

MARiNDiMETALS
LTD

ACN 118 522 124

Prospectus

For a fully underwritten, non-renounceable pro rata entitlement issue of one (1) New Share for every six (6) Shares held by Eligible Shareholders at the Record Date at an issue price of \$0.012 (1.2 cents) per New Share to raise up to approximately \$3,052,217 before costs.

This Prospectus is also being issued in order to facilitate secondary trading of the Placement Shares.

It is proposed that the Offer will close at 5.00pm (WST) on 16 January 2018. The Directors reserve the right to close the Offer earlier or to extend this date without notice. Applications must be received before that time.

This is an important document and requires your immediate attention. It should be read in its entirety. Please consult your professional adviser(s) if you have any questions about this document.

Investment in the Shares offered pursuant to this Prospectus should be regarded as highly speculative in nature, and investors should be aware that they may lose some or all of their investment. Refer to Section 4 for a summary of the key risks associated with an investment in the Shares.

Important Notice

This Prospectus is dated, and was lodged with ASIC on 12 December 2017. Neither ASIC nor ASX (or their respective officers) take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. The expiry date of this Prospectus is 5.00pm WST on that date which is thirteen (13) months after the date this Prospectus was lodged with ASIC. No Shares will be issued on the basis of this Prospectus after that expiry date.

Application will be made to ASX within seven (7) days of the date of this Prospectus for Official Quotation of the Shares the subject of the Offer.

No person is authorised to give any information or to make any representation in connection with the Offer, other than as is contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offer.

It is important that you read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

Exposure Period

No exposure period applies to the Offer.

Electronic Prospectus and Entitlement and Acceptance Forms

This Prospectus will generally be made available in electronic form by being posted on the Company's website at www.marindi.com.au. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this

Prospectus and the relevant Entitlement and Acceptance Form (free of charge) from the Company's Australian registered office during the Offer Period by contacting the Company. Contact details for the Company and details of the Company's Australian registered office are detailed in the Corporate Directory. The Offer constituted by this Prospectus in electronic form is only available to persons receiving an electronic version of this Prospectus and relevant Entitlement and Acceptance Form within Australia.

Applications will only be accepted on the relevant Entitlement and Acceptance Form attached to, or accompanying, this Prospectus or in its paper copy form as downloaded in its entirety from www.marindi.com.au. The Corporations Act prohibits any person from passing on to another person the Entitlement and Acceptance Form unless it is accompanied by or attached to a complete and unaltered copy of this Prospectus.

Prospective investors wishing to subscribe for Shares under the Offer should complete the Entitlement and Acceptance Form. If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. If acceptance is by BPAY® there is no need to return an Entitlement and Acceptance Form.

The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement. Please refer to the instructions in Section 4 regarding the acceptance of your Entitlement and completion of the Entitlement and Acceptance Form.

By returning an Entitlement and Acceptance Form, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offer

detailed in this Prospectus.

Eligibility

Eligible Shareholders can only take up their Entitlements by completing and returning the Entitlement and Acceptance Form accompanying this Prospectus. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

Website

No document or information included on the Company's website is incorporated by reference into this Prospectus.

Foreign Investors

No action has been taken to register or qualify the Shares the subject of this Prospectus, or the Offer, or otherwise to permit the public offering of the Shares, in any jurisdiction outside Australia.

The Offer is not being extended, and New Shares will not be issued, to Shareholders with a registered address which is outside Australia, New Zealand and Singapore. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

The distribution of this Prospectus in jurisdictions outside of Australia may be restricted by law and persons who come into possession of this Prospectus outside of Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute

an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

Continuously Quoted Securities

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. This Prospectus is issued pursuant to section 713 of the Corporations Act. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

Speculative Investment

The Shares offered pursuant to this Prospectus should be considered highly speculative. There is no guarantee that the Shares offered pursuant to this Prospectus will make a return on the capital invested, that dividends will be paid on the Shares or that there will be an increase in the value of the Shares in the future.

Prospective investors should carefully consider whether the Shares offered pursuant to this Prospectus are an appropriate investment for them in light of their personal circumstances, including their financial and taxation position. Refer to Section 4 for details relating to the key risks applicable to an investment in the Shares.

Using this Prospectus

Persons wishing to subscribe for Shares offered by this Prospectus should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses, and

prospects of the Company and the rights and liabilities attaching to the New Shares offered pursuant to this Prospectus. If persons considering subscribing for New Shares offered pursuant to this Prospectus have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser for advice.

Privacy Statement

To apply for New Shares you will be required to provide certain personal information to the Company and the Share Registry. The Company and the Share Registry will collect, hold and use your personal information in order to assess your Application, service your needs as an investor, provide facilities and services that you request and carry out appropriate administration. The Corporations Act and taxation law requires some of this personal information to be collected. If you do not provide the information requested, your Application may not be able to be processed efficiently, or at all.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes detailed in this Privacy Statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If an Applicant becomes the holder of New Shares, the Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares 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 Shareholder.

Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its Shareholders) and compliance by the Company with its legal and regulatory requirements.

Forward-Looking Statements

This Prospectus contains forward-looking statements which are identified by words such as "believes", "estimates", "expects", "targets", "intends", "may", "will", "would", "could", or "should" and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risk factors associated with an investment in the Company are detailed in Section 4. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the date of this

Prospectus.

Currency

All financial amounts contained in this Prospectus are expressed as Australian currency unless otherwise stated. Conversions may not reconcile due to rounding. All references to "\$" or "A\$" are references to Australian dollars.

Time

All references to time in this Prospectus are references to WST, being the time in Perth, Western Australia, unless otherwise stated.

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary in Section 8.

Corporate Directory

Directors

Mr John Hutton, Non-Executive
Chairman

Mr Joe Treacy, Managing Director

Mr Geoff Jones, Non-Executive
Director

Company Secretary

Mr Jeremy Robinson

Registered Office

35 Havelock St,
West Perth, Western Australia

Share Registry *

Security Transfer Australia Pty Ltd,
770 Canning Highway,
Applecross, Western Australia

Underwriter

Argonaut Capital Limited
Level 30, 77 St Georges Terrace,
Perth, Western Australia

Auditor *

Stantons International
Level 2, 1 Walker Avenue,
West Perth, Western Australia

Legal Advisor

Eaton Hall, Corporate & Commercial
Lawyers, Level 25, 108 St Georges
Terrace, Perth, Western Australia

* These entities have been included for information purposes only. They have not been involved in the preparation of this Prospectus.

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Indicative Timetable

Lodgement of Prospectus with ASIC and ASX	12 December 2017
Company sends letters to Optionholders	12 December 2017
Company sends letters to Shareholders	12 December 2017
"Ex" Date	15 December 2017
Record Date (at 5:00pm WST)	18 December 2017
Prospectus and Entitlement and Acceptance Form dispatched to Eligible Shareholders	21 December 2017
Opening date of the Offer	22 December 2017
Last day to extend the Closing Date	11 January 2018
Closing Date (at 5:00pm WST)	16 January 2018
Shares quoted on a deferred settlement basis	17 January 2018
Notification of Shortfall	17 January 2018
Issue of New Shares and Deferred Settlement Trading Ends	23 January 2018
Deadline for placement of remaining Shortfall Shares	16 April 2018

The above timetable is indicative only and subject to change. Subject to the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Shares. The Directors also reserve the right not to proceed with the whole or part of the Offer at any time prior to allotment. In that event, the relevant Application Monies will be returned without interest.

Letter from the Chairman

Dear Investor

On behalf of the board of Marindi Metals Ltd (**Company**), I am pleased to present this Prospectus and to invite you to participate in the Offer.

The Offer is a fully underwritten, non-renounceable pro rata entitlement issue of one (1) New Share for every six (6) Shares held by Eligible Shareholders at the Record Date at an issue price of \$0.012 (1.2 cents) per New Share to raise up to approximately \$3,052,217 before costs. The Offer is made to all Eligible Shareholders with a registered address in Australia, New Zealand and Singapore on the Record Date, being 18 December 2017.

The Offer is fully underwritten by Argonaut Capital Limited. Unless the Underwriting Agreement between the Company and the Underwriter is terminated, the Company will receive the full amount of approximately \$3,052,217 before costs under the Offer even if some Eligible Shareholders do not subscribe for their rights. Further detailed information regarding the Underwriting Agreement is provided at Section 6.2.

On 8 December 2017 the Company announced that it had secured firm commitments for a placement of Shares to sophisticated and institutional investors at \$0.012 (1.2 cents) per Share to raise \$1,308,692 before costs (**Placement**). It is intended that 109,057,649 Shares will be issued, pursuant to the Placement, on 15 December 2017.

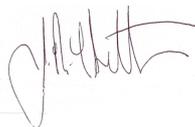
The proceeds of the Offer will be primarily used for exploration at the Company's Prairie Downs, Bellary, Caranbirini and Forrestania Projects, as well as providing for general working capital.

Further information about the Company and its operations is contained in publicly available documents lodged by the Company with the ASIC and ASX. This Prospectus should be read in conjunction with this material.

There are a number of risks associated with investing in the share market generally and the Company specifically. The New Shares must be regarded as highly speculative. Potential investors in the Company should carefully consider the risks (detailed in Section 4).

On behalf of the Board, I would like to thank you for considering the Offer. We greatly appreciate your continued support.

Yours faithfully



John Hutton
Non-Executive Chairman

Investment Overview

Topic	Summary	More Information
What is the Offer and what are its key terms?	The Offer is a fully underwritten, non-renounceable pro rata entitlement issue of one (1) New Share for every six (6) Shares held by Eligible Shareholders at the Record Date at an issue price of \$0.012 (1.2 cents) per New Share to raise up to approximately \$3,052,217 before costs.	See Section 1.1.
What is the Placement?	On 8 December 2017 the Company announced that it had secured firm commitments for a placement of Shares to sophisticated and institutional investors at \$0.012 (1.2 cents) per Share to raise \$1,308,692 before costs. On 15 December 2017, the Company intends to issue 109,057,649 Shares to the subscribers under the Placement.	See Section 1.1.
What is the purpose of the Offer?	<p>The purpose of the Offer is to raise up to approximately \$3,052,217 before costs.</p> <p>The proceeds of the Offer will be used for exploration at the Company's Prairie Downs, Bellary, Caranbirini and Forrestania Projects, as well as providing for general working capital.</p>	See Section 1.1.
What are the key risks of investing in the Company	<p>The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the securities of the Company.</p> <p>The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.</p> <p>Set out below are specific risks that the Company is exposed to.</p> <ul style="list-style-type: none"> • Exploration success <p>Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Company's tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p> <p>Until the Company is able to realise value from its tenements, or any other tenements that may be acquired in the future, it is likely to incur ongoing operating losses.</p> 	See Section 4.

	<ul style="list-style-type: none">• Manager<p>The success and profitability of the Company will largely depend on the ability of the Managing Director who is primarily responsible for devising and implementing the Company's exploration strategy.</p><p>The Company is exposed to the risk that the Managing Director may fail to make suitable decisions in relation to the exploration strategy. In addition, the Company is exposed to the risk that the Managing Director ceases to be involved with the Company in an executive capacity, and as a result, ceases to manage the Company's operations.</p>• Funding<p>At the date of this Prospectus, the Company has no income producing assets and will generate losses for the foreseeable future. Until it is able to develop a project and generate appropriate cash flow, it is dependent upon being able to obtain future equity or debt funding to support long term exploration, after the expenditure of the net proceeds raised under the Offer.</p><p>Any additional equity funding will dilute existing Shareholders.</p><p>Also, no guarantee or assurance can be given as to when a project can be developed to the stage where it will generate cash flow. As such, a project would be dependent on many factors, for example exploration success, subsequent mine development, commissioning and operational performance.</p>• Acquisition risk<p>The Company's proposed objectives involve acquiring and developing resource projects at various stages of development. The Directors of the Company will use their expertise and experience in the resources sector to assess the value and merit of potential projects that are likely to provide returns for Shareholders. However, there can be no guarantee that any new project may result in any return for the Company and its Shareholders.</p>• Title and transfer risk<p>In relation to the Company's tenements, some or all of these may be the subject of applications for extension in the future. If a tenement is not extended, the Company may suffer significant damage through loss of the opportunity to discover and/or develop any mineral resources on that tenement. In addition, the Company cannot guarantee that</p>	
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Topic	Summary	More Information
	<p>those tenements that exist will convert to mining tenure and therefore convert to productive mining operations.</p> <ul style="list-style-type: none"> Investment in capital markets <p>As with all stock market investments, there are risks associated with an investment in the Company. Securities listed on the stock market, and in particular securities of mining and exploration companies, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of Shares regardless of the Company's performance. The price of Shares might trade below or above the issue price for the New Shares.</p> <p>The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company and you should refer to the additional risk factors in Section 6 of this Prospectus before deciding whether to apply for Shares pursuant to this Prospectus.</p> 	
What is the effect of the Offer on the capital structure of the Company?	The maximum number of Shares that may be issued under the Offer is approximately 254,351,441 Shares which will represent approximately 14% of the enlarged issued share capital of the Company following the Offer.	See Section 2.1.
Is the Offer subject to a minimum subscription?	No.	See Section 1.2.
Who can participate in the Offer?	Eligible Shareholders, being certain Shareholders on the Record Date with a registered address in Australia, New Zealand or Singapore on the Share Register, may participate in the Offer.	See Section 1.12.
How do I accept my Entitlement?	All Eligible Shareholders are entitled to participate in the Offer. If you wish to accept all or part of your Entitlement, you must complete your Entitlement and Acceptance Form that accompanies this Prospectus and send it to the Share Registry together with payment by cheque, bank draft or money order or follow the instructions to pay via BPAY®.	See Section 3.1.
Can I sell or transfer my Entitlement under the Offer?	No, as the Offer is non-renounceable, you cannot sell or transfer any of your Entitlement. There will be no trading of Entitlements on ASX.	See Section 1.5.
Is the Offer underwritten?	The Offer is fully underwritten by Argonaut Capital.	See Section 1.13.
How can I obtain further information?	Further information can be obtained by reading this Prospectus and consulting your professional advisors. You can also contact	Corporate Directory.

Topic	Summary	More Information
	the Company on +61 8 9322 2338 for further details.	
Company contact	You can contact the Company Secretary on +61 8 9322 2338 for further details.	Corporate Directory.

1. DETAILS OF OFFER

1.1 The Offer

This Offer is a non-renounceable pro rata entitlement issue of one (1) New Share for every six (6) Shares held by Eligible Shareholders at the Record Date at an issue price of \$0.012 (1.2 cents) per New Share to raise up to approximately \$3,052,217 before costs.

The Company currently has 1,417,050,994 Shares and 64,000,000 unlisted Options. In addition, the Company will issue 109,057,649 Shares pursuant to the Placement.

The holders of existing Options will not be entitled to participate in the Offer without first exercising their Options.

Assuming no Options are exercised before the Record Date, approximately 254,351,441 New Shares may be issued under the Offer (subject to rounding).

Where the determination of the Entitlement of any Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole New Share.

All New Shares offered under this Prospectus will rank equally with the existing Shares on issue. Refer to Section 5 for details of the rights attaching to Shares.

1.2 Placement

The Company has recently undertaken a placement of Shares to sophisticated and professional investors (as defined in sections 708(8) and 708(11) of the Corporations Act).

The Placement comprises the issue of 109,057,649 Shares at an issue price of \$0.012 (1.2 cents) per Share to raise \$1,308,692 (before costs) and the Placement Shares have the same rights as the New Shares being offered under the Offer as detailed in Section 1.1. The Placement Shares will be issued prior to the Record Date and will carry an Entitlement to participate in the Offer.

This Prospectus has also been issued to facilitate secondary trading of the Placement Shares as they will be issued without disclosure under Part 6D.2 of the Corporations Act. A prospectus is required under the Corporations Act to enable the recipients of the Placement Shares to on-sell those Shares within 12 months of their issue. The Company did not issue the Placement Shares with the purpose of the persons to whom they were issued selling or transferring the Placement Shares, or granting, issuing or transferring interests in the Placement Shares within 12 months of the issue, however this Prospectus provides them with the ability to do so should they wish.

1.3 Minimum Subscription

The Offer is not subject to a minimum subscription condition.

1.4 Purpose of Prospectus

The purpose of this Prospectus is to:

- (a) raise up to approximately \$3,052,217 pursuant to the Offer (assuming the Offer is fully subscribed); and
- (b) ensure that the on-sale of the Placement Shares does not breach section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in section 708A(11) of the Corporations Act.

1.5 No rights trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your rights to subscribe for New Shares under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by the Closing Date, your Entitlement will lapse.

1.6 Funding Allocation

Completion of the Placement and the Offer will result in an increase in cash in hand of up to \$4,360,909 (before associated costs, assuming that no Options are exercised, prior to the Record Date).

The proceeds of the Offer will be used for exploration at the Company's Prairie Downs, Bellary, Caranbirini and Forrestania Projects, as well as providing for general working capital.

The following table shows the expected use of funds in the two year period following the date of this Prospectus:

Item	\$	%
Expenses of the Offer	230,878	5
Exploration program costs	4,000,000	92
Working capital	130,031	3
Total funds allocated	4,360,909	100%

Shareholders should note that the above estimated expenditures will be subject to modification on an ongoing basis depending on the results obtained from the Company's activities. Due to market conditions, the development of new opportunities (in respect of the Company's business) and/or any number of other factors (including the risk factors outlined in Section 4), actual expenditure levels may differ significantly to the above estimates. In light of this, the Board reserves the right to alter the way the funds are applied.

1.7 CHESS

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares. The Company will not issue certificates to shareholders. Rather, holding statements (similar to bank statements) will be dispatched to shareholders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for shareholders who elect to hold shares on the CHESS sub-register) or by the Company's Share Registry (for shareholders who elect to hold their shares on the issuer sponsored sub-register). The statements will set out the number of Shares allotted under the Prospectus and provide details of a shareholder's Holder Identification Number (for shareholders who elect to hold shares on the CHESS sub register) or Shareholder Reference Number (for shareholders who elect to hold their shares on the issue sponsored sub-register). Updated holding statements will also be sent to each shareholder following the month in which the balance of their shareholding changes, and also as required by the Listing Rules or the Corporations Act.

1.8 Official Quotation

Within 7 days after the date of this Prospectus, the Company will apply to ASX for the New Shares being offered by this Prospectus to be granted Official Quotation.

If ASX does not grant permission for Official Quotation within 3 months after the date of this Prospectus (or within such longer period as may be permitted by ASIC) none of the Shares offered by this Prospectus will be allotted and issued. If no allotment and issue is made, all Application Monies will be refunded to Applicants (without interest) as soon as practicable.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the Shares offered pursuant to this Prospectus.

1.9 Application Monies held on trust

Application Monies will be held in trust for Applicants until the allotment of the New Shares. Any interest that accrues will be retained by the Company.

1.10 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offer, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

1.11 Risk factors of an investment in the Company

Prospective investors should be aware that an investment in the Company should be considered highly speculative and involves a number of risks inherent in the business of the Company. Section 4 details the key risk factors which prospective investors should be aware of. It is recommended that prospective investors consider these risks carefully before deciding whether to invest in the Company.

This Prospectus should be read in its entirety. If you have any questions about the desirability of, or procedure for, investing in the Company please contact your stockbroker, accountant or other independent adviser.

1.12 Overseas applicants

No action has been taken to register or qualify the Shares, or the Offer, or otherwise to permit the public offering of the Shares, in any jurisdiction outside of Australia, New Zealand and Singapore.

The distribution of this Prospectus within jurisdictions outside of 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.

This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

It is the responsibility of any overseas Applicant to ensure compliance with all laws of any country relevant to his or her Application. The return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation and warranty that there has been no breach of such law and that all necessary approvals and consents have been obtained.

Singapore

For Shareholders resident in Singapore, this Prospectus and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the *Securities and Futures Act*, Chapter 289 of Singapore (**SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This Prospectus has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined under the SFA) or (iii) a "relevant person" (as defined in section 275(2) of the SFA). In the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

New Zealand

The Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the *Financial Markets Conduct Act 2013* and Part 9 of the *Financial Markets Conduct Regulations 2014*.

The Offer and the content of this Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime. The rights, remedies and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about the Offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint. The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

Additional Warning Statement: Currency Exchange Risk

The Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand or Singapore dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand or Singapore dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand or Singapore dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars or in Singapore in Singapore dollars.

Additional Warning Statement: Trading on Financial Product Market

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand or Singapore, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand or Singapore.

1.13 Underwriting

The Offer is fully underwritten by Argonaut Capital Limited. The Underwriting Agreement is summarised at Section 6.2.

1.14 Shortfall

Any New Shares under the Offer that are not applied for by Eligible Shareholders, will form the Shortfall Shares.

Shortfall Shares will be issued to the Underwriter.

In the event that there are any Shortfall Shares remaining after allocation to the Underwriter, the remaining Shortfall Shares may be placed at the discretion of the Directors within 3 months of the Closing Date, to sophisticated investors and professional investors (**Placement Shares**).

To the extent that it is commercially practicable and taking into account the Company's requirement for funds, the Directors will endeavour to allot the Shortfall Shares to a spread of investors, in order to mitigate any control effects which may arise from issuing the Shortfall Shares to a single or small number of investors. In any event, the Company will endeavour to ensure that no subscriber will be permitted to acquire Shortfall Shares under the Shortfall Placement to the extent that such acquisition would result in that subscriber acquiring a Relevant Interest in issued Voting Shares in the Company that increases their, or someone else's, Voting Power in the Company either: (i) from 20% or below to more than 20%, or (ii) from a starting point that is above 20% and below 90% (on a post Offer and post Shortfall Placement basis).

1.15 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offer in which case the Company will return all Application Monies (without interest) within 28 days of giving notice of their withdrawal.

1.16 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2017 is contained in the Annual Report which is available on the Company's website at www.marindi.com.au.

A summary of the major activities and financial information relating to the Company for the half year ended 31 December 2016 is contained in the Half Yearly Report which is available on the Company's website at www.marindi.com.au.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report for the year ended 30 June 2017 with ASX on 12 December 2017 are detailed in Section 6.1.

Copies of these documents are available free of charge from the Company or the Company's website: www.marindi.com.au. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offers.

1.17 Paper copies of prospectus

The Company will provide paper copies of this Prospectus (including any supplementary or replacement document) and the applicable Entitlement and Acceptance Form to investors upon request and free of charge. Requests for a paper copy from Australian resident investors should be directed to the Company Secretary on +61 8 6489 1600.

1.18 Enquiries

This Prospectus provides information for potential investors in the Company, and should be read in its entirety. If, after reading this Prospectus, you have any questions about any aspect of an investment in the Company, please contact your stockbroker, accountant or independent financial adviser. Enquiries from Australian resident investors relating to this Prospectus, or requests for additional copies of this Prospectus, should be directed to the Company Secretary on +61 8 6489 1600.

2. EFFECT OF THE OFFER

2.1 Capital Structure

Following the issue of New Shares under the Offer, the Company's share capital structure will be impacted as follows (on an undiluted basis):

	Number of Shares	Percentage of Shares (undiluted)
Balance as at the date of this Prospectus	1,417,050,994	80%
Placement	109,057,649	6%
Offer	254,351,441	14%
Total:	1,780,460,084	100%

Note: There are also 64,000,000 Options on issue exercisable at \$0.025 each on or before 31 December 2019.

2.2 Dilution

If Eligible Shareholders do not take up their full Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.

The proportional interests of any ineligible Shareholders will be diluted because those ineligible Shareholders are not entitled to participate in the Offer.

Assuming no existing Options are exercised prior to the Record Date, the maximum number of Shares which will be issued pursuant to the Offer is 254,351,441. This equates to approximately 14% of all the issued Shares in the Company following the completion of the Offer (assuming that no Options are exercised prior to that date).

As the Offer is fully underwritten, Shareholders should note that if they do not participate in the Offer, their holdings will be diluted by up to a maximum of approximately 14% (as compared to their holdings and number of Shares on issue as at the Record Date).

In the event that there is a 100% shortfall and the Underwriter is required to subscribe for all of the Entitlements not taken up by Shareholders, the Relevant Interest of the Underwriter will be approximately 14%. The Underwriter is not a related party of the Company.

The Underwriter's present Relevant Interest and changes under several scenarios are set out in the table below:

Event	Shares held by Underwriter ¹	Voting Power of Underwriter
Date of Prospectus	Nil	0%

¹ Argonaut Equity Partners Pty Limited currently holds 3,503,638 Shares giving it Voting Power of 0.25%.

Completion of Offer		
Fully subscribed	Nil	0%
75% subscribed	63,587,861	3.57%
50% subscribed	127,175,721	7.14%
25% subscribed	190,763,581	10.7%

This analysis does not take into account any sub-underwriting commitments that are received by the Underwriter or the impact of any Shortfall Placement.

The number of Shares held by the Underwriter and its Voting Power in the table above show the potential effect of the underwriting of the Offer. However, it is unlikely that no Shareholders will take up their Entitlements under the Offer. The underwriting obligation and therefore Voting Power of the Underwriter will reduce by a corresponding amount for the amount of Entitlements under the Offer taken up by Shareholders.

The Voting Power of the Underwriter will also be reduced to the extent that sub-underwriters take up any Shares. The Company has confirmed that no sub-underwriter nor existing Shareholder of the Company will increase its shareholding to above 19.99% as a result of the Offer.

2.3 Effect of the Offer on control

If all Eligible Shareholders take up their full Entitlements, there would be no significant effect on the control of the Company, as the Offer is made pro-rata and in that case no rights would lapse or revert to the Underwriter or the Shortfall Placement.

As the Company does not propose to apply to ASIC for approval of the appointment of a nominee for the purposes of section 615 of the Corporations Act, the Company will endeavour to ensure that no person will be permitted to acquire a Relevant Interest in issued Voting Shares in the Company that increases their, or someone else's, Voting Power in the Company either: (i) from 20% or below to more than 20%, or (ii) from a starting point that is above 20% and below 90%.

Those Shareholders holding an interest in 5% or more of the Shares on issue as at the date of this Prospectus are as follows:

Name	Number of Shares	Percentage of Shares
Bacome Pty Ltd	80,000,000	5.65%
Freshwater Resources Pty Ltd	71,026,687	5.01%

Based on the information known as at the date of this Prospectus, on the assumption that Eligible Shareholders take up their full Entitlements under the Offer, as at the Closing Date the following persons will have an interest in 5% or more of the Shares on issue:

Name	Number of Shares	Percentage of Shares
Bacome Pty Ltd	93,333,333	5.2%

2.4 Pro-forma statement of financial position

Set out below are the Company's Consolidated Statement of Financial Position as at 30 June 2017 (audited) and the Company's Pro-Forma Consolidated Statement of Financial Position as at 30 June 2017 (audited) (**Statements**).

The Statements are presented in abbreviated form insofar as they do not include all the disclosures that are present in annual financial reports as required by Australian Accounting Standards. The significant accounting policies that underpin the Statements are the same policies as those outlined in the Company's Annual Report for the year ended 30 June 2017.

The Pro-Forma Statement of Financial Position has been prepared on the basis that there are no material movements in the assets and liabilities of the Company between 30 June 2017 and the completion of the Offer except for:

- (a) completion of the Placement to raise \$1,308,692 (before costs);
- (b) at full subscription of the Offer, the issue of 254,351,441 New Shares at \$0.012 (1.2 cents) each (subject to rounding and assuming that no Options are exercised before the Record Date) to raise up to \$3,052,217 (before associated costs);
- (c) estimated costs of the Offer and the Placement of \$309,400;
- (d) expenditure of \$1,426,147 incurred in the normal course of business during the period commencing on 30 June 2017 and ending on the date of this Prospectus; and
- (e) payment of \$500,000 to Bacome Pty Ltd in respect of the Company's acquisition of exploration tenement E47/3555.

The accounting policies adopted in the preparation of the pro forma balance are consistent with the accounting policies adopted and described in the Company's Financial Report for the year ended 30 June 2017 and should be read in conjunction with that Financial Report.

No allowance has been made for expenditure incurred in the normal course of business from the date of this Prospectus to the Closing Date.

	Audited (\$) 30 June 2017	Pro-Forma (\$) 30 June 2017
Current assets		
Cash	2,574,625	4,730,726
Trade and other receivables	47,419	47,419
Other current assets	56,870	56,870
Total current assets	2,678,914	4,835,015
Non-current assets		
Trade and other receivables	44,370	46,971
Property, plant and equipment	29,198	36,602
Exploration	4,143,784	6,273,784
Total non-current assets	4,217,352	6,357,357
Total assets	6,896,267	11,192,372
Current liabilities		
Trade and other payables	1,099,872	1,099,872
Provisions	19,969	19,969
Total current liabilities	1,119,841	1,119,841
Total liabilities	1,119,841	1,119,841
Net assets (liabilities)	5,776,425	10,072,531
Equity		
Share capital	31,270,179	36,992,432
Reserves	1,666,130	1,666,130
Retained loss	(27,159,884)	(28,586,031)
Total equity	5,776,425	10,072,531

3. ACTION REQUIRED BY APPLICANTS

3.1 Entitlements

Your entitlement to participate in the Offer will be determined on the Record Date. The number of New Shares that Eligible Shareholders are entitled to is shown on the Entitlement and Acceptance Form accompanying this Prospectus.

If you do not accept your Entitlement, then your percentage holding in the Company will be diluted.

If you are an Eligible Shareholder you may either:

- (a) take up all or part of your Entitlement in accordance with this Prospectus; or
- (b) decline to exercise all or part of your Entitlement and allow it to lapse.

If you are an Eligible Shareholder and wish to accept all or part of your Entitlement:

- (c) carefully read this Prospectus in its entirety;
- (d) consider the risks associated with an investment in the Company (refer to Section 4) in light of your personal circumstances;
- (e) complete the relevant personalised Entitlement and Acceptance Form, including the number of New Shares you wish to accept, in accordance with the instructions contained in this Prospectus and detailed on the Entitlement and Acceptance Form; and
- (f) return the completed Entitlement and Acceptance Form together with the Application Monies (calculated at \$0.012 (1.2 cents) per New Share accepted) in accordance with Section 3.2, so that it is received by no later than 5.00pm (WST) on the Closing Date.

To the extent you do not accept all or part of your Entitlement, it will lapse. As the Offer is non-renounceable, your Entitlement is not be tradeable on ASX or otherwise transferable or able to be sold.

Shareholders who do not take up their Entitlement in full will not receive any payment or value for any part of the Entitlement they do not take up. Shareholders who do not take up their Entitlement in full will have their proportionate interest in the Company diluted.

3.2 How to Apply

Complete the hard copy of the Entitlement and Acceptance Form accompanying the hard copy of this Prospectus and mail or hand deliver the completed Entitlement and Acceptance Form with cheque or bank draft to the Share Registry at the relevant address shown on the Entitlement and Acceptance Form so it is received before 5.00pm (WST) on the Closing Date.

By Post To:	Delivered To:
Marindi Metals Ltd C/- Security Transfer Australia Pty Ltd, PO Box 52, Collins Street West, Victoria 8007	Marindi Metals Ltd C/- Security Transfer Australia Pty Ltd, 770 Canning Highway, Applecross, Western Australia

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to “Marindi Metals Limited” and crossed “Not Negotiable”.

Applicants in Australia may also apply for Shares by applying online at <https://www.securitytransfer.com.au/>. An Applicant must comply with the instructions on the website. An Applicant paying the Application Monies by BPAY® must use the unique BPAY® Customer Reference Number provided.

A personalised Entitlement and Acceptance Form will be issued to the Eligible Shareholders together with a copy of this Prospectus.

An original completed and lodged Entitlement and Acceptance Form (or a paper copy of the Entitlement and Acceptance Form from the Electronic Prospectus), together with a cheque for the Application Monies, constitutes a binding and irrevocable offer to subscribe for the number of Shares specified in the Entitlement and Acceptance Form. The Entitlement and Acceptance Form does not have to be signed to be a valid Application. An Application will be deemed to have been accepted by the Company upon allotment of the Shares.

It is a term of the Offer that if an Application is not completed or submitted correctly it may still be treated as a valid Application for New Shares. The Company’s decision whether to treat an Application as valid and how to construe, amend, complete or submit the Application is final. By completing and returning your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY, you:

- (a) agree to be bound by the terms of this Prospectus and the provisions of the Constitution;
- (b) authorise the Company to register you as the holder(s) of the New Shares allotted to you;
- (c) declare that all details and statements made in the Entitlement and Acceptance Form are complete and accurate;
- (d) declare that you are not associated (as that term is defined in sections 12 and 16 of the Corporations Act) with any existing Shareholder of the Company;
- (e) declare that you will not acquire a Relevant Interest in issued Voting Shares in the Company that increases your, or someone else’s, Voting Power in the Company either: (i) from 20% or below to more than 20%, or (ii) from a starting point that is above 20% and below 90%;

For personal use only

- For personal use only
- (f) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Offer;
 - (g) acknowledge that once the Company receives the Entitlement and Acceptance Form or your payment by BPAY, you may not withdraw it (including if the Underwriting Agreement is terminated) except as allowed by law;
 - (h) agree to apply for, and be issued with up to, the number of New Shares that you apply for at the issue price \$0.012 (1.2 cents) per New Share;
 - (i) authorise the Company and its officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
 - (j) declare that you are the current registered holder(s) of the Shares in your name as at the Record Date;
 - (k) acknowledge that the information contained in this Prospectus is not investment advice or a recommendation that New Shares are suitable for you, given your investment objectives, financial situation or particular needs;
 - (l) acknowledge, represent and warrant that the law of any other place does not prohibit you from being given this Prospectus or making an application for New Shares; and
 - (m) acknowledge, represent and warrant that you are an Eligible Shareholder and have read and understood this Prospectus and the Entitlement and Acceptance Form and that you acknowledge the matters, and make the warranties and representations and agreements, contained in this Prospectus and the Entitlement and Acceptance Form.

The Offer may be closed at an earlier date and time at the discretion of the Directors, without prior notice. Applicants are therefore encouraged to submit their Entitlement and Acceptance Forms as early as possible. However, the Company reserves the right to extend the Offer or accept late Applications.

3.3 Brokerage

No brokerage or stamp duty is payable by Eligible Shareholders who accept their Entitlement.

4. RISK FACTORS

The Shares are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consider the risks factors described below, together with information contained elsewhere in this Prospectus, and consult their professional advisers before deciding whether to apply for Shares under this Prospectus.

The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Company and cannot be mitigated.

Investors should be aware that the performance of the Company may be affected and the value of its Shares may rise or fall over any given period. Some of the factors which investors should consider before they make a decision whether or not to take up their entitlement include, but are not limited to, the risks in this Section.

4.1 Company Specific Risks

(a) Exploration success

Mineral exploration and development are high-risk undertakings, and there is no assurance that exploration of the Company's tenements will result in the discovery of an economic resource deposit. Even if an apparently viable deposit is identified there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to permitting requirements, availability of appropriate exploration equipment, exploration costs, seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents and many other factors beyond the control of the Company.

(b) Manager Risk

The success and profitability of the Company will largely depend on the ability of the Managing Director who is primarily responsible for devising and implementing the Company's exploration strategy.

The Company is exposed to the risk that the Managing Director may fail to make suitable decisions in relation to the exploration strategy. In addition, the Managing Director's employment agreement is due to expire on 1 July 2018. As such, the Company is exposed to the risk that the Managing Director ceases to be involved with the Company in an executive capacity, and as a result, ceases to manage the Company's operations. In this event, the Company will need to identify and engage suitably qualified and experienced replacements to implement the Company's strategy.

(c) Funding

At the date of this Prospectus, the Company has no income producing assets and will generate losses for the foreseeable future. Until it is able to develop a project and generate appropriate cash flow, it is dependent upon being able to obtain future equity debt funding to support long term exploration, after the expenditure of the net proceeds raised under the Offer.

Neither the Company nor any of the Directors or any other party can provide any guarantee or assurance that if further funding is required, such funding can be raised on terms favourable to the Company.

Any additional equity funding will dilute existing Shareholders.

Also, no guarantee or assurance can be given as to when a project can be developed to the stage where it will generate cash flow. As such, a project would be dependent on many factors, for example exploration success, subsequent mine development, commissioning and operational performance.

(d) Resource estimates

Any resources delineated on the Company's tenements, or any other tenements that may be acquired by the Company in the future, are estimates only. An estimate is an expression of judgement based on knowledge, experience and industry practice. Estimates that were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans that may, in turn, adversely affect the Company's operations.

(e) Operations

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenements, or any other tenements that may be acquired by the Company in the future. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(f) Title

Interests in exploration and mining tenements in Western Australia and the Northern Territory are evidenced by the granting of licences, leases, permits or authorities.

Each of the Company's tenements has been granted for a specific term and carries rental, annual expenditure and reporting commitments, as well as other conditions imposed under the relevant regulation applying in Western Australia and the Northern Territory. The Company could face penalties, lose title to or its interest in the Company's tenements, or any other tenements that may be acquired by the Company in the future, if such conditions are not met or if insufficient funds are available to meet expenditure commitments.

The Company's exploration tenements allow its holders to carry out particular authorised activities to determine the existence, quality, and quantity of minerals on, in, or under land through various methods.

The Company's exploration tenements do not permit mining activities. A mining lease is required before mining and production may occur. There is no guarantee that a mining lease will be obtained, and in turn, no guarantee that the holders of the tenements will be able to proceed to production even if a viable resource is discovered.

(g) Climate change

There are a number of climate-related factors that may affect the Company's business or its assets, including the Tenements. For instance:

- (i) climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water, scarcity, temperature extremes, frosts, earthquakes and pestilences) may have an adverse effect on the Company's ability to access and utilise its tenements and/or on the Company's ability to transport or sell mineral commodities; and
- (ii) changes in policy, technological innovation and consumer or investor preferences could adversely impact the Company's business strategy or the value of its assets (including its tenements), or may result in less favourable pricing for mineral commodities, particularly in the event of a transition (which may occur in unpredictable ways) to a lower-carbon economy.

(h) Dilution risk

Upon implementation of the Offer, assuming all Entitlements are accepted, completion of the Placement and no Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 1,417,050,994 currently on issue to 1,780,460,084. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the prospectus being lodged of \$0.012 (1.2 cents) is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

(i) Farm-in risk

The Company is subject to the risk that changes in the status of any of the company's farm-in arrangements (including changes caused by financial failure or default by a participant in the farm-in) may adversely affect the operations and performance of the Company.

(j) Native title and Aboriginal cultural heritage

In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist.

If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

Further to this, it is possible that an Indigenous Land Use Agreement (**ILUA**) may be registered against one or more of the tenements in which the Company has an interest. The terms and conditions of any such ILUA may be unfavourable for, or restrictive against, the Company.

The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

In addition, the tenements may contain Aboriginal heritage sites. The existence of the Aboriginal heritage sites within the tenement may lead to restrictions on the areas that the Company will be able to explore and mine.

(k) Acquisition risk

The Company's proposed objectives involve acquiring and developing resource projects at various stages of development. The Directors of the Company will use their expertise and experience in the resources sector to assess the value and merit of potential projects that are likely to provide returns for Shareholders. However, there can be no guarantee that any new project may result in any return for the Company and its Shareholders.

(l) Tenure and access risk

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements or future applications for production tenements will be approved.

Tenements are subject to the applicable mining acts and regulations in Western Australia and Northern Territory. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely impact the operations, financial position and/or performance of the Company.

(m) Environmental risk

As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws. The costs and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Activities on the Company's tenements must comply with the conditions of their respective environmental authorities. The Company may be required to obtain further approvals from the relevant authorities before it can undertake particular activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities.

Environmental issues may compromise the exploration and development of the Company's tenements.

(n) Commodity price volatility and exchange rate risks

Commodity price volatility impacts both upon the value of the Company's projects and the potential revenue (if any) derived from those projects.

Commodity prices fluctuate and are affected by many factors beyond the control of the Company. These factors include supply and demand fluctuations, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in foreign currencies, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between foreign currencies and the Australian dollar as determined in international markets.

(o) Regulatory

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies may adversely affect the financial performance of the Company.

(p) Competition risk

The industry in which the Company will be involved is subject to domestic and global competition.

Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(q) Insurance risks

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover.

The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

(r) Reliance on key management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel.

There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(s) Conflicts of interest

Certain Directors are also directors and officers of other companies engaged in mineral exploration and development and mineral property acquisitions. Accordingly, mineral exploration opportunities or prospects of which these Directors become aware may not necessarily be made available to the Company. Although these Directors have been advised of their fiduciary duties to the Company, there exist actual and potential conflicts of interest among these persons and situations could arise in which their obligations to, or interests in, other companies could detract from their efforts on behalf of the Company.

4.2 General Risks

(a) Securities investments

Applicants should be aware that there are risks associated with any securities investment. The prices at which the Company's Shares trade may be above or below the Offer price and may fluctuate in response to a number of factors. Further, the stock market is prone to price and volume fluctuations. There can be no guarantee that trading prices will

be sustained. These factors may materially affect the market price of the Shares, regardless of Company's operational performance.

(b) Share market conditions

The market price of the Shares may fall as well as rise and may be influenced by the varied and unpredictable movements in the equity markets. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Economic risk

Changes in the general economic climate in which Company operates may adversely affect the financial performance of Company. Factors that may contribute to that general economic climate include the extent to which renewable energy becomes increasingly popular and/or viable, the level of direct and indirect competition against the Company, industrial disruption in Australia, the rate of growth of Australia's gross domestic product, interest rates and the rate of inflation.

(d) Policies and legislation

Any material adverse changes in government policies or legislation of Australia or any other country that the Company has economic interests may affect the viability and profitability of the Company.

(e) Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus.

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

5. RIGHTS ATTACHING TO SHARES

5.1 General rights

A summary of the rights attaching to the Shares under the Offer is detailed below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities that attach to the Shares in any specific circumstances, the Shareholder should seek legal advice.

5.2 Rights attaching to Shares

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare

a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) Shareholder liability

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) Transfer of shares

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

(g) Future increase in capital

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities

contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) Variation of rights

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) Alteration of constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

5.3 Dividend policy

The Company does not intend to declare or pay any dividends in the immediately foreseeable future.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

6. ADDITIONAL INFORMATION

6.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares are in the same class as Shares that have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or operation to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the closing date of the Offer:
- (i) the annual financial report of the Company for the financial year ended 30 June 2017 being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus; and
 - (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph (i) above until the issue of this Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgement of its annual report on 29 September 2017:

Description of announcement	Date
Marindi to Raise \$4.4m to Fund Exploration in WA and NT	8 December 2017
Trading Halt	6 December 2017
Review Confirms Extensive Gold and Platinum at Bellary	4 December 2017
Further positive drilling results returned from Husky South	27 November 2017
Corporate Presentation	24 November 2017
Notice given under Section 708A(5) of the Corporations Act	22 November 2017
Appendix 3B	22 November 2017
Coarse Gold and Nuggets Found at Bellary Conglomerate	20 November 2017
Trading Halt	17 November 2017
High Grade Lead Silver at Husky South	16 November 2017
Re-Release. New Base Metal Sulphide Discovery at Newman	14 November 2017
Reinstatement to Official Quotation	10 November 2017
Appendix 3B	10 November 2017
Marindi to Acquire Pilbara Gold-Bearing Conglomerate Project	10 November 2017

Suspension from Official Quotation	9 November 2017
Re-Release. Conglomerate Gold Potential Confirmed	8 November 2017
Trading Halt	7 November 2017
Final Director's Interest Notice	6 November 2017
Results of Meeting	3 November 2017
Withdrawal of Resolution	3 November 2017
Retirement of Chairman	3 November 2017
Quarterly Activities Report	1 November 2017
Quarterly Cashflow Report	1 November 2017
Conglomerate Gold Potential Confirmed at Newman Project	31 October 2017
New Base Metal Sulphide Discovery at Newman Project	30 October 2017
Positive Caranbirini Review and Yalco Drilling Update	24 October 2017
Drilling Commences at Newman Base Metal Project	23 October 2017
Exploration Underway at Forrestania Lithium Project	17 October 2017
Conglomerate Hosted Gold Potential at the Newman Project	3 October 2017
Notice of Annual General Meeting/Proxy Form	29 September 2017

6.2 Underwriting Agreement

The Company and Argonaut Capital Limited (**Underwriter**) have entered into an the Underwriting Agreement under which the Underwriter has agreed to underwrite the subscription of up to 254,351,441 New Shares (**Underwritten Shares**) (and does not include any entitlement arising from the conversion of any of any Options, which are not underwritten or covered by the Underwriting Agreement, unless agreed to by the Underwriter, in its sole and absolute discretion) on the terms and conditions specified in the Underwriting Agreement.

The Underwriting Agreement contains the following key terms:

- (a) Subject to the conditions precedent being satisfied, the Underwriter must lodge applications for New Shares for which applications have not been received by the Company, following notice from the Company specifying the Underwritten Shares being given in accordance with the Underwriting Agreement.
- (b) Subject to the Corporations Act, the Company must issue the New Shares in respect of any applications lodged by the Underwriter as soon

as possible and, in any event, within 3 business days after receiving the applications from the Underwriter.

- (c) The Company must pay to the Underwriter:
 - (i) an underwriting fee equal to 6% of the total value of the Underwritten Shares; and
 - (ii) a management fee of \$20,000 payable in cash.
- (d) The Company must pay all costs and expenses reasonably and properly incurred by the Underwriter in relation to the Offer, including but not limited to legal expenses, marketing and promotional materials and expenditure, and travel and accommodation costs.
- (e) The Underwriter, by giving written notice to the Company at any time prior to the issue of the Underwritten Shares, may terminate its obligations under the Underwriting Agreement if, inter alia:
 - (i) any of the following occurs in relation to the Prospectus:
 - (A) it is not lodged with before the time required by the Underwriting Agreement;
 - (B) the Underwriter reasonably forms the view that there is a material omission, it contains a material statement which is misleading or deceptive, or a material statement has become misleading or deceptive;
 - (C) the Underwriter reasonably forms the view that any projection or forecast in the Prospectus becomes, to a material extent, incapable of being met or unlikely to be met in the projected time;
 - (D) ASIC gives notice of intention to hold a hearing under section 739(2) of the Corporations Act or makes an interim order under section 739(3) of the Corporations Act; or
 - (E) any person other than the Underwriter who consented to being named in the Prospectus withdraws that consent;
 - (ii) the Underwriter reasonably forms the view that a supplementary or replacement document (as appropriate) must be lodged with ASIC under section 719 or section 724 of the Corporations Act and the Company does not lodge a supplementary or replacement document (as the case may be) in the form and content and within the time reasonably required by the Underwriter;
 - (iii) the Company is prevented from issuing the New Shares within the time required by the Underwriting Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any

court of competent jurisdiction or any governmental or semi-governmental agency or authority;

- (iv) the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Part 6.10 of the Corporations Act;
- (v) the S&P / ASX All Ordinaries Index (ASX Code: XAO) or S&P / ASX Small Resources Index (ASX Code: XSR) falls more than 10% from the date of the Underwriting Agreement and remains at that level for at least a period of 3 consecutive business days;
- (vi) a director of the Company or any related body corporate (as that term is defined in the Corporations Act) of the Company (**Related Corporation**) is charged with an indictable offence;
- (vii) the Company or a Related Corporation takes any steps to undertake a proposal contemplated under section 257A or passes or takes any steps to pass a resolution under section 260B of the Corporations Act, without the prior written consent of the Underwriter;
- (viii) the Company's bankers terminating or issuing any demand or penalty notice or amending the terms of any existing facility or claiming repayment or accelerated repayment of any facility or requiring additional security for any existing facility;
- (ix) any of the following occurs:
 - (A) the introduction of legislation into the Parliament of the Commonwealth of Australia or of any State or Territory of Australia; or
 - (B) the public announcement of prospective legislation or policy by the Federal Government, or the Government of any State or Territory; or
 - (C) the adoption by the ASIC, its delegates, ASX, the Reserve Bank of Australia or any other regulatory authority of any regulations or policy,

which does or is likely to prohibit, restrict or regulate the principal business of the Company, the Offer or the operation of stock markets generally;

- (x) the Company or any Related Corporation fails to comply with a provision of its constitution, any statute, a requirement, order or request, made by or on behalf of the ASIC or any Governmental Agency, or any material agreement entered into by it;
- (xi) except as described in the Prospectus, the Company alters its capital structure or its constitution without the prior written consent of the Underwriter;

- (xii) there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, Japan, Russia, the United Kingdom, the United States of America, or the Peoples Republic of China, other than hostilities involving Afghanistan or Iraq, any country bordering Afghanistan or Iraq or any Arab country (being a country the majority of whose inhabitants are of Arab ethnicity);
- (xiii) an event of force majeure, which prevents or delays an obligation under the Underwriting Agreement, lasting in excess of 2 weeks occurs;
- (xiv) the Company is in default of any of the terms and conditions of the Underwriting Agreement or breaches any warranty or covenant given or made by it under the Underwriting Agreement;
- (xv) any adverse change occurs which materially impacts or is likely to impact the assets, operational or financial position of the Company or a Related Corporation (including but not limited to an administrator, receiver, receiver and manager, trustee or similar official being appointed over any of the assets or undertaking of the Company or a Related Corporation);
- (xvi) any person is appointed under any legislation in respect of companies to investigate the affairs of the Company or a Related Corporation;
- (xvii) there is a material omission from the results of the due diligence investigation performed in respect of the Offer or the results of the investigation or the verification material are false or misleading;
- (xviii) one of the following occurs, other than as disclosed in the Prospectus (not including any supplementary prospectus except with the consent of the Underwriter):
 - (A) a Related Corporation converting all or any of its shares into a larger or smaller number of shares;
 - (B) a Related Corporation resolving to reduce its share capital in any way;
 - (C) a Related Corporation entering into a buy-back agreement or resolving to approve the terms of a buy-back agreement under section 257C or 257D of the Corporations Act;
 - (D) a Related Corporation making an issue of, or granting an option to subscribe for, any of its shares, or agreeing to make such an issue or grant such an option;
 - (E) a Related Corporation issuing, or agreeing to issue, convertible notes;

- (F) a Related Corporation disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;
 - (G) a Related Corporation charging, agreeing to charge, the whole, or a substantial part, of its business or property;
 - (H) a Related Corporation resolving that it be wound up;
 - (I) the appointment of a liquidator or provisional liquidator to a Related Corporation;
 - (J) the making of an order by a court for the winding up of a Related Corporation;
 - (K) an administrator of a Related Corporation, being appointed under sections 436A, 436B or 436C of the Corporations Act;
 - (L) a Related Corporation executing a deed of company arrangement; or
 - (M) the appointment of a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of a Related Corporation;
 - (xix) the Company suspends payment of its debts generally;
 - (xx) an event of insolvency occurs in respect of a Related Corporation; or
 - (xxi) a judgment in an amount exceeding \$50,000 is obtained against the Company or a Related Corporation and is not set aside or satisfied within 7 days.
- (f) Representations and warranties are given by the Company under the Underwriting Agreement which are considered usual for agreements of this nature.
 - (g) The Company has agreed to indemnify the Underwriter, its related corporations and their respective directors, officers, employees, agents, representatives and advisers from and against any and all claims, actions, damages, losses, liabilities, costs, or expenses, including costs for legal advice on a solicitor-client basis, which are incurred or suffered in respect of the Offer, the Prospectus or the Underwriting Agreement, except to the extent that they arise out of the negligence, wilful misconduct or fraud on the part of the Underwriter, its related corporations and their respective directors, officers, employees, agents, representatives and advisers.
 - (h) The Underwriter may at any time appoint sub-underwriters to the Offer in its absolute discretion provided that any fees payable to sub-underwriters are payable by the Underwriter.

- (i) Other terms and conditions which are considered usual for underwriting agreements of this nature.

6.3 Interests of Directors

No Director (or entity in which they are a partner or director) has, or has had in the two years before the date of this Prospectus, any interests in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- (c) the Offer, and

no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (d) any Director to induce him or her to become, or to qualify as, a Director; or
- (e) any Director for services which he or she (or an entity in which they are a partner or director) has provided in connection with the formation or promotion of the Company or the Offer,

except as disclosed in this Prospectus and as follows.

6.4 Director Holdings

The Directors and their related entities have the following interests in Shares as at the date of this Prospectus:

Director	Shares held	Options held
Mr John Hutton, Non-Executive Chairman	40,277,550	5,000,000
Mr Joe Treacy, Managing Director	24,126,658	20,000,000
Mr Geoff Jones, Non-Executive Director	10,221,346	7,500,000

At the date of this Prospectus, all Directors intend to accept all of their Entitlement, subject to their financial position prior to the Closing Date. Based on the intentions of the Directors at the date of this Prospectus in relation to the Offer, and assuming that no Options are exercised prior to the Record Date, the Directors and their related entities will have the following interests in Shares as at the Closing Date:

Director	Shares held	Options held
Mr John Hutton, Non-Executive Chairman	46,990,475 ²	5,000,000

² This excludes any Shares issued to Mr John Hutton pursuant to the sub-underwriting agreement entered into by Faustus Nominees Pty Ltd (an entity controlled by Mr Hutton) and the Underwriter. Refer to section 6.4 for further details.

Mr Joe Treacy, Managing Director	28,147,768	20,000,000
Mr Geoff Jones, Non-Executive Director	11,924,904	7,500,000

The Underwriter has entered into a sub-underwriting agreement with Faustus Nominees Pty Ltd, an entity controlled by Mr John Hutton, to sub-underwrite the issue of 34,000,000 Shares (\$408,000) pursuant to the Offer. The maximum potential increase in Voting Power to Mr Hutton as a result of this sub-underwriting arrangement is 1.9%. This figure assumes that all the Shares are issued pursuant to the Offer, that Mr Hutton takes up his Entitlement in full and that Mr Hutton is obliged to subscribe for all of his sub-underwritten Shares pursuant to the sub-underwriting agreement. However, the obligation to subscribe for sub-underwritten Shares will reduce to the extent that the Shareholders take up their Entitlements under the Offer.

Pursuant to the terms of the sub-underwriting agreement, the Underwriter must pay Mr Hutton a general sub-underwriting fee of 2% (excluding GST) on the sub-underwritten amount, consistent with amounts paid to all general sub-underwriters.

6.5 Remuneration of Directors

The Directors have received the following remuneration in respect of the financial years ended 30 June 2016 and 30 June 2017.

Director	Remuneration (\$) for financial year ended 30 June 2016	Remuneration (\$) for financial year ended 30 June 2017
Mr John Hutton, Non-Executive Chairman	67,537	23,730
Mr Joe Treacy, Managing Director	292,169	262,090
Mr Geoff Jones, Non-Executive Director	95,895	23,730

6.6 Interests of Promoters, Experts and Advisers

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of the Prospectus (or entity in which they are a partner or director) holds, has, or has had in the two years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be paid to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or

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other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director), provided in connection with the formation or promotion of the Company or the Offer, except as disclosed in this Prospectus and as follows:

- (d) Argonaut Capital Limited has acted as Underwriter to the Offer. In respect of this work, the Company will pay Argonaut Capital Limited approximately \$203,133;
- (e) Argonaut Securities Pty Ltd has acted as Lead Manager to the Placement. In respect of this work, the Company will pay Argonaut Securities Pty Ltd approximately \$78,522;
- (f) Eaton Hall has acted as the Australian lawyers to the Company for the Offer. In respect of this work the Company will pay Eaton Hall approximately \$7,000. During the two years before the date of this Prospectus, Eaton Hall has provided the Company with legal services and was paid approximately \$97,769 for these services; and
- (g) Security Transfer Australia Pty Ltd conducts the Company's share registry functions and will provide administrative services in respect to the proposed Applications pursuant to this Prospectus. Security Transfer Australia Pty Ltd will be paid for these services on standard industry terms and conditions.

The amounts disclosed above are exclusive of GST (if any) payable by the Company in respect of those amounts.

6.7 Related Party Transactions

At the date of this Prospectus, no material transactions with related parties and Directors' interests exist that the Directors are aware of, other than those disclosed in the Prospectus.

6.8 Expenses of Offer

The total expenses of the Offer payable by the Company are:

Expense	Amount (\$)
ASIC lodgement fee	2,400
ASX quotation fee	10,845
Underwriter commissions	183,133
Underwriter management fee	20,000
Legal expenses	7,000
Share Registry	2,000
Printing and distribution	5,000
Miscellaneous	500

Total	230,878
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6.9 Market price of Shares

The highest and lowest market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

- (a) Highest: \$0.022 (2.2 cents) on 13 November 2017; and
- (b) Lowest: \$0.007 (0.7 cents) on 21 September 2017.

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.012 (1.2 cents) per Share on 11 December 2017.

6.10 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisers. Neither the Company nor any of its Directors or officers accepts any liability or responsibility in respect of the taxation consequences of the matters referred to above.

6.11 Litigation and Claims

So far as the Directors are aware, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company (or any other member of the Group) is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company or the Group.

6.12 Consents

Each of the parties referred to in this Section:

- (a) has given the following consents in accordance with the Corporations Act which have not been withdrawn as at the date of lodgement of this Prospectus with ASIC; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

None of the parties referred to in this Section authorised or caused the issue of this Prospectus or the making of the Offer.

Argonaut Capital Limited has given its written consent to being named as the Underwriter in respect to the Offer. Argonaut Capital Limited has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Argonaut Securities Pty Ltd has given its written consent to being named as the Lead Manager in respect to the Placement. Argonaut Securities Pty Ltd

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has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Security Transfer Australia Pty Ltd has given its written consent to being named as the share registry to the Company. Security Transfer Australia Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Stantons International has given its written consent to being named as auditor to the Company. Stantons International has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Eaton Hall has given its written consent to being named as Australian legal advisor to the Company. Eaton Hall has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

6.13 Electronic Prospectus

Pursuant to Regulatory Guide 107 ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Shares in response to an electronic Entitlement and Acceptance Form, subject to compliance with certain provisions. If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Entitlement and Acceptance Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application moneys received will be dealt with in accordance with section 722 of the Corporations Act.

6.14 Documents Available for Inspection

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 6.12.

6.15 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

6.16 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Shares.

7. AUTHORISATION

This Prospectus is authorised by each of the Directors.

This Prospectus is signed for and on behalf of the Company, pursuant to a resolution of the Board, by:

A handwritten signature in black ink, appearing to read 'J Treacy', written in a cursive style.

Mr Joe Treacy
Managing Director
Dated 12 December 2017

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8. GLOSSARY OF TERMS

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

Applicant means a person who submits an Entitlement and Acceptance Form.

Application means a valid application for Shares under the Offer made pursuant to an Entitlement and Acceptance Form.

Application Monies means Application monies for Shares under the Offer received and banked by the Company.

ASIC means the Australian Securities and Investments Commission.

ASX means Australian Securities Exchange Limited ACN 008 624 691 or, where the context requires, the financial market operated by it.

ASX Settlement Rules means ASX Settlement Operating Rules of ASX Settlement Pty Ltd (ABN 49 008 504 532).

Board means the board of Directors as at the date of this Prospectus.

CHES means Clearing House Electronic Subregister System.

Closing Date means the closing date of the Offer detailed in the Indicative Timetable.

Company means Marindi Metals Ltd (ACN 118 522 124).

Constitution means the constitution of the Company.

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

Directors means the directors of the Company.

Electronic Prospectus means the electronic copy of this Prospectus located at the Company's website www.marindi.com.au.

Eligible Shareholder means an eligible person in accordance with Section 1.12 who:

- (a) is a Shareholder at 5.00pm (WST) on the Record Date; and
- (b) has a registered address in Australia, New Zealand or Singapore as recorded with the Share Registry as at the Record Date.

Entitlement means a Shareholder's entitlement to subscribe for New Shares under the Offer.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form attached to this Prospectus.

General Meeting means a general meeting of Shareholders.

Group means:

- (a) the Company;
- (b) Forrestania Pty Ltd (ACN 610 035 535);
- (c) Marindi Metals Operations Pty Ltd (ACN 166 203 578); and
- (d) Brumby Creek Pty Ltd (ACN 111 152 866).

GST means Goods and Services Tax.

Indicative Timetable means the indicative timetable for the Offer on page 7 of this Prospectus.

Listing Rules means the listing rules of the ASX.

Managing Director means Mr Joe Treacy.

New Share means a Share offered pursuant to the Offer.

Non-Executive Directors means Mr John Hutton and Mr Geoff Jones.

Offer means the non-renounceable pro rata entitlement issue by the Company, pursuant to this Prospectus, of one (1) New Share for every six (6) Shares held by Eligible Shareholders at the Record Date at an issue price of \$0.012 (1.2 cents) per New Share.

Official Quotation or **Quotation** means official quotation by ASX in accordance with the Listing Rules.

Opening Date means the date specified as the opening date in the Indicative Timetable.

Options means the unlisted options issued by the Company with an exercise price of \$0.025 and which expire on 31 December 2019.

Placement means the issue of 109,057,649 Shares to raise \$1,308,692 before costs.

Placement Shares means the Shares to be issued pursuant to the Placement.

Prospectus means this prospectus dated 12 December 2017.

Record Date means the date referred to as such in the Indicative Timetable.

Related Bodies Corporate means a body corporate that is deemed by the Corporations Act to be related to the principal entity.

Relevant Interest has the meaning given to that term in the Corporations Act.

Section means a section of this Prospectus.

Share Registry means Security Transfer Australia Pty Ltd (ACN 008 894 488).

Shareholder means any person holding Shares.

Shares means ordinary fully paid shares in the capital of the Company.

Shortfall Shares means those New Shares not validly applied for by Eligible Shareholders under the Offer by the Closing Date or issued to the Underwriter, and which will revert to the Shortfall placement process described in Section 1.14.

Shortfall Placement has the meaning given in Section 1.14.

Underwriter means Argonaut Capital Limited (ACN 099 761 547).

Underwriting means the issue of Shortfall Shares to the Underwriter in accordance with the Underwriting Agreement.

Underwriting Agreement means the underwriting agreement between the Company and the Underwriter dated 6 December 2017.

Voting Power has the meaning given to that term in the Corporations Act.

Voting Shares has the meaning given to that term in the Corporations Act.

For personal use only

12. ENTITLEMENT AND ACCEPTANCE FORM

For personal use only

ENTITLEMENT AND ACCEPTANCE APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:
LEVEL 3
35 HAVELOCK STREET
WEST PERTH WA 6005
AUSTRALIA

MARINDI METALS LIMITED

ACN: 118 522 124

SHARE REGISTRY:
Security Transfer Australia Pty Ltd

All Correspondence to:
PO Box 52
Collins Street West VIC 8007

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au



«Post_zone»
«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

Holder Number:

Eligible Holding as at 5.00pm WST
on 15 December 2017:

Entitlement to Securities 1:6:

Amount payable on acceptance
@ \$0.012 per Security:

NON-RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 16 JANUARY 2018

(1) I/We the above named being registered at 5.00pm WST 15 December 2017 as holder(s) of Shares in the Company hereby accept as follows:

Entitlement or Part Thereof	NUMBER OF NEW SHARES ACCEPTED/APPLIED FOR	AMOUNT ENCLOSED @ \$0.012 PER SHARE
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>

- (2) I/We have enclosed/made payment for amount shown above (following the payment instructions as detailed overleaf).
- (3) I/We understand that if any information on this form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept this form, and how to construe, amend or complete it shall be final.
- (4) I/We authorise the Company to send me/us a substituted form if this form ceases to be current.
- (5) I/We declare that I/we have received a full and unaltered version of the Prospectus either in an electronic or paper format and I/we agree, acknowledge, authorise and declare those matters set out in Section 3.2 of the Prospectus.
- (6) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER
()

EMAIL ADDRESS

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.

Bill code: 159483
Ref: <<EFT_REFERENCE_NUMBER>>

Telephone & Internet Banking – BPAY®
Contact your bank or financial institution to make this payment from your cheque, savings, debit, or transaction account. More info: www.bpay.com.au

CHEQUE / MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **MARINDI METALS LIMITED** and crossed "Not Negotiable".

REGISTRY DATE STAMP

E & O.E.

Your BPAY reference number is unique to this offer and is not to be used for any other offer.

BPAY PAYMENT OR THE RETURN OF THIS FORM WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.
You do not need to return this form if you have made payment via BPAY.

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LODGEMENT INSTRUCTIONS

PAYMENT INFORMATION



Billers code: 159483

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Contact your bank or financial institution to make this payment from your cheque, savings, debit, or transaction account.

More info: www.bpay.com.au

Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY® applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

Your BPAY® reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.

CHEQUE / MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007

Applications must be received by Security Transfer Australia Pty Ltd no later than 5.00pm WST on the closing date.

EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of Securities and the price payable on acceptance of each Security.
2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Australia Pty Ltd

PO Box 52, Collins Street West, VIC, 8007

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email: registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

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