



ASX : RMX
Company Directors
Jeremy King
Jason Bontempo
Lincoln Ho
Company Secretary
Shannon Coates

RED MOUNTAIN MINING LTD
1 November 2016

LOYALTY OPTIONS OFFER PROSPECTUS

Further to the announcement on 28 October 2016, Red Mountain Mining Limited (**the Company, Red Mountain or RMX**) confirms the attached Prospectus relating to the offer to existing holders of RMXOF options (**Options Offer**) has today been lodged with the Australian Securities and Investments Commission and will be posted to Eligible Optionholders on Monday, 7 November 2016, together with a personalised Entitlement and Acceptance form.

The record date for the Options Offer will be **5:00pm (WST) Friday, 4 November 2016**. Should all Eligible Optionholders take up the Options Offer, a total of 44,761,867 options will be issued. Any shortfall in Eligible Optionholders' take up cannot be placed.

It is proposed that the following timetable will apply with respect to the Offer:

Lodgment Date of the Prospectus with ASIC and ASX	Tuesday, 1 November 2016
Record Date for determining Eligible Optionholders	5:00pm (WST) Friday, 4 November 2016
Opening Date of the Offer	Monday, 7 November 2016
Prospectus with Entitlement and Acceptance Form despatched to Eligible Optionholders	Monday, 7 November 2016
Closing Date of the Offer	Wednesday, 16 November 2016
New Options quoted on a deferred settlement basis	Thursday, 17 November 2016
Issue of New Options. Deferred settlement trading ends	Monday, 21 November 2016

The timetable is indicative only and subject to change.

For and on behalf of the Board

Shannon Coates
Company Secretary



RED MOUNTAIN MINING LTD
ACN 119 568 106

PROSPECTUS

THIS PROSPECTUS IS BEING ISSUED FOR AN OFFER OF UP TO 44,761,867 NEW OPTIONS TO ELIGIBLE OPTIONHOLDERS ON THE BASIS OF 1 NEW OPTION FOR EVERY 1 RMXOF OPTION HELD ON THE RECORD DATE AT AN ISSUE PRICE OF \$0.001 PER NEW OPTION TO RAISE UP TO APPROXIMATELY \$44,762 (BEFORE COSTS)

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE NEW OPTIONS OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

IMPORTANT INFORMATION

This Prospectus is dated 1 November 2016 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No New Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the registered office of the Company at Unit 1, 2 Richardson Street, West Perth, Western Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 5.5).

The New Options offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

Acceptances of New Options under the Offer can only be submitted on an original Entitlement and Acceptance Form sent with a copy of this Prospectus by the Company. The Entitlement and Acceptance Form sets out an Eligible Optionholder's entitlement to participate in the Offer. If acceptance is by BPAY there is no need to return the original Entitlement and Acceptance Form.

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

No action has been taken to permit the offer of New Options under this Prospectus in any jurisdiction other than Australia.

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

This document is important and should be read in its entirety before deciding to participate in the Offer. This does not take into account the investment objectives, financial or taxation, or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay. Some of the risk factors that should be considered by potential investors are outlined in Section 4. Definitions of certain terms used in this Prospectus are contained in Section 7. All references to currency are to Australian dollars and all references to time are to WST unless otherwise indicated.

CORPORATE DIRECTORY

Directors

Jeremy King	Director
Jason Bontempo	Director
Lincoln Ho	Director

Share Registry

Computershare Investor Services Pty Limited
Level 11, 172 St Georges Terrace
Perth WA 6000

Company Secretary

Shannon Coates

Lawyers

Bellanhuse Legal
Ground Floor, 11 Ventnor Avenue
West Perth WA 6005

Registered Office

Unit 1
2 Richardson Street
West Perth WA 6005

Telephone: +61 (8) 9226 5668

Fax: +61 (8) 9322 1417

Email: info@redmm.com.au

ASX Code: RMX

Website: www.redmm.com.au

PROPOSED TIMETABLE FOR OFFER

Lodgement date of the Prospectus with ASIC and ASX	Tuesday, 1 November 2016
Record Date for determining Eligible Optionholders	5:00pm (WST) Friday, 4 November 2016
Prospectus with Entitlement and Acceptance Form despatched to Eligible Optionholders	Monday, 7 November 2016
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LETTER FROM THE BOARD

Dear Optionholder

On behalf of your Directors, I am pleased to offer you the opportunity to participate in this Offer for New Options.

This Offer is being conducted as a "loyalty" offer, to reward participants in the Company's entitlement offer completed in March 2016.

Eligible Optionholders who hold RMXOF Options on the Record Date are offered the opportunity to subscribe for one New Option for every RMXOF Option held on the Record Date.

The New Options are offered at an issue price of \$0.001 each, and will be exercisable at \$0.015 each, on or before the date that is three years from the date of issue. The full terms and conditions of the New Options are in Section 5.1 of this Prospectus.

The number of New Options you are entitled to subscribe for under the Offer is set out in your personalised Entitlement and Acceptance Form that is attached to this Prospectus.

Please read in full the details on how to submit your application, which are set out in this Prospectus.

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on (08) 9226 5668. For general shareholder enquiries, please contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia). You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Offer.

On behalf of the Board, I look forward to your continued support and on updating you on the Company's progress.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Jeremy King', with a stylized flourish at the end.

Jeremy King
Director
On behalf of the Board

INVESTMENT OVERVIEW

This Section is intended to highlight key information for potential investors. It is an overview only, and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in New Options.

Key Information	Further Information
<p>Transaction specific prospectus</p> <p>This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.</p>	Section 5.4
<p>Risk factors</p> <p>Potential investors should be aware that subscribing for New Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4, including (but not limited to) risks in respect of:</p> <ul style="list-style-type: none"> • Exploration risk: Mineral exploration is a high risk undertaking. There can be no assurance that further exploration on the Company's projects will result in the discovery of an economic ore deposit. • Future capital needs: Further funding will be required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. • Sovereign risk: The Company's current key project is located in the Philippines and the Company is subject to the risks associated with operating in that country, including various levels of political, economic and other risks and uncertainties. • General market risks: As a junior explorer with no production or income, the Company is exposed to general market and economic condition risks. 	Section 4
<p>Offer</p> <p>This Prospectus is a "loyalty offer" on the basis of one New Option for every RMXOF Option held on the Record Date, at an issue price of \$0.001 per New Option.</p> <p>The Offer will raise up to approximately \$44,762 (before costs).</p>	Section 1.1
<p>Eligible Optionholders</p> <p>The Offer is made to Eligible Optionholders only. Eligible Optionholders are those holders of RMXOF Options who:</p>	Sections 1.10, 1.11 and 1.12

Key Information	Further Information																				
<ul style="list-style-type: none">are the registered holder of the RMXOF Options as at 5.00pm (WST) on the Record Date; andhave a registered address in Australia or, subject to the offer restrictions in Section 1.11, New Zealand.																					
Use of funds Funds raised under the Offer are intended to be used for the costs of the offer and general working capital.	Section 3.2																				
Effect on control of the Company It is not expected that the Offer will have any effect on the control of the Company.	Section 1.4																				
Indicative capital structure and pro-forma balance sheet The indicative capital structure upon completion of the Offer is set out below: <table><tr><th></th><th>Shares</th><th>Quoted Options</th><th>Unquoted Options</th><th>Performance Rights</th></tr><tr><td>Balance at the date of this Prospectus</td><td>310,542,182</td><td>52,261,870</td><td>16,093,750</td><td>626,581</td></tr><tr><td>To be issued pursuant to the Offer</td><td>Nil</td><td>44,761,867</td><td>Nil</td><td>Nil</td></tr><tr><td>Total</td><td>310,542,182</td><td>97,023,737</td><td>16,093,750</td><td>626,581</td></tr></table> <p>On 21 October 2016, the Company announced a share purchase plan. Pursuant to the share purchase plan, a maximum of 93,162,654 new Shares may be issued in addition to the Shares noted in the table above. The intended issue date for these new Shares is 9 November 2016.</p> <p>The indicative pro-forma balance sheet showing the effect of the Offer is in Section 3.3.</p>		Shares	Quoted Options	Unquoted Options	Performance Rights	Balance at the date of this Prospectus	310,542,182	52,261,870	16,093,750	626,581	To be issued pursuant to the Offer	Nil	44,761,867	Nil	Nil	Total	310,542,182	97,023,737	16,093,750	626,581	Sections 3.1 and 3.3
	Shares	Quoted Options	Unquoted Options	Performance Rights																	
Balance at the date of this Prospectus	310,542,182	52,261,870	16,093,750	626,581																	
To be issued pursuant to the Offer	Nil	44,761,867	Nil	Nil																	
Total	310,542,182	97,023,737	16,093,750	626,581																	
Directors' participation As the Offer does not fall within the scope of any of the exceptions to Listing Rule 10.11 in Listing Rule 10.12, no Directors or other related parties of the Company may participate in the Offer.	Section 5.9(b)																				

Key Information	Further Information
<p>Forward looking statements</p> <p>This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.</p> <p>These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.</p> <p>Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management.</p> <p>The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.</p> <p>The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.</p> <p>These forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.</p>	<p>Important Information and Section 4</p>

1. Details of the Offer

1.1 Offer

Pursuant to this Prospectus, the Company is inviting all persons who were holders of RMXOF Options at 5.00pm (WST) on 4 November 2016 (**Record Date**), other than related parties of the Company (including Directors) or Ineligible Foreign Optionholders (**Eligible Optionholders**), to apply for one New Option for every one RMXOF Option held on the Record Date, at an issue price of \$0.001 per New Option.

The terms and conditions of the New Options are in Section 5.1. Shares issued upon exercise of the New Options will rank equally with the Company's existing Shares on issue. A summary of the rights and liabilities attaching to Shares is in Section 5.2.

The Company has as at the date of this Prospectus 44,761,867 RMXOF Options on issue. Assuming that all of the holders of the RMXOF Options are Eligible Optionholders, and that no RMXOF Options are exercised into Shares before the Record Date, a maximum of 44,761,867 New Options may be issued under the Offer.

Please refer to Section 2 for details on how to apply for New Options.

1.2 Opening and Closing Dates

The Opening Date of the Offer will be 9am (WST) on 7 November 2016 and the Closing Date will be 5pm (WST) on 16 November 2016. The Offer may be accepted in whole or in part prior to the Closing Date subject to the Directors' discretion to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

1.3 Withdrawal of Offer

The Company reserves the right not to proceed with the Offer at any time before the issue of New Options. If the Offer does not proceed, the Company will return all Application Monies, without interest, as soon as practical after giving notice of its withdrawal.

1.4 Effect on control of the Company

The Company is of the view that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offer.

1.5 No rights trading

The entitlements to New Options under the Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your entitlement to any other party. If you do not take up your entitlement to New Options under the Offer by the Closing Date, the offer to you will lapse.

1.6 Issue date

The New Options will be issued only after all Application Monies have been received and the ASX has granted permission for the New Options to be quoted. It is expected that New Options will be issued on 21 November 2016 and trading of the New Options on the ASX is expected to commence on 22 November 2016.

Security holder statements will be dispatched at the end of the calendar month following the issue of the New Options.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Options. Applicants who sell New Options before they receive their holding statements do so at their own risk.

1.7 Application Monies held on trust

All Application Monies received for the New Options will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Options are issued. All Application Monies will be returned (without interest) if the New Options are not issued.

1.8 ASX quotation

Application will be made within seven days of the date of issue of this Prospectus for the New Options to be granted official quotation by ASX. If such an application is not made within these seven days, or official quotation of the New Options is not granted by ASX within three months of the date of this Prospectus, any issue or transfer of the New Options (or Shares issued on exercise of the New Options) will be void and the Application Monies will be refunded in full without interest in accordance with the Corporations Act.

The fact that ASX may agree to grant official quotation of the New Options is not to be taken in any way as an indication of the merits of the Company or the New Options. ASX takes no responsibility for the contents of this Prospectus.

1.9 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of New Options.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of New Options issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Options, including a notice to exercise the New Options.

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by Computershare Investor Services Pty Limited and will contain the number of New Options 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.

1.10 Ineligible Foreign Optionholders

This Prospectus, and any accompanying Entitlement and Acceptance Form, do not, and is not intended to, constitute an offer of New Options in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the New Options.

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 such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Company believes that it is unreasonable to extend the Offer to Ineligible Foreign Optionholders. The Company has formed this view having considered:

- (a) the number and value of the New Options that would be offered to those RMXOF Optionholders; and
- (b) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

Accordingly, Ineligible Foreign Optionholders will not be entitled to participate in the Offer.

1.11 New Zealand offer restrictions

The New Options are not being offered or sold to the public within New Zealand other than to existing Eligible RMXOF Optionholders of the Company with registered addresses in New Zealand at the Record Date.

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

1.12 Notice to nominees and custodians

Nominees and custodians that hold RMXOF Options should note that the Offer is available only to Eligible Optionholders. 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 RMXOF Options. 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 Offer is compatible with applicable foreign laws.

1.13 Risk factors

An investment in Securities should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 4.

1.14 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Options.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Options.

1.15 Major activities and financial information

A summary of the major activities and financial information relating to the Company, for the financial year ended 30 June 2016, can be found in the Company's Annual Report announced on ASX on 30 September 2016 and, for the half-year ended 31 December 2015, the Half Year Accounts announced on ASX on 15 March 2016. The Company's continuous disclosure notices (i.e. ASX announcements) since 30 September 2016 are listed in Section 5.5. Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.16 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's Shareholding 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 bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

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 Acceptance or Application (as applicable).

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.17 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on (08) 9226 5668.

For general shareholder enquiries, please contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

2. Action required by Eligible Optionholders

2.1 Acceptance of entitlement

Should you wish to accept all of your entitlement to New Options under the Offer and you are not paying by BPAY, then applications for New Options must be made on the Entitlement and Acceptance Form which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque, bank draft or money order for the amount indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not Negotiable" and made payable to "Red Mountain Mining Ltd" and lodged at any time after the issue of this Prospectus and on or before the Closing Date at the Company's share registry (by delivery or by post) at:

Computershare Investor Services Pty Limited
GPO Box 505
MELBOURNE VIC 3001

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the Closing Date. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

2.2 If you wish to take up only part of your entitlement

Should you wish to only take up part of your entitlement to New Options under the Offer and you are not paying by BPAY, then applications for New Options must be made on the Entitlement and Acceptance Form which accompanies this Prospectus in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of New Options you wish to accept and the amount payable (calculated at \$0.001 per New Option accepted), and attach a cheque, bank draft or money order for the appropriate Application Monies.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not Negotiable" and made payable to "Red Mountain Mining Ltd" and lodged at any time after the issue of this Prospectus and on or before the Closing Date at the Company's share registry (by delivery or by post) at the address indicated at Section 2.2.

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the Closing Date. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

2.3 Entitlements not taken up

If you do not wish to accept any of your entitlement, you are not obliged to do anything. The number of Securities you hold and the rights attached to those Securities will not be affected should you choose not to accept any of your entitlement.

2.4 Entitlement and Acceptance Form

Acceptance of a completed Entitlement and Acceptance Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Options accepted by the Company. The Entitlement and Acceptance Form does not need to be signed to be a binding acceptance of Shares.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the Acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form, is final.

The Company will send this Prospectus, together with an Entitlement and Acceptance Form, to all Eligible Optionholders.

By completing and returning your Application Form with the requisite Application Monies, or making a payment via BPAY, you will be deemed to have represented that you are an Eligible Optionholder. 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:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) 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 Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Options 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 Application Form;

- (e) declare that you are the current registered holder of RMXOF Options as at the Record Date and have a registered address in Australia or subject to the offer restrictions in Section 1.11, New Zealand;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Options are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Options have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia.

2.5 Enquiries concerning your entitlement

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on (08) 9226 5668.

For general shareholder enquiries, please contact Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

3. Effect of the Offer

3.1 Capital structure on completion of the Offer

Assuming that no existing Options are exercised before the Record Date, the effect of the Offer on the Company's issued capital as at the date of this Prospectus is as shown in the following table.

	Shares	Quoted Options	Unquoted Options	Performance Rights
Balance at the date of this Prospectus	310,542,182 ¹	52,261,870 ²	16,093,750 ⁴	626,581 ⁵
Maximum to be issued pursuant to the Offer	Nil	44,761,867 ³	Nil	Nil
Total	310,542,182	97,023,737	16,093,750	626,581

Notes:

- On 21 October 2016, the Company announced a share purchase plan. Pursuant to the share purchase plan, a maximum of 93,162,654 new Shares may be issued in addition to the Shares noted in the table above. The intended issue date for these new Shares is 9 November 2016.
- Comprised of the following:
 - 7,500,003 RMXOE Options exercisable at \$0.1184 each on or before 15 September 2017; and
 - 44,761,867 RMXOF Options exercisable at \$0.048 each on or before 31 March 2018.
- Assumes all New Options under the Offer will be issued. The actual number of New Options to be issued will vary based on the number of RMXOF Options held by Eligible Optionholders and the number of New Options subscribed for under the Offer.
- Comprised of the following:
 - 1,093,750 Options exercisable at \$0.096 each on or before 24 December 2018; and
 - 15,000,000 Options exercisable at \$0.02 each on or before 14 October 2019.
- Comprised of the following:
 - 46,875 Class A Performance Rights convertible to Shares on or before 18 November 2016, subject to vesting conditions;
 - 70,313 Class B Performance Rights convertible to Shares on or before 18 November 2017, subject to vesting conditions;
 - 70,313 Class C Performance Rights convertible to Shares on or before 18 November 2018, subject to vesting conditions;
 - 146,360 Class F Performance Rights convertible to Shares on or before 1 December 2017, subject to vesting conditions;
 - 146,360 Class H Performance Rights convertible to Shares on or before 1 December 2017, subject to vesting conditions; and
 - 146,360 Class I Performance Rights convertible to Shares on or before 1 December 2018, subject to vesting conditions.
- Following completion of the Offer, the Company is proposing to issue up to 40,000,000 Options to PAC Partners Pty Ltd or its nominees, on the same terms and conditions as the New Options. Shareholder approval for the issue of these Options was obtained at the general meeting held on 20 September 2016.

3.2 Use of funds

Completion of the Offer will result in an increase in cash at hand of up to approximately \$44,762 (before payment of costs).

The following indicative table sets out the proposed use of funds raised under the Offer:

Proposed use	\$
Working capital ¹	27,040
Costs of Offer	17,722
TOTAL	44,762

Note:

1. Working capital includes but is not limited to corporate administration and operating costs and may be applied to additional Directors' fees or executive fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.

The above is a statement of current intentions 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. The Board reserves the right to alter the way the funds are applied on this basis.

3.3 Pro forma consolidated statement of financial position

	Audited 30-Jun-16 \$	Pro-Forma 30-Jun-16 \$
CURRENT ASSETS		
Cash and cash equivalents	757,642	802,404
Trade and other receivables	203,744	203,744
Available for sale financial assets	607,238	607,238
TOTAL CURRENT ASSETS	1,568,624	1,613,386
NON-CURRENT ASSETS		
Exploration & evaluation expenditure	25,149,974	25,149,974
Property, plant and equipment	6,047	6,047
TOTAL NON-CURRENT ASSETS	25,156,021	25,156,021
TOTAL ASSETS	26,724,645	26,769,407
CURRENT LIABILITIES		
Trade and other payables	663,896	663,896
Provisions	61,189	61,189

Current taxes payable	252,616	252,616
Borrowings	-	-
TOTAL CURRENT LIABILITIES	977,701	977,701
NON-CURRENT LIABILITIES		
Other non-current liabilities	182,006	182,006
TOTAL NON-CURRENT LIABILITIES	182,006	182,006
TOTAL LIABILITIES	1,159,709	1,159,709
NET ASSETS (LIABILITIES)	25,564,936	25,609,698
EQUITY		
Contributed equity	35,773,150	35,817,912
Reserves	7,506,816	7,506,816
Accumulated losses	(17,303,463)	(17,303,463)
CAPITAL AND RESERVES ATTRIBUTABLE TO OWNERS	25,976,503	26,021,265
Non-controlling interest	(411,567)	(411,567)
TOTAL EQUITY	25,564,936	25,609,698

1. The pro forma statement of financial position represents the position as at 30 June 2016 adjusted to reflect amounts expected to be raised pursuant to the Offer. It does not reflect the estimated costs of the Offer in accordance with the terms outlined in this Prospectus. Further, it does not include the \$1,675,000 raised pursuant to the Placement completed on 7 October 2016 or the \$5,700 raised from the issue of shares and options on 14 October 2016.

Basis of Preparation

The above pro forma statement of financial position has been prepared in accordance with the draft ASIC Guide to Disclosing Pro Forma Financial Information (issued July 2005).

The pro forma balance sheets have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the audited financial position as at 30 June 2016 and assumes that the Offer is fully subscribed. Other than in the ordinary course of business, there have been no other material transactions between that date and the date of this Prospectus that have affected the Company's financial position.

3.4 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Lowest: \$0.001 on 1 August 2016 (pre-Consolidation)

Highest: \$0.03 on 22 September 2016 (post-Consolidation)

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was \$0.01 per Share on 31 October 2016.

4. Risk Factors

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Company's current primary focus is its Batangas Gold Project in the Philippines and the Red Valley Lithium Project in the USA.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

4.1 Risks specific to the Company

(a) Exploration risk

Mineral exploration by its nature is a high risk activity and there can be no guarantee of exploration success on the Company's projects. There can be no assurance that exploration of the tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

Further, exploration involves certain operating hazards, such as failure and or breakdown of equipment, adverse geological, seismic and geotechnical conditions, industrial accidents, labour disputes, adverse weather conditions, pollution and other environmental hazards and risks.

(b) Emphasis of matter

The Company's 2016 Annual Report contains an 'emphasis of matter' note. Based on the number of inherent uncertainties relating to the Company's future plans, including doubt as to the ability to raise equity capital in the current market, there is material uncertainty which may cast significant doubt regarding the ability of the Company to continue as a going concern

and therefore, whether it will be able to realise its assets and extinguish its liabilities in the normal course of business.

Notwithstanding the 'emphasis of matter' note included in the Company's 2016 Annual Report, the Directors believe that there are reasonable grounds for the view that the Company will be able to continue as a going concern.

(c) Budget risk

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions.

(d) Additional requirements for capital

The future capital requirements of the Company will depend on many factors including the results of future exploration and business development activities. The Company believes its available cash and resources should be adequate to fund its obligations in respect of its exploration work program, business development activities and other objectives for the next 12 months. Should the Company's exploration program be successful or the Company identify additional projects it may wish to pursue, additional funds will be required to advance the Company's projects.

Additional funding may be raised by the Company via the issues of equity, debt or a combination of debt and equity or asset sales. Any additional equity financing will dilute Shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its programs or enter into joint venture arrangements to reduce expenditure and this could have a material adverse effect on the Company's activities. Unfavourable market conditions may adversely affect the Company's ability to raise additional funding regardless of the Company's operating performance.

(e) Sovereign and Political Risks Associated with Operating in the Philippines

The Company's Batangas Gold Project is located in the Philippines and the Company will be subject to the risks associated with operating in that country, including various levels of political, economic and other risks and uncertainties.

The Company is continuing to evaluate the best way to optimise the Batangas Gold Project. It may eventuate that as a result of the ongoing difficulties in mining operations in the Philippines that undertaking a whole or partial disposal or other risk mitigation strategy may be considered to be in the best interests of the Company.

Philippines Government Mining Policy, Executive Order 079

In January 2012 the Philippines Government issued a new mining policy termed Executive Order 079 (E079). The Implementing Rules and Regulations (IRR) of the E079 have been issued. However there is a risk that further changes under the E079 policy will involve increases to royalties and taxes that will affect the revenue derived by the Company from any future operation.

Philippine Foreign Acquisition Laws

An entity not of Philippine nationality may only acquire up to 40% of a Philippine MPSA (mineral production sharing agreement) or the holder of an MPSA directly. The restriction on foreign ownership relates to the ownership of an MPSA and its holder, the operation of an MPSA, the total physical area that may be held by a foreign held entity and the role that a foreign person may have in an entity that has more than 40% of an MPSA or MPSA holder.

The Company has considered this in structuring the holding of interests and contractual rights in the MPSAs, such that the direct holding is only 40% of the holder of the MPSAs and the remaining 60% is held as a contractual right. However, there is a risk that the current or future structure of the Company's holdings may be subject to legal challenge.

Conditions and Renewal of Licences

The permits and agreements on the projects are governed by the Philippine legislation and are evidenced by the granting of permits and agreements, extension of permits and/or extension of specific stages of the MPSA's. Each permit, agreement or extension is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance.

In order to progress from the exploration to the development stage of the MPSA the Company must obtain certain permits and approvals including the Environmental Compliance Certificate (ECC) and the Declaration of Mining project Feasibility (DMF). The Company considers that it has complied with the requirements and timeframes for the submission of the permitting and approval requirements under the Philippines Mining Act. However, there is a risk that the permits and approvals required to allow renewal of the MPSA's for the development stage will not be granted in a timely manner.

Consents from Surface Land Holders

The Philippines Mining Act sets out the requirement for entities wishing to access mineral permits for the purpose of exploration, development and utilisation to receive the consent of the surface owners or occupants of the land in writing prior to such access and to pay them an appropriate amount of compensation.

Although seeking such consent is a common task for mining companies in the Philippines, there is no guarantee that it will be a fast or cost effective process for the Company.

“Show cause” letter

As announced by the Company on 5 July 2016, the Company received a letter from the Philippines Department of Environment and Natural Resources (DNR), whereby the DNR has requested that the Company show cause as to the status of the mining tenure which makes up the Batangas Gold Project.

The Company has provided a response to the letter, but as at the date of this Prospectus, has not received a response from the DNR, and the outcome of such correspondence is unknown.

There is therefore a risk that the DNR may determine that the Company has not satisfied the requirements of the mining tenure and may terminate the MPSA's accordingly.

(f) New projects and acquisitions and joint ventures

On 26 October 2016, the Company announced that it had entered into an exploration and earn-in agreement in respect of the Red Valley Lithium Project, a lithium-brine project located in Utah, United States of America.

The Company will continue to actively pursue and assess, other new business opportunities particularly those in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, or direct equity participation.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or the raising of additional capital (if available).

Furthermore, any new project or business acquisition may change the risk profile of the Company, particularly if the new project is located in another jurisdiction, involves a new commodity and/or changes the Company's capital/funding requirements.

Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

(g) Resource estimates

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates that were valid when originally made may alter significantly when new information or techniques become available.

In addition, by their very nature, resource estimates are imprecise and depend on interpretations which may prove to be inaccurate, and whilst the Company will employ industry-standard techniques including compliance with the JORC Code to reduce the resource estimation risk, there is no assurance that this approach will alter the risk. As further information becomes available through additional fieldwork and analysis,

resource estimates may change. This may result in alterations to mining and development plans which may in turn adversely affect the Company.

(h) Risk of not obtaining required permits

The future operations of the Company, including in respect of the Red Valley Lithium Project, may require permits from various governmental authorities and will be governed by laws and regulations governing prospecting, development, mining, production, export, taxes, labour standards, occupational health, waste disposal, land use, environmental protections, mine safety and other matters. There is no assurance that the Company will be able to obtain all necessary permits and approvals that may be required to undertake exploration activity or commence construction or operation of lithium extraction facilities on its lithium properties or any other properties the Company may acquire in the future. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from commencing or continuing with mining operations, or proceeding with any future exploration or development of its lithium properties or other properties the Company may acquire in the future.

(i) Joint venture risk

The Company is currently, and may in the future become a party to joint venture agreements governing the exploration and development of its projects. There is a risk that one of the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

Further, the Company's earn-in agreement in respect of the Red Valley Project is subject to the execution of formal documentation. There can be no certainty that the parties will be able to settle the formal documentation in respect thereof. Failure to settle the terms of the formal documentation may result in termination of the joint venture and/or a potential dispute resolution process.

(j) Commodity price volatility

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company including the international supply and demand for commodities, the quality of the minerals produced, actions taken by governments, forward selling activities and other macro-economic factors.

(k) Environmental risk

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent

on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

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

4.2 General Risks

(a) Market conditions and other economic risks

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

The price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) Changes in government policies and legislation

Any material adverse changes in government policies or legislation of Australia, the Philippines or the United States of America or any other country that the Company may acquire economic interests in may affect the viability and profitability of the Company.

(c) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(d) Insurance

The Company will, where possible and economically practicable, endeavour to mitigate some project and business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance cover.

4.3 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Options offered under this Prospectus.

Therefore, the New Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Options.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Options pursuant to this Prospectus.

5. Additional information

5.1 Terms and conditions of New Options

The terms and conditions of the New Options are as follows:

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
- (b) The Options will expire at 5.00pm (WST) on the date that is 3 years after the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) Subject to paragraph (k), the amount payable upon exercise of each Option is \$0.015 per Option (**Exercise Price**).
- (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised(**Exercise Notice**).
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will apply for quotation of the Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of

capital offered to Shareholders during the currency of the Options without exercising the Options.

- (m) An Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

5.2 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

- (a) General meeting and notices

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

- (b) 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 the Company every holder of fully paid Shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per Share on a poll.

A person who holds a Share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the Share.

- (c) Issues of further Shares

The Directors may, on behalf of the Company, issue or grant Options over Shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, the Listing Rules, the Corporations Act and any rights for the time being attached to the Shares in any special class of those Shares.

- (d) Variation of rights

At present, the Company has on issue one class of Shares only, namely ordinary Shares. Unless otherwise provided by the Constitution or by the terms of issue of a class of Shares, the rights attached to the Shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued Shares of the affected class,

or by special resolution passed at a separate meeting of the holders of the issued Shares of the affected class.

(e) Transfer of Shares

Subject to the Constitution, the Corporations Act and the Listing Rules, ordinary Shares are freely transferable.

(f) Dividends

Subject to the Corporations Act, the Listing Rules and the rights attaching to Shares issued on special conditions (at present there are none), the Directors may from time to time declare that a dividend is payable to the holders of ordinary Shares in proportion to the number of Shares held by them respectively and are paid proportionately to the amounts paid or credited as paid on Shares.

(g) Winding up

Subject to the Constitution, the Corporations Act and the rights of holders of Shares with special rights in a winding-up (at present there are none), on a winding-up of the Company, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set the value the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between members or different classes of members.

(h) Dividend reinvestment and share plans

The Directors may grant to Shareholders or any class of Shareholders the right to elect that dividends payable by the Company be reinvested, including by way of subscription for fully paid Shares in the Company or by foregoing any dividends that may be payable on all or some of the Shares held by that member and to receive instead some other entitlement, including the issue of Shares.

(i) Directors

The Constitution states that the minimum number of Directors is three.

(j) Powers of the Board

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Constitution, the Directors have power to manage the business of the Company and may exercise all powers of the Company as are not required by the Corporations Act, Listing Rules or Constitution, required to be exercised by the Company at general meeting.

(k) Unmarketable parcels

The Constitution permits the Company to sell the Shares held by a Shareholder if they comprise less than a marketable parcel within the meaning of the Listing Rules.

If a Shareholder does not want its Shares sold, that Shareholder may notify the Company accordingly.

(l) Capitalisation of profits

The Company may capitalise profits, reserves or other amounts available for distribution to members. Subject to the Constitution and the terms of issue of Shares, members are entitled to participate in a capital distribution in proportion to the number of Shares held by them.

(m) Preference Shares

The Company may issue preference Shares including preference Shares that are liable to be redeemed.

5.3 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

5.4 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.5 below). Copies of all documents announced to the ASX can be found at <http://redmm.com.au/investors-and-media/asx-announcements>.

5.5 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer a copy of:

- (a) the financial statements of the Company for the financial year ended 30 June 2016, being the last financial statements for a financial year of the Company lodged with ASIC before the issue of this Prospectus;
- (b) the half year report of the Company for the half year ended 31 December 2015, being the half year financial report of the Company lodged with ASIC after lodgement of the financial statements referred to in paragraph (a) above and before the issue of this Prospectus; and

- (c) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the financial statements referred to in paragraph (a) above until the date of this Prospectus:

Date lodged	Subject of Announcement
1/11/2016	Appendix 3B
28/10/2016	Record Date for Options Offer
26/10/2016	SPP Notice under ASIC Class Order 09/425
26/10/2016	Share Purchase Plan Offer Document
26/10/2016	Red Mountain to drill Clayton Valley lookalike in USA
24/10/2016	Share Purchase Plan Update
24/10/2016	Trading Halt
21/10/2016	Red Mountain Share Purchase Plan
19/10/2016	Red Mountain to focus on new energy metals sector
14/10/2016	Change of Director's Interest Notice x 3
14/10/2016	Secondary Trading Notice
14/10/2016	Appendix 3B
12/10/2016	Change of Director's Interest Notice
12/10/2016	Becoming a substantial holder
12/10/2016	Notice of Annual General Meeting/Proxy Form
07/10/2016	Secondary Trading Notice
07/10/2016	Appendix 3B
30/09/2016	Appendix 4G
30/09/2016	Corporate Governance Statement
30/09/2016	Annual Report to shareholders

The following documents are available for inspection throughout the period of the Offer during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and

- (c) the consents referred to in Section 5.13 and the consents provided by the Directors to the issue of this Prospectus.

5.6 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

5.7 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

5.8 Substantial Shareholders

Based on the substantial shareholder notices provided to the Company as at the date of this Prospectus, those persons which together with their associates have a voting power in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Number of Shares	Voting power
Contango Nominees Pty Limited	16,368,725	5.27%

5.9 Interests of Directors

(a) Information disclosed in this Prospectus

Other than as set out in this Prospectus, no Director holds or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (i) the formation or promotion of the Company;
- (ii) any property acquired or proposed to be acquired by the Company in connection with:
 - (A) its formation or promotion; or
 - (B) the Offer; or
- (iii) the Offer,

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

- (iv) as an inducement to become, or to qualify as, a Director; or
- (v) for services provided in connection with:
 - (A) the formation or promotion of the Company; or
 - (B) the Offer.

(b) **Security holdings**

The relevant interests of each of the Directors in Securities as at the date of this Prospectus is set out below.

Director	Shares	Options	Performance Rights
Jeremy King ¹	9,000,000	10,000,000 ²	Nil
Jason Bontempo ³	3,000,000	2,500,000 ⁴	Nil
Lincoln Ho ⁵	3,000,000	2,500,000 ⁶	Nil

Notes:

1. Mr King's interests are held indirectly by Bushwood Nominees Pty Ltd, of which Mr King is a director.
2. Comprised of 10,000,000 unquoted Options, exercisable at \$0.02 each on or before 14 October 2019.
3. Mr Bontempo's interests are held indirectly by Tiziana Battista as trustee for the Morrision Trust. Tiziana Battista is Mr Bontempo's spouse and Mr Bontempo is a beneficiary of the trust.
4. Comprised of 2,500,000 unquoted Options, exercisable at \$0.02 each on or before 14 October 2019.
5. Mr Ho's interests are held indirectly by Saltus Corporate Pty Ltd as trustee for the LLPMH Investment Trust. Mr Ho is a director of the trustee and beneficiary of the trust.
6. Comprised of 2,500,000 unquoted Options, exercisable at \$0.02 each on or before 14 October 2019.

No Directors are eligible to subscribe for New Options under the Offer.

(c) **Remuneration**

The Constitution provides that the non-executive Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal shares. The aggregate amount last fixed by ordinary resolution is \$500,000.

A Director may also be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

The remuneration of executive Directors is to be fixed by the Board. The Company does not currently have any executive directors.

The remuneration received by the Directors who held office for the years ending 30 June 2016 and 30 June 2015 are set out below. The Company notes that the appointment or election of all of the current Directors occurred after 30 June 2016. All of the current Directors are non-executive Directors and their remuneration is determined on the basis outlined above.

Directors received the following remuneration for the year to 30 June 2016:

Director	Directors' fees, and salary (\$)	Superannuation (\$)	Annual leave benefits (\$)	Termination payments (\$)	Share based payments (\$)³	Total (\$)
J Dugdale	305,552	26,499	18,984	65,000	Nil	416,035
N Warburton	57,600	Nil	Nil	Nil	57,600	Nil
M Wolley	28,000	Nil	Nil	Nil	Nil	28,000
TOTAL	391,152	26,499	18,984	65,000	57,600	444,035

Directors received the following remuneration for the year to 30 June 2015:

Director	Directors' fees, and salary (\$)	Superannuation (\$)	Annual leave benefits (\$)	Termination payments (\$)	Share based payments (\$)³	Total (\$)
J Dugdale	243,224	24,727	16,776	Nil	131,707	416,434
N Warburton	63,600	Nil	Nil	Nil	50,442	114,042
M Wolley	27,398	2,602	Nil	Nil	33,628	63,628
TOTAL	334,222	27,329	16,776	0	215,777	594,104

5.10 Related party transactions

There are no related party transactions involved in the Offer.

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

5.11 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to

be acquired by the Company in connection with its formation or promotion or the Shares offered under this Prospectus; or

- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

5.12 Expenses of Offer

The estimated expenses of the Offer are as follows:

	\$
ASIC fees	2,350
ASX quotation fee	4,372
Legal and preparation expenses	7,500
Printing, mailing and other expenses	3,500
Total	17,722

5.13 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Shares under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

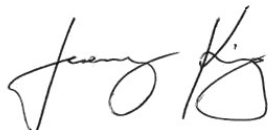
Bellanhouse Legal has given its written consent to being named as the Australian corporate solicitors to the Company in this Prospectus. Bellanhouse Legal has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Computershare Investor Services Pty Limited has given its written consent to being named as the share registry to the Company in this Prospectus. Computershare Investor Services Pty Limited has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

6. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:

A handwritten signature in black ink, appearing to read 'Jeremy King', with a stylized flourish at the end.

Jeremy King
Director

Dated: 1 November 2016

7. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

Acceptance means a valid acceptance of New Options made pursuant to this Prospectus on a Form.

Applicant means a person who submits an Entitlement and Acceptance Form.

Application means a valid application for New Options made on an Entitlement and Acceptance Form.

Application Monies means application monies for New Options received by the Company.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 and where the context permits the Australian Shares Exchange operated by ASX Limited.

Board means the Directors meeting as a board.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date has the meaning given to it in Section 1.2.

Company means Red Mountain Mining Ltd (ACN 119 568 106).

Consolidation means the consolidation of the Company's issued share capital on a 32:1 basis, as approved by Shareholders at the general meeting held on 20 September 2016.

Constitution means the constitution of the Company as at the date of this Prospectus.

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

Directors mean the directors of the Company as at the date of this Prospectus.

Eligible Optionholder means a person registered as the holder of RMXOF Options on the Record Date whose registered address is in Australia or New Zealand.

Entitlement and Acceptance Form means the entitlement and acceptance form provided by the Company with a copy of this Prospectus that describes the entitlement of Eligible Optionholders to subscribe for New Options pursuant to the Offer.

Ineligible Foreign Optionholder means a person registered as the holder of RMXOF Options on the Record Date whose registered address is not in Australia or New Zealand.

Issuer Sponsored means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the listing rules of ASX.

MPSA means mining production sharing agreement.

New Options means the Options offered under this Prospectus, with the terms and conditions in Section 5.1.

Offer means an offer under this Prospectus to subscribe for up to 44,761,867 New Options on the basis of 1 New Option for every RMXOF Option held by Eligible Optionholders on the Record Date.

Option means the right to acquire one Share in the capital of the Company.

Prospectus means this prospectus dated 1 November 2016.

Record Date means 5:00pm (WST) on the date identified in the proposed timetable.

RMXOF means an Option of the Company exercisable at \$0.048 each on or before 31 March 2018, with the ASX Code "RMXOF".

Section means a section of this Prospectus.

Securities mean any securities including Shares or Options issued or granted by the Company.

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

Shareholder means a holder of Shares.

WST means Western Standard Time.