



21 December 2015

Dear Optionholder

Namibian Copper NL - pro-rata renounceable rights issue

As announced on 21 December 2015, Namibian Copper NL (ACN 118 913 232) (**Namibian Copper NL**) is undertaking a 3:2 pro rata renounceable rights issue (**Rights Issue** or **Offer**) of approximately 518,290,690 fully paid ordinary shares (**New Shares**) to raise approximately \$518,290. The price of New Shares under the Offer is \$0.001 each (**Issue Price**). The Company lodged a prospectus for the Offer (**Prospectus**) with ASIC and ASX on 21 December 2015.

The Offer is fully underwritten by DJ Carmichael Pty Ltd (**Underwriter**). The Company must pay the Underwriter an underwriting fee of 6% of the total amount raised pursuant to the Offer. The Company must also reimburse the Underwriter for costs incidental to the Offer.

The funds raised from the Offer are planned to be used in accordance with the table set out below:

Item	Proceeds of the Offer	Full Subscription (\$)	%
1.	Due diligence and acquisition costs in relation to Proposed Ausnet Acquisition	131,046	25.3%
2.	Expenses of the Offer	61,117	11.8%
3.	Working capital and Administration Costs	326,127	62.9%
TOTAL		518,290	100.0

The Offer is being made to all shareholders of the Company (**Shareholders**) named on its register of members at 5:00pm (WST) on 30 December 2015, whose registered address is in Australia or New Zealand.

New Shares will rank equally with all fully paid ordinary shares in the capital of the Company (**Shares**) already on issue.

Following completion of the Offer, the Company will have issued approximately 518,290,690 New Shares resulting in total Shares on issue of approximately 863,817,817.

Optionholders

The terms and conditions of the options you currently hold do not entitle you to participate in the Rights Issue unless you exercise your options in time for new shares to be allotted and to be entered on the Company's register of members on or before 5:00pm (WST) on 30 December 2015 (**Record Date**).

Namibian Copper NL | ACN 118 913 232 | ABN 52 118 913 232

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Registered Office: Suite 12, Level 1, 11 Ventnor Avenue, West Perth WA 6005 | PO Box 52, West Perth WA 6872

www.namibiancopper.com.au

To exercise your options and thereby participate in the Rights Issue, you will need to deliver the following to the Company at Advanced Share Registry Ltd, 110 Stirling Highway, Nedlands WA 6009:

- (a) A notice of exercise of options (attached to this letter);
- (b) An option certificate (where the options are certificated) or a copy of a holding statement (where the options are uncertificated) in respect of those options to be exercised; and
- (c) Payment for the exercise price in respect of those options to be exercised by way of a cheque made payable to **"Namibian Copper NL – Share Account"**.

To ensure that your new shares are allotted prior to the Record Date, the above must be received by Namibian Copper NL **no later than 5:00pm (WST) on 30 December 2015**. If received after this date, allotment of new shares prior to the Record Date cannot be assured.

Before deciding whether to exercise any or all of your options, you should read the Prospectus in its entirety.

This notice is important and requires immediate attention. If you have any queries concerning the Rights Issue, please contact your financial adviser or Jay Stephenson, Namibian Copper NL's Company Secretary on +618 6141 3500.

Yours sincerely



Jay Stephenson
Company Secretary