



China Magnesium Corporation Limited

(ABN 14 125 236 731)

ASX Code: CMC

PROSPECTUS

For a pro rata non-renounceable rights issue of fully paid ordinary shares at \$0.04 each offered on the basis of one (1) new share for every 4.53668 shares held at the Record Date, together with one free listed option (exercisable at \$0.07 on or before 30 September 2016) for every new share offered, raising up to approximately \$1,500,000 (before expenses of the Offer).

INDICATIVE TIMETABLE*

Date of this prospectus (and lodgement with ASIC)	29 August 2014
"Ex" date	3 September 2014
Record Date	5 September 2014
Closing date for acceptances (7:00pm EST)	30 September 2014
Issue date: dispatch of holding statements	8 October 2014

* Subject to the Timetable Proviso described in section 6.2 of this prospectus.

Corporate Adviser to CMC



IMPORTANT INFORMATION

Definitions & interpretation – Definitions (usually with the first letter capitalised) appear both throughout the body of this prospectus (refer bolded terms) as well as in section 6.7.

Speculative investment, read the whole prospectus & take advice – An investment in the Shares (and Options) should be considered speculative and involves inherent risks. It is important that you read the whole of this prospectus. The Company recommends you consult with your professional advisors before deciding whether or not to apply for Shares (and free Options).

Distribution of complete and unaltered copy of this prospectus – If you provide a copy of this prospectus to another person you should only do so if you ensure that it is in complete and unaltered form failing which you may be guilty of a criminal offence.

Jurisdiction of Offer – If you are an Overseas Applicant or if this prospectus has been or is intended to be provided, dispatched to, or accessed electronically outside Australia, please refer to section 6.5. No action has been taken by the Company to ensure the offer of Shares and Options under this offer document is compliant in any jurisdiction other than Australia.

1. DETAILS OF THE OFFER

1.1 Amount to be raised

This prospectus is for the non-renounceable offer ("Offer") of new Shares (and free Options), at an issue price of \$0.04 per Share, pursuant to a pro rata non-renounceable rights issue (including any shortfall) on the basis of one (1) new Share for every 4.53668 Shares held at the Record Date, together with one free Option for every Share issued. As at the date of this prospectus and assuming no additional Shares are issued before the Record Date, up to approximately 37,500,000 new Shares and 37,500,000 new Options may be issued pursuant to the Offer, raising up to approximately \$1,500,000 (before the expenses of the Offer).

If any Entitlements are not taken up the Shares and Options comprising the shortfall ("Shortfall") may be placed by the Directors in their absolute discretion and such placement will form part of the Offer.

1.2 Stock exchange listing

The Company has or will, within 7 days after the date of this prospectus, apply for the Shares and Options issued pursuant to the Offer to be quoted on ASX.

1.3 No minimum subscription

There is no minimum amount that must be raised or minimum number of new Shares and Options which must be applied for pursuant to the Offer before new Shares and Options will be issued.

1.4 Acting on your Entitlement and applying for the Shortfall

Your Entitlement is indicated on the *Entitlement and Acceptance Form* accompanying this prospectus. As a holder of Shares at the Record Date, you may participate in the Offer as follows:

- a) accept your Entitlement in whole or in part by:
 - i) completing the *Entitlement and Acceptance Form* and forwarding the completed form, together with payment for the amount due in respect of Shares applied for; or
 - ii) pay the amount due in respect of new Shares applied for, calculated at (\$0.04) per new Share, by BPAY®, in accordance with the instructions set out on the *Entitlement and Acceptance Form* (unless alternative arrangements are made and agreed to by the Company) so that it is **received by the Company's Share Registrars no later than the Closing Date (note that your financial institution may have cut off times for the processing of BPAY payments)**; and
- b) if you wish to apply for the Shortfall, and provided you are accepting your Entitlement in full, complete the section of the *Entitlement and Acceptance Form* entitled "Additional New Shares" and follow the instructions for (a)(i) & (ii) above, also in accordance with the instructions set out on the *Entitlement and Acceptance Form*; or
- c) do nothing, in which case you will receive no benefit from your Entitlement and your percentage holding in the company will be diluted by the Offer.

1.5 Application monies

Application monies will be held in trust in a separate bank account on behalf of applicants until the Shares and Options offered under this prospectus are issued. If your application is rejected in whole or in part, the amount tendered in respect of Shares and Options that are not issued pursuant to your application will be repaid to you, without interest.

1.6 Issue of Shares and Options

Subject to applicable laws and the Listing Rules, the Company will, in its absolute discretion, accept and/or reject any application in whole or in part.

The banking of application monies does not constitute either processing or acceptance of your application. If your application is accepted, in whole or in part, the Company will issue Shares and Options (to the extent accepted) pursuant to your application and dispatch either an issuer sponsored holding statement or a CHESS statement (together with any excess application monies) to you as soon as practicable after the Closing Date (required under the Listing Rules to be within 5 business days of the Closing Date unless ASX agrees otherwise). It is your responsibility to ascertain your allocation (if any).

1.7 Underwriting and Firm Commitments

Messrs Xinping Liang, William Bass and Peter Robertson ("Underwriters"; Directors of the Company) have agreed, pursuant to separate underwriting agreements with the Company, to partially underwrite any Shortfall to the Offer up to a maximum of \$110,000, \$30,000 and \$22,000 respectively. This commitment does not include any Shares and Options the Underwriters will subscribe for pursuant to their Entitlements. There are no fees or commissions payable pursuant to the underwriting agreements and no termination events are expressly stated in those agreements.

The Company has also received separate firm commitment undertakings ("Firm Commitments") from each Director and Mr Wang Feng (on behalf of Shanxi Pingyao Fengyan Coal & Coke Group Company Limited) that they will each subscribe for (procured via the legal owner of their relevant interests if applicable) the full Entitlements offered in relation to their relevant interests in the Company. As at the date of this prospectus those Entitlements amounted to approximately \$237,016 for Mr Blackhurst, \$128,658 for Mr Liang, \$6,013 for Mr Bass, \$10,527 for Mr Robertson and \$180,000 for Mr Wang.

Total underwriting and Firm Commitment amounts in relation to the Offer add up to \$724,214.

2. PURPOSE AND EFFECT OF OFFER

2.1 Purpose of the Offer

The primary purpose of the Offer is to (and the funds raised from the Offer are intended to be used to) provide the Company with additional general working capital and flexibility to further its existing magnesium and semi-coking business and, if thought fit, to put it in a stronger position to build capacity and acquire assets in industries which leverage the Company's strengths and advantages.

The Company does not consider there to be any materially adverse consequences if the Offer is not fully subscribed, other than not increasing cash reserves by the amount of the Shortfall, potentially resulting in less actively pursuing growth of the existing business and the forsaking of additional business opportunities which leverage the Company's strengths and advantages.

2.2 Effect on financial position

Assuming that the Offer is fully subscribed and no further Shares are issued prior to the Record Date, the Company's cash reserves, contributed equity, total assets and net assets will increase by approximately \$1,490,000, which is the amount that would be raised pursuant to the Offer (approximately \$1,500,000) less the estimated expenses of the Offer (approximately \$10,000). If the Offer is not fully subscribed, the aforementioned effect on the Company's cash reserves, contributed equity, total assets and net assets will be reduced by the amount of the shortfall.

2.2.1. Pro forma statement of financial position

The Company's latest audited, consolidated balance sheet (as at 30 June 2014) is set out on page 22 of its 2014 Annual Report. The following pro forma statement of financial position assumes that the Offer is fully subscribed, and reflects the effect on financial position described above.

	Historical as at 30 June 2014 (\$)	Pro forma as at 30 June 2014 (\$)
Current Assets		
Cash and cash equivalents	1,504,896	2,994,896
Trade and other receivables	630,866	630,866
Inventories	399,436	399,436
Other	1,814,373	1,814,373
Total Current Assets	4,349,571	5,839,571
Non-Current Assets		
Property, plant and equipment	12,728,083	12,728,083
Total Non-Current Assets	12,728,083	12,728,083
TOTAL ASSETS	17,077,654	18,567,654
Current Liabilities		
Trade and other payables	2,450,475	2,450,475
Borrowings	862,175	862,175
Provisions	28,227	28,227
Total Current Liabilities	3,340,877	3,340,877
TOTAL LIABILITIES	3,340,877	3,340,877
NET ASSETS	13,736,777	15,226,777
Equity		
Contributed equity	20,114,724	21,604,724
Reserves	1,620,064	1,620,064
Accumulated losses	(8,441,852)	(8,441,852)
Total equity attributable to owners of the parent	13,292,936	14,782,936
Non-controlling interest	443,841	443,841
TOTAL EQUITY	13,736,777	15,226,777

2.3 Effect on capital structure

The capital structure of the Company following Completion of the Offer (assuming that the Offer is fully subscribed) is summarised below.¹

Shares	Number
Shares on issue at the date of this prospectus	170,125,516
Shares to be issued pursuant to the Offer ²	37,500,000
Shares on issue upon Completion of the Offer¹	207,625,516

Options	Number
Options on issue at the date of this prospectus	-
Listed Options to be issued pursuant to the Offer ²	37,500,000
Listed Options on issue upon Completion of the Offer¹	37,500,000

¹ If the Offer is not fully subscribed, the Shares and Options on issue following Completion of the Offer will be reduced by the under subscribed amount.

² Approximated assuming 170,125,516 Shares are on issue as at the Record Date. The actual number of Shares and Options to be issued may be greater or less than this amount.

2.4 Effect of underwriting on voting power

A scenario analysis of the effect of the Offer, including its underwriting and Firm Commitments (refer to section 1.7) on the voting power of the current or potential substantial Shareholders of the Company (ie, those having a voting power of 5% or more) is set out in the table below:^{1,2}

Scenario	Current voting power and 100% acceptances	No acceptances (other than Firm Commitments) and no Options exercised	No acceptances (other than Firm Commitments) with exercise of all Options
Mr Blackhurst	15.8%	17.4%	18.8%
Mr Liang	8.6%	10.9%	12.9%
Mr Wang	12.0%	13.2%	14.3%
Mr Li	7.1%	6.4%	5.8%
Mr Jia	7.1%	6.4%	5.8%

1. Assumes that from the date of this prospectus:

- no substantial Shareholder or Underwriter disposes of any Shares;
- there are no further Share or Option issues other than Shares and Options issued pursuant to the Offer (and, for the last scenario 'with the exercise of all Options', Shares issued due to the exercise of Options issued pursuant to the Offer); and
- no person acquires Shares or Options other than an Underwriter doing so pursuant to their underwriting agreement or a Shareholder accepting their Entitlements.

2. Two of the underwriters, Messrs William Bass and Peter Robertson (who are also Directors) cannot become substantial Shareholders under the above scenarios and assumptions.

3. RECENT SHARE TRADING HISTORY

The highest, lowest and last market sale prices of the Company's existing Shares on ASX during the three months to the day immediately preceding the date of this prospectus, and the respective dates, were:

	Date(s)	Cents
Highest	6 August 2014	8.5
Lowest	14 & 18 July 2014	3.0
Latest	28 August 2014	6.1

Further information about the recent trading history of the Shares can be found on the ASX's website (www.asx.com.au).

The Company does not have any options on issue as at the date of this prospectus.

4. INTERESTS, FEES AND BENEFITS

Other than as set out below or as is disclosed elsewhere in this prospectus, no: (a) director of the Company; or (b) person named in this prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation and distribution of this prospectus; or (c) promoter of the Company; or (d) underwriter to, or Australian financial services licensee named in this prospectus as an Australian financial services licensee involved in, the offer of securities under this prospectus; has or had within 2 years before lodgement of this prospectus with ASIC any interest in: (i) the formation or promotion of the Company; or (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the offer of securities under this prospectus; or (iii) the offer of securities under this prospectus; and no amounts have been paid or agreed to be paid and no amounts have been given or agreed to be given to any of those persons as an inducement to become or to qualify as a director of the Company or for services rendered in connection with the formation or promotion of the Company or the offer of securities under this prospectus.

4.1 Directors holdings

As at the date of this prospectus the relevant interests of each Director in the securities of the Company were as follows:¹

Director	Shares	Options
Mr Blackhurst	26,881,683	-
Mr Liang	14,592,000	-
Mr Bass	682,000	-
Mr Robertson	1,193,896	-

1. *The table shows those securities held directly and indirectly. It does not include the relevant interests in any securities the Director may acquire pursuant to the Offer.*

4.2 Director fees and benefits

The Directors are currently (and have been, over the two years prior to the date of this prospectus) remunerated at annual rates of \$350,000 for Mr Blackhurst, \$300,000 for Mr Liang, \$70,000 for Mr Bass and \$52,500 for Mr Robertson (for their services as managing director, executive director, non-executive chairman and non-executive Director respectively).

More detailed information regarding Directors' remuneration is set out in the Company's 2014 Annual Report (refer to section 6.3 of this prospectus).

Messrs Liang, Bass and Robertson have also agreed to underwrite the Offer as set out in section 1.7. There are no fees or commissions payable pursuant to the underwriting agreements. No enquires were made to other potential underwriters and the Company does not consider that Shareholder approval is required to issue Shares or Options to the Underwriters under their underwriting agreements because no fee is being paid to the Underwriters (which is unusual) and there will be no issues to those Underwriters if all Shareholders accept their Entitlements. Being an Entitlement ratio of one (1) new Share (plus one free Option) for every 4.53668 Shares held at the Record Date, the additional further investment required by a Shareholder to accept their Entitlement in full is considered by the Company to be very modest compared with the current size of that investment. For these and other reasons, in the opinion of the Company, any financial benefit which may be obtained by an Underwriter by virtue of their underwriting agreement is on terms which are reasonable in the circumstances (or less favourable to the Underwriter than) if the Company and the Underwriter had been dealing at arm's length. The Company's largest Shareholder (15.8%), Mr Tom Blackhurst, is not an Underwriter and is satisfied that the terms are fair, reasonable and in the best interests of the Company. All Directors have also given the Company Firm Commitments to subscribe for their full Entitlements - refer to section 1.7).

4.3 Interests of other named persons

Western Tiger Corporate Advisers has been (or will be) paid a fee of approximately \$5,000 (plus GST) for acting as corporate adviser to the Company in relation to the Offer.

5. CONSTITUTION AND TERMS OF SECURITIES

5.1 Constitution and rights attaching to Shares

All Shares to be issued pursuant to this prospectus will be issued as fully paid ordinary shares in the capital of the Company. Further details of the rights and obligations attaching to Shares are set out in the Company's Constitution.

The Constitution has been lodged with ASIC and is deemed to be incorporated by reference into this prospectus in accordance with section 712 of the Corporations Act. A copy of the Constitution can be obtained from the Company's website (www.chinamagnesiumcorporation.com/uploads/company/04112010%20Constitution.pdf) or its registered office at no cost, or from ASIC.

A constitution has the effect of a contract between the Company and each member, between the Company and each Director and company secretary, and between a member and each other member under which each of those persons agrees to observe and perform the provisions of the constitution as far as those provisions apply to that person. A company's constitution can only be altered by a special resolution (being a resolution passed by at least 75% of the votes cast by members entitled to vote on the resolution).

The Constitution deals with such matters as the rights conferred and obligations imposed by shares, issues of shares, transfer of shares, alterations of share capital, share buy-backs, disposal of small shareholdings (being parcels of shareholdings with a market value less than that an amount prescribed under the Listing Rules - \$500 as at the date of this prospectus), variation of class rights, meetings of shareholders, voting, polls, appointment and removal of Directors, remuneration of Directors, dividends, winding up and the Listing Rules.

5.2 Rights attaching to Options

Following are the material terms of the Options:

- a) Definitions:
- (i) **Expiry Date** means 5.00pm on 30 September 2016 in the time zone of the Company's share registrar in Australia.
 - (ii) **Exercise Notice** means the form of written and/or electronic notice prescribed by the Company from time to time for the purpose of exercising the options.

- b) Each option carries the right to subscribe for one Share at an exercise price of \$0.07 each.
- c) Options may be exercised by delivering to the Company's share registry (or such other place agreed with the Company at the time) an Exercise Notice at any time prior to the Expiry Date.
- d) The Exercise Notice must (unless the Company otherwise agrees) be completed and delivered in the form and manner prescribed by the Company and be accompanied by the relevant payment (in Australian currency).
- e) A notice may, without limitation, be given by the Company to any Optionholder in the same manner as a notice may be given by the Company to any Shareholder.
- f) If the Company has entered into an agreement to underwrite the exercise of the Options and any such Options remain unexercised at the Expiry Date, then the holder of those unexercised Options immediately, unconditionally and irrevocably appoints the Company as the Optionholder's agent to transfer (for no consideration to that holder) the unexercised Options to the relevant underwriter and, despite paragraph (c), that underwriter is entitled to exercise the unexercised Options within 14 calendar days (or such fewer days as the Company may determine in its absolute discretion) of the Expiry Date.
- g) Following receipt of a properly executed Exercise Notice and monies in respect of the exercise of the options, the Company will issue the resultant Shares and deliver notification of shareholdings in accordance with the limits set out in ASX Listing Rules or, if no such limits apply, within one month of receiving the Exercise Notice.
- h) The Company will, in accordance with ASX Listing Rules but in any case within 7 days of the date of issue, make application to have the Shares (issued pursuant to an exercise of options) listed for quotation by ASX.
- i) Shares issued pursuant to an exercise of options shall rank, from the date of issue, *pari passu* with existing Shares in all respects.
- j) Options carry no right to participate in pro rata issues of securities to shareholders unless the options are exercised before the record date for determining entitlements to the relevant pro rata issue.
- k) Each Optionholder will be notified by the Company, in accordance with ASX Listing Rules but in any case not less than 4 business days before the relevant record date, of any proposed pro rata issue of securities to shareholders.
- l) Subject to any requirements of the Corporations Act and ASX Listing Rules, the options do not confer the right to a change in exercise price.
- m) In the event of a reorganisation (including reconstruction, consolidation, subdivision, reduction, or return) of the capital of the Company, the terms of the options will be changed to the extent necessary to comply with the requirements of the ASX Listing Rules (in force at the time of the reorganisation).

6. ADDITIONAL INFORMATION AND DISCLAIMERS

6.1 Transaction specific prospectus

This prospectus has been prepared in accordance with the special content rules for continuously quoted securities in section 713 of the Corporations Act, which sets out an alternative general disclosure test for an offer of continuously quoted securities or options to acquire such securities. The alternative disclosure test allows the issue of a prospectus with a specified limited content (compared to a "full disclosure" prospectus), commonly referred to as a "transaction-specific" prospectus. To qualify as "continuously quoted securities" the securities must, amongst other matters, be securities of a "disclosing entity" for the purposes of the Corporations Act. In preparing this prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers.

6.2 Timetable Proviso

Other than the date of this prospectus and any historical dates or time periods prior to the date of this prospectus, the date(s) mentioned in this prospectus is(are) indicative only. Further, notwithstanding any provision of this prospectus and to the fullest extent permitted by law and the Listing Rules, the Company may, from time to time and without giving any notice, abridge or further abridge, extend or further extend any period or vary or further vary any date or time period referred to in this prospectus to such earlier or later date or for such period as the Directors think fit whether or not the date to be varied has passed or the period to be extended has expired.

6.3 Document available for inspection

As a "disclosing entity", the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Company may be obtained from or inspected at an office of ASIC.

Any person has the right to obtain a copy of the following documents and the Company will provide a copy of each of the following documents, free of charge, to any person who asks for it during the application period for this prospectus:

- a) the annual financial report of the Company for the year ended 30 June 2014 (part of the 2014 Annual Report); and
- b) all documents used to notify ASX of the information relating to the Company under the Listing Rules since the lodgement of the financial report referred to in (a) above. Prior to the date of this prospectus, there were no such documents.

6.4 Consents

The following parties have given and have not, prior to the lodgement of this prospectus with ASIC, withdrawn their written consent to be named in this prospectus in the form and context in which they appear, namely:

- a) Messrs Xiping Liang, William Bass and Peter Robertson – to being named as Underwriters to the Offer;
- b) Messrs Blackhurst, Liang, Bass, Robertson and Wang – for statements that they have undertaken to accept their Entitlements in full pursuant to their Firm Commitments described in section 1.7;
- c) Mr Blackhurst – for the reference in section 4.2 to his being satisfied that the underwriting terms offered to the Underwriters are fair, reasonable and in the best interests of the Company; and
- d) Western Tiger Corporate Advisers – to being named as corporate adviser to the Company.

Other than as disclosed above or elsewhere in this prospectus, none of the abovementioned persons have been involved in the preparation, or authorised or caused the issue, of this prospectus and, to the maximum extent permitted by law, each of the persons referred to above:

- e) expressly disclaims and takes no responsibility for any part of (or any matter included in or omitted from) this prospectus;
- f) makes no representation or warranty (either expressly or impliedly) with respect to the completeness or accuracy of information contained in this prospectus;
- g) disclaims liability to any person in respect of any statement included in or omitted from this prospectus.

6.5 Overseas Applicants and distribution

This prospectus does not constitute an offer or invitation:

- a) in any jurisdiction where, or to any person to whom, it would be unlawful to issue this prospectus; or
- b) to any person to whom, it would not be lawful to make such an offer or invitation.

Where this prospectus is received or accessed in any such jurisdiction or by any such person, it is provided for information purposes only. No action has been taken to register or qualify the Shares, Options, or the Offer, or otherwise to permit the public offering of the Shares or Options, in any jurisdiction outside Australia.

The distribution of this prospectus within jurisdictions outside Australia may be restricted by law and persons into whose possession this prospectus comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. It is the responsibility of any Overseas Applicant to ensure compliance with all laws of any country relevant to his or her application, or country of receipt of this prospectus, and to obtain all necessary approvals so that they may legally subscribe for (and be issued) securities pursuant to the Offer.

In making an application you represent and warrant for the Company's and the Underwriters' benefit and for the benefit of the Company's and Underwriter's officers, employees, agents and advisers (and, to the maximum extent permitted by law, indemnify the Company, the Underwriter, and the Company's and Underwriter's officers, employees, agents and advisers for any loss or damage caused if such representation or warranty proves to be inaccurate) that there has been no breach of any law by reason of that application being made, that all necessary approvals and consents to the making of that application have been obtained and that the Company may legally offer and issue securities to the applicant pursuant to this prospectus. Overseas Applicants must consult with their professional advisors as to whether any formalities need to be observed (either by themselves or the Company) to enable them to subscribe for the securities being offered pursuant to this prospectus.

Specifically, in New Zealand, the Shares and Options are not being offered or sold to the public other than to existing Shareholders with registered addresses in New Zealand and to whom the Offer is being made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Securities Act 1978* (New Zealand).

6.6 Privacy Act

By completing an application form accompanying this offer document, you will be providing personal information to the Company (and its Share Registrar). The *Privacy Act 1988* (Cth) governs the use of your personal information and sets out principles governing the ways in which organisations should treat that information. The personal information to be collected on an application form accompanying this prospectus will be used to evaluate applications for Shares and Options and, if your application is successful, to administer your security holdings, provide services to you and otherwise effect appropriate administration for security holders. If the Company is obliged to do so by law, personal information will also be passed on to other parties.

In making an application, you agree that the Company may use the information provided on your application form for the purposes here disclosed and may disclose it for those purposes to the Underwriters, the Company's share registrar, related bodies corporate, agents, contractors, employees, servants, and third party service providers, including without limitation, mailing houses, professional advisers, ASX, other Shareholders and regulatory authorities.

The Corporations Act requires the Company to include information about security holders (including name, address and details of securities held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a security holder. Information contained in the Company's public register is also used to facilitate distribution payments and corporate communications (including financial results, annual reports and other information that the Company may elect to utilise to communicate with its security holders) and compliance by the Company for legal and regulatory requirements. For instance, in certain circumstances details of security holder's names and holdings must be disclosed by the Company in its annual reports.

An applicant has a right to gain access to the information that the Company holds about that person subject to certain exemptions under the law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

6.7 ASIC and ASX take no responsibility

ASIC and ASX take no responsibility for the contents of this prospectus, a copy of which has been lodged with ASIC.

6.8 Prospectus Expiry Date

No Shares or Options (or other securities) will be issued on the basis of this prospectus after its expiry date, being 13 months after the date of this prospectus.

7. DEFINITIONS

In this prospectus, unless the context otherwise requires:

"**2014 Annual Report**" and means the means the Directors' report, the annual financial report and auditors report in respect of the financial year ended 30 June 2014 (available on the Company's website www.chinamagnesiumcorporation.com/investor-centre/annual-reports).

"**A\$**" and "**\$**" means Australian dollars, unless otherwise stated.

"**ASIC**" means Australian Securities and Investments Commission.

"**ASX**" means ASX Limited (ACN 008 624 691).

"**Closing Date**" means 7:00pm EST on 30 September 2014, subject to the Timetable Proviso.

"**Company**" or "**CMC**" means China Magnesium Corporation Limited (ABN 14 125 236 731).

"**Completion of the Offer**" means the issue of any securities offered pursuant to this prospectus.

"**Constitution**" means the constitution of the Company.

"**Corporations Act**" means the Corporations Act 2001 (Cth).

"**Director**" means a director of the Company.

"**Entitlement**" means the entitlement of an eligible holder of Shares to new Shares and Options under the Offer. Fractional entitlements will be rounded up to the nearest whole number.

"**EST**" means Eastern Standard Time, Queensland, Australia.

"**Firm Commitments**" has the meaning ascribed in and by section 1.7.

"**Listing Rules**" means the official listing rules of ASX, as amended or waived by ASX from time to time.

"**Overseas Applicant**" means a person making an application for securities pursuant to the Offer from outside Australia or New Zealand.

"**Offer**" means the invitation to apply for Shares as described in section 1.1.

"**Option**" means option to acquire a Share (exercisable at \$0.07 each and expiring 30 September 2016) on the terms and conditions as set out in section 5.2.

"**Optionholder**" means the person or persons registered as the holder of one or more Options from time to time.

"**Record Date**" means 5 September 2014, subject to the Timetable Proviso.

"**Share Registrar**" means Security Transfer Registrars Pty Limited.

"**Share**" means a fully paid ordinary share in the capital of the Company.

"**Shareholder**" means a holder of shares in the capital of the Company.

"**Shortfall**" means the shortfall described in section 1.1.

"**Timetable Proviso**" means the proviso regarding dates and time periods as described in section 6.2.

"**Underwriters**" means any or all (as the context requires) of Messrs Xiping Liang, William Bass and Peter Robertson, who are also Directors of the Company.