

19th March 2013

Dear Shareholder

Non-Renounceable Rights Issue

On 18 March 2013, Maximus Resources Limited (**MXR**) announced a one-for-two non-renounceable rights issue (**Rights Issue**).

The Rights Issue seeks to raise approximately \$1.55 million (before costs) through the issue of approximately 386 million new fully paid ordinary shares in MXR.

Use of Funds

The funds raised by the Rights Issue, together with Maximus' existing cash reserves, will be used to fund exploration and development, including:

- Follow-up drilling on the Narndee Copper-Gold-Zinc tenements to further improve upon encouraging results returned in the initial drilling programs, where results including 11 metres of Zinc with grades up to 7.3%, 8 metres of Copper up to 1.1% and elevated silver and gold values were returned; and
- Undertake on-ground reconnaissance and soil sampling programs on Narndee high priority targets to more accurately pin-point target areas for follow-up reverse circulation (RC) and diamond drilling activities; and
- Commence an initial on-ground sampling and exploratory drilling program on the highly prospective northern Narndee gold tenements, where multiple gold nugget finds have been recorded recently and current and historic gold mines have been operating; and
- Undertake a review of data to be generated as part of a significant South Australian government funded regional gravity survey over the eastern section of the highly prospective, but under explored Gawler Craton region located within the Woomera Prohibited Area (WPA). This government funded gravity survey will be the first significant airborne exploration activity undertaken within the WPA in 40 years. The information produced from the aerial survey could significantly change the Prospectivity of the Billa Kalina tenements; and
- working capital purposes.

The Company has achieved significant progress on several projects in the past 18 months and accomplished several milestones.

The comprehensive review of the Narndee suite of tenements was completed resulting in the identification of 18 high priority targets, rationalisation of the tenement holding, completion of two very successful drilling campaigns that have identified very good copper-gold-zinc targets and commenced planning for exploratory drilling on highly prospective gold targets in the northern region of the tenement holding.

In addition, the Company completed a review of the Adelaide Hills tenement package in South Australia, achieved drilling success on its gold targets and continues to negotiate Joint Venture opportunities with several parties in relation to the Bird in Hand project containing a significant gold resource that remains open at depth with potential strike extensions.

Access onto the Billa Kalina tenements, within the Woomera Prohibited Area (WPA) in the highly prospective Gawler Craton region in South Australia, was successfully negotiated with the Department of Defence to facilitate exploration on several targets. The tenement ownership structure was also rationalised, with Maximus now controlling 100% of these tenements. The current joint venture with ERO Mining is being reviewed with an outcome expected in the near future. Discussions have commenced with several companies interested in undertaking exploration of the Billa Kalina tenements.

The Company has also progressively rationalised the tenement ownership structure, to ensure Maximus controls activities on the extensive tenement holding. Maximus now holds 100% of all mineral rights on all tenements, with the exception of diamond rights to several Adelaide Hills tenements in South Australia. However, the tenements have been transferred in to the Company's name giving control to Maximus.

Details of the Rights Issue

MXR shareholders with registered addresses in Australia or New Zealand at 7.00 pm (Adelaide time) on 26th March 2013 (**Record Date**) will be eligible to participate in the Rights Issue (**Eligible Shareholders**). All other overseas registered shareholders will not be eligible to participate.

Each Eligible Shareholder will be entitled to subscribe for one new ordinary share in the capital of MXR for every two ordinary shares registered in their name on the Record Date. The new ordinary shares will be issued at a cost of \$0.004 per share. Persons who apply for New Shares will receive one free Attaching Option for every New Share for which they apply. The options will have an exercise price of \$0.02, with an expiration date of 30 April 2015. The options will not be quoted on the ASX.

The Rights Issue will be partially underwritten by the directors as detailed in the prospectus dated 18th March 2013. The directors reserve the right to place the remaining shortfall at their discretion within three months after the close of the offer. Eligible Shareholders' entitlements pursuant to this Rights Issue are non-renounceable and accordingly Eligible Shareholders may:

- take up their rights in full or in part;
- do nothing in which case their rights will lapse; or
- take up their rights in full and apply for additional new shares.

Full details of the Rights Issue are set out in the Prospectus dated 18th March 2013, which was lodged with the ASIC and ASX on that date. The Prospectus together with an Entitlement and Acceptance Form will be mailed to all Eligible Shareholders on 3rd April 2013. A copy of the Prospectus is available through the ASX website.

Key dates

Key dates which shareholders should note are as follows:

Announcement of Rights Issue. Appendix 3B lodged	18 th March 2013
Prospectus lodged with ASIC and ASX	18 th March 2013
Notice sent to Shareholders	19 th March 2013
'Ex' date	20 th March 2013
Record Date for determining Shareholders' entitlements	26 th March 2013
Despatch of Prospectus and Entitlement & Acceptance Forms to Shareholders, Rights Issue opens	3 rd April 2013
Closing Date	17 th April 2013
ASX notified of under-subscriptions	22 nd April 2013
Allotment of new shares and dispatch of holding statements	26 th April 2013
New shares commence trading on ASX	29 th April 2013

These dates are indicative only and, subject to the *Corporations Act 2001* and the ASX Listing Rules, may be varied as the directors decide.

Applications for new ordinary shares under the Rights Issue may only be made by completing the Entitlement and Acceptance Form which accompanies the Prospectus. Eligible Shareholders should read the prospectus carefully. For further information on the Rights Issue, you should contact your professional advisor.

Yours faithfully
Maximus Resources Limited



Kevin Malaxos
Managing Director
Maximus Resources Ltd