

**KING RIVER COPPER LIMITED
ACN 100 714 181**

PROSPECTUS

For the Offer of 5 Shares at an issue price of 12 cents per Share and the issue of 2 free Options for every 5 Shares subscribed for under the Prospectus

This Prospectus has been prepared for the purposes of section 708(11)(b)(ii) of the Corporations Act to remove any secondary trading restrictions on the sale of securities to be issued by the Company while the offer of Securities is open under this Prospectus.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This Prospectus contains important information about the Offer.

IMPORTANT NOTICE

This Prospectus is dated 19 June 2014 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the Securities the subject of this Prospectus.

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

In preparing this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.

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

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. If an applicant is resident in a country other than Australia it should consult its professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

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.

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

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

CORPORATE DIRECTORY

DIRECTORS

Mr Anthony Barton (Non-Executive Chairman)
Mr Derek Carew-Hopkins (Non-Executive Director)
Mr Leonid Charuckyj (Non-Executive Director)

COMPANY SECRETARY

Mr Greg MacMillan

BUSINESS OFFICE

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SOLICITORS TO THE OFFER

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***SHARE REGISTRY**

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770 Canning Highway
Applecross, Western Australia, 6153

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- * Security Transfer Registrars Pty Ltd has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only

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1. INVESTMENT OVERVIEW

Question	Response	Where to find more information
What is the Offer?	The Company is offering to issue 5 Shares for 12 cents each and 2 free Options (on the basis of 2 free Options for every 5 Shares subscribed for under this Prospectus). The Options offered will rank equally with the existing listed Options on issue (20 cent exercise price and 30 June 2015 expiry date). The full terms of the Options are set out in Section 5.2.	Sections 2.1, 4.1 and 5.2
Who should apply?	The Company will invite an investor to apply. You should not apply for the Securities unless you are invited to do so.	Sections 2.1 and 4.1
What is the purpose of the Offer?	<p>During the period in which this Offer is open, the Company will issue 5,000,000 Shares to investors to raise a gross sum of \$600,000 (New Shares) and 2,000,000 free Options on the same terms as the existing listed Options (New Options). The New Securities (New Shares and New Options) will be issued without a prospectus to institutional, sophisticated and professional style investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act and who are not related parties of the Company.</p> <p>The Corporations Act restricts the trading of securities that are issued without a prospectus or otherwise where section 708A of the Corporations Act is not complied with. The purpose of the Offer is to allow Shareholders that will be issued with the New Securities to be able to sell them without secondary trading sale restrictions.</p>	Section 2.1
What is the effect of the Offer?	<p>The effect of the Offer is to remove the secondary trading sale restrictions on the New Securities.</p> <p>The Offer will further increase the number of Shares on issue by 5 Shares and the number of Options on issue by 2 Options and decrease the cash reserves of the Company by approximately \$5,500 (being the estimated expenses of the Offer).</p>	Section 2.2
What are the risks associated with an investment in the Company?	<p>Some of the key risks associated with an investment in the Company are set out below. The Applicant for the Securities should consider these risks and the risks set out in Section 3 when considering whether to apply for the Securities being offered. Some of the key specific risks are:</p> <ul style="list-style-type: none">• Exploration and development risk – Resource exploration and development is by its nature a high risk undertaking. The Company is focusing on exploring the copper and gold potential of its East Kimberley tenements. There is no assurance that these activities will result in a commercially viable discovery or transaction.	Section 3

Question	Response	Where to find more information
	<ul style="list-style-type: none"> • Future capital needs and additional funding – The Company will need to raise further capital (equity or debt) in the future. No assurance can be given that future funding will be available to the Company on favourable terms or at all which would prejudice the development of projects and the viability of the Company. • Commodity prices – The Company is seeking to develop projects which will be reliant on the prices of various commodities including copper and gold. Adverse fluctuations in these prices may detrimentally affect the development of the projects. • Reliance on key personnel - The Company's success largely depends on the core competencies of its Directors and any management and their familiarisation with, and ability to operate in, the resource industry. 	
What are the key dates of the Offer?	<p>Prospectus lodged with ASIC.</p> <p>Opening Date</p> <p>Closing Date</p> <p>Despatch of holding statement</p>	<p>19 June 2014</p> <p>19 June 2014</p> <p>3 July 2014</p> <p>4 July 2014</p>
	<p>Please note that these dates are subject to change. The Company reserves the right, subject to the Corporations Act and the Listing Rules to amend the timetable at any time, and in particular, to extend the Closing Date.</p>	

2. PURPOSE AND EFFECT OF THE OFFER

2.1 Purpose of Offer

During the period in which the Offer is open, the Company will issue 5,000,000 Shares to investors to raise a gross sum of \$600,000 (New Shares) and 2,000,000 free Options on the basis of 2 free Options for every 5 New Shares subscribed for (New Options). The New Options have an exercise price of 20 cents and an expiry date of 30 June 2015.

The New Securities (New Shares and New Options) will be issued without a prospectus to institutional, sophisticated and professional style investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act and who are not related parties of the Company.

The Corporations Act restricts the trading of securities that are issued without a prospectus or otherwise where section 708A of the Corporations Act is not complied with. The purpose of the Offer is to allow Shareholders that will be issued with the New Securities to be able to sell them without trading restrictions. This Prospectus has been prepared for the purpose of section 708A(11)(b)(ii) of the Corporations Act to remove any secondary sales restrictions on the sale of the New Securities. Section 708A(11)(b)(ii) of the Corporations Act removes secondary sale restrictions where relevant securities are issued while an offer of the same class of quoted securities is open under a prospectus.

Under the Offer, the Company will invite an investor to subscribe for 5 Shares at 12 cents each and 2 free Options, which Options will be in the same class as the existing listed Options. The Company will only receive a nominal amount of 60 cents under this Prospectus and therefore raising funds is not a purpose of the Offer.

2.2 Effect of the Offer

The effect of the Offer will be to remove the secondary trading sale restrictions on the New Securities to be issued.

The Offer will further:

- (a) increase the number of Shares on issue by 5 Shares and increase the number of Options on issue by 2 Options; and
- (b) decrease the cash reserves of the Company by approximately \$5,500, being the estimated costs of the Offer.

2.3 Capital Structure

The capital structure of the Company after the issue of 5 Shares and 2 Options under this Prospectus and the issue of the New Securities is set out below.

	Number
SHARES	
Existing Shares	150,648,174
New Shares	5,000,000
Shares to be issued under this Prospectus	5
Total	160,648,179
OPTIONS	
Quoted Options	60,689,458

Unquoted Options	10,550,000
New Options (same class as quoted Options)	2,000,000
Options to be issued under this Prospectus (same class as quoted Options)	2
Total	73,239,460

Notes:

- (a) This table assumes that no Options are exercised before the Closing Date.
- (b) The quoted Options have an exercise price of 20 cents and an expiry date of 30 June 2015. The full terms of the quoted Options are set out in Section 5.2.
- (c) The unquoted Options are in classes as follows:
- 1,000,000 Options with an exercise price of 37 cents and an expiry date of 30 June 2014;
 - 750,000 Options with an exercise price of 24 cents and an expiry date of 30 June 2014;
 - 1,950,000 Options with an exercise price of 55 cents and an expiry date of 31 December 2014;
 - 4,250,000 Options with an exercise price of 10 cents and an expiry date of 30 June 2015;
 - 1,250,000 Options with an exercise price of 10 cents and an expiry date of 30 November 2017; and
 - 1,350,000 Options with an exercise price of 20 cents and an expiry date of 30 June 2019.

2.4 **Effect on Financial Position**

The issue of 5 Shares and 2 Options under this Prospectus will not have a material impact on the Company's financial position. For this reason a pro-forma statement of financial position of the Company showing the financial effect of the Offer has not been included in this Prospectus.

2.5 **No Effect on Control**

The issue of 5 Shares and 2 Options will have no effect on control of the Company.

3. RISK FACTORS

3.1 Introduction

The Applicant for the Securities should be aware that an investment in the Company is highly speculative. The Company is focusing on exploring the copper and gold potential of its East Kimberley tenements.

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

The specific risks below are some of the risks to the Company of a specific nature by reason of its proposed involvement in the resources industry. The general investment risks below are some of the risks to the Company of a general economic nature.

3.2 Specific risks

Exploration

Investors should understand that resource exploration and development is by its nature a high risk undertaking. There can be no assurance that the Company's exploration of its tenements (including for copper and gold) or any other exploration projects that may be acquired in the future will result in the discovery of a significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

Development and mining

Possible future development of a mining operation at any of the Company's projects is dependent on a number of factors including, but not limited to, failure to acquire and/or delineate economically recoverable ore bodies, unfavourable geological conditions, failing to receive the necessary approvals from all relevant authorities and parties, unseasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risk from any third parties providing essential services.

In the event that the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions and other accidents.

Future capital needs and additional funding

The Company's ability to raise 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 the success of the exploration and development programs, any feasibility studies, 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.

Commodity price volatility

The Company is seeking to develop projects which will be reliant on the prices of various commodities including copper and gold.

Commodity 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, forward selling by producers and production cost levels, general world economic conditions and the outlook for interest rates, inflation and other economic 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.

Reliance on key personnel

The Company's success largely depends on the core competencies of its Directors and any management and their familiarisation with, and ability to operate in, the resource and development industries.

Resource estimations

Resources estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made.

Additionally, resource estimates may change over time as new information becomes available. If the Company encounters mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

Title

All of the tenements or licences in which the Company has or may earn an interest in will be subject to applications for renewal or grant (as the case may be). The renewal or grant of the terms of each tenement or licence is usually at the discretion of the relevant government authority.

Additionally, tenements are subject to a number of State specific legislative conditions including payment of rent and meeting minimum annual expenditure commitments. The inability to meet these conditions could affect the standing of a tenement or restrict its ability to be renewed.

If a tenement or licence expires, is not renewed or granted, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that tenement.

Native title and land access

The Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is a significant uncertainty associated with native title in Australia and this may impact upon the Company's operations and future plans.

It is important to note that the existence of a native title claim is not an indication that native title in fact exists to the land covered by the claim, as this is a matter ultimately determined by the Federal Court. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner) or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of mining operations.

Environmental

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

Potential acquisitions

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

3.3 General investment risks

Securities investments and share market conditions

There are risks associated with any securities investment. The trading prices of securities trade 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.

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.

Legislative

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

4. DETAILS OF THE OFFER

4.1 The Offer

By this Prospectus the Company offers for subscription 5 Shares at 12 cents each and 2 free Options (on the basis of 2 free Options for every 5 Shares subscribed for under this Prospectus). The Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus. The Options offered will rank equally with the existing listed Options on issue at the date of this Prospectus. An Applicant should only apply at the invitation of Directors.

The successful Applicant will be issued with the Securities offered under this Prospectus. The Offer is not underwritten. There is no sponsoring broker. No broker or financial services licensee will be paid any fee in relation to this Offer.

The details of how to apply for the Securities are set out below.

4.2 Application for Securities

An application for the Shares and Options may only be made by an investor at the direction of the Company and must be made using an Application Form.

A completed Application Form and accompanying cheque must be mailed or delivered to the Company as follows:

Post:

King River Copper Limited
PO Box Z5518
Perth WA 6831

Delivery:

King River Copper Limited
254 Adelaide Terrace
Perth WA 6000

A cheque should be made payable to "King River Copper Limited Share Offer Account" and crossed "Not Negotiable". A completed Application Form must reach the Company by no later than the Closing Date.

4.3 Minimum Subscription

The minimum subscription under the Offer is 60 cents. The Company will not issue the Securities pursuant to this Prospectus until the minimum subscription is satisfied.

4.4 Allocation and Allotment

Allotment of the Securities will take place as soon as practicable after the Closing Date. The Directors will determine the allottee of the Securities and reserve the right to reject any Application.

4.5 Opening Date and Closing Date of the Offer

The Opening Date is 19 June 2014 and the Closing Date is estimated to be 5.00pm WST on 3 July 2014. The Directors reserve the right to extend the Closing Date and the Offer or close the Offer early without notice.

4.6 Official Quotation by ASX

Application for official quotation by ASX of the Securities (the Shares and the Options) to be issued by this Prospectus will be made within 7 days after the date of this Prospectus. If the Securities to be issued by this Prospectus are not admitted to official quotation by ASX before the expiration of 3 months after the date of the Prospectus, or such period as is varied by ASIC, the Company will not issue the Securities and will repay all application money within the time prescribed under the Corporations Act, without interest.

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

4.7 ASX Listed Company

The Company is included in the official list of ASX and the Listing Rules apply to securities issued by the Company.

4.8 Applicants Outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer to issue 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 such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities law. No action has been taken to register or qualify the Securities or otherwise permit a public offering of the Securities the subject of this Prospectus in any jurisdiction outside Australia. It is intended that the Applicant invited to apply will be resident in Australia.

It is the responsibility of any Applicant outside Australia to obtain all necessary approvals for the allotment and issue of the Securities under this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the Applicant that all relevant approvals have been obtained.

4.9 CHES

The Company participates in the Clearing House Electronic Subregister System (CHES). CHES is operated by ASX Settlement Pty Ltd (ASPL), a wholly owned subsidiary of ASX.

Under CHES, the Company does not issue certificates to investors. Instead, Shareholders receive a statement of their holdings in the Company. If an investor is broker sponsored, ASPL will send a CHES statement.

4.10 Rights Attaching to Securities

A summary of the rights attaching to the Securities is set out in Section 5.

5. RIGHTS ATTACHING TO SECURITIES

5.1 Rights attaching to Shares

Full details of the rights and liabilities attaching to the Shares are:

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- 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 Shares. 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.

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. The person who holds a share which is not fully paid shall be entitled to a fraction of a vote equal to that proportion of a vote that the amount paid (not credited) on the relevant share bears to the total amounts paid and payable in respect of those shares (excluding amounts credited). Voting may be in person or by proxy, attorney or representative.

Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are to be paid equally on all shares except that a partly paid share confers an entitlement only to the proportion of the dividend which the amount paid (not credited) on a share bears to the total amounts paid and payable (excluding amounts credited).

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.

Transfer of Shares

Subject to the Constitution of the Company, the Corporations Act, the Listing Rules and any other applicable law of Australia, shares are freely transferable.

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.

Election of Directors

There must be a minimum of 3 Directors. A Director must retire from office at the third annual general meeting after the Director was elected or most recently re-elected. These retirement rules do not apply to certain appointments including the managing director. Directors appointed by the Board as additional Directors hold office until the next following annual general meeting and are then eligible for re-election.

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.

Listing Rules

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 Terms of Options

The terms of the issue of the Options are:

- (a) Each Option entitles the holder to one Share in the capital of the Company.
- (b) The Options may be exercised at any time prior to 5.00pm Western Standard Time on 30 June 2015 ("**Expiry Date**").
- (c) The exercise price of the Options is 20 cents each.
- (d) Application will be made for the Options to be quoted and the Options will be freely tradeable.
- (e) The Company will provide to each Option holder a notice that is to be completed when exercising the Options ("**Notice of Exercise**"). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the Expiry Date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be allotted and the identity of the proposed allottee. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (f) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX within 7 business days after the date of issue of all Shares pursuant to the exercise of Options to be admitted to quotation.

- (g) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised except in the event of a bonus issue. The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.
- (h) If on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company, then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that bonus issue if the Options had been exercised before the record date for the bonus issue.
- (i) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the Listing Rules.

6. ADDITIONAL INFORMATION

6.1 Board and Management

The Board consists of:

- Mr Anthony Barton (Non-Executive Chairman)
- Mr Derek Carew-Hopkins (Non-Executive Director)
- Mr Leonid Charuckyj (Non-Executive Director)

Mr Barton is a substantial shareholder in the Shares in the Company. Mr Barton is therefore not an independent director.

At present, Mr Carew-Hopkins and Mr Charuckyj are independent directors.

6.2 Interests of Directors

Other than as set out below 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 two 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.

Holdings of Directors

Director' relevant interests in securities of the Company at the date of the Prospectus are:

Director	Shares	Options
Anthony Barton ¹	14,879,768	7,401,910
Derek Carew-Hopkins ²	1,000,000	1,030,000
Leonid Charuckyj ³	1,456,062	1,332,425

¹ 6,500,000 of the Shares and 2,200,001 listed Options with an exercise price of 20 cents expiring 30 June 2015 are held by Mr AP Barton and Mrs CH Barton as trustee for the Barton Family Superannuation Fund of which Mr Barton is a director and a beneficiary.

7,060,000 of the Shares and 3,424,001 listed Options with an exercise price of 20 cents expiring 30 June 2015 are held by Australian Heritage Group Pty Ltd as trustee for the Australian Heritage Trust of which Mr Barton is a director and a beneficiary. 919,768 of the Shares and 367,908 listed Options with an exercise price of 20 cents expiring 30 June 2015 are held by Inglewood Lodge Pty Ltd of which Mr Barton is a director and a beneficiary. 400,000 of the Shares and 160,000 listed Options with an exercise price of 20 cents expiring 30 June 2015 are held by Barton and Barton Pty Ltd of which Mr Barton is a director. 1,250,000 unlisted Options with an exercise price of 10 cents expiring 30 June 2015 are held by Mr Barton.

² The Options held by Mr Carew-Hopkins are 280,000 listed Options with an exercise price of 20 cents expiring 30 June 2015 and 750,000 unlisted Options with an exercise price of 10 cents expiring 30 June 2015.

³ 959,550 of the Shares and 383,820 listed Options with an exercise price of 20 cents expiring 30 June 2015 are held by Mr L Charuckyj and Mrs CM Charuckyj as trustee for the ZETA Super Fund of which Mr Charuckyj is a trustee and beneficiary. 440,000 of the Shares and 176,000 listed Options with an exercise price of 20 cents expiring 30 June 2015 are held by Temtor Pty Ltd of which Mr Charuckyj is a director and beneficiary. 56,512 of the Shares, 22,605 listed Options with an exercise price of 20 cents expiring 30 June 2015, and 750,000 unlisted Options with an exercise price of 10 cents expiring 30 June 2015 are held by Mr Charuckyj .

Remuneration of Directors

Anthony Barton is paid a director's fee as Chairman of \$40,000 per annum plus statutory superannuation. In the two years prior to the date of this Prospectus Mr Barton has received a total cash remuneration of \$80,000 in director's fees and \$7,200 in superannuation.

Derek Carew-Hopkins is paid a director's fee of \$40,000 per annum plus statutory superannuation. In the two years prior to the date of this Prospectus Mr Carew-Hopkins has received a total cash remuneration of \$80,000 in director's fees and \$7,200 in superannuation.

Leonid Charuckyj is paid a director's fee of \$40,000 per annum plus statutory superannuation. In the two years prior to the date of this Prospectus Mr Charuckyj has received a total cash remuneration of \$80,000 in director's fees and \$7,200 in superannuation.

Directors are entitled to be paid reasonable expenses incurred by them on business of the Company.

The Directors are not required to hold any Shares in the Company under the Constitution.

6.3 Interests of Experts and Advisors

Except as disclosed in this Prospectus, no expert, promoter or any 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 two 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.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any 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, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Fairweather Corporate Lawyers has acted as solicitors to the Company in relation to the Offer. In respect of this work, the Company will pay approximately \$3,000 exclusive of GST and disbursements. Subsequently fees will be paid in accordance with normal hourly rates. Fairweather Corporate Lawyers has or will be paid fees of approximately \$31,050 exclusive of GST in the 2 years prior to the date of this Prospectus.

6.4 Expenses of the Offer

The total expenses connected with the Offer including legal fees, ASX and ASIC fees and other miscellaneous expenses will be approximately \$5,500.

6.5 Consents

The following party has given its written consent to be named in this Prospectus and for the inclusion of statements made by that party (as described below in the form and context in which they are included), and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

FW Legal Pty Ltd trading as Fairweather Corporate Lawyers has consented to being named as the Solicitors to the Offer.

The party referred to above in this Section:

- does not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this Section;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus or any omissions from this Prospectus other than a reference to its name and a statement included in the Prospectus with the consent of that party as specified in this Section; and
- has not caused or authorised the issue of this Prospectus.

6.6 Share Trading History

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

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

	Price	Date
Highest	15.5 cents	28 May 2014
Lowest	6.3 cents	24 March 2014
Latest	15.0 cents	18 June 2014

6.7 Transaction Specific Prospectus and Continuous Disclosure Obligations

The Company is a disclosing entity under 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.

In general terms "transaction specific prospectuses" are required to contain information in relation to the effect of the offer on the Company and the rights and liabilities attaching to the securities offered. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company on the basis that, as at the date of this Prospectus, the Company has not withheld from its continuous disclosure reporting any information about such matters that investors and their professional advisers would reasonably require to make an informed assessment of such matters and expect to find in this Prospectus.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of the copy of the Prospectus with ASIC.

The Company lodged its latest annual financial report with ASX on 20 September 2013. The following documents have been lodged with ASX since the date of lodgement of the Company's latest annual financial report:

Date	Description of Announcement
24/09/2013	New Copper Discoveries
01/10/2013	Exploration Drilling Update & Investor Presentation
02/10/2013	Trading Halt
04/10/2013	Highly Encouraging Initial Assays from Chapman Discovery
07/10/2013	Notice of Annual General Meeting / Proxy Form
14/10/2013	Drilling Commenced on Copper Gold Targets
17/10/2013	Drilling Update for London Presentation
28/10/2013	Drilling Progress Update
30/10/2013	Quarterly Cashflow Report
30/10/2013	Quarterly Activities Report
04/11/2013	Trading Halt
04/11/2013	New Mineralisation Intersected at Catto
04/11/2013	Response to ASX Price Query
06/11/2013	High Silver Values at Catto
07/11/2013	Response to ASX aware query
07/11/2013	Results of Meeting
11/11/2013	Suspension from Official Quotation
19/11/2013	Trading Suspension Update
28/11/2013	ASX Voluntary Suspension Update
04/12/2013	RC Drill Assay Results from Chapman Flats
04/12/2013	Reinstatement to Quotation
02/01/2014	RC Drill Assay Results from Catto
22/01/2014	Quarterly Activities Report
23/01/2014	Quarterly Activities Report – Addendum
30/01/2014	Quarterly Cashflow Report
05/03/2014	Drill Program May 2014
06/03/2014	Half Year Accounts

Date	Description of Announcement
28/03/2014	Trading Halt
28/03/2014	Request for trading halt
31/03/2014	Placement
01/04/2014	King River 2014 Field Program Commences 2 April
04/04/2014	Placement
16/04/2014	Appendix 3B
16/04/2014	Prospectus s708 Secondary Trading
17/04/2014	2013 Share Cancellation
24/04/2014	Excellent Outcomes from Helicopter Reconnaissance
28/04/2014	Quarterly Cashflow Report
28/04/2014	Quarterly Activities Report
07/05/2014	Appendix 3B
08/05/2014	King River Phase 1 Exploration Update
19/05/2014	Change of Director's Interest Notice
22/05/2014	Notice of General Meeting / Proxy Form
23/05/2014	Trading Halt
23/05/2014	Trading Halt Request
23/05/2014	King River Phase 1 Exploration Update
23/05/2014	Response to ASX price query
28/05/2014	London Investors Conference Presentation
28/05/2014	King River Phase 1 Drilling Commencement
04/06/2014	Copper Oxide Mineralisation Identified
05/06/2014	Trading Halt
06/06/2014	Placement
19/06/2014	Diamond Drilling Intersects Target Structures

7. DIRECTORS' AUTHORISATION AND CONSENT

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

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

Dated: 19 June 2014

A handwritten signature in black ink, appearing to be 'A. Barton', written over a dotted line.

Signed for and on behalf of King River Copper Limited
By Mr Anthony Barton
Chairman of Directors

8. GLOSSARY

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

Applicant	a person(s) who submits a valid Application Form pursuant to this Prospectus.
Application	a valid application made on an Application Form to subscribe for Securities pursuant to this Prospectus.
Application Form	the application form attached to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited (ACN 008 624 691).
Board	the Board of Directors.
Closing Date	the closing date for receipt of Application Forms under this Prospectus, estimated to be 5.00pm WST on 3 July 2014 or an amended time as set by the Board.
Company or King River Copper	King River Copper Limited (ACN 100 714 181).
Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Director	a director of the Company.
Listing Rules	the official listing rules of the ASX.
New Options	2,000,000 Options with an exercise price of 20 cents and an expiry date of 30 June 2015 to be issued to investors.
New Securities	New Shares and New Options.
New Shares	5,000,000 Shares to be issued to investors to raise a gross sum of \$600,000.
Offer	an invitation made in this Prospectus to subscribe for Securities.
Official List	the official list of ASX.
Opening Date	19 June 2014.
Option	an option to subscribe for a Share.
Prospectus	this Prospectus.
Securities	Shares and Options.
Share	a fully paid ordinary share in the Company.

Shareholder	a person who holds one or more Shares.
WST	Western Standard Time, Perth, Western Australia.
\$ or Dollars	Australian dollars unless otherwise stated.

APPLICATION FORM

Only complete this Application Form if you are directed to do so by the Company.

This Application Form relates to the issue of 5 Shares in King River Copper Limited at an issue price of 12 cents to a Prospectus dated 19 June 2014. Successful Applicants will be issued with 2 free Options for every 5 Shares subscribed for under the Prospectus. The Options will be on the terms set out in the Prospectus.

The expiry date of the Prospectus is the date which is 13 months after the date of the Prospectus. The Prospectus contains information about investing in the Shares of the Company and it is advisable to read this document before applying for the Securities. A person who gives another person access to this Application Form must at the same time and by the same means give the other person access to the Prospectus, and any supplementary prospectus (if applicable).

We the undersigned (the "Applicant") hereby apply to the Company for:

Number of Shares applied for:	Broker Stamp
Application moneys at 12 cents per Share: \$	

Title	Given Names/Company Name	Surname/ACN
.....
Joint applicants or account designation		
.....
.....

Postal Address
City/Town State Postcode

Contact Name	Daytime Contact No.
Email contact	

CHESS Details: PID	HIN
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Tax File No/Exemption Category		
Applicant 1	Applicant 2	Applicant 3
.....

Payment Details			
Drawer	Bank	Branch	Amount
.....	\$
.....	\$

DECLARATION

By lodging this Application Form and a cheque for the Application money the Applicant hereby:

- a) applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the Directors;
- b) agrees to be bound by the Constitution of the Company; and
- c) authorises the Directors to complete or amend this Application Form where necessary to correct any errors or omissions.

INSTRUCTIONS

1. Enter the number of Shares you wish to apply for.
2. Enter the total amount of application moneys payable. To calculate this amount, multiply the number of Shares you are applying for by the issue price for each Share.
3. Enter the full name(s) of all legal entities that are to be recorded as the registered holders.
4. Enter the postal address for all communications from the Company.
5. Enter the name and telephone number of the person who should be contacted if there are any questions with respect to this application.
6. If you are CHESS sponsored, enter your Participant Identification Number (PID) and Holder Identification Number (HIN), otherwise leave this box blank and a Shareholder Reference Number (SRN) will be allocated to you on issue.
7. Enter the tax file number(s) of the Applicant(s) - this is not mandatory.
8. Unless otherwise agreed by the Company, payment must be made to "**King River Copper Limited Share Offer Account**" by cheque drawn or payable on a bank within Australia, crossed "**Not Negotiable**" and be in Australian dollars. Receipt of payment will not be acknowledged.
9. This Application Form does not need to be signed. Return of this Application Form with the required application moneys will constitute acceptance of that number of Shares stated on this form.

If you have received an Application Form without a complete and unaltered copy of this prospectus, please contact the Company who will send you, free of charge, either a printed or electronic version of this Prospectus (or both).

CORRECT FORMS OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full name and the surname are required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below:

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Trusts	Mr John David Brown <John David Brown A/C>	John Brown Family Trust
Deceased Estates	Mr John David Brown <Est John David Brown A/C>	John Brown <Deceased>
Partnerships	Mr John David Brown and Mr Michael James Brown	John Brown & Son
Clubs/ Unincorporated Bodies	Mr John David Brown <ABC Tennis Association A/C>	Brown Investment Club or ABC Tennis Association
Super Funds	John Brown Pty Ltd <Super Fund A/C>	John Brown Superannuation Fund

PAYMENT DETAILS

Please note that if an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it shall be final. An Application Form will not be treated as having offered to subscribe for more Shares than is indicated by the amount of the accompanying cheque. Please return the completed Application Form (accompanied by a cheque for the application moneys) at any time prior to the Closing Date to King River Copper Limited to the address set out in the Prospectus.

Applications must be received by the Closing Date.

Please telephone the Company on (08) 9221 8055 if you have any questions with respect to this application form.