



METEORIC RESOURCES

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REPLACEMENT LETTER

21 October 2013

Dear Shareholder

Pro Rata Non-Renounceable Rights Issue of Shares

We are writing to you as a registered holder of fully paid ordinary shares or partly paid contributing shares (together "**Shareholders**") in Meteoric Resources NL ("**Meteoric**" or "**the Company**").

As announced to ASX on 29 August 2013, the Company is undertaking a pro rata non-renounceable offer of ordinary fully paid shares to eligible Shareholders. The offer is on the basis of one (1) new share ("**New Share**") for every eight (8) shares held by eligible Shareholders of the Company as at 5.00pm WST on 30 October 2013 ("**Record Date**") at an issue price of \$0.027 per Share, to raise approximately \$422,275 ("**Offer**" or "**Rights Issue**"). Please note that in order to comply with ASX Listing Rules, the issue price has been decreased from \$0.0275 per Share as previously announced.

The Company is making the Offer available to eligible shareholders, being persons who are registered as Shareholders of the Company on the Record Date and have a registered address in Australia or New Zealand. In calculating entitlements under the Offer, fractions will be rounded down to the nearest whole number.

Pursuant to provisions introduced into the Corporations Act 2001 ("**Act**") in 2007 (Section 708AA), the Company is not required to prepare a prospectus for the Rights Issue. A notice under section 708AA (2)(f) of the Corporations Act (Notice) and a Replacement Offer Document was lodged with the ASX on 18 October 2013 in respect of the Rights Issue and the Offer Document will be mailed to eligible Shareholders on or about 6 November 2013. The Offer Document will not constitute an offer in any place in which or to any person to whom it would be unlawful to make such an offer.

Shareholders may view the Company's ASX releases on the ASX website asx.com.au (ASX code: MEI) and extensive information on the Company and its projects (including ASX releases) on the Company's website at www.meteoric.com.au

Underwriting and Use of Proceeds

The Rights Issue is fully underwritten by CPS Capital Group Pty Ltd. Proceeds from the Rights Issue will be applied towards ongoing review, evaluation and exploration programs on the company's existing projects (both local and overseas), due diligence on possible acquisitions, costs of the Offer and for additional working capital. The cash costs of the Offer will be approximately \$45,000.

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Capital Structure

The capital structure of the Company following completion of the Offer is summarised below:

Fully Paid Ordinary Shares	Number
Shares on issue at date of the Offer	97,613,867
New Shares offered under the Offer ^{1,3}	15,639,824
Total Shares on issue at completion of the Offer²	113,253,691

Contributing Shares	Number
Contributing Shares on issue at date of the Offer	27,504,727
Total Contributing Shares on issue at completion of the Offer	27,504,727

Options	Number
Options on issue at date of the Offer	5,360,000
Unlisted Options exercisable at \$0.2249 on or before 23 December 2014	2,580,000
Unlisted Options exercisable at \$0.237 on or before 21 December 2015	230,000
Unlisted Options exercisable at \$0.0915 on or before 27 December 2016	2,550,000
Underwriter Options to be issued	5,000,000
Total Options on issue at completion of the Offer	10,360,000

Notes:

1. The number of New Shares offered includes the entitlement of holders of Shares and Contributing Shares.
2. The number of Shares on issue assumes that no Options currently on issue are exercised prior to the Record Date.
3. The number of New Shares issued assumes that the Offer is fully subscribed and that no Options currently on issue are exercised prior to the Record Date.

Timetable

The Rights Issue is proposed to be conducted according to the following indicative timetable:

Event	Date
Release of Replacement Offer Document, Appendix 3B & Section 708AA Notice to ASX	21 October 2013
Notice sent to Shareholders	23 October 2013
“Ex” Date (date from which Shares and Contributing Shares commence trading without the entitlement to participate in the Offer)	24 October 2013
Record Date 5.00pm (WST) (date for determining Entitlements of Eligible Shareholders to participate in the Offer)	30 October 2013
Offer Document dispatched to Eligible Shareholders	6 November 2013
Offer Opening Date	6 November 2013
Offer Closing Date 5.00pm (WST)	15 November 2013
ASX notified of under subscriptions	20 November 2013
Issue date	25 November 2013
Dispatch of Holding Statements	29 November 2013

All of the abovementioned dates are indicative only and may be subject to change. The Company reserves the right, in conjunction with the Underwriter, to amend this timetable including, subject to the Corporations Act 2001 and the ASX Listing Rules, to extend the closing date.

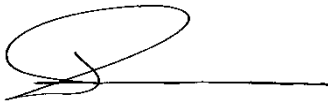
Pro Rata Non-Renounceable Rights issue of Shares

As soon as practicable following the Record Date, Meteoric will dispatch an Offer Document and also a personalised Entitlement and Acceptance Form to eligible Shareholders. If you are eligible and wish to participate in the Rights Issue, it will be necessary for you to complete this personalised Entitlement and Acceptance Form and return it, with the appropriate application monies to the companies share registry before 5.00pm WST on the anticipated closing date of 15 November 2013.

Full details of the Offer will be contained in the Offer Document that will be mailed to all eligible Shareholders who are registered on the Record Date. Shareholders who are eligible to participate should read the Offer Document carefully.

If you have any questions in relation to the Rights Issue, please do not hesitate to contact the Company on (08) 9485 2836.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Rudolf Tieleman', written over a horizontal line.

Rudolf Tieleman
Company Secretary