



19 January 2017

## ASX ANNOUNCEMENT

### TND SHAREHOLDING SALE FACILITY

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Top End Minerals Limited (ASX:TND) (Company) announces it has established a facility for the sale of ordinary shares for holders of less than a marketable parcel of the Company's shares (**TND Shareholding**), in accordance with clause 148 of the Company's constitution and the ASX Listing Rules (**Sale Facility**).

The ASX listing rules define a marketable parcel as a parcel of securities with a market value of not less than \$500. Based on the Company's closing share price of \$0.074 on 18 January 2017 (**Record Date**), a TND Shareholding is therefore 6,757 shares or fewer. TND Shareholdings represent 783,125 ordinary shares held by 223 shareholders.

The Sale Facility will be available to TND shareholders holding a TND Shareholding on the Record Date. The sale of these unmarketable parcels of shares will assist the Company to lower its administrative and share registry costs and enable shareholders with small shareholdings to sell their shares without incurring brokerage costs.

To assist in the process, the Company has appointed Triple C Consulting Pty Ltd to act as sale broker and to underwrite the Sale Facility. All shares sold under the Sale Facility will be sold at a fixed price of \$0.067 per share, being the 5 day VWAP of the Company's shares to 18 January 2017.

A letter and form will be distributed to eligible shareholders on 24 January 2017, a copy of which is attached to this announcement.

Key dates relevant to the Facility are as follows:

<b>Record Date</b>	<b>18 January 2017</b>
<b>Shareholder Mailing Date</b>	<b>24 January 2017</b>
<b>Closing Date</b>	<b>7 March 2017</b>
<b>Expected Payment Date</b>	<b>21 March 2017</b>

For and on behalf of Top End Minerals Limited

Further information please contact:  
Peter Lee  
Director, CFO & Company Secretary  
03 8532 2848



19 January 2017

Dear Shareholder,

### **Sale of your Small Shareholding in Top End Mineral Limited**

I am writing to advise you that Top End Minerals Limited (TND or Company) has established a share sale facility (Facility) for holders of parcels of TND shares with a market value of less than \$500 as at 7.00pm (AEST) on 18 January 2017 (Small Shareholdings). The Directors have resolved that based on the Company's closing share price of \$0.074 on 18 January 2017, holdings of 6,757 shares or fewer shall be subject to this Facility. The Facility is being established in accordance with the ASX Listing Rules and the Company's constitution.

An ASX announcement notifying the market of this transaction was made on 18 January 2017.

The Company is offering the Facility to assist holders of Small Shareholdings to sell their shares. Holders of Small Shareholdings who take advantage of the Facility will have their shares sold without having to pay brokerage fees or act through a broker. Whilst tax consequences from the sale of your shares are your responsibility, the Company will organise payment of the other costs associated with the sale and transfer of your shares.

To assist in the process, the Company has appointed Triple C Consulting Pty Ltd to act as sale broker and to underwrite the Facility. All shares sold under the Facility will be sold at a fixed price of \$0.067 per share, being the 5 day VWAP to the closing market price for the Company's shares on 18 August 2015.

By facilitating the sale of Small Shareholdings the Company expects to reduce the administrative costs associated with maintaining a large number of small shareholdings.

The Company records show that you held 6,757 or fewer shares (being a Small Shareholding) as at 7.00pm (AEST) on 18 January 2017 (Record Date).

Unless you advise the Company that you do NOT wish to sell your shares through the Facility within six (6) weeks from the date of this letter, TND will sell your shares through the Facility. Payment from the sale of these shares will be sent to you following the Facility settlement or as soon as is practicable.

In the case of a third party announcing a takeover offer of the Company, please note that the Company will not sell your shares. Consistent with its continuous disclosure obligations, the Company may release to the ASX information that may be material to a shareholder's decision as to whether they wish to retain their shares. This information will, if released, be available on both the ASX and Company websites.

### **What do I need to do?**

If you wish to sell your TND shares without incurring brokerage or handling costs, you do not need to take any action. By refraining from taking any action, after the expiration of the time prescribed in the ASX Listing Rules, you will be deemed to have appointed the Company as your agent to sell all of your shares at a fixed price of \$0.067 per share. The Company will bear the costs of the sale and the proceeds of the sale will be dealt with as set out in the attached information pack.

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If you wish to retain your shares, you must do one of the following:

1. Complete the enclosed 'Share Retention Form' and return it so that it is received by TND's share registry, Link Market Services Limited by 5.00pm (AEST) on 7 March 2017; or
2. If you hold shares in multiple holdings, arrange to have these holdings merged into one holding of 6,757 or more shares so that this is reflected on the Company's share register at 5.00pm (AEST) on 7 March 2017
3. Make your own arrangements outside this Facility to purchase additional shares so that you are the registered holder of 6,757 or more shares at 5.00pm (AEST) on <date>.

TND makes no recommendation as to whether you should participate in this Facility and this letter does not constitute advice and is not a recommendation to buy, sell or hold shares. If you are in doubt or require further information regarding possible taxation implications from participation in the Facility, you should consult your legal, financial or taxation advisor.

The attached information pack sets out further details of the Facility, which I recommend you read prior to making your decision.

If you have any questions, please contact the Company's share registry, Link Market Services Pty Ltd.

Yours sincerely,

PETER LEE

Director, CFO & Company Secretary



**1. What is a Small Shareholding and whom does this program apply to?**

The Facility is available to TND shareholders who at 5.00pm (AEST) on 18 January 2017 (Record Date) were holders of ordinary shares in TND (Shares) valued at less than \$500 (Small Shareholding). Based on a price of \$0.074 per share, being the closing price of Shares on the Australian Stock Exchange (ASX) on the Record Date, a Small Shareholding is any holding of fewer than 6,757 shares. Our records show that you are the holder of a Small Shareholding as at the Record Date and accordingly your shareholding is eligible for this share sale facility.

**2. What is the sale process?**

If you do not take any action and on the Closing Date you continue to hold a Small Shareholding, your Shares will be sold on your behalf by TND as soon as practicable after the Closing Date. TND has appointed Triple C Consulting Pty Ltd to act as sale broker and to underwrite the Facility.

**3. What if my Shares are held in a CHESS Holding?**

If your Shares are held in CHESS holding, TND may, after the Closing Date, initiate a holding adjustment to move your Shares to the issuer sponsored register.

**4. What is the sale price?**

All Shares sold under the Facility will be sold at a fixed price of \$0.67 per Share, being the 5 day VWAP of the Company's shares to 18 January 2017. The market price of TND Shares may rise or fall during the period between the date of this letter and the closing date of 7 March 2017; however, this will not affect the price you receive for your Shares under the Facility or whether the Shares will be sold.

**5. How and when will I receive the sales proceeds?**

The proceeds to which you are entitled are expected to be remitted to you by 21 March 2017 using the payment method recorded for your holding. The proceeds of the Share sale will be deposited into your bank account if you have previously provided banking instructions to TND's share registry or alternatively, will be sent to you by cheque at the address last recorded in the Company's register of members.

**6. If I buy more Shares, will I retain my holding?**

Yes, TND will treat any purchase of additional Shares to increase the value of your TND shareholding to more than \$500 as an indication that you do not want your Shares to be sold through the Facility. For a purchase to be an effective notification that you wish to retain your Shares, any additional Shares must be registered by 5.00pm (AEST) on 7 March 2017 under the same name and address and with the same holder number (SRN or HIN) as set out in the accompanying letter.

**Important Information**

TND reserves the right to change any of the dates referred to in this shareholder information document or letter to the shareholder by notice to the ASX.