



ACN 097 532 137

RIGHTS ISSUE OFFER BOOKLET

For a non-renounceable pro-rata rights issue to each Eligible Shareholder of 2 New Shares for every 3 Shares held on the Record Date at the Offer Price of A\$0.008, 0.44 pence or ZAR0.0788 per New Share

The Rights Issue closes (unless extended) at:

5.00pm (AWST) on 3 November 2014 for Eligible Shareholders on the Australian Register;

11.00am (GMT) on 31 October 2014 for Eligible Shareholders on the UK Register;

12.00pm (SAST) on 3 November 2014 for Eligible Shareholders holding Certificated Shares on the South African Register

This Offer Booklet is not a prospectus. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares. This Offer Booklet is important and requires your immediate attention. This Offer Booklet should be read in its entirety. If you do not understand its contents or are in doubt about what to do, you should consult your stockbroker or a professional adviser

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES OR TO U.S. PERSONS

Important notice

This Offer Booklet and the Entitlement and Acceptance Form do not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. In particular, this Offer Booklet and anything contained in it do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. This Offer Booklet may not be distributed or released into or within the United States or to U.S. Persons. The New Shares offered under the Rights Issue have not been and will not be registered under the U.S. Securities Act or under any applicable laws of any State or other jurisdiction of the United States. The Entitlements, New Shares and Shortfall Shares may not be offered, sold, taken up, exercised, resold, pledged, renounced, transferred or delivered, directly or indirectly, into or within the United States or to, or for the account or benefit of, U.S. Persons, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any State or other jurisdiction of the United States. The New Shares being offered and sold outside the United States to persons that are not U.S. Persons, or acting for the account or benefit, of U.S. Persons, in reliance on Regulation S under the U.S. Securities Act.

1 Chairman's letter

23 October 2014

Dear Shareholder,

On 9 October 2014, Ferrum Crescent announced its intention to undertake a capital raising of up to approximately A\$2 million via a partially underwritten non-renounceable pro-rata rights issue (**Rights Issue**).

This Offer Booklet sets out the terms on which the Rights Issue is offered to Eligible Shareholders. The Rights Issue gives each Eligible Shareholder the opportunity to purchase 2 New Shares at the Offer Price for every 3 shares in Ferrum Crescent held on the Record Date.

The Offer Price for New Shares under the Rights Issue is:

- for Eligible Shareholders on the Australian Register, A\$0.008 per New Share, which represents a 33.33% discount to the closing price of Shares on the ASX of A\$0.012 on 8 October 2014 (being the latest practicable date prior to the announcement of the Rights Issue);
- for Eligible Shareholders on the UK Register, 0.44 pence per New Share, which represents a 16.2% discount to the closing price of Shares on AIM of 0.525 pence on 8 October 2014 (being the latest practicable date prior to the announcement of the Rights Issue);
- for Eligible Shareholders on the South African Register, ZAR0.0788 per New Share, which represents a 47.46% discount to the closing price of Shares on the JSE of ZAR0.15 on 8 October 2014 (being the latest practicable date prior to the announcement of the Rights Issue);

The Record Date for determining the Entitlements of Eligible Shareholders is 20 October 2014 at:

- 5.00pm (AWST) for Eligible Shareholders on the Australian Register;
- 5.00pm (GMT) for Eligible Shareholders on the UK Register; and
- 12.00pm (SAST) for Eligible Shareholders on the South African Register.

In accordance with the Underwriting Agreement, Patersons Securities Limited (**Underwriter**) has agreed to partially underwrite the issue of New Shares under the Rights Issue, thus providing the Company with certainty that it will raise gross proceeds equal to approximately A\$860,000 from the Rights Issue. Refer to sections 3.9 and 3.10 for details regarding the underwriting and sub-underwriting arrangements in respect of the Rights Issue.

The proceeds from the Rights Issue will be used to complete final cost estimations for most of the major mining and processing elements at the Company's Moonlight iron ore project. Completion of this phase of work (further detailed in section 3.2) will allow for final negotiations and planning with major infrastructure partners and local communities.

Entitlements are non-renounceable and accordingly will not be tradeable on ASX, AIM or JSE or otherwise transferable.

Shareholders who do not take up all or any part of their Entitlements will not receive any payment or value in respect of those Entitlements and their equity interest in the Company will be diluted.

Accompanying this Offer Booklet is your personalised Entitlement and Acceptance Form, which details your Entitlement.

The Rights Issue closes (unless extended) at:

- 5.00pm (AWST) on 3 November 2014 for Eligible Shareholders on the Australian Register;
- 11.00am (GMT) on 31 October 2014 for Eligible Shareholders on the UK Register; and

- 12.00pm (SAST) on 3 November 2014 for Eligible Shareholders holding Certificated Shares on the South African Register.

Eligible Shareholders holding Dematerialised Shares on the South African Register who wish to apply for New Shares or Shortfall Shares must instruct their CSDP or broker as to the number of New Shares for which they wish to apply, by the cut-off time required by the CSDP or broker, and ensure that sufficient funds are deposited with their CSDP or broker.

To participate, please refer to the instructions on “How to Apply” set out in Section 6 this Offer Booklet for further information.

You are encouraged to read this Offer Booklet and the accompanying Entitlement and Acceptance Form (where applicable) in detail. You should consult your stockbroker, accountant, solicitor, financial adviser or other independent professional adviser to evaluate whether or not to participate in the Rights Issue.

On behalf of the Board of Ferrum Crescent, I invite you to consider this opportunity and thank you for your ongoing support.

Yours sincerely

Edward Nealon
Chairman

2 Key dates and Summary Information for the Rights Issue

Key dates

Announcement of the Rights Issue	9 October 2014
Notice to Shareholders to inform them of the Rights Issue and indicative timetable	14 October 2014
Shares trade on ASX on 'ex' entitlement basis	16 October 2014
Record Date for the Rights Issue (5.00pm (AWST) for Eligible Shareholders on the Australian Register, 5.00pm (GMT) for Eligible Shareholders on the UK Register, and 5.00pm (SAST) for Eligible Shareholders on the South African Register)	20 October 2014
Rights Issue opens	23 October 2014
DI CREST Entitlements issued	23 October 2014
Closing Date for the Rights Issue for Eligible Shareholders on the UK Register at 11.00am	31 October 2014 (unless extended)
Closing Date for the Rights Issue (5.00pm (AWST) for Eligible Shareholders on the Australian Register, 12.00pm (SAST) for Eligible Shareholders holding Certificated Shares on the South African Register)	3 November 2014 (unless extended)
New Shares commence trading on ASX a deferred settlement basis	5 November 2014
Notification of shortfall	6 November 2014
Issue and allotment of New Shares (and dispatch of refund payments in respect of any unsuccessful applications under the Shortfall Offer)	10 November 2014
Admission to trading of New Shares on JSE and commencement of trading	10 November 2014
Dispatch of holding statements for New Shares trading on ASX	11 November 2014
Admission to trading of New Shares on AIM and commencement of trading	11 November 2014
Normal trading of New Shares on ASX	12 November 2014

Dates and times are indicative only and subject to change. The commencement of quotation of New Shares is subject to confirmation from ASX, LSE and JSE. Ferrum Crescent reserves the right, subject to the Corporations Act, ASX Listing Rules, AIM Rules and other applicable laws to vary the dates of the Rights Issue in consultation with the Underwriter, including extending the Rights Issue or accepting late applications, either generally or in particular cases, without notice. You cannot, in most circumstances, withdraw an application once it has been accepted. No cooling-off rights apply to the Rights Issue.

Summary information

Issue Price	A\$0.008, 0.44 pence or ZAR0.0788
Entitlement	2 New Shares for every 3 Shares held on Record Date
Discount to closing price of Shares on 8 October 2014 (ASX, AIM) and 7 October (JSE)	33.33% for Shares traded on ASX, 16.2% for Shares traded on AIM, and 47.46% for Shares traded on JSE
Maximum number of Shares issuable under the Rights Issue (subject to rounding-up, reconciliation of holdings and assuming the Rights Issue is fully subscribed)	Approximately 253,735,185 New Shares
Maximum amount which may be raised under the Rights Issue (before costs and expenses)*	Approximately A\$2,029,881.48
Maximum number of Shares on issue after the Rights Issue*	Approximately 634,337,962 Shares

3 Details of the Rights Issue

3.1 Offer

The Company offers for subscription approximately 253,735,185 New Shares pursuant to a pro-rata non-renounceable entitlement issue to Eligible Shareholders of 2 New Shares for every 3 Shares held on the Record Date at an issue price of A\$0.008, 0.44 pence or ZAR0.0788 per New Share. Fractional entitlements will be rounded up to the nearest whole number.

All of the New Shares offered under this Offer Booklet will rank equally with the Shares on issue at the date of this Offer Booklet.

3.2 Use of funds

The Rights Issue will raise between approximately A\$860,000 (ie the underwritten amount assuming that the Underwriting Agreement is not terminated) and \$2,029,881.48 (assuming all Entitlements are taken up) in each case before costs and subject to rounding of Entitlements and exchange rate variations.

The proceeds of the Rights Issue are planned to be used in accordance with the table set out below on the basis of either the minimum amount or the maximum amount being raised. To the extent an amount is raised between the minimum and the maximum, it is anticipated that the funds will be applied in the manner that best advances the bankable feasibility study in relation to the Moonlight Iron Ore Project.

	Minimum Raised \$,000	Maximum Raised \$,000
Appoint a new Study Manager	20	100
Mineral resource work; defining the variability in ore feed for the first 5-10 years	30	30
Finalise representative sample areas for definitive metallurgical test work (beneficiation and pelletising)	20	20
Assay work to confirm understanding of ore variability (and consequence to the beneficiation process)	-	60
Diamond drilling program	-	400
Definitive beneficiation test work program	-	250
Corporate social responsibility activities	70	160
Corporate overheads (including costs of the rights issue and the costs of attracting new project investors) Note: These costs include compliance costs being listed on ASX, LSE and JSE.	650	900
Contingency	70	110
Total	860	2,030

3.3 Who may participate

The Rights Issue is only open to Eligible Shareholders. Please refer to sections 7.3 and 7.4 to see if you are eligible.

3.4 What Eligible Shareholders may do

If you are an Eligible Shareholder you may take any of the following actions:

- take up all of your Entitlement;
- take up all of your Entitlement and apply for Shortfall Shares;

- take up some of your Entitlement and allow some of your Entitlement to lapse; or
- do nothing and allow all of your Entitlement to lapse.

Details of how to apply under the Rights Issue are set out in section 6 below.

Please consider the Rights Issue in light of your particular investment objectives and circumstances before taking any of the above actions.

If you have any queries or are uncertain about any aspects of the Rights Issue please consult with your stockbroker, accountant or other independent financial adviser. In particular, please refer to section 5 (Risk Factors) and section 7 (Important Information).

3.5 No rights trading

The rights to New Shares under the Rights Issue are non-renounceable. Accordingly, there will be no trading of rights on the ASX, AIM or JSE and you may not dispose of your rights to subscribe for New Shares under the Rights Issue to any other party. If you do not take up your Entitlement to New Shares under the Rights Issue by the Closing Date, your Entitlement will lapse.

3.6 No minimum subscription

There is no minimum subscription under the Rights Issue. However, as noted in section 3.9, the Rights Issue is underwritten by the Underwriter, subject to the terms and conditions of the Underwriting Agreement.

3.7 Details of substantial Shareholders

Based on publicly available information as at the date of this Offer Booklet, the Shareholders with a relevant interest in 5% or more of the Shares on issue are as follows:

Shareholder	No. of shares	%
Alan Jenks	39,129,911	10.28
Mkhombi Amamoto (Proprietary) Ltd	25,281,620	7.70
Citicorp Nominees Pty Ltd	19,958,168	6.08

Mr Jenks has agreed to sub-underwrite the issue of New Shares under the Rights Issue, the details of which are set out in section 3.10.

3.8 Shortfall Offer

Eligible Shareholders may apply for New Shares not taken up by Eligible Shareholders (**Shortfall Shares**) in excess of their Entitlement.

There is no guarantee that there will be any Shortfall Shares available for subscription by Eligible Shareholders. The allocation of any Shortfall Shares will be limited to the extent that there are sufficient New Shares from Eligible Shareholders who do not take up their full Entitlement.

The Board reserves the right to issue the Shortfall Shares in its absolute discretion including to new investors, and may apply any scale-back to applications for Shortfall Shares in its absolute discretion.

Details of how to apply for Shortfall Shares are set out in section 6.5.

3.9 Underwriting

The Rights Issue is partially underwritten by the Underwriter up to an aggregate of A\$860,000, subject to standard terms and conditions. To the extent that the number of New Shares (including Shortfall

Shares) subscribed for by Eligible Shareholders is less than 253,735,185, the difference will be taken up by the Underwriter and the sub-underwriters.

Patersons Securities Limited, as lead manager and underwriter in respect of the Rights Issue, will be paid the following fees:

Corporate Advisory Fee	\$20,000 exclusive of GST payable upon completion of the Offer.
Management Fee	1% of the total amount raised under the Rights Issue (including any non-underwritten amounts raised)
Underwriting Fee	5% of the underwritten amount under the Rights Issue. All sub-underwriting fees will be paid by Patersons from this underwriting fee.
Selling Fee	5% of the amount raised via the placement of any non-underwritten shortfall (if any).

A summary of the material terms of the Underwriting Agreement, including the events whereby the Underwriter may be released from its obligations under the Underwriting Agreement, are set out in section 7.2.

3.10 Sub-underwriting

The following Directors have agreed to sub-underwrite the issue of New Shares under the Rights Issue in the following proportions:

Director	Sub-underwriting commitment	Number of sub-underwritten Shares	Post-Rights Issue holding
Mr Tom Revy	A\$40,000	5,000,000	5,000,000
Mr Edward Nealon	A\$160,000	20,000,000	29,340,607
Mr Grant Button	A\$40,000	5,000,000	6,436,000

Additionally, Mr Alan Jenks (through Grassroots Exploration Pty Ltd), who is a substantial shareholder in the Company has agreed to sub-underwrite the issue of up to 35,000,000 New Shares for an aggregate amount of \$280,000. In the event that Mr Jenks takes up his full entitlement under the Rights Issue and further subscribes for all of the New Shares the subject of his sub-underwriting commitment, Mr Jenks will hold approximately 19.49% of the issued capital of the Company.

Each sub-underwriter will be paid a fee of 1% of the sub-underwritten amount by the Underwriter.

3.11 Impact of the Rights Issue

If all Shareholders take up all of their Entitlement under the Rights Issue, the percentage interests in the Company held by the substantial Shareholders (as set out in the above table) would not change and there would be no effect on the control of the Company.

However, if some or all Shareholders do not take up some or all of their Entitlements under the Rights Issue, then the interests of the major Shareholders may increase, while the interests of Shareholders that do not participate in the Rights Issue will correspondingly decrease. In particular, as noted above, the interest of Mr Alan Jenks, who currently holds 10.28% of the issued shares in the Company, may increase by virtue of his agreement with the Underwriter to sub-underwrite the offer of 35 million New Shares.

3.12 Effect on share capital

The effect of the Rights Issue on the capital structure of the Company will be as follows:

Shares	Number
Number of Shares on issue at 5 October 2014 (the trading day immediately prior to the Announcement Date)	380,602,777
Maximum number of New Shares to be issued under the Rights Issue	253,735,185
Maximum number of Shares on issue following the Rights Issue	634,337,962

The figures are approximate as individual Entitlements will be rounded up to the nearest whole figure.

3.13 Directors' interest and participation

Each Director's relevant interest in Shares at the date of this Offer Booklet is described below. Both Mr Nealon and Mr Button intend not to take up their Entitlement under the Rights Issue but have agreed to sub-underwrite as described in section 3.99.

Director	Number of Shares as at the date of this Offer Booklet
Edward Nealon	9,340,607
Grant Button	1,436,000
Klaus Borowski	Nil
Kofi Morna	Nil
Ted Droste	Nil
Tom Revy	Nil

4 Company Overview

4.1 Company Overview

Ferrum Crescent is an iron ore exploration company focussed on developing its Moonlight Iron Ore Project in South Africa in which it holds a 97% interest.

Ferrum Crescent has a primary listing of its ordinary shares on ASX and a secondary listing on each of AIM and JSE.

4.2 Moonlight iron ore project, South Africa

(a) Overview

- **Mining:** Low stripping ratio; mining right granted for a term of 30 years (which is renewable); approval received for the Company's Environmental Impact Assessment in respect of mining and beneficiation.
- **Total Mineral Resource (JORC 2012):** Approximately 307 million tonnes (Mt) at 26.9% Fe, including: 172.1Mt Inferred at 25.3% Fe, 83.0Mt Indicated at 27.4% Fe and 52.6Mt Measured at 31.3% Fe.
- **Market:** Swiss-based Duferco SA offtake partner and other potential customers needing high grade product to make their low grade material economic in steel production.

(b) Estimate of JORC 2012 resource

Category	Tonne (Mt)	Fe (%)	SiO ₂ (%)	Al ₂ O ₃ (%)
Inferred	172.1	25.3	51.2	4.8
Indicated	83.0	27.4	50.1	4.0
Measured	52.6	31.3	47.3	2.5
Total	307.8	26.9	50.3	4.2

4.3 Information regarding reporting of Mineral Resources

The information in this Offer Booklet relating to the reporting of Mineral Resources is extracted from the announcement entitled "JORC Update – revision for purposes of Listing Rule 5.8.1" released to ASX on 5 May 2014 and is available on www.asx.com.au. The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates of Mineral Resources in that announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the competent person's findings are presented have not been materially modified from the original market announcement.

5 Risk Factors

5.1 Introduction

There are a number of risks, both specific to Ferrum Crescent and of a general nature which may, either individually or in combination, affect the future operational and financial performance of Ferrum Crescent and the mining industry in which it operates, and the value of Shares.

The risks summarised below are not exhaustive and do not take into account the individual circumstances of Shareholders. Ferrum Crescent does not give any assurances or guarantees of the future performance or profitability of Ferrum Crescent or the value of Shares. Additionally, Ferrum Crescent does not give any assurances or guarantees that the risks set out in this Offer Booklet will not change. The future dividends, the value of Ferrum Crescent assets and the market value or price of Shares quoted on ASX, AIM and/or JSE may be influenced by these and other risk factors. Some of the risks may be mitigated by the use of safeguards and appropriate systems and controls. However, many risks that may affect Ferrum Crescent are outside the control of Ferrum Crescent.

Every Shareholder should:

- rely on their own knowledge of Ferrum Crescent;
- refer to disclosures made by Ferrum Crescent on ASX, AIM and JSE; and
- consult their professional adviser, before deciding whether to apply for New Shares.

5.2 Development and operations

Mining projects are generally high-risk undertakings. No assurances can be given that Ferrum Crescent will be able to successfully exploit discoveries which may be made on Ferrum Crescent's mining right. Development of a mining operation at any of Ferrum Crescent's projects is dependent upon a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable iron ore, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If Ferrum Crescent commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents.

These risks and uncertainties could result in Ferrum Crescent not realising development plans or in such plans generating less revenue than expected, costing more than expected or taking longer to realise than expected. Any of these outcomes could have an adverse effect on Ferrum Crescent's financial and operational performance and the market price of Shares.

Ferrum Crescent does not have a producing project or operating history on which an evaluation of its development and operational credentials can be made. Ferrum Crescent's prospects must be considered in the light of the risks, expenses and difficulties frequently encountered by companies in their pre-development stage.

5.3 Regulatory compliance

(a) Title and tenure

Ferrum Crescent's exploration and development activities are contingent on obtaining and maintaining necessary licences and permits in South Africa. Ferrum Crescent's mining right is subject to various conditions, obligations and terms. If renewal is required this may be at the discretion of the relevant government minister or official. If approval for renewal is required but refused, Ferrum Crescent will suffer a loss of the opportunity to develop and further explore its mining right. There is no guarantee that Ferrum Crescent's mining right will not be revoked in the future.

(b) Black economic empowerment

The South African mining industry (including Ferrum Crescent's Moonlight Iron Ore Project) is subject to Black Economic Empowerment requirements as prescribed by the regulatory requirements for mining. In accordance with the Mineral and Petroleum Resources Development Act no. 28 of 2002 (the **MRPD Act**) one of the requirements that must be met before the South Africa Department of Minerals and Resources will issue a prospecting or mining right is that an applicant must facilitate the participation by historically disadvantaged South Africans (**HDSAs**) in prospecting or mining operations which result from the granting of prospecting or mining rights.

Under the Broad-Based Socio-Economic Empowerment Charter for the South African Mining Industry (the **Mining Charter**) applicants must be able to demonstrate that HDSAs have or had a 26% equity participation in a prospecting or mining venture by 1 May 2014. The Mining Charter also includes provisions relating to skills development, procurement from HDSA companies, social upliftment and beneficiation. Amendments to the MRPD Act in June 2013 have expanded the definition of HDSAs to include communities and as such the Minister of Mineral Resources (South Africa) may impose conditions on companies applying for new prospecting and mining rights, requiring that such companies provide for the participation of communities in their mining or prospecting operations. Further amendments to the MRPD Act and related regulations are anticipated in the future and Ferrum Crescent cannot predict the outcome, timing or impact of such amendments or new regulations on its business.

(c) Other approvals, licences and permits

Ferrum Crescent's existing and planned future activities will require Ferrum Crescent to obtain, and maintain compliance with, a number of approvals, licences and permits under applicable laws in South Africa. These relate to, for example, environmental protection, management of natural resources, management and use of hazardous substances and explosives, exploration, development of mines, production and post-closure reclamation and rehabilitation, exports, price controls, repatriation of capital and exchange controls, taxation, mining royalties, labour standards and occupational health and safety.

The costs associated with compliance with these laws and regulations are substantial, and possible future laws and regulations, changes to existing laws and regulations (including the imposition of new or higher taxes and mining royalties) could cause additional expense, capital expenditures, restrictions on or suspensions of Ferrum Crescent's operations and delays in development of its mining assets. There can be no guarantee that Ferrum Crescent will be able to obtain or maintain all necessary approvals, licences and permits that may be required.

5.4 Financial risk

Ferrum Crescent currently has no assets producing positive cash flow. The Moonlight iron ore project is at a relatively early stage of development and success will depend upon the Company's ability to raise sufficient funding to complete its bankable feasibility study in respect of that project.

There can be no guarantee that, assuming a positive outcome for the bankable feasibility in respect of the Moonlight iron ore project, the Company will be able to raise the equity and debt financing and,

potentially, political risk insurance, necessary to develop the project and put it into operation. The location of the project in South Africa may make lending to or investing in the Company and or the project less attractive for a project of this size.

5.5 Technical and commercial risk

There can be no guarantee that the Moonlight Iron Ore Project will be technically and commercially viable. Whilst considerable geological, metallurgical and other studies have been carried out in respect of the Moonlight iron ore project and it is believed that the project will be based exclusively on technically and commercially proven processing, manufacturing and transporting methods, there can be no guarantee that the Company will be able to demonstrate to potential funders of the project (including product purchasers, project financiers, bilateral and multilateral lenders, export financiers, and equity investors) that the Company will be able to produce iron ore products at its manufacturing facility and transport it to customers in a profitable manner, taking into account technical risks, regulatory risks and the other risks associated with any project involving the mining and processing of ore, transportation by slurry pipeline to a manufacturing facility, manufacturing at that facility, and the transport of product to customers.

5.6 Personnel

The Company's future success is substantially dependent upon the continued services and performance of its senior management and other key personnel in the various areas of the Company's business. The loss of the services of certain key employees or the inability to recruit personnel of the appropriate calibre, could have a material adverse effect on the business of the Company.

5.7 Environmental liability

Inherent in mining and exploration operations is a real environmental risk. Environmental laws and regulations change frequently and are generally becoming more stringent across the global mining industry. Therefore, Ferrum Crescent is unable to fully ascertain all future liability that may arise from any new laws or regulations. Mineral exploration and production can be environmentally sensitive activities which can give rise to substantial costs for environmental rehabilitation, damage, control and losses.

5.8 Sovereign risk

Ferrum Crescent's operations may also be affected in varying degrees by political and economic instability, crime, labour union industrial action, wage inflation, extreme fluctuations in currency exchange rates and inflation, all of which are beyond its control.

Changes, if any, in mining or investment policies, or shifts in political attitude in South Africa, may adversely affect Ferrum Crescent's operations or its future profitability. Operations may be adversely affected to varying degrees by government regulations with respect to restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety, among other things.

5.9 Securities investments

Applicants should be aware that there are risks associated with any securities investment. The prices at which the New Shares trade may be above or below the Offer Price, and may fluctuate in response to a number of factors.

5.10 Market conditions

Share market conditions may affect the value of Shares regardless of Ferrum Crescent's operating performance. Share market conditions are affected by a number of factors, including:

- general economic outlook;
- introduction of new legislation or regulations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism and other hostilities.

The market price of securities can fluctuate and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks.

5.11 Economic conditions

Domestic and global economic conditions may affect Ferrum Crescent's performance. Factors such as movements in interest and inflation rates and currency exchange rates, commodity price, the availability of finance to funding, availability of essential supplies (such as oil, power and water) and inflation may have an adverse effect on Ferrum Crescent's exploration, development and production activities.

5.12 Competition risks

The mining industry is subject to domestic and global competition. Ferrum Crescent will have no influence or control over the activities or actions of its competitors, which activities or actions may affect the operating and financial performance of Ferrum Crescent's project and business.

5.13 Litigation

Ferrum Crescent, like many companies in the mining industry, may be subject to legal claims in the ordinary course of its corporate and operational activities, both with and without merit. Litigation risks to Ferrum Crescent include, but are not limited to, claims by parties with competing land claims, personal injury claims, employee claims, environmental action and commercial disputes. Defence and settlement costs can be substantial, even with respect to claims that have no merit.

5.14 Counterparties

Ferrum Crescent may suffer financial loss if an existing or future contractual counterparty (for example offtake partner or drilling contractor) fails to meet its contractual obligations.

5.15 Dividends

Ferrum Crescent does not currently have any earnings and accordingly does not have any plan to pay dividends. There can be no assurance that Ferrum Crescent will be in a financial position to pay dividends at any time following the issue of New Shares under the Rights Issue.

6 How to Apply

6.1 Your Entitlement under the Rights Issue

Your Entitlement is set out on the accompanying personalised Entitlement and Acceptance Form (where applicable) and has been calculated as 2 New Shares for every 3 Shares held on the Record Date, rounded up to the nearest whole share. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

As the Rights Issue is non-renounceable, Entitlements cannot be traded on ASX, AIM or JSE or any other exchange, or privately transferred. Any Entitlement which you do not take up will lapse.

This Rights Issue is being made pursuant to provisions of the Corporations Act which allows rights issues to be offered without a prospectus. Accordingly, this Offer Booklet does not contain all of the information which may be required in a prospectus. It is important for Eligible Shareholders to carefully read and understand the information on Ferrum Crescent and the Rights Issue made publicly available, prior to deciding whether to take up all or part of their Entitlement, to apply for Shortfall Shares, or to do nothing in respect of their Entitlement. This Offer Booklet should be read in conjunction with Ferrum Crescent's other periodic and continuous disclosure announcements available at www.asx.com.au.

6.2 How to apply

If you decide to take up all or some of your Entitlement or apply for Shortfall Shares, please complete and return the enclosed Entitlement and Acceptance Form with the requisite application monies. Eligible Shareholders on ASX will also be entitled pay their application monies via BPAY pursuant to the instructions set out on the Entitlement and Acceptance Form and described in more detail at section 6.3 below. If you take no action you will not be allocated New Shares and your Entitlement will lapse.

Application Monies received by Ferrum Crescent in excess of the amount in respect of your Entitlement (**Excess Amount**) may be treated as an application to apply for as many Shortfall Shares as your Excess Amount will pay for in full, subject to any scale-back it may determine to implement, in its absolute discretion, in respect of Shortfall Shares. Ferrum Crescent's decision on the number of Shortfall Shares to be allocated to you will be final.

Ferrum Crescent reserves the right (in its absolute discretion) to reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claims prove to be overstated or if their nominees fail to provide information to substantiate their claim.

6.3 How to make payment

This section sets out the payment methods available to Eligible Shareholders.

(a) Action required by Eligible Shareholders on the Australian Register

Eligible Shareholders on the Australian Register must pay with Australian currency (subject to section 6.6) by cheque, bank draft, money order or BPAY.

<p>Payment by cheque, bank draft or money order</p>	<p>For payment by cheque, bank draft or money order, your completed Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order in Australian currency for the amount of the application monies, payable to “Ferrum Crescent Limited Rights Issue” and crossed “Not Negotiable”. Any agreement to issue New Shares (including any Shortfall Shares if applicable) to you following receipt of your Entitlement and Acceptance Form is conditional on your cheque, bank draft or money order in payment of the application monies for those New Shares (including any Shortfall Shares if applicable) being honoured on first presentation. Your cheque, bank draft or money order must be:</p> <ul style="list-style-type: none"> • for an amount equal to A\$0.008 multiplied by the number of New Shares (and any Shortfall Shares if applicable) that you are applying for; and • subject to section 6.6, in Australian currency drawn on an Australian branch of a financial institution. <p>It is important to note that the Offer for Eligible Shareholders on the Australian Register closes at 5.00pm (AWST) on 3 November 2014. In order to participate in the Rights Issue, your payment must be received no later than this date. Shareholders who make payment via cheque, bank draft or money order should mail their completed Entitlement and Acceptance Form together with acceptance monies as follows:</p> <p>By post:</p> <p>Computershare Investor Services Pty Limited GPO Box 505 Melbourne VIC 3001</p> <p>By hand:</p> <p>Ferrum Crescent Limited C/- Computershare Investor Services Pty Limited Level 2, Reserve Bank Building 45 St Georges Terrace Perth WA 6000 Australia</p> <p>If mailed from within Australia, you can use the reply-paid envelope which is enclosed with your Entitlement and Acceptance Form. If mailed outside Australia, correct postage must be affixed.</p> <p>Please note that Entitlement and Acceptance Forms and Application Monies will not be accepted at Ferrum Crescent’s registered or corporate offices.</p>
<p>Payment by BPAY</p>	<p>For payment by BPAY please follow the instructions on the Entitlement and Acceptance Form. It is your responsibility to ensure that your BPAY payment is received by the Australian Registry by no later than 5.00pm (AWST) on 30 October 2014 to enable its receipt before the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment, and you should therefore take this into consideration when making payment.</p> <p>If you pay by BPAY, you do not need to lodge an Entitlement and Acceptance Form with the Australian Registry. By making a payment of Application Monies through BPAY, however, you will be deemed to have made the declarations set out in the Entitlement and Acceptance Form.</p> <p>Make sure you use the specific Biller Code and unique Customer Reference Number (CRN) on your personalised Entitlement and Acceptance Form.</p>

If you have more than one shareholding and consequently receive more than one Entitlement and Acceptance Form, when taking up your entitlement in respect of one of those shareholdings, only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same CRN for more than one of your shareholdings. This can result in your Application Monies being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid or excess

Application Monies being applied solely to an application for Shortfall Shares rather than your Entitlement).

(b) Action required by Eligible Shareholders on the UK Register

General

Each Eligible Shareholder on the UK Register will receive a credit to their stock account in CREST of their Entitlement equal to the basic number of New Shares for which they are entitled to apply under the Rights Issue (including any Shortfall Shares) of 2 New Shares for every 3 Shares held (see below for further details). The CREST stock account to be credited will be an account under the "Participant ID" and "Member Account ID" that apply to the Depository Interests held on the Record Date by the Eligible Shareholder.

If for any reason the New Shares (including any Shortfall Shares) cannot be admitted to CREST by, or the stock accounts of Eligible Shareholders cannot be credited, an "Entitlement Form" will be sent out to each Eligible Shareholder in substitution for the New Shares and/or Shortfall Shares which should have been credited to the stock account in CREST. In these circumstances the expected timetable as set out in this document may be adjusted as appropriate.

CREST members who wish to apply for some or all of their entitlements to New Shares should refer to the CREST Manual for further information on the CREST procedures referred to below. Should you need advice with regard to these procedures, please contact the UK Depository, Computershare Investors Services PLC, at Corporate Actions Projects, Bristol BS99 6AH or by telephone between 9.00 a.m. and 5.00 p.m. Monday to Friday (except UK public holidays) on 0870 702 0000 from within the UK or + 44 870 702 0000 if calling from outside the UK. Calls to the helpline number cost approximately ten pence per minute (including VAT) plus your service provider's network extras. Calls to the helpline from outside the UK will be charged at applicable international rates. Different charges may apply to calls from mobile telephones. Calls may be recorded and randomly monitored for security and training purposes. The UK Depository cannot provide advice on the merits of the Rights Issue nor give any financial, legal or tax advice.

If you are a CREST sponsored member you should consult your CREST sponsor if you wish to apply for New Shares as only your CREST sponsor will be able to take the necessary action to make this application in CREST.

Market Claims

The New Shares and/or Shortfall Shares will constitute a separate security for the purposes of CREST. Although New Shares and/or Shortfall Shares will be admitted to CREST and be enabled for settlement, applications in respect of New Shares and/or Shortfall Shares may only be made by the Eligible Shareholder originally entitled or by a person entitled by virtue of a bona fide market claim transaction. Transactions identified by the CREST Claims Processing Unit as "cum" the New Shares and/or Shortfall Shares will generate an appropriate market claim transaction and the relevant Entitlements and any an entitlement to Shortfall Shares will thereafter be transferred accordingly.

Shortfall Offer

Qualifying DI Shareholders who have taken up their Entitlement in full may apply to acquire Shortfall Shares, should they wish. The Shortfall Offer enables Eligible Shareholders to apply for Shortfall Shares in excess of their Entitlement. An Eligible Shareholder should not make an application under the Shortfall Offer unless such Eligible Shareholder has applied for their Entitlement in full.

An entitlement to Shortfall Shares may not be sold or otherwise transferred. The CREST accounts of Eligible Shareholders will be credited in order for any applications for Shortfall Shares to be settled through CREST.

Eligible Shareholders should note that, although the New Shares and the Shortfall Shares will be admitted to CREST, they will have limited settlement capabilities (for the purposes of bona fide market claims only). Neither the rights to New Shares nor the Shortfall Shares will be tradeable or listed and

applications in respect of the Rights Issue may only be made by the Eligible Shareholders originally entitled or by a person entitled by virtue of a bona fide market claim.

To apply for Shortfall Shares pursuant to the Rights Issue, Eligible Shareholders should follow the instructions below and must not return a paper form and cheque. Should a transaction be identified by the CREST Claims Processing Unit as “cum” the Entitlement and the relevant Entitlement is transferred, the Shortfall Shares will not transfer with the New Shares, but will be transferred as a separate claim. Should an Eligible Shareholder cease to hold all of their Depository Interests as a result of one or more bona fide market claims, the Shortfall Shares credited to CREST and allocated to the relevant Eligible Shareholder will be transferred to the purchaser.

Please note that a separate “USE Instruction” must be sent in respect of any application under the Shortfall Offer.

Fractions of Shortfall Shares will be rounded up to the nearest whole number.

The total number of New Shares is fixed and will not be increased in response to any applications under the Shortfall Offer. Applications under the Shortfall Offer will therefore only be satisfied to the extent that other Eligible Shareholders do not apply for their Offer Entitlements in full. Applications under the Shortfall Offer shall be allocated as detailed and no assurance can be given that the applications by qualifying DI holders will be met in full or in part or at all. Excess monies in respect of applications which are not met in full will be returned to the applicant (at the applicant’s risk) without interest within 14 days thereafter, by way of cheque or CREST payment, as appropriate. The interest earned on such monies will be retained for the benefit of the Company.

Eligible Shareholders who wish to apply for New Shares in respect of all or some of their Entitlements and their Shortfall Entitlements in CREST must send (or, if they are a CREST sponsored member, procure that their CREST sponsor sends) an Unmatched Stock Event (“USE”) instruction to Euroclear which, on its settlement, will have the following effect:

- the crediting of a stock account of Computershare Investor Services under the Participant ID and Member Account ID specified below, with a number of Offer Entitlements or Shortfall Entitlements corresponding to the number of New Shares applied for; and
- the creation of a CREST payment, in accordance with the CREST payment arrangements, in favour of the payment bank of the UK Depository in respect of the amount specified in the USE instruction which must be the full amount payable on application for the number of New Shares referred to above.

Content of USE Instructions in respect of New Shares and any Shortfall Shares

The “USE Instruction” must be properly authenticated in accordance with Euroclear’s specifications and must contain, in addition to the other information that is required for settlement in CREST, the following details:

- the number of New Shares (and Shortfall Shares) for which application is being made (and hence the number of Shares being delivered to the UK Depository);
- the ISIN of the Entitlements;
- the “Member Account ID” of the accepting CREST member from which the Entitlements are to be debited;
- the “Participant ID” of the accepting CREST Member;
- the “Participant ID” of the UK Depository, in its capacity as CREST receiving agent – 3RA18;
- the “Member Account ID” of the UK Depository, in its capacity as CREST receiving agent – “FERRUMCRS”;

- the amount payable by means of a CREST payment on settlement of the USE instruction. This must be the full amount payable on application for the number of New Shares (and Shortfall Shares) referred to above;
- the intended settlement date. This must be on or before 11.00am (GMT) on 31 October 2014; and
- the “Corporate Action Number” for the Rights Issue. This will be available by viewing the relevant corporate action details in CREST.

In order for an application under the Rights Issue to be valid, the USE instruction must comply with the requirements as to authentication and contents set out above and must settle on or before 11.00am (GMT) on 31 October 2014.

In order to assist prompt settlement of the “USE Instruction”, CREST members (or their sponsors, where applicable) may consider adding the following non-mandatory fields to the “USE Instruction” a contact name and telephone number (in the free-format shared note field)

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CREST members and, in the case of CREST sponsored members, their CREST sponsors, should note that the last time at which a USE instruction may settle on 31 October 2014 in order to be valid is 11.00am (GMT) on that day.

(c) Action required by Eligible Shareholders on the South African Register

The manner in which Eligible Shareholders on the South African Register will accept the Rights Issue in respect of some or all of their Entitlement will depend upon whether their Shares are held in a “dematerialised” or “certificated” format. Dematerialised Shares are those Shares that have been converted from a certificated format to or held in an electronic form as uncertificated Shares and are recorded in the sub-register of the South African Register (**Dematerialised Shares**). Certificated Shares are Shares which have not been dematerialised and which are represented by share certificates or other physical documents of title (**Certificated Shares**).

<p>If you are an Eligible Shareholder on the South African Register and you hold Dematerialised Shares</p>	<p>Eligible Shareholders holding Dematerialised Shares who wish to subscribe for New Shares must act in terms of the custody agreement entered into with, and instructions received from their CSDP or broker, in making payment of the aggregate Offer Price payable. CSDPs effect payment on the basis of delivery versus payment.</p>
<p>If you are an Eligible Shareholder on the South African Register and you hold Certificated Shares</p>	<p>Your completed Entitlement and Acceptance Form must be accompanied by a cheque or bank draft in South African currency for the amount of the application monies, payable to “Ferrum Crescent Limited Rights Issue” and crossed “Not Negotiable”. Any agreement to issue New Shares (including any Shortfall Shares if applicable) to you following receipt of your Entitlement and Acceptance Form is conditional on your cheque or bank draft in payment of the application monies for those New Shares (including any Shortfall Shares if applicable) being honoured on first presentation. Your cheque, bank draft or money order must be:</p> <ul style="list-style-type: none"> • for an amount equal to ZAR0.0788 multiplied by the number of New Shares (and any Shortfall Shares if applicable) that you are applying for; and • subject to section 6.6, in South African currency drawn on an South African branch of a financial institution. <p>Alternatively, electronic fund transfers (EFT) will be accepted, kindly contact the Call Centre - Corporate Actions of Computershare on 0861 100 634 to obtain banking details and reference number for the deposits.</p>

Entitlement and Acceptance forms and proof of EFT payment may be faxed to +27 11 688 5210 or e-mailed to corporate.events@computershare.co.za.

Entitlement and Acceptance Forms which are not posted must be faxed to +27 11 688 5210 or emailed to corporate.events@computershare.co.za. Computershare Investor Services Proprietary Limited will not be responsible for any loss and/or damage whatsoever in relation to or arising from the late or non-receipt of faxed or emailed Entitlement and Acceptance Forms or owing to Entitlement and Acceptance Forms being forwarded to any other facsimile or email address other than those provided above. Entitlement and Acceptance Forms shall be deemed to be received on the date reflected in Computershare's electronic or facsimile systems. Notwithstanding anything to the contrary it is the shareholder's responsibility to ensure that their Entitlement and Acceptance Form is received by Computershare Investor Services (Proprietary) Limited.

It is important to note that the Offer closes at 12.00pm (SAST) on 3 November 2014 for Eligible Shareholders holding Certificated Shares on the South African Register. Eligible Shareholders holding Dematerialised Shares on the South African Register who wish to apply for New Shares or Shortfall Shares must instruct their CSDP or broker as to the number of New Shares for which they wish to apply, by the cut-off time required by the CSDP or broker, and ensure that sufficient funds are deposited with their CSDP or broker.

In order to participate in the Rights Issue, your proof of payment must be received no later than this date otherwise your application may be rejected. Shareholders who make payment via cheque, bank draft or money order should mail their completed Entitlement and Acceptance Form together with acceptance monies as follows:

By post:

Computershare Investor Services (Proprietary) Limited
PO Box 61763
Marshalltown
2107
South Africa

By hand:

Ferrum Crescent Limited
C/- Computershare Investor Services (Proprietary) Limited
Ground Floor
70 Marshall Street
Johannesburg
South Africa

If mailed from within South Africa, you can use the reply-paid envelope which is enclosed with your Entitlement and Acceptance Form. If mailed outside South Africa, correct postage must be affixed.

Please note that Entitlement and Acceptance Forms and Application Monies will not be accepted at Ferrum Crescent's registered or corporate offices.

PLEASE NOTE THAT THE ORIGINAL ENTITLEMENT AND ACCEPTANCE FORM MUST BE RETURNED. FAXED ENTITLEMENT AND ACCEPTANCE FORM WILL BE ACCEPTED WITH PROOF OF PAYMENT ATTACHED.

Ferrum Crescent together with the "Transfer Secretary" accepts no responsibility and will not be held liable for any allocation of New Shares pursuant to payment being made or alleged to have been made by way of electronic transfer and where proof of such payment has not been received or purported proof of such payment being insufficient or defective for Ferrum Crescent together with the Transfer Secretary, for any reason, not being able to reconcile a payment or purported payment with a particular application for New Shares.

6.4 Effect of acceptance

By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Monies, making a payment by BPAY or applying through CREST, CSDP or a broker, you, and each person on whose behalf you are acting:

- acknowledge that you have fully read and understood both this Offer Booklet and your Entitlement and Acceptance Form in their entirety and you acknowledge the matters and make the warranties and representations and agreements contained in this booklet and the Entitlement and Acceptance Form;
- agree to be bound by the terms of the Rights Issue, the provisions of this Offer Booklet and the Constitution;
- authorise Ferrum Crescent to register you as the holder(s) of New Shares (and any Shortfall Shares) allotted to you;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- acknowledge that once Ferrum Crescent receives your Entitlement and Acceptance Form or any payment of Application Monies, you may not withdraw your application or funds provided except as allowed by law;
- agree to apply for and be issued up to the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies, including, in each case, any Shortfall Shares, at the Offer Price per Share;
- authorise Ferrum Crescent, the Registry and their respective officers or agents to do anything on your behalf necessary for New Shares (and any Shortfall Shares) to be issued to you, including to act on instructions of the Registry upon using the contact details set out in your Entitlement and Acceptance Form;
- declare that you were the registered holder(s) at the Record Date of the Shares indicated on the Entitlement and Acceptance Form as being held by you on the Record Date or otherwise entitled to participate in the Rights Issue;
- acknowledge that the information contained in this Offer Booklet and your Entitlement and Acceptance Form is not investment advice or financial product advice nor have they been prepared taking into account your investment objectives, financial circumstances or particular needs or circumstances. You acknowledge that this Offer Booklet and your Entitlement and Acceptance Form is not a recommendation that New Shares (including Shortfall Shares) are suitable for you given your investment objectives, financial situation or particular needs;
- acknowledge that this Offer Booklet is not a prospectus or other disclosure document and does not contain all of the information that you may require in order to assess an investment in Ferrum Crescent and is given in the context of Ferrum Crescent's past and ongoing continuous disclosure announcements to ASX, AIM and JSE;
- acknowledge the risks in the section 5 (Risk Factors) and that investments in Ferrum Crescent are subject to risk;
- acknowledge that none of Ferrum Crescent or its respective related bodies corporate, affiliates or respective directors, officers, partners, employees, representatives, agents, consultants or

advisers, guarantee the performance of Ferrum Crescent, nor do they guarantee the repayment of capital from Ferrum Crescent;

- agree to provide (and, if applicable, direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Rights Issue and of your holding of Shares on the Record Date;
- authorise Ferrum Crescent to correct any errors in your Entitlement and Acceptance Form or other form provided by you;
- represent and warrant that the law of any place does not prohibit you from being given this Offer Booklet and the Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares (or Shortfall Shares), and that you are eligible under all applicable laws to receive an offer under the Rights Issue without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification; and
- represent and warrant that your acceptance of the Rights Issue does not breach any laws in a jurisdiction outside Australia, New Zealand, the UK, South Africa and Hong Kong.

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY or applying through CREST, CSDP or a broker, you will also be deemed to have acknowledged, agreed, represented and warranted on your own behalf and on behalf of each person on whose account you are acting that:

- you are an Eligible Shareholder or otherwise eligible to participate in the Rights Issue;
- you are not in the United States and you are not, and are not acting for the account or benefit of, a U.S. Person, and are not otherwise a person to whom it would be illegal to make an offer of or issue of Entitlements, New Shares or Shortfall Shares under the Rights Issue and under any applicable laws and regulations;
- you understand and acknowledge that none of the Entitlements, the New Shares or the Shortfall Shares have been, or will be, registered under the U.S. Securities Act or under any applicable securities laws of any State or other jurisdiction of the United States, or in any other jurisdiction outside of an Eligible Jurisdiction. Accordingly, the Entitlements, New Shares and Shortfall Shares may not be offered, sold, taken up, exercised, resold, pledged, renounced, transferred or delivered, directly or indirectly, into or within the United States or to, or for the account or benefit of, U.S. Persons, except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable securities laws of any State or other jurisdiction of the United States;
- you and each person on whose account you are acting have not and will not send, directly or indirectly, this Offer Booklet, the Entitlement and Acceptance Form or any other materials relating to the Rights Issue into or within the United States or to a person that is, or is acting for the account or benefit of, a U.S. Person, or to any person in any other jurisdiction outside of an Eligible Jurisdiction; and
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is not in the United States and is not a person that is, or is acting for the account or benefit of, a U.S. Person, and you have not sent this booklet, the Entitlement and Acceptance Form or any information relating to the Rights Issue to any such person, or to any person in any other jurisdiction outside of an Eligible Jurisdiction.

6.5 Shortfall Shares

If you have applied for Shortfall Shares, your application for Shortfall Shares may not be successful (wholly or partially). The decision of Ferrum Crescent on the number of Shortfall Shares to be allocated to you will be final. In this instance any surplus Application Monies received for more than your final allocation of New Shares will be refunded. No interest will be paid on any Application Monies received or returned.

6.6 Currency election mechanism

(a) Australian and UK Registers

The laws of your country of residence and the law and regulations applying to the share register on which you hold your Shares (either the Australian Register or UK Register) may allow you to take up your Entitlement in either Australian dollars, UK pounds sterling or South African rand. If you wish to take up your Entitlement in Australian dollars, UK pounds sterling or South African rand, and this denomination differs from that specified in the relevant sub-section of section 6.3, then you should contact the relevant Registry who will assist you in arranging for an international funds transfer using the currency of your choice to an account with the financial institution designated by the Registry.

(b) South African Register

If you are an Eligible Shareholder and you currently reside in South Africa, the Republic of Namibia or the Kingdoms of Lesotho and Swaziland (**Common Monetary Area**), you may only subscribe for New Shares under the Rights Issue in South African rand.

(c) Contact details

For Eligible Shareholders on the Australian Register	Computershare Investor Services +61 8 9323 2000 or 1300 557 010 (within Australia)
For Eligible Shareholders on the UK Register	Computershare Investor Services PLC +44 (0) 0870 702 0000
For Eligible Shareholders on the South African Register other than those resident in the Common Monetary Area	Computershare Investor Services (Proprietary) Ltd +27 11 370 5000 or 086 1100 634 or corporate.events@computershare.co.za .

You will need to ensure that the international funds transfer is arranged and processed such that the funds are received and cleared in the account with the financial institution designated by the relevant Registry on or before the Closing Date. You should be aware that financial institutions may implement earlier cut-off times with regards to international funds transfers and the time it takes for the receiving financial institution to process the transfer, and should therefore take this into consideration when making the payment.

7 Important Information

7.1 Offer Booklet

This Offer Booklet and accompanying personalised Entitlement and Acceptance Form (where applicable) have been prepared by Ferrum Crescent. The information in this Offer Booklet is dated 23 October 2014.

No party other than Ferrum Crescent has authorised or caused the issue of the information in this Offer Booklet, or takes any responsibility for, or makes, any statements, representations or undertakings regarding the information in this Offer Booklet.

You should read the information in this Offer Booklet carefully and in its entirety before deciding whether to invest in New Shares. You should also consult your stockbroker, accountant, solicitor, financial adviser or other independent professional adviser to evaluate whether or not to participate in the Rights Issue. If you have any doubt about whether you should invest in the Rights Issue, you should seek professional advice before making any investment decision.

7.2 Underwriting Agreement

Ferrum Crescent entered into the Underwriting Agreement under which the Underwriter has agreed to manage the Rights Issue and partially underwrite the issue of New Shares under the Rights Issue to the extent of A\$860,000.

The underwriting is on commercial arm's length terms and contains terms and conditions which are customarily found in underwriting agreements of similar size and type, including the following provisions:

- Ferrum Crescent has (subject to certain limitations) agreed to indemnify the Underwriter, their related bodies corporate, directors, officers, agents, employees, representatives and advisers against losses incurred in respect of the Rights Issue;
- Ferrum Crescent and the Underwriters have given certain representations, warranties and undertakings in connection with (among other things) the conduct of the Rights Issue;
- The Underwriter may terminate the Underwriting Agreement and be released from its obligations under it on the occurrence of certain events, including where:
 - equity capital market or ASX trading conditions are not conducive to the completion of the Underwriter's underwriting obligations or there is a material adverse event that the Underwriter believes would make the Rights Issue impracticable or inadvisable;
 - the All Ordinaries Index or Small Ordinaries Index as published by ASX is at any time after the date of the Underwriting Agreement 10% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement;
 - the closing price of Shares quoted on ASX (trading under code FCR) after the date of the Underwriting Agreement is less than the Offer Price;
 - the Company does not lodge the notice required by section 708AA of the Corporations Act together with an Appendix 3B by the prescribed date;
 - official quotation of the New Shares is not granted the prescribed date;
 - any of the offer materials are or become false, misleading or deceptive (including by omission);

- a material contract to which the Company is a party is breached by the Company or terminated;
- the Company is prevented from allotting the New Shares within the time period required;
- ASIC gives written notice of any deficiency in the offer materials which is not remedied to the satisfaction of ASIC and the Underwriter and ASIC advises its intention to under further investigations;
- the Takeovers Panel makes a declaration of unacceptable circumstances or an application for such a declaration is made to the Takeovers Panel;
- there is an outbreak of hostilities or a material escalation of hostilities involving one or more of Australia, New Zealand, Russia, the United Kingdom, the United States of America, or the People's Republic of China, Israel or any member of the European Union or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
- any material authorisation relating to the offer materials is repealed, revoked or terminated or expires or is unacceptably modified;
- a director or senior manager of the Company or its subsidiaries is charged with an indictable offence;
- there is a material adverse change (actual or prospective) in the condition, or in the assets, liabilities, earning, business, results of operation, management or prospects, of Ferrum Crescent or its subsidiaries from that disclosed to the Underwriter;
- it is announced by the ASX that Ferrum Crescent will be removed from the official list of the ASX, Ferrum Crescent is delisted or Shares are suspended from trading (other than with the prior consent of the Underwriters);
- a material adverse effect on the outcome of the Rights Issue or on the subsequent market for the Rights Shares (including, without limitation, matters likely to have a material adverse effect on a decision of an investor to invest in New Shares);
- a material adverse effect on the assets, condition, trading or financial position, performance, profits and losses, results, prospects, business or operations of the Company and its Subsidiaries either individually or taken as a whole;
- the Underwriter's obligations under the Underwriting Agreement becoming materially more onerous than those which exist at the date of the Underwriting Agreement;
- a material adverse effect on the tax position of either the Company and its subsidiaries either individually or taken as a whole or an Australian resident shareholder in the Company; or
- an event occurs that could give rise to a liability of the Underwriter under the Corporations Act or otherwise.

The Underwriter will be remunerated by Ferrum Crescent at market rates (refer to section 3.9) and may be reimbursed for certain expenses.

7.3 Eligible Shareholders

The Rights Issue has been prepared in accordance with sections 708AA and 1012DAA of the Corporations Act and is available to Eligible Shareholders only.

Eligible Shareholders are those Shareholders who:

- are registered as a holder of Shares on the Record Date;
- have an address on the Register in Australia, New Zealand, the UK, South Africa, Hong Kong or any other Eligible Jurisdiction;
- are not in the United States and are neither U.S. Persons nor acting for the account or benefit of U.S. Persons; and
- are eligible under all applicable securities laws to receive an offer under the Rights Issue.

7.4 Ineligible Shareholders

The Rights Issue is only made to Eligible Shareholders. The Rights Issue will not be made to Shareholders with registered addresses outside of an Eligible Jurisdiction.

Ferrum Crescent has decided that it is unreasonable to make offers under the Rights Issue to holders of Shares who have registered addresses in the United States, Canada or Japan or who are otherwise ineligible under applicable securities laws to receive an offer under the Rights Issue, having regard to the number of such holders in those jurisdictions and the number and value of the New Shares that they would be offered and the cost of complying with the relevant legal and regulatory requirements in those jurisdictions. Ineligible Shareholders are not eligible to participate in the Rights Issue.

7.5 Continuous disclosure obligations

The Company is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules, AIM Rules and JSE Listing Requirements, including the preparation of periodic reports. In particular, the Company is required under the ASX Listing Rules (subject to certain exceptions) to notify ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its securities. All announcements made by the Company are available from its website www.ferrumcrescent.com or from ASX's website www.asx.com.au.

In addition Ferrum Crescent has similar obligations to notify a Regulatory Information Service in the UK of certain information required to be announced by the AIM Rules. That information is available from www.londonstockexchange.com.

This Offer Booklet is intended to be read in conjunction with the publicly available information in relation to the Company. Shareholders should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to accept their Entitlement.

7.6 No cooling-off rights

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application under the Rights Issue once it has been accepted.

7.7 Alteration of terms

Ferrum Crescent reserves the right, at its discretion, to vary, suspend or cancel the Rights Issue at any time before the issue of New Shares or Shortfall Shares to Eligible Shareholders, in which case Ferrum Crescent will refund any Application Monies already received in accordance with the Corporations Act and will do so without interest being payable to Applicants.

Any variation, suspension or cancellation does not give rise to any liability on the part of or any action against, Ferrum Crescent or any director of Ferrum Crescent and will be binding on all Eligible Shareholders.

7.8 ASX listing and admission to trading

Ferrum Crescent has made applications to:

- ASX for the New Shares (including Shortfall Shares) to be quoted on ASX;
- AIM for the New Shares (including Shortfall Shares) to be admitted to trading on AIM; and
- JSE for the New Shares (including Shortfall Shares) to be admitted to trading on JSE.

7.9 Depositary Interest Holders

To be traded on AIM, securities must be able to be transferred and settled through the “CREST” system, a UK computerised paperless share transfer and settlement system, which allows shares and other securities, including Depositary Interests, to be held in electronic form rather than paper form.

For certain foreign securities, such as the New Shares (and any Shortfall Shares) to be issued and settled through CREST, they need to be in the form of Depositary Interests.

Therefore, Ferrum Crescent, through its UK Depositary, has a facility where Depositary Interests (representing the underlying New Shares and any Shortfall Shares), will be issued by the UK Depositary to Shareholders who currently hold their Shares as Depositary Interests. It is intended that Ferrum Crescent will apply for these Depositary Interests to be admitted to CREST with effect from AIM Admission. Accordingly, settlement of transactions in Depositary Interests representing the New Shares (and any Shortfall Shares) following AIM Admission may take place within CREST if the relevant Shareholder so wishes.

Subject to the CREST Regulations and the ASX Settlement and Operating Rules, Shares held through CREST on the UK Depositary register may be transferred into Shares held through CHESS on the Register and vice versa. Shareholders wishing to transfer stock, from CHESS to a Depositary Interest on CREST can do so through an Australian broker on a same day basis. Movements from CREST to CHESS can be made on a next day basis.

7.10 Rights and liabilities attaching to New Shares

New Shares issued pursuant to this Offer Booklet (including Shortfall Shares) will be fully paid ordinary shares in the capital of the Company. The New Shares will rank equally with and have the same rights in all other respects as the Shares including for any dividend issued after the date of this Offer Booklet.

The rights and liabilities attaching to New Shares are set out in the Constitution (a copy of which is available for inspection at the Company’s registered office during normal business hours) and are regulated by the Corporations Act, the general law, the ASX Listing Rules, AIM Rules and JSE Listing Requirements.

7.11 Not investment advice

The Rights Issue complies with the requirements of section 708AA of the Corporations Act as notionally modified by ASIC Class Order [CO 08/35]. Neither this Offer Booklet nor the Entitlement and Acceptance Form is a prospectus for the purposes of the Corporations Act.

The information in this Offer Booklet is not a prospectus, disclosure document or product disclosure statement under the Corporations Act (or any other Australian or foreign law) and has not been lodged with ASIC. Accordingly, this Offer Booklet does not contain all of the information which a prospective investor may require to make an investment decision. This Offer Booklet is not required to contain all of the information which would otherwise be required to be disclosed in a prospectus or product disclosure statement. It is also not financial product advice and has been prepared without taking into

account your investment objectives, financial circumstances, taxation circumstances or particular needs. Ferrum Crescent is not licensed to provide financial product advice in respect of the New Shares. You should make your own assessment of what information is relevant to your decision to participate in the Rights Issue.

Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your own investment objectives, taxation circumstances and financial circumstances or particular needs and having regard to the merits or risks involved (including the non-exhaustive set of risks set out in Section 5 of this Offer Booklet). If, after reading the information in this Offer Booklet, you have any questions about the Rights Issue, you should contact your stockbroker, accountant, solicitor, financial adviser or other independent professional adviser.

7.12 Future performance and forward looking statement

Neither Ferrum Crescent nor any other person warrants or guarantees the future performance of the New Shares (and Shortfall Shares) or any return on any investment made pursuant to this Offer Booklet. Any forward looking statements, opinions and estimates provided in the Information are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions.

Any forward looking statements including projections, guidance on future revenues, earnings and estimates are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Ferrum Crescent and their officers, employees, agents and advisors, which may cause actual results to differ materially from those expressed or implied in any forward-looking statements. There can be no assurance that actual outcomes will not differ materially from these forward-looking statements. You should also have regard to section 5 (Risk Factors).

7.13 Past performance

Investors should note that the past performance of the Shares provides no guidance as to future price performance.

7.14 Taxation

The taxation consequences of any investment in New Shares will depend upon your particular circumstances.

Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances.

7.15 Rounding of Entitlements

Where fractions arise in the calculation of Entitlements, they will be rounded up to the nearest whole number of New Shares.

7.16 Information availability

Eligible Shareholders in Australia, New Zealand, the UK, South Africa, Hong Kong and any other Eligible Jurisdiction can obtain a copy of this Offer Booklet during the Rights Issue period on our website, www.ferrumcrescent.com. Persons who access the electronic version of this Offer Booklet should ensure that they download and read the entire Offer Booklet. The electronic version of this Offer Booklet on the ASX website will not include a personalised Entitlement and Acceptance Form. A replacement personalised Entitlement and Acceptance Form can be requested by calling the Registry during the period in which the Rights Issue is open for acceptance.

7.17 Governing law

This Offer Booklet, the Rights Issue and the contracts formed on acceptance of the personalised Entitlement and Acceptance Forms are governed by the laws applicable in Western Australia. Each Eligible Shareholder who applies for New Shares submits to the non-exclusive jurisdiction of the courts of Western Australia.

7.18 Entire agreement

The terms contained in this Offer Booklet and the accompanying Entitlement and Acceptance Form constitute the entire agreement between Ferrum Crescent and you as to the Rights Issue to the exclusion of all prior representations, understandings and agreements between Ferrum Crescent and you.

7.19 Currency

All dollar values in this Offer Booklet, other than as specified, are in Australian dollars (A\$).

The Offer Price of 0.44 pence per New Share and ZAR0.0788 per New Share equals A\$0.008 based on an exchange rate of 1.8181 GBP:AUD and 9.85 ZAR:AUD on 8 October 2014.

7.20 Foreign jurisdictions

The information in this Offer Booklet does not, and is not intending to, constitute an offer, invitation or issue in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer, invitation or issue. No action has been taken to register or qualify the Rights Issue, the Entitlements or the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction other than Australia. It is the responsibility of Applicants outside Australia to obtain all necessary approvals for the allotment and issue of the New Shares pursuant to this Offer Booklet. Return of the Entitlement and Acceptance Form or your BPAY payment shall be taken by Ferrum Crescent to constitute a representation by you that all relevant approvals have been obtained and there has been no breach of any relevant laws.

The distribution of the information in this Offer Booklet (including an electronic copy) outside Australia, New Zealand, the UK, South Africa and Hong Kong may be restricted by law. If you come into possession of the information in this Offer Booklet, you should observe such restrictions and should seek your own advice on such restrictions.

(a) Hong Kong

WARNING: This Offer Booklet has not been, and will not be, registered as a prospectus under the Companies Ordinance (Cap. 32) of Hong Kong (the **Companies Ordinance**), nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong by means of any document other than to:

- “professional investors” (as defined in the SFO); or
- in any other circumstances that do not result in this document being a prospectus (as defined in the Companies Ordinance) or that do not constitute an offer to the public within the meaning of that ordinance.

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors (as defined in the SFO and any rules made under that ordinance). No person issued New Shares may sell, or offer to sell, such Shares in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such Shares.

The contents of this Offer Booklet have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Rights Issue. If you are in doubt about any contents of this Offer Booklet, you should obtain independent professional advice.

(b) New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Offer Booklet has not been registered, filed with or approved by any New Zealand regulatory authority under the Securities Act 1978 (New Zealand). This Offer Booklet is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

(c) South Africa

South African Resident Eligible Shareholders

Where Shares are held on the South African Register

Eligible Shareholders who are resident in the Common Monetary Area (**South African Resident Eligible Shareholders**) on the South African Register may participate in the Rights Issue in South Africa without restriction, but may only subscribe for New Shares under the Rights Issue in South African rand.

Where Shares are held on the Australian or UK Register

South African Resident Eligible Shareholders on the Australian Register or UK Register are granted a foreign investment allowance of ZAR4 million per calendar year per private individual who is a taxpayer in good standing over the age of 18 and where such Shareholder has not fully utilised that foreign investment allowance for the period, he may, with the authorisation of an “Authorised Dealer”, utilise the unutilised foreign investment allowance to participate in the Rights Issue by subscribing for New Shares that will be registered on the Australian Register or the UK Register. Furthermore, where a South African Resident Eligible Shareholder on the Australian Register or UK Register holds funds outside South Africa with the approval of the Financial Surveillance Department, those funds may be utilised to participate in the Rights Issue by subscribing for New Shares that will be registered on the Australian Register or the UK Register. South African retirement funds, long-term insurers, collective investment scheme management companies and investment managers who have the requisite Exchange Control approval may participate in the Rights Issue by subscribing for New Shares that will be registered on the Australian Register or the UK Register, subject to the following:

currently, foreign portfolio investments by South African institutional investors can be made subject to certain limits based on an institution’s total retail assets. The exposure to foreign retail assets may not exceed 25 per cent in the case of retirement funds and underwritten policy business of long-term insurers. Collective investment scheme management companies, investment managers registered with the Financial Services Board as discretionary managers for exchange control purposes and the investment-linked business of long-term insurers are restricted to an exposure to foreign retail assets of 35 per cent of the total retail assets under management; and

where a South African institutional investor has fully utilised its capacity to invest outside South Africa, they will not be permitted to participate in the Rights Offer in the UK or Australia.

In order for South African Resident Eligible Shareholder on the Australian Register or UK Register to participate in the Rights Issue using their foreign investment allowance, they need to obtain a banker’s draft in UK pounds

sterling from their banker (in its capacity as an “Authorised Dealer”) who will prepare that banker’s draft, provided it is satisfied that the Eligible Shareholder has complied with the Exchange Control Regulations.

If a South African Resident Eligible Shareholder on the Australian Register or UK Register has used its foreign investment allowance to participate in the Rights Issue and it transfers its New Shares from the UK Register or Australian Register to the South African Register, SARB has indicated that those New Shares cannot be credited against that Shareholder’s foreign investment allowance. In order for that South African Resident Eligible Shareholder’s foreign investment allowance to be credited for repatriating the proceeds received from the Rights Issue, it would need to sell its New Shares offshore and repatriate those funds to South Africa.

South African Emigrant Eligible Shareholders

Where Shares are held on the South African Register Eligible Shareholders who have emigrated from the Common Monetary Area (**South African Emigrant Eligible Shareholders**)

Where an Entitlement, which is based on Shares blocked in terms of the Exchange Control Regulations, becomes due to a former resident of the Common Monetary Area, then only emigrant blocked funds may be used to take up those Rights in terms of the Rights Issue.

All applications by emigrants using blocked funds for the purpose of subscribing for New Shares must be made through the Authorised Dealer in South Africa controlling their blocked assets. Share certificates issued to such emigrants will be endorsed “non-resident” and placed under the control of the Authorised Dealer through whom the payment was made. Electronic statements issued in terms of Strate and any share certificates issued pursuant to blocked Rand transactions will be endorsed “non-resident” and placed under the control of the Authorised Dealer through whom the payment was made.

Where Shares are held on the Australian or UK Register South African Emigrant Eligible Shareholders on the UK Register or Australian Register may utilise any unutilised balance of the foreign investment allowance of up to ZAR4 million per adult to participate in the Rights Issue by subscribing for New Shares that will be registered on the Australian Register or the UK Register. Where an emigrant held funds abroad prior to emigration with the approval of the Financial Surveillance Department or, accumulated funds abroad post-emigration from the Common Monetary Area, those funds may be utilised to participate in the Rights Issue by subscribing for New Shares that will be registered on the Australian Register or the UK Register. An emigrant may not, without the approval of the Financial Surveillance Department, utilise blocked funds (that is funds held under the control of an Authorised Dealer in foreign exchange comprising those funds remaining in South Africa after emigration allowances have been utilised), to participate in the Rights Issue by subscribing for New Shares that will be registered on the Australian Register or the UK Register.

Eligible Shareholders on the South African Register not resident in South Africa

Pursuant to the Exchange Control Regulations, Eligible Shareholders on the South African Register not resident in South Africa will be allowed to take up Rights in terms of the Rights Issue; provided payment is received either through normal banking channels from abroad or from a non-resident account. All applications by such Shareholders for the above purposes must be made through an Authorised Dealer. Electronic statements issued in terms of Strate and any share certificates issued pursuant to such applications will be endorsed “non-resident”.

(d) United Kingdom

This Offer Booklet has not been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000 (FSMA)) has been published or is intended to be published in respect of the New Shares (or the Shortfall Shares). The New Shares (and Shortfall Shares) referred to in this announcement will be offered to shareholders in the UK in circumstances in which an approved prospectus is not required pursuant to section 85(5)(a) and Schedule 11A of the FSMA. No New Shares (or Shortfall Shares) will be offered to investors in the UK otherwise than in circumstances in which such exemption applies or in which another exemption from the requirements to publish an approved prospectus is available.

This Offer Booklet is being communicated to UK Eligible Shareholders in reliance on the exemption in Article 43 of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005.

(e) United States

This Offer Booklet may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this Offer Booklet have not been, and will not be, registered under the U.S. Securities Act and may not be offered or sold in the United States.

7.21 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Rights Issue that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by Ferrum Crescent, or its related bodies corporate, in connection with the Rights Issue. Except as required by law, and only to the extent so required, none of Ferrum Crescent or any other person, warrants or guarantees the future performance of Ferrum Crescent or any return on any investment made pursuant to the information in this Offer Booklet.

7.22 Privacy

If you complete an application for New Shares, you will be providing personal information to Ferrum Crescent (directly or via the Registry or the UK Depositary). Ferrum Crescent will collect, hold and use that information to assess your application, facilitate your needs as a Shareholder, facilitate distribution payment (if any) and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Registry.

You can access, correct and update the personal information that we hold about you. Please contact Ferrum Crescent or the Registry if you wish to do so at the relevant contact number set out in the Corporate Directory in this Offer Booklet.

The collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and the ASX Settlement and Operating Rules.

You should note that if you do not provide the information required in the Entitlement and Acceptance Form, Ferrum Crescent may not be able to accept or process your application for New Shares.

7.23 Disclaimer of representations

No person is authorised to give any information, or to make any representation, in connection with the Rights Issue that is not contained in this Offer Booklet.

Any information or representation that is not in this Offer Booklet may not be relied on as having been authorised by Ferrum Crescent in connection with the Rights Issue. Except as required by law, and only

to the extent so required, none of Ferrum Crescent, or any other person, warrants or guarantees the future performance of Ferrum Crescent or any return on any investment made pursuant to this Offer Booklet.

8 Glossary

Term	Definition
AIM	AIM Market of London Stock Exchange.
AIM Admission	Admission of New Shares issued pursuant to the Right Issue to trading on AIM in accordance with the AIM Rules.
AIM Rules	AIM Rules for Companies, as published by the London Stock Exchange PLC, governing admission to and the operation AIM dated February 2010.
Announcement Date	The date of announcement of the Rights Issue to ASX, being 9 October 2014.
Applicant	An Eligible Shareholder who applies for Shares pursuant to the Rights Issue or other party who applies for Shortfall Shares pursuant to the Shortfall Offer.
Application Monies	The aggregate amount payable for the New Shares applied for in a duly completed Entitlement and Acceptance Form, through BPAY or through CREST.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) or the market conducted by it as the context requires.
ASX Listing Rules	The official listing rules of the ASX as amended, modified or replaced from time to time.
ASX Settlement and Operating Rules	The operating rules of ASX Settlement and Transfer Corporation Pty Ltd (ABN 49 008 504 532).
Australian Register	The register of Shares in Australia maintained on behalf of the Company by the Australian Registry.
Australian Registry	Computershare Investor Services Pty Limited.
AWST	Australian Western Standard Time.
Board	The board of directors of Ferrum Crescent.
Certificated Shares	Shares which have not been dematerialised and which are represented by share certificates or other physical documents of title.
CHESS	Clearing House Electronic Subregister System, an electronic book-entry register of holdings of approved securities, which is a subregister of Ferrum Crescent's securities register and is managed by ASX Settlement and Transfer Corporation Pty Limited.
Closing Date	<ul style="list-style-type: none"> • 5.00pm (AWST) on 3 November 2014 for Eligible Shareholders on the Australian Register; • 11.00am (GMT) on 31 October 2014 for Eligible Shareholders on the UK Register; and • 12.00pm (SAST) on 3 November 2014 for Eligible Shareholders holding Certificated Shares on the South African Register. <p>Eligible Shareholders holding Dematerialised Shares on the South African Register who wish to apply for New Shares or Shortfall Shares must instruct their CSDP or broker as to the number of New Shares for which they wish to apply, by the cut-off time required by the CSDP or broker, and ensure that sufficient funds are deposited with their CSDP or broker.</p>
Common Monetary Area	South Africa, the Republic of Namibia and the Kingdoms of Lesotho and Swaziland.
Companies Ordinance	Companies Ordinance (Cap. 32) of Hong Kong.
Company or Ferrum Crescent	Ferrum Crescent Limited ACN 097 532 137.

Constitution	The Company's constitution as at the date of this Offer Booklet.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
CREST	The relevant system (as defined in the CREST Regulations) operated by Euroclear UK & Ireland Limited in accordance with which securities may be held and transferred in uncertificated form.
CREST Regulation	Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended.
CRN	Customer Reference Number
CSDP	A person that holds in custody and administers securities or an interest in securities and that has been accepted in terms of section 31 of the South African Financial Markets Act by a central securities depository as a participant in that central securities depository.
Dematerialised Shares	Shares that been converted from a certificated format to or held in an electronic form as uncertificated Shares and are recorded in the sub-register of the South African Register.
Depository Interests	The depository interests representing Shares issued by the UK Depository on the terms and conditions of a deed executed by the UK Depository and Ferrum Crescent.
Depository Interest Holder	An Eligible Shareholder who is registered as a holder of a Depository Interest.
Director	A director of the Company.
EFT	Electronic funds transfer.
Eligible Jurisdiction	<p>A jurisdiction in which a Shareholder is resident, located or has a registered address, other than an Excluded Jurisdiction, provided that under the applicable laws of such jurisdiction the Shareholder:</p> <ul style="list-style-type: none"> • is not prohibited from being given this Offer Booklet and the Entitlement and Acceptance Form or making an application for New Shares (or Shortfall Shares); and • is eligible to receive an offer under the Rights Issue without a prospectus, disclosure document, product disclosure statement or any lodgement, filing, registration or qualification, <p>and includes Australia, New Zealand, the UK, South Africa and Hong Kong.</p>
Eligible Shareholder	Shareholder that is eligible to participate in the Rights Issue as set out in section 7.3.
Entitlement	The number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Rights Issue based on the number of existing Shares held on the Record Date.
Entitlement and Acceptance Form or Form	A personalised acceptance form accompanying this Offer Booklet which Eligible Shareholders (other than Depository Interest Holders) may use to apply for New Shares and Shortfall Shares.
Excess Amount	The amount paid by an Eligible Shareholder in excess of the amount necessary to pay in full for their full Entitlement.
Exchange Control	The restrictions applicable to SA Resident and SA Non-resident Shareholders on the remittance of funds from the Common Monetary Area to a country outside of the Common Monetary Area.
Exchange Control Regulations	The South African Exchange Control Regulations 1961, as amended, issued in terms of section 9 of the South African Currency and Exchanges Act 1933, as amended.
Excluded Jurisdiction	Canada, Japan and the United States.
Financial Markets Act	The South African Financial Markets Act, 19 of 2012; as amended.

Financial Services Board	The South African Financial Services Board, the financial regulatory agency responsible for regulating the non-banking financial services industry
Financial Surveillance Department	The Financial Surveillance Department of the SARB responsible for administering the Exchange Control Regulations.
FSMA	Financial Services and Markets Act 2000.
GMT	Greenwich Mean Time.
HDSA	historically disadvantaged South African.
Ineligible Shareholder	A Shareholder who Ferrum Crescent determines is not an Eligible Shareholder.
JSE	JSE Limited (registration number 2005/022939/06), a company duly incorporated in accordance with the laws of South Africa, licensed as an exchange under the Financial Markets Act and listed on the JSE.
Mining Charter	Broad-Based Socio-Economic Empowerment Charter for the South African Mining Industry.
MRPD Act	Mineral and Petroleum Resources Development Act no. 28 of 2002.
New Shares	Shares to be allotted and issued under the Rights Issue.
Offer Booklet	This document dated 23 October 2014.
Offer Price	<ul style="list-style-type: none"> • A\$0.008 per New Share for Eligible Shareholders on the Australian Register; • 0.44 pence for Eligible Shareholders on the UK Register; and • ZAR0.0788 for Eligible Shareholders on the South African Register.
Record Date	The date for determining Entitlements under the Rights Issue, being 20 October 2014 at: <ul style="list-style-type: none"> • 5.00pm (AWST) for Eligible Shareholders on the Australian Register; • 5.00pm (GMT) for Eligible Shareholders on the UK Register; and • 5.00pm (SAST) for Eligible Shareholders on the South African Register.
Register	The Australia Register, UK Register or the South African Register (as the context requires).
Registry	The Australian Registry, UK Depository or the South African Registry (as the context requires).
Rights Issue	The offer of New Shares described in this Offer Booklet.
SARB	South African Reserve Bank.
SAST	South African Standard Time.
SFO	Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong.
Share	A fully paid ordinary share in the Company.
Shareholder	A registered holder of a Share or Depository Interest.
Shortfall Offer	The offer of the Shortfall Shares under this Offer Booklet on the terms set out in section 3.8.
Shortfall Shares	The New Shares for which a validly completed and executed Entitlement and Acceptance Form has not been received by the Closing Date.
South Africa	The Republic of South Africa.

South African Emigrant Eligible Shareholders	Eligible Shareholders who have emigrated from the Common Monetary Area.
South African Register	The register of Shares in South Africa maintained on behalf of the Company by the South African Registry.
South African Registry	Computershare Investor Services (Proprietary) Limited.
South African Resident Eligible Shareholders	Eligible Shareholders who are resident in the Common Monetary Area.
Strate	Strate Limited (registration number 1998/022242/06), a company duly incorporated in accordance with the laws of South Africa, which is a registered central securities depository and which is responsible for the electronic settlement system used by the JSE.
UK	United Kingdom of Great Britain and Northern Ireland.
UK Depository	Computershare Investor Services PLC.
UK Register	The register of Depository Interests in the UK maintained on behalf of the Company by the UK Depository.
Underwriter	Patersons Securities Limited (ACN 008 896 311) (AFSL No. 239 052).
U.S. Securities Act	U.S. Securities Act of 1933.
U.S. Person	“U.S. Person” as defined in Regulation S under the U.S. Securities Act.
ZAR	The official currency of South Africa.

9 Corporate directory

Company

Ferrum Crescent Limited ACN 097 532 137

Level 4, Suite 5
South Shore Centre
85 The Esplanade
South Perth WA 6151

+61 8 9367 5681

www.ferrumcrescent.com

Australian Registry

Computershare Investor Services Pty Limited
Reserve Bank Building
Level 2, 45 St George's Terrace
Perth, Western Australia 6000

+61 8 9323 2000 or 1300 557 010 (within Australia)

UK Depository (for AIM)

Computershare Investor Services PLC
The Pavilions
Bridgwater Road
Bristol BS13 8AE
United Kingdom

+44 (0) 889 3193

Lead Manager and Underwriter

Patersons Securities Limited
Level 23, Exchange Plaza
2 The Esplanade
Perth WA 6000
Australia

Stock exchange listings

- ASX:FCR
- AIM:FCR
- JSE:FCR

Directors and management

Edward Nealon – Executive Chairman
Tom Revy – Chief Executive Officer, Managing Director
Klaus Borowski – Non-Executive Director
Kofi Morna – Non-Executive Director
Grant Button – Non-Executive Director
Ted Droste – Non-Executive Director

Andrew Nealon - Company Secretary

South African Registry

Computershare Investor Services (Proprietary) Limited
70 Marshall Street
Johannesburg 2001
South Africa

+27 11 370 5000 or +086 1100 634 (within South Africa)

UK Nominated Adviser

RFC Ambrian Limited
Condor House
10 St Paul's Churchyard
London EC4M 8AL
United Kingdom

+44(0)20 3440 6800

Australian Legal Adviser

Allen & Overy
Level 27, Exchange Plaza
2 The Esplanade
Perth WA 6000
Australia



For all enquiries:

Phone:



(within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000

Web:



www.investorcentre.com

┌ 000001 000 FCR
MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Make your payment:



See overleaf for details of the Offer and how to make your payment

Renounceable Rights Issue — Entitlement and Acceptance Form

Your payment must be received by 5:00pm (AWST) Monday 3 November 2014

This is an important document that requires your immediate attention. It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this form, please contact your financial or other professional adviser.

Step 1: Registration Name & Offer Details

Details of the shareholding and entitlements for this Offer are shown overleaf.

Please check the details provided and update your address via www.investorcentre.com if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

Step 2: Make Your Payment

You can apply to accept either all or part of your Entitlement. If you accept your full Entitlement, you can also apply for Additional New Shares. Enter the number of New Shares you wish to apply for and the amount of payment for those New Shares.

By making your payment you confirm that you agree to all of the terms and conditions as detailed in the Offer Booklet dated 23 October 2014.

Choose one of the payment methods shown below.

BPAY®: See overleaf. Do not return the payment slip with BPAY payment.

By Mail: Complete the reverse side of the payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**ATF Ferrum Crescent Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.


Turn over for details of the Offer →

Entitlement and Acceptance Form with Additional Shares

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I ND

STEP 1 Registration Name & Offer Details

 For your security keep your SRN/
HIN confidential.

Registration Name: MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Entitlement No: 12345678

Offer Details: Existing shares entitled to participate as at
5:00 (AWST) on 20 October 2014:


Entitlement to New Shares
on a 2 for 3 basis:

Amount payable on full acceptance
at A\$0.008 per New Share:

STEP 2 Make Your Payment

	Biller Code: 9999 Ref No: 1234 5678 9123 4567 89
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Pay by Mail:

 Make your cheque, bank draft or money order payable to "ATF Ferrum Crescent Limited" and cross "Not Negotiable".

Return your cheque with the below payment slip to:

Computershare Investor Services Pty Limited
GPO BOX 505 Melbourne Victoria 3001 Australia

Contact your financial institution to make your payment from your cheque or savings account.

Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5:00pm (AWST) Monday 3 November 2014. Applicants 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. Neither Computershare Investor Services Pty Limited (CIS) nor Ferrum Crescent Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5:00pm (AWST) Monday 3 November 2014. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Ferrum Crescent Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited (CIS), as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.

Detach here -----

Ferrum Crescent Limited Acceptance Payment Details

Entitlement taken up:

Number of Additional New Shares applied for:

Amount enclosed at A\$0.008 per New Share: **A\$**



Entitlement No: 12345678

Payment must be received by 5:00pm (AWST) Monday 3 November 2014

MR SAM SAMPLE
123 SAMPLE STREET
SAMPLETOWN VIC 3000

Contact Details

Contact Name _____ **Daytime Telephone** _____

Cheque Details

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	A\$ <input type="text"/>

123456789123456789+0000000001-3051+14