

## SHARE PURCHASE PLAN

The Board of Directors of Thundelarra Limited ACN 085 782 994 (**Company**) has resolved to proceed with raising up to \$2,365,788 by offering to existing eligible shareholders with a registered address in Australia or New Zealand, the opportunity to participate in a Share Purchase Plan (**Plan**).

The Plan entitles eligible shareholders to purchase up to \$15,000 worth of fully paid ordinary shares in the Company at an issue price of \$0.034 each.

Eligible shareholders will have a choice 9 tranches of amounts of shares of which they may subscribe for one. These are detailed below:

	<b>Subscription Amount (\$A)</b>	<b>New Shares to be allotted calculated at the Issue Price</b>
Tranche A	\$1,000 (minimum)	29,412
Tranche B	\$2,000	58,824
Tranche C	\$3,000	88,235
Tranche D	\$4,000	117,647
Tranche E	\$5,000	147,059
Tranche F	\$7,000	205,882
Tranche G	\$10,000	294,118
Tranche H	\$12,000	352,941
Tranche I	\$15,000 (maximum)	441,176

The offer to subscribe for new shares being made under the Plan will result in the issue of a maximum of 69,582,000 new shares which would raise a maximum of \$2,365,788 million to be used to fund ongoing exploration expenditure to evaluate viable geological targets at the Company's Allamber, Sophie Downs, Curara Well, Copperfield and other projects as required, pay costs of the capital raising, pay costs associated with the Red Bore dispute and general working capital requirements.

The Directors reserve the right to allot fewer shares than eligible shareholders apply for.

The proposed timetable for the Plan is detailed below however the Directors reserve the right to vary the dates and times without notice.

Key Date	Event	Description
<b>1 August 2013</b>	Record Date	Date on which the Company determined the eligible shareholders
<b>9 August 2013</b>	Despatch Offer Document	Share purchase plan offer materials dispatched to eligible shareholders
<b>9 August 2013</b>	Opening Date	Share purchase plan opens
<b>30 August 2013</b>	Closing Date	Share purchase plan closes. Applications must be received by <b>5.00 pm Western Standard Time</b>
<b>6 September 2013</b>	Allotment Date	Shares allotted
<b>13 September 2013</b>	Despatch Date	New Share statements sent to shareholders