

For personal use only

**PEAKO LIMITED
ACN 131 843 868**

**PRO RATA NON-RENOUNCEABLE RIGHTS ISSUE
PROSPECTUS**

For the non-renounceable rights issue of approximately 40,815,310 Shares at \$0.015 per Share, on the basis of 4 Shares for every 5 Shares held by Eligible Shareholders as at the Record Date, to raise up to approximately \$612,230 and the grant of approximately 40,815,310 New Options for no additional consideration on the basis of 1 New Option for every Share subscribed for under this Prospectus.

Offer closes at 5.00 pm AEDT on 15 December 2017

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act 2001. This document is important and should be read in its entirety, together with the Entitlement and Acceptance Form attached to this Prospectus. If, after reading this Prospectus, you have any questions about the Securities being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser.

The Securities offered under this Prospectus should be considered highly speculative.



23 November 2017

Dear Shareholder,

On behalf of the Board of Peako Limited (“Peako” or the “Company”), I invite you to participate in Peako’s non-renounceable pro rata rights issue of securities on the basis that for every 5 Shares held as at the Record Date, Eligible Shareholders will have the right to subscribe for 4 new Shares at an issue price of \$0.015 each. Each subscriber will also be entitled to receive 1 New Option (exercisable at \$0.025 on or before 30 June 2019) for every Share subscribed for and received under this Prospectus, for no additional consideration.

The New Options comprise a new class of listed security, subject to satisfying the Official Quotation conditions.

The Rights Issue seeks to raise up to \$612,230 (before costs) to provide working capital for Peako as the Directors seek to grow the Company’s portfolio of resource interests. If fully subscribed, a total of approximately 40,815,310 new Shares will be issued under the Rights Issue.

I encourage you to read this Prospectus in full before deciding whether to take up your Entitlement under the Rights Issue. Should you have any doubts about what action to take, you should consult your stockbroker, accountant or other professional advisor.

As an endorsement of my commitment to the Company, I intend to participate in the Offer by taking up my full Entitlement, personally and in respect of entities that I control (with the exception of Octanex Ltd).

For and on behalf of the Board.

E.G. Albers
Chairman

Peako Limited ABN 79 131 843 868
Level 21 500 Collins Street Melbourne
t +61 3 8610 4709 e info@peako.com.au w www.peako.com.au

DIRECTORS

Geoffrey Albers

Non-Executive Chairman

Raewyn Clark

Executive Director

Peter Armitage

Non-Executive Director

COMPANY SECRETARY

Robert Wright

REGISTERED OFFICE

Level 21, 500 Collins Street

Melbourne Vic 3000

Website: www.peako.com.au

Email: info@peako.com.au

Ph: (03) 8610 4702

Fax: (03) 8610 4799

SHARE REGISTRY

Automic Registry Services

Level 3

50 Holt Street

Surry Hills NSW 2010

Telephone: 1300 288 664 (within Australia)

Telephone: +61 (0) 2 9698 5414 (outside Australia)

Website: www.automic.com.au

AUDITORS*

Grant Thornton Audit Pty Ltd

Level 30, 525 Collins Street

Melbourne, Victoria 3000 Australia

STOCK EXCHANGE LISTING

ASX Limited

Level 45, South Tower, Rialto,

525 Collins Street,

Melbourne, Victoria 3000

Website: www.asx.com.au

ASX Code: PKO

INCORPORATION

Incorporated in the state of Western Australia

on 25 June 2008

** Included for information purposes only. Grant Thornton has not been involved in the preparation of this Prospectus.*

TABLE OF CONTENTS

1. TIMETABLE AND IMPORTANT DATES	6
2. DETAILS OF THE OFFER	7
3. PURPOSE AND EFFECT OF THE OFFER	14
4. RISK FACTORS	17
5. RIGHTS AND LIABILITIES ATTACHING TO SHARES AND TERMS OF NEW OPTIONS	21
6. ADDITIONAL INFORMATION	25
7. DIRECTORS' AUTHORIZATION AND CONSENT	32
8. DEFINITIONS AND GLOSSARY	33

RISK FACTORS

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors that investors should be aware of are set out in Section of this Prospectus. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the future value of the Securities. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

ELECTRONIC PROSPECTUS

A copy of this Prospectus can be downloaded from the website of the Company at www.peako.com.au or the ASX website. Any person accessing the electronic version of this Prospectus for the purposes of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

IMPORTANT NOTICE

This Prospectus is dated 23 November 2017 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Securities the subject of this Prospectus.

The Company is an ASX listed company whose Shares are granted official quotation by ASX.

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 professional advisers who investors may consult.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Company or its Directors.

This Prospectus is a 'transaction-specific' prospectus issued under section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. The Prospectus is therefore intended to be read in conjunction with the publicly available information in relation to the Company, which has been notified to the ASX; it does not include all information that would be included in a prospectus for an initial offering of securities in a company that is not already listed on the ASX. Accordingly, prospective investors should also have regard to other publicly available information in relation to the Company before deciding whether to apply for Securities under this Prospectus.

This Prospectus has not been, nor will it be, lodged, filed or registered with any regulatory authority under the securities laws of any country other than Australia. The Securities the subject of this Prospectus have not been, nor will they be, approved by or registered with any regulatory authority of any other country. This Prospectus does not constitute an offer or issue in any place in which, or to any person to whom, it would not be lawful to make such an offer or issue. Refer to sections 2.9, and 2.10, for treatment of overseas shareholders. The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance

Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. During the Offer period any person may obtain a copy of this Prospectus free of charge by contacting the Company.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. An investment in the Securities the subject of this Prospectus should be considered highly speculative.

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

FORWARD-LOOKING STATEMENTS

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' 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, its Directors and its management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by 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.

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.

These forward-looking statements are subject to various risk factors that could cause the actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 4 of this Prospectus.

1. TIMETABLE AND IMPORTANT DATES

The following key dates are indicative only and may be subject to change without notice.

Announcement of Offer, Lodgement of Prospectus with ASIC and ASX, and Appendix 3B lodged with ASX	Thursday 23 November 2017
Notice sent to Shareholders	Friday 24 November 2017
Ex date	Monday 27 November 2017
Record Date for determining Entitlements	Tuesday 28 November 2017
Opening Date. Prospectus despatched to Shareholders & Company announces despatch has been completed	Friday 1 December 2017
Closing Date*	Friday 15 December 2017
Shares quoted on a deferred settlement basis	Monday 18 December 2017
ASX notified of under subscriptions	Tuesday 19 December 2017
Despatch of holding statements	Wednesday 20 December 2017
Quotation of Securities issued under the Offer*	Wednesday 20 December 2017

** The Company reserves the right to vary the Opening Date and the Closing Date, subject to compliance with the ASX Listing Rules. This may impact on subsequent dates.*

For personal use only

2. DETAILS OF THE OFFER

2.1. The Offer

The Company is making a pro-rata non-renounceable issue of Securities to Shareholders who are registered as at 7.00 pm AEDT on 28 November 2017 ("Record Date") and have a registered address in Australia or New Zealand.

The Offer is made on the basis that for every 5 Shares held as at the Record Date, Eligible Shareholders will have the right to subscribe for 4 new Shares at an issue price of \$0.015 each. Each Eligible Shareholder will be entitled to receive 1 New Option for every Share subscribed for and received under this Prospectus for no additional consideration. The exercise price of the New Options is \$0.025 and the expiry date is 30 June 2019. The full terms of the New Options are set out in section 5.2.

In the calculation of any Entitlement, fractions will be rounded up to the nearest whole number.

Based on the capital structure of the Company at the date of this Prospectus, approximately 40,815,310 Shares and 40,815,310 New Options will be offered under this Offer, to raise approximately \$612,230 (before the costs of the Offer).

This Offer is made on a non-renounceable basis which means that Eligible Shareholders may not sell or transfer all or part of the Entitlement. If an Entitlement is not taken up under the Offer by the Closing Date, the Entitlement will lapse.

The Entitlement of each Shareholder is shown on the Entitlement and Acceptance Form accompanying this Prospectus. The details of how to accept the Entitlement are set out below.

2.2. No Minimum Subscription

There is no minimum subscription.

2.3. Action required

If you wish to take up all or part of your Entitlement, you can complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out and lodge the form together with your payment for the appropriate amount so that it reaches the Company's share registry:

By post:

Peako Limited
c/- Automic Registry Services
PO Box 2226
STRAWBERRY HILLS NSW 2012

By delivery (between 9am to 5pm AEDT):

Peako Limited
c/- Automic Registry Services
Level 13, 50 Holt Street
SURRY HILLS NSW 2010

Completed Entitlement and Acceptance Forms must reach the Company's share registry by no later than 5.00 pm AEDT on **the Closing Date, being 15 December 2017**.

Cheques should be made payable to "Peako Limited" and crossed "Not Negotiable".

Alternatively, you can pay by BPAY in accordance with the instructions on the Entitlement and Acceptance Form. It is your responsibility to ensure the payment is received by the Company by no later than 5.00pm AEDT on 15 December 2017. You should be aware that your own financial institution may implement earlier cut off times with regards to electronic payments and you should take this into consideration when making payment.

The Company accepts no responsibility for late or incorrectly completed BPAY payments.

If paying by BPAY there is no need to forward the completed Entitlement and Acceptance Form to the Company's share registry.

If the amount of your cheque(s) for application money (or the amount for which those cheque(s) clear in time for allocation) is insufficient to pay for the number of Shares and New Options you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of Shares and New Options as your cleared application money will pay for (and to have specified that number of Shares and New Options in your Entitlement and Acceptance Form) or your application may be rejected at the discretion of the Directors.

A completed and lodged Entitlement and Acceptance Form constitutes a binding offer to acquire Securities on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn. Refer to section 6.8 for further details.

If you decide not to accept your Entitlement, you do not need to take any action.

2.4. No Shortfall Offer

There is no shortfall offer for any Entitlement not taken up under the Offer.

2.5. No Underwriting

The Offer is not underwritten.

2.6. Effect of the Offer on the Control of the Company

(a) General

Assuming none of the existing 5,000,000 unquoted options are exercised prior to the Record Date, the maximum number of Shares that will be issued under the Offer is 40,815,310. This equates to approximately 44% of all the issued Shares in the Company following completion of the Offer (on an undiluted basis).

The potential effect the Offer will have on the control of the Company's undiluted share capital will depend on the extent to which Eligible Shareholders take up their Entitlements under the Offer.

If all Eligible Shareholders take up their Entitlements in full, the Offer will have no material effect on the control of the Company.

Shareholders should be aware that if they do not participate in the Offer and the Offer is fully subscribed, their holdings are likely to be diluted by approximately 44% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

(b) Albers Shareholders

Mr E.G. Albers has indicated that he intends to participate in the Offer by taking up his full Entitlement, personally and in respect of entities that he controls (Albers Shareholders), with the exception of Octanex Ltd (see below). If all Eligible Shareholders do not take up their Entitlements in full, the level of control of the Company held by Albers Shareholder will increase.

The following table takes into account the Albers Shareholders interests and voting power in Shares at the Date of this Prospectus and the effect on those interests of various levels of acceptance under the Rights issue. This is analysed in four cases on an undiluted basis, shown in separate columns in the table, assuming that the Albers Shareholders, with the exception of Octanex Ltd, take up their full Entitlements:

- A. Assumes that no other Shareholders take up their Entitlements.
- B. Assumes that 25% of the remaining Entitlements are taken up.
- C. Assumes that 50% of the remaining Entitlements are taken up
- D. Assumes all Eligible Shareholders take up their full Entitlements

POSSIBLE INCREASE IN CONTROL SCENARIOS				
	Case A	Case B	Case C	Case D
Present Issued Capital	51,019,137	51,019,137	51,019,137	51,019,137
Present Albers Shareholding				
1. Albers Shareholders				
(a) EG Albers Personal Holding	2,100,000	2,100,000	2,100,000	2,100,000
(b) Other Albers Shareholders	20,862,089	20,862,089	20,862,089	20,862,089
Total Albers Shareholders	22,962,089	22,962,089	22,962,089	22,962,089
2. Octanex				
(a) Octanex Ltd (ASX:OXX)	7,122,435	7,122,435	7,122,435	7,122,435
Total Albers Shareholding	30,084,524	30,084,524	30,084,524	30,084,524
Current Voting Power	58.97%	58.97%	58.97%	58.97%
Albers Shareholders Entitlement ¹	18,369,671	18,369,671	18,369,671	18,369,671
Octanex Ltd (ASX:OXX) entitlement	5,697,948	5,697,948	5,697,948	5,697,948
Total Albers entitlement	24,067,619	24,067,619	24,067,619	24,067,619
New Shares				
Shares subscribed for by Albers Shareholders	18,369,671	18,369,671	18,369,671	18,369,671
Shares subscribed for by Octanex Ltd (1)	0	0	0	5,697,948
Total shares subscribed for by Albers Group	18,369,671	18,369,671	18,369,671	24,067,619
Shares subscribed for by other Members	0	5,611,410	11,222,819	16,747,690
Total New Shares	18,369,671	23,981,081	29,592,490	40,815,310
Capital Post Issue	69,388,808	75,000,218	80,611,627	91,834,447
Post Issue Albers Shareholding	48,454,195.20	48,454,195.20	48,454,195.20	54,152,143.20
Albers Shareholders Voting Power Post Issue	69.83%	64.61%	60.11%	58.97%
Increase (decrease) in Albers Shareholders Voting Power	10.86%	5.64%	1.14%	0.00%

Note: (1) Excludes Octanex Ltd (ASX:OXX), held approximately 56% by Albers Shareholders

2.7. Allotment

The Shares and New Options will be issued and allotted and issued as soon as practicable after the Closing Date.

Statements of holding for the Shares and New Options will be mailed to applicants as soon as practicable after the Closing Date.

Prior to allotment of the Shares and New Options, all application moneys will be held in trust for applicants. The Company will retain any interest earned on the application moneys.

No Securities will be allotted and issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

2.8. Official Quotation by ASX

Application to ASX for admission of the Shares and New Options to Official Quotation will be made by the Company within 7 days of the date of this Prospectus.

If the application referred to above is not made within the 7 days, or the Shares are not admitted to Official Quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Securities offered by this Prospectus will be issued. In that circumstance, all applications will be dealt with in accordance with section 724 of the Corporations Act.

The New Options will comprise a new class of listed security, subject to satisfying the Official Quotation conditions. If the Official Quotation conditions are not satisfied, the New Options will remain unquoted until such time as those conditions are able to be satisfied.

The fact that ASX may grant Official Quotation to the Securities that may be issued under this Prospectus is not to be taken in any way as an indication of the merits of the Company or the Securities offered for subscription.

2.9. Issues outside Australia and New Zealand

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue this Prospectus or make the Offer. The distribution of this Prospectus and accompanying Entitlement and Acceptance Form may be restricted by law (and any failure to comply with those restrictions may constitute a violation of applicable securities laws) and persons who come into possession of this Prospectus and accompanying Entitlement and Acceptance Form should seek advice and observe those restrictions.

No action has been taken to register or qualify the Shares and New Options or the Offer or otherwise to permit an offering of the Shares and New Options in any jurisdiction outside Australia, although Shareholders in New Zealand may be eligible to participate in the Offer and should refer to section 2.10 for further information

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

2.10. Overseas Shareholders

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia (other than to Eligible Shareholders).

It is the responsibility of any Shareholder who submits an Entitlement and Acceptance Form to obtain all necessary approvals for the allotment and issue of the Shares and New Options under this Offer. The return of a completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation and warranty by the applicant to the Company that there has been no breach of such laws and that all relevant approvals have been obtained.

New Zealand Shareholders

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any Shares or New Options.

Persons resident outside Australia should consult their professional advisers as to whether any governmental or other consents are required, or whether formalities need to be observed, to enable them to accept the offer of Shares and New Options under this Prospectus.

Given the relatively small number of Shareholders outside Australia and New Zealand, it is not reasonable for the Company to meet the requirements of the securities laws of countries other than Australia and New Zealand and the Offer has not been and will not be registered under the relevant securities laws of those jurisdictions. For that reason, no Entitlement and Acceptance Forms can be or are being sent to Shareholders with registered addresses outside Australia and New Zealand, and this Prospectus is being sent to them for information purposes only.

2.11. Risk Factors

Investors should carefully read the risk factors outlined in section 4. An investment of this kind involves a number of risks, some of which are specific to the Company and the industry in which it operates.

2.12. Rights Attaching to Shares and New Options

Summaries of the rights attaching to Shares and New Options are set out in sections 5.1 and 5.2 respectively.

2.13. Taxation Implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Issue or Shareholders applying for Shares and New Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders arising from the Issue. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Issue.

2.14. Notice to nominees and custodians

Nominees and custodians that hold existing Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

2.15. Summary

This section is not intended to provide full details and information on the Offer. Shareholders must read this Prospectus in full in order to make a fully informed investment decision.

2.16. Enquiries

Any questions concerning the Offer should be directed to the Company's share registry in the first instance (Telephone: +61 1300 288 664) or otherwise to the Company (Telephone: +61 3 8610 4702).

3. PURPOSE AND EFFECT OF THE OFFER

3.1. Purpose of Offer and use of funds

The purpose of the Offer is to raise funds of up to \$612,230 (before expenses of the Offer). The proceeds of the Offer will be applied towards the Company's activities. Peako is a natural resources company with a history of diversified direct and indirect resource investment. Peako's strategy is to make resource investments with the objective of growing shareholder value.

Use of Funds	\$
Exploration and evaluation expenditure	100,000
Corporate overheads, administration costs and general working capital	492,230
Costs of the Offer	20,000
Total:	\$612,230

The information set out in this section is indicative only and is a statement of present intention as at the date of this Prospectus, and assumes that the Offer is fully subscribed. The exact quantum of funds expended by the Company on any particular item may change depending on the Company's circumstances and priorities. The Board reserves the right to alter the way funds are applied on this basis.

The amount of general working capital referred to above may be applied towards corporate administration costs or expenses incurred in the event that any new resource projects are identified.

3.2. Effect on Capital Structure

A table of changes in the capital structure of the Company as a consequence of the Offer is set out below (assuming full subscription of the Offer):

Shares	Number
Shares quoted on ASX as at the date of this Prospectus	51,019,137
Shares issued under the Offer	40,815,310
Total after completion of the offer	91,834,447

New Options	Number
New Options on issue as at the date of this Prospectus	0
New Options to be issued under the Offer	40,815,310
Total New Options on issue after completion of the Offer	40,815,310

Unquoted Options	Number
Unquoted Options on issue as at the date of the Prospectus ¹	5,000,000
Total Unquoted Options on issue after completion of the Offer	5,000,000

1. exercisable at \$0.04 each on or before 24 November 2019

3.3. Effect on cash reserves

The principal effect of the Offer will be to increase cash reserves (before payment of expenses of the Offer) by up to \$612,230.

3.4. Pro-forma Balance Sheet

The pro-forma Balance Sheet below has been prepared to provide investors with information on the pro-forma assets and liabilities of the Company as noted below. The pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

The significant accounting policies upon which the Balance Sheet and pro-forma Balance Sheet are based are contained in the audited financial report of the Company for the twelve months ended 30 June 2017.

The unaudited pro-forma Balance Sheet has been prepared by adjusting the Balance Sheet as at 31 October 2017 to reflect the financial effect of the following transactions as if they had occurred at 31 October 2017:

- The Offer of approximately 40,815,310 new Shares on a 4 for 5 basis at an issue price of \$0.015 together with a 1 for 1 free New Option exercisable at \$0.025 on or before 30 June 2019 to raise approximately \$612,230 before costs of the Issue, assuming the Offer is fully subscribed. The costs of the Offer have been estimated at \$20,000 and have been expensed against issued capital.

Other than as set out above, the pro-forma Balance Sheet has been prepared on the basis that there have been no material movements in the assets and liabilities of the Company between 31 October 2017 and the close of the Offer.

PRO FORMA BALANCE SHEET

Summary Audited Accounts as at 30 June 2017, unaudited management accounts as at 31 October 2017 and Pro Forma Financial Statements prepared on a consolidated basis.

	Audited Accounts as at 30 June 2017	Unaudited financial position as at 31 October 2017	Pro Forma as at 31 October 2017 assuming full subscription
Current Assets			
Cash and cash equivalents	112,685	39,452	631,682
Trade and other receivables	1,788	1,273	1,273
Total Current Assets	114,473	40,725	632,955
Trade and other receivables	5,777	5,777	5,777
Mineral exploration costs	8,322	31,199	31,199
Total Non-Current Assets	14,099	36,976	36,976
TOTAL ASSETS	128,572	77,701	669,931
Current Liabilities			
Trade and other payables	30,924	13,526	13,526
Total Current Liabilities	30,924	13,526	13,526
TOTAL LIABILITIES	30,924	13,526	13,526
NETASSETS	97,648	64,175	656,405
EQUITY			
Issued capital	36,808,483	36,808,483	37,400,713
Reserves	33,999	33,999	33,999
Accumulated losses	(36,744,834)	(36,778,307)	(36,778,307)
TOTAL EQUITY	97,648	64,175	656,405

The pro forma statements of financial position are based on the assumption that the costs of the issue are \$20,000 and that they are paid in cash and are offset against contributed equity.

4. RISK FACTORS

4.1. Introduction

The Securities offered under this Prospectus and investment generally in the Company's securities is considered highly speculative, and involve investors being exposed to risk. The Directors strongly recommend investors examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for Securities under this Prospectus or make an investment generally in the Company's securities.

The following is a non-exhaustive list of the risks that may have a material effect on the financial position and performance of the Company and the value of its securities as well as the Company's exploration and development activities and an ability to fund those activities.

The specific risks below are some of the risks specific to the Company including by reason of its involvement in the mineral resource industry.

4.2. Risks relating to the Company's current operations

(a) Tenure and access for tenements

Mining and exploration tenements are subject to periodic renewal. If expenditure conditions are not met there is no guarantee that current or future tenements or future applications for mining tenements will be approved.

Generally speaking, exploration activities may only be undertaken on an exploration tenement once agreement has been reached with the relevant landowners and native title holders. Access to land for exploration purposes can be affected by land ownership, nature reserves and national parks, government regulation, native title and environmental restrictions. Access is critical for exploration and development to succeed and satisfactory commercial arrangements are required to be negotiated with the relevant landowners, traditional owners and occupiers.

(b) Exploration success

The Company's focus is mineral exploration, and Shareholders should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration 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.

The Company's future exploration activities may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

4.3. General risks relating to the Company

(a) Trading Price of Securities

The Company's operating results, economic and financial prospects and other factors will affect the trading prices of the Company's securities. In addition, the price of the Company's securities is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar and United States dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the Company's securities.

In particular, security prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(b) Failure to raise capital

The cash position of the Company is considered sufficient to meet the objectives of the Company in the near future. However, additional funding may be required by the Company to effectively implement the Company business and activities in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.

The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of explorations, development or production on the Company's projects or even loss of an interest. There can be no assurance that additional finance will be available when needed, or if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(c) Exploration and Development Risks

The business of exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. Ultimate and continuous success of these activities is dependent on many factors such as:

- i. the discovery and/or acquisition of economically recoverable reserves;
- ii. access to adequate capital for project development;
- iii. design and construction of efficient development and production infrastructure within capital expenditure budgets;
- iv. securing and maintaining title to interests;
- v. obtaining consents and approvals necessary for the conduct of exploration, development and production;
- vi. obtaining consents and approvals necessary for the procurement of sufficient power capacity; and

- vii. access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Whether or not income will result from projects undergoing exploration and development programs depends on successful exploration and establishment of production facilities.

There can be no assurance that any exploration on current or future interests will result in the discovery of economic deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically developed.

(d) No market sector diversification

As the Company is entirely exposed to the resources sector, its business performance may be affected should this sector perform poorly.

(e) Commodity price volatility and exchange rate risks

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, 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 the United States dollar and the Australian dollar as determined in international markets.

(f) Environmental

Although the Company intends to conduct its activities in an environmentally responsible manner, if it is responsible for environmental damage it may incur substantial costs for environmental rehabilitation, damage control and losses by third parties resulting from its operations. Environmental and safety legislation may change in a manner that may require stricter or additional standards than those now in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. This may lead to increased costs or other difficulties with compliance for the Company.

(g) 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.

(h) Potential acquisitions

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or projects. Any such future transactions would be accompanied by the risks commonly encountered in making such acquisitions.

(i) Economic

General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

(j) Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(k) Government policy changes

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in the Republic of Ireland and/or Western Australia may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

4.4. 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 Company's securities.

Therefore, the Securities to be issued under this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

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 Securities under this Prospectus.

5. RIGHTS AND LIABILITIES ATTACHING TO SHARES AND TERMS OF NEW OPTIONS

5.1. Rights attaching to Shares

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Each shareholder is entitled to receive notice of, attend and vote at meetings of the shareholders of the Company subject to any restrictions imposed by the Corporations Act and the ASX Listing Rules.

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 Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held.

(c) Dividend rights

The Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend. Subject to the rights of any preference Shareholders and to the rights of the holders of any shares credited or raised under any special arrangement as to dividend, the dividend as declared 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 in accordance with Part 2H.5 of Chapter 2H of the Corporations Act. The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. 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.

(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.

(e) 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 ASX Listing Rules.

(f) 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.

(g) 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.

5.2. Terms and Conditions of New Options

(a) Entitlement

Each New Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) Exercise Price

Subject to paragraph (j), the amount payable upon exercise of each New Option will be \$0.025 (**Exercise Price**).

(c) Expiry Date

Each New Option will expire at 5:00 pm (AEST) on 30 June 2019 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (Notice of Exercise) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of

the Exercise Price for each New Option being exercised in cleared funds (Exercise Date).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the Exercise Date, the Company will:

- i. allot and issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- ii. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC within 20 Business Days a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- iii. if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued under the exercise of the New Options.

(h) Shares issued on exercise

Shares issued on exercise of the New Options rank equally with the then issued Shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(l) Change in exercise price

A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(m) Quotation

The Company will apply for quotation of the New Options on ASX.

(n) Transferability

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

6. ADDITIONAL INFORMATION

6.1. Litigation

As at the date of this Prospectus, the Company is not involved in any governmental legal or arbitration proceedings and the Directors are not aware of any governmental legal or arbitration proceedings pending or threatened against the Company.

6.2. Directors Interests and Emoluments

Other than as set out in this Prospectus, no Director holds, or has held within the 2 years preceding lodgement of a copy of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director:

- (a) as an inducement to become, or to qualify as, a Director; or
- (b) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

6.3. Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Directors	Shares	Options ²
E.G. Albers	22,962,089 ¹	Nil
R.L. Clark	Nil	4,000,000
A.P. Armitage	Nil	1,000,000

1. Excludes 7,122,435 shares owned by Octanex Limited (ASX:OXX)

2. Exercisable at \$0.04 on or before 24 November 2019

As at the date of this Prospectus, Mr Albers has indicated that the following shareholdings associated with him intend to take up their full Entitlement as detailed in the table below.

Shareholder	Shares held	Entitlement (Shares)	Attaching New Options	Subscription Amount (\$)
Sacosanct Pty Ltd	3,900,000	3,120,000	3,120,000	46,800
500 Custodian Pty Ltd	2,800,000	2,240,000	2,240,000	33,600
Albers Custodian Company Pty Ltd	1,100,000	880,000	880,000	13,200
Ernest Geoffrey Albers	2,100,000	1,680,000	1,680,000	25,200
Hawkestone Resources Pty Ltd	5,689,074	4,551,259	4,551,259	68,269
Southern Energy Pty Ltd	4,783,028	3,826,422	3,826,422	57,396
Auralandia Pty Ltd	914,113	731,290	731,290	10,969
Australis Finance Pty Ltd	914,113	731,290	731,290	10,969
Great Missenden Holdings Pty Ltd	761,761	609,409	609,409	9,141
Total	22,962,089	18,369,670	18,369,670	275,544

6.4. Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is determined by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The table below shows the total annual remuneration paid to both executive and non-executive Directors in each of the past two financial years and the proposed remuneration for the current financial year.

Director	Remuneration for the year ended 30 June 2016	Remuneration for the year ended 30 June 2017	Proposed remuneration for year ended 30 June 2018
E.G. Albers	Nil	Nil	Nil
R.L. Clark	Nil	Nil ¹	Nil
A.P. Armitage	Nil	Nil	Nil

6.5. Interests of Experts and Advisors

No:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, holds, or has held within the 2 years preceding lodgement of a copy of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with

- (a) the formation or promotion of the Company; or
- (b) the Offer.

6.6. Share Trading History

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest and lowest market price of the Company's quoted Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales and the last sale price on the trading day prior to lodgement of this Prospectus were:

	Price	Date
Highest	\$0.017	18 October 2017
Lowest	\$0.012	12 August 2017
Latest	\$0.018	22 November 2017

6.7. 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 Shares that will be issued under this Prospectus and the Shares that will be issued on exercise of the New Options offered under this Prospectus will be in the same class of Shares that have been granted official quotation by ASX during the 3 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 options 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 Offer on the Company and the rights and liabilities attaching to the securities offered. It is not necessary to include general information in relation to all of the assets and liabilities, 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 enquiries 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 3 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 securities 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 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 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:
- (i) the annual financial report for the year ended 30 June 2017; and
 - (ii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in Section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

Details of documents lodged with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with ASIC are set out in the table below.

Date	Announcement Title
22/11/2017	Eastman Project Farmin
30/10/2017	Quarterly Reports - 30 September 2017
26/10/2017	Notice of General Meeting/Proxy Form
4/10/2017	Appendix 4G and Corporate Governance Statement
2/10/2017	Change of Share Registry Notification

6.8. Entitlement and Acceptance Form is binding

A completed and lodged Entitlement and Acceptance Form constitutes a binding offer to acquire Shares and New Options on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly, it may still be treated as a valid application for Shares and New Options. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing and returning your Entitlement and Acceptance Form with the requisite application monies, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the laws in your place of residence and where you have been given this Prospectus, do not prohibit you from being given this Prospectus and that you:

- agree to be bound by the terms of the Offer;
- declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- 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 Entitlement and Acceptance Form;
- authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the Shares and New Options to be issued to you, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;

- acknowledge that the information contained in, or accompanying, this Prospectus is not investment or financial product advice or a recommendation that Shares and New Options are suitable for you given your investment objectives, financial situation or particular needs; and
- acknowledge that the Shares and New Options have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and accordingly, the Shares and New Options may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

6.9. Electronic Prospectus

Under Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

If you have received this Prospectus as an electronic prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of this Prospectus, or both.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application 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.

6.10. Clearing House Electronic Subregister System (CHES) and Issuer Sponsored holdings

The Company will not be issuing share certificates. The Company is a participant in CHES. Investors who do not wish to hold their securities through CHES will be issuer sponsored by the Company. Because the subregisters are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors whose holding changes in the course of a calendar month will be issued with a holding statement that sets out the changes in their Shareholding, including any Securities issued to them under this Prospectus. On issue a notice will be despatched by post advising holders of their Holder Identification Number or Securityholder Reference Number and the number of Securities issued.

A monthly statement for sponsored holders is despatched to holders if there has been any changes to the number of Securities held during the preceding month. That statement is despatched in the week following the relevant month end.

6.11. Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988 (Cth)* (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

For personal use only

7. DIRECTORS' AUTHORISATION AND CONSENT

This Prospectus is authorised by the Company and lodged with the ASIC under section 718 of the Corporations Act.

Each Director has consented to lodgement of this Prospectus with ASIC in accordance with the terms of section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 23 November 2017



E.G. Albers
Chairman
For and on behalf of Peako Limited

For personal use only

8. DEFINITIONS AND GLOSSARY

Unless otherwise stated or unless inconsistent or repugnant with the context in which the term or expression is used, each of the following terms and expressions used in this Prospectus has the meaning set out below:

\$ or A\$:	means references to dollar amounts in Australian currency.
Act or Corporations Act:	each means the Corporations Act 2001 (Commonwealth).
Albers Shareholders	means each of Mr E G Albers and each of his Associates under the Act who have a relevant interest in Shares under the Act
Albers Shareholdings	means the Shares in which the Albers Shareholders or any of them have a relevant interest under the Act.
Allotment Date:	means the date on which new Shares are allotted under this Prospectus
Annual Report:	means the Annual Report of Peako for the year ended 30 June 2017.
Applicants:	means those Eligible Shareholders as at the Record Date applying for new Shares under this Prospectus.
Application:	means a completed Entitlement and Acceptance Form.
Application Moneys:	means the amount payable for new Shares applied for under an Entitlement and Acceptance Form.
AEDT	means Australian Eastern Daylight Time
ASIC:	means The Australian Securities and Investments Commission.
Associate:	has the meaning given to that term in the Act.
ASX:	means ASX Limited.
Board:	means the board of directors of Peako acting in that capacity.
Business Day:	means those days which are Business Days under the Listing Rules.
Closing Date:	means 5:00pm (AEDT) on Friday 15 December 2017 subject to the Directors absolute right to extend that date.
Company or Peako:	means Peako Limited (ABN 79 131 843 868).
Director:	means a director of the Company acting in that capacity.
Eligible Shareholder	means a Shareholder who: <ul style="list-style-type: none">• is registered as a holder of Shares as at the Record Date;• has a registered address on the Peako Share Register in Australia or New Zealand or is otherwise eligible under all applicable securities laws to receive an offer to subscribe for new Shares under the Offer. In this context “applicable securities laws” includes the securities laws of the jurisdiction in which the Shareholder (representing that the Shareholder is an Eligible Shareholder) is resident; and• is not in the United States and is not acting for the account or benefit of a person in the United States; or• whom Peako determines to be an Eligible Shareholder.

Entitlement and Acceptance Form	means the personalised form accompanying this Prospectus setting out each Shareholder's entitlement to apply for new Shares under this Rights Issue.
Entitlement	means a Shareholder's pro rata entitlement or right to take up new Shares under the Rights Issue in accordance with the terms and conditions hereof.
Group:	when referring to any corporate entity means that entity and its controlled or subsidiary entities.
Ineligible Shareholder:	means a Shareholder who is not an Eligible Shareholder;
Issue:	The issue of Shares and New Options under this Prospectus
Issue Price:	means the subscription price for a new Share to be issued under the Offer being \$0.015 per new Share to be so issued.
Listing Rules:	means the Listing Rules of any prescribed exchange and as applicable means the Listing Rules of ASX as referred to in each context.
New Options:	Means the new options to be issued under this Prospectus, exercisable at \$0.025 on before 30 June 2019
Offer:	means the offer for subscription of 40,815,310 new Shares and approximately 40,815,310 New Options under this Prospectus on the terms set out in this Prospectus.
Official Quotation:	means quotation by ASX on the Official List of Companies maintained by ASX.
Opening Date:	means the date of commencement of the Offer, being Friday 1 December 2017.
Overseas Shareholder:	means a Shareholder whose address in the Register is outside of Australia and New Zealand.
Record Date:	means 7.00 pm AEDT on Tuesday, 28 November 2017.
Register:	means the Register of Shareholder's maintained by the Company in accordance with the provisions of the Act.
Rights:	has the same meaning as Entitlements. Under this Rights Issue, because it is non-renounceable, Rights are unable to be traded.
Rights Issue:	means the non-renounceable pro rata offer of new Shares being made to Shareholders under this Prospectus.
Securities:	means the Shares and New Options offered under this Prospectus
Shareholders:	means a person registered as the holders of Shares on the Record Date.
Shares:	means the ordinary shares in the capital of the Company and, where applicable the ordinary shares being offered for subscription under this Rights Issue
Stock Exchange:	means any stock exchange on which the securities of the Company may be quoted from time to time.



PEAKO LIMITED | ACN 131 843 868

All Registry Communication to:



PO Box 2226, Strawberry Hills NSW 2012
1300 288 664 (within Australia)
+61 2 9698 5414 (international)
hello@automic.com.au
www.automic.com.au

SRN/HIN :

ENTITLEMENT AND ACCEPTANCE FORM

OFFER CLOSSES 5.00PM (AEDT) FRIDAY 15 DECEMBER 2017 (UNLESS IT IS LAWFULLY EXTENDED)

Eligible Shares held as at the Record Date, 7.00pm (AEDT) on 28/11/2017

Entitlement to New Shares on a 4 New Shares for every 5 Shares held basis

Amount payable on full acceptance at A\$0.015 per Share

IMPORTANT: As an Eligible Shareholder you are entitled to acquire the above New Shares for the amount payable and to receive 1 New Option for every 1 New Share acquired for no additional consideration. The exercise price of the New Options is \$0.025 and the expiry date is 30 June 2019. This Offer is being made under the Prospectus dated 23/11/2017. The Prospectus contains information about investing in the New Shares and you should carefully read the Prospectus before applying for New Shares. This Entitlement and Acceptance Form should be read in conjunction with the Prospectus. If you do not understand it or you are in doubt as to how you should deal with it, you should seek professional advice.

1 Insert the number of New Shares applied for and accepted (being not more than your Entitlement shown above)

Grid for entering the number of New Shares applied for and accepted.

2 Payment Amount (multiply the number in section 1 by A\$0.015 (If the dollar amount below divided by the issue price is a fraction of a New Share, the New Shares allotted will be rounded down)

Grid for entering the payment amount in A\$.

3: FOR BPAY PAYMENT



Biller Code: 210260
Ref:

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

You do not need to return this form if you have made payment via BPAY®. 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.

4: FOR CHEQUE PAYMENT – INSERT DETAILS

Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to Peako Limited crossed "Not Negotiable" and forwarded to Automic to arrive no later than the Closing Date.

Cheque Number

BSB

Account Number

Grid for entering cheque details: Cheque Number, BSB, and Account Number.

5: PROVIDE YOUR CONTACT DETAILS

Telephone Number

Contact Name (PLEASE PRINT)

Input field for Telephone Number.

Input field for Contact Name.

Email Address

Input field for Email Address.

SUPPORT YOUR COMPANY: By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).

Instructions for completion of this form can be found overleaf.
A reply paid envelope is enclosed for your convenience.

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to investors located or resident outside of Australia or New Zealand. In particular, this Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Prospectus and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

ACCEPTANCE OF ENTITLEMENT OFFER

By returning the Entitlement and Acceptance Form with payment to the Registry:

- you represent and warrant that you have read and understood the Prospectus and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of shares acquired by you and agree to be bound by the Constitution of the Company.

HOW TO APPLY FOR SHARES

1 Acceptance of Entitlement Shares

Enter into section 1 the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

2 Payment Amount

Enter into section 2 the total amount payable for the number of Entitled New Shares for which you are applying. If the dollar amount divided by the issue price is a fraction of a New Share, the New Shares allotted will be rounded up.

3 BPAY®

You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number 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 payment must be made to be processed overnight). It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY®. 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.

4 Cheque Details

Enter your cheque details in section 3. Cheques must be drawn on an Australian branch of a financial institution in Australian currency, made payable to **Peakco Limited** and crossed "Not Negotiable". Please ensure sufficient funds are held in your account. If you provide a cheque for an incorrect amount the Company may treat you as applying for as many New Shares as your cheque will pay for.

5 Contact Details

Please enter a contact number or email address we may reach you on between the hours of 9:00am and 5:00pm AEDT. We may use this email or number to contact you regarding your acceptance of the New Shares, if necessary.

***By providing your email address, you elect to receive all communications despatched by the company electronically (where legally permissible)**

LODGING YOUR ENTITLEMENT AND ACCEPTANCE FORM

This form must be received at an address given below by 5.00pm (AEDT) on Friday, 15 December 2017. (If you are making cheque payment)

BY MAIL (A reply paid envelope is enclosed for your convenience)

Peakco Limited
C/- Automic
PO Box 2226
Strawberry Hills NSW 2012

BY HAND DELIVERY (Between Sydney office hours 9.00am – 5.00pm AEDT)

Automic
Level 3
50 Holt Street
Surry Hills, NSW 2010

If you require further information about the offer, please contact Automic on **1300 288 664** from within Australia) or **+61 2 9698 5414** (from outside Australia) between 9:00am and 5:00pm.