



LESS THAN MARKETABLE PARCEL SHARE SALE FACILITY

ASX ANNOUNCEMENT

11 March 2019

Nelson Resources Limited (ASX: NES; "Nelson" or the "Company") is pleased to announce details of a share sale facility (**Facility**) for holders of a less than a marketable parcel of the Company's shares (being, for the purposes of the ASX Listing Rules, a parcel of securities with a market value of less than \$500) (**Less Than Marketable Parcel**).

As at market close on 6 March 2019 (**Record Date**), a Less Than Marketable Parcel of NES shares will be any registered holding of less than 3,571 NES shares, based on a closing price of \$0.14 (14 cents) per share. Shareholders who own 3,572 shares or more will not be eligible to participate in the Facility.

The Company currently has 447 shareholders holding a Less Than Marketable Parcel. Those holdings comprise 250,828 NES shares, representing 0.550% of the Company's total issued shares.

The Company is providing the Facility to holders of Less Than Marketable Parcels to sell their shares without incurring transaction costs that could otherwise make a sale of their shares uneconomic. Shareholders with Less Than Marketable Parcels are not obliged to sell their shares. However, they will need to opt out of the Facility or their shares will be automatically sold for them.

In addition to the benefits for holders of Less than Marketable Parcels, the Company expects to reduce the administrative costs associated with maintaining many small shareholdings.

Pinnacle Corporate Finance Pty Ltd has been appointed as the broker for shares sold under the Facility. Sale proceeds will be forwarded to participating shareholders as soon as practicable following settlement. All associated costs and brokerage fees will be paid by the Company, excluding any tax consequences, which will remain the shareholder's responsibility.

The Company will arrange to complete the Less Than Marketable Parcel sale process as soon as is practical after 20 May 2019.

A summary of the key dates in relation to the Facility is as follows:

Event	Date
Less than Marketable Parcel Record Date	6 March 2019
Facility announced to ASX	11 March 2019
Letters sent to shareholders holding Less Than Marketable Parcel	12 March 2019
Closing Date for receipt of Notice of Retention Forms	26 April 2019
Less Than Marketable Parcels Payment Date	20 May 2019

Attached is a copy of the letter which will be sent to all shareholders holding a Less Than Marketable Parcel on the Record Date. For further information, please contact the Company on +61 (08) 9481 0389.

Nelson Resources Limited

ABN 83 127 620 482

ASX Code: NES

Board and Management

*Executive Director
Adam Schofield*

*Non-Executive Chairman
Warren Hallam*

*Non-Executive Director
Stephen Brockhurst*

*Company Secretary
Stephen Brockhurst*

Registered Office
Level 11, London House
216 St Georges Terrace
Perth WA 6000

Postal Address
GPO Box 2517 Perth WA 6831

Telephone: +61 8 9481 0389
Facsimile: +61 8 9463 6103

Email
info@nelsonresources.com.au

Website
www.nelsonresources.com.au





About Nelson Resources Limited

Nelson Resources Limited is an ASX-listed gold exploration company with a portfolio of four wholly owned gold projects located in Western Australia. All of Nelson's projects are located within the Eastern Goldfields Superterrane of the Yilgarn Craton, which contains substantial greenstone belts, considered highly prospective for gold mineralisation. This area is one of the most gold-endowed regions in the world and all tenements sit nearby to some of WA's largest gold mines; Paddington (7.4m oz), Kanowna Belle (6.4m oz), Sunrise Dam (15m oz) and Sons of Gwalia (6.8m oz).





A.B.N 83 127 620 482

Level 11 London House,
216 St Georges Terrace, Perth
Western Australia 6000

Phone: (08) 9481 0389 | Fax: (08) 9463 6103

11 March 2019

Dear Shareholder,

Nelson Resources Limited (ACN 127 620 482) Sale of your Less Than Marketable Parcel

I am writing to advise you that Nelson Resources Limited (ACN 127 620 482) (ASX: NES) ("**Nelson**" or "**Company**") has established a share sale facility ("**Facility**") for holders of parcels of Company shares ("**Shares**") with a market value of less than \$500 as at 5.00pm (WST) on 6 March 2019 ("**Less Than Marketable Parcel**"). The Directors have resolved that based on the Company's closing share price of \$0.14 per share on 6 March 2019, holdings of 3,571 or less Shares shall be subject to this Facility. The Facility is 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 11 March 2019.

The Company is offering the Facility to assist holders of Less Than Marketable Parcels to sell their Shares. Holders of Less Than Marketable Parcels 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 Pinnacle Corporate Finance Pty Ltd to act as sale broker. All Shares sold under the Facility will be sold at a price to be determined by the Company in accordance with the Company's constitution.

By facilitating the sale of Less Than Marketable Parcels, the Company expects to reduce the administrative costs associated with maintaining a large number of Less Than Marketable Parcels.

The Company records show that you held 3,571 or less Shares (being a Less Than Marketable Parcel) as at 5.00pm (WST) on 6 March 2019 ("**Record Date**").

Shareholders of Less Than Marketable Parcels are not obligated to sell their Shares. However, unless you advise the Company that you do NOT wish to sell your Shares through the Facility by **5.00pm (WST) 26 April 2019**, the Company 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.

Please also note that the Company will not sell your shares in the event that a third party announces a takeover offer for the Company. 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.

Key Dates

Event	Date
Less than Marketable Parcel Record Date	6 March 2019
Facility announced to ASX	11 March 2019
Letters sent to Shareholders holding a Less Than Marketable Parcel	12 March 2019
Closing Date for receipt of Notice of Retention Forms	26 April 2019
Less Than Marketable Parcel Payment Date	20 May 2019

What do I need to do?

If you wish to sell your 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 closing date for receipt of Notice of Retention Forms (26 April 2019), you will be deemed to have appointed the Company as your agent to sell all of your shares at a price to be determined by the Company in accordance with the Company's constitution. 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.

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

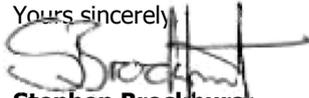
- (a) Complete the enclosed 'Notice of Retention Form' and return it so that it is received by the Company's share registry Security Transfer Australia Pty Ltd by 5.00pm (WST) on 26 April 2019; or
- (b) If you hold shares in multiple holdings, arrange to have these holdings merged into one holding of 3,572 or more shares so that this is reflected on the Company's share register at 5.00pm (WST) on 26 April 2019; or
- (c) Make your own arrangements outside this Facility to purchase additional shares so that you are the registered holder of 3,572 or more shares at 5.00pm (WST) on 26 April 2019.

The Company 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. Further, the Company does not imply that your Less Than Marketable Parcel is not capable of being sold on market. If you are in doubt or require further information regarding possible taxation implications from participating 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 Secretary on + 61 (08) 9481 0389.

Yours sincerely,



Stephen Brockhurst
Company Secretary

FACILITY INFORMATION PACK

1. What is a Less Than Marketable Parcel and whom does this program apply to?

The Facility is available to NES shareholders who at 5.00pm (WST) on 26 April 2019 (“**Record Date**”) were holders of ordinary shares in the Company (“**Shares**”) valued at less than \$500 (“**Less Than Marketable Parcel**”). Based on a price of \$0.14 per share, being the closing price of Shares on the Australian Stock Exchange (“**ASX**”) on the Record Date, a Less Than Marketable Parcel is any holding of 3,571 or less Shares. Our records show that you are the holder of a Less Than Marketable Parcel as at the Record Date and accordingly your shareholding is eligible for this Facility.

2. What is the sale process?

If you do not take any action and on the Closing Date you continue to hold a Less Than Marketable Parcel, your Shares will be sold on your behalf by the Company as soon as practicable after the Closing Date. The Company has appointed Pinnacle Corporate Finance Pty Ltd to act as sale broker.

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

If your Shares are held in CHESS holding, the Company 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 price to be determined in accordance with the Company’s constitution. The sale price will not be less than the simple average of the last sale prices of Shares for each of the ten (10) trading days immediately preceding the date of any offer received by the Company for the purchase of Shares under the Facility. You will not have control over the time at which your Shares are sold, and the price you receive may differ from the price appearing in the media or quoted by the ASX on any day and may not be the best price on the day your shares are 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 20 May 2019 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 the Company’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. What if I do not wish to sell my Less Than Marketable Parcel?

If you do not wish to sell your Less Than Marketable Parcel, you **must** complete the Notice of Retention Form and ensure that it is returned so that it is received by the Company’s share registry before **26 April 2019**. If our share registry has not received your Notice of Retention Form by this date, your shareholding will be sold under the Facility.

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

Yes, the Company will treat any purchase of additional Shares to increase the value of your NES 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 on 26 April 2019 under the same name and address with the same holder number (SRN or HIN) as set out in the accompanying letter.

8. What if I hold multiple Less Than Marketable Parcels?

If you hold multiple Less Than Marketable Parcels, you must complete and return a Notice of Retention Form for each separate Less Than Marketable Parcel you wish to retain.

9. What if I submit a Notice of Retention Form but subsequently change my mind?

If you have submitted a Notice of Retention Form (i.e. that you wish to retain your Less Than Marketable Parcel) but subsequently change your mind, you may, by written notice to the Company’s share registry revoke or withdraw that notice. In that event, your Less Than Marketable Parcel will be sold pursuant to the Facility.

10. Important information

The Company 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.

BUYBACK ACCEPTANCE FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:

LEVEL 11
216 ST. GEORGE'S TERRACE
PERTH WA 6000
AUSTRALIA

NELSON RESOURCES LIMITED

ACN/: 127 620 482

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

All Correspondence to:

**PO Box 52
Collins Street West VIC 8007**

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au



«Post_zone»
«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:	NES
Holder Number:	«Securities_1»
Shares Held:	«Securities_1»
Record Date:	6 March 2019

RETENTION OF SHARES CLOSING AT 5:00PM WST 26 APRIL 2019

I/We the Shareholder(s) described above by signing this form, hereby give notice that I/we wish to retain my/our shareholding in NELSON RESOURCES LIMITED, pursuant to 3.13 of the NELSON RESOURCES LIMITED Constitution.

SECURITY HOLDER(S) SIGNATURE(S) This section must be signed for your instructions to be executed.

Individual/Security Holder 1	Individual/Security Holder 2	Individual/Security Holder 3
Sole Director & Company Secretary	Director/Company Secretary	Director

Notes:

- For full details, please read the Notice dated 12 March 2019.
- If you wish to retain your shareholding in the Company, please sign this notice in the space provided and return it to the Company's share registry by 5:00pm WST 26 April 2019.
- Notice in respect of a corporation must be executed in accordance with the constitution of that corporation.
- Notices signed under power of attorney or by the executor of an estate must be accompanied by a copy of that power or letters of administration, as the case may be, unless previously lodged for noting.
- In the case of holdings held by two or more persons, all holders must sign.

My/Our contact details in case of enquiries are:

NAME	TELEPHONE NUMBER
	()
EMAIL ADDRESS	

IF YOU WISH TO RETAIN YOU SHARES PLEASE RETURN THIS NOTICE TO THE COMPANY'S SHARE REGISTRY

Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007

Facsimile:
+61 8 9315 2233

Street Address:
Suite 913, Exchange Tower
530 Little Collins Street
MELBOURNE VIC 3000

Email:
registrar@securitytransfer.com.au

REGISTRY DATE STAMP

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.