



**GULF MANGANESE CORPORATION LIMITED**  
**ABN 73 059 954 317**

**PROSPECTUS**

For the offer of up to 800,000,000 New Shares at an issue price of \$0.015 to raise up to \$12 million before issue costs with 3 free attaching New Options for every 2 New Shares issued, exercisable at \$0.005 each, expiring on 21 April 2019.

This is also a compliance prospectus for the issue of 5,000 New Shares to selected investors at an issue price of \$0.015 per Share to raise \$75 before issue to facilitate secondary trading of the New Shares and New Options issued by the Company (**Cleansing Offer**).

The Company will issue such number of New Securities as are taken up under the Offers.

**LEAD MANAGER:**



**Important Notice**

This document is important and should be read in its entirety (including the 'Risk Factors' in section 4) before deciding whether to apply for New Securities. If after reading this Prospectus you have any questions about the New Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The New Securities offered by this Prospectus should be considered speculative.

## IMPORTANT NOTES

This Prospectus is dated 15 June 2017 and a copy of this Prospectus was lodged with the ASIC on that date. ASIC, ASX and its officers respectively take no 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. The Company will apply to ASX for the New Shares and New Options to be granted quotation on ASX.

This Prospectus does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer. Applications for securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person whom, it would be unlawful to issue in this Prospectus.

Applicants should rely on their own knowledge of the Company, refer to disclosures made by the Company to the ASX and consult their professional advisers before deciding whether to accept the Offer. Announcements made by the Company to ASX are available from the ASX website at <http://www.asx.com.au/>. The information in this Prospectus does not constitute a securities recommendation or financial product advice.

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 Prospectus including each of the documents attached to it and which form part of this Prospectus is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

In particular, it is important that you consider the risk factors (see **section 4** of this Prospectus) that could affect the performance of the Company before making an investment decision.

Some words and expressions used in this Prospectus have defined meanings which are explained in **section 7**.

## ELECTRONIC PROSPECTUS

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

The Corporations Act prohibits any person passing onto another person the Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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## 1. DETAILS OF THE OFFER

### 1.1 Details of the Offer

The Company is inviting applications for up to a total of 800,000,000 New Shares at an issue price of \$0.015 per New Share, to raise up to \$12 million before issue costs, with 3 free attaching New Options for every 2 New Shares issued, exercisable at \$0.005 each and expiring on 21 April 2019.

The New Shares and New Options offered under this Prospectus will rank equally with the Existing Shares and Existing Options, respectively, on issue.

The Offer is not underwritten. There is no guarantee that the Offer will proceed or that any applications will be accepted.

The key information relating to the Offer and references to further details are set out below.

### 1.2 Lead Manager Offer

This Prospectus also includes an offer of up to 80,000,000 Lead Manager Options in accordance with the Lead Manager Mandate. The Lead Manager Options are being offered under this Prospectus to facilitate the secondary trading of the Options and are issued on the same terms and conditions as the New Options. For further details on the Lead Manager Mandate, please refer to section 5.1(c).

### 1.3 Minimum Subscription

Under the Offer, the minimum subscription to be raised is \$6 million and the maximum subscription to be raised is \$12 million (in each case before the costs of the Offer). No New Securities will be issued pursuant to this Prospectus until the minimum subscription has been achieved. Should the minimum subscription not be reached within 4 months after the date of this Prospectus, all Application Moneys will be dealt with in accordance with the Corporations Act.

### 1.4 Opening and Closing Dates

The Opening Date of the Offer will be 15 June 2017 and the Closing Date will be 21 August 2017. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

### 1.5 Applications

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

Applicants will need to follow the procedures advised to them by the Company for Applications under this Offer.

### 1.6 Details of substantial holders

Based on public available information as at 15 June 2017, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Tan Han Swee and Tanah Capital Pte Ltd <sup>1</sup>	186,371,428 <sup>2</sup>	11.86%
<b>Total Shares on currently on issue</b>	<b>1,571,183,253</b>	

#### Notes

1. Tan Han Swee has an indirect relevant interest in the securities held by Tanah Capital Pte Ltd (**Tanah Capital**), as the majority shareholder of Tanah Capital.

2. Subject to the completion of the Tanah Subscription Agreement, Tanah Capital will be issued a minimum of a further 200,000,000 New Shares. For further information on the terms and conditions of the Tanah Subscription Agreement please see section 1.7(b) and 5.1(a) below.

## **1.7 Effect of the Offer on the Control of the Company**

### **(a) General**

The maximum number of New Shares which will be issued pursuant to this Prospectus is 800,005,000. This equates to approximately 34% of all the issued Shares in the Company following completion of the issue of New Shares under the Offer.

Shareholders should be aware that if the Offer is fully subscribed, their holdings are likely to be diluted by approximately 34% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus) assuming no Options are exercised prior to the Offer.

### **(b) Substantial Shareholders and control of the Company**

As at the date of this Prospectus, Tan Han Swee has a relevant interest in 186,371,428 Shares, being 11.86% of the Company's total issued Shares and is a substantial Shareholder of the Company. Under the Tanah Subscription Agreement, Tan Han Swee is entitled to apply for New Securities, through his majority shareholding of Tanah Capital. Assuming the minimum subscription amount is raised under the Offer, Tan Han Swee will be issued 200,000,000 New Shares and will hold a 19.9% relevant interest in the voting power of the Company. Pursuant to the Tanah Subscription Agreement, Tan Han Swee will be entitled to apply for further New Securities in proportion to the amount raised under the Offer. In the event that Tan Han Swee applies for further New Securities, the Company will not allocate any additional New Securities such that his relevant interest in voting shares in the Company (together with his Associates) would exceed 20% of the total issued voting shares in the Company, other than in accordance with the Corporations Act.

## **1.8 Allotment and Application Money**

The Directors will determine the allottees of the New Securities. The Directors reserve the right to reject any application or to allocate any applicant fewer New Shares and New Options than the number applied for.

Where the number of New Securities allotted is less than the number applied for, the surplus moneys will be returned by cheque as soon as practicable after the Closing Date. Where no allotment is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

All Application Money received before the New Securities are issued will be held in a special purpose account. After any Application Money is refunded (if relevant) and New Securities are issued to applicants, the balance of funds in the account plus accrued interest will be received by the Company.

## **1.9 ASX Quotation**

Application will be made within seven days of the date of issue of this Prospectus for the New Shares and New Options to be granted Official Quotation by ASX.

If the New Shares and New Options are not quoted by ASX within three months after the date of this Prospectus, the Company will not allot or issue any New Shares and New Options and will refund all Application Money in full as soon as practicable, without interest.

The fact that ASX may agree to grant Official Quotation of the New Shares and New Options is not to be taken in any way as an indication of the merits of the Company or the New Shares and New Options.

## **1.10 Offer Outside Australia and New Zealand**

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action

has been taken to register or qualify the securities or the Offer or otherwise to permit an offering of the securities in any jurisdiction outside Australia and New Zealand.

### **1.11 Market Prices of Existing Shares on ASX**

Trading in the Securities of the Company on ASX was suspended on 9 December 2016.

The Company's Securities will remain suspended from trading on ASX and will not be reinstated until satisfaction of the conditions to the Offer and satisfaction of the ASX's conditions for re-quotations of the Company's Shares. The Directors believe that the Company will be able to satisfy these conditions, provided that the minimum subscription amount is raised.

The Company anticipates that trading will commence on or about 23 June 2017.

### **1.12 CHES**

The Company participates in the Clearing House Electronic Sub-register System (**CHES**). ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

Under CHES, applicants will not receive a certificate but will receive a statement of their holding of New Shares and New Options.

If you are broker sponsored, ASX Settlement will send you a CHES statement.

The CHES statement will set out the number of New Shares and New Options issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares and New Options issued to you under this Prospectus and your security holder reference number.

A CHES statement or issuer sponsored statement will routinely be sent to holders of Shares and Options at the end of any calendar month during which the balance of their holding changes. Holders may request a statement at any other time, however, a charge may be made for additional statements.

### **1.13 Rights and Liabilities attaching to the New Securities**

The New Shares will rank equally in respect of dividends and in all other respects (e.g. voting, bonus issues) as Existing Shares.

The New Options will be issued on the same terms, and rank equally with, the Existing Options. A summary of the rights and liabilities attaching to the New Shares and New Options are set out in section 3.

### **1.14 Taxation Implications**

The Directors do not consider that it is appropriate to give advice regarding the taxation consequences of applying for New Securities under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of applicants. Applicants should consult their own professional tax adviser in connection with the taxation implications of the Offer.

### **1.15 Cleansing Offer**

As announced to the ASX on 20 April 2017, the Company carried out a placement to sophisticated and professional investors of 204,600,000 Shares at a price of \$0.005 per Share, to raise \$1,023,000 (**Interim Raise**).

The funds raised under the Interim Raise were used for repayment of the short term loan, second tranche deposit payment for the furnaces and working capital purposes.

The Shares issued under the Interim Raise ranked equally in all respects with the Company's existing Shares. The issue of the Shares under the Interim Raise was undertaken without disclosure under Part 6D of the Corporations Act.

Accordingly, for the purposes of permitting the on-sale of these securities within 12 months of the date of their issue under sections 707(3) and 708(11) of the Corporations Act, this Prospectus also offers to selected investors 5,000 New Shares at an issue price of \$0.015 per Share to raise \$75, in the same class as the Shares issued under the Interim Raise to facilitate secondary trading of Shares issued by the Company (**Cleansing Offer**).

The Shares under the Cleansing Offer will rank equally in all respects with existing Shares. The Cleansing Offer will open on 15 June 2017, and close on 21 August 2017.

#### **1.16 Enquiries**

Any queries regarding the Offer should be directed to Mr Leonard Math, Company Secretary at the Company on +61 (08) 9367 9228.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

## 2. USE OF FUNDS AND EFFECT OF THE ISSUE

### 2.1 Use of funds

The Company intends to use any funds raised from the Offers for the purposes set out below:

Use of funds	Minimum Subscription (\$6m)	Maximum Subscription (\$12m)
Balance of payment – acquisition of furnaces	666,666	666,666
Refurbishment of smelters	1,797,333	1,797,333
Earthworks, geotechnics and civil works at Bolok	1,500,000	1,500,000
Engineering and fabrication works	800,000	3,400,000
Structural costs	-	2,348,013
Contract costs	566,667	1,016,667
Expenses of the offer	399,320	771,320
Working capital	270,089	500,076
<b>Total</b>	<b>6,000,075</b>	<b>12,000,075</b>

### 2.2 Effect of the Offer on capital structure

The effect of the Offers on the capital structure of the Company is set out below.

Shares	Minimum Subscription (\$6m)	Maximum Subscription (\$12m)
Shares currently on issue	1,571,183,253	1,571,183,253
Shares offered pursuant to this Prospectus	400,005,000	800,005,000
<b>Total Shares on issue after completion of the Offer</b>	<b>1,971,188,253</b>	<b>2,371,188,253</b>

Under the Offers, the total number of Shares on issue will increase by up to 800,005,000 (being a total of up to 2,371,188,253 Shares).



<b>Listed Options (exercisable at \$0.005 expiring 21 Apr 2019)</b>	<b>Minimum Subscription (\$6m)</b>	<b>Maximum Subscription (\$12m)</b>
Listed Options currently on issue	461,823,967	461,823,967
Listed Options offered pursuant to this Prospectus	600,000,000	1,200,000,000
Lead Manager Options	40,000,000	80,000,000
<b>Total Listed Options on issue after completion of the Offers</b>	<b>1,101,823,967</b>	<b>1,741,823,967</b>

<b>Unlisted Options</b>	<b>Minimum Subscription (\$6m)</b>	<b>Maximum Subscription (\$12m)</b>
Unlisted Options exercisable at \$0.0196 expiring 30 Sep 2018	51,925,917	51,925,917
Unlisted Options exercisable at \$0.0196 expiring 21 Feb 2018	10,000,000	10,000,000
Unlisted Options exercisable at \$0.0496 expiring 30 Sep 2018	15,000,000	15,000,000
Unlisted Options exercisable at \$0.3746 expiring 31 July 2017	13,900,000	13,900,000
Unlisted Options exercisable at \$0.2496 expiring 31 Dec 2018	7,500,000	7,500,000
Unlisted Options exercisable at \$0.02 expiring 5 Sep 2021	50,000,000	50,000,000
Unlisted Options exercisable at \$0.02 expiring 5 Sep 2021	24,000,000	24,000,000
<b>Total unlisted Options on issue after completion of the Offers</b>	<b>172,325,917</b>	<b>172,325,917</b>

<b>Total issued Options on completion of the Offers</b>	<b>1,274,149,884</b>	<b>1,914,149,884</b>
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### 2.3 Statement of Financial Position

Set out below is the Consolidated Statement of Financial Position of the Company as at 31 December 2016 (reviewed), based on the minimum raising of \$6 million and the maximum raising of \$12 million.

The significant accounting policies upon which the Consolidated Statement of Financial Position and the Consolidated Pro-forma Statement of Financial Position are based, are contained in the Company's Annual Report (audited) for year ended 30 June 2016.

	<b>Reviewed 31 Dec 2016 AUD\$</b>	<b>\$6M Minimum Proforma 31 Dec 2016 AUD\$</b>	<b>\$12M Maximum Proforma 31 Dec 2016 AUD\$</b>
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash	689,512	7,313,267	12,941,267
Trade and other receivables	160,798	160,798	160,798
<b>Total Current Assets</b>	<b>850,310</b>	<b>7,474,065</b>	<b>13,101,065</b>
<b>NON CURRENT ASSETS</b>			
Property, Plant and Equipment	1,717,802	1,717,802	1,717,802
<b>Total Non Current Assets</b>	<b>1,717,802</b>	<b>1,717,802</b>	<b>1,717,802</b>
<b>TOTAL ASSETS</b>	<b>2,568,112</b>	<b>9,191,867</b>	<b>14,819,867</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	462,452	462,452	462,452
Share application funds received	750	-	-
<b>Total Current Liabilities</b>	<b>463,202</b>	<b>462,452</b>	<b>462,452</b>
<b>TOTAL LIABILITIES</b>	<b>463,202</b>	<b>462,452</b>	<b>462,452</b>
<b>NET ASSETS</b>	<b>2,104,910</b>	<b>8,729,415</b>	<b>14,357,415</b>
<b>EQUITY</b>			
Contributed equity	25,311,144	31,935,649	37,563,649
Accumulated losses	(29,407,948)	(29,407,948)	(29,407,948)
Options reserve	6,201,714	6,201,714	6,201,714
<b>NET EQUITY</b>	<b>2,104,910</b>	<b>8,729,415</b>	<b>14,357,415</b>

**Notes:**

The Pro-forma Statement of Financial Position has been prepared based on the following inclusions:

- (i) share application funds received of \$750 have been converted to Shares;
- (ii) completion of the Interim Raise placement of 204,600,000 Shares at a price of \$0.005 per Share, raising \$1,023,000; and
- (iii) the loan agreement with Tanah Capital dated 6 March 2017 was repaid in full on 19 April 2017.

## 2.4 Going Concern – Emphasis of Matter

The Half Year Report of the Company for the half year ended 31 December 2016 stated the following:

*“The interim financial report has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the ordinary course of business.*

*The Consolidated Entity incurred a loss for the half-year of \$4,416,551 (2015: \$1,770,790) and net operating cash outflows of \$851,958 (2015: \$755,977). As at 31 December 2016, the Consolidated Entity had a working capital position of \$387,108 (2015: deficit of \$135,927).*

*The Consolidated Entity is working to develop a ferromanganese smelting and sales business to produce low / medium carbon ferromanganese allow in West Timor, Indonesia.*

*On the 20th February 2017 the Investment Agreement with Marthen Amtiran (“Pak Marthen”) was terminated. The funds raised from this agreement were to substantially progress the project.*

*These conditions indicate a material uncertainty that may cast significant doubt about the ability of the Consolidated Entity to continue as a going concern.*

*The company is currently in advanced discussions with sophisticated investors to complete a Private Placement. The funds are expected to be raised within 3 months from the date of the Interim Financial Report. The funds raised from the Private Placement will be sufficient to meet all commitments for the next phase of the ferromanganese smelting business and to satisfy creditors as at 31 December 2016.*

*On the 6th March 2017 the Consolidated Entity entered into a Loan Agreement with Tanah Capital Pte Ltd. Under the Loan Agreement the Consolidated Entity has the ability to draw down A\$350,000. The funds are to be used to pay for the smelter deposit which will cost USD\$250,000. The funds of A\$350,000 was drawn down and received on 8th March 2017. The term of the loan is for 3 months from the date of the agreement and attracts an interest charge of 1% per month. On the basis the Consolidated Entity can complete the Private Placement, the repayment of the Loan will be paid from the funds raised from the Private Placement. If the Private Placement cannot be completed within 3 months from the 6th March 2017 then the Loan is repayable in cash.*

*The directors have prepared a cash flow forecast, which includes the completion of the above activities that indicates that the Consolidated Entity will have sufficient cash flows to meet all commitments and working capital requirements for the 12 month period from the date of signing this financial report.*

*In the event the above matters are not achieved, the Consolidated Entity will be required to raise funds of approximately \$1.5 million for working capital, including repayment of the Loan to Tanah Capital from debt or equity sources by May 2017.*

*Based on the cash flow forecasts and other factors referred to above, the directors are satisfied that the going concern basis of preparation is appropriate. In particular, given the Company’s history of raising capital to date, the directors are confident of the Consolidated Entity’s ability to raise additional funds as and when they are required.*

*Should the Consolidated Entity be unable to continue as a going concern it may be required to realise its assets and extinguish its liabilities other than in the normal course of business and at amounts different to those stated in the financial statements.*

*The financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or to the amount and classification of liabilities that might result should the Consolidated Entity be unable to continue as a going concern and meet its debts as and when they fall due.”*

A copy of the Half Year Report is available from the Company free of charge, in accordance with the Company’s continuous disclosure obligations. For further information in regards to the Company’s continuous disclosure obligations, please refer to section 5.2.

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### **3. RIGHTS AND LIABILITIES ATTACHING TO NEW SECURITIES**

#### **3.1 Rights attaching to New Shares**

The following is a summary of the more significant rights and liabilities attaching to the New Shares to be issued pursuant to this Prospectus. 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.

The rights attaching to the New Shares arise from a combination of the Company's Constitution, the Corporations Act, the Listing Rules and general law. A copy of the Company's Constitution is available for inspection free of charge during business hours at its registered office.

The New Shares to be issued pursuant to this Prospectus will as from their allotment rank equally in all respects with all Existing Shares.

The New Shares to be issued pursuant to this Prospectus are fully paid ordinary shares and will as from their allotment rank equally in all respects with all Existing Shares.

A summary of the rights attaching to the New Shares is set out below.

(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 each Share held.

(c) Dividend rights

The Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

- (e) Shareholder liability  
As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.
- (f) Transfer of shares  
Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.
- (g) Future increase in capital  
The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.
- (h) Variation of rights  
Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.  
  
If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.
- (i) Alteration of constitution  
In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

### 3.2 Terms and Conditions of the New Options and Lead Manager Options

The New Options and Lead Manager Options to be issued pursuant to this Prospectus will, as from their allotment, be issued on the same terms and rank equally in all respects with all Existing Options.

- (a) Entitlement  
Each Option will entitle the holder to subscribe for one Share.
- (b) Expiry Date  
Each Option will expire at 5.00pm (WST) on 21 April 2019 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) Exercise Price  
The Options are exercisable in whole or in part at a price of 0.5 cents per Option (**Exercise Price**) by completing and delivering a duly completed form of notice of exercise to the registered office of the Company together with the payment of the Exercise Price in immediately available funds for the number of Shares in respect of which the Options are exercised.
- (d) Exercise Period  
The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).
- (e) Shares issue on exercise  
All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then existing Shares.

- (f) Quotation of Options  
Application will be made to ASX for Official Quotation of the Options.
- (g) Quotation of Shares issued on exercise  
Application will be made to ASX for Official Quotation by ASX of all Shares allotted pursuant to the exercise of Options within the time period required by the Listing Rules after the date of allotment.
- (h) Participation in new issues  
The holders of Options may only participate in new issues of securities as holders of Shares if an Option has been exercised and Shares have been allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give notice to the holder of the Options of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules or any waiver from the Listing Rules provided to the Company by ASX.
- (i) Adjustment for rights issue  
There will be no change to the Exercise Price of an Option or the number of Shares over which an Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a Bonus Issue).
- (j) Adjustment for bonus issues of Shares  
If, from time to time, before the expiry of the Options, the Company makes a pro rata issue of Shares to Shareholders for no consideration (**Bonus Issue**), the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other Shares of that class at the date of issue of the Bonus Shares.
- (k) Reconstruction of capital  
If, prior to the expiry of any Options, there is a reorganisation of the issued capital of the Company, the Options will be reorganised in the manner set out in and to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (l) Allotment of Shares  
Shares allotted and issued pursuant to the exercise of the Options will be allotted and issued, and a holding statement provided to the holders of Options in respect of those Shares, on the above terms and conditions not more than 15 business days after the receipt of a duly executed form of notice of exercise and the Exercise Price in immediately available funds in respect of the Options exercised.

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## **4. RISK FACTORS**

### **4.1 Overview**

The New Securities offered under this Prospectus are considered speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus, and to consult their professional advisers, before deciding whether to apply for New Securities pursuant to this Prospectus.

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

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

### **4.2 Company Specific Risks**

(a) **Manganese Ore Demand and Price Volatility and Supply**

The demand for, and price of, manganese ore is highly dependent on a variety of factors, including international supply and demand, the level of steel product demand, weather conditions, the price and availability of alternatives, actions taken by governments and international cartels, and global economic and political developments. Fluctuations in steel prices and, in particular, a material decline in the price of steel may have a material adverse effect on the Company's business, financial condition and results of operations. The supply of manganese ore will be important to the proposed smelter business of the Company and given that the Company does not presently own its own tenements, it will need to enter into supply contracts and/or source supply from third parties. The ability to source that supply at an acceptable price and volume will affect the proposed smelter business.

(b) **Foreign Exchange Risk**

The current operations of the Company are in Australia and Indonesia and the costs of some revenues from operations will be in US dollar and Indonesian Rupiah. As the Company's financial reports will be presented in Australian dollars, the Company will be exposed to the volatility and fluctuations of the exchange rate between the US dollar, Rupiah and the Australian dollar. Global currencies are affected by a number of factors that are beyond the control of the Company. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors. These factors may have a positive or negative effect on the Company's development plans and activities together with the ability to fund those plans and activities.

(c) **Environmental Risk**

The Company is subject to environmental laws and regulations in connection with operations it may pursue. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws. However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability. Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area. The Company's operational risks include environmental hazards such as accidental spills or leaks, ruptures and discharge.

The occurrence of any such incident could result in substantial costs to the Company for environmental rehabilitation, damage control and losses.

(d) Power Sourcing

The Indonesian government owned Kupang power provider (PLTU) has a written agreement with PT Gulf Mangan Grup to provide power for the initial smelting operations and expansion plans. PLTU has ample capacity at the current time, and this will be monitored and considered by the Company as other industries develop in the region.

(e) Finalisation of the Land Lease Agreement

The Company has signed a binding Land Lease Agreement with the Government of East Nusa Tenggara Province for the construction of a smelting hub on the Bolok Industrial Estate in Kupang. Various provisions under the agreement are still to be finalised and although the Company anticipates that these matters will be completed by August 2017, there is no certainty that this will occur by this time.

(f) Tanah Subscription Agreement

Under the Tanah Subscription Agreement, Tanah Capital has agreed to subscribe for further New Shares and New Options on the terms set out in section 5.1(a) below. This subscription remains subject to conditions that need to be satisfied or waived by 30 June 2017. In the event that these conditions are not satisfied or waived then the subscription by Tanah Capital will not proceed. In these circumstances, provided the Company otherwise raises the minimum subscription amount (see section 1.3) the proposed issue of New Shares and New Options will proceed.

### 4.3 General Risks

(a) Economic

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

(b) Market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) Additional requirements for capital

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(d) Dividends

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors



considered relevant by the Directors. The Company can give no assurance in relation to the payment of dividends or franking credits attaching to dividends.

(e) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(f) Sovereign Risk (General)

The Company's key operations are located in Indonesia. Possible sovereign risks associated with operating in Indonesia include, without limitation, changes in the terms of legislation, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its shares. No assurance can be given regarding future stability in Indonesia or any other country in which the Company may, in the future, have an interest.

(g) Insurance risks

The Company maintains insurance for certain activities within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

(h) Market risk and interest rate volatility

From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or floating. A change in interest rates would be expected to result in a change in the interest rate to the Company and, hence, may affect its profit.

(i) Competition

There is a risk that the Company will not be able to continue to compete in the competitive industry in which it operates. The potential exists for the nature and extent of the competition to change rapidly, which may cause loss to the Company.

(j) Share market

There are general risks associated with an investment and the share market. The price of the Company's securities on the ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance. These factors may include movements on international stock markets, interest rates and exchange rates, together with domestic and international economic conditions, inflation rates, investor perceptions, changes in government policy, commodity supply and demand, government taxation and royalties, war, global hostilities and acts of terrorism.

(k) Liquidity risk

There is no guarantee that there will be an ongoing liquid market for the Company's securities. Accordingly, there is a risk that, should the market for the Company's securities become illiquid, Shareholders will be unable to realise their investment in the Company.

(l) Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities.

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## 5. ADDITIONAL INFORMATION

### 5.1 Material Agreements

(a) Subscription Agreement – Tanah Capital Pte Ltd

On 7 April 2017, Tanah Capital entered into a subscription agreement with the Company to subscribe for a minimum of 375,371,428 Shares in two tranches (**Tanah Subscription Agreement**).

Completion of the first tranche took place under the Interim Raise; the Company issued 175,371,428 Shares, raising \$876,857.

Under tranche two, Tanah Capital is entitled to subscribe for an additional minimum of 200,000,000 New Shares at a price of \$0.015 each with 3 free attaching New Options for every 2 New Shares subscribed for, exercisable at 0.5 cents each expiring 21 April 2019, to raise \$3 million. The New Securities to be issued under tranche two will be issued under the Offer. The effect of the second tranche subscription on control of the Company is set out in section 1.6.

The second tranche subscription is subject to the Company being granted an executed notarised lease on terms acceptable to Tanah Capital (acting reasonably) for an area of no less than approximately 10 hectares on the Bolok Industrial Estate, Kupang. As at the date of this Prospectus, the executed Land Lease Agreement remains unacceptable by Tanah Capital but accepted by BB Lee Superfund. Unless either satisfied or waived by Tanah Capital by 30 June 2017, Tanah Capital will not subscribe for the second tranche. Under the agreement, the Company will also endeavour to execute a varied off-take agreement for 60% of the manganese alloy produced by the Kupang Smelting Hub to include the provision for "Letter of Credit" as required under Indonesian Law prior to completion of the second tranche subscription (**Off-take Agreement**). At this point in time, the timing of execution of the Off-take Agreement is unknown, however the parties have agreed to try and execute prior to the second tranche subscription on a best endeavours basis. Once certain, the Company will update the market accordingly around the timing of execution.

Subject to completion under tranche 2, Tanah Capital will be entitled to a non-executive Board seat, conditional on Tanah Capital and BB Lee Superfund (together with their respective associates) holding not less than 15% of the issued Shares in the Company in conjunction with each other. Tanah Capital will also be entitled to nominate a president commissioner and director the board of PT Gulf Mangan Grup (a wholly owned subsidiary of the Company incorporated in Indonesia).

(b) Subscription Agreement – BB Lee Superfund

On 7 April 2017, the Company entered into a subscription agreement with BB Lee Superfund to subscribe for a minimum of 62,562,905 Shares in two tranches. Completion of the first tranche took place under the Interim Raise; the Company issued 29,228,572 Shares, raising \$146,143. Under tranche two, BB Lee Superfund will subscribe for an additional minimum of 33,333,333 New Shares at a price of \$0.015 each with 3 free attaching New Options for every 2 New Shares subscribed for, exercisable at 0.5 cents each expiring 21 April 2019, to raise \$500,000.

The New Securities to be issued under tranche two will be issued under the Offer.

Following completion, BB Lee Superfund will be entitled to a non-executive Board seat, conditional on BB Lee Superfund and Tanah Capital (together with their respective associates) holding not less than 15% of the issued Shares in the Company in conjunction with each other. BB Lee Superfund will also be entitled to nominate a president commissioner and director the board of PT Gulf Mangan Grup (a wholly owned subsidiary of the Company incorporated in Indonesia).

(c) Lead Manager Mandate

On 17 March 2017, the Company entered into a binding mandate letter agreement with Triple C Consulting (**Lead Manager Mandate**). Triple C Consulting has been mandated to act as Lead Manager to the Offer to raise up to \$12 million before costs, and has the exclusive and unfettered right (but not obligation) to offer any and all of the New Securities to investors pursuant to the Prospectus.

The Company has agreed to pay the following fees to Triple C Consulting:

- (i) a brokerage fee of 6% of the gross amount raised from the Offer; and
- (ii) a management success fee of 40,000,000 Lead Manager Options (GMCO) for the minimum raise of \$6,000,000 and 80,000,000 Lead Manager Options if Applications under the Offer reaches \$8,000,000 or greater (**Success Fee**).

## 5.2 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in section 111 AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Securities which will be issued pursuant to this Prospectus are in the same class as Securities that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus, and options over such continuously quoted securities. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Securities on the Company and the rights attaching to the New Securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the financial statements of the Company for the financial year ended 30 June 2016 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
- (ii) the half year report of the Company for the half year ended 31 December 2016 being the half year report of the Company lodged with ASIC after the lodgment of the annual financial report in (i) above and before the lodgment of this Prospectus; and
- (iii) any documents used to notify ASX of information relating to the Company in the period from lodgment of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

The Company has lodged the following announcements with ASX since the lodgment of the annual financial report for the financial year ended 30 June 2016:

<b>Date</b>	<b>Description of Announcement</b>
14 <sup>th</sup> June 2017	Market Update
1 <sup>st</sup> June 2017	Gulf Signs Binding Land Lease Agreement
22 <sup>nd</sup> May 2017	Results of General Meeting
17 <sup>th</sup> May 2017	Becoming a substantial holder
1 <sup>st</sup> May 2017	Quarterly Activities Report
1 <sup>st</sup> May 2017	Quarterly Cashflow Report
20 <sup>th</sup> April 2017	Gulf Investor Presentation
19 <sup>th</sup> April 2017	Completion of Placement and Notice of General Meeting
10 <sup>th</sup> April 2017	Share Placement to Advance Kupang Smelting Hub Facility
3 <sup>rd</sup> April 2017	Gulf Funding Update
31 <sup>st</sup> March 2017	Listing Rule 7.1
27 <sup>th</sup> March 2017	Capital Raising Update
20 <sup>th</sup> March 2017	Capital Raising Update
16 <sup>th</sup> March 2017	Half Yearly Report and Accounts
10 <sup>th</sup> March 2017	Capital Raising Update

<b>Date</b>	<b>Description of Announcement</b>
9 <sup>th</sup> March 2017	Gulf Corporate and Operational Update
3 <sup>rd</sup> March 2017	Capital Raising Update
24 <sup>th</sup> February 2017	Gulf Capital Raising Update
20 <sup>th</sup> February 2017	Termination of Binding Agreement
16 <sup>th</sup> February 2017	Response to ASX Aware Letter
16 <sup>th</sup> February 2017	Cornerstone Investment Update
1 <sup>st</sup> February 2017	Cornerstone Investment Update
1 <sup>st</sup> February 2017	Quarterly Cashflow Report
1 <sup>st</sup> February 2017	Quarterly Activities Report
23 <sup>rd</sup> January 2017	Gulf Company Update
28 <sup>th</sup> December 2016	Gulf Cornerstone Investment Update
13 <sup>th</sup> December 2016	Request for voluntary suspension
13 <sup>th</sup> December 2016	Suspension from official quotation
2 <sup>nd</sup> December 2016	Gulf Cornerstone Investment Update
29 <sup>th</sup> November 2016	Change of Director's Interest Notice x 3
29 <sup>th</sup> November 2016	Closure of Convertible Note Facility
28 <sup>th</sup> November 2016	Conclusion of Unmarketable Parcel Sale Facility
21 <sup>st</sup> November 2016	Annual General Meeting Results
21 <sup>st</sup> November 2016	Managing Director's AGM Presentation
21 <sup>st</sup> November 2016	Gulf Signs Manganese Alloy Offtake Agreement
15 <sup>th</sup> November 2016	Gulf Finalises Terms for US\$10M Cornerstone Investment
3 <sup>rd</sup> November 2016	Tenement Schedule
31 <sup>st</sup> October 2016	Amended Change of Registered and Principal Place of Business

Date	Description of Announcement
31 <sup>st</sup> October 2016	Corporate Governance Statement and Appendix 4G
31 <sup>st</sup> October 2016	Annual Report to shareholders
31 <sup>st</sup> October 2016	Quarterly Cashflow Report
31 <sup>st</sup> October 2016	Quarterly Activities Report
31 <sup>st</sup> October 2016	Change of Registered and Principal Place of Business
21 <sup>st</sup> October 2016	Notice of Annual General Meeting/Proxy Form
12 <sup>th</sup> October 2016	Results of Meeting
3 <sup>rd</sup> October 2016	Gulf receives Provincial Government Approval
30 <sup>th</sup> September 2016	Full Year Statutory Accounts

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

### 5.3 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of New Securities pursuant to this Prospectus; or
- (c) the offer of New Securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or offer of New Securities pursuant to this Prospectus.

Directors' direct and indirect interests in securities of the Company at the date of this Prospectus are:

Name	Shares	Options	Performance Rights
Craig Munro	- <sup>1</sup>	10,000,000 <sup>4</sup>	10,000,000
Hamish Bohannan	65,000,000 <sup>2</sup>	62,500,000 <sup>5</sup>	25,000,000
Andrew Wilson	7,000,000 <sup>3</sup>	10,000,000 <sup>6</sup>	10,000,000

#### Notes

In addition to the above the Directors are entitled to be issued the following Shares and Options which will occur on or before the issue of New Securities under this Prospectus and in any event before 21 June 2017:

- 1 1,333,333 New Shares approved at the General Meeting on 22 May 2017 and yet to be issued.
- 2 1,333,333 New Shares approved at the General Meeting on 22 May 2017 and yet to be issued.
- 3 1,333,333 New Shares approved at the General Meeting on 22 May 2017 and yet to be issued.
- 4 2,000,000 New Options approved at the General Meeting on 22 May 2017 and yet to be issued.
- 5 2,000,000 New Options approved at the General Meeting on 22 May 2017 and yet to be issued.
- 6 2,000,000 New Options approved at the General Meeting on 22 May 2017 and yet to be issued.

The Directors may be paid such remuneration as is from time to time determined by the Company in general meeting and all travelling, hotel and other expenses properly incurred by them in attending at and returning from meetings of the directors or any committee of the directors or general meetings of the Company or otherwise in connection with the business of the Company. The Directors remuneration is deemed to accrue from day to day and the remuneration (other than a managing director or other executive director) shall be a fixed sum and not a commission or calculated on a percentage of profits or turnover.

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

The Directors' remuneration for the 2015 and 2016 financial years, together with the current financial year is set out in the table below:

Director	Remuneration for FY2015	Remuneration for FY2016	Current financial year
<b>Craig Munro<sup>1</sup></b>	-	34,667	\$100,000
<b>Hamish Bohannan<sup>2</sup></b>	-	192,307	\$250,000 <sup>4</sup>
<b>Andrew Wilson<sup>3</sup></b>	-	20,000	\$60,000

**Notes**

1. Craig Munro was appointed as a director on 1 February 2016.
2. Hamish Bohannan was appointed as CEO on 28 October 2015 and as Managing Director on 1 February 2016.
3. Andrew Wilson was appointed as a director on 17 February 2016.
4. Management received a pay cut of 25% from 1 April 2017.

#### **5.4 Interests and Consents of Experts and Advisers**

Other than as set out in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the two years before the date of this Prospectus, 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 of the offer of New Securities pursuant to this Prospectus; or
- the offer of New Securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Securities or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the offer of New Securities pursuant to this Prospectus.

Triple C Consulting has been mandated to act as Lead Manager to raise up to \$12 million before costs.

Triple C Consulting will be paid a brokerage fee of 6% for gross amount of funds raised under the Offer and the Company agrees to pay the Lead Manager a management success fee of 40,000,000 Lead Manager Options for the minimum raise of \$6,000,000 and 80,000,000 Lead Manager Options if \$8,000,000 is raised under the Offer.

Triple C Consulting has been paid \$378,197 (inclusive of GST) for the provision of brokerage fees and professional services to the Company in the two years prior to the date of this Prospectus. The Company currently has \$98,563 (inclusive of GST) payable to Triple C Consulting.

## **5.5 Consents**

Other than as set out in this Prospectus, each of the parties named in this Prospectus:

- (a) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties;
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party; and
- (c) did not authorise or cause the issue of all or any part of this Prospectus.

Triple C Consulting has given its written consent to being named as the lead manager to the Offer in this Prospectus. Triple C Consulting has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## **5.6 Estimated Expenses of Offer**

Assuming minimum subscription the estimated expenses of the Offer are approximately up to \$399,320 including ASIC, ASX, printing costs, brokerage and legal costs.

Assuming maximum subscription, the estimated expenses of the Offer are approximately up to \$771,320 including ASIC, ASX, printing costs, brokerage and legal costs.

## **5.7 Litigation**

The Company is not currently involved in any material legal proceedings.

## **5.8 Privacy Act**

If you complete an application for New Securities, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

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

## **5.9 Directors' Consent**

Each Director has consented to the lodgement of this Prospectus with the ASIC.



Signed on behalf of the Directors pursuant to a resolution of the Board.

**Mr Hamish Bohannan**  
**Managing Director**

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## 6. CORPORATE DIRECTORY

### Directors

Craig Munro (Chairman)  
Hamish Bohannan (Managing Director)  
Andrew Wilson (Non-Executive Director)

### Share Registry\*

Automic Registry Services  
Level 2  
267 St Georges Terrace  
Perth WA 6000

### Management

Paul Robinson (Chief Operations Officer)  
Leonard Math (CFO & Company Secretary)  
Donna Whittaker (Executive Assistance & Investor Relations Manager)

**ASX Code:** GMC, GMCO

**ABN:** 73 059 954 317

### Registered Office

T2/152 Great Eastern Highway  
ASCOT WA 6101  
Telephone: +61 8 9367 9228  
Facsimile: +61 8 9367 9229  
Email: [info@gulfmanganese.com](mailto:info@gulfmanganese.com)  
Website: [www.gulfmanganese.com](http://www.gulfmanganese.com)

### Auditors\*

Bentleys Audit & Corporate (WA) Pty Ltd  
London House Level 3, 216 St Georges Tce,  
Perth WA 6000

### Lead Manager

Triple C Consulting Pty Limited  
5 Lindsay Street  
Perth WA 6000  
Telephone: +61 8 9228 5999  
Facsimile: +61 8 9228 5955

\*This entity has not been involved in the preparation of this Prospectus and has not consented to being named in the Prospectus. Its name is included for information purposes only.

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## 7. GLOSSARY

**A\$, \$ and dollars** means Australian dollars, unless otherwise stated.

**Application** means an application for New Securities pursuant to the Application Form.

**Application Form** means the Entitlement and Acceptance Form attached to or accompanying this Prospectus.

**Application Money** means the money received in respect of an Application.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ABN 98 008 624 691) or the market operated by that entity, as the context requires.

**ASX Settlement** means ASX Settlement Pty Ltd (ABN 49 008 504 532).

**ASX Settlement Operating Rules** means the settlement rules of ASX Settlement.

**Board** means the board of Directors.

**CHES** means ASX Clearing House Electronic Sub-register System.

**Cleansing Offer** means the offer to selected investors of up to 5,000 New Shares at an issue price of \$0.015 each to raise up to \$75.

**Closing Date** means 3pm WST 21 August 2017, or such other date as may be determined by the Directors under this Prospectus.

**Company** means Gulf Manganese Corporation Limited.

**Constitution** means the constitution of the Company, as amended from time to time.

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

**Director** means directors of the Company at the date of this Prospectus and **Directors** has a corresponding meaning.

**Existing Option** means an issued Option at the time of this Prospectus.

**Existing Share** means an issued Share in the capital of the Company.

**Lead Manager Mandate** has the meaning given to that term in section 5.1(c) of this Prospectus.

**Lead Manager Offer** means the offer of Lead Manager Options pursuant to this Prospectus as set out in section 1.2.

**Lead Manager Option** means an Option which may be granted to the Lead Manager in accordance with the Lead Manager Mandate.

**Listing Rules** or **ASX Listing Rules** means the official listing rules of the ASX.

**New Option** means an Option to be issued under this Prospectus.

**New Securities** means New Shares and New Options offered under this Prospectus.

**New Share** means a Share in the capital of the Company to be issued under this Prospectus.

**Offer** means the offer of up to 800,000,000 New Shares at an issue price of \$0.015 each to raise up to \$12 million, with 3 New Options for every 2 New Shares issued.

**Offer Period** means the period commencing on the date of this Prospectus and ending on the Closing Date.

**Official Quotation** means official quotation on ASX.

**Opening Date** means 15 June 2017.

**Option** means an option to subscribe for a Share, exercisable at \$0.005 expiring 21 April 2019 and otherwise on the terms set out in section 3.2 of this Prospectus.

**Prospectus** means the prospectus constituted by this document.

**Securities** means Shares and Options.

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

**Shareholder** means the holder of a Share.

**Tanah Capital** means Tanah Capital Pte Ltd.

**Tanah Subscription Agreement** means the agreement entered into between Tanah Capital and the Company on 7 April 2017, as set out in section 5.1(a).

**Triple C Consulting** means Triple C Consulting Pty Ltd (ACN 141 412 106).

**WST** means Australian Western Standard Time.