

KING RIVER COPPER LIMITED
ACN 100 714 181

BONUS ISSUE PROSPECTUS

**Bonus Issue of 2 Bonus Options to Eligible Shareholders
for every 5 Shares held as at 5.00pm WST on 8 July 2015**

**Shareholders are not required to take any action in relation to the
Bonus Issue of Bonus Options under this Prospectus.**

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act 2001. This document is important and should be read in its entirety. If, after reading this Prospectus, you have any questions about the Bonus Options being issued under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser.

The Bonus Options issued under this Prospectus should be considered highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 1 July 2015 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

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

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

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Shareholders with a registered address outside Australia or New Zealand should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

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

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

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

CORPORATE DIRECTORY

DIRECTORS

Anthony Barton (Chairman)
Leonid Charuckyj (Director)
Greg MacMillan (Director)

SOLICITORS TO THE OFFER

Fairweather Corporate Lawyers
595 Stirling Highway
Cottesloe, Western Australia, 6011

COMPANY SECRETARY

Mr Greg MacMillan

***SHARE REGISTRY**

Security Transfer Registrars Pty Ltd
770 Canning Highway
Applecross, Western Australia, 6153

BUSINESS OFFICE

First Floor
254 Adelaide Terrace
Perth, Western Australia, 6000

Telephone: +61 8 9315 2333

Telephone: +61 8 9221 8055

Facsimile: +61 8 9325 8088

www.kingrivercopper.com.au

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

TABLE OF CONTENTS

1.	INVESTMENT OVERVIEW.....	5
2.	DETAILS OF THE BONUS ISSUE.....	8
2.1	Bonus Issue	8
2.2	Action required by Eligible Shareholders	8
2.3	Brokers.....	8
2.4	Allotment of Bonus Options.....	8
2.5	Official Quotation by ASX.....	8
2.6	ASX Listed Company	9
2.7	Overseas shareholders	9
2.8	New Zealand registered Shareholders.....	9
2.9	CHESS.....	9
2.10	Risk Factors	9
2.11	Rights Attaching to Bonus Options and Shares	9
3.	PURPOSE AND EFFECT OF THE BONUS ISSUE.....	10
3.1	Purpose of Bonus Issue and possible use of any funds upon the exercise of any Bonus Options.....	10
3.2	Effect of the Bonus Issue	10
3.3	Effect on capital structure.....	10
3.4	Effect on financial position	11
3.5	Potential effect on control.....	11
4.	RISK FACTORS	12
4.1	Introduction	12
4.2	Specific risks	12
4.3	General investment risks.....	14
5.	RIGHTS ATTACHING TO SECURITIES.....	16
5.1	Terms of Bonus Options	16
5.2	Rights attaching to Shares	17
6.	ADDITIONAL INFORMATION.....	19
6.1	Board and Management.....	19
6.2	Interests of Directors	19
6.3	Interests of Experts and Advisors	20
6.4	Expenses of the Offer	21
6.5	Consents.....	21
6.6	Share Trading History	21
6.7	Transaction Specific Prospectus and Continuous Disclosure Obligations.....	21
7.	DIRECTORS' AUTHORISATION AND CONSENT.....	25
8.	GLOSSARY	26

1. INVESTMENT OVERVIEW

Question	Response	Where to find more information
What is the Offer?	<p>The Company is offering to issue Bonus Options to Eligible Shareholders by a pro-rata non-renounceable issue. The Bonus Options have an exercise price of 10 cents and an expiry date of 30 June 2018. The full terms of the Bonus Options are set out in Section 5.1.</p> <p>Under the Offer, Eligible Shareholders will receive 2 Bonus Options for every 5 Shares held on the Record Date.</p>	Sections 2.1 and 5.1
Are the Bonus Options free to Eligible Shareholders?	Yes, the Bonus Options are offered free to Eligible Shareholders.	Section 2.1
Who is an Eligible Shareholder?	All Shareholders at the Record Date are Eligible Shareholders.	Section 2.1
Are Eligible Shareholders required to do anything?	No, Eligible Shareholders are not required to take any action to be issued with Bonus Options under the Bonus Issue. Holding statements for the Bonus Options will be despatched to Eligible Shareholders.	Sections 2.2 and 2.4
How many Options will be issued by the Offer?	<p>The actual number of Bonus Options that will be issued under the Offer is not known.</p> <p>At the date of this Prospectus, the maximum number of Bonus Options to be issued under the Offer is 124,409,981 Bonus Options. This assumes that no existing Option holders exercise their Options before the Record Date.</p> <p>In the event that existing Option holders exercise their Options before the Record Date, they will be entitled to participate in the Offer. This would increase the maximum number of Bonus Options that may be issued under the Offer.</p>	Section 3.3
What is the purpose of the Offer?	The purpose of the Offer is to reward Eligible Shareholders for supporting the Company and to give those Eligible Shareholders the opportunity to participate in the continued growth of the Company. Although no funds are raised by the issue of the Bonus Options, the possible exercise of the Bonus Options provides the Company with a mechanism to raise funds in the future.	Section 3.1

Question	Response	Where to find more information
	<p>The likelihood of the Company raising additional capital by the exercise of the Bonus Options is dependent on the market price of the Shares from time to time until the Bonus Options expire on 30 June 2018. The Company's use of any funds raised by the exercise of the Bonus Options will depend upon when the Bonus Options are exercised and the Company's requirements at the relevant time. The current intention is that any funds so raised will be used by the Company to fund its exploration and development activities at its East Kimberley project including copper and gold exploration and for general working capital.</p>	
What is the effect of the Offer?	<p>The effect of the Offer is to:</p> <ul style="list-style-type: none"> • Increase the number of Options on issue. • Reduce cash on hand held by the Company by approximately \$25,000 being the estimated costs of the Offer. 	Section 3.2
What are the risks associated with an investment in the Company?	<p>Some of the key risks associated with an investment in the Company are set out below. Shareholders should consider these risks and the risks set out in Section 4 when considering whether to exercise their Options. Some of the specific risks are:</p> <ul style="list-style-type: none"> • Exploration and development risk – Resource exploration and development is by its nature a high risk undertaking. The Company is focusing on exploring the copper and gold potential of its East Kimberley tenements. There is no assurance that these activities will result in a commercially viable discovery or transaction. • Future capital needs and additional funding – The Company will need to raise further capital (equity or debt) in the future. No assurance can be given that future funding will be available to the Company on favourable terms or at all which would prejudice the development of projects and the viability of the Company. • Commodity prices – The Company is seeking to develop projects which will be reliant on the prices of various commodities including copper and gold. Adverse fluctuations in these prices may detrimentally affect the development of the projects. • Reliance on key personnel - The Company's success largely depends on the core competencies of its Directors and any management and their familiarisation with, and ability to operate in, the resource industry. 	Section 4

Question	Response	Where to find more information
What are the key dates of the Offer?	Prospectus lodged with ASIC.	1 July 2015
	Shares quoted on an "ex" basis (ex-Bonus Issue).	6 July 2015
	Bonus Options quoted on a deferred settlement basis.	6 July 2015
	Record Date to determine Eligible Shareholders.	8 July 2015
	Issue Date, despatch of Prospectus and holding statements. Deferred settlement trading of Bonus Options ends.	22 July 2015
	These dates are indicative only. Subject to the Listing Rules, the Directors may vary the dates without prior notice.	

2. DETAILS OF THE BONUS ISSUE

2.1 Bonus Issue

The Company is making a pro rata non-renounceable offer to issue Bonus Options to Eligible Shareholders who are registered as at 5.00pm WST on 8 July 2015 ("**Bonus Issue**").

The Bonus Issue is made on the basis of that for every 5 Shares held as at the Record Date the Company will issue 2 Bonus Options for free to Eligible Shareholders. In the calculation of any entitlement, fractions will be rounded up to the nearest whole number.

Based on the capital structure of the Company at the date of this Prospectus, approximately 124,409,981 Bonus Options will be issued under the Bonus Issue. This assumes that no existing Option holders exercise their Options before the Record Date.

The entitlement to the Bonus Options is non-renounceable which means that Eligible Shareholders cannot dispose of or trade any part of their entitlement to receive the Bonus Options under the Bonus Issue.

Each Bonus Option entitles the holder to subscribe for and be allotted one Share in the Company. The exercise price is 10 cents per Bonus Option. Each Bonus Option must be exercised on or before 30 June 2018. The terms of the Bonus Options are set out in Section 5 of this Prospectus.

2.2 Action required by Eligible Shareholders

Eligible Shareholders are not required to do anything to be issued with Options under the Bonus Issue. Holding statements for the Options will be despatched to Eligible Shareholders.

If you have any questions about your entitlement under the Bonus Issue, please contact the Company's Share Registry or your stockbroker or professional adviser.

2.3 Brokers

No brokerage or stamp duty is payable by Eligible Shareholders on the issue of Options under the Bonus Issue.

2.4 Allotment of Bonus Options

Options issued under this Prospectus will be allotted as soon as practicable after the date of this Prospectus and otherwise in accordance with the Listing Rules. The Company will allot the Options on the basis of the entitlement of all Eligible Shareholders under the Bonus Issue.

2.5 Official Quotation by ASX

The Company will apply to ASX for official quotation of the Options within 7 days after the date of this Prospectus.

If the Options are not admitted to official quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, none of the Options offered by this Prospectus will be granted.

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

2.6 ASX Listed Company

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

2.7 Overseas shareholders

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer to issue this Prospectus. No action has been taken to register or qualify the Options or otherwise permit a public offering of the Bonus Options the subject of this Prospectus in any jurisdiction outside Australia.

Shareholders with a registered address outside Australia or New Zealand should consult their professional advisers as to whether any governmental or other consents are required, or other formalities need to be observed to enable them to receive their Bonus Options.

2.8 New Zealand registered Shareholders

The Bonus Options are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

2.9 CHESS

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

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

2.10 Risk Factors

Investors should carefully read the risk factors outlined in section 4. An investment of this kind involves a number of risks, some of which are specific to the Company and the industry in which it operates.

2.11 Rights Attaching to Bonus Options and Shares

The terms of the Bonus Options and the rights attaching to Shares is set out in Section 5.

3. PURPOSE AND EFFECT OF THE BONUS ISSUE

3.1 Purpose of Bonus Issue and possible use of any funds upon the exercise of any Bonus Options

The purpose of the Bonus Issue is to reward Eligible Shareholders for supporting the Company and to give those Eligible Shareholders the opportunity to participate in the continued growth of the Company. Although no funds are raised by the issue of the Bonus Options, the possible exercise of the Bonus Options provides the Company with a mechanism to raise funds in the future.

The likelihood of the Company raising additional capital by the exercise of the Bonus Options is dependent on the market price of the Shares from time to time until the Bonus Shares expire on 30 June 2018. The exercise price of the Bonus Options of 10 cents is significantly above the pre-Prospectus trading price of the Shares.

Assuming that 124,409,981 Bonus Options are issued, the maximum amount that will be raised by the Company if all of the Bonus Options are exercised is \$12,440,998.

The Company's use of any funds raised by the exercise of the Bonus Options will depend upon when the Bonus Options are exercised and the Company's requirements at the relevant time. The current intention is that any funds so raised will be used by the Company to fund its exploration and development activities at its East Kimberley project including copper and gold exploration and for general working capital.

3.2 Effect of the Bonus Issue

No funds will be raised from the Bonus Issue. The principal effects of the Bonus Issue will be to:

- Increase the number of Options on issue by approximately 124,409,981 (assuming that no existing Option holders exercise their Options before the Record Date); and
- Reduce cash on hand held by the Company by approximately \$25,000 being the estimated costs of the Bonus Issue.

3.3 Effect on capital structure

The Bonus Issue will result in the issue of approximately 124,409,981 Bonus Options being issued assuming that no existing Option holders exercise their Options before the Record Date. Based on these assumptions, on completion of the Bonus Issue the capital structure of the Company will be as follows:

Shares		Number
Shares		311,024,953
Options		
Bonus Options		124,409,981
Unlisted Options:		
Exercise Price of 10 cents and expiry date of 30 November 2017		1,250,000
Exercise Price of 20 cents and expiry date of 30 June 2019		2,550,000
		128,209,981

3.4 Effect on financial position

Except for the payment of the estimated costs of the Offer of approximately \$25,000, the Bonus Issue will not have any other impact on the financial position of the Company.

The Company will receive 10 cents for each Bonus Option exercised and assuming 124,409,981 Bonus Options are issued and all the Bonus Options are exercised then the amount that would be raised by the Company would be \$12,440,998. The likelihood of the Company raising additional capital through the exercise of the Bonus Options will depend on the market price of the Shares from time to time up to the expiry date of the Bonus Options on 30 June 2018.

3.5 Potential effect on control

The issue of Bonus Options as a pro-rata issue will not have a material effect on the control of the Company. The exercise of Bonus Options should not have a material effect on the control of the Company, as the maximum dilution experienced by any Eligible Shareholder that fails to exercise its Bonus Options will be 40% of its existing Shareholding.

4. RISK FACTORS

4.1 Introduction

The Bonus Options offered under this Prospectus are highly speculative. The Company is focusing on exploring the copper and gold potential of its East Kimberley tenements.

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

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

4.2 Specific risks

Exploration

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

Development and mining

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

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

Future capital needs and additional funding

The Company's ability to raise capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including the success of the exploration and development programs, any feasibility studies, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the

Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

Commodity price volatility

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

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, forward selling by producers and production cost levels, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

Reliance on key personnel

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

Resource estimations

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

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

Title

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

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

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

Native title and land access

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

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

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

Environmental

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

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

Potential acquisitions

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

4.3 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.

5. RIGHTS ATTACHING TO SECURITIES

5.1 Terms of Bonus Options

The terms of the issue of the Bonus Options are:

- (a) Each Bonus Option entitles the holder to one Share in the capital of the Company.
- (b) The Bonus Options may be exercised at any time prior to 5.00pm Western Standard Time on 30 June 2018 ("**Expiry Date**").
- (c) The exercise price of the Bonus Options is 10 cents each.
- (d) Application will be made for the Bonus Options to be quoted and the Bonus Options will be freely tradeable subject to any ASX escrow restrictions.
- (e) The Company will provide to each Option holder a notice that is to be completed when exercising the Bonus Options ("**Notice of Exercise**"). Bonus Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Secretary of the Company to be received prior to the expiry date. The Notice of Exercise must state the number of Bonus 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 Bonus Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX within 7 business days after the date of issue of all Shares pursuant to the exercise of Bonus Options to be admitted to quotation.
- (g) There are no participating rights or entitlements inherent in the Bonus 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 Bonus 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 Bonus Option can be exercised except in the event of a bonus issue. The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Bonus Options prior to the date for determining entitlements to participate in such issues.
- (h) If on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company, then upon exercise of his or her Bonus Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that bonus issue if the Bonus Options had been exercised before the record date for the bonus issue.
- (i) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the Listing Rules.

5.2 Rights attaching to Shares

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

- detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice. Shares to be issued on exercise of Bonus Options will rank *pari passu* with all other Shares then on issue.

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per share on a poll. The person who holds a share which is not fully paid shall be entitled to a fraction of a vote equal to that proportion of a vote that the amount paid (not credited) on the relevant share bears to the total amounts paid and payable in respect of those shares (excluding amounts credited). Voting may be in person or by proxy, attorney or representative.

Dividends

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

Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over or otherwise dispose of, unissued Shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

Transfer of Shares

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

Meetings and Notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

Election of Directors

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

Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

Listing Rules

Despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

6. ADDITIONAL INFORMATION

6.1 Board and Management

The Board consists of:

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

Mr Barton is a substantial shareholder with a relevant interest of 11.69% in the Shares in the Company. Mr Barton is therefore not an independent director.

Mr Charuckyj and Mr MacMillan are independent directors.

6.2 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last two years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Bonus Issue

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:

- (c) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or
- (d) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Bonus Issue.

Holdings of Directors

Director' relevant interests in securities of the Company at the date of the Prospectus and the number of Bonus Option to which they are entitled are:

Director	Shares	Options	Entitlement to Bonus Options
Anthony Barton ¹	36,371,285	600,000 ²	14,548,514
Leonid Charuckyj	2,912,124	300,000 ³	1,164,850
Greg MacMillan ¹	13,231,044	300,000 ⁴	1,252,768

1. Each of Anthony Barton and Greg MacMillan have a relevant interest in 10,099,125 Shares held by Australian Heritage Group Pty Ltd. The Bonus Option entitlement for this holding is reflected only against Anthony Barton.
2. 600,000 unlisted Options with an exercise price of 20 cents and expiry date of 30 June 2019.
3. 300,000 unlisted Options with an exercise price of 20 cents and expiry date of 30 June 2019.
4. 300,000 unlisted Options with an exercise price of 20 cents and expiry date of 30 June 2019.

Remuneration of Directors

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

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

Greg MacMillan is paid a director's fee of \$40,000 per annum plus statutory superannuation. In the two years prior to the date of this Prospectus Mr MacMillan has received a total cash remuneration of \$76,000 in director's fees and \$6,840 in superannuation.

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

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

6.3 Interests of Experts and Advisors

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of

those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Bonus Issue.

Fairweather Corporate Lawyers has acted as solicitors to the Company in relation to the Bonus Issue. In respect of this work, the Company will pay approximately \$6,000 exclusive of GST and disbursements. Subsequently fees will be paid in accordance with normal hourly rates. Fairweather Corporate Lawyers has not been paid any amounts by the Company in the 2 years prior to the date of this Prospectus.

6.4 Expenses of the Offer

The expenses connected with the Bonus Issue including legal fees, ASX listing fees, ASIC lodgement fees, share registry fees, options holder printing and postage and other miscellaneous expenses will be approximately \$25,000.

6.5 Consents

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

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

The party referred to above in this Section:

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

6.6 Share Trading History

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

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

	Price	Date
Highest	4.0 cents	27/04/2015
Lowest	2.0 cents	05/06/2015
Latest	2.9 cents	30/06/2015

6.7 Transaction Specific Prospectus and Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in Section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular

reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. Shares that will be issued pursuant to an exercise of Bonus Options issued under this Prospectus will be in the same class of Shares that have been granted official quotation by ASX during the 3 months prior to the issue of this Prospectus.

In general terms "transaction specific prospectuses" are 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. 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.

Having taken such precautions and having made such enquiries 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 3 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 securities 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 ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the date of despatch of holding statements for the Bonus Options:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half year financial report lodged with ASIC by the Company after the lodgement of the annual financial report referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of the copy of the Prospectus with ASIC.

The Company lodged its latest annual financial report with ASX on 26 September 2014. The following documents have been lodged with ASX since the date of lodgement of the Company's latest annual financial report:

Date	Description of Announcement
29/09/2014	Appendix 3B first tranche
30/09/2014	Notice of General Meeting / Proxy Form
01/10/2014	Change in substantial holding
02/10/2014	Becoming a substantial holder
14/10/2014	Quarterly Activities Report
21/10/2014	Phase 2 Drilling Update
21/10/2014	Notice of Annual General Meeting / Proxy Form
24/10/2014	King River negotiates equity for drilling
29/10/2014	Quarterly Cashflow Report
31/10/2014	Results of Meeting
31/10/2014	Prospectus s708 Secondary Trading
31/10/2014	Appendix 3B
05/11/2014	New Pentecost Mineralisation
13/11/2014	Phase 2 Drilling Update
24/11/2014	Results of Annual General Meeting
04/12/2014	Phase 2 Drilling Update
19/12/2014	Appendix 3B
22/12/2014	Change of Director's Interest Notice
30/01/2015	Quarterly Cashflow Report
30/01/2015	Quarterly Activities Report
09/02/2015	Non Renounceable Rights Issue
09/02/2015	ASIC Notice Rights Issue
09/02/2015	Appendix 3B Rights Issue
09/02/2015	Option Holders Rights Issue
10/02/2015	Change of Director's Interest Notice
11/02/2015	Chairman & Shareholder's Rights Issue Letters
11/02/2015	Change of Director's Interest Notice
17/02/2015	Change of Director's Interest Notice
18/02/2015	Change of Director's Interest Notice
19/02/2015	Rights Issue Offer Document
27/02/2015	Capital Raising Update
27/02/2015	Change of Director's Interest Notice
27/02/2015	Change in substantial holding
03/03/2015	Change of Director's Interest Notice

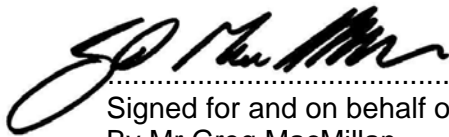
05/03/2015	Capital Raising Update
09/03/2015	Change of Director's Interest Notice
12/03/2015	Change of Director's Interest Notice
16/03/2015	Change of Director's Interest Notice
16/03/2015	Half Yearly Report and Accounts
17/03/2015	Capital Raising Update
18/03/2015	Appendix 3B
19/03/2015	Change of Director's Interest Notice x 3
19/03/2015	Change in substantial holding
24/03/2015	Change in substantial holding
27/04/2015	Response to ASX price query
29/04/2015	Quarterly Cashflow Report
29/04/2015	Quarterly Activities Report
04/05/2015	Drilling Commences at Windsor Prospect
25/05/2015	Exploration Update - 25th May 2015
05/06/2015	Exploration Update - 5th June 2015
09/06/2015	R&D Rebate Received
18/06/2015	Chapman New IP Targets
23/06/2015	Bonus Options
25/06/2015	King River Negotiates Equity for Drilling
26/06/2015	Appendix 3B
26/06/2015	Options expiry & LR6.24 waiver

7. DIRECTORS' AUTHORISATION AND CONSENT

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

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

Dated: 1 July 2015

A handwritten signature in black ink, appearing to read 'G MacMillan', is positioned above a horizontal dotted line.

Signed for and on behalf of King River Copper Limited
By Mr Greg MacMillan
Director and Company Secretary

8. GLOSSARY

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

ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited (ACN 008 624 691).
Board	the Board of Directors.
Bonus Issue	the issue of Bonus Options under this Prospectus to Eligible Shareholders on the basis of 2 Bonus Options for every 5 Shares held on the Record Date.
Bonus Options	the Options to be issued under this Prospectus on the terms set out in Section 5.1.
Company or King River Copper	King River Copper Limited (ACN 100 714 181).
Corporations Act	the Corporations Act 2001 (Cth).
Director	a director of the Company.
Eligible Shareholder	a Shareholder as at the Record Date.
Listing Rules	the official listing rules of the ASX.
Offer	the Bonus Issue under this Prospectus.
Option	an option to subscribe for a Share.
Prospectus	this Prospectus.
Record Date	means 5.00 pm WST on 8 July 2015.
Share	a fully paid ordinary share in the Company.
Shareholder	a person who holds one or more Shares.
WST	Western Standard Time, Perth, Western Australia.
\$ or Dollars	Australian dollars unless otherwise stated.