

Fairstar Resources Limited

ACN 115 157 689

Prospectus

Offer

For the conditional offer of 1,000 Shares to the public at an issue price of \$0.01 each to raise \$10 (Offer).

Cleansing

This Prospectus has also been prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued following this Prospectus. Please refer to Section 4.3 for further details.

Underwriting

The Offer is not underwritten.

IMPORTANT NOTICE

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of the Offer. If you do not understand this document you should consult your stockbroker, accountant or other professional adviser. The Securities offered by this Prospectus should be considered speculative.

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1. IMPORTANT INFORMATION

1.1 General

The Prospectus is dated 17 June 2014 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX and their respective officers do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

Within 7 days of the date of this Prospectus, the Company will make an application to ASX for the Shares offered pursuant to this Prospectus to be admitted for quotation on ASX. No Shares will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus.

1.2 Conditional Offer

The Offer is conditional on the Company achieving the minimum subscription as set out in Section 4.2.

1.3 Electronic Prospectus

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at www.fairstarresources.com. Applications cannot be made on line. 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. 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 electronic version of this Prospectus.

1.4 Application for Securities

Please read the instructions in this Prospectus and on the accompanying Application Form regarding the acceptance of the Offer. By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for Securities in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Prospectus, you have acted in accordance with the terms of the relevant Offer detailed in this Prospectus and you agree to all of the terms and conditions as detailed in this Prospectus.

1.5 Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors set out in Section 6 that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

1.6 Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. 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. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision on whether or not to invest in Securities or the Company.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this Prospectus. Any such extraneous information or representation may not be relied upon.

1.7 Offer restrictions

The offer of Securities made pursuant to this Prospectus are not made to persons or in places to which, or in which, it would not be lawful to make such an offer of Securities. No action has been taken to register the Offer under this Prospectus or otherwise permit the Offer to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore 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.

This Prospectus does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

1.8 Representations

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied upon as having been authorised by the Company or the Directors in relation to the Offer.

1.9 Forward-looking statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements are based on an evaluation of current economic and operating conditions, as well as assumptions regarding future events. These events, as at the date of this Prospectus, are expected to take place, but there is no guarantee that such will occur as anticipated or at all given that many of the events are outside the Company's control.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

1.10 Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 9.

All references in this Prospectus to \$, AUD or dollars are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Perth, Western Australia.

2. CORPORATE DIRECTORY

Directors

John-Pierre Reifler (Non Exec. Chairman, Non Exec. Director)
Kevin J Robertson (Managing Director)
Con Markopoulos (Non Exec. Director)
David Allan Rossiter (Non Exec. Director)

Company Secretary

Madhukar Bhalla

Registered Office

Unit 3 and 4
136 Main Street
OSBORNE PARK WA 6017

Share Registry (for information purposes only)

Advanced Share Registry
110 Stirling Highway
NEDLANDS WA 6009

Auditor (for information purposes only)

Stantons International
Level 2, 1 Walker Street
WEST PERTH WA 6005

Legal Advisor

Lawton Gillon
Level 11
16 St Georges Terrace
PERTH WA 6000

ASX Code

FAS
FASO

Website

www.fairstarresources.com

3. TIMETABLE

The timetable for the Offer is as follows:

Event	Date
Lodgement of this Prospectus with ASIC	17 June 2014
Opening Date	18 June 2014
Closing Date	31 August 2014
Expected Date of Official Quotation of the Shares	12 September 2014

The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the Listing Rules. This may include extending the Offer or accepting late acceptances, either generally or in particular cases.

4. DETAILS OF THE OFFER

4.1 Offer

The Company is making an offer of 1,000 Shares to the public at an issue price of \$0.01 each to raise \$10 before expenses of the Offer. The Offer has no minimum subscription. The Offer is open to the public however no Shares will be issued under the Offer to Directors, related parties of the Company or any other person if the issue would breach the takeover prohibition in section 606 of the Corporations Act.

The Company reserves the right to reject any Application Form or to allocate any Applicant fewer Shares than the number for which the Applicant has applied.

4.2 Conditions of the Offer

This Offer is not subject to achieving a minimum subscription.

4.3 Purpose of the Offer

The Company is seeking to raise only a nominal amount of \$10 under this Prospectus and accordingly, the purpose of this Prospectus is not to raise capital. The Directors intend to apply the proceeds from the Offer to expenses of the Offer.

This Offer is for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued after the date of this Prospectus.

Relevantly, section 708A(11) of the Corporations Act provides that an offer of securities for sale does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either
 - (i) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) 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.

4.4 Rights and liabilities attaching to new Securities

The Shares to be issued pursuant to the Offer are of the same class and will rank equally in all respects with the existing Shares on issue. The rights and liabilities attaching to the Shares are further described in Section 7.2.

4.5 Minimum subscription

There is no minimum subscription under the Offer.

4.6 Underwriting

The Offer is not underwritten.

4.7 Commissions on Offer applications

The Company reserves the right to pay a fee of up to 6% (excluding GST) of amounts subscribed to any licensed securities dealer or Australian Financial Services Licensee in respect of valid Application Forms lodged and accepted by the Company and the stamp of the licensed securities dealer or Australian Financial Services Licensee. Payments will be subject to receipt of a proper tax invoice from the licensed securities dealer or Australian Financial Services Licensee.

4.8 Applications

Applications for Securities under the Offer can only be made on the relevant Application Form attached to or accompanying this Prospectus. Under the Offer, Applicants may apply for a minimum parcel of 100 Shares, representing a minimum investment of \$1.00 using an Application Form. Applicants seeking additional Shares must apply thereafter for Shares in multiples of 100 (equivalent to \$1.00).

All applications must be completed in accordance with the detailed instructions on the Application Form and be accompanied by a cheque or bank cheque drawn and payable on an Australian bank (if applicable). The cheque must be made payable to "Fairstar Resources Limited" and should be crossed "Not Negotiable". No brokerage or stamp duty is payable.

Completed Application Forms and accompanying cheques (if applicable) must be received by the Company before 5.00pm (WST) on the Closing Date by either being delivered to, or mailed to, the following address:

Delivered to:
Fairstar Resources Limited
Unit 3
136 Main Street
Osborne Park WA 6017

Posted to:
Fairstar Resources Limited
PO Box 1520
Osborne Park WA 6916

All Application Monies received with duly completed Application Forms will be paid into the Company account in accordance with Section 4.10.

An original, completed and lodged Application Form together with a cheque for the Application Monies (if applicable) constitutes a binding and irrevocable offer to subscribe for

the number of Securities specified in each Application Form. The Application Form does not need to be signed to be valid.

If the Application Form is not completed correctly or if the accompanying payment is for the wrong amount, it may be treated by the Company as valid. The Directors' decision as to whether to treat such an Application Form as valid and how to construe, amend or complete the Application Form is final, however, for Application Forms an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the cheque for the Application Monies.

Applicants are encouraged to lodge their Application Forms as soon as possible, as the Offer may close early without notice.

4.9 Allocation and issue of Securities

The issue of Securities will occur as soon as practicable after the Closing Date. Holding statements will then be dispatched as required by ASX. It is the responsibility of Applicants to determine their allocation prior to trading in the Securities. Applicants who sell the Securities before they receive their holding statement will do so at their own risk.

The Directors reserve the right to reject any Application Form or to issue a lesser number of Shares than that applied for under the Offer. If the number of Shares allocated is less than that applied for, or no issue is made, the surplus Application Monies will be promptly refunded without interest.

4.10 Application Monies

The Application Monies for Shares to be issued pursuant to the Offer will be held in trust on behalf of Applicants until the Shares are issued. If the conditions to the Offer set out in Section 4.2 are not achieved within a period of 3 months from the date of this Prospectus, the Application Monies will be refunded in full without interest, and no Shares will be issued under the Offer. All interest earned on Application Monies (including those which do not result in the issue of Shares) will be retained by the Company.

4.11 ASX quotation

The Company will apply to ASX within 7 days after the date of this Prospectus for Official Quotation of the Shares offered under this Prospectus.

If approval for Official Quotation of the Shares to be issued pursuant to this Prospectus is not granted within 3 months after the date of this Prospectus, the Company will not issue any Shares and will repay all Application Monies without interest as soon as practicable.

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

4.12 Overseas investors

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

No action has been taken to register this Prospectus or otherwise to permit an offering of Securities in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to them of Securities offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

4.13 CHESS and issuer sponsorship

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of Securities.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after issue. Holding statements will be sent either by CHESS (for security holders who elect to hold Securities on the CHESS sub-register) or by the Company's Share Registry (for security holders who elect to hold their Securities on the issuer sponsored sub-register). The statements will set out the number of Securities issued under this Prospectus and the Holder Identification Number (for security holders who elect to hold Securities on the CHESS sub register) or Shareholder Reference Number (for security holders who elect to hold their Securities on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the ASX Listing Rules and the Corporations Act.

4.14 Privacy disclosure

Persons who apply for Securities pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for Securities, to provide facilities and services to security holders, and to carry out various administrative functions. Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for Securities will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

4.15 Taxation

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

4.16 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, lawyer, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company on +61 89242 5111.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

This Offer is for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued after the date of this Prospectus.

5.2 Effect of the Offer

The effect of the Offer will, assuming that no Options are exercised and that 1,000 Shares are issued prior to the Closing Date as referred to in Section 4.2, be that:

- (a) cash reserves (before costs) will increase by approximately \$10; and
- (b) the number of Shares on issue will increase from 1,783,659,888 to 1,783,660,888.

5.3 Capital structure

The capital structure of the Company following completion of the Offer is set out below:

Shares	Full Subscription
Existing Shares on issue at the date of this Prospectus	1,783,659,888
Shares to be issued under the Offer	1,000
Total Shares on issue at completion of the Offer	1,783,660,888

5.4 Pro forma statement of financial position

Set out below is the audited consolidated statement of financial position of the Company and the unaudited pro forma consolidated statement of financial position, as at 31 December 2013, prepared on the basis of the following assumptions:

- (a) the Offer was effective on 18 June 2014; and
- (b) no further Securities are issued (including by way of exercise of Options).

The significant accounting policies upon which the consolidated statement of financial position and the pro forma consolidated statement of financial position are based are contained in the audited financial report for the year ended 30 June 2013.

	Audited 31 December 2013 \$	Adjustments related to the Offer \$	Unaudited Pro Forma 31 December 2013 \$
Current Assets			
Cash and cash equivalents	448,579	(11,900)	436,679
Trade and other receivables	281,992		281,992
Other	750		750
Total Current Assets	731,251		731,251
Non-Current Assets			
Other receivables	189,600		189,600
Financial Assets	272,506		272,506
Capitalised exploration expenditure	3,247,522		3,247,522
Property, plant and equipment	<u>271,931</u>		<u>271,931</u>
Total non-current assets	3,981,559		3,981,559
TOTAL ASSETS	4,712,810	(11,900)	4,700,910
Current Liabilities			
Trade and other payables	4,348,188		4,348,188
Borrowings	7,245,353		7,245,353
Provisions	<u>10,000</u>		<u>10,000</u>
Total current liabilities	11,603,541		11,603,541
Non-current liabilities	<u>6,063</u>		<u>6,063</u>
Borrowings	6,063		6,063
Total non – current liabilities			
Total liabilities	11,609,604		11,690,604
(Net asset deficiency)	(6,896,794)	(11,900)	(6,908,694)
EQUITY			
Issued capital	123,818,854	(11,900)	123,806,954
Reserves	1,249,790		1,249,790
Accumulated losses	<u>(131,965,438)</u>		<u>(131,965,438)</u>
Total equity (deficiency)	(6,896,794)	(11,900)	(6,896,794)

Note: adjustments related to the Offer assume funds of \$10 raised and costs of the offer of \$12,000.

5.5 Effect of the Offer on control Offer

The Company will not issue Shares under the Offer to Directors, related parties of the Company or any other person if the issue would breach the takeover prohibition in section 606 of the Corporations Act.

The following table sets out the potential dilutionary effect of the Offer assuming that no current Shareholders apply for or are issued Shares under the Offer.

Full Subscription		
Existing Shares	Shares issued	% dilution
1,783,659,888	1,000	0.00%

6. RISK FACTORS

As with any share investment, there are risks associated with an investment in the Company. The numerous risk factors are both of a specific and a general nature. Some can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated.

This Section 7 identifies the major areas of risk associated with an investment in the Company, but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed. Potential investors should read the entire Prospectus and consult their professional advisor before deciding whether to apply for Shares.

These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares and in the future.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.

6.1 Specific risks

(a) Future capital needs and Inherent Uncertainty Regarding Concern

The Company's growth through expansion of its current business will require substantial expenditures. There can be no guarantees that the Company's cash reserves will be sufficient to successfully achieve all the objectives of the Company's overall business strategy.

If the Company is unable to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer and existing working capital, there can be no assurance that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional resources on terms acceptable to the Company or at all.

Any additional equity financing may be dilutive to the Company's existing Shareholders and any debt financing if available, may involve restrictive covenants, which limit the Company's operations and business strategy. The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

It is noted the Independent Auditor's Review Report on the half-year financial report to 31 December 2013 accounts contains an Emphasis of Matter in relation to the Company's ability to continue as a going concern.

(b) Exploration

The mineral tenements in which the Company has an interest are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration of these tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

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

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the tenements, a reduction in the case reserves of the Company and possible relinquishment of the tenements.

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

(c) Operations

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

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests.

(d) Regulatory Risks

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the tenements in which the Company currently holds an interest.

6.2 General risks

(a) Investments

The Shares to be issued pursuant to this Prospectus should be considered speculative due to the nature of the Company's business. There is no guarantee as to the payment of dividends, return of capital or the market value of the Shares. The prices at which an investor may be able to trade the Shares may be above or below the price paid by the investor for the Shares.

Prospective investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate to their own circumstances.

(b) Commodity Price and Exchange Rate Risk

As the Company expands operations, there is a greater exposure to currency exchange rate fluctuations which could adversely effect costs.

As the Company's potential earnings will be largely derived from the sale of mineral commodities, either in processed or concentrate forms, the Company's future revenues and cash flows will be impacted by changes in the prices of these commodities. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major metal producing centres as well as macroeconomic conditions such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States dollars while the Company's cost base will be in Australian dollars. Consequently changes in the Australian dollar exchange rate will impact on the earnings of the Company. The exchange rate is affected by numerous factors beyond the control of the Company, including interest rates, inflation and the general economic outlook.

(c) Share market

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Shares may be subject to fluctuation and may be affected by many factors including, but not limited to, the following:

- . general economic outlook;
- . interest rates and inflation rates;
- . currency fluctuations;
- . commodity price fluctuations;
- . changes in investor sentiment toward particular market sectors;
- . the demand for, and supply of, capital; and
- . terrorism or other hostilities.

There is also no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few buyers or sellers of Shares on the ASX at any particular time:

(d) Competition

The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, and such activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(e) Economy

The future viability of the Company is also dependent on a number of factors which may affect the performance of all industries and not just the exploration and mining industries including, but not limited to, the following:

- general economic conditions;
- changes in Government policies, taxation and other laws;
- the strength of the equity and share markets in Australia and throughout the world and, in particular, investment sentiment towards the commodities sector;
- movement in, or outlook on, exchange rates, interest rates and inflation rates; and
- natural disasters, social upheaval or war.

7. ADDITIONAL INFORMATION

7.1 Continuous disclosure obligations

The Company is a "listed disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which require it to disclose to the ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a "transaction-specific" prospectus in respect of the Offer.

In general terms, a "transaction-specific prospectus" is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2013;
 - (ii) the half-year financial report of the Company for the half year ended 31 December 2013; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in Section 7.1(c)(i) before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement on 31 October 2013 of the 2013 annual report.

Date	Heading
12./06/2014	Funding Mandate
12/06/2014	Reinstatement to Official Quotation
06/06/2014	Suspension from Official Quotation
04/06/2014	Trading Halt
27/05/2014	Appendix 3B
13/05/2014	Response to ASX Appendix 5B Query
13/05/2014	Appendix 3B
30/04/2014	Quarterly Activities and Cash Flow Report
29/04/2014	Appendix 3B
16/04/2014	ASX Media Release – Relocation of Share Registry
10/04/2014	Amended Appendix 3B
08/04/2014	Appendix 3B
04/04/2014	Appendix 3X
03/04/2014	Board and Chair Appointment
28/03/2014	Appendix 3X 3Z
26/03/2014	Board Appointment
14/03/2014	Half Yearly Report and Accounts
11/03/2014	Appendix 3B
03/03/2014	Strategic Vendor Finance
28/02/2014	Trading Halt
24/02/2014	Response to ASX Aware Query
19/02/2014	Appendix 3B
19/02/2014	Response to ASX Price and Volume Query
10/02/2014	Response to ASX Appendix 5B Query
31/01/2014	Quarterly Activities & Cashflow Report
10/01/2014	Appendix 3B

06/01/2014	Response to ASX Query
27/12/2013	Response to Price Query
27/12/2013	Appendix 3B
23/12/2013	Market Update
18/12/2013	Appendix 3B
05/12/2013	Final Director's Interest Notice
04/12/2013	Reinstatement to Official Quotation
04/12/2013	Market Update
03/12/2013	Request for Voluntary Suspension
03/12/2013	Press article Update
03/12/2013	Voluntary Suspension
03/12/2013	Market Update
02/12/2013	Press Article
28/11/2013	Annual General Meeting Results
28/11/2013	Trading Halt
28/11/2013	Resignation of Non-Executive Director
15/11/2013	Response to Appendix 5B Query
13/11/2013	Reply to ASX Price Query
31/10/2013	September Quarterly & Cash Flow Report
31/10/2013	Notice of Annual General Meeting/Proxy Form

7.2 Rights and liabilities attaching to the Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General Meetings

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

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

(b) Voting Rights

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

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

(c) Dividend Rights

Subject to the rights of persons (if any) entitled to shares with special rights to dividend the Directors may declare a final dividend out of profits in accordance with the Corporations Act and may authorise the payment or crediting by the Company to the shareholders of such a dividend. The Directors may authorise the payment or crediting by the Company to the shareholders of such interim dividends as appear to the Directors to be justified by the profits of the Company. Subject to the rights of

(d) Winding-Up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no shareholder is compelled to accept any shares or other securities in respect of which there is any liability. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, shares classified by ASX as restricted securities at the time of the commencement of the winding up shall rank in priority after all other shares.

(e) Transfer of Shares

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

(f) Variation of Rights

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

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

7.3 Consents

Each of the parties referred to as consenting parties who are named below:

- (a) does not make the Offer;
- (b) has not authorised, and has not caused the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based;
- (d) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus; and
- (e) has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named.

Role	Consent Party
Legal adviser	Lawton Gillon

7.4 Directors', experts' and advisers' consents and interests

Other than as set out below or elsewhere in this Prospectus no:

- . Director or proposed Director;
- . person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- . promoter of the Company; or
- . underwriter to the issue of the Securities or financial services licensee named in this Prospectus as being involved in the issue of the Securities,

holds at the date of this Prospectus or held at any time during the last two years, any interest in:

- . the formation or promotion of the Company;
- . property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the offer of Securities under the Offer; or
- . the offer of Securities.

(a) Directors' Relevant Interests in securities

As at the date of this Prospectus, the Directors had the following Relevant Interests in Shares:

Director	Number
John-Pierre Reifler	500,000
Kevin J Robertson	3,246,500
Con Markopoulos	136,500
David Allan Rossiter	Nil

As at the date of this Prospectus, the Directors had the following Relevant Interests in Options:

Director	Exercise price	Expiry date	Number
John-Pierre Reifler	\$0.10	31 August 2014	71,429
Kevin J Robertson	\$0.10	31 August 2014	3,894,757
Con Markopoulos	\$0.10	31 August 2014	Nil
David Allan Rossiter	\$0.10	31 August 2014	Nil

(b) Remuneration

The Constitution provides that the Directors may be paid for their services as directors a maximum total amount (excluding salaries) determined by the Company in general meeting (currently set at \$500,000). Executive Directors are entitled to be remunerated by salary or other employment related benefits in accordance with their

employment agreements. The table below sets out the remuneration paid, or due to be paid, to the Directors (exclusive of GST) for the two financial years prior to the date of this Prospectus and for the current financial year until the date of this Prospectus:

Director	Remuneration paid in 2014 financial year	Remuneration paid in 2013 financial year	Remuneration paid in 2012 financial year
John-Pierre Reifler	\$ Nil	\$ Nil	\$ Nil
Kevin J Robertson	\$399,500.92	\$441,774.36	\$405,486.34
Con Markopoulos	\$34,998.00	\$30,833.33	\$369,999.96
David Allan Rossiter	\$ Nil	\$ Nil	\$ Nil

(c) Experts and advisers

Lawton Gillon has acted as legal adviser to the Company. Lawton Gillon's fees for work in relation to the Offer (which includes services in connection with the Offer) up to the date of lodgement of this Prospectus will be approximately \$5,000 (plus GST and disbursements). Lawton Gillon may receive further fees for additional work done determined on the basis of hours spent at its ordinary hourly rates.

7.5 Expenses of the Offer

The estimated expenses of the Offer (exclusive of GST) are as follows:

Expense	Full Subscription
Legal fees	\$5,000
ASIC fees	\$2,225
ASX fees	\$1,575
Printing and other costs	\$3,200
Total	\$12,000

7.6 Market price of Shares

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

The table below sets out the highest, lowest and last market sale price of the Company's ordinary securities in the six months prior to the date of lodgement of this Prospectus

Date	Lowest	Highest	Last
03.06.2014	\$0.003	16.Dec.13 \$ 0.020	\$0.004

7.7 Litigation

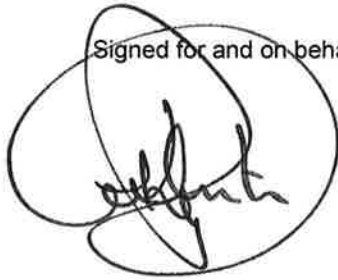
As at the date of this Prospectus, the Company is involved in proceedings commenced by the City of Kalgoorlie/Boulder in the District Court of Western Australia seeking the sum of \$112,126.45 plus interest and costs.

8. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company on 17th June 2014.

A handwritten signature in black ink, appearing to read 'Kevin J Robertson', is enclosed within a large, hand-drawn oval. The signature is fluid and cursive.

Kevin J Robertson
Managing Director
Fairstar Resources Limited

9. DEFINITIONS

Definitions used in this Prospectus are as follows:

Applicant means an applicant for Securities under an Offer.

Application Form means an application form in respect of the Offer attached to and forming part of this Prospectus.

Application Monies means the amount of money in dollars and cents payable for Shares at \$0.01 per Share pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX Listing Rules means the ASX Listing Rules published and distributed by the ASX.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of Directors of the Company from time to time.

Business Day means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means the date that the Offer close which is 5.00pm (WST) on 31 August 2014 or such other time and date as the Directors determine.

Company means Fairstar Resources Limited ACN 115 157 689

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Offer means the offer to the public of 1,000 shares at an issue price of \$0.01 each pursuant to this Prospectus to raise \$10.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the official list of the ASX.

Official Quotation means official quotation on ASX.

Opening Date means the first date for receipt of completed Application Forms which is 9:00am (WST) on 18 June 2014 or such other time and date as the Directors determine.

Option means an option to acquire a Share.

Prospectus means this prospectus dated 17 June 2014.

Securities means Shares

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

