

Prospectus

Astro Resources NL **ABN 96 007 090 904**

A renounceable pro-rata offer to all Eligible Shareholders of seven (7) New Shares for every Existing Share held at the Record Date at an issue price of \$0.004 per New Share to raise \$3,090,245.

For each New Share applied for under the Entitlement Offer, an Eligible Shareholder will also receive one (1) free New Option exercisable at \$0.004 per New Option with an expiry date of one and a half years from the date of issue.

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited (AFSL No. 243480).

ASX Code: ARO

10 August 2016

This Prospectus provides important information about the Company. You should read the entire document including the Entitlement and Acceptance Form. If you have any questions about the New Securities being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser.

Important Notice

This Prospectus is dated 10 August 2016 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the New Shares offered under this Prospectus within seven (7) days of this 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.

Nature of this Prospectus

The New Shares and the Shares that will be issued on the exercise of the New Options offered under this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class or securities convertible into that class which has been continuously quoted by ASX in the three (3) months prior to the date of the 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.

This Prospectus contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus at any time prior to the Closing Date on the Company's website at <http://www.aro.com.au/> or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Entitlement Offer by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus or by making payment using BPAY® (refer to section 6.8 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand 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. Applicants who are residents in countries other than Australia or New Zealand are Ineligible Shareholders and may not participate in the Entitlement Offer.

This Prospectus does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Entitlement Offer in any jurisdiction other than Australia and New Zealand.

Important Information for New Zealand Investors

This Entitlement Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 and Regulations. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008.

This Entitlement Offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 and Regulations (Australia) set out how the offer must be made.

There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime.

The rights, remedies and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Entitlement Offer may involve a currency exchange risk. The currency for the New Securities is not New Zealand dollars. The value of the New Securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the New Securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the New Securities are able to be traded on a securities market and you wish to trade the New Securities through that market, you will have to make arrangements for a participant in that market to sell the New Securities on your behalf. If the New Securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the New Securities and trading may differ from securities markets that operate in New Zealand.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Entitlement Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 5 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 7.17 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in section 11.

Enquiries

If you have any questions please call the Company Secretary on +61 2 8346 6055 or Registry Services (**Share Registry**) on 1300 554 474 at any time between 8.00am and 5.00pm (Sydney time) Monday to Friday until the Closing Date. Alternatively, consult your broker, accountant or other professional adviser.

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Corporate Directory

Directors

Jacob Leo Khouri – Non Executive Chairman
Michael Povey – Executive Director
Graham Libbesson – Independent Director

Registered and Business Office

Tel: +61 2 9237 6525
Fax: +61 2 8346 6099
Email: admin@aro.com.au

Company Secretary

Vince Fayad

Website

<http://www.aro.com.au/>

Auditor*

RSM Australia Partners
Level 13
60 Castlereagh Street
Sydney NSW 2000

Share Registry*

Link Market Services Limited
Tel: 1300 554 474
Fax: +61 2 9287 0305

Underwriter

Bell Potter Securities Limited
Level 38
88 Phillip St
Sydney NSW 2000

Legal Adviser to the Offer

Norton Rose Fulbright Australia
Level 18, Grosvenor Place
225 George Street
Sydney NSW 2000

* This party is named for informational purposes only and was not involved in the preparation of this Prospectus

1 Timetable and Key Entitlement Offer Terms

1.1 Key Entitlement Offer terms and capital structure

Offer price	\$0.004 per New Share
Eligible Shareholders' Entitlement	7 New Shares for each Existing Share held on Record Date
New Options	1 free New Option (unlisted) for every New Share taken up
Shares currently on issue ¹	110,365,915
New Shares offered under this Prospectus ¹	772,561,405
New Options offered under this Prospectus ^{1 and 2}	772,561,405
Total number of Shares on issue on completion of the Entitlement Offer	882,927,320
Total number of unlisted Options on issue on completion of the Entitlement Offer	772,561,405
Amount raised under this Prospectus (before costs) ¹	\$3,090,245

Notes:

1 This assumes no further Shares are issued prior to the Record Date.

2 See section 8.2 for full terms and conditions of the New Options offered.

1.2 Timetable

Announcement of Entitlement Offer and lodgement of Appendix 3B	10 August 2016
Lodgement of Prospectus with ASIC and copies given to ASX	10 August 2016
Notice to Eligible Shareholders and Ineligible Shareholders	11 August 2016
Ex Date – Shares trade ex-Entitlement	12 August 2016
Entitlement trading starts on a deferred settlement basis	12 August 2016
Record date to determine Entitlement (Record Date)	7pm 15 August 2016
Prospectus with Entitlement and Acceptance Form dispatched	18 August 2016
Entitlement Offer opens for receipt of Applications	18 August 2016
Entitlement trading ends at 5pm (Sydney time)	29 August 2016
Closing date for acceptances (Closing Date)	5pm 5 September 2016
Notify ASX of number of Shortfall Securities	7 September 2016
Issue of New Securities	8 September 2016
Deferred settlement trading ends and dispatch of shareholding statements	8 September 2016
Normal trading of New Shares expected to commence	9 September 2016

The Directors may extend the Closing Date by giving at least three (3) Business Days' notice to ASX prior to the Closing Date, subject to such date being no later than three (3) months after the date of this Prospectus. As such the date the New Shares are expected to commence trading on ASX may vary.

2 Chairman's letter

Dear Shareholder

As most recently announced on the ASX platform on 5 July 2016, Astro Resources NL (**Astro** or **Company**) has reached mutual agreement with Gymany not to proceed with the proposed acquisition of Gymany (the **Acquisition**). As a result, the Company is now committed to continuing with its long and established business objective of being an exploration mining company.

On behalf of the Company, I am pleased to invite you to participate in a renounceable pro rata offer to all Eligible Shareholders of seven (7) New Shares for every Existing Share held at the Record Date at an issue price of \$0.004 per New Share to raise \$3,090,245. For each New Share applied for under the Entitlement Offer, an Eligible Shareholder will also receive one (1) free New Option exercisable at \$0.004 per New Option with an expiry date of one and a half years from the date of issue.

The purpose of the Entitlement Offer is to:

- repay all Convertible Notes and all existing unsecured loans outstanding to MIL for provision of working capital and funding for the Company (approximately \$1.576 million);
- repay existing unsecured loan outstanding to Carakho Holdings for provision of working capital for the Company (approximately \$0.105 million);
- repay amounts owing to MIL for the provision of advisory services and amounts owed for its royalty in relation to its royalty provided in respect of the farm-in and joint venture arrangement (approximately \$0.243 million);
- repay various creditors (approximately \$0.375 million as at 30 June 2016);
- repay amounts owing to a service provider, Mr David Gibbs, for the provision of geological services in relation to exploration activities (approximately \$0.060 million);
- meet the remaining unpaid costs of the Entitlement Offer (approximately \$0.112 million to be paid out of total costs estimated to be approximately \$0.217 million – see section 9.5. Note, the difference between \$0.217 million and \$0.105 million is reflected in the trade creditors amount); and
- provide working capital for the Company (approximately \$0.624 million).

The Entitlement Offer is fully underwritten by Bell Potter Securities Limited. The Company's major shareholder, Mining Investment Limited (**MIL**) has agreed to sub-underwrite the majority of this rights issue and Consolidated Equity Partners LLC, Kafta Enterprises Pty Limited (**Kafta**), Carakho Holdings Pty Limited and Mr David Gibbs have agreed to sub-underwrite the residual amount (together, the **Sub-Underwriters**). Apart from myself being a related person to MIL, none of the Directors hold any shares in Astro.

This Prospectus and personalised Entitlement and Acceptance Form should be read carefully and in their entirety before deciding whether to participate in this Entitlement Offer. In particular, Eligible Shareholders should consider the key risk factors outlined in section 5 of this Prospectus. These risks include:

1. it is likely that any proceeds from the Entitlement Offer will not be sufficient to meet the medium term objectives of the Company and accordingly, further fundraising may need to take place. Any further issues may be dilutionary to existing Shareholders, although it is hoped that shareholders will subscribe to the New Options; and

2. risks associated with ownership of exploration and mineral assets currently held by the Company and in particular, with the announcement of the maiden resource, the likely need to raise further capital in order to retain an at least 20% ownership in the Iluka JV.

It is also worth giving consideration to Astro's ASX announcement dated 26 April 2016 in respect of the Maiden Inferred Mineral Resource Estimate at the Jack Track heavy mineral deposit in the Southern Perth Basin which is subject to the Iluka JV (in which Astro has a 20% interest). This project is a key to Astro's future success.

The Board is now focused on developing its existing assets and seeking out exploration opportunities that are going to be value accretive to shareholders.

On behalf of your Board, I invite you to consider this investment opportunity and thank you for your ongoing support for the Company.

Yours faithfully



.....
Signed for and on behalf of
Astro Resources NL
Jacob Leo Khouri
Chairman

3 Investment overview and key risks

3.1 Introduction

This information is a selective overview only. Prospective investors and Eligible Shareholders should read the Prospectus in full before deciding to apply for New Shares under the Entitlement Offer.

Question	Response	Where to find more information
What is the Entitlement Offer?	<p>Seven (7) New Shares for every Existing Share held on the Record Date at an issue price of \$0.004. For each New Share applied for, an Eligible Shareholder will also receive one (1) free New Option (exercisable at \$0.004 within one and a half years of issue). The New Options will not be quoted on the ASX.</p> <p>By way of example, if an Eligible Shareholder held 100,000 Existing Shares at the Record Date, its Entitlement would be to 700,000 New Shares and 700,000 New Options.</p> <p>An application has been made for the New Shares to be quoted on ASX.</p>	Section 3.2
Can I apply for New Shares in excess of my Entitlement?	<p>There will be no offer for any Shortfall Securities or excess New Shares. You can, however, buy Entitlements being sold by other Shareholders as the Entitlement Offer is renounceable.</p> <p>Any New Shares not taken up by the Eligible Shareholders or purchasers of the Entitlements will be subscribed by the Sub-underwriters.</p>	Section 7.5
Am I an Eligible Shareholder?	<p>The Entitlement Offer is only made to Eligible Shareholders who:</p> <ul style="list-style-type: none"> (a) are the registered holders of Shares as at 7pm (Sydney time) on 15 August 2016, being the Record Date for the Entitlement Offer; and (b) have a registered address in Australia or New Zealand. 	Section 7.3
Why is the Entitlement Offer being conducted?	<p>The purpose of the Entitlement Offer is to:</p> <ul style="list-style-type: none"> • repay all Convertible Notes and all existing unsecured loans outstanding to MIL for provision of working capital and funding for the Company (approximately \$1.576 million); • repay existing unsecured loan outstanding to Carakho Holdings for provision of working capital for the Company (approximately \$0.105 million); • repay amounts owing to MIL for the provision of advisory services and amounts owed in relation to its royalty provided in respect of the farm-in and joint venture arrangement (approximately \$0.243 million); • repay various creditors (approximately \$0.375 million as at 30 June 2016); 	Section 4.3

Question	Response	Where to find more information
	<ul style="list-style-type: none"> • repay amounts owing to a service provider, Mr David Gibbs, for the provision of geological services in relation to exploration activities (approximately \$0.060 million); • meet the remaining unpaid costs of the Entitlement Offer (approximately \$0.112 million to be paid out of total costs estimated to be \$0.217 million – see section 9.5); and • provide working capital for the Company (approximately \$0.624 million). 	
What are the key risks of a subscription under the Entitlement Offer?	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none"> • the risk that proceeds from the Entitlement Offer will not be sufficient to meet the medium term (meaning 12 months or greater) objectives of the Company and accordingly, further fundraising may need to take place. Any further issues may be dilutionary to existing Shareholders; and • risks associated with ownership of exploration and mineral assets currently held by the Company. These assets are generally considered to be speculative in nature. <p>Please carefully consider these risks and the information contained in Section 5 of this Prospectus before deciding whether or not to apply for New Securities.</p>	Section 5
Is the Entitlement Offer underwritten?	Yes. The Entitlement Offer is fully underwritten by Bell Potter Securities Limited and in turn, sub-underwritten by the Sub-Underwriters.	Section 7.4
What will be the effect of the Entitlement Offer on control of the Company?	<p>The effect of the Entitlement Offer on control of the Company will vary with the level of Entitlements taken up by Eligible Shareholders.</p> <p>MIL, who is a sub-underwriter, currently holds 62.12% of the Shares in the Company.</p> <p>MIL has confirmed that it does not intend to participate as an Eligible Shareholder in the Entitlement Offer and, if this is to occur, its percentage ownership in the Company (together with its associate, Carakho Holdings) will increase to 62.28% as a result of its, and its associate's, participation in sub-underwriting arrangements. If it does participate as an Eligible Shareholder in the Entitlement Offer, its percentage ownership in the Company would remain at 62.12%. The extent of this increase will depend on whether any other Eligible Shareholder participates in the Entitlement Offer. Further details of the sub-underwriting arrangements are set out in section 7.5 below.</p>	Section 4.13
How do I apply for New	Applications for New Securities can be made by Eligible Shareholders completing the relevant sections of the	Section 6.2

Question	Response	Where to find more information
Securities under the Entitlement Offer?	personalised Entitlement and Acceptance Form and sending it to the Share Registry together with payment by cheque or BPAY in the amount of Entitlement applied for.	
Can I sell my Entitlements?	Yes. Eligible Shareholders can sell all or part of their Entitlements under the Entitlement Offer either on ASX or by completing a renunciation form.	Sections 6.4 and 6.5
What is the Board's plan for the Company?	<p>The Board has agreed to not pursue the Acquisition and to focus on mining exploration. The Board's plan are to:</p> <ul style="list-style-type: none"> • continue its exploration program on the diamond assets; • pursue and fund the Iluka JV; and • consider and review new acquisition opportunities that are value accretive. 	Section 8
How can I obtain further information?	Contact the Company Secretary on +61 2 8346 6055 at any time during business hours (Sydney time) until the Closing Date. Alternatively, consult your broker or other professional adviser.	

3.2 Key features of Astro's Business Model

Topic	Summary	Where to find more information
How does Astro generate revenue?	Astro currently does not generate revenues, except from minor amounts of interest on term deposits. The Board of Astro does not expect to derive revenue from its Mineral Assets in the short to medium term.	Section 4.2
Which industry does Astro operate in and what is its size?	Astro is currently a junior mining exploration company. The Board intends for the Company to continue in that area and, since the termination of the Acquisition, it has no plans to operate outside its mining exploration activities.	Section 4.1
What is Astro's growth strategy?	The strategy for the Mineral Assets is continued exploration activities. However, the Iluka JV is controlled by the other joint venture partner, Iluka Resources Limited, and therefore the exploration activities undertaken by the Iluka JV are largely dependent upon Iluka Resources Limited's actions and strategies, management capability and financial capacity. The Board also intends to use mergers and acquisitions to grow the asset base of the Company and to consider and review new acquisition opportunities that are value accretive.	Section 4.3
What is Astro's business plan for the Mineral Assets?	Currently, the Mineral Assets generate no revenue. However, with the Iluka JV, it is intended that this mineral sands asset is commercialised with a view of deriving profits from the sale of mineral sands. This intention was strengthened following Astro's announcement on 26 April 2016 of the Maiden Inferred Mineral Resource Estimate in respect of the Jack Track heavy mineral deposit in the Southern Perth Basin which is subject to the Iluka JV. However, there can be no guarantee that there will in fact be any revenue derived from the Mineral Assets in the near term, or at all. There are no apparent short to medium term prospects of the East Kimberly Diamond project generating revenues.	Section 4.4

4 Purpose of Entitlement Offer and Effect on Capital Structure

4.1 About Astro

Astro is currently a mineral resources company with a focus on the exploration and development of mineral sands and diamonds. The key asset of Astro is the Governor Broome mineral sands project in Western Australia. This tenement is dissected into two parts:

1. one part that is wholly owned by Astro (primarily in tenement E 70/2372); and
2. the other part, which 20% owned by Astro, is the subject of the Iluka JV (E 70/2464).

On 1 June 2016, Astro announced that under the terms of the Iluka JV, Astro's interest has reduced from 49% to 20%. Astro is to now required to contribute pro rata to the funding of all future expenditure/costs associated with the Iluka JV.

The Company was previously considering the Acquisition but, on 5 July 2016, reached mutual agreement with Gymany not to proceed with the Acquisition.

4.2 Astro's revenue model

Currently, Astro's Mineral Assets generate no revenue. However, with the Iluka JV, it is intended that this mineral sands asset is commercialised with a view of deriving profits from the sale of mineral sands. This prospect has been strengthened following Astro's announcement dated 26 April 2016 of the Maiden Inferred Mineral Resource Estimate in respect of the Jack Track heavy mineral deposit in the Southern Perth Basin which is subject to the Iluka JV. However, there can be no guarantee that there will in fact be any revenue derived from the Mineral Assets in the near term, or at all.

There are no apparent short to medium term prospects of the East Kimberly Diamond project generating revenues.

4.3 Astro's growth strategy

The strategy for the Mineral Assets is continued exploration activities. However, the Iluka JV is controlled by the other joint venture partner, Iluka Resources Limited and therefore the exploration activities undertaken are largely dependent upon Iluka Resources Limited's actions and strategies, management capability and financial capacity.

The Board intends to use mergers and acquisitions to grow the asset base of the Company and to consider and review new acquisition opportunities that are value accretive.

4.4 Astro's business plan for the Mineral Assets

Currently, the Mineral Assets generate no revenue. However, with the Iluka JV, it is intended that this mineral sands asset is commercialised with a view of deriving profits from the sale of mineral sands. This intention was strengthened following Astro's announcement on 26 April 2016 of the Maiden Inferred Mineral Resource Estimate in respect of the Jack Track heavy mineral deposit in the Southern Perth Basin which is subject to the Iluka JV. However, there can be no guarantee that there will in fact be any revenue derived from the Mineral Assets in the near term, or at all.

There are no apparent short to medium term prospects of the East Kimberly Diamond project generating revenues.

4.5 Purpose of the Entitlement Offer and use of funds

The Directors' present intention is to apply the proceeds from the Entitlement Offer as follows:

- (1) repay all Convertible Notes and all existing unsecured loans outstanding to MIL for provision of working capital and funding for the Company (approximately \$1.576 million). Details of these unsecured loans and Convertible Notes have all been previously disclosed to shareholders in the Company's annual financial report for the financial year ended 30 June 2015 and the half yearly financial report for the half year ended 31 December 2016. The Company has not received Shareholder approval pursuant to section 611(7) of the Corporations Act for the Convertible Notes to be converted into Shares. Therefore the principal amount and accrued interest owing on the Convertible Notes will need to be repaid in cash. Details and breakdowns of amounts owing to MIL (as at 30 April 2016) and the dates that each Convertible Note is due and payable are set out in section 4.6;
- (2) repay existing unsecured loan outstanding to Carakho Holdings for provision of working capital for the Company (approximately \$0.105 million);
- (3) repay various creditors (approximately \$0.375 million as at 30 June 2016);
- (4) repay amounts owing to MIL for the provision of advisory services and amounts owed for its royalty in the royalty related the tenement for the farm-in and joint venture arrangement (approximately \$0.243 million);
- (5) repay amounts owing to a service provider, Mr David Gibbs, for the provision of geological services in relation to exploration activities (approximately \$0.060 million);
- (6) meet the remaining unpaid costs of the Entitlement Offer (approximately \$0.112 million to be paid out of total costs estimated at approximately \$0.217 million – see section 9.5); and
- (7) provide working capital for the Company (approximately \$0.624 million).

In the event that the New Options are exercised, funds raised from the exercise of New Options will be used for the provision of further working capital and development of the Mineral Assets. There is no guarantee that any of the New Options will be exercised.

The allocation of proceeds as stated above is a statement of current intentions of the Company as at the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied, and the Board reserves the right to alter the way funds are applied on this basis.

4.6 Details of the Convertible Notes and unsecured loans

Astro currently has the following Convertible Notes held by MIL:

No.	Purpose	Type	Price	Amount (as at 30 April 2016)	Due date
1.	Cash loan	Pure Steel Convertible Notes	30-day VWAP	\$336,035	When Astro completes this Entitlement Offer
2.	Cash loan	Reliance Convertible Notes	30-day VWAP	\$336,035	When Astro completes this Entitlement Offer

All of the Convertible Notes listed above were entered into on or around August 2013.

In addition, the Company has the following outstanding unsecured loans:

Creditor	Purpose	Type	Price	Amount	Due date
Carakho Holdings	Provide working capital	Debt / unsecured loan	N/A	\$105,323	When Astro completes this Entitlement Offer
MIL	Unsecured loan for funding of the Company	Debt / unsecured loan	N/A	\$904,079	When Astro completes this Entitlement Offer
MIL	Fees and advisory costs and outstanding amount in respect of its royalty provided for in respect of the farm –in and joint venture arrangement.	Unsecured creditor	N/A	\$243,800	When Astro completes this Entitlement Offer

Reasons for repaying the Convertible Notes

The Convertible Notes can be repaid or converted into shares at the election of MIL. Details of these Convertible Notes are summarised above in this section 4.3. Astro has no ability to compel MIL to convert its Convertible Notes into Shares. At the time when MIL acquired the Pure Steel Convertible Notes and the Reliance Convertible Notes, Astro did not seek approval from its Shareholders pursuant to section 611(7) of the Corporations Act (**section 611(7)**) for MIL to convert those Convertible Notes into Shares. Without this Shareholder approval, issuing shares to MIL on conversion of the Reliance Convertible Notes and Pure Steel Convertible Notes would result in MIL being in breach of section 606(1) of the Corporations Act.

Astro has considered whether Shareholder approval should be obtained with respect to the potential conversion of the Pure Steel Convertible Notes and the Reliance Convertible Notes. However, given Astro's current financial position, the expenses and time involved in seeking and obtaining Shareholder approval under section 611(7), including the engagement and issue of an independent expert's report, legal costs with the preparation and finalisation of the notice of meeting and fees for convening the meeting, and the additional issuance of the Shares which might affect the consideration for the Acquisition, Astro believes that it is in the best interest of the Shareholders that the Pure Steel Convertible Notes and the Reliance Convertible Notes (now held by MIL) be repaid as part of the Entitlement Offer.

Astro understands that MIL does not intend to issue a conversion notice in respect of those Convertible Notes that would require section 611(7) approval and instead MIL will seek that the Pure Steel Convertible Notes and the Reliance Convertible Notes be repaid following the Entitlement Offer.

Given the above reasons, Astro has no option other than to repay those Convertible Notes in cash.

Repayment of the unsecured loans

It is intended that the unsecured loans are also repaid under the Entitlement Offer.

4.7 Immediate plans for the Company

Following completion of this Entitlement Offer, the Company plans to undertake further exploration work on its Mineral Assets and pursue acquisition opportunities.

4.8 Pro forma statement of financial position

Set out in section 12 is the Pro Forma Statement of Financial Position, as at 31 December 2015 and on the basis of the following assumptions:

- (1) the Entitlement Offer was effective on 31 December 2015;
- (2) none of the New Options are exercised;
- (3) no further Shares are issued (including by way of exercise of Options) other than all Shares offered under this Prospectus; and
- (4) the other matters set out in section 12.

The significant accounting policies upon which the Statement of Financial Position and the Pro Forma Statement of Financial Position are based are contained in the annual financial report for year ended 30 June 2015.

4.9 Effect of the Entitlement Offer on the Company's securities

At the close of the Entitlement Offer, the capital structure of the Company will be:

Shares	Number of Shares	Number of Options
On issue as at 30 June 2016	110,365,915	—
Offered under the Entitlement Offer	772,561,405	772,561,405
Total on issue on close of the Entitlement Offer (assuming the New Options are not exercised)	882,927,320	772,561,405

4.10 Dilution

If an Eligible Shareholder does not take up all of the New Shares offered under the Entitlement Offer, then the percentage shareholding of that Eligible Shareholder in the Company will be diluted.

The following are examples of the maximum dilution on Shareholders if they decide not to participate in the Entitlement Offer:

Shareholder	Holding as at Record Date	% at Record Date	Entitlements under the Entitlement Offer	Underwriting commitment ¹	Holdings if Entitlement Offer not taken up	% Post Entitlement Offer not taken up ²
Reliance Nominees Australia Ltd	2,000,000	1.81%	14,000,000	0	2,000,000	0.23%
Ms Nada Saade	1,742,093	1.58%	12,194,651	0	1,742,093	0.20%
Mr Mathew D Burford	1,765,154	1.60%	12,356,078	0	1,765,154	0.20%
J P Morgan Nominees Australia Ltd	1,721,683	1.56%	12,051,781	0	1,721,683	0.19%
Mr Haden Martin	1,000,000	0.91%	7,000,000	0	1,000,000	0.11%
Mr Deepankur Bhatia	686,810	0.62%	4,807,670	0	686,810	0.08%
Mr Johnny Traian	618,652	0.56%	4,330,564	0	618,652	0.07%
Other Shareholders	19,493,254	17.66%	136,452,778	0	21,288,421	2.21%
Sub-Underwriters (assuming no other Shareholders participate)						
Mining Investments Ltd and its associate Carakho Holdings	68,561,818	62.12%	479,932,726	481,332,905	549,894,723	62.28%
Consolidated Equity Partners LLC	0	0.00%	0	250,000,000	250,000,000	28.31%
Kafta Enterprises Pty Limited	0	0.00%	0	26,228,500	26,228,500	2.97%
Mr David Gibbs	12,776,451	11.58%	89,435,157	15,000,000	27,776,451	3.15%
Total Shares on issue	110,365,915	100.00%	772,561,405	772,561,405	882,927,320	100.00%

Notes:

1. See section 7.4 for further details.
2. The dilutionary effect shown in the table is based on the assumption that the maximum percentage of Entitlements not accepted by Eligible Shareholders and thus taken up fully by the Sub-underwriters. In the event some Entitlements are taken up, the dilutionary effect for each Shareholder not accepting their Entitlement would be a lesser percentage as evidenced in section 4.13.

4.11 Details of substantial shareholders

As at 9 August 2016, the names of the Shareholders that hold more than 5% of the Shares on issue in Astro are:

Shareholder	Number of Shares held in Astro	%
Mining Investments Limited	68,561,818	62.12%
Mr David Gibbs	12,776,451	11.58%
Total	81,338,269	73.70%

4.12 Interests of the Directors

As at the date of this Prospectus, the Directors shareholdings in Astro are as follows:

Director	Number of Shares held in Astro
Mr Jacob Kouri ¹	Nil
Mr Michael Povey	Nil
Mr Graham Libbesson	Nil

Notes:

1. Jacob Khouri is a related person to MIL, being a substantial Shareholder and a provider of credit to the Company. Further, Carakho Holdings, an entity that acts as trustee to a family trust in which Mr Khouri is a potential beneficiary, is a provider of credit to the Company. For details of these credit arrangements, please refer to section 4.6 above. MIL and Carakho Holdings are also Sub-Underwriters to the Entitlement Offer, details of which are set out in section 7.4 below.

4.13 Effects on control

There will be no effect on control of the Company if all Shareholders take up their Entitlement. New Options may only be exercised in compliance with the Corporations Act, and will only affect control where permitted under the Corporations Act.

The Entitlement Offer will be fully underwritten by Bell Potter Securities Limited, and sub-underwritten by MIL, Consolidated Equity Partners LLC, Kafta, Carakho Holdings and Mr David Gibbs in the proportions set out in section 7.4. MIL is the largest shareholder of Astro. As previously disclosed, Mr Jacob Khouri is related to the shareholder and director of MIL.

MIL, who is a sub-underwriter, currently holds 62.12% of the Shares in the Company. MIL has confirmed that it does not intend to participate as an Eligible Shareholder in the Entitlement Offer and, if this is to occur, its percentage ownership in the Company (together with its associate, Carakho Holdings) will increase to 62.28% as a result of its, and its associate's, participation in sub-underwriting arrangements. If it does participate as an Eligible Shareholder in the Entitlement Offer, its percentage ownership in the Company would remain the same at 62.12%. The extent of any increase will depend on whether any other Eligible Shareholder participates in the Entitlement Offer. Further details of the sub-underwriting arrangements are set out in section 7.5 below.

4.14 Intentions of the controlling shareholder

MIL has informed the Company that, based upon the Company's present circumstances, it currently does not intend:

- (a) to make any significant changes to the Company's existing business;
- (b) to become involved in decisions regarding the employment of the Company's present employees and contractors, and contemplates that they will continue in the ordinary course of business;
- (c) for any property to be transferred between the Company and MIL or any of its associates; or
- (d) to change the Company's existing financial policies.

4.15 Nominee

The Underwriter has been appointed as the Company's nominee for Ineligible Shareholders for the purposes of ASX Listing Rule 7.7.1(c) (**Nominee**).

Pursuant to the arrangement with the Nominee, the Company will transfer to the Nominee the rights that would otherwise be issued to Ineligible Shareholders and the Nominee will then use its best endeavours to sell those rights and provide any proceeds of those sales (net of expenses) to the Company (or its Share Registry). The Company will then distribute to each of those Ineligible Shareholders their proportion of the proceeds of the sale net of expenses.

The Company will pay the Nominee a brokerage fee of \$1,000 per annum plus applicable GST.

The ability of the Nominee to sell the Excluded Rights and the price obtained will be dependent, amongst other things, on market conditions.

There is no guarantee that the Nominee will be able to sell the Excluded Rights on the ASX and Ineligible Shareholders may receive no value for the Excluded Rights. The Nominee takes no responsibility for the outcome of the sale of Excluded Rights or the failure to sell such Excluded Rights.

If there is no viable market for the Excluded Rights or those rights cannot otherwise be sold, those rights will be allowed to lapse, and the rights will be taken up by the Sub-Underwriters, in which case it is expected that there will be no proceeds remitted to Ineligible Shareholders in respect of their rights.

5 Risk factors

5.1 Introduction

This section describes some of the potential risks associated with Astro's business and the industry in which it operates, and the risks associated with an investment in shares in general. It does not purport to list every risk that may be associated with Astro's business or the industry in which it operates, or an investment in Shares now or in the future, and the occurrence or consequences of some of the risks described in this section are partially or completely outside the control of Astro, its Directors and the senior management team.

The selection of risks included in this section has been based on an assessment of a combination of the probability of the risk occurring and the impact of the risk if it did occur. The assessment is based on the knowledge of the Directors as at the date of this Prospectus, but there is no guarantee or assurance that the importance of different risks will not change or other risks will not emerge.

Before applying for New Shares, you should satisfy yourself that you have sufficient understanding of these matters and should consider if New Shares are a suitable investment for you, having regard to your own investment objectives, financial circumstances and taxation position. If you do not understand any part of this Prospectus or are in any doubt as to whether to participate in the Entitlement Offer, it is recommended that you seek professional guidance from your stockbroker, solicitor, accountant or other independent and qualified professional adviser before deciding to participate in the Entitlement Offer.

5.2 Risk specific to the Entitlement Offer

(1) Future funding and ability to continue as a going concern

All of the funds raised (excluding those relating to the repayment of the Convertible Notes and outstanding debt) from the Entitlement Offer will be used to towards the transaction costs. It is likely that the Company will be required to raise further funds for future exploration and operational activities. The repayment of the Convertible Notes results in no new additional funds for the Company. Accordingly, there is a risk that further raisings may not be on terms favourable to existing Shareholders and that any further capital raising may be dilutive to existing Shareholders.

(2) Dilution

Eligible Shareholders who do not take up their Entitlement and Ineligible Shareholders will have their holding in the Company diluted. Details of dilution are set out in section 4.10.

(3) Control

MIL, who is a sub-underwriter, currently holds 62.12% of the Shares in the Company.

MIL has confirmed that does it not intend to participate as an Eligible Shareholder in the Entitlement Offer and, if this is to occur, its percentage ownership in the Company (together with its associate, Carakho Holdings) will increase to 62.28% as a result of its, and its associate's, participation in sub-underwriting arrangements. If it did participate as an Eligible Shareholder in the Entitlement Offer, its percentage ownership in the Company would remain the same at 62.12%. The extent of any increase will depend on whether any other Eligible Shareholder participates in the Entitlement Offer. Further details of the sub-underwriting arrangements are set out in section 7.5 below.

The Directors have taken reasonable steps to limit the maximum increase in MIL's voting power under the Entitlement Offer, by discounting the last traded share price immediately prior to the announcement of the Entitlement Offer initially made on 30 March 2016 from \$0.008 to \$0.004 and further updated on 22 July 2016 from \$0.018 to \$0.004, making the Entitlement Offer renounceable and by including a free New Option which is "in the money" and therefore considered to be on attractive terms.

5.3 Risk of not taking up your Entitlement under the Entitlement Offer

There can be no guarantee that the Maiden Inferred Resource Estimate, as announced to the ASX on 26 April 2016, will lead to any discovery in the Jack Track deposit, nor is there any guarantee that the Iluka JV would pursue any discovery to development and production. However, by not participating in the Entitlement Offer, your Shareholding will be diluted and you will not have the same opportunity as other Shareholders to share in any potential upside associated with the Iluka JV or any long term returns from the diamond assets (if any).

5.4 Specific risks relating to an investment in Astro

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company currently operates.

(1) Exploration

The Company is an exploration company with various tenements and projects located in Australia that are in the exploration phase. Shareholders should understand that mineral exploration is a high risk activity. The Company does not provide any assurances that its exploration activities will guarantee the discovery and/or economic exploitation of a significant mineral resource.

The exploration and operating costs of the Company are based on certain assumptions with respect to exploration methods and the timing of exploration activities undertaken. By their nature, these estimates and assumptions are subject to uncertainties and as such, actual costs may materially differ from the estimates and assumptions. No assurances can be provided that cost estimates and their underlying assumptions will be realised in practice which could adversely affect the Company.

(2) Iluka JV

On 1 June 2016, the Company announced that, pursuant to the terms of the Iluka JV, the Company's interests in the Iluka JV reduced from 49% to 20%. Under the terms of the Iluka JV, Astro had a free carried interest up to the date of the maiden resource, but thereafter, it is required to contribute pro-rata with Iluka Resources Limited in order to maintain its percentage ownership in the Iluka JV. Therefore, as a result of the maiden resource announced on 26 April 2016, Astro has an obligation to contribute pro rata to future expenditures under the Iluka JV.

In order to do this, Astro will require further funding. No assurance can be given that future funding will be available to Astro on favourable terms (or at all). If adequate funds are not available on acceptable terms Astro may not be able to develop and expand the Mineral Assets and it may impact on Astro's ability to continue as a going concern.

(3) Future capital needs and additional funding for the Iluka JV

As indicated in Astro's 30 June 2016 quarterly cash flow statement, it had approximately \$21,000 cash on hand.

As set out in section 5.4(2) above, given that the Company is now required to contribute pro rata to all future expenditure requirements in respect of the Iluka JV

the Company will require further funding to meet its expenditure obligations under the Iluka JV.

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 develop and expand the Mineral Assets and it may impact on the Company's ability to continue as a going concern.

5.5 General investment risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(1) Price of shares

As a publicly listed company on ASX, Astro is subject to general market risk that is inherent in all securities listed on a stock exchange. This may result in fluctuations in its Share price that are not explained by the fundamental operations and activities of Astro.

Some of the factors which may affect the price of the Shares include fluctuations in the local and international stock markets, the size of the Company's market capitalisation, movements in interest rates, general economic and political conditions including interest rates, inflation rates, exchange rates, consumer sentiment, commodity and oil prices, changes to government fiscal, monetary and regulatory policies and settings, and changes in legislation and regulation.

The historic share price performance of the Shares provides no guidance as to its future share price performance.

(2) Trading and liquidity in Shares

There can be no guarantee that an active market for Shares will exist. There may be relatively few potential buyers or sellers of the Shares on ASX at any given time. This may increase the volatility of the market price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price that Shareholders paid for their Shares under the Entitlement Offer.

(3) Shareholder dilution – future share issues

In the future, Astro may elect to issue more Shares or other securities. While the Company is subject to the constraints of the ASX Listing Rules regarding the issue of Shares or other securities, Shareholders may be diluted as a result of any such future issues of Shares or other securities.

(4) Changes in tax rules or their interpretation

Changes in tax law (including goods and services taxes, stamp duties and other impost and charges imposed by government), or changes in the way taxation laws are interpreted may impact the tax liabilities of the Company or the tax treatment of a Shareholder's investment. In particular, both the level and basis of tax may change. In addition, an investment in the New Securities involves tax considerations which may differ for each Shareholder. Each Eligible Shareholder is encouraged to seek professional tax advice in connection with a further investment in Astro.

(5) Government and regulatory factors

Government or regulatory policies may change, which could have an impact on the Australian economic environment, market conditions or Astro's operations.

Depending on the nature of any such changes, it may adversely impact the operations or future financial performance of Astro.

6 Actions required by Eligible Shareholders

6.1 What you may do

As an Eligible Shareholder, you may:

- (1) subscribe for all of your Entitlement (see section 6.2);
- (2) subscribe for part of your Entitlement and allow the remaining part of your Entitlement to lapse (see section 6.3);
- (3) subscribe for part of your Entitlement and sell the balance on ASX (see section 6.4);
- (4) sell all your Entitlement (see section 6.5);
- (5) transfer all or part of your Entitlement other than on ASX (see section 6.6); or
- (6) allow all of your Entitlement to lapse (see section 6.7).

6.2 Subscribe for all of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Securities offered by this Prospectus before deciding to apply for New Securities. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. The Entitlement and Acceptance Form sets out the number of New Securities you are entitled to subscribe for.

6.3 Subscribe for part of your Entitlement and allow the remaining part of your Entitlement to lapse

If you wish to subscribe for part of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form and complete the number of New Securities you are intending to subscribe for. Any remaining Entitlements that are not being subscribed will lapse.

6.4 Subscribe for part of your Entitlement and sell the balance on ASX

To subscribe for part of your Entitlement, please complete the Entitlement and Acceptance Form, which accompanies this Prospectus, by inserting the number of New Securities for which you wish to accept (being less than as specified on the Entitlement and Acceptance Form) in accordance with the instructions set out on that form.

To sell the balance of your Entitlement, please contact your stockbroker personally as soon as possible. Entitlement trading will commence on ASX on 12 August 2016. Sale of your Entitlement must be completed by 29 August 2016 when Entitlement trading is expected to cease.

6.5 Sell all of your Entitlement

Please contact your stockbroker personally as soon as possible if you wish to sell all of your Entitlement. Entitlement trading will commence on ASX on 12 August 2016. Sale of your Entitlement must be completed by 29 August 2016 when Entitlement trading is expected to cease.

6.6 Transfer all or part of your Entitlement other than on ASX

If you are a Shareholder and hold Existing Shares on the issuer sponsored sub-register, forward a completed renunciation form (obtainable through your stockbroker or the Share Registry) together with your personalised Entitlement and Acceptance Form completed by the transferee together with a cheque for the appropriate application money to reach the Company's share registry (at the postal address shown below), by 5pm (Sydney time) on the Closing Date.

If you are a Shareholder and hold Existing Shares registered on CHESS, you should contact your sponsoring broker.

6.7 Allow all of your Entitlement to lapse

If you are an Eligible Shareholder and do not wish to subscribe any part of your Entitlement, you are not obliged to do anything and your Entitlement will lapse. You will receive no benefit or New Securities, and your Entitlement will be issued to the Sub-Underwriters.

If you wish to receive a benefit, you must take action to accept your Entitlement in accordance with the instructions above and on the accompanying personalised Entitlement and Acceptance Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

Your Entitlement may have value and accordingly you should consider renouncing (selling) your Entitlements, rather than allowing them to lapse.

6.8 Payment methods

Cheque, bank draft or money order

The completed Entitlement and Acceptance Form must be accompanied by a cheque, bank draft or money order made payable to 'Astro Resources NL' and crossed 'Not Negotiable' for the appropriate application money in Australian dollars calculated at \$0.004 per New Share accepted. Your cheque, bank draft or money order must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. The Company will present the cheque or bank draft on the day of receipt of the Entitlement and Acceptance Form. You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. Dishonoured cheques will not be represented.

If the amount of your cheque(s), bank draft(s) or money order(s) for application money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of New Shares as your cleared application money will pay for (and to have specified that number of New Shares in your Entitlement and Acceptance Form) or your Application may be rejected.

The Entitlement and Acceptance Form must be received by the Share Registry at the following address by no later than 5pm (Sydney time) on the Closing Date:

Delivery or postal address

Latitude Consolidated Limited
C/- Link Market Services Limited
Reply Paid 3560
SYDNEY NSW 2001

BPAY

Alternatively, if you are paying by BPAY, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY must ensure that payment is received by no later than 5pm (Sydney time) on the Closing Date.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY are received by 5pm (Sydney time) on the Closing Date.

If you have more than one shareholding and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those shareholdings only use the Customer Reference Number specific to that shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same Customer Reference Number for more than one of your shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your shareholdings (with the result that any application in respect of your remaining shareholdings will not be recognised as valid).

The Company will not be responsible for any postal or delivery delays or delay in the receipt of the BPAY payment.

6.9 Entitlement and Acceptance Form is binding

Receipt of a completed and lodged Entitlement and Acceptance Form together with a cheque, bank draft or money order for the application monies, or by making a payment in respect of an Application by BPAY, constitutes a binding offer to acquire New Securities on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By completing and returning your Entitlement and Acceptance Form with the requisite application monies, or by making a payment in respect of an Application by BPAY, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (1) agree to be bound by the terms of the Entitlement Offer;
- (2) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (3) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (4) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Securities to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (5) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;

- (6) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Securities are suitable for you given your investment objectives, financial situation or particular needs; and
- (7) acknowledge that the New Securities have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Securities may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon the issue of the New Securities.

If the Entitlement and Acceptance Form is not completed correctly or if the accompanying payment of the application monies is for the wrong amount, it may still be treated as a valid application for New Securities. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final. However, an Applicant will not be treated as having applied for more New Securities than is indicated by the amount of the application monies received by the Company.

7 Details of the Entitlement Offer

7.1 Shares offered for subscription

By this Prospectus the Company makes a renounceable pro rata offer to Eligible Shareholders of seven (7) New Shares for every Existing Share held as at the Record Date at a price of \$0.004 per New Share. For every New Share applied for, an Eligible Shareholder will also receive one (1) free New Option exercisable at \$0.004 within one and a half years of issue. As the Entitlement Offer is fully underwritten, it will raise approximately \$3,090,245 before issue costs. Fractional Entitlements will be rounded up to the nearest whole number.

The Entitlement Offer is only open to Eligible Shareholders. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder.

Details of how to apply for New Securities are set out at section 6.

All New Shares offered under this Prospectus and Shares that will be issued upon exercise of New Options will rank equally with Existing Shares. The rights and liabilities of the New Securities are summarised in section 8.

7.2 Acceptances

This Entitlement Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Entitlement Offer period or close the Entitlement Offer early.

Instructions for accepting your Entitlement are set out in section 6 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

7.3 Eligible Shareholders

The Entitlement Offer is made to Eligible Shareholders, who are those Shareholders that:

- (1) are the registered holder of Shares as at 7pm (Sydney time) on the Record Date; and
- (2) have a registered address in Australia or New Zealand.

7.4 Underwriting and Sub-Underwriting arrangements

Pursuant to the Underwriting Agreement, the Underwriter has agreed to fully underwrite the Entitlement Offer. The Underwriter is not a related party and has no current relevant interest in the Shares.

The Underwriter may pay fees to Sub-underwriters in connection with their agreements to sub-underwrite the Entitlement Offer. The payment of any such fees will be the obligation of the Underwriter and not the Company.

The Underwriter has engaged each of the Sub-Underwriters to fully sub-underwrite the Entitlement Offer. The Sub-Underwriters have agreed to sub-underwrite the Entitlement Offer in the following proportions:

- CEP: \$1,000,000, being 32.36% of the Entitlement Offer (**CEP Underwritten Amount**);
- MIL: \$1,820,008, being 58.90% of the Entitlement Offer (**MIL Underwritten Amount**);
- Mr David Gibbs: \$60,000, being 1.94% of the Entitlement Offer (**Gibbs Underwritten Amount**);

- Carakho Holdings: \$105,323, being 3.41% of the Entitlement Offer (**Carakho Holdings Underwritten Amount**); and
- Kafta Enterprises Pty Limited: \$104,915, being 3.39% of the Entitlement Offer (**Kafta Underwritten Amount**).

In the event of any shortfall, the allocation of any Shortfall Securities in order of the priority of the Sub-underwriters is set out below:

Sub-underwriter	Amount \$	%
Mr David Gibbs	\$60,000	1.94%
Consolidated Equity Partners	\$1,000,000	32.36%
MIL	\$1,820,008	58.90%
Carakho Holdings	\$105,323	3.41%
Kafta	Balance	3.39%
	\$3,090,245	100.00%

As seen from the table above, Kafta will only be allocated the Shortfall Securities to the extent that the CEP Underwritten Amount, Gibbs Underwritten Amount, Carakho Holdings Underwritten Amount and MIL Underwritten Amount are fully utilised.

Underwriting Agreement

Under the Underwriting Agreement, the Underwriter is obliged to subscribe for all of the Shortfall Securities following receipt of notice from the Company as to the number of Shortfall Securities. The maximum number of Shortfall Securities that the Underwriter is required to subscribe for is equal to the number of New Securities offered under the Entitlement Offer.

As consideration for underwriting the Entitlement Offer, the Underwriter will receive an underwriting fee of \$66,295 (plus GST) on completion of the Entitlement Offer. A further management fee of \$15,000 (plus GST) is also payable to the Underwriter (irrespective of whether the Entitlement Offer completes). The Company will also pay reasonable out-of-pocket expenses of the Underwriter and up to \$20,000 (plus GST) in legal costs that the Underwriter incurs in respect of the Entitlement Offer.

Under the Underwriting Agreement, the Company is required to make the Entitlement Offer in accordance with all relevant regulatory requirements and has given various representations and warranties to the Underwriter, which are customary for an agreement of this nature. The Underwriter has also given various representation and warranties to the Company which are customary for an agreement of this nature.

As is normal for underwriting agreements of this nature, the Underwriter has a wide discretion to terminate its obligations under the Underwriting Agreement on the occurrence of a number of events. These termination events include:

- (1) failure by the Company to lodge the Prospectus with ASIC in a form approved by the Underwriter;
- (2) failure by the Company to obtain quotation of the New Shares;
- (3) the Company withdrawing from the Entitlement Offer;
- (4) ASIC or any government agency commencing or threatening to commence any action or investigation against the Company;

- (5) where the Company has to either repay the Application Monies or offer Applicants the opportunity to withdraw their Application and be repaid their Application monies;
- (6) where an insolvency event occurs in relation to the Company;
- (7) where the S&P/ASX 200 Index is, from the date of the Underwriting Agreement to (insert Settlement Date when finalised), lower than 90% of the level of that index as at the close of normal trading on ASX on either the date of the Underwriting Agreement or the business day prior;
- (8) where the Company fails to issue the New Securities under the Entitlement Offer;
- (9) where the Prospectus and the related offer documents do not comply with the Corporations Act and the Listing Rules;
- (10) any person (other than the Underwriter) withdrawing their consent to be named in the Prospectus;
- (11) where due diligence information becomes materially misleading or deceptive or where there was a material omission from the due diligence investigations;
- (12) where the Company breaches a material debt or financing agreement;
- (13) where any material adverse change occurs in the assets, liabilities, financial position or performance, profits, losses or prospects of the Company;
- (14) where the Timetable is delayed for two (2) or more business days without prior written consent of the Underwriter (not to be unreasonably withheld);
- (15) where a Sub-Underwriter fails to fulfil any of its obligations under, or purports to terminate, a Sub-Underwriting Agreement, or a Sub-Underwriter fails to pay any part of the Sub-Underwritten Amount on or before 10 on the Settlement Date;
- (16) where the Company commits a material breach of the Corporations Act, Listing Rules or other applicable laws, or has failed to comply with its continuous disclosure obligations;
- (17) where the Company grants encumbrances over a substantial part of its business or property without the Underwriter's consent;
- (18) where any of the warranties or representations given by the Company in the Underwriting Agreement are or become untrue or incorrect.

The Underwriter can also terminate the Underwriting Agreement in relation to certain events if the Underwriter reasonably believes that such an event is reasonably likely to have a material adverse effect on the outcome of the Entitlement Offer and the willingness of Shareholders as a whole to subscribe for the New Securities. These termination events include:

- (19) changes to Australian law;
- (20) where an adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia or internationally; and
- (21) where an adverse change occurs in respect of the Company or its assets.

7.5 Sub-Underwriting

The Underwriter has appointed MIL, Consolidated Equity Partners LLC, Carakho Holdings, Kafta and Mr David Gibbs as sub-underwriters to the Entitlement Offer. The Sub-underwriters have agreed to subscribe for all of the Shortfall Securities following completion of the Entitlement Offer.

Each Sub-Underwriter has entered into a sub-underwriting agreement with the Underwriter. All of the sub-underwriting agreements are on substantially the same terms, save that the sub-underwriting commitment in respect of Mr David Gibbs, MIL and Carakho Holdings are subject to each of Mr Gibbs, MIL and Carakho Holdings directing the Company to apply the repayment of the total debt owing to them by the Company (**Debt**) to discharge their obligations to pay the subscription money for any shortfall securities under the Offer.

The sub-underwriting agreements are otherwise on standard terms. If Bell Potter terminates its obligations under the Underwriting Agreement (for whatever reason) then the sub-underwriting agreement shall also terminate immediately.

7.6 Entitlement trading

The Entitlements are renounceable, which enables Eligible Shareholders who do not wish to take up some or all of their Entitlements to sell or otherwise transfer all or part of their Entitlement. Trading of Entitlements on the ASX is expected to commence on 12 August 2016 and end on 29 August 2016.

7.7 Entitlement Offer outside Australia and New Zealand

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia and New Zealand.

7.8 Treatment of Ineligible Shareholders

Given the small number of Ineligible Shareholders and the cost of complying with applicable regulations in those jurisdictions, the Company has decided that it would be unreasonable to extend the Entitlement Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

(1) New Zealand

The Entitlement Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made pursuant to the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008 (New Zealand). This Prospectus is not an investment statement, prospectus, or product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that an investment statement, prospectus, or product disclosure statement under New Zealand law is required to contain.

(2) Elsewhere

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Entitlement Offer. No action has been taken to register or qualify the New Securities or the Entitlement Offer or otherwise to permit an offering of the New Securities in any jurisdiction other than as set out in this section.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

7.9 Beneficial holders, nominees, trustees and custodians

Nominees and custodians that hold Shares should note that the Entitlement Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws.

7.10 Issue of New Securities and application money

New Securities will be issued once each Subscription has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Securities will be issued on 8 September 2016 and normal trading of the New Shares on ASX is expected to commence on 9 September 2016.

All application monies will be deposited into a separate bank account of the Company and held in trust for Applicants until the New Securities are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

7.11 No cooling off

Cooling off rights do not apply to an investment in New Securities. You cannot withdraw your application once it has been made.

7.12 Withdrawal of the Entitlement Offer

The Company reserves the right to withdraw all or part of the Entitlement Offer and this Prospectus at any time, subject to applicable laws, in which case the Company will refund application monies in relation to New Securities not already issued in accordance with the Corporations Act and without payment of interest.

To the fullest extent permitted by law, you agree that any application monies paid by you to the Company will not entitle you to receive any interest and that any interest earned in respect of application monies will belong to the Company.

7.13 Quotation

The Company has applied to ASX on 10 August 2016 for quotation of the New Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New Shares offered under this Prospectus within three (3) months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Securities offered by this Prospectus will be issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application monies without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Securities are dispatched.

7.14 Market prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the three (3) months immediately preceding the lodgement of this Prospectus with the ASIC, and the last market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 month high	3 month low	Last market sale price
Price (\$)	0.02	0.005	0.013
Date	14 July 2016	27 May 2016	9 August 2016

7.15 CHESS

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

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Securities issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

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

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

A CHESS statement or issuer sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

7.16 Taxation and duty implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Entitlement Offer or Shareholders applying for New Securities under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Entitlement Offer. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Entitlement Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Securities under this Prospectus.

7.17 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

The Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the

Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

7.18 Enquiries

Any queries regarding the Entitlement Offer should be directed to the Company Secretary on +61 2 8346 6055.

Any queries regarding the Entitlement and Acceptance Form should be directed to the Share Registry on 1300 554 474.

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

8 Rights and liabilities attaching to securities

8.1 Rights and liability 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.

(1) 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.

(2) Dividends

Subject to the rights of any preference shareholders (of which there are currently none) the directors may from time to time declare and pay such interim and final dividends as, in their judgement, the financial position of the Company justifies.

(3) 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.

(4) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(5) 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.

(6) Liquidation rights

The Company has one class of shares on issue, ordinary shares. Each ordinary Share ranks equally in the event of liquidation.

(7) Variation of rights

Subject to the Listing Rules, the rights attached to the Shares may be varied with the consent in writing of shareholders holding three-quarters of the Shares or by a special resolution passed at a separate meeting of the holders of the Shares in accordance with the Corporations Act.

(8) Election of directors

There must be at least three (3) Directors at all times at least two (2) of whom must ordinarily reside in Australia. The number of Directors must not exceed nine (9) which the Company may vary by ordinary resolution. At every annual general meeting one third of the Directors (rounded up to the nearest whole number) must retire from office. Any Director who would have held office for more than three (3) years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(9) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(10) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(11) Shareholder liability

As the Shares under the Prospectus are fully paid Shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(12) 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.

(13) Listing Rules

As the Company is admitted to trading on the Official List, then 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 or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

8.2 Terms and conditions of New Options

(1) Exercise Price

The exercise price for each New Option is \$0.004.

(2) Expiry Date

The expiry date of the New Options is one and a half years from the date upon which the New Option is issued.

(3) Entitlement

The New Options entitle the holder to be issued one Share upon exercise of each New Option.

(4) Exercise Period

The New Options are only exercisable during the exercise period (being from the date of issue to the expiry date set out above).

(5) Notice of Exercise

The New Options may be exercised by notice in writing to the Company. Any notice of exercise of a New Option received by the Company will be deemed to be a notice of the exercise of that New Option as at the date of receipt.

(6) Timing of Issue of Shares

After a New Option is validly exercised, the Company must as soon as possible:

- (a) issue and allot the Share; and
- (b) do all such acts matters and things to obtain the grant of quotation for the Share on ASX in accordance with the Listing Rules.

The listing of any Shares issued following exercise of a New Option shall be subject to the Optionholder complying with all requirements imposed by Australian Securities Exchange as a condition to listing (including entering into any required restriction agreement regulating the sale of Shares issued on exercise of a New Option).

(7) Shares issued on exercise

Shares issued on exercise of the New Options rank equally with the then Shares of the Company.

(8) Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the New Options.

(9) Participation in new issues

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options. Thereby, the Optionholder has no rights to a change in the exercise price of the New Option or a change to the number of underlying securities over which the New Option can be exercised except in the event of a bonus issue.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four (4) Business

Days after the issue is announced. This will give holders of New Options the opportunity to exercise their New Options prior to the date for determining entitlements to participate in any such issue.

(10) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the New Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

(11) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders will be varied to comply the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.

(12) Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's registered office.

9 Additional information

9.1 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. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class or securities convertible into that class which has been continuously quoted by ASX in the three (3) months prior to the date of the Prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights and liabilities attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial report of the Company for the financial year ended 30 June 2015 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Generally, 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. However, where necessary, in order to make this Prospectus complete, the certain publicly available information has been included.

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

- (1) it is subject to regular reporting and disclosure obligations;
- (2) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (3) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (a) the annual financial report of the Company for the financial year ended 30 June 2015 being the last financial report for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;

- (b) any half-year financial report lodged with ASIC by the Company after the lodgement of that annual report and before the lodgement of this Prospectus; and
- (c) any continuous disclosure notices given by the Company after the lodgement of the financial report referred to in paragraph (a) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours.

The Company has lodged the following announcements with ASX since its 2015 annual financial report:

Date	Headline
28/07/2016	Quarterly Activities & Cash Flow Reports
22/07/2016	Proposed Renounceable Rights Issue Update
05/07/2016	Correction to Announcement
05/07/2016	Mutual Termination of the Gymany Transaction
01/06/2016	Iluka 80% Participating Interest in Farm-in Joint Venture
27/04/2016	March 2016 Quarterly Activities and Cash Flow
26/04/2016	Maiden Resource for the Iluka JV
05/04/2016	Update on the Proposed Entitlement Offer
30/03/2016	Revised terms of Simble Solutions acquisition & rights issue
23/03/2016	Update on the Simble Solutions Transaction
17/03/2016	Update on Simble Solutions Transaction
11/03/2016	Half Yearly Report and Accounts
29/02/2016	Update on First Rights Issue & Potential New Transactions
17/02/2016	First Rights Issue – Revised Issue Price
16/02/2016	Response to Appendix 5B Query
28/01/2016	Quarterly Activities & Cashflow Reports
14/01/2016	Change in substantial holding
04/01/2016	Update on the Simble Solutions Acquisition & Entitlement Offer
14/12/2015	Appendix 3B
30/11/2015	Results of Meeting
12/11/2015	Proposed Acquisition of Simble Solutions
10/11/2015	Trading Halt
27/10/2015	Notice of Annual General Meeting/Proxy Form
27/10/2015	Quarterly Activities & Cashflow Reports
27/10/2015	Iluka Consumates the Farm-in Joint Venture
14/10/2015	Fund Raising Activities
28/09/2015	Appendix 4G

Publicly available information about the Company's is available at www.asx.com.au.

9.2 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Director	Current holding		Entitlement	
	Shares	Options	New Shares	New Options
Mr Jacob Khouri	Nil	Nil	Nil	Nil
Mr Michael Povey	Nil	Nil	Nil	Nil
Mr Graham Libbesson	Nil	Nil	Nil	Nil

Remuneration paid to Directors in the two years prior to the date of this Prospectus ¹		
Director	30 June 2015	30 June 2014
Mr Jacob Khouri	- ²	-
Mr Michael Povey	\$48,000	\$48,000
Mr Graham Libbesson	\$36,000	\$36,000

Notes:

- 1 Inclusive of superannuation.
- 2 Mr Jacob Khouri was appointed as a Director after 30 June 2015 and hence the reason as to why there are no salaries paid to him.

The Company has entered into indemnity, insurance and access deeds with each of the Directors (**Deeds**). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company, and to insure each Director against certain risks to which the Company is exposed as an officer of the Company. The Deeds also grant each Director a right of access to certain records of the Company for a period of up to seven (7) years after the Director ceases to be an officer of the Company.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors as they from time to time agree and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last two (2) years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (1) the formation or promotion of the Company; or
- (2) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Entitlement Offer; or
- (3) the Entitlement Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (4) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (5) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Entitlement Offer.

9.3 Interests of promoters and named persons

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 (2) year period ending on the date of this Prospectus, any interest in:

- (1) the formation or promotion of the Company; or
- (2) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Entitlement Offer; or
- (3) the Entitlement Offer.

9.4 Consents

Each of the persons referred to in this section:

- (1) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
 - (a) to be named in the Prospectus in the form and context which it is named; and
 - (b) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (2) has not caused or authorised the issue of this Prospectus;
- (3) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (4) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Norton Rose Fulbright Australia	Legal Adviser
Bell Potter Securities Limited	Underwriter and Nominee
Mining Investments Limited	Sub-underwriter
Consolidated Equity Partners LLC	Sub-underwriter
Kafta Enterprises Pty Limited	Sub-underwriter
Mr David Gibbs	Sub-underwriter
Carakho Holdings Pty Ltd	Sub-underwriter

Name	Role
RSM Australia Partners	Auditor
Link Market Services Limited	Share Registry

9.5 Expenses of the Entitlement Offer

Assuming Full Subscription, the total expenses of the Entitlement Offer are estimated to be \$217,295, consisting of the following:

Cost ¹	(approximately) (\$)
Legal fees	60,000
Accounting fees	45,000
Fees payable to the Underwriter	81,295
Nominee fee	1,000
Other fees (fees to ASIC, ASX, Share Registry, printing and postage)	30,000
Total	217,295

¹ These expenses have or will be paid by the Company.

9.6 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any legal proceedings pending or threatened against the Company.

10 Directors' responsibility and consent

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 10 August 2016

A handwritten signature in black ink, consisting of several loops and a long horizontal stroke at the end.

Signed for and on behalf of
Astro Resources NL
Jacob Leo Khouri
Chairman

11 Glossary

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

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
Acquisition	Astro's proposed acquisition of 100% of the issued capital of Gymeny.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Securities pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
Astro or the Company	Astro Resources NL (ABN 96 007 090 904).
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
ASX Listing Rules	the listing rules of the ASX.
Board	the board of Directors.
Business Day	Monday to Friday inclusive, except any day that ASX declares is not a business day.
Carakho Holdings	Carakho Holdings Pty Limited (ACN 141 418 082), a company that is a trustee of a family trust which Mr Jacob Khouri is a potential beneficiary.
CEP or Consolidated Equity Partners	Consolidated Equity Partners LLC of Suite 202, 2 nd floor, Eden Plaza, Eden Island, PO Box 1352, Mahe, Seychelles.
Closing Date	the date set out in section 1.2.
Constitution	the constitution of the Company.
Convertible Notes	being the convertible notes issued by the Company on or around August 2013 with an expiry date being the later of 30 April 2016 and the undertaking of the Entitlement Offer by the Company, the full terms and conditions of which were detailed in the Company's Notice of Meeting and Explanatory Statement dated 18 October 2013.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Deeds	the indemnity, insurance and access deeds between the Company and each of the Directors.
Director	a director of the Company.
Eligible Shareholders	a Shareholder as at the Record Date with a registered address in Australia or New Zealand.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form attached to this Prospectus.
Entitlement Offer	the one (1) for seven (7) renounceable pro rata offer made under this Prospectus to Eligible Shareholders.
Entitlement or Rights	a Shareholder's entitlement to subscribe for New Securities offered by this Prospectus.
Existing Share	a Share issued as at 7pm (Sydney time) on the Record Date.
Full Subscription	\$3,090,245.

Gymeny	Gymeny Limited and now known as “Simble Solutions Limited”, a company incorporated in the Republic of Seychelles under the International Business Companies Act 1994, with Company Number 155179 and whose registered address is Suite 202, 2nd Floor Eden Plaza, Eden Island, Mahe, Seychelles.
Iluka JV	the farm in and joint venture arrangement between Iluka Resources Limited and Governor Broome Sands Pty Limited (a wholly owned subsidiary of the Company).
Ineligible Shareholder	a Shareholder who is not an Eligible Shareholder.
Kafta	Kafta Enterprises Pty Limited ACN 092 115 789.
Listing Rules	the listing rules of the ASX.
Mineral Assets	the Company’s mineral sands assets, including the Iluka JV and the East Kimberly Diamond assets.
MIL	Mining Investments Limited, a company incorporated in the United Arab Emirates, with company number IC/042/07.
New Options	Options offered under this Prospectus, the terms and conditions are set out in section 8.2.
New Securities	New Shares and New Options offered under this Prospectus.
New Shares	Shares offered under this Prospectus.
Official List	the official list of the ASX.
Option	an option to purchase a Share.
Optionholder	the registered holder of Options.
Prospectus	this prospectus and any supplementary or replacement prospectus to this prospectus or the electronic version of this prospectus.
Pure Steel Convertible Notes	the Convertible Notes that were initially issued to Pure Steel Pty Ltd ACN 163 986 623 on or around August 2013, which were assigned to MIL in February 2015 and are currently held by MIL.
Record Date	the date set out in section 1.2 of this Prospectus.
Reliance Convertible Notes	the Convertible Notes that were initially issued to Reliance Natural Resource Fund Pty Ltd, ACN 140 558 809 on or around August 2013, which were assigned to MIL in February 2015 and are currently held by MIL.
Share	a fully paid ordinary share in the Company.
Share Registry	Link Market Services Limited, ABN 54 083 214 537 Level 12, 680 George Street, Sydney South NSW 2000.
Shareholder	the registered holder of Shares.
Shortfall Securities	the number of New Securities in respect of which the Company does not receive a Valid Application by the Closing Date.
Sub-underwriters	each of: <ul style="list-style-type: none"> (a) MIL; (b) Consolidated Equity Partners LLC; (c) Kafta; (d) Carakho Holdings; and (e) Mr David Gibbs.
Underwriter	Bell Potter Securities Limited ABN 25 006 390 772 of Level 38, 88 Phillip Street, Sydney 2000.
Underwritten Amount	\$3,090,245.
Underwriting Agreement	the underwriting agreement between the Company and the Underwriter dated on or about 10 August 2016.

US Person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the <i>United States Securities Act of 1933</i> , as amended.

12 Pro Forma Statement of Financial Position

Set out below is the Pro Forma Statement of Financial Position as at 31 December 2015 including the impact of Entitlement Offer:

	As at 31 December 2015 (Reviewed)	Unsecured loan advance from MIL	Transactions post 31 December 2015	Impact of Entitlement Offer	Pro Forma
		Note 1	Note 2	Note 3	
Current Assets					
Cash & Cash Equivalents	5,150			887,678	892,828
Trade & Other Receivables	74,788			-	74,788
Inventories	4,000			-	4,000
Other Assets	44,120			-	44,120
Total Current Assets	128,058			887,678	1,015,736
Non-Current Assets					
Available for Sale Investments	5,600			-	5,600
Property, Plant & Equipment	150,000			-	150,000
Exploration, Evaluation & Development Assets	2,243,733		60,000	-	2,303,733
Intangible Assets	-			-	-
Deferred Tax Asset	-			-	-
Total Non-Current Assets	2,399,333			-	2,459,333
TOTAL ASSETS	2,527,391	-	60,000	887,678	3,475,069
Current Liabilities					
Trade & Other Payables	453,544		60,000	(303,800)	209,744
Borrowings	1,425,162	250,000	6,310	(1,681,472)	-
Total Current Liabilities	1,878,706			(1,985,272)	209,744
Non-Current Liabilities					
Other Liabilities	-			-	-
Deferred Tax Liabilities	-			-	-
Total Non-Current Liabilities	-			-	-
TOTAL LIABILITIES	1,878,706	250,000	66,310	(1,985,272)	209,744
NET ASSETS	648,685	(250,000)	(6,310)	2,872,950	3,265,325
Equity					
Issued Capital	10,357,729			2,872,950	13,230,679
Reserves	1,609,252			-	1,609,252
Accumulated Losses	(11,318,296)	(250,000)	(6,310)	-	(11,574,606)
TOTAL EQUITY	648,685	(250,000)	(6,310)	2,872,950	3,265,325

In preparing the pro forma balance sheet, the following assumptions have been made:

- the Entitlement Offer is completed;
- funds advanced by MIL in the March 2016 quarter have been expended;
- the proceeds from the Entitlement Offer have been used in the manner described in Section 4.5 of this Prospectus;
- it excludes the amount of losses incurred for the period 1 January 2016 to 30 June 2016; and
- the costs of the Entitlement Offer are as contemplated in this Prospectus.

Note 1 Impact of advance from MIL

During the March 2016 quarter, MIL advanced funds to the Company	250,000
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Note 2 Transactions post 31 December 2015

The following transactions have occurred since 31 December 2015, which have been highlighted in the Pro forma balance sheet:

Interest on the Convertible and unsecured loans	6,310
Geological services provided by Mr David Gibbs - in relation to exploration activities	60,000

Note 3 - Impact of the Entitlement Offer

No of Shares Prior to the Entitlement Offer	110,365,915
Number of Shares per Existing Share	7
Total Number of New Shares	772,561,402
Number of Shares Post the Entitlement Offer	882,927,316
Issue Price of a Share for the First Rights Issue	0.004
Total to be raised	3,090,245

Note: Minor rounding differences exist.

The Entitlement Offer will be applied as follows:

A Repayment of existing unsecured loans

Repayment of the following unsecured notes	
Repay loans and interest ex Pure Steel	336,035
Repay loans and interest ex Reliance	336,035
Repay loans and interest ex MIL	904,079
	1,576,149
Repay loans and interest ex Carkaho Holdings	105,323
Total loans and unsecured notes	1,681,472

B Repayment of the following creditors

David Gibbs	60,000
Outstanding payment for royalty and consulting and advisory fees to MIL	243,800
	303,800

C Cost of the Entitlement Offer

Legal and accounting fees	217,295
Total Cost of the Entitlement Offer	217,295
	2,202,567

D Working capital /cash at bank

	887,678
Total use of the Entitlement Funds	3,090,245

Reconciliation of the amount of working capital to the use of funds:

Total working capital per the above	887,678
Costs of the offer	217,295
	1,104,973
Less creditors as at 30 June 2016	375,000
Costs of Entitlement Offer, to be paid	105,000
Working capital, per the use of funds	624,973

Reconciliation of final cash position

Cash balance, based on rights issue value, less December 2015 creditors	887,678
Increase in amount owing to creditors since 31 December	157,704

Additional costs for the underwriter due to the cash amount increasing and share registry fees to be paid post 30 June 2016, not previously taken into consideration

105,000
624,974

SRN/HIN:

Entitlement Number:

Subregister:

**Number of Eligible Shares held as
at the Record Date, 7:00pm (AEST)
on 15 August 2016:**

**Entitlement to New Shares
(on a 7 New Shares for 1 basis):**

**Amount payable on full acceptance
at A\$0.004 per Share:**

Offer Closes 5:00pm (AEST):	5 September 2016
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ENTITLEMENT AND ACCEPTANCE FORM

As an Eligible Shareholder you are entitled to acquire 7 New Shares for every 1 Existing Shares that you hold on the Record Date, at an Offer Price of A\$0.004 per New Share. This is an important document and requires your immediate attention. If you do not understand it or you are in doubt as how to deal with it, you should contact your accountant, stockbroker, solicitor or other professional adviser.

IMPORTANT: The Offer is being made under the Prospectus dated 10 August 2016. The Prospectus contains information about investing in the New Shares. Before applying for New Shares, you should carefully read the Prospectus. This Entitlement and Acceptance Form should be read in conjunction with the Prospectus.

If you do not have a paper copy of the Prospectus, you can obtain a paper copy at no charge, by calling the Astro Resources NL Offer Information Line on 02 9237 6525 (within Australia) or +61 2 9237 6525 (from outside Australia).

PAYMENT OPTIONS

If you wish to take up all or part of your entitlement, you have two payment options detailed below.

OPTION 1: PAYING BY BPAY®

If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to return the acceptance slip below if you elect to make payment by BPAY®.** Payment must be received via BPAY® before 5:00pm (AEST) on 5 September 2016. You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry in time. By paying by BPAY® you will be deemed to have completed an Application Form for the number of New Shares subject of your application payment.

OPTION 2: PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

If paying by cheque, bank draft or money order, complete and return the acceptance slip below with your Application Monies. No signature is required on the acceptance slip. The acceptance slip with your Application Monies must be received by the Registry before 5:00pm (AEST) on 5 September 2016.



Billers Code: 131227
Ref:

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. More info: www.bpay.com.au

® Registered to BPAY Pty Ltd ABN 69 079 137 518

See overleaf for details and further instructions on how to complete and lodge this Entitlement and Acceptance Form. If you do not take up or sell your rights, you may not receive any value for them. It is important that you decide whether to accept or sell your rights in accordance with the Prospectus.

THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE SHAREHOLDER AND HOLDING RECORDED ABOVE.



Please detach and enclose with payment

SRN/HIN:

Entitlement Number:



A Number of New Shares accepted (being not more than your Entitlement shown above)

B Payment amount
(Multiply the number in section A by A\$0.004)

A\$

C PLEASE INSERT CHEQUE, BANK DRAFT OR MONEY ORDER DETAILS – Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to “Astro Resources NL” and crossed “Not Negotiable”.

Drawer

Cheque Number

BSB Number

Account Number

Amount of Cheque

A\$

D CONTACT DETAILS – Telephone number

Telephone number – after hours

Contact name

ASTRO RESOURCES NL

The Entitlement Offer to which this Entitlement and Acceptance Form relates is not being made to Shareholders with registered address outside of Australia and New Zealand. In particular the Entitlement Offer is not being made to any person in the U.S. or to a U.S. person. The Prospectus and Entitlement and Acceptance Form do not constitute an offer or invitation to acquire New Shares in any place in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

ACCEPTANCE OF ENTITLEMENT OFFER

By either returning the Entitlement and Acceptance Form with payment to the Registry, or making payment received by BPAY®:

- you represent and warrant that you have read and understood the Prospectus and that you acknowledge the matters, and make the warranties and representations;
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of Astro Resources NL.

HOW TO APPLY FOR NEW SHARES

1. IF PAYING BY BPAY® (AVAILABLE TO SHAREHOLDERS WITH AN AUSTRALIAN BANK ACCOUNT ONLY)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information on paying by BPAY®: www.bpay.com.au

Work out the total amount payable by you. To calculate the total amount, multiply the number of New Shares you wish to apply for by A\$0.004.

Refer overleaf for the Biller Code and Reference Number. The Reference Number is used to identify your holding. If you have multiple holdings you will have multiple Reference Numbers. You must use the Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

2. IF PAYING BY CHEQUE, BANK DRAFT OR MONEY ORDER

Complete all relevant sections of the Entitlement and Acceptance Form USING BLOCK LETTERS. These instructions are cross referenced to each section of the Entitlement and Acceptance Form.

A. Acceptance of New Shares

Enter into section A the number of New Shares you wish to apply for. The number of New Shares must be equal to or less than your Entitlement, which is set out overleaf.

B. Payment Amount

Enter into section B the total amount payable by you. To calculate the total amount multiply the number in Section A by A\$0.004.

C. Cheque, bank draft or money order details

Enter your cheque, bank draft or money order details in section C. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Astro Resources NL" and crossed "Not Negotiable". Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. If you provide a cheque or money order for the incorrect amount, Astro Resources NL may treat you as applying for as many New Shares as your cheque, bank draft or money order will pay for.

D. Contact details

Enter your contact telephone number where we may contact you regarding your acceptance of New Shares, if necessary.

3. SALE OF YOUR ENTITLEMENT IN FULL OR IN PART BY YOUR STOCKBROKER AND ACCEPTANCE OF THE BALANCE

If you wish to sell all of your Rights through your stockbroker or if you wish to sell part of your Rights through your stockbroker and accept the balance you should contact your stockbroker and provide details as requested which appear overleaf.

You should complete the "Instructions to your Stockbroker" panel below and forward this Entitlement and Acceptance Form to your stockbroker.

Instructions to your Stockbroker

I/We have accepted	<input type="text"/>
	New Shares as per reverse side
And attach a cheque/bank draft for	A\$ <input type="text"/>
	being acceptance monies at A\$0.004 per New Share
I/We wish to sell	<input type="text"/>
	Rights to Ordinary Shares

4. DISPOSAL OF YOUR ENTITLEMENT OTHER THAN THROUGH A STOCKBROKER

A renunciation form must be used for all other transactions. These forms may be obtained from the Astro Resources NL Registry or your stockbroker.

5. OVERSEAS SHAREHOLDERS

The Prospectus and Entitlement and Acceptance Form do not constitute an offer of securities in any jurisdiction outside of Australia and New Zealand or to any person to whom it would not be lawful to issue the Prospectus. By applying for New Shares under this Entitlement and Acceptance Form or by accepting this offer, you represent and warrant that applying for New Shares does not breach any law in any relevant overseas jurisdiction.

6. HOW TO LODGE YOUR ENTITLEMENT AND ACCEPTANCE FORM

A reply paid envelope is enclosed for your use. No postage stamp is required if it is posted in Australia. Alternatively, if you have lost the reply paid envelope, or you have obtained the Prospectus electronically, your completed Entitlement and Acceptance Form with the payment for New Shares may be mailed to the postal address, or delivered by hand to the delivery address, set out below. **If paying by BPAY® you do not need to complete or return the Entitlement and Acceptance Form.** You should check the processing cut off-time for BPAY® transactions with your bank, credit union or building society to ensure your payment will be received by the Registry by the close of the offer.

Mailing Address

Astro Resources NL
C/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Hand Delivery

Astro Resources NL
C/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138 **(Please do not use this address for mailing purposes)**

Make sure you send your Acceptance Slip and application payment allowing enough time for mail delivery, so Link Market Services Limited receives them no later than 5:00pm (AEST) on 5 September 2016. Please ensure sufficient cleared funds are held in your account, as your cheque will be banked as soon as it is received. Astro Resources NL reserves the right not to process any Acceptance Slips and cheques received after the Closing Date.

If you require further information on how to complete this Entitlement and Acceptance Form, please contact the Astro Resources NL Offer Information Line on 1300 554 474 (within Australia) or +61 1300 554 474 (from outside Australia) between 8:30am and 5:30pm (AEST) Monday to Friday.