and simply, while also assisting the Company reduce the costs associated with servicing smaller Share holdings.

Based on a Share price of A\$0.235, being the closing price of Shares on the Australian Securities Exchange (ASX) on Wednesday 7 October 2020 (Record Date), a parcel of less than 2,127 Shares is an unmarketable parcel of Shares as defined in the ASX Listing Rules (Small Holding).

Our records show that you held a Small Holding of Shares on the Record Date (Your GRL Shares), and accordingly Your GRL Shares have been included in the Sale Facility.

#### **1. Sale Facility**

Under the Company's Constitution, the Company is permitted to sell a Small Holding. This letter is to inform you that the Company intends to invoke the provisions of Clause 2.7 and Schedule 4 of the Company's Constitution and sell your GRL Shares.

The Board recognises that although a Small Holding can be disposed of by you at any time, it may be difficult or expensive to do so. The Sale Facility provides you with a convenient way to sell your GRL Shares and is designed to reduce the Company's ongoing administrative costs of managing small holdings.

Information in this letter, and the enclosed documents will assist you in making a choice whether to sell or retain your GRL Shares.

Please read the Sale Facility Terms and Conditions before you decide to sell or retain your GRL Shares.

#### **2. To sell Your GRL Shares – do nothing**

If you want to have your GRL shares sold without incurring any brokerage or handling costs, then you do not need to take any action and your GRL Shares will be sold on your behalf by Open Markets (Broker) on the ASX if the market value of your GRL shares remains below A\$500 at 5.00pm (Sydney time) on Tuesday 24 November 2020 (Closing Date).

Your GRL Shares will be pooled with other small holdings that are to be sold by the Broker under the Sale Facility and sold on the ASX. All participants in the Sale Facility will receive the same price for their Shares.

The sale proceeds to which you will be entitled will be calculated by dividing the total proceeds from the sale of all Shares sold under the Sale Facility by the total number of Shares sold under the Sale Facility, multiplied by your GRL shares, rounded down to the nearest cent. This price may be more or less than the actual price at which your GRL shares are sold. The sale proceeds will be paid to you (without any deduction for brokerage) using the direct credit payment details recorded for your holding by electronic funds transfer. Where the Company does not have this information for you, or direct credit payments cannot be processed, then payment will be made to you by cheque. If you wish to update your direct credit instructions, you will need to do so via the Company's Registry, Automic Pty Ltd (Registry) either online via the Automic Investor portal at <https://investor.automic.com.au/#/home> or contact the Registry on 1300 288 664. Please note that these details must be updated by not later than the Closing Date.

If your GRL Shares are in a CHESS holding, the Company may, after the Closing Date, move your GRL Shares from the CHESS holding to an issuer sponsored holding for the purposes of the Sale Facility.

### 3. To retain your GRL Shares

If you want to retain your GRL Shares:

- (a) the Registry must receive the enclosed Share Retention Form completed in accordance with the instructions on that form by no later than 5.00pm (Sydney time) on Tuesday 24 November 2020. If the Share Retention Form is properly completed and is received by the Registry by the Closing Date, your Shareholding will remain unchanged; OR
- (b) you must through your own arrangements ensure that you hold at least A\$500 worth of Shares on the Closing Date (e.g. through purchasing additional Shares or consolidating your holdings of Shares). If you have more than one holding of Shares, then you can contact the Registry to facilitate consolidating your holdings into one single holding. So that your GRL Shares are not sold, any additional Shares purchased must be held in the same holding as your GRL Shares (i.e. under the same Holder Identification Number (HIN) or Securityholder Reference Number (SRN) that is stated on the enclosed Share Retention Form), and they must be registered before the Closing Date.

#### 4. Key dates<sup>1\</sup>

Record Date	7.00pm (Sydney time) Wednesday 7 October 2020
Announcement Date	Thursday 8 October 2020
Documents mailed to all shareholders who held less than A\$500 worth of Shares on the Record Date	Tuesday 13 October 2020
Sale Facility Opening Date	Tuesday 13 October 2020
Sale Facility Closing Date (last day for return of the Share Retention Form)	5.00pm (Sydney time) Tuesday 24 November 2020
Payment of proceeds to participating shareholders under the Sale Facility	No later than 60 days after the Closing Date (Saturday 23 January 2021)

#### 5. Important information

It is important that you read and understand this letter and the enclosed Sale Facility Terms and Conditions, and Share Retention Form.

Consistent with the Company's continuous disclosure obligations, the Company may release to the ASX information that may be material to your decision as to whether you want to sell or retain your GRL Shares.

This information will, if released, be available on both the ASX website ([www.asx.com.au](http://www.asx.com.au)) and the Company website ([www.godolphinresources.com.au](http://www.godolphinresources.com.au)) .

The market price of the Shares is subject to change from time to time. No assurance or certainty can be provided by the Company or the Broker about the price at which Shares will be sold. Up-to-date information on the market price of the Company's shares is available from the Company's website at [www.godolphinresources.com.au](http://www.godolphinresources.com.au), the financial pages of major Australian metropolitan newspapers, and the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX Code: GRL).

The Sale Facility does not take into account your individual investment objectives, financial situation, tax position or particular needs. The Company, its directors and management, and the Broker do not make any recommendation and cannot provide any advice as to whether you should participate in the Sale Facility and are not providing financial advice. You should consider seeking independent advice from a licensed professional adviser before making a decision as to whether or not to participate in the Sale Facility.

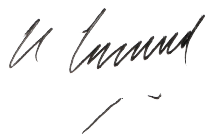
All references to currency are in Australian dollars unless otherwise stated.

If shareholders have any questions in relation to the Sale Facility, please contact the Company's

<sup>1</sup> These dates are indicative and may change, subject to compliance with applicable legal and regulatory requirements.

Registry Automatic on 1300 288 664.

Yours sincerely,

A handwritten signature in black ink, appearing to read "D Greenwood".

---

David Greenwood

Chief Executive Officer

Godolphin Resources Limited

## Share Sale Facility Terms and Conditions

### 1. Defined terms

**ASX** means the Australian Securities Exchange.

**Automatic** means the Registry.

**Broker** means Open Markets.

**Closing Date** means 5.00pm (Sydney time) on Tuesday 24 November 2020].

**Company** means Godolphin Resources Limited ABN 13 633 779 950.

**Constitution** means the constitution of the Company.

**Control Transaction** means a transaction or proposed transaction that affects the control, or potential control, of the Company.

**Divestment Notice** has the meaning given to that term in clause 2.3 of these terms and conditions.

**Eligible Shareholder** means a registered holder of Shares as at the Record Date whose registered address, as recorded in the Company's register of members is in Australia and whose holding was a Small Holding based on the Share price of A\$0.235 (being the closing price of Shares on ASX on the Record Date).

**Listing Rules** means the official listing rules of ASX.

**Notice Period** means the period commencing on the Opening Date and ending on the Closing Date.

**Open Markets** means Australian Financial Services Corporation (AFSC) Pty Ltd a corporate authorised representative (CAR No. 001275455) of LeMessurier Securities Pty Ltd (AFSL No. 296877).

**Opening Date** means 9.00am (Sydney time) on Tuesday 13 October 2020

**Record Date** means 7.00pm (Sydney time) on Wednesday 7 October 2020.

**Registry** means the Company's securities registry, Automatic Pty Ltd ACN 152 260 814.

**Sale Facility** has the meaning given to that term in clause 2.1 of these terms and conditions.

**Sale Price** has the meaning given to that term in clause 7.3 of these terms and conditions.

**Shares** means ordinary fully paid shares issued in the capital of the Company.

**Share Retention Form** means the personalised form of that name enclosed with these terms and conditions.

**Small Holding** means a holding Shares which is valued at less than A\$500.

## 2. Terms of participation

- 2.1. All Eligible Shareholders can participate in the facility established by the Company for the sale of Small Holdings (Sale Facility).
- 2.2. The Sale Facility is being conducted by the Company pursuant to clause 2.7 and Schedule 4 of the Constitution and the Listing Rules, and in reliance on ASIC Corporations (Share and Interest Sale Facilities) Instrument 2018/99.
- 2.3. This document, together with the letter from the Company dated Tuesday 13 October 2020 and Share Retention Form constitute the notice to be given under Schedule 4 of the Constitution in relation to the Sale Facility (referred to as the Divestment Notice).
- 2.4. All monetary amounts in these terms and conditions are expressed in Australian dollars, and all references to time are references to the time in Sydney, New South Wales, Australia (Sydney time).

Please read these Terms and Conditions carefully before you decide to participate in the Sale Facility.

## 3. Selling your Shares under the Sale Facility

- 3.1. Eligible Shareholders who want to have their Shares sold under the Sale Facility are not required to take any further action.
- 3.2. If a Share Retention Form is not received by the Registry by the Closing Date, then the Company will be entitled to sell, or arrange for the sale, of an Eligible Shareholder's Shares without further notice.
- 3.3. The Company will not sell an Eligible Shareholder's Shares if the market value of their Shares increases so that they no longer have a Small Holding on the Closing Date.

## 4. Retaining your Shares

- 4.1. Eligible Shareholders who want to retain their Shares must:
  - (a) complete and return the enclosed Share Retention Form in accordance with the instructions on that form so that it is received by the Registry by the Closing Date; or
  - (b) through their own arrangements ensure that they hold at least A\$500 worth of Shares on the Closing Date (e.g. through purchasing additional Shares or consolidating multiple holdings of Shares). If an Eligible Shareholder has more than one holding of Shares, then they can contact the Registry to facilitate consolidating their holdings into one single holding. So that an Eligible Shareholder's Shares are not sold, any additional Shares purchased must be held in the same holding as the Shares specified in the Share Retention Form (i.e. under the same Holder Identification Number (HIN) or Securityholder Reference Number (SRN) that is stated on the Share Retention Form), and they must be registered before the Closing Date.

- 4.2. A Share Retention Form can only be given for all of your Shares.
- 4.3. Eligible Shareholders who have returned a Share Retention Form may revoke that instruction in accordance with clauses 8.1 and 8.2.

## 5. Sale process

- 5.1. Shares sold under the Sale Facility will be sold by the Broker on-market on the ASX and in the ordinary course of trading.
- 5.2. The Company will instruct the Broker to use its best endeavours to sell the Shares over a period agreed between the Company and the Broker after the Closing Date.
- 5.3. Neither the Company or the Broker is responsible for achieving any particular price for Shares sold under the Sale Facility.
- 5.4. By clause 2.7 and Schedule 4 of the Constitution, the Company may appoint any person to execute all documents relating to the sale and transfer of Shares sold under the Sale Facility.

## 6. Responsibility for costs and taxes

- 6.1. The Company will pay any brokerage or handling fees for the sale of any Shares under the Sale Facility, and Eligible Shareholders will not be required to meet these costs.
- 6.2. Eligible Shareholders will be responsible for paying any taxes or other charges on the sale of their Shares under the Sale Facility (including, without limitation, any income or capital gains tax which may arise as a result of or in connection with the sale).

## 7. Payment and confirmation

- 7.1. Sale proceeds calculated in accordance with clause 7.3 will be paid to each Eligible Shareholder whose Shares are sold as soon as practicable and, in any event, no later than the date that is 60 business days after the Closing Date).
- 7.2. Sale proceeds will be paid in Australian dollars by using the direct credit payment details recorded for the holding by electronic funds transfer. Where the Company does not have this information for an Eligible Shareholder, or direct credit payments cannot be processed, then payment will be made by cheque. If an Eligible Shareholder wishes to update their direct credit instructions, please do so online via Automic <https://investor.automic.com.au/#/home> or contact the Registry on 1300 288 664. Please note that these details must be updated by not later than the Closing Date.
- 7.3. Sale proceeds will be calculated by dividing the total proceeds from the sale of all Shares sold under the Sale Facility by the total number of Shares sold under the Sale Facility (**Sale Price**), multiplied by the number of Shares registered in the Eligible Shareholder's name and sold under the Sale Facility, rounded down to the nearest cent. This calculation will be made by the Broker and is not subject to challenge or review except in the case of manifest error.

- 7.4. The Sale Price may be different to the price for Shares appearing in the newspaper or quoted by ASX on a day a sale occurs, and may not be the best execution price on the trading day or trading days that your Shares are sold. As Eligible Shareholders will receive an average price for their Shares (see clause 7.3 above), the Sale Price may be more or less than the actual price received by the Broker for the sale of any particular Shares. None of the Company, the Registry, the Broker nor any other person will on any account be liable, and an Eligible Shareholder may not bring any claim or action against them, for not having sold Shares at any specific price or on any specific date.
- 7.5. The Company or the Registry will send each Eligible Shareholder a transaction confirmation note indicating the number of Shares which have been sold on their behalf (if any) and the Sale Price for those Shares.
- 7.6. The Sale Price may be more or less than the actual price received for any particular Shares. The market price of Shares may change from time to time.
- 7.7. Up-to-date Share price information is available from the Company's website at [www.godolphinresources.com.au](http://www.godolphinresources.com.au), the financial pages of major Australian metropolitan newspapers, and the ASX website at <https://www.asx.com.au/> (ASX Code: GRL).

## 8. Revocation of Share Retention Form

- 8.1. If an Eligible Shareholder has returned a Share Retention Form in accordance with clause 4.1, that Share Retention Form may be revoked by sending written notice in accordance with clause 8.2 which:
- (a) details your name, address and Holder Identification Number (HIN) or Securityholder Reference Number (SRN);
  - (b) states that the Eligible Shareholder would like to revoke or withdraw its Share Retention Form; and
  - (c) is signed by all holders in respect of the holding.



- 8.2. A notice under clause 8.1 must be sent to the Company care of the Registry at GPO Box 5193, Sydney NSW 2001 and received by the Closing Date in order to be effective.

## 9. Withdrawal of the Sale Facility

- 9.1. In accordance with the Constitution, the Company's authority to sell Shares under the Sale Facility will cease to have effect if a takeover of the Company is announced. The Company will also ensure that the Sale Facility is not operated during any period where any other Control Transaction has been publicly proposed and has not ended.
- 9.2. The Company reserves the right to withdraw the Sale Facility by written notice to Eligible Shareholders.

## 10. Acknowledgments

- 10.1. By participating in the Sale Facility, an Eligible Shareholder acknowledges and agrees that:

- (a) the Company has appointed the Broker as its agent to perform some of its obligations under the Sale Facility, including to conduct the sale process set out in clause 5;
- (b) the Broker acts solely as agent of the Company, and does not act in any capacity for individual Eligible Shareholders;
- (c) the Company is its agent to receive financial services guides (and any update of those documents) from all relevant entities which may need to provide a financial services guide, including the Broker. Any financial services guides provided to the Company will be posted on the Company's website at [www.godolphinresources.com.au](http://www.godolphinresources.com.au).
- (d) neither the Company, the Broker nor the Registry makes any recommendation or gives any advice regarding whether to buy, sell or hold Shares, or to participate in, or the appropriateness of, the Sale Facility, or has had any regard whatsoever to your personal objectives, financial or taxation situation or needs in establishing the Sale Facility;
- (e) any cheque and transaction confirmation statement posted to it under the Sale Facility will be posted at the Eligible Shareholder's risk to its address shown on the Company's share register;
- (f) to avoid any doubt, the Company and its agents are irrevocably authorised, without further notice, to do all things and execute all documents, including to effect any holding adjustment, share transformation, share transfer or other transmission or transaction in relation to an Eligible Shareholder's Shares, including converting a CHESS Sponsored Holding into an Issuer Sponsored Holding, to facilitate the sale of Shares under the Sale Facility;
- (g) the Company may appoint agents and delegates to perform any of its obligations, or exercise any of its powers or discretions, in relation to the Sale Facility;

- (h) neither the Company, the Registry, the Broker, or any other party involved in the Sale Facility has any liability to you other than for the payment of any sale proceeds determined and payable in accordance with the Divestment Notice;
- (i) the Sale Facility is being arranged by the Company and, to the maximum extent permitted by law, no entity or person engaged by the Company to provide services to the Company in connection with the Sale Facility is, in providing those services to the Company or to Eligible Shareholders, assuming or accepting any duty or responsibility to an Eligible Shareholder;
- (j) each Eligible Shareholder will be responsible for paying any taxes or other charges on the sale of their respective Shares (including, without limitation, any income or capital gains tax which may arise as a result of or in connection with the transaction);
- (k) the terms and conditions of the Sale Facility may be changed by the Company by ASX announcement. Each Eligible Shareholder is bound by any such change, whether or not they receive notice of the change.

#### 11. Withdrawal of the Sale Facility

The Sale Facility and the documents comprising the Divestment Notice are governed by the laws in force in New South Wales. An Eligible Shareholder submits to the non-exclusive jurisdictions of the courts of New South Wales.



# INSTRUCTIONS FOR COMPLETION OF THIS FORM

## ELECTION OPTIONS

### A: RETENTION OF SHARES

If you wish to retain your shares, please place a tick in the box provided. Should you validly sign the form but fail to place a tick in the box, it will be at the Company's discretion as to whether or not it is your intention to retain your shares.

### B: SELLING YOUR SHARES - REQUEST FOR DIRECT CREDITING OF PAYMENTS

If you wish to sell your shares, please provide your bank details in this section. Do not complete this section if you wish to retain your shares. If you provide your direct credit instruction details, you are agreeing to the sale of your shares even if you have placed a tick in Box A.

## SIGNING REQUIREMENTS

<b>Individual:</b>	Where the holding is in one name, the Shareholder must sign.
<b>Joint holding:</b>	Where the holding is in more than one name, all of the Shareholders must sign.
<b>Power of Attorney:</b>	If any signatory signs under Power of Attorney, please attach an originally certified photocopy of the Power of Attorney to this Form when you return it.
<b>Companies:</b>	To be signed in accordance with your Constitution. Please sign in the box which indicates the office held by you.
<b>Estates:</b>	If any signatory signs in the capacity of Executor/s, please attach to this Form when you return it, a certified photocopy of the Probate or Death Certificate together with the Will.

## LODGING YOUR SHARE SALE FACILITY FORM



**IMPORTANT! Election Forms cannot be returned by fax or email.**  
Your Acceptance Form must be returned via one of the return methods provided below.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to six Business Days, or longer from regional areas. Shareholders should bear this in mind when returning Election Forms using Australia Post.

### ONLINE

Visit <https://investor.automic.com.au>

Login with your existing Username and Password

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

If you have not yet established an online account, visit <https://investor.automic.com.au/#/signup>

1. Select "Godolphin Resources Limited" from the dropdown list in the Issuer Name Field
2. Enter your Holder Reference (SRN/HIN) as shown on the top of this letter
3. Enter your postcode OR country of residence (only if outside Australia)
4. Tick the box "I'm not a robot" and then select "Next"
5. Complete the prompts to set up your username and password details

Once you are logged in, select "Offers" from the left-hand vertical menu and follow the prompts.

### BY MAIL

Godolphin Resources Limited – Unmarketable Parcel Sale Facility

C/- Automic Group

GPO Box 5193

Sydney NSW 2001

### BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEDT)

Automic Group

Level 5

126 Phillip Street

Sydney NSW 2000

**YOUR SHARE SALE ELECTION FORM MUST BE RECEIVED BY NO LATER THAN  
5.00PM (AEDT) ON TUESDAY 24 NOVEMBER 2020.**