

30 May 2007

The Manager
Company Announcements Office
ASX Ltd
4th Floor, 20 Bridge Street
Sydney, NSW 2000

Dear Sir

Re: Share Purchase Plan

We wish to advise that CuDeco Limited will mail today the attached documentation to shareholders in respect of the Company's Share Purchase Plan offer announced to ASX on 11 May 2007.

The Share Purchase Plan is being offered to all shareholders who have a registered address in Australia or New Zealand.

The Share Purchase Plan offer closes on **20 June 2007**.

For further information regarding this announcement please contact Lisa Rowe or Susmit Shah on (08) 9240 2836.

Yours faithfully



Lisa Rowe
Company Secretary

30 May 2007

Dear Shareholder

Opportunity to participate in the CuDeco Limited Share Purchase Plan

On behalf of the Directors of CuDeco Limited ("CuDeco"), I am pleased to provide you with the opportunity to participate in CuDeco's Share Purchase Plan ("SPP"), allowing you to purchase up to A\$5,000 of CuDeco shares at a price equal to a 10% discount to the volume weighted average trading price of the Company's shares on the ASX Limited ("ASX") during the 5 trading days immediately prior to the date of issue of the Shares pursuant to the offer.

The SPP gives you the opportunity to acquire CuDeco shares **free of brokerage and other transaction costs**.

Participation in the SPP is entirely voluntary and only applies to holders of fully paid shares, not option holders. As a CuDeco shareholder, you are eligible to invest A\$2,000, A\$3,000 or A\$5,000 in additional CuDeco shares.

The SPP is being implemented to raise funds to assist with the Company's working capital requirements.

To participate in the SPP, please complete the enclosed "Share Purchase Plan Application Form" and return it together with your cheque made payable to "CuDeco Limited - Share Plan Account" so it is received by CuDeco's registry no later than 5.00pm (Perth time) on 20 June 2007.

In deciding whether to participate in the SPP, please take time to read the enclosed "Terms and Conditions of the Share Purchase Plan" and seek your own investment or taxation advice if needed. If you have any questions regarding the operation of the SPP, please call Lisa Rowe or Susmit Shah on 08 9240 2836.

The directors of CuDeco Limited who hold fully paid shares will be taking up their full entitlement under the SPP.

On behalf of the Board, I invite you to consider this opportunity to increase your investment in CuDeco Ltd and thank you for your continuing support.

Yours sincerely



Wayne McCrae
Chairman

Terms and Conditions of the
Share Purchase Plan ("SPP")

These terms and conditions and the accompanying "Share Purchase Plan Application Form" set out the terms and conditions of the SPP. By accepting the offer to subscribe for ordinary shares under the SPP, you agree to be bound by these terms and conditions and the constitution of CuDeco Limited (ABN 14 000 317 251) ("CuDeco").

1. WHAT IS THE SPP?

The SPP is a convenient, cost effective way for eligible shareholders to acquire CuDeco shares at a discount to the market price during the pricing period and free of brokerage and other transaction costs.

2. WHY IS CUDECO ISSUING MORE SHARES?

CuDeco is undertaking the SPP to provide an opportunity for shareholders to increase their CuDeco shareholding.

CuDeco intends to use the proceeds of the SPP to assist with its working capital requirements and in particular, continuing exploration at the highly prospective Rocklands Group Copper Project.

3. WHO IS ELIGIBLE TO PARTICIPATE?

You are eligible to participate in the SPP if you were a registered holder of ordinary shares in CuDeco as at 5.00pm (Perth time) on 28 May 2007 with a registered address in Australia or New Zealand.

4. DO I HAVE TO PARTICIPATE?

No. Participation in the SPP is entirely voluntary. In deciding whether to participate in the SPP, please take time to read the terms and conditions of the SPP and contact your taxation or financial adviser if necessary.

5. HOW MUCH CAN I INVEST?

You can choose to invest either A\$2,000, A\$3,000 or A\$5,000.

6. CAN I TRANSFER MY RIGHT TO PURCHASE CUDECO SHARES?

No. The offer under the SPP is non-renounceable. This means that you cannot transfer your right to acquire shares under the SPP to anyone else.

7. WILL SHARES ISSUED UNDER THE SPP RANK EQUALLY WITH MY EXISTING CUDECO SHARES?

Yes. All shares issued under the SPP will rank equally with your existing shares and will carry the same voting rights, dividend rights and other entitlements as at the issue date.

8. WHAT IS THE ISSUE PRICE OF THE SHARES?

The issue price for each new share will be at a price equal to a **10% discount** to the volume weighted average trading price of the Company's shares on the ASX Limited ("ASX") during the 5 trading days immediately prior to the date of issue of the Shares pursuant to the offer (**Issue Price**). For example, if the volume weighted average trading price of the Company's shares is \$3.50 the issue price will be \$3.15. Any fractional entitlements to shares will be rounded down to the nearest whole share.

The share price of CuDeco's ordinary shares might rise or fall between the date of this offer and the date the new shares are issued to you. This means that the price you pay for a CuDeco share may be greater or less than the price of CuDeco shares at the time they are issued to you. However, as the issue price is set by reference to the price of CuDeco shares in the period immediately prior to the issue of those shares under the SPP, this risk should be minimised.

9. HOW DO I APPLY FOR SHARES UNDER THE SPP?

Please complete the enclosed "Share Purchase Plan Application Form" and return it with your payment by cheque made payable to "CuDeco Limited - Share Plan Account" so that it is received by CuDeco's registry by no later than 5.00pm (Perth time) on 20 June 2007. You should complete the cheque details section on the "Share Purchase Plan Application Form". Cheques must be in Australian dollars and drawn on an Australian bank. Applications received after 5.00pm (Perth time) on 20 June 2007 will not be accepted.

10. WHAT ARE THE COSTS OF PARTICIPATION IN THE SPP?

There is no brokerage or other transaction costs payable by participants in the SPP. These costs will be paid by CuDeco.

11. WHEN WILL I RECEIVE THE NEW SHARES?

It is expected that new shares will be issued under the SPP and quoted on ASX on or about 27 June 2007. You should receive your holding statement or confirmation advice shortly after that date.

12. I HAVE SEVERAL HOLDINGS. CAN I PURCHASE A SEPARATE PARCEL OF SHARES FOR EACH HOLDING?

If you receive more than one offer to participate in the SPP, or if you hold CuDeco shares in more than one capacity (for example, because you are a joint holder of shares or because you hold more than one shareholding under separate share accounts), the maximum you may invest under the SPP in all capacities is A\$5,000.

However, if you act as a trustee or nominee, you may apply for up to A\$5,000 of shares for each beneficiary. In this case, you should ask for an additional "Share Purchase Plan Application Form" for each beneficiary who wishes to participate in the SPP.

By applying to acquire shares under the SPP, you certify and warrant you have not exceeded the A\$5,000 limit. CuDeco reserves the right to reject any application for new shares or issue a fewer number of shares subscribed for under the SPP where it believes this requirement has not been complied with.

13. DISCRETION AND DISPUTES

CuDeco reserves the right to waive strict compliance with any term or condition of this SPP. Any powers or discretions of CuDeco may be exercised by the directors of CuDeco or any delegate of them. CuDeco may determine, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP whether generally or in relation to any participant or application. A determination made by CuDeco will be conclusive and binding on all participants and other persons to whom the determination relates.

14. CHANGES AND TERMINATION

CuDeco may change or terminate the SPP or the terms and conditions of the SPP at any

time, whether because of a change of law, ASIC requirements or policy or any other circumstance relevant to the SPP or CuDeco. If CuDeco does this, it will post a notice on CuDeco's website (www.cudeco.com.au), but failure to notify shareholders of changes to or

termination of the SPP or the terms and conditions of the SPP or the non-receipt of notice by shareholders will not invalidate the change or termination. If CuDeco terminates the SPP, it will notify the ASX and refund any application moneys to you (without interest).

15. WHERE CAN I OBTAIN FURTHER INFORMATION IN RELATION TO THE SPP?

If you have any questions about the terms and conditions of the SPP or how to make an application, please call Lisa Rowe or Susmit Shah on (08) 9240 2836.

Neither CuDeco nor Advanced Share Registry Services, nor any of their personnel, is or is to be taken to be, giving any securities recommendation or investment advice in relation to the SPP, nor do any of them have any obligation to do so. You should consider seeking your own independent advice in relation to the SPP.

Share Purchase Plan Application Form

Offer closes 5.00pm Western Standard Time, Wednesday 20 June 2007

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT,
PLEASE CONTACT YOUR PROFESSIONAL ADVISER

Record Date: 5.00pm WST 28 May 2007
Date of which offer closes: 5.00pm WST 20 June 2007
Anticipated Issue Date: 27 June 2007

NON-RENOUCEABLE OFFER OF CUDECO LIMITED ("THE COMPANY") SHARES TO EACH HOLDER OF EXISTING FULLY PAID ORDINARY SHARES IN THE COMPANY AS AT THE RECORD DATE.

IF YOU DO NOT WISH TO PURCHASE ADDITIONAL SHARES UNDER THIS OFFER THERE IS NO NEED TO TAKE ACTION

I/WE _____ HIN / SRN: _____
Insert Shareholder/s Full Name

- A. being registered at 5.00pm WST on 28 May 2007 as the holder(s) of shares in the Company hereby accept the offer made in the letter to CuDeco Ltd shareholders dated 30 May 2007 issued by the Company to the amount specified at section F below.
- B. I/We authorise you to place my/our name(s) on the register of members in respect of the number of Shares issued to me/us pursuant to this application.
- C. I/We agree to be bound by the Constitution of the Company, and the attached terms and conditions of the Share Purchase Plan.
- D. I/We enclose my/our cheque made payable to CuDeco Limited - Share Plan Account.
- E. I/We certify that the aggregate of the application price for the CuDeco Limited Shares the subject of this application and any other CuDeco Ltd shares applied for in the 12 months prior to the date of this application under the Share Purchase Plan or any similar arrangement, does not exceed \$5,000.
- F. *Application for Shares*
To participate in the Share Purchase Plan shareholders must select **only one** of the 3 following alternatives. Please mark the selected box.

Offer A



\$2,000.00

Offer B



\$3,000.00

Offer C



\$5,000.00

OR

OR

Return of this document with the required remittance will constitute your acceptance of the CuDeco Limited Shares being offered.

Please complete the following cheque payment details:

Drawer	Bank	Branch or BSB	Amount

Cheques should be made payable to "CuDeco Limited - Share Plan Account" and crossed "Not Negotiable" and sent to:

Advanced Share Registry Services 110 Stirling Highway NEDLANDS WA 6009	Advanced Share Registry Services PO Box 1156 NEDLANDS WA 6909
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Please ensure you submit the correct amount and allow sufficient time for your application to be received by Advanced Share Registry Services by 5.00pm WST on Wednesday, 20 June 2007. Incorrect payments may result in your application being rejected.

Telephone number where we may contact you during business hours. (____) _____ Contact Name: _____

Offer Closes 5.00pm Western Standard Time Wednesday, 20 June 2007