GINDALBIE METALS LTD

ABN 24 060 857 614

RETURN VIA:

BY MAIL
Gindalbie Metals Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
Gindalbie Metals Ltd
C/- Link Market Services Limited
02 9287 0309 (within Australia)
+61 2 9287 0309 (outside Australia)

BY HAND
Gindalbie Metals Ltd
C/- Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

Full Name and Address

Securityholder Reference Number/Holder Reference Number

NEW ZEALAND INVESTOR CERTIFICATE - WHOLESALE INVESTOR

STEP 1

Each Gindalbie Shareholder who is a "wholesale investor" as defined in the Financial Markets Conduct Act of 2013 (New Zealand) must complete and return this certificate in order to be eligible to receive Coda Shares under the Demerger.

Unless otherwise defined, please refer to Section 11 (Glossary) of the Demerger Scheme Booklet accompanying this certificate for relevant defined terms used in this certificate.

The undersigned makes this certificate in connection with the Demerger and the acquisition of Coda Shares.

The undersigned certifies that it/he/she is a resident of New Zealand and is a "wholesale investor" as defined in clause 3(2) of Schedule 1 to the Financial Markets Conduct Act of 2013 (New Zealand) (**FMC Act**) by virtue of satisfying one of the following categories of "wholesale investor.

Please read the letter to which this certificate was attached and mark one of the following boxes with an ☒

- ☐ is an investment business (eg, entities whose principal business consists of investing in financial products or trading in financial products on behalf of other persons);
- ☐ meets certain investment activity criteria (eg, owning or acquiring a portfolio of financial products having a value of at least NZ$1 million in the past two years);
- ☐ has net assets, or total turnover, of over NZ$5 million for each of the last two years;
- ☐ is a government agency; or
- ☐ is an "eligible investor". **If you mark this box, you must also complete the Certificate of Eligible Investor, please refer overleaf.**

STEP 2

If the undersigned is an "eligible investor", then the undersigned must also complete and return the attached Certificate of Eligible Investor.

The undersigned further confirms that it/he/she is not acquiring Coda Shares with a view to dealing with them (as that term is defined in the FMC Act) and, accordingly:

1. has not, and will not, directly or indirectly, sell or transfer the Coda Shares, or grant, issue or transfer interests in, or options over, the Coda Shares; and
2. has not distributed and will not distribute, directly or indirectly, this document or the information contained in or accompanying this document,

in each case, in New Zealand within 12 months after the date on which the Coda Shares were acquired under the Demerger, other than to persons who are "wholesale investors" as defined in clause 3(2) of Schedule 1 to the FMC Act or in other circumstances where there is no contravention of the FMC Act.

By:

Name:

Title *(if not signing as an individual):*

Date

GINDALBIE METALS LTD

ABN 24 060 857 614

Full Name and Address

Securityholder Reference Number/Holder Reference Number

NEW ZEALAND CERTIFICATE OF ELIGIBLE INVESTOR

The certificate below must be completed by each New Zealand resident who is a "wholesale investor" by virtue of being an "eligible investor" (as each term is defined in the Financial Markets Conduct Act of 2013 (New Zealand)).

Unless otherwise defined, please refer to Section 11 (Glossary) of the Demerger Scheme Booklet accompanying this certificate for relevant defined terms used in this certificate.

Warning

New Zealand law normally requires people who offer financial products to give information to investors before they invest. This information is designed to help investors make an informed decision.

If you give this certificate, the usual rules do not apply to offers of financial products made to you. As a result, you may not receive a complete and balanced set of information. You will also have fewer other legal protections for these investments. Make sure you understand these consequences.

Ask questions, read all documents carefully, and seek independent financial advice before committing yourself.

Offence

It is an offence to give a certificate knowing that it is false or misleading in a material particular. The offence has a penalty of a fine not exceeding NZ$50,000.

To : Gindalbie Metals Limited

I certify as follows:

1. I understand that this certificate relates to the offer of Coda Shares via the Demerger.
2. I am an eligible investor within the meaning of clause 41 of Schedule 1 to the Financial Markets Conduct Act of 2013 (New Zealand) **(FMC Act)**.
3. I understand the consequences of certifying that I am an eligible investor.
4. I have previous experience in acquiring or disposing of financial products that allows me to assess:
   (a) the merits of the transaction (including assessing the value of the risks of the financial products involved);
   (b) my own information needs in relation to the transaction; and
   (c) the adequacy of the information provided by any person involved in the transaction.
5. I meet the criteria of clause 41 of Schedule 1 to the FMC Act on the following grounds:

_____

_____

_____

_____

By: _____ Name:

_____ Date