



MILLENNIUM

MINERALS LIMITED

ABN 85 003 257 556

21 January 2013

Dear Option Holder,

### NOTICE OF OPTION EXPIRY

As a Listed Option Holder in Millennium Minerals Limited ("Millennium" ASX: MOY) we are writing to inform you that your options are due to expire at **5.00 pm on 28 February 2013**. If you choose to exercise your options, which will require a payment of 7.5 cents for each option held, you will receive one new fully paid share in Millennium for each option exercised. All shares issued will rank equally with existing Millennium shares.

Quotation of the options will cease at the close of trading on 21 February 2013 and **any options not exercised by 5.00pm on 28 February 2013 will expire** and will not be able to be exercised after that time.

The number of options you hold in Millennium as at 21 January 2013 is indicated on the enclosed Exercise of Option form. To exercise your options you must complete the enclosed Exercise of Option form, attach a cheque, payable to "Millennium Minerals Limited", for the number of options you wish to exercise multiplied by 7.5 cents, and return both the form and your cheque, on or before 28 February 2013, to:

Advanced Share Registry Ltd.  
P.O. Box 1156  
NEDLANDS WA 6909

**or deliver to:**

Advanced Share Registry Ltd.  
150 Stirling Highway  
NEDLANDS WA 6009

Whilst a receipt for your payment will not be sent, once all forms and cheques have been received and the option term has expired, Advanced Share Registry Ltd will send you a holding statement by mail, which will confirm the number of shares you hold after exercise of your options.

The highest and lowest market price of the ordinary shares of Millennium during the 3 months immediately before the date of this notice, are as follows:

	Price	Date
Highest	\$0.035	9 October 2012
Lowest	\$0.018	9 August 2012
Last Traded	\$0.029	18 January 2013

If you wish to clarify the taxation consequences relating to the exercise of options, please consult your solicitor, accountant or professional advisor.

## **ABOUT MILLENNIUM**

The Company's Annual Report, together with all investor presentations and ASX announcements, can be viewed on our website at [www.millenniumminerals.com.au](http://www.millenniumminerals.com.au). We encourage you to review Millennium's activities and announcements.

The Nullagine Gold Project is south of the township of Nullagine in Western Australia. The operation is currently operating in full production mode.

Yours sincerely,

**Pierre Malherbe**

Company Secretary

ABN 85 003 257 556  
 INCORPORATED IN WESTERN AUSTRALIA  
 APPLICATION FOR SHARES UPON EXERCISE OF OPTIONS

I/ We, Mr/ Mrs/ Miss

First Names/ Company Name

Surname/ Australian Company Number

Address

Postcode

(Please complete full name and address)

Contact Telephone Number

The registered holder(s) of the Options hereby exercise my/our Option for:

In figures

In words

Ordinary Fully Paid Shares and enclose application money of \$0.075 per share \$.....  
 (amount payable on exercise)

I/We whose full name(s) and address(es) appear above hereby apply for the number of Shares shown above. I/We agree to be bound by the Constitution of the Company.

Security holder Reference Number (S.R.N.)

Complete this only if you are Issuer Sponsored.

Holder Identification Number (H.I.N.)

Complete this only if you are CHESSE Sponsored.

Signature Of Shareholder(s) (All joint holders must sign)	Companies Only - Executed in accordance with the Company's Constitution and the Corporations Law.			
X----- Signature Date	X----- Sole Director and Sole Secretary		Date	
X----- Signature Date	X----- Director	Date	X----- Secretary	Date
X----- Signature Date	X----- Director	Date	X----- Director	Date

**Note:** If signed under Power of Attorney, a Certified Copy of the relevant Power of Attorney document must be exhibited to the Registry.  
 The Attorney declares that he/she has had no notice of revocation of the Power of Attorney.

**TERMS AND CONDITIONS OF OPTIONS**

- Entitlement**  
Each Option shall entitle the holder the right to subscribe (in cash) for one (1) Share in the capital of the Company.
- Option Period**  
Each Option will expire at 5.00pm WST on 28 February 2013 (such date being referred to as the "Option Expiry Date").  
Each Option may be exercised at any time prior to the Option Expiry Date in accordance with the notice provisions set out below and any Option not so exercised shall automatically expire on the Option Expiry Date.
- Ranking of Share Allotted on Exercise of Option**  
Each Share allotted as a result of the exercise of an Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of allotment.
- Voting**  
A registered owner of an Option (herein referred to as an "Option Holder") will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being Option Holder, members of the Company.
- Transfer of an Option**  
Each Option is transferable at any time prior to the Option Expiry Date. This right is subject to any restrictions on the transfer of an Option that may be imposed by the ASX in circumstances where the Company is listed on ASX.
- Method of Exercise of an Option**
  - The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (herein such notice being called a "Notice of Exercise of Options"). Options may be exercised by the Option Holder completing the Notice of Exercise of Options and forwarding the same to the Secretary of the Company to be received prior to the Option Expiry Date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of Shares in the capital of the Company to be allotted; which number of Options must be a multiple of 10,000 if only part of the Option Holders total Options are exercised, or if the total number of Options held by an Option Holder is less than 10,000, then the total of all Options held by that Option Holder must be exercised.
  - The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of 7.5 cents (\$0.075) per Share.
  - Subject to Clause 7 hereof, the exercise of less than all of an Option Holders Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holders entitlement under the Option Holders remaining Options.
  - Within 14 days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
  - If the Company is listed on the ASX, the Company will within seven (7) days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules.
  - The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.
- Reconstruction**  
In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the option holder will be changed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.
- Participation in New Share Issues**  
There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the Option Expiry Date unless and until the Options are exercised. The Company will ensure that during the exercise period of the Options, the Record Date for the purposes of determining Entitlements to any new such issue, will be at least 9 Business Days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- Change of Options' Exercise Price or Number of Underlying Shares.**  
There are no rights to change the exercise price or the number of underlying Shares if there is a pro-rata issue or bonus issue to the holders of Shares.

Cheques should be made payable to MILLENNIUM MINERALS LIMITED and crossed "Not Negotiable" and drawn on an Australian Bank and posted to Advanced Share Registry Ltd, PO Box 1156, Nedlands, Western Australia 6909.

**NOTE: OPTIONS NOT EXERCISED BY 28 FEBRUARY 2013 WILL AUTOMATICALLY EXPIRE.**