

Cleansing Prospectus

Lamboo Resources Limited ABN 27 099 098 192

ASX Code: LMB

Cleansing

This Prospectus has also been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on Lind Closing Shares issued before the date of this Prospectus and on Lind Note Shares, Lind Options and Placement Shares to be issued after the date of this Prospectus.

Defined terms

Certain terms and abbreviations used in this Prospectus, including Lind Closing Shares, Lind Note Shares, Lind Options and Placement Shares, 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 Securities 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 27 February 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 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 Securities 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 1933* 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 1933* 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.

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 Securities 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 6.8 of this Prospectus. By submitting an Application Form, you consent to the matters outlined in that section.

Contents

1.	Purpose of the Offers	4
2.	Details of the Offers	5
3.	Effect of the Offers	11
4.	Risk Factors	21
5.	Rights and Liabilities attaching to the Offer Securities	25
6.	Additional Information	29
7.	Directors' Responsibility and Consent.....	37
8.	Corporate Directory	38
9.	Glossary	39

Risk Factors Summary

An investment in Offer Securities and Shares in Lamboo 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) Risk that the Lind Note will become payable before the end of its term
- (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) Title risk
- (j) Acquisition and investment risks
- (k) Commodity prices risk
- (l) Occupational health & 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 Offers

Offers open	27 February 2015
Lind Options Offer Closing Date	6 March 2015
Share Offer Closing Date	27 May 2015
Dispatch of Holding Statements for Lind Options	9 March 2015
Dispatch of Holding Statements for Share Offer Shares	3 June 2015

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

Key Statistics for Offers

Shares currently on issue *	138,212,862
Options currently on issue	4,387,835
Performance Rights Currently on issue	10,000,000
Options to be issued under the Lind Options Offer	3,000,000 Lind Options
Shares to be issued under the Share Offer	1,000
Total Shares on issue at close of the Offers **	138,213,862
Total Options on issue at close of the Offers ***	7,387,835

Total Performance Rights on issue at close of the Offers	10,000,000****
Offer Price per Lind Option	Nil
Offer Price per Share Offer Share	\$1
Maximum amount raised under the Offers	\$1,000

Notes: The table:

* Includes the Lind Closing Shares, which have been issued.

** Assumes full subscription under the Share Offer.

*** Assumes full subscription under the Lind Option Offer and that the Company does not issue any other Options prior to the Closing Date.

**** These Performance Rights have vested.

Cleansing

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

1. Purpose of the Offers

1.1 Summary

The purpose of this Prospectus is to facilitate the secondary trading of certain securities already issued or to be issued by Lamboo. Specifically, this Prospectus is issued to enable the secondary trading, pursuant to section 708A(11) of the Corporations Act, of:

- (a) The Lind Closing Shares (refer to Section 1.2);
- (b) The Lind Note Shares (Shares to be issued on conversion of the Lind Note) (refer to Sections 1.3 and 2.2);
- (c) Lind Option Shares (Shares to be issued on exercise of the Lind Options) (refer to Sections 1.5 and 2.3); and
- (d) Any Placement Shares issued during the Share Offer Period (refer to sections 1.4 and 2.2),

which have been or will be issued 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 Lamboo.

1.2 Lind Closing Shares

On 12 January 2015, Lamboo announced its entry into the Funding Agreement with the Lind Partners on ASX.

On 20 January 2014, Lamboo announced the issue of 2,000,000 Shares (**Lind Closing Shares**) to Lind pursuant to the Funding Agreement, at market. The Closing Shares were issued without disclosure under Chapter 6D of the Corporations Act.

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 this general requirement where:

- (a) *the relevant securities are in a class of securities of the company that are quoted securities of the body; and*
- (b) *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.*

The purpose of this Prospectus is to comply with section 708(11) of the Corporations Act ("cleansing") so that the Lind Closing Shares are able to be offered for re-sale within 12 months of their issue.

By virtue of the operation of section 708A(11) of the Corporations Act cited above, Lamboo does not offer any securities in relation to the cleansing of the Lind Closing Shares under this Prospectus.

1.3 Cleansing of Lind Note Conversion

Pursuant to the Funding Agreement, the Company issued an uncertificated convertible security (**Lind Note**) to the Lind Partners on 20 January 2015. In this regard, see Section 2.2.

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

- (a) *the relevant securities are in a class of securities of the company that are quoted securities of the body; and*
- (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*
- (c) *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 Share Offer under this Prospectus is therefore to facilitate secondary trading of underlying Shares to be issued upon conversion of the Lind Note during the Share Offer Period (**Lind Note Shares**), in accordance with Section 708A(11).

1.4 Cleansing of Proposed Placement

In Lamboo's General Meeting held on 27 February 2015, Shareholder approval was obtained to issue Shares by way of Placement (**Placement Shares**) to sophisticated and other investors exempt from disclosure, by way of placement.

The Share Offer under this Prospectus facilitates secondary trading of any Placement Shares Lamboo issues to sophisticated and other investors exempt from disclosure, during the Share Offer Period.

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

1.5 Offer of Lind Options

Under the Funding Agreement, the Company must issue the Lind Partners 3,000,000 Options (**Lind Options**) by 28 February 2015.

The purpose of this Prospectus is to facilitate secondary trading of underlying Shares to be issued upon exercise of the Lind Options (**Lind Option Shares**), pursuant to ASIC Class Order CO04/671.

2. Details of the Offers

2.1 Offer Securities

Under this Prospectus, Lamboo makes the following offers:

- (a) The Share Offer; and
- (b) The Lind Options Offer.

2.2 The Share Offer

In order to ensure that Shares into which the Lind Note may be converted (Lind Note Shares) and any Placement Shares Lamboo issues during the Share Offer Period are capable of secondary trading after their issue, Lamboo makes the Share Offer.

By the Share Offer, Lamboo is offering 1,000 Shares (**Share Offer Shares**) at an issue price of \$1 per Share Offer Share to sophisticated and other investors who are exempt from disclosure under section 708 of the Corporations Act, to be identified exclusively by the Directors.

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

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

If Shares are to be issued upon conversion of the Lind Note or by placement more than 3 months after the date of this Prospectus (by which time the Share Offer will be closed, if not extended by the Directors (refer to Section 2.4)), Lamboo will take additional steps to ensure that such Shares are capable of secondary trading and that Listing Rule 7.2.3 is complied with.

Lamboo will provide information on how it proposes to apply funds raised by way of the Placement and the terms of any Placement, when the Placement occurs.

2.3 The Lind Options Offer

The Company is offering 3 million unlisted options (**Lind Options**) to the Australian Special Opportunity Fund, LP (the Lind Partners) (**Lind Options Offer**).

No cash consideration is payable upon issue of the Lind Options and therefore no funds are raised under the Lind Options Offer.

2.4 Background to the Offers

The Funding Agreement

On 12 January 2015, Lamboo announced its entry into the Funding Agreement with the Lind Partners on ASX.

Pursuant to the Funding Agreement:

- (a) on 20 January 2015, Lamboo announced the issue of 2,000,000 Lind Closing Shares to the Lind Partners, at market;
- (b) on 20 January 2015, Lamboo issued the Lind Note to the Lind Partners pursuant to the Funding Agreement;
- (c) by 28 February 2015, Lamboo must offer the Lind Partners the Lind Options; and
- (d) at monthly intervals after 28 February 2015, the Company must be in a position to issue Shares upon exercise of the Lind Options (Lind Option Shares) and conversion of the Lind Note (Lind Note Shares), including facilitating secondary trading of these Shares.

Shareholder Approvals

On 27 February 2015, Lamboo sought and obtained the approval of its Shareholders, for:

- (a) approval under ASX Listing Rule 7.1, for issue of Shares up to 27 May 2015, into which the Lind Note can be converted (Lind Note Shares);
- (b) approval under ASX Listing Rule 7.1 for issue of the Lind Options (and as a result, approval under ASX Listing Rule 7.1 for the issue of Lind Option Shares upon exercise of the Options); and
- (c) approval under ASX Listing Rule 7.1 for the issue of Placement Shares.

Although the term of the Lind Note is 12 months and therefore Lind Note Shares may be issued during that period, ASX Listing Rule 7.2.3 only permits Shares issued with Shareholder approval under ASX Listing Rule 7.2.3, for 3 months after the grant of such approval, unless ASX grants a waiver from that rule permitting issue over a longer period. This is why the Share Offer is only open for 3 months, despite the 12 month term of the Lind Note. The Directors may extend the Share Offer Period if the Company receives the aforementioned waiver from ASX, for which it has applied.

2.5 Minimum subscription

There is no minimum subscription under any of the Offers.

2.6 Offers not underwritten

The Offers are not underwritten.

2.7 Shortfall

Any Offer Securities not subscribed for under the Offers will form part of the shortfall (**Shortfall**). The Company reserves the right (in its sole discretion) to allocate the Shortfall in any manner that it sees fit, subject to any applicable provisions of the Corporations Act and the ASX Listing Rules.

2.8 Opening and Closing Dates

The Opening Date of the Offers will be 27 February 2015 and the Closing Dates will be:

Lind Options Offer Closing Date	6 March 2015
Share Offer Closing Date	27 May 2015

The Directors reserve the right to close the Offers or any of them early or to extend any Closing Dates (as the case may be), should they consider it necessary.

2.9 Application for Offer Securities under the Offers

The Lind Options Offer is extended only to the Lind Partners and is not open to the general public.

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

Applications for Offer Securities 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 Offers.

2.10 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 Securities are issued or Application Moneys returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

2.11 Allocation and allotment of Offer Securities

To the maximum extent permitted by law and where appropriate, subject to the Funding Agreement, Lamboo reserves the right to reject any Application or to allocate to any Applicant fewer Offer Securities 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 Offers or any part of them at any time before the allocation of the Offer Securities to Applicants. If the Offers or any part of them are cancelled, all Application Moneys, or the relevant Application Moneys, will be refunded without interest.

The Company also reserves the right to close the Offers or any part of them early, or extend the Offers or any part of them, or accept late Applications Forms either generally or in particular cases.

The allotment of Offer Securities to Applicants will occur as soon as practicable after Application Forms and Application Moneys have been received for the Offer Securities 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 Securities. Applicants who sell Offer Securities before they receive their statement of holding will do so at their own risk.

2.12 Quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for quotation of the Share Offer Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of those Offer Securities within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the Share 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 Securities 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 Securities.

No application will be made for quotation on ASX of the Lind Options or the Lind Note.

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

2.13 CHESS

The Company will apply to participate 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.

2.14 Expenses of the Offer

The estimated expenses of this Prospectus are the following:

Cost	\$
ASIC fees	2,290
Accounting Fees	17,710
Audit Fees	20,000
Legal fees	60,000

These expenses have been or will be paid by the Company. These costs necessarily include costs incurred by Lamboo in relation to the proposed Placement and in relation to the Hengda matter.

2.15 Risks of the Offers

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.

2.16 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 Placement Shares and Lind Note Shares being offered under this Prospectus, 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
Price	\$0.27	\$0.11	\$0.12
Date	2/12/2014	27/2/2015	26/2/2015

2.17 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 Securities under the Offers. 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.

2.18 Taxation implications

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

2.19 Major activities and financial information

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its 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 Offers.

2.20 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.

2.21 Lamboo and Hengda

Lamboo has notified Hengda of termination of its contractual arrangements relating to its proposed merger with Hengda and does not intend to proceed with that transaction.

During December 2014, Lamboo engaged lawyers in Hong Kong to send a letter of demand to Mr Wang and Hengda for repayment of the US\$2 million deposit (**Deposit**) paid by Lamboo pursuant to the transaction. Despite the contract between Lamboo, Hengda and Wang, Hengda and Wang have failed to repay the Deposit within the time stipulated in Lamboo's demand.

Lamboo has therefore engaged Hong Kong and Chinese lawyers to advise Lamboo on its legal rights, regulatory requirements and procedures in relation to the termination of the merger transaction and specifically, its right to recover the Deposit. There are numerous regulatory issues that must be considered prior to Lamboo commencing and prosecuting legal proceedings in Hong Kong and China to recover the Deposit.

At the same time, Lamboo is pursuing a negotiated settlement with the current management of Hengda, with a view to agreeing terms under which Hengda will repay Lamboo's Deposit.

The Directors cannot guarantee that Lamboo will successfully recover the Deposit by legal process, but its Directors are pursuing both legal advice and discussions with Hengda's management, with that aim in mind.

Lamboo does not hold security over Hengda's assets for recovery of the Deposit.

The termination of the merger transaction is not expected to impact on Lamboo's off-take agreement with Hengda. In this regard, see Section 6.3.

2.22 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.

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

3. Effect of the Offers

3.1 Proceeds of the Offers

(a) The Lind Options Offer

The Lind Options are issued for nil cash consideration pursuant to the Funding Agreement. As a result, no funds will be raised as a result of issue of the Lind Options.

It is not known whether any of the Lind Options will be exercised, but if they are, the exercise price is 130% of the average of the daily VWAP's per Share (in Australian dollars) during the 20 consecutive Trading Days immediately prior to execution of the Funding Agreement or 28 February 2015, in the Lind Partners' discretion, subject to adjustments for reorganisations of capital. The Lind Partners have not yet advised the Company of the exercise of their discretion.

Having regard to the Company's Share prices set out in Section 2.16, by way of example, if the exercise price by application of this formula is 15 cents, the Lind Options will convert into 3,000,000 Shares and raise \$450,000 in capital that Lamboo will apply to working capital.

(b) Share Offer

If all the Share Offer Shares are issued, the Company will raise \$1,000 that will be applied towards working capital.

3.2 Effect of the Offers on the Capital Structure on completion of the Offers

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

Shares	Number
Balance at the date of this Prospectus *	138,212,862
To be issued pursuant to the Share Offer**	1,000
Total Shares on issue at close of the Offers	138,213,862

Notes: The table:

* Includes the Lind Closing Shares, which have been issued.

** Assumes full subscription under the Share Offer

Options	Number
Balance at the date of this Prospectus	4,387,835
To be issued pursuant to the Lind Options Offer	3,000,000
Total options on issue at close of the Offers	7,387,835*

Notes: The table assumes full subscription under the Lind Options Offer.

Performance Rights*	Number
Balance at the date of this Prospectus	10,000,000**
Total Performance Rights on issue at close of the Offers	10,000,000

*The Performance Rights permit holder to subscribe for Shares if, within 36 months of issue of the Performance Rights, a pre-feasibility study is completed on at least one of the Company's South Korean projects, that is commercially satisfactory to the Company, acting reasonably or if within 24 months of issue of the Performance Rights, the Company fails to spend the stipulated minimum sum on direct exploration costs. These Performance Rights have vested.

3.3 Effect of the Offers on control of the Company

(a) The Lind Options Offer

The Shareholding interests of Shareholders may be diluted by the Lind Options Offer, as the Lind Options convert upon exercise into Shares.

It is not known whether any of the Lind Options will be exercised, but if they are, the exercise price is 130% of the average of the daily VWAP's per Share (in Australian dollars) during the 20 consecutive Trading Days immediately prior to execution of the Funding Agreement or 28 February 2015, subject to adjustments for reorganisations of capital.

The potential dilution effect of the exercise of the Lind Options on Shareholders, assuming that the Company does not issue any other Shares prior to that date and an exercise price of 15 cents, is approximately 2.2%.

In this regard, refer to Section 3.1 (a) for more information..

(b) Share Offer

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

(c) Substantial holdings

A "substantial holding" is defined under section 9 of the Corporations Act to apply where a person has a relevant interest in 5% or more of the voting shares of a company. The table below sets out the Shareholders with a substantial holding as at the date of this Prospectus:

Name	Shares in which relevant interest held	Current percentage interest	Percentage interest post offers*
National Nominees Limited	13,776,467	9.96%	9.97%
Pathfinder Exploration Limited	5,548,914	5.46%	4.01%

*Assumes these holders do not acquire any Shares before close of the Offers

3.4 Financial Information - Effect on the financial position of the Company

This Section sets out the historical and pro-forma financial information. The basis for preparation and presentation of this information is also set out below.

The financial information has been prepared by management and adopted by the Board. The Board is responsible for the inclusion of all financial information in the Prospectus.

The historical and pro-forma financial information has been prepared in accordance with the measurement and recognition criteria of Australian Accounting Standards and the

significant accounting policies set out in Section 3.5. The historical and pro-forma financial information comprises financial information of Lamboo Resources Limited (the Company or Lamboo). The historical and pro-forma financial information is presented in an abbreviated form insofar as it does not include all the disclosures and notes required in an annual financial report prepared in accordance with Australian Accounting Standards and the *Corporations Act 2001*.

3.4.1 Historical Financial Information

The historical financial information for Lamboo set out below comprises:

- The reviewed Balance Sheet as at 31 December 2014; and
- Selected notes to the reviewed Balance Sheet.

The historical financial information has been extracted from the reviewed financial statements of Lamboo for the six months ended 31 December 2014. The historical financial information does not include a Statement of Comprehensive Income or a Statement of Cash Flows. The Company is an exploration company. During the period from incorporation to 31 December 2014 the Company has not earned any significant revenue from operations and therefore the presentation of the Statement of Comprehensive Income and Statement of Cash Flows is not considered relevant.

3.4.2 Pro-Forma Financial Information

The pro-forma financial information for Lamboo set out below comprises:

- The unaudited Pro-Forma Balance Sheet as at 31 December 2014; and
- Selected notes to the unaudited Pro-Forma Balance Sheet.

The unaudited Pro-Forma Balance Sheet has been derived from the reviewed Balance Sheet as at 31 December 2014 adjusted for the following transactions as if they had occurred at 31 December 2014 (pro-forma transactions):

- (i) The issue of 1,000 ordinary shares at an issue price of \$1.00 per share to raise \$1,000 cash before expenses of the Offer. All ordinary shares issued pursuant to this Prospectus will be issued as fully paid;
- (ii) Total cash costs expected to be incurred in connection with the preparation of the Prospectus of \$100,000. These amounts have been expensed through profit and loss;
- (iii) The issue of a Convertible Note ("Lind Note") pursuant to a Funding Agreement issued in January 2015 to Australian Special Opportunity Fund, LP, an institutional investor managed by The Lind Partners LLC ("Lind Partners"). The issue of the Lind Note raised \$900,000;
- (iv) the issue of 2,000,000 Shares issued to Lind Partners pursuant to the Funding Agreement ("Lind Closing Shares"); and
- (v) the issue of 3,000,000 options to Lind Partners pursuant to the Funding Agreement ("Lind Options").

No adjustment has been made to reflect net cash flow movement for the payment of creditors and other cash outflows from operating activities from 1 January 2015 to the date of this document. At 26 February 2015 the Company had cash holdings of \$449,116.

3.4.3 Lamboo Historical and Pro-Forma Financial Information

The historical and pro-forma financial information should be read in conjunction with the notes in Section 3.5.

Balance Sheet		Reviewed Historical Balance Sheet 31 December 2014 \$	Reviewed Pro-Forma Balance Sheet 31 December 2014 \$
	Notes		
Current assets			
Cash and cash equivalents	3.5.3	389,780	1,190,780
Trade and other receivables		44,181	44,181
Other assets		41,250	41,250
Total current assets		475,211	1,276,211
Non-current assets			
Trade and other receivables		93,759	93,759
Plant and equipment		86,090	86,090
Exploration and evaluation assets		8,858,870	8,858,870
Total non-current assets		9,038,719	9,038,719
Total assets		9,513,930	10,314,930
Current liabilities			
Trade and other payables		479,028	479,028
Borrowings	3.5.4	-	837,857
Provisions		47,752	47,752
Total current liabilities		526,780	1,364,637
Total liabilities		526,780	1,364,637
Net assets		8,987,150	8,950,293
Equity			
Share capital	3.5.5	42,048,527	42,049,527
Reserves	3.5.6	889,199	951,342
Accumulated losses		(33,950,576)	(34,050,576)
Total equity		8,987,150	8,950,293

3.5 Notes to and Forming Part of the Financial Information

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial information. The accounting policies have been consistently applied unless otherwise stated. The financial information is in compliance with the recognition and measurement requirements of Australian Accounting Standards.

3.5.1 Basis of Preparation

Going concern

As at 31 December 2014 the Company has negative net working capital. In addition the Company has recorded a loss before income tax of \$4,236,717 for the 6 month period ended 31 December 2014 and had net cash out flows from operating and investing activities of \$5,069,236.

The ability of the Company to continue as a going concern is principally dependent upon one or more of the following:

- the ability of the company to raise additional capital in the future; and
- the successful exploration and subsequent exploitation of the Company's tenements.

These conditions give rise to material uncertainty which may cast significant doubt over the Company's ability to continue as a going concern.

The directors believe that the going concern basis of preparation is appropriate due to the following reasons:

- To date the Company has funded its activities through issuance of equity securities and it is expected that the Company will be able to fund its future activities through further issuances of equity securities; and
- The directors note that the Company has raised approximately \$0.9 million from the issue of a Convertible Note and is currently planning capital raising activities to fund its proposed activities until the end of 2015.

Should the Company be unable to continue as a going concern, it may be required to realise its assets and extinguish its liabilities other than in the ordinary course of business, and at amounts that differ from those stated in the financial statements.

The Pro-Forma Financial Information does not include any adjustments relating to the recoverability and classification of recorded asset amounts or the amounts or classification of liabilities and appropriate disclosures that may be necessary should the Company be unable to continue as a going concern.

Reporting basis and conventions

The financial information has been prepared on an accruals basis and is based on historical costs, except for certain financial instruments measured at fair value.

3.5.2 Accounting Policies

Trade and other receivables

Trade receivables are initially recognised at fair value and subsequently measured at amortised cost using the effective interest method, less any provision for impairment. Trade receivables are generally due for settlement within 30 days.

Cash and cash equivalents

Cash and cash equivalents include cash on hand, deposits available on demand with banks, other short-term highly liquid investments with original maturities of 3 months or less.

Plant and equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation and impairment losses.

Plant and equipment are measured on the cost basis and therefore carried at cost less accumulated depreciation and any accumulated impairment. In the event the carrying amount of plant and equipment is greater than the estimated recoverable amount, the carrying amount is written down immediately to the estimated recoverable amount and impairment losses are recognised either in profit or loss or as a revaluation decrease if the impairment losses relate to a revalued asset. A formal assessment of recoverable amount is made when impairment indicators are present.

The carrying amount of plant and equipment is reviewed periodically by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the asset's employment and subsequent disposal. The expected net cash flows have been discounted to their present values in determining recoverable amounts.

The cost of fixed assets constructed within the Consolidated Entity includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future benefits associated with the item will flow to the Consolidated Entity and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the statement of comprehensive income during the financial period in which they are incurred.

Depreciation

The depreciable amount of all fixed assets is depreciated on a straight-line basis over the asset's useful life to the Consolidated Entity commencing from the time the asset is held ready for use. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of asset is:

<u>Class of Fixed Asset</u>	<u>Depreciation Rate</u>
Plant and equipment	33%
Motor Vehicles	25%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance date.

Gains and losses on disposals are determined by comparing proceeds with the carrying amount. These gains and losses are included in the statement of comprehensive income. When revalued assets are sold, amounts included in the revaluation surplus relating to that asset are transferred to retained earnings.

Exploration and evaluation assets

Initial project acquisition costs

The costs relating to the initial acquisition of the following exploration projects have been expensed as incurred:

- McIntosh (Kimberley Region, Western Australia);
- Halls Creek (Kimberley Region, Western Australia);
- Valla (Northern New South Wales);
- Geumam (Chungcheongnam-Do Province, South Korea);
- Samcheok (Gangwon-Do Province, South Korea); and
- Taehwa (Taehwa, South Korea).

Any subsequent future exploration and evaluation expenditures on these projects are capitalised in accordance with and AASB 6 "Exploration for and Evaluation of Mineral Resources".

Exploration costs

Following tenement acquisition exploration and evaluation expenditures incurred are capitalised in respect of each identifiable area of interest. These costs are only capitalised to the extent that they are expected to be recovered through the successful development of the area or where activities in the area have not yet reached a stage that permits reasonable assessment of the existence of economically recoverable reserves.

Accumulated costs in relation to an abandoned area are written off in full against profit or loss in the year in which the decision to abandon the area is made.

When production commences, the accumulated costs for the relevant area of interest are amortised over the life of the area according to the rate of depletion of the economically recoverable reserves.

A regular review is undertaken of each area of interest to determine the appropriateness of continuing to capitalise costs in relation to that area of interest.

Costs of site restoration are provided over the life of the project from when exploration commences and are included in the costs of that stage. Site restoration costs include the dismantling and removal of mining plant, equipment and building structures, waste removal, and rehabilitation of the site in accordance with local laws and regulations and clauses of the permits. Such costs have been determined using estimates of future costs, current legal requirements and technology on an undiscounted basis.

Any changes in the estimates for the costs are accounted on a prospective basis. In determining the costs of site restoration, there is uncertainty regarding the nature and extent of the restoration due to community expectations and future legislation. Accordingly the costs have been determined on the basis that the restoration will be completed within one year of abandoning the site.

Trade and other payables

Trade and other payables are carried at amortised cost and due to their short term nature they are not discounted. They represent liabilities for goods and services provided to the Company prior to the end of the financial period that are unpaid and arise when the Company becomes obliged to make future payments in respect of the purchase of these

goods and services. The amounts are unsecured and are usually paid within 30-60 days of recognition.

Borrowings - Convertible notes

Convertible notes are recognised initially at fair value and attributable transaction costs are recognised in profit or loss when incurred. Subsequent to initial recognition any changes in fair value at each balance date are recognised in profit or loss.

Share Capital

Issued and paid up capital is recognised at the fair value of the consideration received by the Consolidated Entity. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

Critical accounting estimates and judgments

The Directors evaluate estimates and judgments incorporated into the financial information based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Company.

Key estimates – impairment

The Company assesses impairment at each reporting date by evaluating conditions specific to the Company that may lead to impairment of assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. Where applicable, value-in-use calculations performed in assessing recoverable amounts incorporate a number of key estimates.

Key judgements – exploration & evaluation assets

The Company performs regular reviews on each area of interest to determine the appropriateness of continuing to carry forward costs in relation to that area of interest. These reviews are based on the continuing rights to explore the area of interest, planned future expenditure and an assessment of economically recoverable reserves, if known.

3.5.3 Cash and Cash Equivalents

Reconciliation of movements in Pro-Forma cash and cash equivalents

\$

Cash and cash equivalents at 31 December 2014	389,780
Proceeds from the issue of shares pursuant to this Prospectus	1,000
Payment of estimated costs with respect to this Prospectus	(100,000)
Net proceeds from issue of convertible notes – Lind Note	900,000

Pro-Forma cash and cash equivalents

1,190,780

No pro-forma adjustments have been made to reflect cash flow movements for the payment of creditors and other cash outflows from operating activities between 1 January 2015 and the date of this document. At 26 February 2015 the Company had cash holdings of \$449,116.

3.5.4 Borrowings

Reconciliation of movements in Pro-Forma borrowings	\$
Borrowings at 31 December 2014	-
Convertible notes issue – Lind Note	837,857
Pro-Forma borrowings	837,857

The terms of the convertible notes are as follows:

Issue Date: 9 January 2015
Maturity Date: 9 January 2016
Note Face Value: \$1,150,000

The face value of the note is a 15% premium over the funded amount of \$1,000,000 and the Company paid the note holder a \$100,000 fee in cash on receipt of the funds

Repayment: The Lind Note is repayable by equal monthly payments over a 12 month period from the end of February 2015. Each monthly repayment can be made, at Lamboo's option, either through cash or shares ("Repayment Shares") or a combination of both.

If the Company elects to repay the whole or part of the monthly payments in cash, the repayment amount will carry a premium of 2.5% of the relevant repayment amount. If the Company elects to repay via shares, the Repayment Shares will be priced at 90% of the average of three daily volume weighted average prices (VWAP) chosen by Lind during a specified period prior to each issue of shares.

Lamboo can repay the full outstanding face value of the Convertible Note based on a 2.5% premium and Lind would have the right upon such repayment to convert an amount equal to 25% of the face value of the Convertible Note at that time into equity at the premium conversion price which is equal to 130% of the Average of the VWAP during the 20 trading days prior to the Funding Agreement being signed ("Premium Conversion Price").

After a period of 60 days from the initial drawdown, Lind has the option to convert any amounts outstanding under the Funding Agreement into ordinary shares at the Premium Conversion Price ("Conversion shares").

Lind Options In conjunction with the convertible notes the note holder was issued with 3,000,000 unlisted options to acquire shares with an exercise price equal to the Premium Conversion Price or 130% of the average of the daily VWAPs per share during the twenty (20) consecutive Trading Days immediately prior to 28 February 2015 and exercisable 36 months from the date of issue.

Lind Closing Shares Under the Funding Agreement Lamboo issued 2,000,000 shares to the note holder that may be set off against future issues of Shares under the Funding Agreement or acquired by the note holder. In this regard, see Section 6.2(h).

Interest The convertible notes are interest free.

The convertible notes are presented in the balance sheet as follows:

Fair value of notes issued	900,000
Other equity securities – value of conversion option	(62,143)
	<u>837,857</u>

3.5.5 Share Capital

Reconciliation of movements in Pro-Forma share capital

Reconciliation of movements in Pro-Forma share capital	Number of shares	\$
Shares on issue at 31 December 2014	136,212,862	42,048,527
Issue of shares pursuant to this Prospectus	1,000	1,000
Issue of Lind Closing Shares	2,000,000	-

Pro-Forma share capital

138,213,862	42,049,527
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3.5.6 Reserves

Reconciliation of movements in Reserves

Reserves at 31 December 2014	889,199
Equity component of convertible notes	62,143

Pro-Forma Reserves

951.342

3.5.7 Commitments

Future exploration commitments

The Company has certain obligations to expend minimum amounts on exploration in tenement areas. These obligations may be varied from time to time and are expected to be fulfilled in the normal course of operations of the Company. The commitments at 31 December 2014 were as follows:

Exploration commitments

Less than 12 months	798,520
Between 12 months and 5 years	2,552,560
Greater than 5 years	-
	<u>2,651,080</u>

To keep tenements in good standing, work programs should meet certain minimum expenditure requirements. If the minimum expenditure requirements are not met, the Company has the option to negotiate new terms or relinquish the tenements. The Company also has the ability to meet expenditure requirements by joint venture or farm-in agreements.

3.5.8 Contingent Assets and Liabilities

There has been no change to contingent assets and contingent liabilities disclosed in the 30 June 2014 financial report.

3.5.9 Subsequent Events

The Directors are not aware of any other significant changes in the state of affairs of the Company or events subsequent to 31 December 2014 that would have a material impact on the historical or pro-forma financial information.

4. Risk Factors

The Offer Securities 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 Securities pursuant to this Prospectus.

Prior to deciding whether to participate in the Offers, investors should read the entire Prospectus and review announcements made by the Company to ASX (at 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 Securities.

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 Offers are not aimed at raising capital. The Company has sought Shareholder approval to conduct the Placement on terms yet to be finalised. 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 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 it may impact on the Company's ability to continue as a going concern.

(b) The Lind Note

If the Company is 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 would impact on the Company's ability to continue as a going concern. In this regard, see Section 6.2.

(c) 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 resources. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

(d) Resource estimates

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

(e) 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 would 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.

(f) 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, confirmation 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 for unforeseen events.

The Company's operations depend on an uninterrupted flow of materials supplies, equipment, services and finished projects. Due to the geographic location of Lamboo's projects, it depends 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 problems, labour disruptions or other factors may have an impact adversely on Lamboo's ability to transport materials according to schedules and contractual commitments. If these circumstances arise, they may adversely affect Lamboo's business, results of operations and financial performance.

(d) 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.

(e) 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 can compete effectively with these companies. The technologies directly associated with the use of the Company's mineral resources compete with other technologies which can provide the same utility by using other materials. The marketability of the Company's mineral resources may be adversely impacted by technological obsolescence.

(f) 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.

(g) 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 one of 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.

(h) 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.

(i) 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 positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

(j) Occupational health & safety

The mining industry has become subject to increasing occupational health and safety responsibility and liability. The potential for liability is a risk. 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.

(k) 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 would be available to provide services to the Company at market levels of remuneration in the event key external contractors cease to be available.

(l) 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 undertaken 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 could 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 insurances in the future at rates that the Directors consider reasonable.

(m) 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 Securities

5.1 Shares

Full details of the rights and liabilities attaching to the Placement Shares and Lind Note 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 Lind Note Shares and the Placement 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) vest assets of the Company in trustees on any trusts for the benefit of the members as the liquidator thinks appropriate.

(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.

5.2 Lind Options

(a) Entitlement

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

(b) Exercise Price and Expiry Date

The exercise price of each Lind Option is 130% of the average of the daily VWAP's per Share (in Australian dollars) during the 20 consecutive Trading Days immediately prior to execution of the Funding Agreement or 28 February 2015, in the Lind Partners' discretion. That discretion has not yet been exercised.

(c) Exercise Period

The Lind Options have an exercise period of 36 months, expiring on 28 February 2018 (Expiry Date). The Lind Options are exercisable at any time on or prior to the Expiry Date.

(d) Notice of Exercise

The Lind Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Lind Option being exercised. Any Notice of Exercise of a Lind Option received by the Company will be deemed to be a notice of the exercise of that Lind Option as at the date of receipt.

(e) Shares issued on exercise

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

(f) Quotation of Shares on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Lind Options.

(g) Timing of issue of Shares

Within 2 Business Days after the receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Lind Option being exercised the Company will allot and issue the Shares pursuant to the exercise of the Lind Options.

(h) Participation in new issues

There are no participation rights or entitlements inherent in the Lind Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Lind Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least ten business days after the issue is announced. This will give the holders of Lind Options the opportunity to exercise their Lind Options prior to the date for determining entitlements to participate in any such issue.

(i) Reorganisations of capital

If prior to an exercise of a Lind Option, but after the issue of the Lind Option, the Company makes an issue of Shares by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan), pursuant to an offer of such Shares to at least all the holders of Shares resident in Australia, then on exercise of the Option, the number of Shares over which an Option is exercisable will, subject to the ASX Listing Rules, be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

If prior to an exercise of an Option, but after the issue of the Option, any offer or invitation is made by the Company to at least all the holders of Shares resident in Australia for the subscription for cash with respect to Shares, options or other securities of the Company on a pro rata basis relative to those holders' Shareholding at the time of the offer, the Options Exercise Price will, subject to the ASX Listing Rules, be reduced as specified in the Listing Rules in relation to pro-rata issues (except bonus issues).

Subject to the ASX Listing Rules, in the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company and subject to such changes as are necessary to comply with the Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

- (A) the number of the Shares to which each Option holder is entitled on exercise of the outstanding Options will be reduced or increased in the same proportion as, and the nature of the Shares will be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and
- (B) an appropriate adjustment will be made to the Options Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options will not alter.

(j) No Quotation of the Lind Options

The Company will not apply for quotation of the Lind Options on ASX.

- (k) Lind Options Transferable

The Lind Options are transferable.

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 stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (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	Description of Announcement
27/02/2015	Half Year Accounts to 31 December 2014
27/02/2015	Results of General Meeting of Shareholders
27/02/2015	Strategy Presentation - Pathway to Production and Revenues
23/02/2015	McIntosh - Significant Added Potential Demonstrated
09/02/2015	Strong Flake Graphite Potential at Target 11 - 3D VTEM
02/02/2015	Geumam - Significant Drill Hole Intercepts and Metallurgical
30/01/2015	App 5B - Quarterly Cash Flow Report - 31 December 2014
30/01/2015	Quarterly Activities Report - 31 December 2014
28/01/2015	Notice of General Meeting and Explanatory Statement
27/01/2015	McIntosh - Significant Cu/Ni Potential at Target 4
21/01/2015	McIntosh - Significant Flake Graphite Potential at Target 10
20/01/2015	Appendix 3B - Funding Arrangement Shares
12/01/2015	Funding Agreement
19/12/2014	Results of Annual General Meeting
19/12/2014	Strategic Presentation to AGM
19/12/2014	Chairman Address to Annual General Meeting
19/12/2014	Appendix 3Z Final Directors Interest Notice - Mr Xie
19/12/2014	Non-Executive Director Resignation - Mr Xie
18/12/2014	App 3X - Initial Directors Interest Notice - T Cormack
17/12/2014	Appointment of New Director
15/12/2014	McIntosh Project - Target 3 VTEM Results and Target 4 Update
12/12/2014	App 3X Initial Director's Interest Notice - N Miles
10/12/2014	App 3Z - Final Director's Interest Notice - B Preston
09/12/2014	Board Changes
09/12/2014	Change of Registered Office and Management Office
09/12/2014	Notice of change of interests of substantial holder
08/12/2014	VTEM Supermax Interpretation Results
02/12/2014	McIntosh and Geumam Projects Update
02/12/2014	Reinstatement to Official Quotation
02/12/2014	Hengda Update
25/11/2014	Change of Company Secretary
24/11/2014	Update on Hengda
18/11/2014	Notice of Annual General Meeting/Proxy Form
03/11/2014	Extension of Date for Annual General Meeting

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 Lind Agreement

On 12 January 2014, Lamboo entered into the Funding Agreement with New York based professional investor, the Lind Partners, LLC (**Lind**) as manager of the Australian Special Opportunity Fund, LP (Lind Partners).

The material terms of the Funding Agreement, are summarised below:

- (a) Lind agreed to advance \$1,000,000 to Lamboo, less fees and in consideration, the Lamboo agreed to issue an uncertificated convertible security (the Lind Note) to Lind, with a face value of AU\$1,150,000.
- (b) Lamboo must issue 3 million Lind Options to Lind by 28 February 2015.
- (c) Lamboo must repay the face value of the Lind Note in 12 equal monthly instalments.
- (d) Repayment can be made at Lamboo's discretion either in cash at 2.5% premium or at a price per Share equal to 90% of the average of 3 daily VWAPs per Share (in Australian dollars), as selected by Lind in its sole discretion, during the 20 consecutive trading days immediately prior to the relevant repayment date; Lind can delay any monthly repayment for 30 days at its election;
- (e) Lamboo can buy back the Lind Note by paying the full outstanding balance at 102.5% of amount outstanding, but in this instance, Lind may convert up to 25% of the outstanding balance at a price per Share equal to 130% of the average of the daily VWAPs per Share (in Australian dollars) during the 20 consecutive Trading Days immediately prior to 12 January 2015;
- (f) If Lamboo's market capitalisation falls below \$15 million for more than 10 consecutive trading days during the Term, Lind can elect to convert some or all of the outstanding balance of the Note at a price per Share equal to 90% of the average of 3 daily VWAPs per Share (in Australian dollars) as selected by Lind in its sole discretion, during the 20 consecutive Trading Days prior to the relevant conversion date.
- (g) If the application of any of the foregoing would result in Lind holding a relevant interest in more than 19.99% of Lamboo's Shares, the full outstanding balance of the Lind Note must be repaid at Lind's election on 1 business day's notice.
- (h) Lamboo agreed to issue and issued 2 million shares to Lind on 20 January 2015, which Lind may either set off against future issues of Shares on conversion of the Lind Note or buy them at any time during the term of the Lind Note at a price per Share equal to 90% of the average of 3 daily VWAPs per Share (in Australian dollars), as selected by Lind in its sole discretion, during the 20 consecutive Trading Days immediately prior to the date Lind gives Lamboo notice of the its election to acquire the Shares or the final repayment date of the Lind Note.
- (i) After 67 days from execution of the Funding Agreement on 12 January 2015, Lind has an election to convert up to the full outstanding balance of the Lind Note at any time thereafter during the term, at a price per Share equal to 130% of the average of the daily VWAPs per Share (in Australian dollars) during the 20 consecutive Trading Days immediately prior to the Execution Date of the Funding Agreement.
- (j) If the Company arranges to obtain any debt funding or other financial accommodation, which ranks senior to, or *pari passu* with, the Lind Note, the Company must use any proceeds raised through such debt funding or financial accommodation to repay the outstanding balance of the Lind Note, unless Lind elects otherwise.
- (k) If Lamboo secures its deposit back from Hengda (see section 2.21), Lind can require it to apply 50% of that amount towards repayment of the Lind Note.
- (l) If Lamboo breaches any warranty or fails to comply with the Funding Agreement, the full repayment amount becomes immediately due and payable.

6.3 Offtake Agreements

CRRC Investment Ltd - Outline Supplier Agreement

Lamboo entered into an agreement with CRRC Investment Ltd, a subsidiary of China Railway Resources Group Co. Ltd, during July 2014. This agreement set out a framework for negotiation of a detailed supply agreement between the parties. The document states:

- (a) The agreement will commence on either the *commencement of full production* by Lamboo or *1 October 2016*.
- (b) It is contemplated that the detailed agreement will provide for supply by Lamboo of 50,000 tpa of flake graphite concentrate grading at least 90% TGC. While agreeing to contract for such supply on terms as good as or better than the prices and terms offered by each party to any of its customers with similar volume and commitment, flake graphite concentrate prices will have to be mutually agreed for the agreement to have effect. The agreement is governed by the laws of the People's Republic of China.

China Sciences Hengda Graphite Co Ltd - Outline Supplier Agreement

Lamboo entered into an agreement with China Sciences Hengda Graphite Co Ltd during June 2014. This agreement set out a framework for a detailed supply agreement between the parties. The document states:

- (a) The agreement will commence on the *commencement of full production* by Lamboo in early 2015, subject to confirmation.
- (b) It is contemplated that the detailed agreement will provide for supply by Lamboo of not less than 50,000 tpa of flake graphite concentrate grading at least 90% TGC. While agreeing to contract for such supply on terms as good as or better than the prices and terms offered by each party to any of its customers with similar volume and commitment, flake graphite concentrate prices will be at market values, but not less than US\$2,000 per tonne *unless the market price moves*. The agreement is governed by the laws of Hong Kong.

6.4 Shinzoom Memorandum of Understanding

Lamboo signed a non-binding Memorandum of Understanding with Hunan Shinzoom Technology Co. Ltd. (Shinzoom) on 10 December 2014, on a non-exclusive basis.

The agreement provides that Lamboo and Shinzoom will negotiate in good faith to execute binding documentation to form a strategic alliance.

6.5 Exercise price and expiry dates of Options on issue

The number, exercise prices and expiry dates of the options on issue in Lamboo as at the date of this Prospectus is summarised in the table below:

Class of Options	Number
Quoted	
	Nil
Unquoted	
Options exercisable at 15 cents expiring on 15 August 2015	4,387,835
Total Options on issue:	4,387,835

6.6 Performance Rights on issue

The number of Performance Rights on issue in Lamboo as at the date of this Prospectus is summarised in the table below:

	Number
Tranche 2 Performance Rights	10,000,000
Total Performance Rights on issue	10,000,000

6.7 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.

6.8 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.

6.9 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.

6.10 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.

6.11 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 under this Prospectus.

6.12 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	Options
Richard Trevillion	3,826,040	Nil
Anthony (Tony) Cormack ¹	Nil	Nil
Neville Miles ²	522,383	Nil
Alvars Lee Hon Nam ³	Nil	Nil

Notes:

1 Appointed 17/12/14

2 Appointed 9/12/14

3 Appointed 11/9/2014

6.13 Remuneration of Directors

Mr Richard Trevillion is paid \$300,000 per annum (plus statutory superannuation) as Chief Executive Officer, plus reimbursements for reasonable expenses related to performance of his duties. In the two years prior to the date of this Prospectus, Mr Trevillion received a total remuneration of \$538,900.

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 \$20,671.

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 \$53,690 during the period that he was Executive Director and \$120,595 for the period he was an executive.

Mr Alvars Lee Hon Nam is paid \$65,000 per annum (plus statutory superannuation) as a non-executive director. In the two years prior to the date of this Prospectus, Mr Lee received a total remuneration of \$50,000.

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 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.

6.14 No other 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.

6.15 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 Lamboo in relation to aspects of the Offers and the proposed Placement. CBP Lawyers have received fees of approximately \$30,000 (excluding GST and disbursements) for services to the Company in the 2 years prior to the date of this Prospectus. CBP Lawyers will be paid approximately \$40,000 (excluding GST) with respect to the Offer and this Prospectus

BDO (Audit) Pty Ltd has provided audit services in relation to the Offer. BDO (Audit) Pty Ltd have received fees of approximately \$20,000 (excluding GST and disbursements).

6.16 Consents

Each of the persons referred to in this section:

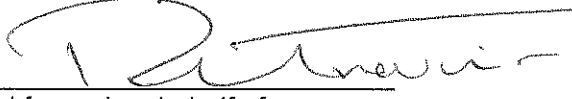
- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which it is named; and
 - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (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
Computershare Investor Services Pty Limited	Share Registry
BDO (Audit) Pty Ltd	Auditors

6.17 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.

Dated: 27/2/2015

A handwritten signature in black ink, appearing to read 'Richard Trevillion', written over a horizontal line.

Signed for and on behalf of
Lambo Resources Limited by
Richard Trevillion

8. Corporate Directory

Directors		Secretaries (Joint)
Neville Miles	(Non-Executive Chairman)	Leni Stanley Brent van Staden
Alvars Lee	(Non-Exec. Director)	
Richard Trevillion	(CEO and Managing Director)	
Anthony (Tony) Cormack	(Exec. Director)	

Registered and Business Office	Share Registry*
Level 6 / 344 Queen Street Brisbane Qld 4000 Tel: +61 7 3221 6022 Email: info@lambooresources.com.au	Boardroom Pty Ltd Level 7, 207 Kent Street Sydney NSW 2000 Tel: 1300 737 760 Fax: 1300 653 459

Auditor*	Solicitors
BDO Audit Pty Ltd Level 10 / 12 Creek Street Brisbane QLD 4000 Tel: +61 7 3237 5999 Fax: +61 7 3221 9227	Colin Biggers & Paisley (CBP) Lawyers Level 5 / 307 Queen Street Brisbane QLD 4001

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus, other than a review of the pro forma accounts.

Website

www.lambooresources.com.au

9. Glossary

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

A\$ or \$	Australian dollars unless otherwise stated.
AEST	Australian Eastern Standard Time.
Applicant	a person who submits a valid Application Form pursuant to this Prospectus.
Application	a valid application made on an Application Form to subscribe for Offer Securities pursuant to this Prospectus.
Application Moneys	money paid by an Investor upon Application.
Application Form	the application form attached to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
ASX Settlement	ASX Settlement Pty Ltd ACN 008 504 532.
Board	the board of Directors.
Closing Date	For the: Lind Options Offer, is 5.00pm AEST on 6 March 2015 or an amended time as set by the Board. Share Offer, is 5.00pm AEST on 27 May 2015 or an amended time as set by the Board.
Company	Lamboo Resources Limited (ABN 53 123 631 470).
Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Deposit	is defined in Section 2.21
Director	a director of the Company.
Funding Agreement	The agreement entered into the Company and the Australian Special Opportunity Fund, LP, an institutional investor managed by The Lind Partners LLC on 12 January 2015.
Hengda	China Sciences Hengda Graphite Co. Ltd
Lamboo	Lamboo Resources Limited (ABN 53 123 631 470).
Lind Partners or Lind	Australian Special Opportunity Fund, LP, an institutional investor managed by The Lind Partners LLC.
Lind Closing Shares	(Section 1.2) means 2 million Shares issued pursuant to the Funding Agreement on 20 January 2015.
Lind Note	is defined in Section 1.3.
Lind Options	(Section 2.3) means 3 million Lind Option offered pursuant to the Funding Agreement Refer to Section 5.2 for more information.
Lind Options Offer	(Section 2.3) means the offer of the Lind Options under this Prospectus.
Lind Option Shares	Means Shares to be issued upon exercise of the Lind Options.

Lind Note Shares	(Section 2.2) means Shares that will be issued on conversion of the Lind Note.
Listing Rules	the listing rules of the ASX.
Offers	the offer of Offer Securities made under this Prospectus, namely the Lind Option Offer and the Share Offer.
Offer Securities	Lind Options and Share Offer Shares or one or more of them, as the context indicates.
Official List	the Official List of ASX.
Opening Date	is 27 February 2015.
Options	an option to subscribe for and be issued, a Share.
Prospectus	this Prospectus and includes the electronic prospectus.
Placement	The placement of Shares for which Shareholder approval was obtained at Lamboo's general meeting of 27 February 2014.
Placement Shares	means Shares the Company may issue by way of placement during the Share Offer Period, pursuant to approval by Shareholders in the Company's general meeting on 27 February 2015.
Share	a fully paid ordinary share in the Company.
Share Offer	the offer of the Share Offer Shares
Share Offer Shares	1,000 Shares offered pursuant to the Share Offer (see Section 2.2)
Share Offer Period	Means the period between 27 February 2015 and 27 May 2015, unless changed by the Directors.
Shareholder	the registered holder of Shares in the Company.
Share Registry	Boardroom
VWAP	Volume weighted average price (of Shares).
Wang	Wang Fengjun, the controlling shareholder of Hengda.