



28 July 2016

Dear Shareholder

S2 Resources Limited - Share Purchase Plan

1. INTRODUCTION

On behalf of the Directors of S2 Resources Limited (**S2 Resources**), I am pleased to offer Eligible Shareholders (as defined in Section 3 of the enclosed Terms and Conditions) the opportunity to participate in the S2 Resources Share Purchase Plan (**SPP**).

Pursuant to the SPP, Eligible Shareholders are invited to apply for up to A\$15,000 worth of new fully paid ordinary shares in S2 Resources (**New Shares**) (subject to any discretionary scale back) without paying brokerage or other transaction costs. The amount raised pursuant to the SPP will be up to A\$3 million. A brief snapshot of the SPP is set out below. Full details in relation to the SPP are set out in the enclosed Terms and Conditions and Application Form.

The offer under the SPP is only open to Eligible Shareholders who were registered as holders of fully paid ordinary shares in S2 Resources as at 5.00 pm (AEST) on 22 July 2016 and whose registered address is in Australia or New Zealand. Participation in the SPP is optional, but the right of Eligible Shareholders to participate in the SPP is not transferable.

2. PURPOSE OF SPP AND USE OF FUNDS

S2 Resources announced the SPP on 26 July 2016. Also on this date, S2 Resources announced the results of a placement to professional and sophisticated investors to raise \$9.1 million (**Placement**).

Assuming A\$3 million is raised from the SPP, approximately \$12.1 million will be raised in total. The funds from the SPP and the Placement will be used for the following purposes:

- to accelerate S2 Resources' ongoing exploration activities;
- general corporate purposes; and
- for ongoing working capital requirements and to pay the transaction costs associated with the Placement and SPP.

3. SUMMARY OF KEY DETAILS

- **Offer to Eligible Shareholders only:** The offer under the SPP to subscribe for New Shares is only open to Eligible Shareholders (as defined in Section 3 of the enclosed Terms and Conditions):
 - who were registered as holders of fully paid ordinary shares in S2 Resources as at 5.00 pm (AEST) on 22 July 2016;
 - whose registered address is in Australia or New Zealand; and
 - who are resident outside of the United States.
- **Optional, but not transferable:** Participation in the SPP is optional, but the right of Eligible Shareholders to participate in the SPP is not transferable.

- **Issue price:** Eligible Shareholders may subscribe for New Shares at an issue price of A\$0.40 per share, which is the same price that institutional and sophisticated investors subscribed for new shares under the Placement. The issue price represents a discount of:
 - 14% to the last closing price of \$0.465 per S2 Resources share on 22 July 2016 (being the last trading day prior to announcement of the Placement and SPP); and
 - 3.3% to the five day volume-weighted average price up to and including 22 July 2016 of \$0.4135 per share.
- **Maximum amount and increments:** If you are an Eligible Shareholder, you may apply to purchase a parcel of New Shares in A\$1,000 increments from a minimum of A\$1,000 up to a maximum of A\$15,000.

If you have two or more registered holdings of S2 Resources shares, the total of all your applications must not exceed A\$15,000. There are also special rules that apply to custodians, which are summarised in the enclosed Terms and Conditions. S2 Resources reserves the right to decline applications from multiple registered holdings if the total exceeds A\$15,000, including where those registered holdings are in similar but not identical names, are held directly or indirectly, or are held alone or with others.

- **SPP size:** The amount raised from the SPP will be up to A\$3 million. Should total demand exceed A\$3 million, S2 Resources reserves the right to scale back applications in its absolute and sole discretion. In determining the amount (if any) by which to scale back that applicant's application, S2 Resources may take into account, among other factors, the size of an applicant's shareholding. Should this occur, you may be allocated New Shares to a value which is less than the parcel for which you applied, and the difference will be refunded to you, without interest.

If the amount raised under the SPP is less than A\$3 million, S2 Resources reserves the right to issue New Shares up to the value of the shortfall to institutional and sophisticated investors.

- **Application procedure:** The SPP opens on Monday, 1 August 2016. To apply for New Shares under the SPP, Eligible Shareholders may either:
 - complete and return their enclosed Application Form in accordance with the details on the form, together with a cheque, bank draft or money order drawn on an Australian bank in Australian dollars; or
 - pay directly via BPAY¹ (Payment by this method will not require an application form to be completed);
 - Application Forms must be received by S2 Resources' share registry, or a BPAY payment must be received, by no later than 5.00 pm (AEST) on Monday, 15 August 2016.

Full details of the SPP are set out in the enclosed Terms and Conditions and Application Form.

¹ Registered to BPAY Pty Ltd ABN 69 079 137 518.

4. **ADDITIONAL INFORMATION**

The SPP does not take into account the individual investment objectives, financial situation, tax position or particular needs of each Eligible Shareholder. You should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept the offer.

I encourage you to read and consider carefully the enclosed Terms and Conditions.

If you have any questions relating to the SPP, please contact the Company Secretary on +61 8 6241 4200. If you have any registry related questions, please contact S2 Resources' share registry, Computershare Investor Services Pty Limited, on 1300 805 505 (within Australia) or +61 3 9415 4000 (from overseas).

On behalf of the Directors, I invite you to consider this opportunity to increase your investment in S2 Resources, and thank you for your ongoing support.

Yours sincerely



JEFF DOWLING
Non-Executive Chairman

S2 RESOURCES LIMITED

SHARE PURCHASE PLAN TERMS AND CONDITIONS

1. INTRODUCTION

S2 Resources Limited (**S2 Resources**) would like to offer Eligible Shareholders (as defined in Section 3 below) the opportunity to participate in the S2 Resources Share Purchase Plan (**SPP**) and subscribe for new fully paid ordinary shares in S2 Resources (**New Shares**) on the terms and conditions set out below.

2. KEY DATES OF THE SPP

EVENT	DATE*
Record Date for determining entitlement	5.00 pm (AEST) on Friday, 22 July 2016 (Record Date)
SPP opens	Monday, 1 August 2016
SPP closes	5.00 pm (AEST) on Monday, 15 August 2016
Issue of New Shares	Monday, 22 August 2016 (Issue Date)
New Shares issued under the SPP expected to commence trading	Tuesday, 23 August 2016
Dispatch of holding statements / refund advice (if applicable)	Wednesday, 24 August 2016

* S2 Resources reserves the right to vary these dates (even if the offer has been opened or BPAY payments or Application Forms have been received) by making an announcement to ASX, subject to the ASX Listing Rules and the *Corporations Act 2001* (Cth) (**Corporations Act**), including extending the closing date or accepting late applications, either generally or in particular cases, or to withdraw the SPP without prior notice. No cooling off rights apply to applications submitted under the SPP. The commencement of quotation of the New Shares issued under the SPP is subject to confirmation from ASX.

3. ARE YOU AN ELIGIBLE SHAREHOLDER?

- (a) If you:
- (i) were registered as a holder of S2 Resources ordinary shares as at the Record Date (being 5.00 pm (AEST) on Friday, 22 July 2016) and your registered address is in Australia or New Zealand; and
 - (ii) do not hold shares on behalf of persons who reside outside Australia or New Zealand, are not located in the United States and are not acting for the account or benefit of a person located in the United States,
- you will be eligible to participate in the SPP and an **Eligible Shareholder**.
- (b) The Directors who are Eligible Shareholders may participate in the SPP.
- (c) S2 Resources has determined that it is not reasonably practical for holders of S2 Resources shares with registered addresses in jurisdictions outside Australia or New Zealand to participate in the SPP having regard to the number of such holders and

the costs of complying with regulatory requirements in other countries. To the extent that you hold shares on behalf of another person resident outside Australia and New Zealand, you may not distribute these Terms and Conditions to such persons and may only purchase shares on behalf of them if you have investment discretion.

- (d) In accordance with relevant New Zealand securities law, a person who, on the Record Date was registered as a holder of shares with a New Zealand address but who, as at the time of this offer, no longer holds shares is not eligible to participate in the SPP.

Eligible Shareholders are required to make the representations set out in Sections 19 and 20 of these Terms and Conditions.

This is not an offer outside Australia or New Zealand

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in any country other than Australia and New Zealand. In particular, the shares to be issued under the SPP have not been and will not be registered under the US Securities Act of 1933, as amended (**Securities Act**) or the securities laws of any state or other jurisdiction of the United States.

Neither this document nor the application form may be distributed to persons in the United States. These materials do not constitute an offer to sell, or the solicitation of an offer to buy, securities in the United States. The shares to be offered and sold in the SPP have not been, and will not be, registered under the US Securities Act or under the securities laws of any state or other jurisdiction of the United States.

Consistent with the representations contained in these Terms and Conditions and the Application Form (the **Application Form**) included with these Terms and Conditions, you may not submit any completed Application Forms for any person in the United States or who is, or is acting for the account or benefit of, a person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

4. PARTICIPATION BY ELIGIBLE SHAREHOLDERS

Single Holders	If you are the only registered holder of a holding of S2 Resources shares, but you receive more than one offer under the SPP (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares with an aggregate value of no more than A\$15,000.
Joint Holders	If you are recorded with one or more other persons as the joint holder of a holding of S2 Resources shares, that joint holding is considered to be a single registered holding for the purpose of the SPP, and the joint holders are entitled to participate in the SPP in respect of that single holding only. If the same joint holders receive more than one offer under the SPP due to multiple registered holdings, the joint holders may only apply for one maximum parcel of New Shares with an aggregate value of no more than A\$15,000.
Custodians and Downstream Custodians	If you are a custodian within the definition of "custodian" in ASIC Class Order [CO 09/425] (Custodian) and hold S2 Resources shares on behalf of one or more persons (each a Participating Beneficiary), or on behalf of a "downstream custodian" within the definition of ASIC Class Order [CO 09/425] (Downstream Custodian) who holds the beneficial interest in S2 Resources shares on behalf of a Participating Beneficiary, you may apply for up to a maximum of A\$15,000 worth of New Shares

for each Participating Beneficiary, subject to providing a notice **in writing** to S2 Resources certifying the matters set out in paragraph 9 of ASIC Class Order [CO 09/425] (the **Custodian Certificate**), including that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$15,000:

- the New Shares applied for by the Custodian under the SPP in accordance with the instructions from the Participating Beneficiary to the Custodian or Downstream Custodian; and
- any other shares in the same class issued to the Custodian in the 12 months before the application as a result of an instruction given by the Participating Beneficiary to the Custodian or the Downstream Custodian to apply for shares on their behalf under an arrangement similar to the SPP.

If a Custodian applies for New Shares on behalf of a Participating Beneficiary, S2 Resources will not issue New Shares unless the Custodian Certificate is received before the Issue Date.

Custodians should request a pro forma Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate, and if you would like further information on how to apply, please contact S2 Resources' share registry, Computershare Investor Services Pty Limited, by emailing custodians@computershare.com.au.

5. PARTICIPATION IS OPTIONAL

Participation in the SPP is entirely optional (subject to the eligibility criteria set out in Section 3 above). The offer to acquire New Shares is not a recommendation. If you are in any doubt about the SPP, whether you should participate in the SPP or how participation will affect you, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer and, if so, how much to invest.

6. RISKS ASSOCIATED WITH PARTICIPATING IN THE SPP

- (a) S2 Resources' share price may rise or fall between the Record Date, the date of this offer, the date on which you make a BPAY payment or send in an Application Form and the date when New Shares are issued to you under the SPP. This means that the issue price of A\$0.40 per New Share pursuant to this offer may be either higher or lower than the prevailing S2 Resources share price, up to or after the date the New Shares are issued to you under the SPP. Therefore, you may be able to buy S2 Resources shares at a lower price on market than the issue price of A\$0.40 per New Share under the SPP.

S2 Resources recommends that you monitor the S2 Resources share price and any S2 Resources announcements, which can be found on S2 Resources' website at www.s2resources.com.au or on ASX's website at www.asx.com.au (ASX code: S2R).

7. ISSUE PRICE

- (a) Under the SPP, Eligible Shareholders have an opportunity to subscribe for up to A\$15,000 worth of New Shares at an issue price of A\$0.40 per share.

- (b) This is the same price that institutional and sophisticated investors subscribed for new shares under the placement announced on 25 July 2016 (the same date that the SPP was announced) and represents a discount of:
 - (i) 14% to the last closing price of \$0.465 per S2 Resources share on 22 July 2016 (being the last trading day prior to announcement of the Placement and SPP); and
 - (ii) 3.3% to the five day volume-weighted average price up to and including 22 July 2016 of \$0.4135 per share.
- (c) You agree to pay the issue price per New Share for the number of New Shares calculated under Section 10 of these Terms and Conditions or, if there is a scale-back, the number of New Shares calculated under Section 9 of these Terms and Conditions.

8. **HOW MUCH CAN YOU INVEST**

- (a) Under the SPP, you may apply for a parcel of New Shares in A\$1,000 increments from a minimum of A\$1,000 up to a maximum of A\$15,000. The A\$15,000 limit applies irrespective of the number of S2 Resources shares you hold on the Record Date.
- (b) The offer under the SPP needs to comply with the conditions of ASIC Class Order [CO 09/425]. Under that class order, Eligible Shareholders may only acquire up to a maximum of A\$15,000 worth of S2 Resources shares under a share purchase plan or similar plan in any 12 month period (except in certain circumstances described in "Participation by Eligible Shareholders" in Section 4 above).
- (c) This limitation applies, for example, even if you receive more than one Application Form or if you hold S2 Resources shares in more than one capacity, for example, if you are both a sole and joint holder of S2 Resources shares. Please refer to the information under "Participation by Eligible Shareholders" in Section 4 above.
- (d) S2 Resources reserves the right, and in certain circumstances may be required by ASIC Class Order [CO 09/425] or other conditions, to reject any application for New Shares under the SPP to the extent it considers, or is reasonably satisfied, that the application (whether alone or in conjunction with other applications) does not comply with these Terms and Conditions or ASIC Class Order [CO 09/425].

9. **APPLICATIONS MAY BE SCALED BACK**

- (a) S2 Resources intends to raise up to A\$3 million under the SPP. Should total demand exceed A\$3 million, S2 Resources reserves the right to scale back applications in its absolute and sole discretion. In determining the amount (if any) by which to scale back that applicant's application, S2 Resources may take into account, among other factors, the size of an applicant's shareholding. Should this occur, you may be allocated New Shares to a value which is less than the parcel you applied for.
- (b) If a scale back produces a fractional number when applied to the parcel of New Shares you applied for, the number of New Shares that you will be allotted will be rounded up to the nearest whole number, and any difference will be refunded to you without interest.
- (c) Any application monies refunded by S2 Resources under a scale back will be paid by cheque or direct credit (the payment method will be determined by S2 Resources in its absolute discretion) in Australian currency, on the date that holding statements are dispatched under the SPP, expected to be 24 August 2016. By applying for New Shares, each shareholder authorises S2 Resources to pay any monies to be refunded

by using the payment instructions of the shareholder recorded in the records of S2 Resources' share registry, if S2 Resources should elect to pay in this manner.

- (d) If the amount raised pursuant to the SPP is less than A\$3 million, S2 Resources will consider whether to issue that number of New Shares equal to the value of the shortfall to professional and sophisticated investors.

10. **CALCULATION OF THE NUMBER OF NEW SHARES TO BE ISSUED TO YOU**

In the absence of a scale back, and subject to the treatment of non-compliant applications described under "General Application Terms" in Section 21 below, the number of New Shares to be issued to you will be calculated by dividing the aggregate application money that you pay in applying for New Shares by the issue price of A\$0.40, then rounding up to the nearest whole number. For example, in the absence of a scale back, if you subscribe for A\$15,000 worth of New Shares, you will be allotted 37,500 New Shares.

11. **NON-RENOUNCEABLE OFFER**

The offer to subscribe for New Shares under the SPP is non-renounceable. This means that you cannot transfer your right to subscribe for New Shares under the offer to anyone else.

12. **NO BROKERAGE**

No brokerage is payable by you to S2 Resources in respect of the acquisition of New Shares under the SPP.

13. **RANKING OF NEW SHARES**

- (a) All New Shares issued under the SPP will rank equally with existing S2 Resources ordinary shares from the date of issue, and therefore will carry the same voting rights, dividend rights and other entitlements as existing S2 Resources ordinary shares.
- (b) S2 Resources will apply for New Shares issued under the SPP to be quoted on the ASX.

14. **COMPLIANCE**

- (a) This offer of New Shares under the SPP is made in accordance with the requirements of ASIC Class Order [CO 09/425]. That Class Order grants relief from the requirement to prepare a prospectus for the offer of shares under the SPP.

This document is not a prospectus and has not been registered with the Australian Securities & Investments Commission and does not, and is not required to, contain all the information that a prospectus under Australian law is required to contain.

- (b) The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of S2 Resources with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This document has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

15. **BINDING TERMS**

By accepting the offer to purchase New Shares under the SPP, you agree to be bound by these Terms and Conditions and S2 Resources' constitution.

16. **HOW TO APPLY**

If you are an Eligible Shareholder and would like to apply for New Shares under the SPP, you can either:

- (a) complete the Application Form and, together with a cheque, bank draft or money order for the relevant amount, forward it to S2 Resources' share registry; or
- (b) make a BPAY payment.

Please see Sections 17 and 18 below for details.

17. **APPLYING FOR BPAY PAYMENT**

Eligible Shareholders who wish to pay by BPAY, must follow the instructions on the Application Form so that their BPAY payment is received by S2 Resources' share registry by **no later than 5.00 pm (AEST) on Monday, 15 August 2016**. Your personalised Application Form carries the Biller Code and your unique reference number, which you must use to take up the offer.

Applicants using BPAY should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you make your payment using BPAY, you do not need to return your Application Form.

18. **FOR PAYMENT BY CHEQUE, BANK DRAFT OR MONEY ORDER**

Eligible Shareholders must complete the enclosed Application Form and return it, together with a cheque, bank draft or money order made payable to "**S2 Resources Limited - SPP A/C**" drawn on an Australian bank and in Australian dollars for the correct amount, in the enclosed reply-paid envelope (New Zealand shareholders will need to affix an appropriate postage stamp) so that it is received prior to the close of the offer at **5.00 pm (AEST)** (Perth time) on **Monday, 15 August 2016** at:

S2 Resources Limited
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001

ACCESSING YOUR SHARE PURCHASE PLAN FORM ONLINE

The SPP offer is able to be viewed by clicking the link below. Please note that this offer is only available to eligible retail shareholders with a registered address on the S2R share register in Australia or New Zealand.

S2 Resources Limited - Share Purchase Plan

Provided you are eligible and wish to participate in the Share Purchase Plan, you can access your Application Form by following the instructions below. Please ensure that the SPP offer document is read in conjunction with your Application Form, prior to making your application.

- i. Go to www.investorcentre.com, and select 'Access a Single Holding';
- ii. Confirm your shareholding details: residency status; Securityholder Reference Number (SRN) or Holder Identification Number (HIN); your registered postcode; the company name where your shares are held;
- iii. Tick the 'Terms and Conditions' tick box, once you agree;
- iv. Select 'Login' to access your Portfolio page;
- v. Select 'Statements & Documents';
- vi. In the list of statements and documents, select the 'View PDF' button next to the Share Purchase Plan Application Form;
- vii. Select 'Open', then save and print as required.
- viii. If you wish to participate in the Share Purchase Plan by accessing your personalised SPP form online you will be able to make your BPAY payment from Monday 1 August 2016 once confirmation of the successful completion of mailing has been announced on the ASX. Alternatively, return your personalised Application Form together with the requisite Application Monies. Payment must be received by **no later than 5.00 pm (AEST) on Monday, 15 August 2016**.

19. **YOUR REPRESENTATIONS**

By completing and submitting the Application Form (together with a cheque, bank draft or money order) or making a BPAY payment, you represent and certify that:

- (a) you irrevocably and unconditionally agree to these Terms and Conditions and the terms of the Application Form and agree not to do any act or thing which would be contrary to the spirit, intention or purpose of the SPP;
- (b) you acknowledge your application is irrevocable and unconditional;
- (c) the aggregate of the application price paid by you for:
 - (i) the New Shares the subject of your Application Form or BPAY payment;
 - (ii) any other New Shares applied for by you under the SPP or any similar share purchase plan arrangement operated by S2 Resources or BPAY payment;
 - (iii) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP; and
 - (iv) any other S2 Resources shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian or another custodian to apply for shares on your behalf under an arrangement similar to the SPP, and which resulted in you holding the beneficial interest in those shares,

does not exceed A\$15,000, unless you are applying as a Custodian for one or more Participating Beneficiaries and have provided S2 Resources with the Custodian Certificate referred to under "Participation by Eligible Shareholders" in Section 4 above.

20. **FURTHER REPRESENTATIONS**

If you apply to participate in the SPP by submitting a BPAY payment or completing or returning an Application Form, **you represent** on your own behalf and on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and eligible to participate in the SPP for the number of New Shares applied for;
- (b) you acknowledge that the New Shares have not, and will not be, registered under the Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia or New Zealand and accordingly, New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or a transaction not subject to, the registration requirements of the Securities Act and any other applicable securities laws;
- (c) you have not, and will not, send any materials relating to the SPP to any person located in the United States or that is acting for the account or benefit of a person located in the United States, or to any person in any country outside Australia and New Zealand, and agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the SPP and of your holding of S2 Resources Shares at the Record Date;
- (d) you acknowledge that you have not been provided with investment advice or financial product advice by S2 Resources or Computershare Investor Services Pty Limited and that neither of them has any obligation to provide advice in relation to your consideration as to whether or not to purchase S2 Resources shares; and
- (e) you understand and acknowledge that:
 - (i) the market price of S2 Resources shares may rise or fall between the date of this offer and the Issue Date; and
 - (ii) the issue price of A\$0.40 per New Share may exceed the market price of the S2 Resources shares on or after the Issue Date.

21. GENERAL APPLICATION TERMS

- (a) Do not forward cash. Receipts for payment will not be issued.
- (b) Applications may only be made for parcels of New Shares in the amounts of A\$1,000, and after that, in multiples of A\$1,000, up to a maximum of A\$15,000. If the amount of the payment tendered with your Application Form or your BPAY payment is:
 - (i) less than A\$1,000 – S2 Resources will not allot any New Shares to you and will refund your application money to you, without interest payable to you;
 - (ii) greater than A\$15,000 - subject to scale back, S2 Resources will allot the maximum number of New Shares to you and will refund the excess application money to you, without interest payable to you; or
 - (iii) not a multiple of A\$1,000 that is more than A\$1,000 and less than A\$15,000 - subject to scale back, S2 Resources will allot to you the number of New Shares that would have been allotted had you applied for the highest amount you were permitted to apply for that is less than the amount of your cheque or BPAY payment, and will refund the excess application money to you, without interest payable to you.
- (c) Application Forms must be received by S2 Resources' share registry and BPAY payments must be received by **no later than 5.00 pm (AEST) on Monday, 15 August 2016**. S2 Resources reserves the right not to accept Application Forms and BPAY payments received after that time.

- (d) Application Forms and BPAY payments under the SPP may not be withdrawn once they have been received by S2 Resources. No interest will be payable on application money held by S2 Resources.
- (e) Please read the enclosed Application Form for further details of how to apply for New Shares under the SPP.
- (f) You agree to make the representations in Sections 19 and Section 20 above.
- (g) Due to legal restrictions, nominees and custodians may not distribute this document, and may not permit any beneficial shareholder to participate in the SPP, in any country outside Australia and New Zealand except with the consent of S2 Resources.

22. ISSUE AND QUOTATION DATES

- (a) New Shares are expected to be issued under the SPP on 22 August 2016 and S2 Resources will apply for those New Shares to be listed for quotation on ASX on or before 23 August 2016.
- (b) S2 Resources expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the SPP on 24 August 2016. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the SPP.

23. UNDERWRITING

The SPP will not be underwritten.

24. WITHDRAWAL SUSPENSION, TERMINATION, ANOMALIES AND DISPUTES

- (a) S2 Resources reserves the right to waive strict compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate the SPP at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where S2 Resources does not notify you of that event.
- (b) S2 Resources may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or disputes which may arise in connection with, or by reason of, the operation of the SPP, whether generally or in relation to any participant or application. Any determination by S2 Resources will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates.
- (c) S2 Resources' rights may be exercised by the Board or any delegate of the Board.

25. FURTHER INFORMATION

If you have any questions in relation to the SPP, please contact the Company Secretary on +61 8 6166 0240. For any registry related questions, please contact S2 Resources share registry, Computershare Investor Services Pty Limited, 1300 850 805 or +61 3 9415 4000 (from overseas).

26. GOVERNING LAW

This offer is governed by the law in force in Western Australia. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of Western Australia.