

KING RIVER RESOURCES LIMITED

ACN 100 714 181

PROSPECTUS

Pursuant to this Prospectus, the Company makes the Offer of up to 249,727,711 SPP Shares to Eligible Shareholders at an issue price of 3.3 cents per SPP Share together with up to 124,863,856 free SPP Options (exercise price 6 cents and expiry date 31 July 2022) on the basis of 1 free SPP Option for every 2 SPP Shares subscribed for by Eligible Shareholders to raise up to \$8,241,014 before costs (**SPP Offer**).

The issue of the SPP Shares and SPP Options under the SPP Offer is subject to Shareholder approval at the Company's general meeting to be held on 13 August 2020.

This document is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This document is important and should be read in its entirety. You should speak to your professional adviser if you have any questions about the Offer or the contents of this document.

IMPORTANT NOTICE

About this Prospectus

This Prospectus is dated 10 July 2020 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 issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application has been made to ASX for quotation of the SPP Shares and SPP Options the subject of this Prospectus.

This is a Prospectus for an offer of continuously quoted securities and options to acquire continuously quoted securities (as defined in the Corporations Act) of the Company and has been prepared in accordance with s713 of the Corporations Act. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

The Company is listed on ASX and our Shares are granted official quotation by ASX. In preparing this Prospectus, we have had regard to the fact that we are 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. Before applying for securities, you should consider whether they are a suitable investment for you in light of your own investment objectives and financial circumstances and having regard to the merits and risks involved.

No person is authorised to give any information or to make any representation, in connection with the Offer that is not contained in this Prospectus. Any information or representation that is not in this Prospectus may not be relied on as having been authorised by the Company in connection with the Offer. Neither the Company nor any other person warrants the future performance of the Company or any return on any investment made under this Prospectus, except as required by law and, then, only to the extent so required.

Restrictions on the distribution of this Prospectus

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would be not be lawful to do so. The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and any person into whose possession this Prospectus comes should seek advice on, and observe, those restrictions.

This Offer is not extended to Shareholders having registered addresses outside Australia or New Zealand.

Defined terms

Terms used in this Prospectus are defined in the Glossary. All financial amounts shown in this Prospectus are expressed in Australian dollars (\$) unless otherwise stated.

CORPORATE DIRECTORY

DIRECTORS

Mr Anthony Barton
(Non-Executive Chairman)

Mr Leonid Charuckyj
(Non-Executive Director)

Mr Greg MacMillan
(Non-Executive Director)

COMPANY SECRETARY

Mr Greg MacMillan

Ms Kathrin Gerstmayr

REGISTERED OFFICE

254 Adelaide Terrace
Perth Western Australia 6000

Tel: +61 8 9221 8055
www.kingriverresources.com.au

SOLICITORS TO THE OFFER

Fairweather Corporate Lawyers
595 Stirling Highway
Cottesloe, Western Australia 6011

SHARE REGISTRY *

Automic Registry Services
GPO Box 5193, Sydney NSW 2001

Tel: 1300 288 664 (within Australia)
www.automicgroup.com.au

* The name of the Share Registry is included for information purposes only. It has not been involved in the preparation of any part of this Prospectus and has not consented to being named in the Prospectus.

TABLE OF CONTENTS

| | |
|---|----|
| 1. INVESTMENT OVERVIEW | 5 |
| 2. TIMETABLE..... | 7 |
| 3. DETAILS OF THE OFFER..... | 8 |
| 4. PURPOSE AND EFFECT OF THE OFFER..... | 12 |
| 5. RISK FACTORS | 15 |
| 6. RIGHTS ATTACHING TO SECURITIES..... | 19 |
| 7. ADDITIONAL INFORMATION | 22 |
| 8. DIRECTORS' AUTHORISATION AND CONSENT | 27 |
| 9. GLOSSARY | 28 |

1. INVESTMENT OVERVIEW

| Question | Response | More information |
|--|--|----------------------|
| What is the Offer being made under the Prospectus? | By this Prospectus, the Company offers for subscription up to 249,727,711 SPP Shares to Eligible Shareholders together with up to 124,863,856 free SPP Options on the basis of 1 free SPP Option for every 2 SPP Shares subscribed for by Eligible Shareholders (SPP Offer). | Section 3.2 |
| What is the issue price of the Offer? | The SPP Shares are being issued for 3.3 cents per Share and the SPP Options are being issued for free. | Section 3.2 |
| Who is eligible to subscribe under the Offer? | Applications pursuant to the SPP Offer must only be made by Eligible Shareholders (being a Shareholder with a registered address in Australia or New Zealand as at the SPP Record Date). | Sections 3.2 and 3.5 |
| What are the terms of the SPP Options? | The SPP Options have an exercise price of 6 cents and an expiry date of 31 July 2022. Application has been made for the SPP Options to be quoted on ASX. The full terms of the SPP Options are set out in Section 6.2. | Sections 3.2 and 6.2 |
| Is the Offer conditional? | The Offer is conditional on Shareholder approval to issue the relevant securities at the General Meeting to be held on 13 August 2020. | Section 3.3 |
| Is the Offer underwritten? | The Offer is not underwritten. | Section 3.9 |
| What is the purpose of the Offer? | The purpose of the SPP Offer is to raise up to \$8,241,014 by the issue of up to 249,727,711 SPP Shares at 3.3 cents each and up to 124,863,856 SPP Options on the basis of 1 free SPP Option for every 2 SPP Shares subscribed for under the SPP Offer. | Section 4.1 |
| What is the effect of the Offer? | The effect of the Offer on the capital structure and the statement of financial position of the Company is set out in Sections 4.4 and 4.5. | Sections 4.4 and 4.5 |
| What are the risks of a further investment in the Company? | Some of the key risks associated with an investment in the Company are set out below. An applicant for the SPP Shares should consider these risks and the risks set out in Section 5 when considering whether to apply for the SPP Shares being offered. Some of the key specific risks are: | Section 5 |

| Question | Response | 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 including if it wishes to develop the Speewah Specialty Metals Project. 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. • Prefeasibility Study – The Company has partially completed a Prefeasibility Study on the Speewah Specialty Metals Project. There is no guarantee of the economic viability of the Project or that the Project can be brought into production. • Exploration and development risk – Resource exploration and development is by its nature a high risk undertaking. The Company is focusing on developing its Speewah Specialty Metals Project where it is finalising a prefeasibility study and is looking to undertake further exploration and drilling at the Mt Remarkable and Tennant Creek Projects. There is no assurance of success from these activities. • High Purity Alumina (HPA) and commodity prices – The Company is seeking to develop Projects which will be reliant on the prices of various commodities including HPA, gold and copper as well as vanadium, titanium and iron. 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. | |
| How do I apply under the Offer? | Eligible Shareholders may apply under the Offer by completing the SPP Application Form. | Section 3.5 |
| What is the Shortfall Offer? | Any SPP Shares and SPP Options not taken up pursuant to the SPP Offer (SPP Shortfall Securities) will form the Shortfall Offer which is made by the Company to any investors by way of this Prospectus. The SPP Shortfall Securities will be issued at the absolute discretion of the Directors. | Section 3.7 |
| What are the key dates of the Offer? | The timetable for the Offer is set out in Section 2. | Section 2 |

2. TIMETABLE

| Event | Date |
|--|----------------|
| Record Date | 22 June 2020 |
| Announcement of SPP | 23 June 2020 |
| Lodgement of Prospectus with ASIC and ASX | 10 July 2020 |
| Opening Date of SPP Offer | 14 July 2020 |
| General Meeting | 13 August 2020 |
| Closing Date of SPP Offer | 14 August 2020 |
| Announcement of results of SPP Offer | 19 August 2020 |
| Issue of SPP Shares and SPP Options and dispatch of holding statements | 25 August 2020 |

*This timetable is subject to change without notice.

The dates above are indicative only and subject to change without notice. In particular, the Company reserves the right, subject to the Corporations Act and the Listing Rules, to close the Offer early, extend the Closing Date or to withdraw the Offer at any time prior to issue. You are encouraged to lodge your Application Form as soon as possible after the Offer opens.

3. DETAILS OF THE OFFER

3.1 Background

The Company's key project is the Speewah Specialty Metals Project in the East Kimberley of Western Australia where it has partially completed a Prefeasibility Study based on scaling the Project to produce high purity alumina (HPA). Vanadium (V_2O_5), titanium (TiO_2) and iron (Fe oxide) will be investigated as co-products at a later stage. The Company additionally has the Mt Remarkable Project in Western Australia prospective for gold and the Tennant Creek Project in the Northern Territory prospective for iron-oxide copper-gold. All Projects are 100% owned by the Company.

On 23 June 2020 the Company announced a capital raising by way of a security purchase plan involving the issue of Shares and attaching Options. The Company provided an update to the SPP capital raising on 9 July 2020.

ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 ("**ASIC Instrument 2019/547**") allows a company to undertake a share purchase plan without the need for issuing a prospectus, so long as the share purchase plan complies with certain conditions. The Company is unable to rely on ASIC Instrument 2019/547 to undertake the Offer as ASIC Instrument 2019/547 does not allow for the issue of options under a share purchase plan.

By reason of the restrictions in ASIC Instrument 2019/547, the SPP Offer (of both SPP Shares and SPP Options) is being made under this Prospectus. The Company intends to undertake the SPP Offer, to the extent that it is practicable, in accordance with the terms and conditions for share purchase plans expressed in ASIC Instrument 2019/547.

3.2 The Offer

By this Prospectus, the Company offers for subscription up to 249,727,711 SPP Shares to Eligible Shareholders at an issue price of 3.3 cents per SPP Share together with up to 124,863,856 free SPP Options on the basis of 1 free SPP Option for every 2 SPP Shares subscribed for by Eligible Shareholders pursuant to the SPP Offer.

Up to approximately \$8,241,014 will be raised by the issue of the SPP Shares pursuant to the SPP Offer. Eligible Shareholders will be entitled to apply for a maximum of \$30,000 worth of SPP Shares under the SPP Offer.

There is no brokerage, commissions or other participation costs payable by Eligible Shareholders who subscribe for SPP Shares and SPP Options under the SPP Offer.

No funds will be raised from the issue of the SPP Options pursuant to this Prospectus as the SPP Options are issued for free attaching to the SPP Shares.

The SPP Options offered under this Prospectus will be issued on the terms set out in Section 6.2 of this Prospectus.

The SPP Shares and all of the Shares issued upon the future exercise of the SPP Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.1 for further information regarding the rights attaching to Shares.

3.3 Conditional Offer

The SPP Offer is conditional upon the Company obtaining shareholder approval to issue the relevant securities at the General Meeting. If Shareholder approval is not obtained for the SPP Offer, all application moneys will be refunded as soon as practicable.

3.4 **Minimum subscription**

There is no minimum subscription for the Offer.

3.5 **Applications**

An application for SPP Shares and SPP Options under the SPP Offer must be made on the SPP Application Form. Pursuant to the SPP Offer, Eligible Shareholders may apply for a parcel of SPP Shares up to a maximum parcel of \$30,000 worth of SPP Shares by completing the SPP Application Form in accordance with the instructions outlined on the SPP Application Form. Applications pursuant to the SPP Offer must only be made by Eligible Shareholders.

Investors at the request of the Company may apply for SPP Shortfall Securities by completing the SPP Shortfall Securities Application Form (it is not a requirement that applicants need to be a Shareholder or an Eligible Shareholder) in accordance with the instructions outlined on the SPP Shortfall Securities Application Form. The Company cannot guarantee that any applicant will receive any of the SPP Shortfall Securities subscribed for. The Directors reserve the right to issue the SPP Shortfall Securities in their sole discretion, including not to issue, or to scale back applications for SPP Shortfall Securities in their sole discretion. No related parties will participate in the Shortfall Offer.

3.6 **Shareholders eligible to participate under the SPP Offer**

Eligible Shareholders

Holders of Shares that are registered with an Australian or New Zealand address at the Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the SPP Offer. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the SPP Offer.

The Record Date is 22 June 2020.

Joint holders

Where two or more persons are recorded in the register as jointly holding Shares, they are taken to be a single registered holder and the SPP Offer is made to them jointly.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Instrument 2019/547) (refer below) (**Custodian**), you may apply for up to the maximum of SPP Shares for each beneficiary for whom you act as custodian provided you annex to your SPP Application Form a certificate to the Company (**Custodian Certificate**) with the following information:

- (a) that you or another interposed custodian held Shares on behalf of one or more other persons who are resident in Australia or New Zealand (each a **Participating Beneficiary**) at 5:00pm (Perth time) on the Record Date who have subsequently instructed you to apply for SPP Shares under the SPP Offer on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the dollar amount of SPP Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- (e) that the amount for SPP Shares applied under the SPP Offer for each Participating Beneficiary for whom you act plus the application amount for any other Shares issued to

you as custodian for that Participating Beneficiary under any arrangement similar to the SPP Offer in the prior 12 months does not exceed \$30,000;

- (f) that a copy of the written offer document was given to each beneficiary; and
- (g) where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of the SPP Offer, and consistent with ASIC Instrument 2019/547, you are a "custodian" if you are a registered holder that:

- (a) holds an Australian financial services licence that covers the provision of a custodial or depository service or the operation of IDPS accounts;
- (b) is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service;
- (c) is a trustee of a self-managed superannuation fund or a superannuation master trusts;
- (d) is a responsible entity of IDPS-like schemes;
- (e) is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry during normal business hours.

The Company reserves the right to reject any application for SPP Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

3.7 Shortfall Offer

Any SPP Shares and SPP Options not taken up pursuant to the SPP Offer (**SPP Shortfall Securities**) will form the Shortfall Offer (**Shortfall Offer**) which is made by the Company to any investors by way of this Prospectus. In the event of shortfall, investors will be identified by the Company and requested to apply under the Shortfall Offer by a Shortfall Securities Application Form. Applicants for Shortfall Shares may therefore not be a Shareholder.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to 3 months following the Closing Date for the SPP Offer.

The Company will issue 1 SPP Option for every 2 SPP Shares subscribed for by an investor under the Shortfall Offer.

The issue price for Shares to be issued under the Shortfall Offer will be 3.3 cents each, being the price at which SPP Shares have been offered under the SPP Offer and the price of the SPP Options will be nil as they are free attaching to the SPP Shares.

There is no maximum limit on the number of SPP Shares (with free attaching SPP Options) that an investor may apply for under the Shortfall Offer.

The Shortfall Offer is conditional upon the Company obtaining shareholder approval to issue any relevant Shortfall Securities at the General Meeting. If Shareholder approval is not relevantly obtained, all application moneys will be refunded as soon as practicable.

The Directors reserve the right to issue SPP Shortfall Securities at their absolute discretion and may issue to an applicant a scaled back, lesser number of, or no, SPP Shortfall Securities than the number for which the applicant applies pursuant to the Shortfall Securities Application Form.

3.8 **Payment for securities under the SPP Offer**

Payment by cheque/bank draft

All cheques in respect of the SPP Offer must be drawn on an Australian bank or bank draft made payable in Australian currency to "*King River Resources Limited*" and crossed "*Not Negotiable*".

Your completed SPP Application Form and cheque must reach the Company's share registry no later than 5.00pm WST on the Closing Date.

Payment by BPAY or Electronic Funds Transfer (EFT) for SPP Offer

For payment by BPAY or EFT, please follow the instructions on the SPP Application Form. You can only make a payment via BPAY or EFT if you are the holder of an account with an Australian financial institution that supports BPAY or EFT transactions. Please note that should you choose to pay by BPAY or EFT:

- (a) you do not need to submit the SPP Application Form but are taken to have made the declarations on that SPP Application Form; and
- (b) you will be deemed to have applied for that number of SPP Shares which is covered in full by your application moneys.

It is your responsibility to ensure that your BPAY or EFT payment is received by the share registry by no later than 5.00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Any application moneys received for more than your final allocation of Shares will be refunded. No interest will be paid on application moneys received or refunded.

3.9 **No underwriting**

The Offer is not underwritten.

3.10 **ASX Quotation**

The Company has applied for quotation of all securities offered pursuant to this Prospectus including the SPP Options.

If any securities offered under this Prospectus are not granted quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, we will not issue those securities and the application moneys in respect of those securities will be refunded to you without interest within the time prescribed by the Corporations Act.

4. PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$8,241,014 by the issue of up to 249,727,711 SPP Shares and up to 124,863,856 SPP Options under the SPP Offer on the basis of 1 free SPP Option for every 2 SPP Shares subscribed for under the SPP Offer.

Approximately \$8,241,014 will be raised by the issue of SPP Shares pursuant to the SPP Offer. No funds will be raised from the issue of the SPP Options pursuant to the SPP Offer as they are issued for free.

4.2 Use of Funds

The Company has approximately \$565,000 cash on hand at 25 June 2020. The Company intends to use the existing funds and funds raised from the SPP Offer at full subscription as follows:

| Funds available | \$ |
|---|--------------------|
| Existing funds | \$565,000 |
| Funds raised under the SPP Offer at full subscription ¹ | \$8,241,014 |
| Total | \$8,806,014 |
| Use of Funds | |
| Completion of Prefeasibility Study on Speewah Specialty Metals Project ² | \$148,000 |
| Loan repayment ³ | \$500,000 |
| Definitive Feasibility Study work on the Speewah Specialty Metals Project | \$3,750,000 |
| Exploration and drilling programme at Mt Remarkable Project | \$2,500,000 |
| Exploration and drilling programme at Tennant Creek Project | \$1,000,000 |
| General working capital ⁴ | \$878,014 |
| Expenses of the SPP Offer under this Prospectus | \$30,000 |
| Total | \$8,806,014 |

1. The table above assumes the maximum of \$8,241,014 is raised by the SPP Offer. The first priority for the allocation of funds is the completion of prefeasibility study on Speewah Specialty Metals Projects (\$148,000). This can be funded by existing funds. Existing funds are also intended to be used to pay the expenses of the SPP Offer (\$30,000) and otherwise contribute to general working capital. As moneys are received from the SPP Offer (up to \$8,241,014), they are intended to be applied firstly to loan repayment (\$500,000) and thereafter funds are intended to be applied pro-rata to the amounts to be spent at full subscription to definitive feasibility study work, exploration and drilling at Mt Remarkable project, exploration and drilling at Tennant Creek Project and general working capital.
2. The Prefeasibility Study completion work includes finalising hydrometallurgical testwork and studies and plant and infrastructure design and costings.
3. On 5 June 2020 a loan of \$250,000 was made available and drawn down by the Company for the prefeasibility work and working capital. On 19 June 2020 a further \$250,000 loan was provided and drawdown for the prefeasibility work and working capital. The lender is Harvey

Springs Estate Pty Ltd, a company controlled by Anthony Barton a director of the Company. The loan is on reasonable arms length terms to the Company as it has a maturity date of 30 June 2021, is non-interest bearing and is unsecured.

4. General working capital includes corporate administration and operating costs and may be applied to directors' fees, ASX and share registry fees, legal, tax and audit fees, interest payments, insurance and travel costs.
5. This table is a statement of our proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect our decisions and we reserve the right to vary the way the funds are applied.

4.3 Effect of the Offer

The principal effect of the SPP Offer, assuming all SPP Shares and SPP Options are issued under the SPP Offer, will be to increase:

- (a) the number of Shares currently on issue by up to 249,727,711; and
- (b) the number of Options on issue by up to 124,863,856.

4.4 Effect on Capital Structure

The effect of the Offer on the Company's issued share capital as at the date of this Prospectus assuming all SPP Shares and SPP Options are issued (being subject to Shareholder approval at the General Meeting to be held on 13 August 2020) is set out in the table below:

| Shares | Number |
|---|----------------------|
| Existing Shares | 1,248,648,533 |
| Maximum number of SPP Shares to be issued under the SPP Offer ¹ | 249,727,711 |
| Total Shares on issue after completion of the Offer | 1,498,366,264 |
| Options | |
| Existing listed Options (exercise price of 12 cents and expiry date of 31 July 2020) | 412,867,511 |
| Existing unlisted Options (exercise price of 6 cents and expiry date of 14 August 2022) | 7,000,000 |
| Maximum number of SPP Options to be issued under the SPP Offer (exercise price of 6 cents and expiry date of 31 July 2022) ^{1 and 2} | 124,863,856 |
| Total Options on issue after completion of the Offer | 544,731,367 |

1. Assuming the SPP Offer is fully subscribed and subject to Shareholder approval at the General Meeting.
2. Application has been made for these Options to be quoted on ASX.

4.5 Pro-forma Statement of Financial Position

To illustrate the effect of the Offer on the Company, a pro-forma statement of financial position has been prepared based on the unaudited balance sheet as at 30 April 2020. The pro-forma statement of financial position shows the effect of the Offer as if it had been made on 30 April 2020 assuming full subscription under the SPP Offer pursuant to this Prospectus, resulting in the

issue of 249,727,711 SPP Shares at an issue price of 3.3 cents each to raise \$8,241,014 and the issue of 124,863,856 SPP Options for free with costs of the SPP Offer being \$30,000.

| | Consolidated (unaudited) | | |
|--------------------------------------|---------------------------------|-------------------|----------------------|
| | 30 April 2020 | Adjustment | Pro forma |
| | \$ | | 30 April 2020 |
| | | | \$ |
| Assets | | | |
| Current Assets | | | |
| Cash and cash equivalents | 399,614 | 8,211,014 | 8,610,628 |
| Trade and other receivables | 22,197 | | 22,197 |
| Other current assets | 26,103 | | 26,103 |
| Total Current Assets | 447,914 | 8,211,0104 | 8,658,928 |
| Non-Current Assets | | | |
| Deferred exploration expenditure | 17,691,887 | | 17,691,887 |
| Plant & Equipment | 48,744 | | 48,744 |
| Right of use asset | 116,402 | | 116,402 |
| Total Non-Current Assets | 17,857,033 | | 17,857,033 |
| Total Assets | 18,304,947 | 8,211,014 | 26,515,961 |
| Liabilities | | | |
| Current Liabilities | | | |
| Trade and other payables | 243,621 | | 243,621 |
| Lease Liability | 52,566 | | 52,566 |
| Total Current Liabilities | 296,187 | | 296,187 |
| Non-Current Liabilities | | | |
| Lease Liability | 64,303 | | 64,303 |
| Total Non-Current Liabilities | 64,303 | | 64,303 |
| Total Liabilities | 360,490 | | 360,490 |
| Net Assets | 17,944,457 | 8,211,014 | 26,155,471 |
| Equity | | | |
| Issued capital | 39,734,369 | 8,241,014 | 47,975,393 |
| Reserves | 1,832,337 | | 1,832,337 |
| Accumulated losses | (23,622,249) | (30,000) | (23,652,249) |
| Total Equity | 17,944,457 | 8,211,014 | 26,155,471 |

5. RISK FACTORS

5.1 Introduction

An investment in the securities the subject of this Prospectus is highly speculative. The Company is a resource exploration and development company. The Company's key project is the Speewah Specialty Metals Project in the East Kimberley of Western Australia where it has partially completed a Prefeasibility Study based on scaling the Project to produce high purity alumina (HPA). Vanadium (V_2O_5), titanium (TiO_2) and iron (Fe oxide) will be investigated as co-products at a later stage. The Company additionally has the Mt Remarkable Project in Western Australia prospective for gold and the Tennant Creek Project in the Northern Territory prospective for iron oxide copper-gold. All Projects are 100% owned by the Company.

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.

5.2 Specific risks

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, feasibility studies, stock market and industry conditions and the price of relevant commodities and exchange rates.

One of the future matters requiring further funding is likely to be funding a leaching precipitation plant at the Speewah Specialty Metals Project to produce high purity alumina (HPA). This will likely require significant funding and is beyond the funds raised under this Prospectus.

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.

Results of Studies

Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies in respect to the Projects. These studies may include scoping, prefeasibility and definitive bankable feasibility studies. Currently, the Company has partly completed a Prefeasibility Study on the Speewah Specialty Metals Project.

Such studies need to be completed within parameters designed to determine the economic feasibility of the Projects within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Projects or the results of other studies undertaken by the Company (eg the results of a feasibility study may materially differ to the results of a scoping study).

Even if a study confirms the economic viability of a Project, there can be no guarantee that the Project will be successfully brought into production as assumed or within the estimated parameters in the feasibility study (eg operational costs and commodity prices) once production

commences. Further, the ability of the Company to complete a study may be dependent on the Company's ability to raise further funds.

Exploration

The Company intends to undertake further exploration at its Projects which is a high risk undertaking. In particular, the Company will focus on high priority gold targets at the Mt Remarkable Project and iron-oxide copper-gold targets at the Tennant Creek Project.

There can be no assurance of success from the Company's exploration activities.

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.

HPA and commodity price volatility

The Company's primary Project is the Speewah Specialty Metals Project that is reliant on the price of HPA as well as featuring vanadium, titanium and iron. The Mt Remarkable and Tennant Creek Projects rely on the price of gold and copper and gold respectively.

The prices of HPA as well as gold, copper, vanadium, titanium and iron fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand, 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 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 and Reserve estimates

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

Additionally, Resource and Reserve 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 and Reserve 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 and Territory 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 laws and regulations regarding environmental matters. The Governments and other authorities that administer and enforce environmental laws and regulations determine these requirements. As with all exploration projects and any subsequent mining operations, the Company's activities are expected to have an impact on the environment. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Further, the Company may require additional approvals 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 which 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.

COVID-19 pandemic risk

The COVID-19 pandemic has and, until development of a vaccine, may continue to significantly adversely affect world economic conditions including economic conditions for companies with projects in Australia.

Various governments have imposed restrictions on the movement of people and goods as a measure to seek to slow and contain the spread of the COVID-19 virus. Social distancing measures have and may continue to be implemented. Various stages of restriction could be implemented.

Development of the Company's Projects may be delayed or curtailed as a result of the COVID-19 pandemic or measures to contain it.

Insurance

The Company may maintain insurance within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. However, it is not always possible to cost-effectively insure against all risks associated with such activities. The Company may decide not to take out insurance against certain risks as a result of high premiums or for other reasons. Should liabilities arise on uninsured risks, the Company's business, financial condition and results of operations and the market price of the Shares may be materially adversely affected.

Legal Proceedings

Legal proceedings may arise from time to time in the course of the business of the Company. As at the date of this Prospectus, there are no material legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

Climate Change Regulation

Mining of mineral resources is relatively energy intensive and is dependent on the consumption of fossil fuels. Increased regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

5.3 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.

6. RIGHTS ATTACHING TO SECURITIES

6.1 Rights attaching to Shares

The rights attaching to ownership of Shares in the Company (including the SPP Shares) are:

- (a) set out in the Company's Constitution; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

A summary of the more significant rights attaching to Shares is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of our Shareholders.

Voting Rights

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

Dividends

There is no entitlement to a dividend other than that determined by Directors from time to time. The SPP Shares will rank equally with all other issued Shares in the capital of the Company for the purposes of participation in any dividend paid out of the profits of the Company. The Directors are not anticipating paying dividends at this stage of the Company's development.

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.

6.2 Terms of SPP Options

The terms of the issue of each of the SPP 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 WST on 31 July 2022.
- (c) The exercise price of the Options is 6 cents each.
- (d) Application will be made for the Options to be quoted on ASX and the Options will be freely tradeable under Australian law.
- (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, among other things, 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 will apply to the ASX in accordance with the Listing Rules for 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 for 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 there is a bonus issue (Bonus Issue) to Shareholders, 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 will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.

- (i) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the Listing Rules.

7. ADDITIONAL INFORMATION

7.1 Transaction Specific Prospectus and Continuous Disclosure Obligations

We are a disclosing entity under the Corporations Act and therefore are subject to regular reporting and disclosure obligations. Under those obligations, we are required to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the Listing Rules. In particular, we must comply with the requirement to disclose to ASX any information held by us which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

As this Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act, it is only 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. This Prospectus is not required to provide information regarding our assets and liabilities, financial position and performance, profits and losses or prospects 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:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged with ASIC after lodgement of the annual financial report and before lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company after lodgement of the annual financial report and before lodgement of this Prospectus with ASIC.

We lodged our latest annual report with ASX on 6 September 2019. Since then, the following announcements have been made on our ASX platform, shown in the table below.

| Date | Description of Announcement |
|------------|---|
| 06/09/2019 | Appendix 4G |
| 23/09/2019 | Gold Exploration Update |
| 27/09/2019 | Specialty Metals Project Update |
| 16/10/2019 | Mt Remarkable Gold Exploration Recommences |
| 21/10/2019 | Mt Remarkable Gold Project Technical Update |

| Date | Description of Announcement |
|-------------|--|
| 22/10/2019 | Notice of Annual General Meeting/Proxy Form |
| 25/10/2019 | Quarterly Cashflow Report |
| 25/10/2019 | Quarterly Activities Report |
| 06/11/2019 | Central Deposit Alumina Resource Inclusion |
| 07/11/2019 | Mt Remarkable Gold Exploration Progress |
| 26/11/2019 | New High Purity Alumina Process |
| 27/11/2019 | Gold Exploration Update |
| 28/11/2019 | Results of Meeting |
| 04/12/2019 | Company's Constitution as amended |
| 05/12/2019 | Dual stream test work on HPA recoveries |
| 05/12/2019 | Dual stream test work on HPA recoveries |
| 10/01/2020 | Gold Exploration Update |
| 20/01/2020 | Change of Share Registry |
| 21/01/2020 | Specialty Metals Project Update |
| 30/01/2020 | Quarterly Cashflow Report |
| 30/01/2020 | Quarterly Activities Report |
| 20/02/2020 | FNN Investor Presentation Sydney 20 th February |
| 06/03/2020 | Half Year Accounts |
| 24/03/2020 | HPA Prefeasibility Update |
| 08/04/2020 | 2019 R&D Tax Rebate Received |
| 21/04/2020 | Quarterly Activities report and Appendix 5B |
| 22/04/2020 | Pause in Trading |
| 22/04/2020 | Trading Halt |
| 23/04/2020 | Greater than 99.99% Alumina purity achieved |
| 13/05/2020 | HPA PFS Update |
| 17/06/2020 | HPA PFS Update |

| Date | Description of Announcement |
|------------|---|
| 23/06/2020 | Proposed issue of Securities – KRR |
| 23/06/2020 | Security Purchase Plan |
| 03/07/2020 | Options Expiry |
| 09/07/2020 | Update – Proposed issue of Securities – KRR |
| 09/07/2020 | Security Purchase Plan Update |

7.2 Market Price of Shares

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

The 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 | 6.9 cents | 29 May 2020 |
| Lowest | 3.0 cents | 14 April, 29 June and 30 June 2020 |
| Latest | 3.3 cents | 9 July 2020 |

7.3 Board and Management

The Board consists of:

- Mr Anthony Barton (Non-Executive Chairman)
- Mr Leonid Charuckyj (Non- Executive Director)
- Mr Greg MacMillan (Non-Executive Director)

Mr Leonid Charuckyj is an independent director.

7.4 Directors' Interests

(a) Interests of Directors

Other than as disclosed in this Prospectus, no Director or proposed Director holds, or has held at any time during the last two years, any interest in:

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

(b) Interests in securities as at the date of this Prospectus

As at the date of this Prospectus, the Directors (and their respective associates) have relevant interests in the Shares and Options of the Company as at the date of this Prospectus as set out in the table below. Interests include those held directly and indirectly.

| Director | Number of Shares | Number of Options |
|-------------------------------|-------------------------|--------------------------|
| Anthony Barton ¹ | 100,114,702 | 38,371,571 ⁴ |
| Leonid Charuckyj ² | 16,362,121 | 1,990,152 ⁴ |
| Greg MacMillan ³ | 33,649,928 | 11,216,644 ⁴ |

Notes:

1. In addition to his current relevant interest in securities, entities controlled by Anthony Barton may participate in the Offer by subscribing for up to 3,636,364 SPP Shares and 1,212,124 SPP Options.
2. In addition to his current relevant interest in securities, entities controlled by Leonid Charuckyj may participate in the Offer by subscribing for up to 2,727,273 SPP Shares and 909,093 SPP Options.
3. In addition to his current relevant interest in securities, entities controlled by Greg MacMillan may participate in the Offer by subscribing for up to 1,818,182 SPP Shares and 606,062 SPP Options.
4. The Options are listed Options with an exercise price of 12 cents and an expiry date of 31 July 2020.

(c) Remuneration of Directors

Mr Anthony Barton is paid \$40,000 per annum plus statutory superannuation as a director's fee as non-executive chairman. In the two years prior to the date of this Prospectus Mr Barton has received a total remuneration of \$80,000.

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

Mr Greg MacMillan is paid \$40,000 per annum plus statutory superannuation as a director's fee. In the two years prior to the date of this Prospectus Mr MacMillan has received a total remuneration of \$80,000.

Directors are also entitled to be reimbursed for reasonable expenses incurred by them in providing their services to the Company.

7.5 Interests of Experts and Advisers

Other than 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 this 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.

Other than 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 lawyers to the Company in relation to the Offer. We estimate that we will pay approximately \$10,000 (exclusive of GST) for these services. In the past two years, Fairweather Corporate Lawyers has been paid or accrued fees (excluding GST) of approximately \$29,775 (exclusive of GST) by the Company.

7.6 Expenses of the Offer

The expenses connected to the Offer under this Prospectus payable by the Company are estimated at approximately \$30,000. These estimated expenses include legal fees, ASX and ASIC fees and other miscellaneous expenses directly attributable to the Offer.

7.7 Consents

The following parties has given their 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 Fairweather Corporate Lawyers being named as the Solicitors to the Offer.

The party referred to above in this Section:

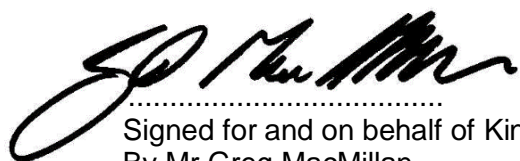
- does not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this Section;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than 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.

8. 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: 10 July 2020



.....
Signed for and on behalf of King River Resources Limited
By Mr Greg MacMillan
Non-Executive Director

9. GLOSSARY

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

| | |
|--|---|
| Application Form | an application form in respect of either the SPP Offer or the Shortfall Offer, as applicable. |
| ASIC | the Australian Securities and Investments Commission. |
| ASX | the ASX Limited (ACN 008 624 691). |
| ASX Listing Rules or Listing Rules | the listing rules of the ASX. |
| Board | the board of directors of the Company. |
| Closing Date | The closing date of the Offer which is expected to be 5.00pm (WST) on 14 August 2020. |
| Company or KRR | King River Resources Limited (ACN 100 714 181). |
| Corporations Act | the <i>Corporations Act 2001</i> (Cth). |
| Directors | the directors of the Company as at the date of this Prospectus. |
| Eligible Shareholder | a Shareholder with a registered address in Australia or New Zealand as at the SPP Record Date. |
| General Meeting | the general meeting of Shareholders to be held on 13 August 2020. |
| Offer or SPP Offer | the Offer under this Prospectus of SPP Shares and SPP Options to Eligible Shareholders. |
| Official List | the official list of the ASX. |
| Option | an option to subscribe for a Share. |
| Project | a project of the Company. |
| Prospectus | this Prospectus. |
| Record Date | 5.00pm (WST), 22 June 2020. |
| Share | a fully paid ordinary share in the Company. |
| Shareholder | a person who holds one or more Shares. |
| Shortfall Offer | the offer under this Prospectus of the SPP Shortfall Securities. |
| SPP | the Company's securities purchase plan for the SPP Offer. |
| SPP Application Form | the application form to acquire SPP Shares and SPP Options that is attached to or accompanies this Prospectus. |
| SPP Options | the issue of up to 124,863,856 Options on the terms set out in Section 6.2 on the basis of 1 free Option for every 2 SPP Shares subscribed for. |
| SPP Shares | the issue of up to 249,727,711 Shares at 3.3 cents each to raise up to \$8,241,014. |
| SPP Shortfall Securities | any SPP Share and SPP Options not taken up under the SPP Offer. |
| SPP Shortfall Securities Application Form | the application form to acquire SPP Shortfall Securities that is attached to or accompanies this Prospectus. |
| WST | Western Standard Time, Perth, Western Australia. |
| \$ or Dollars | Australian dollars unless otherwise stated. |