

# **Cleansing Prospectus**

**Lamboo Resources Limited ABN 27 099 098 192**

**ASX Code: LMB**

## **Cleansing**

This Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on Shares issued during the Offer Period.

## **Defined terms**

Certain terms and abbreviations used in this Prospectus, including Shares and Offer Period, have defined meanings which are explained in the Glossary in Section 9.

## **Important document**

This Prospectus provides important information about the Company. You should read the entire document. If you have any questions about the Offer Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser.

**An investment in the Lamboo securities is speculative.**

## Important Notice

This Prospectus is dated 26 June 2015 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 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 Offer Shares the subject of this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This document may not be distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States. Any securities described in this document have not been and will not be, registered under the US *Securities Act 1993* and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US *Securities Act 1993* and applicable US state securities law.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

### Web Site – Electronic Prospectus

A copy of this Prospectus is available and can be downloaded from the website of the Company at [www.lambooresources.com.au](http://www.lambooresources.com.au).

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 the Prospectus from within Australia. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

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. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company. 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 the Prospectus or both.

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.

### Suitability of Investment & Risks

Before deciding to invest in the Company, prospective investors should read this Prospectus in its entirety and in particular, the risk factors in section 4. They should carefully consider these factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding to invest.

Any investment in the Offer Shares of the Company should be regarded as speculative.

### Definitions

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

### Privacy

Please read the privacy information located in section 6.3 of this Prospectus. By submitting an Application Form, you consent to the matters outlined in that section.

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## Risk Factors Summary

An investment in Offer Shares and in the Company generally, is subject to risks and uncertainties and should be considered speculative. Some of the more significant risks which affect an investment in the Company include (but are not limited to):

- (a) Future capital needs and additional funding risk
- (b) The Company failing to recover the Deposit from Hengda
- (c) Exploration and development costs
- (d) Resource estimates risks
- (e) Risks concerning ability to exploit successful discoveries
- (f) Mining, development and infrastructure risks
- (g) Environmental risks
- (h) Competition risk
- (i) Mineral title risk
- (j) Acquisition and investment risks
- (k) Commodity prices risk
- (l) Occupational health and safety risk
- (m) Economic risk
- (n) Liquidity risk
- (o) Securities investments and share market conditions risk

In this regard, please refer to Section 4 for more information.

## Timetable for Offer

<b>Offer opens</b>	26 June 2015
<b>Offer closes</b>	29 June 2015
<b>Dispatch of Holding Statements for Offer Shares</b>	30 June 2015

These dates are indicative only and subject to change. The Company has the right to vary these dates without notice, including to close the Offer early or accept late Applications, either generally or in particular cases.

## Key Statistics for Offers

<b>Shares currently on issue</b>	<b>151,211,687</b>
<b>Options currently on issue</b>	<b>12,637,835</b>
<b>Performance Rights Currently on issue</b>	<b>10,000,000</b>
<b>Shares to be issued under the Offer</b>	<b>10</b>
<b>Total Shares on issue at close of the Offer*</b>	<b>151,211,697</b>
<b>Total Options on issue at close of the Offer</b>	<b>12,637,835</b>
<b>Total Performance Rights on issue at close of the Offer**</b>	<b>10,000,000</b>
<b>Offer Price per Offer Share</b>	<b>\$1</b>
<b>Maximum amount raised under the Offer</b>	<b>\$10</b>

Notes: The table:

\* Assumes full subscription under the Offer.

\*\* These Performance Rights have vested.

## Cleansing

This Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on Shares the Company may place to sophisticated and other investors exempt from disclosure, during the Offer Period.

### 1. Purpose of the Offer

#### 1.1 Summary

The purpose of this Prospectus is to facilitate the secondary trading of certain securities that may be issued by the Company. Specifically, this Prospectus is issued to enable the secondary trading, pursuant to section 708A(11) of the Corporations Act, of any Shares issued during the Offer Period to sophisticated investors and other investors who are exempt from disclosure under section 708 of the Corporations Act.

**No securities are offered under this Prospectus to retail investors or persons not selected by the Company.**

#### 1.2 Cleansing of Placement

On 15 June 2015, the Company announced its intention to conduct a placement to sophisticated investors and other investors who are exempt from disclosure under section 708 of the Corporations Act (**Placement**).

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the *Corporations Act* to offer those securities for sale within 12 months of their issue.

Section 708A(11) of the Corporations Act provides an exemption from the general requirement in section 707(3) of the Corporations Act, where:

*The relevant securities are in a class of securities of the company that are quoted securities of the body and either:*

- (a) *a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or*
- (b) *a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued and the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.*

The purpose of the Offer is therefore not primarily to raise capital, but to enable secondary trading of any Shares the Company may issue pursuant to the Placement during the Offer Period, in accordance with Section 708A(11).

**To avoid doubt, Shares the Company proposes to issue pursuant to the Placement are NOT being offered under this Prospectus. This Prospectus is being lodged and the Offer is made in order to "cleanse" Shares to be issued pursuant to the Placement under section 708A(11) of the Corporations Act, so that they are capable of secondary trading after their issue.**

## **2. Details of the Offer**

### **2.1 The Offer**

In order to ensure that Shares that may be issued pursuant to the Placement are capable of secondary trading after their issue, the Company makes the Offer.

By the Offer, the Company is offering 10 Shares (**Offer Shares**) at an issue price of \$1 per Offer Share to investors to be identified exclusively by the Directors.

While the Offer is not primarily directed to raising capital, but rather to enable the secondary trading of any Shares issued pursuant to the Placement, any funds raised under the Offer will be applied as working capital.

The Offer Shares are Shares that rank equally with all existing Shares on issue in the Company. Details of the rights and liabilities attaching to the Company's Shares are set out in section 5.1.

### **2.2 Minimum subscription**

There is no minimum subscription under any of the Offer.

### **2.3 Offer not underwritten**

The Offer is not underwritten.

### **2.4 Opening and Closing Dates**

The Opening Date of the Offer will be 26 June 2015 and the Closing Date will be 29 June 2015. The Directors reserve the right to close the Offer early or to extend the Closing Date, should they consider it necessary, subject to the Corporations Act and ASX Listing Rules.

### **2.5 Application for Shares under the Offer**

The Offer is being extended to unrelated persons who are invited by the Company to subscribe for Offer Shares and is not open to the general public.

Applications for Offer Shares must be made using the relevant Application Form attached to this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Applicants must follow the procedures advised to them by the Company for Applications under the Offer.

### **2.6 Application money held in trust**

All Application Moneys will be deposited into a separate bank account of the Company and held in trust for Applicants until the Offer Shares are issued or Application Moneys returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

### **2.7 Allocation and allotment of Offer Shares**

To the maximum extent permitted by law, the Company reserves the right to reject any Application or to allocate to any Applicant fewer Offer Shares than the number applied for. The Company also reserves the right to reject or aggregate multiple applications in determining final allocations.

In the event an Application is not accepted or accepted in part only, the relevant portion of the Application Moneys will be returned to Applicants, without interest.

The Company reserves the right not to proceed with the Offer at any time before the allocation of the Offer Shares to Applicants. If the Offer is cancelled, all Application Moneys will be refunded without interest.

The Company also reserves the right to close the Offer early, or extend the Offer, or accept late Applications Forms either generally or in particular cases.

The allotment of Offer Shares to Applicants will occur as soon as practicable after Application Forms and Application Moneys have been received for the Offer Shares being offered, following which statements of Shareholding will be dispatched. It is the responsibility of Applicants to determine their allocation prior to trading in the Offer Shares. Applicants who sell Offer Shares before they receive their statement of holding will do so at their own risk.

## **2.8 Quotation**

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the Offer Shares offered by this Prospectus, on ASX. If ASX does not grant permission for the quotation of those Offer Shares within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the Offer Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act, including the return of all Application Moneys without interest. A decision by ASX to grant official quotation of the Offer Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the Offer Shares.

Quotation, if granted, of the Offer Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the Offer Shares are dispatched.

## **2.9 CHESS**

The Company participates in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement, a wholly owned subsidiary of ASX. Under CHESS, the Company will not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASX Settlement will send a CHESS statement.

## **2.10 Expenses of the Offer**

The estimated expenses of this Prospectus are the following:

<b>Cost</b>	<b>\$</b>
ASIC fees	2,290
Legal fees	3,000

These expenses have been or will be paid by the Company.

## **2.11 Risks of the Offer**

**An investment in securities of the Company should be regarded as speculative.** In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company, which are described in Section 4.

## **2.12 Market prices of existing Shares on ASX**

The highest and lowest market sale price of the Company's Shares, which are on the same terms and conditions as the Offer Shares, during the 3 months immediately preceding the lodgement of this Prospectus with the ASIC and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
<b>Price</b>	\$0.145	\$0.051	\$0.078
<b>Date</b>	30/03/2015	29/05/2015	25/06/2015

## **2.13 Residents outside Australia**

This Prospectus and any accompanying Application Form, do not, and are not intended to, constitute an offer of securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Offer Shares. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

## **2.14 Taxation implications**

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Offer Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Securities under this Prospectus.

## **2.15 Company activities and financial information**

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its last Annual Report are listed in Section 6.1.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that potential Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

## **2.16 Enquiries**

Any queries regarding the Offer should be directed to Brent Van Staden, Joint Company Secretary on +61 7 3002 8767 or Leni Stanley, Joint Company Secretary on + 61 7 3221 6022.

## **2.17 Corporate governance**

The Directors monitor business affairs of the Company on behalf of the Shareholders. The Board has formally adopted corporate governance policies which are designed to encourage Directors and management to focus their attention on accountability, risk management and ethical conduct. Discussion about the Company's corporate governance is contained in the Company's 2014 Annual Report available on the Company's website at [www.lambooresources.com.au](http://www.lambooresources.com.au).

Copies of the Company's corporate governance policies and charters are also available on the Company's website.



### 3. Effect of the Offer

#### 3.1 Proceeds of the Offer

If all the Offer Shares are issued, the Company will raise \$10 that will be applied towards working capital.

#### 3.2 Effect of the Offer on the Capital Structure on completion of the Offer

The capital structure of the Company, following completion of the Offer, is expected to be as follows:

Shares	Number
Balance at the date of this Prospectus	151,211,687
To be issued pursuant to the Offer*	10
<b>Total Shares on issue at close of the Offer</b>	<b>151,211,697</b>

Notes: The table:

\* Assumes full subscription under the Offer.

Options	Number
Balance at the date of this Prospectus	12,637,835
<b>Total options on issue at close of the Offer</b>	<b>12,637,835</b>

Performance Rights*	Number
Balance at the date of this Prospectus	10,000,000*
<b>Total Performance Rights on issue at close of the Offer</b>	<b>10,000,000</b>

\* These Performance Rights have vested.

#### 3.3 Effect of the Offer on control of the Company

The Offer will not have a material impact upon the control of the Company and any dilution effect on existing Shareholders is negligible.

#### 3.4 Effect of the Offer on the financial position of the Company

After paying the expenses of the Offer of approximate \$5,290, there will be no proceeds from the Offer. The expense of the Offer exceeding the aggregate subscription price of \$10 for the Offer Shares will be paid by the Company from existing cash reserves. The Offer will therefore have the effect on the Company of a receipt of \$10 less expenses of the Offer of approximately \$5,290.

### 4. Risk Factors

The Offer Shares offered under the Prospectus are considered speculative

An investment in the Company is not risk free and the Directors strongly urge potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult with their professional advisers before deciding whether to apply for Offer Shares pursuant to this Prospectus.

Prior to deciding whether to participate in the Offer, investors should read the entire Prospectus and review announcements made by the Company to ASX (at [www.asx.com.au](http://www.asx.com.au) under the code **LMB**, in order to gain an appreciation of the Company, its activities, operations, financial position and prospects.

Securities do not carry any guarantee with respect to the payment of any dividends, returns of capital or the market value of those securities.

There are specific risks which relate directly to the Company's business. In addition, there are general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Offer Shares.

The following is a not intended to be an exhaustive list of the risk factors to which the Company is exposed.

#### **4.1 Company and industry risks**

(a) Future capital needs and additional funding

The Offer is not aimed at raising capital. There is a risk that the Company's efforts to raise funds by the Placement or otherwise will not be sufficient to complete proposed exploration and development and that further funding will be required.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company, will vary according to a number of factors, including prospectivity of its projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms, the Company may not be able to further develop its projects and this may impact on the Company's ability to continue as a going concern.

(b) Non recovery of the Deposit from Hengda

There is a risk that the Company will not recover the Deposit or any part thereof from Hengda, although the Company intends to discuss the matter with Hengda and consider its options after 30 June 2015 when the final instalment of the Deposit is due, the previous instalments having not been paid. In this regard, see Section 6.5.

(c) The Lind Note

If the Company were unable to satisfy its obligations under the Lind Note or it is otherwise found to have breached the Lind Note, the full outstanding balance of the Lind Note will become due and payable and this could impact on the Company's ability to continue as a going concern. The Company intends to repay the full outstanding balance of the Lind Note from the proceeds of the Placement.

(d) Exploration and development costs

Exploration and development are high risk undertakings. The Company does not give any assurance that continued exploration of its current projects or any future

projects will result in the delineation or discovery of a significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

(e) Resource estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. The Company believes that these estimates were appropriate when made, but they may change significantly when new information becomes available. There are risks associated with such estimates, as resource estimates are necessarily imprecise and depend to some extent on interpretation, which may ultimately prove to be inaccurate and require adjustment. Adjustments to resource estimates may affect the Company's future plans and ultimately, its financial performance and value of its Shares.

(f) Ability to exploit successful discoveries

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation will involve obtaining the necessary licences or clearances from relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as the Company's.

(g) Mining, development and infrastructure risks

Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management, performance of sales and offtake contracts and proficient financial management. Mining and development operations can be hampered by force majeure circumstances, invention of disruptive technologies resulting in substitutes for the mineral resources, environmental considerations and cost overruns as a result of unforeseen events.

The Company's operations will depend on an uninterrupted flow of materials, supplies, equipment, services and finished projects. Due to the geographic location of the Company's projects, it will depend on third parties for the provision of road, port, marine, shipping and other transportation services. Contractual disputes, demurrage charges, classification of commodity inputs and finished products, road and port capacity issues, availability of trucks and vessels, weather conditions, labour disruptions or other factors may have an adverse impact on the Company's ability to transport materials according to schedules and contractual commitments. If these circumstances arise, they may adversely affect the Company's business, results of operations, financial performance and the value of its Shares.

(a) Environmental risks

The operations and activities of the Company are subject to environmental laws and regulations, which can be amended by the relevant authorities from time to time. As with most exploration projects and mining operations, the Company's operations and activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. As a result, there is risk that the Company may incur liability under environmental laws that is greater than costs it anticipated.

(b) Competition

The Company competes with other companies. Some of these companies have greater financial and other resources than the Company and as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company will be able to compete effectively with these companies. The technologies directly associated with the use of the Company's mineral resources compete with other technologies that can provide the same utility by using other materials. The marketability of the Company's mineral resources may be adversely impacted by technological obsolescence.

(c) Title risk

Mining tenements are governed by legislation and each tenement is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. There is a risk that the Company could lose title to one or more of its tenements if tenement conditions or annual expenditure commitments are not met.

(d) Joint venture

The Company may, in the future, become a party to joint venture agreements governing the continued exploration and development of its projects. There is a risk that the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

(e) Acquisition and investment risks

The Company may seek potential acquisitions and investments to complement its existing exploration assets. Whilst the Company will undertake thorough due diligence on any acquisitions or investments, there are risks associated with acquisitions or investments which may not be fully mitigated. Furthermore, any acquisition or investment may require the Company to raise additional capital, which may be dilutive for existing Shareholders.

(f) Commodity prices

Commodities prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic or political factors on both a regional and global basis. These factors may have a negative effect on the Company's exploration, project development and production plans and activities, together with its ability to fund those plans and activities.

(g) Occupational health & safety

The exploration and mining industry has become subject to increasing occupational health and safety responsibility and liability. The Company may become liable for past and current conduct which violates such laws and regulations, which may be amended by the relevant authorities. Penalties for breaching health and safety laws can be significant and include criminal penalties. Victims of workplace accidents may also commence civil proceedings against the Company. These events might not be insured by the Company or may be uninsurable. In addition, any changes in health and safety laws and regulations may increase compliance costs for the Company. Such an event would negatively impact the financial results of the Company.

(h) Key personnel

The ability of the Company to achieve its objectives depends on the retention of key personnel who provide technical expertise. If the Company cannot secure external technical expertise (for example to carry out drilling) or if the services of the present technical panel cease to become available to the Company, this may affect the Company's ability to achieve its objectives either fully or within the timeframes and the budget the Company has decided upon.

Whilst the ability of the Company to achieve its objectives may be affected by the matters mentioned above, the Directors believe that appropriately skilled and experienced professionals will be available to provide services to the Company at market levels of remuneration in the event key external contractors cease to be available.

(i) Insurance

Insurance against all risks associated with mineral exploration and production is not always available or affordable. The Company will maintain insurance where it is considered appropriate for its needs. However, insurance coverage against all risks may not be obtained, either because such cover is not available or because the Directors consider that the associated premiums are excessive having regard to the benefits from the cover. The occurrence of an event that is not covered or is only partially covered by insurance will have a material adverse effect on the business, financial condition and results of the operations of the Company. There is no assurance that the Company will be able to maintain adequate insurance in the future at rates that the Directors consider reasonable.

(j) Country risk

The Company has projects located outside Australia, subject to political, economic, legal and social risk that is different from Australia. There can be no assurance that the systems of government and the political systems in overseas countries will remain stable. Further, there can be no assurance that government regulations relating to foreign investment, repatriation of foreign currency, taxation and the mining industry in these countries will not be amended or replaced in the future to the detriment of the Company's business and/or projects. The Directors are unaware of any such proposals as at the date of this Prospectus.

## **4.2 General Investment risks**

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies, may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) Liquidity risk

The market for the Company's Shares may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

(c) Economic risk

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

## **5. Rights and Liabilities attaching to the Offer Shares**

### **5.1 Shares**

Full details of the rights and liabilities attaching to the Offer Shares, which rank equally with all other existing Shares, are:

- (a) detailed in the Company's Constitution a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Offer Shares, which are fully paid ordinary shares that rank equally with all Shares currently on issue.

This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

(a) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the Board may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Election of Directors

There must be a minimum of 3 Directors and the Board may set a maximum number of Directors. At every annual general meeting one third of the Directors (rounded up to the nearest whole number) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(g) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(h) Winding up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Shareholders:

- (i) divide the assets of the Company among the members in kind;
- (ii) for that purpose, fix the value of assets and decide how the division is to be carried out as between the members and different class of members; and
- (iii) If members approve by special resolution, vest assets of the Company in trustees on any trusts for the benefit of the members as the liquidator thinks appropriate, but members may not be compelled to accept any securities in respect of which the member incurs any liability.

(i) Shareholder liability

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

(j) Alteration to the Constitution

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. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

(k) Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

## **6. Additional Information**

### **6.1 Disclosing entity**

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.

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 period from lodgement of the Company's annual financial statements of the Company for the financial year ended 30 June 2014 to 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 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:
  - (i) the annual financial report of the Company for the financial year ended 30 June 2014, being the last financial report for a financial year of the Company lodged with the ASIC before the issue of this Prospectus;
  - (ii) any half-year financial report lodged with ASIC by the Company after the lodgement of that annual report and before the lodgement of this Prospectus; and
  - (iii) any continuous disclosure notices given by the Company after the lodgement of that annual report and the lodgement of this Prospectus.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours. The Company has lodged the following announcements with ASX since the 30 June 2014 audited financial statements:

Date	Headline	Pages
22/06/2015	Diamond Drilling commences following Final Heritage Approval	1
15/06/2015	Capital Raising Update	1
11/06/2015	Trading Halt	2
10/06/2015	App 3X Initial Directors Interest Notice - Mr G Plowright	2
10/06/2015	Appointment of Director - Mr Garry Plowright	1
09/06/2015	App 3Y Change of Directors Interest Notice - T Cormack	2
05/06/2015	Change of Directors Interest Notice - Mr N Miles	2
03/06/2015	App 3Y Change of Directors Interest Notice - Mr A Cormack	2
02/06/2015	McIntosh Heritage Clearance Survey - Preliminary Advice	2
01/06/2015	Hengda Deposit Update	1
01/06/2015	New Constitution approved by Shareholders	36
29/05/2015	McIntosh Project Update Presentation	15
29/05/2015	Results of EGM	1
29/05/2015	Chairman's Address to EGM	4
26/05/2015	App 3Z - Final Director's Interest Notice - Mr Lee	2
26/05/2015	Resignation of Director - Mr Alvars Lee	1
21/05/2015	Lind Repayment Cash Election	1
19/05/2015	Hengda Deposit Updated	1
15/05/2015	Change of registry address	1
07/05/2015	Supplementary Notice of General Meeting and EM	4
04/05/2015	Notice of General Meeting of Shareholders	11
01/05/2015	Default on the 1st Repayment of the Hengda Deposit	1
30/04/2015	Appendix 5B - Quarterly Activities Report to 31 March 2015	19

Date	Headline	Pages
30/04/2015	Appendix 5B - Quarterly Cash Flow Report to 31 March 2015	5
27/04/2015	Amended App 3B -Lind Shares and Election for Cash Repayment	13
27/04/2015	App3B - Lind Shares and Election for Cash for next payment	13
20/04/2015	App 3Y - Change in Directors Interest Notice - N Miles	2
20/04/2015	Presentation - Pathway to Growth and Revenue	21
17/04/2015	App 3Z - Final Directors Interest Notice - R Trevillion	2
16/04/2015	Resignation of Managing Director/CEO	1
15/04/2015	McIntosh - Positive Conceptual Study Results	12
01/04/2015	Change in substantial holding	5
01/04/2015	App 3B - Issue of Shares and Options under Placement	12
30/03/2015	App 3B - Placement of Shares and Options	12
30/03/2015	Agreement for Return of Hengda Deposit	2
30/03/2015	Trading Halt	2
25/03/2015	Appendix 3B - Issue of Shares for Lind Note Repayment	12
23/03/2015	Completion of Capital Raising - Correction	2
23/03/2015	Completion of Capital Raising	1
19/03/2015	Trading Halt	2
05/03/2015	Appendix 3B - Shares to be issued under Prospectus	12
05/03/2015	App 3Y Change of Directors Interest - A Cormack	2
05/03/2015	App 3Y Change of Directors Interest - N Miles	2
04/03/2015	Amended Appendix 3B - Issue of Unlisted Options	13
03/03/2015	Appendix 3B - Issue of Unlisted Options	12
27/02/2015	Cleansing Prospectus	42
27/02/2015	Half Year Accounts to 31 December 2014	25
27/02/2015	Results of General Meeting of Shareholders	1
27/02/2015	Strategy Presentation - Pathway to Production and Revenues	31
23/02/2015	McIntosh - Significant Added Potential Demonstrated	16
09/02/2015	Strong Flake Graphite Potential at Target 11 - 3D VTEM	10
02/02/2015	Geumam - Significant Drill Hole Intercepts and Metallurgical	11
30/01/2015	App 5B - Quarterly Cash Flow Report - 31 December 2014	5
30/01/2015	Quarterly Activities Report - 31 December 2014	22
28/01/2015	Notice of General Meeting and Explanatory Statement	16
27/01/2015	McIntosh - Significant Cu/Ni Potential at Target 4	12
21/01/2015	McIntosh - Significant Flake Graphite Potential at Target 10	10
20/01/2015	Appendix 3B - Funding Arrangement Shares	12
12/01/2015	Funding Agreement	2
19/12/2014	Results of Annual General Meeting	1
19/12/2014	Strategic Presentation to AGM	19
19/12/2014	Chairman Address to Annual General Meeting	2
19/12/2014	Appendix 3Z Final Directors Interest Notice - Mr Xie	2

Date	Headline	Pages
19/12/2014	Non-Executive Director Resignation - Mr Xie	1
18/12/2014	App 3X - Initial Directors Interest Notice - T Cormack	2
17/12/2014	Appointment of New Director	1
15/12/2014	McIntosh Project - Target 3 VTEM Results and Target 4 Update	17
12/12/2014	App 3X Initial Director's Interest Notice - N Miles	2
10/12/2014	App 3Z - Final Director's Interest Notice - B Preston	2
09/12/2014	Board Changes	1
09/12/2014	Change of Registered Office and Management Office	1
09/12/2014	Notice of change of interests of substantial holder	3
08/12/2014	VTEM Supermax Interpretation Results	22
02/12/2014	McIntosh and Geuman Projects Update	1
02/12/2014	Reinstatement to Official Quotation	1
02/12/2014	Hengda Update	5
25/11/2014	Change of Company Secretary	1
24/11/2014	Update on Hengda	1
18/11/2014	Notice of Annual General Meeting/Proxy Form	10
03/11/2014	Extension of Date for Annual General Meeting	3
31/10/2014	Annual Report to shareholders	70

ASX maintains files containing publicly available information from all listed companies. The Company's file is available for inspection at ASX during business hours.

## 6.2 No prospective financial forecasts

The Directors have considered the matters outlined in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings, because the proposed future operations of the Company do not have an operating history from which reliable forecasts can be made. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Notwithstanding the above, this Prospectus includes, or may include, forward looking statements including, without limitation, forward looking statements regarding the Company's financial position, business strategy, and plans and objectives for its business and future operations (including development plans and objectives), which have been based on the Company's current expectations. These forward-looking statements are, however, subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward looking statements are based on numerous assumptions regarding the Company's present and future business strategies and environment in which the Company will operate in the future.

Matters not yet known to the Company or not currently considered material to the Company may impact on these forward looking statements. These statements reflect views held only as at the date of this Prospectus. In light of these risks, uncertainties and assumptions, the forward-looking statements in this Prospectus might not occur. Investors are therefore cautioned not to place undue reliance on these statements.

### **6.3 Privacy**

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisors, and to ASX and regulatory authorities.

If an Applicant becomes a Shareholder, 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 security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person, subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

### **6.4 Lind**

The Company wishes to repay the full outstanding balance of the Lind Note and to this end, the Company has given Lind binding notice of its intention to repay the Lind Note.

### **6.5 Hengda**

Hengda has not paid instalments of the settlement agreement between Hengda and the Company due for payment on 30 April 2015 and 30 May 2015. The Company is concerned that Hengda may also default on payment of the 30 June 2015 instalment. If the full amount owing by Hengda is not received by the Company on 30 June 2015, the Company will consider what action it should take, including discussing the matter with Hengda.

### **6.6 Entitlement Issue**

The Company wishes to undertake an entitlement issue shortly and as soon as the Company finalises the terms of the issue and proposed timetable, the customary announcement including the terms of the issue and timetable will be made on ASX.

### **6.7 Dividend Policy**

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

### **6.8 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 other than as is set out in this Prospectus.

## 6.9 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 securities offered under this Prospectus.

## 6.10 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any other legal proceedings pending or threatened against the Company, save that there is a potential dispute between the Company and its former managing director concerning his entitlements upon termination.

## 6.11 Expiry Date

No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus

## 6.12 Substantial Shareholder

The particulars of the Company's substantial Shareholder are set out below:

Shareholder	% Holding
NATIONAL NOMINEES LIMITED	8.846

## 6.13 Top 20 Shareholders

A list of the Company's top 20 shareholders, is set out below:

Shareholder	% Holding
NATIONAL NOMINEES LIMITED	8.85
PATHFINDER EXPLORATION PTY LTD	4.99
J P MORGAN NOMINEES AUSTRALIA LIMITED	3.36
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	3.04
CUSTODIAL SERVICES LIMITED <BENEFICIARIES HOLDING A/C>	3.03
NORVALE PTY LTD	2.67
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED - A/C 3	2.49
FORSYTH BARR CUSTODIANS LTD <FORSYTH BARR LTD-NOMINEE A/C>	2.30
MR ROBERT SIMEON LORD	2.25
MR ANTHONY LIONEL PATTERSON <PATTERSON FAMILY A/C>	2.23
UBS NOMINEES PTY LTD	1.91
INVESTORLINK GROUP LIMITED	1.87
MR RICHARD IAN TREVILLION <TRADING ACCOUNT>	1.87
MRS MIN YOUNG KANG	1.65
BBY NOMINEES LIMITED	1.40
MR RICHARD HOPETOUN BITCON	1.39
ADCOCK PTY LTD	1.26
SPORTPIX PTY LTD <SPORTPIX SUPER FUND ACCOUNT>	1.22
S AND M STREETER INVESTMENT CO PTY LTD	1.19
ALLEGRO CAPITAL NOMINEES PTY LTD	0.87

#### 6.14 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Director	Shares Directly and Indirectly held	Options
Neville Miles	1,125,139	Nil
Anthony (Tony) Cormack	168,974	Nil
Garry Plowright <sup>1</sup>	Nil	Nil

**Note:**

1) Appointed 10 June 2015

#### 6.15 Remuneration of Directors

Mr Neville Miles is paid \$90,000 per annum (plus statutory superannuation) as Non-Executive Chairman. In the two years prior to the date of this Prospectus, Mr Miles received a total remuneration of \$50,671.

Mr Tony Cormack is paid \$240,000 per annum (plus statutory superannuation) as an executive director. In the two years prior to the date of this Prospectus, Mr Cormack received a total remuneration of \$128,905 during the period that he was Executive Director and \$120,595 for the period he was an executive.

Mr Plowright is paid \$60,000 (plus statutory superannuation) as a non executive director. In the two years prior to the date of this Prospectus, Mr Plowright received a total remuneration of \$3,633.

The maximum aggregate amount of fees that can be paid to non-executive Directors is subject to approval by Shareholders at a general meeting. Fees for non-executive Directors are not linked to the performance of the economic entity.

Information regarding the remuneration received by Directors for the preceding two financial years can be found in the 2014 Annual Report.

The Company has (and will, in the case of Mr Plowright) entered into indemnity, insurance and access deeds with each of the Directors (**Deeds**). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company and to insure each Director against certain risks to which the Company is exposed as an officer of the Company. The Deeds also grant each Director a right of access to certain records of the Company for a period of up to 7 years after the Director ceases to be an officer of the Company.

Directors are also entitled to be reimbursed for reasonable expenses incurred by them in providing their services to the Company. Non-executive directors are entitled to payment in addition to their director's fee if they undertake work in addition to their services as non-executive director. Payment for such additional work will be at agreed market rates.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

#### **6.16 No other Directors' interests**

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

- (d) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

#### **6.17 Interests of promoters and named persons**

Except as disclosed in this Prospectus, no other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest 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 or the Offer; or
- (c) the Offer.

CBP Lawyers has advised the Company in relation to aspects of the Offer. CBP Lawyers will receive fees of approximately \$3,000 in connection with this Prospectus.

#### **6.18 Consents**

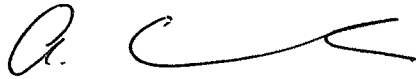
Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
  - (i) to be named in the Prospectus in the form and context which it is named; and
  - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;

- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
CBP Lawyers	Lawyers
Boardroom Pty Ltd	Share Registry



A handwritten signature in black ink, consisting of a stylized 'A' followed by a long, sweeping horizontal stroke that ends in a small upward flick.

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Signed for and on behalf of  
Lambo Resources Limited by  
Tony Cormack

## 8. Corporate Directory

### Directors

Neville Miles (Non-Executive Chairman)  
Garry Plowright (Non-Exec. Director)  
Anthony (Tony) Cormack (Exec. Director)

### Secretaries (Joint)

Leni Stanley  
Brent van Staden

### Registered and Business Office

Level 6 / 344 Queen Street  
Brisbane QLD 4000  
Tel: +61 7 3221 6022  
Email: [info@lambooresources.com.au](mailto:info@lambooresources.com.au)

### Share Registry\*

Boardroom Pty Ltd  
Level 12, 225 George Street  
Sydney NSW 2000  
GPO Box 3993 Sydney NSW 2001  
Tel: 1300 737 760  
Fax: 1300 653 459

### Auditor\*

BDO Audit Pty Ltd  
Level 10/12 Creek Street  
Brisbane QLD 4000  
Tel: +61 7 3237 5999  
Fax: +61 7 3221 9227

### Solicitors

Colin Biggers & Paisley Lawyers  
Level 35, 1 Eagle Street, Brisbane QLD  
4000

\*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

### Website

[www.lambooresources.com.au](http://www.lambooresources.com.au)

## 9. Glossary

Where the following terms are used in this Prospectus they have the following meanings:

<b>A\$ or \$</b>	Australian dollars unless otherwise stated.
<b>AEST</b>	Australian Eastern Standard Time.
<b>Applicant</b>	a person who submits a valid Application Form pursuant to this Prospectus.
<b>Application</b>	a valid application made on an Application Form to subscribe for Offer Shares pursuant to this Prospectus.
<b>Application Moneys</b>	money paid by an Investor upon Application.
<b>Application Form</b>	the application form attached to this Prospectus.
<b>ASIC</b>	the Australian Securities & Investments Commission.
<b>ASX</b>	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
<b>ASX Settlement</b>	ASX Settlement Pty Ltd ACN 008 504 532.
<b>Board</b>	the board of Directors.
<b>Closing Date</b>	5.00pm AEST on 29 June 2015 or an amended time as set by the Board.
<b>Company</b>	Lamboo Resources Limited (ABN 53 123 631 470).
<b>Constitution</b>	the constitution of the Company.
<b>Corporations Act</b>	the Corporations Act 2001 (Cth).
<b>Deposit</b>	US\$2 million deposit paid by Lamboo to a shareholder of Hengda pursuant an agreement to acquire shares in Hengda.
<b>Director</b>	a director of the Company.
<b>Hengda</b>	China Sciences Hengda Graphite Co. Ltd.
<b>Lamboo</b>	Lamboo Resources Limited (ABN 53 123 631 470).
<b>Lind</b>	Australian Special Opportunity Fund, LP, an institutional investor managed by The Lind Partners LLC.
<b>Lind Note</b>	the uncertificated convertible note issued to Australian Special Opportunity Fund, LP, an institutional investor managed by The Lind Partners LLC on 20 January 2014.
<b>Listing Rules</b>	the listing rules of ASX.
<b>Offer</b>	the offer of Offer Shares made under this Prospectus.
<b>Offer Period</b>	the period between 26 June 2015 and 29 June 2015, unless changed by the Directors.
<b>Offer Shares</b>	Shares offered pursuant to the Offer.
<b>Official List</b>	the Official List of ASX.
<b>Opening Date</b>	26 June 2015.
<b>Option</b>	an option to subscribe for and be issued, a Share.
<b>Prospectus</b>	this Prospectus and includes the electronic prospectus.

<b>Placement</b>	The proposed placement of Shares announced by the Company on 15 June 2015 to sophisticated and other investors exempt from disclosure under Part 6D.2 of the Corporations Act, by virtue of section 708 of the Act.
<b>Placement Shares</b>	Shares the Company may issue pursuant to the Placement (which do NOT form part of the Offer Shares and are not offered under this Prospectus).
<b>Share</b>	a fully paid ordinary share in the Company.
<b>Shareholder</b>	the registered holder of Shares in the Company.
<b>Share Registry</b>	Boardroom Pty Ltd