



**ASHBURTON
MINERALS LTD**

ABN 99 008 894 442

www.ashburton-minerals.com.au

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West Leederville
Western Australia 6007

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10 April 2012

Company Announcements Office
Australian Securities Exchange Limited
20 Bridge Street
SYDNEY NSW 2000

by electronic lodgement

Ashburton Minerals Ltd
(“Ashburton” or “the Company”)

Dear Sir/Madam

**NON-RENOUNCEABLE PRO RATA RIGHTS ISSUE - INFORMATION
LETTERS**

In accordance of the ASX Listing Rules, the Company provides copies of letters dispatched to the following security holders in regards to the current non-renounceable pro rata rights issue:

1. Shareholders
2. Optionholders
3. Overseas Shareholders

Yours Faithfully

Rodney Dunn
Company Secretary

For further information, please contact:

Ashburton Minerals Ltd

Tel: +61 8 9363 7800

Fax: +61 8 9363 7801

Email: info@ashmin.com.au

or visit our website: <http://www.ashmin.com.au>



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10 April 2012

Dear Shareholder

Notice to Shareholders of Rights Issue



We write to you as the registered holder of Ashburton Minerals Limited (**Ashburton or Company**) shares as at today's date.

As announced on 29 March 2012, the directors of Ashburton have resolved to undertake a pro-rata non-renounceable rights issue of approximately 161,850,709 New Shares on the basis of one New Share for every five Shares held on the Record Date at an issue price \$0.005 per New Share and 80,925,534 New Options on the basis of one free attaching New Option for every two New Shares issued with each New Option having an exercise price of \$0.01 and expiring on 30 April 2014, to raise approximately \$809,253 (**Offer**).

The Offer is available to Ashburton shareholders registered on the Record Date and who reside in Australia or New Zealand.

The Offer is being made pursuant to a prospectus which was lodged with the Australian Securities and Investments Commission on 4 April 2012 (**ASIC**) (**Prospectus**). The Prospectus is available at the Company's website: www.ashmin.com.au or on the ASX website (company announcements section, ASX code: ATN) at www.asx.com.au.

Pursuant to the Listing Rules of the ASX (**Listing Rules**), the Company is required to provide to you certain information before proceeding with the Rights Issue. This letter contains all the information required by Appendix 3B of the Listing Rules.

1. Approximately 161,850,709 New Shares and 80,925,534 New Options will be issued pursuant to the Rights Issue (assuming no existing options are exercised).
2. The New Shares to be issued will rank equally in all respects from the date of allotment with the existing quoted ordinary shares.
3. The New Options to be issued are a new class of options. The main terms of the New Options are as follows:
 - (a) each New Option gives the optionholder the right to subscribe for one ordinary share;
 - (b) each New Option is exercisable at \$0.005;
 - (c) the New Options will expire at 5.00 pm AWST on 30 April 2014;
 - (d) the Company will apply for quotation of the New Options and the Shares issued on exercise of the New Options on ASX; and

- (e) all ordinary shares allotted upon the exercise of New Options will upon allotment rank pari passu in all respects with other ordinary Shares.

Full terms of the New Options are set out at section 4.5 of the Prospectus.

4. The issue price of the New Shares will be \$0.005 each. The New Options are free attaching options and accordingly will be granted for no consideration.
5. The Company will apply for quotation of the New Shares and New Options issued pursuant to the Rights Issue on the official list of the ASX.
6. The New Shares will be fully paid ordinary shares in the capital of the Company. The New Options are exercisable at \$0.01 each and expire on 30 April 2014.
7. The funds raised by the Rights Issue will be used towards:
 - (a) funding the costs of the Rights Issue;
 - (b) a drilling program at the Mt Webb copper project;
 - (c) ongoing evaluation of new opportunities to acquire a flagship project; and
 - (d) to general working capital.
8. The Rights Issue is underwritten by Foster Stockbroking Pty Ltd. Foster Stockbroking will receive an underwriting commission equal to 6% of the aggregate funds raised under the Rights Issue (refer to Section 4.11 of the Prospectus for full details). Mr Rick Crabb has agreed to sub-underwrite the Offer up to an amount of \$200,000 for which he will receive a fee of 2% of the sub-underwritten amount.
9. The securities will be entered into uncertificated holdings on 14 May 2012.
10. The total number and class of all securities quoted on ASX (including the maximum number of New Shares to be issued in the Rights Issue but assuming no existing options are exercised prior to the Record Date) is as follows:

Number	Class
809,253,547	Fully paid ordinary shares
1,875,000	Unquoted options exercisable at \$0.04 expiring on 17 September 2012
5,000,000	Unquoted options exercisable at \$0.0725 expiring on 21 April 2012
5,000,000	Unquoted options exercisable at \$0.0870 expiring on 21 April 2014
5,000,000	Unquoted options exercisable at \$0.1015 expiring on 21 April 2014

Number	Class
5,500,000	Unquoted options exercisable at \$0.0725 expiring on 14 June 2014
36,784,252	Quoted options exercisable at \$0.01 expiring on 30 April 2014

11. The Company currently has no dividend policy. However, pursuant to the Constitution of the Company, the Directors may from time to time declare a dividend to be paid to the members entitled to the dividend. No dividend may be paid except out of profits.
12. No shareholder approval for the Rights Issue is required.
13. The Rights Issue is non-renounceable.
14. The New Shares in the Rights Issue will be offered on the basis of one New Share for every five ordinary shares held at 5pm AWST on the Record Date (ie 17 April 2012). New Options will be offered on the basis of one New Option for two New Shares issued.
15. The offer under the Rights Issue relates to fully paid ordinary shares in the Company and options to acquire shares in the Company exercisable at \$0.01 each and expiring on 30 April 2014.
16. The ex date is 11 April 2012.
17. The Company does not have multiple share registers.
18. Fractional entitlements will be rounded up to the nearest whole number.
19. The Company will be sending offers under the Rights Issue to all Company shareholders in Australia and New Zealand.
20. The closing date for receipt of acceptances is 5pm AWST on 4 May 2012.
21. The Rights Issue is not underwritten.
22. There is no lead manager to the Rights Issue.
23. The Prospectus for the Rights Issue and the accompanying Entitlement and Acceptance Form will be sent to you on 19 April 2012.
24. Existing optionholders may participate in the Rights Issue upon exercise of their options. The Company sent a notice to option holders to notify them of their right to participate in the Rights Issue upon exercise of their options on 10 April 2012.
25. If you wish to take up all or part of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out in the form. Forward your completed Entitlement and Acceptance Form, together with payment for the amount shown on the form or for

such lesser amount as you wish to apply for, so as to reach the Company's share registry no later than 5.00pm AWST on 4 May 2012.

26. Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Shares and New Options regardless of the size of their present holding. Refer to the Brief Instructions on Page 5 of the Prospectus if you wish to apply for Additional New Shares and New Options. A single cheque or BPAY payment should be used for the Application Money for your Entitlement and the number of Additional New Shares you wish to apply for as stated on the Entitlement and Acceptance Form.
27. Any New Shares and New Options not taken up by Existing Shareholders will be dealt with in accordance with the Underwriting Agreement.
28. If you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.
29. You must deal with your entitlement by close of trading on the ASX on 4 May 2012 (ie the closing date).
30. The latest date for entry of the securities into your security holdings is 14 May 2012.

The above information was provided to the ASX on 10 April 2012.

Key Dates:

The current proposed timetable for the Offer is as follows*:

Summary of Important Dates*	
Announcement of Rights Issue	29 March 2012
Lodgement of Prospectus with ASIC	4 April 2012
Shares quoted ex-rights	11 April 2012
Record Date to determine Entitlements	17 April 2012
Opening Date and despatch of Prospectus	19 April 2012
Closing Date	4 May 2012
Notification to ASX of undersubscriptions and Underwriter notified of number of New Shares and New Options to be subscribed for by Underwriter	9 May 2012
Allotment of New Shares and dispatch of holding statements	14 May 2012

*These dates are indicative only. The Directors reserve the right to vary the key dates, without prior notice and subject to compliance with the Listing Rules.

A copy of the Prospectus will be sent to you on 30 April 2012 if you are a Company shareholder at the Record Date. If you are eligible and wish to participate in the Offer, it will be necessary for you to complete an

Entitlement and Acceptance form, which will accompany your Prospectus, and return it with the appropriate application monies, to the Company before the Closing Date (set out above).

The Directors of Ashburton recommend that if you are in doubt as to the value of the Offer then you should contact your financial adviser.

If you have any queries in relation to the Offer, please do not hesitate to contact Rodney Dunn, the Company Secretary on (08) 9363 7800.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Rodney Dunn', with a long horizontal flourish extending to the right.

Rodney Dunn
Company Secretary



10 April 2012

Dear Optionholder

Notice to Optionholders of Rights Issue



We write to you as the registered holder of Ashburton Minerals Limited (**Ashburton or Company**) options as at today's date. As announced on 29 March 2012, the directors of Ashburton have resolved to undertake a pro-rata non-renounceable rights issue of approximately 161,850,709 New Shares on the basis of one New Share for every five Shares held on 17 April 2012 (**Record Date**) at an issue price \$0.005 per New Share and 80,925,534 New Options on the basis of one free attaching New Option for every two New Shares issued with each New Option having an exercise price of \$0.01 and expiring on 30 April 2014, to raise approximately \$809,253 (**Offer**).

The Offer is available to Ashburton shareholders registered on the Record Date and who reside in Australia or New Zealand.

Therefore an optionholder who is resident outside of Australia and New Zealand will not be able to participate in the Rights Issue upon exercise of their options.

The Offer is being made pursuant to a prospectus which was lodged with the Australian Securities and Investments Commission on 4 April 2012 (**Prospectus**). The Prospectus is available at the Company's website: www.ashmin.com.au or on the ASX website (company announcements section, ASX code: ATN) at www.asx.com.au.

Key Dates:

The current proposed timetable for the Offer is as follows*:

Summary of Important Dates*	
Announcement of Rights Issue	29 March 2012
Lodgement of Prospectus with ASIC	4 April 2012
Shares quoted ex-rights	11 April 2012
Record Date to determine Entitlements	17 April 2012
Opening Date and despatch of Prospectus	19 April 2012
Closing Date	4 May 2012
Notification to ASX of undersubscriptions and Underwriter notified of number of New Shares and New Options to be subscribed for by Underwriter	9 May 2012

*These dates are indicative only. The Directors reserve the right to vary the key dates, without prior notice and subject to compliance with the Listing Rules.

Under the terms of the options you currently hold, there is no entitlement to participate in the Offer unless you exercise your options, and are entered onto the register as a shareholder on or before the Record Date.

If you wish to participate in the Offer, it will be necessary for you to exercise all or part of your options. Accordingly, you should complete a Notice of Exercise of Options (**Notice**) and lodge the Notice with the Company, together with your payment for the number of shares you wish to take up. If a validly completed Notice and cleared payment for the exercise of options is not received prior to 17 April 2012 (**Record Date**), you will not be able to participate in the Offer.

If you do not wish to participate in the Offer (in respect of your options), you do not need to take any action.

Before deciding whether to exercise any or all of your options, you should consider the terms of the Offer carefully. If in any doubt, consult with your professional adviser.

Each New Share allotted as a result of the exercise of an option will rank pari-passu with all other ordinary shares of the Company on issue.

If you have any queries in relation to the Offer, please do not hesitate to contact Rodney Dunn, the Company Secretary on (08) 9363 7800.

Yours faithfully



Rodney Dunn
Company Secretary



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10 April 2012

Dear Shareholder



Notice to Overseas Shareholders of Rights Issue

We write to you as the registered holder of Ashburton Minerals Limited (**Ashburton** or **Company**) shares (ASX code: ATN) as at today's date. As announced on 4 April 2012, the directors of Ashburton have resolved to undertake a pro-rata non-renounceable rights issue of approximately 161,850,709 New Shares on the basis of one New Share for every five Shares held on the Record Date at an issue price \$0.005 per New Share and 80,925,534 New Options on the basis of one free attaching New Option for every two New Shares issued with each New Option having an exercise price of \$0.01 and expiring on 30 April 2014, to raise approximately \$809,253 (**Offer**).

The Offer is available to Ashburton shareholders registered on the Record Date and who reside in Australia or New Zealand.

The Offer is being made pursuant to a prospectus which was lodged with the Australian Securities and Investments Commission on 4 April 2012 (**Prospectus**). The Prospectus is available at the Company's website: www.ashmin.com.au or on the ASX website (company announcements section, ASX code: ATN) at www.asx.com.au.

In accordance with the Listing Rules of the Australian Securities Exchange, the Company has considered the number of shareholders with registered addresses outside of Australia and New Zealand and the size of the shareholdings held by those shareholders. Taking into consideration the costs of complying with the legal requirements and the requirements of the regulatory authorities relating to shareholders with registered addresses outside of Australia and New Zealand, the Company has formed the view that it is unreasonable to extend the Offer to those shareholders.

Accordingly, Ashburton is unable to extend to you the opportunity to participate in the entitlements issue.

If you have any questions in relation to the above, please do not hesitate to contact the Company Secretary on (61 8) 9363 7800.

Yours sincerely

Rodney Dunn
Company Secretary