

# UNITED MINERALS CORPORATION NL

ABN 65 107 061 343

## PROSPECTUS

For a pro-rata non-renounceable rights issue of up to 15,511,233 New Options on the basis of one (1) New Option for every ten (10) Shares held on the Record Date of 25 September 2009 at an issue price of 10 cents per New Option, to raise up to \$1,551,123.

Each New Option is exercisable at \$1.35 each on or before 30 September 2011.

**The Rights Issue closes at 5.00pm AWST on 16 October 2009.**

### IMPORTANT NOTICE

*This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.*

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### **Summary of Important Dates\***

Announcement of Rights Issue	8 September 2009
Lodge Prospectus with ASIC	10 September 2009
Shares quoted ex-rights	21 September 2009
Record Date to determine Entitlements	25 September 2009
Opening Date and dispatch of Prospectus	1 October 2009
Closing Date	16 October 2009
Notification to ASX of undersubscriptions	21 October 2009
Allotment of New Options and dispatch of holding statements*	26 October 2009

\*These dates are indicative only. The Directors reserve the right to vary the key dates, without prior notice and subject to compliance with the ASX Listing Rules.

## IMPORTANT NOTICE

Shareholders should read this Prospectus in its entirety and, if in doubt, should consult their professional advisers before deciding whether to accept their Entitlements. This Prospectus is dated 10 September 2009. A copy of this Prospectus was lodged with the ASIC on 10 September 2009. No responsibility for the contents of this Prospectus is taken by ASIC. No applications for New Options will be accepted nor will New Options be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

In preparing this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act 2001 and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult. No person is authorised to give any information or to make any representation in connection with the Rights Issue described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

## **CORPORATE DIRECTORY**

### **DIRECTORS**

Mr Philip George Crabb (Non Executive Chairman)  
Mr Matthew Vernon Hogan (Chief Executive Officer)  
Mr Barry Fehlberg (Executive Director)  
Mr Alan Gordon Birchmore (Non Executive Director)  
Mr David Anthony Craig (Non Executive Director)  
Mr Malcolm Roger Joseph Randall (Non Executive Director)

### **SECRETARY**

Mr Patrick Tan

### **REGISTERED OFFICE**

Level 14, BGC Centre  
28 The Esplanade  
PERTH WA 6000  
Telephone: +61 8 9481 0911  
Facsimile: +61 8 9481 0922  
Email: [info@unitedminerals.com.au](mailto:info@unitedminerals.com.au)  
Website: [www.unitedminerals.com.au](http://www.unitedminerals.com.au)

### **AUDITORS\***

Stantons International  
Level 1, 1 Havelock Street  
WEST PERTH WA 6005

### **SOLICITORS TO THE ISSUE**

Blakiston & Crabb  
1202 Hay Street  
WEST PERTH WA 6005

### **SHARE REGISTRY**

Security Transfer Registrars Pty Ltd  
770 Canning Highway  
APPLECROSS WA 6153

Telephone: (08) 9315 2333  
Facsimile: (08) 9315 2233

\* Provided for information purposes only.

## **BRIEF INSTRUCTIONS**

### **For Current Shareholders**

#### ***What You May Do***

The number of New Options to which you are entitled is shown on the accompanying Entitlement and Acceptance Form. You may:

- Accept your Entitlement in full or part; or
- Allow the whole of the Entitlement to lapse.

#### ***If You Wish To Take Up All or Part Of Your Entitlement***

Complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out in the form. Forward your completed Entitlement and Acceptance Form, together with your cheque for the amount shown on the form or for such lesser amount as you wish to apply for, so as to reach the Company's share registry no later than 5:00pm AWST on 16 October 2009.

#### ***Entitlements Not Taken Up***

If you decide not to accept all or part of your Entitlement pursuant to the Rights Issue, you are not required to take any action. Any New Options not taken up by Existing Shareholders will form part of the Shortfall and be dealt with in accordance with Section 1.13.

## Section 1     **DETAILS OF THE RIGHTS ISSUE**

### 1.1     **The Rights Issue**

The Company is inviting Existing Shareholders to subscribe for New Options at an issue price of \$0.10 each, on the basis of one (1) New Option for every ten (10) Shares held as at the Record Date of 5.00pm AWST on 25 September 2009.

The Rights Issue will raise up to \$1,551,123 (less expenses of the Rights Issue estimated to be \$40,000), assuming none of the existing Options are exercised prior to the Record Date.

As at the date of this Prospectus, 155,112,330 Shares are on issue.

The Company also currently has on issue the following unquoted Options:

<b>Number of Options</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
200,000	\$0.75	31 July 2010
1,950,000	\$0.75	31 July 2010
500,000	\$1.25	31 July 2010
350,000	\$1.45	31 July 2010
2,350,000	\$1.75	31 July 2011
100,000	\$1.35	31 July 2011 (6 month vesting period)
100,000	\$1.35	31 July 2011 (12 month vesting period)

Existing holders of Options will not be entitled to participate in the Rights Issue. However, they may exercise their Options prior to the Record Date if they wish to participate in the Rights Issue. If all of the Options currently on issue are exercised prior to the Record Date, the number of New Options that are offered pursuant to this Prospectus will be 16,066,233. If none of the Options currently on issue are exercised prior to the Record Date, 15,511,233 New Options would be offered pursuant to this Prospectus.

It should be noted that the Company has entered into a conditional agreement with Chinese entity, Union Park Company Limited ("**UPC**"), pursuant to which the Company will, subject to satisfaction of a number of conditions precedent, place 20,000,000 Shares to UPC at an issue price of \$1.35 each, together with 2,000,000 attaching Options at an issue price of \$0.10 each. The attaching Options will have identical terms to the New Options the subject of the Rights Issue. Further details of this placement were announced to ASX on 8 September 2009. It is anticipated that the placement to UPC will not be completed until after the Rights Issue has closed and accordingly, UPC will not be participating in the Rights Issue.

Any New Options not taken up by Existing Shareholders will be dealt with in accordance with Section 1.13.

## 1.2 Purpose of the Rights Issue and Use of Funds

The funds raised by the Rights Issue will be applied, with existing funds and after meeting the expenses of the Rights Issue, to conducting additional exploration activities, continuing feasibility studies and progressing the overall development of the Company's Railway iron ore project in the Pilbara region of Western Australia.

The following table illustrates the proposed application of funds raised from the Rights Issue assuming full subscription under the Rights Issue (and no existing Options are exercised prior to the Record Date):

<b>Description</b>	<b>Amount (\$)</b>
Expenses of Rights Issue	40,000
Working capital	1,511,123
<b>Total</b>	<b>1,551,123</b>

If the Company raises less than the full amount under the Rights Issue, it will allocate the funds received first to the expenses of the Rights Issue, before applying them to working capital. The amount allocated to working capital will therefore be governed by the amount actually raised.

The Company has sufficient cash reserves to fund its planned operations in the event less than the full amount of, or no, funds are raised under the Rights Issue. Accordingly, the Company will use its existing cash reserves to cover the expenses of the Rights Issue in the event insufficient funds are raised under the Rights Issue.

The Company's actual allocation of funds may vary from the table above.

## 1.3 No Entitlement Trading

The offer under the Rights Issue is non-renounceable and accordingly, Existing Shareholders may not dispose of or trade any part of their Entitlement.

## 1.4 Opening and Closing Dates

The Rights Issue will open for receipt of acceptances at 9.00am on 1 October 2009 and will close at 5.00pm AWST on 16 October 2009, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 6 Business Days prior to the Closing Date.

## 1.5 Brokerage and Commission

No brokerage or stamp duty will be payable by investors.

## 1.6 Entitlements and Acceptance

In determining Entitlements, any fractional Entitlement will be rounded up to the nearest whole number.

### *Acceptance of Entitlement in Full*

If you wish to take up **all** of your Entitlement under the Rights Issue, please complete the Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form. Please ensure the completed Entitlement and Acceptance Form, together with your cheque, is received by the Company's Share Registry at:

**Delivered to**  
Security Transfer Registrars Pty Ltd  
770 Canning Highway  
APPLECROSS WA 6153

**Or by post to**  
Security Transfer Registrars Pty Ltd  
PO Box 535  
APPLECROSS WA 6953

**not later than 5.00pm AWST on 16 October 2009** or such later date as the Directors advise. Cheques should be made payable to "**United Minerals Corporation NL – Rights Issue Account**" and crossed "Not Negotiable".

### *Partial Acceptance of Entitlement*

If you wish to take up **part** of your Entitlement pursuant to the Rights Issue, please complete the Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form and insert the number of New Options for which you wish to accept the offer (being less than your Entitlement as specified on the Entitlement and Acceptance Form). Please ensure the completed Entitlement and Acceptance Form, together with your cheque, is received by the Company's Share Registry at:

**Delivered to**  
Security Transfer Registrars Pty Ltd  
770 Canning Highway  
APPLECROSS WA 6153

**Or by post to**  
Security Transfer Registrars Pty Ltd  
PO Box 535  
APPLECROSS WA 6953

**not later than 5.00pm AWST on 16 October 2009** or such later date as the Directors advise. Cheques should be made payable to "**United Minerals Corporation NL – Rights Issue Account**" and crossed "Not Negotiable".

### *Non-Acceptance of Entitlement*

If you do not wish to take up any part of your Entitlement under the Rights Issue, you are not required to take any action. If you decide not to accept all or part of your Entitlement, the New Options not accepted will be dealt with in accordance with Section 1.13.

### *Enquiries*

If you have any queries regarding your Entitlement, please contact Security Transfer Share Registry by telephone on (08) 9315 2333 or your stockbroker or professional adviser.

## **1.7 Issue and Allotment of New Options**

The New Options are expected to be issued and allotted by no later than 26 October 2009. Until issue and allotment of the New Options under this Prospectus, the acceptance money will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on the acceptance money will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the New Options takes place.

## **1.8 ASX Listing**

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the New Options offered pursuant to this Prospectus.

If approval is not granted by ASX within 3 months after the date of this Prospectus, the Company will not allot or issue any New Options and will repay all application monies as soon as practicable, without interest.

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

## **1.9 No Issue of New Options after 13 months**

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

## **1.10 Underwriting**

This Rights Issue is not underwritten. Any New Options not taken up by Existing Shareholders will be dealt with in accordance with Section 1.13.

## **1.11 Overseas Investors**

The Company is of the view that it is unreasonable to make an offer under this Prospectus to Existing Shareholders outside of Australia and New Zealand having regard to:

- (a) the number of Existing Shareholders registered outside of Australia and New Zealand;
- (b) the number and value of the securities to be offered to Existing Shareholders registered outside of Australia and New Zealand; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.



Accordingly, the Company is not required to make offers under the Prospectus to Existing Shareholders registered outside of Australia and New Zealand.

#### **1.12 Market Prices of Shares on ASX**

The highest and lowest closing market sale prices of Shares on ASX during the 3 months immediately preceding the date of this Prospectus and the respective dates of those sales were \$1.10 on 3 September 2009 and \$0.72 on 24 June 2009. The latest available market sale price of Shares on ASX immediately before the date of issue of this Prospectus was \$1.00 on 9 September 2009.

There are currently no quoted Options on issue.

#### **1.13 Shortfall**

If there is a Shortfall, the Directors reserve the right, at their discretion, to separately place the Shortfall to third parties who have applied for Shortfall within 3 months after the Closing Date. The New Options the subject of the Shortfall will be issued at the same issue price as offered to Existing Shareholders under the Rights Issue.

The Directors may not themselves participate in any Shortfall.

The offer of any Shortfall is a separate offer made pursuant to this Prospectus and will remain open for a period of time not exceeding 3 months following the Closing Date (as determined by the Directors in their absolute discretion).

The Directors do not guarantee that any Shortfall application will be successful (whether in whole, in part or at all). Directors may allot to a Shortfall applicant a lesser number of New Options than the number for which the application applies, or to reject a Shortfall application, or to not proceed with the placing of the Shortfall pursuant to this Prospectus. In the event a Shortfall application is not accepted (whether in whole or in part) monies in relation to the New Options applied for and not allocated will be refunded in full without interest at the applicant's sole risk as soon as practicable after the decision not to accept the Shortfall application (whether in whole or in part) is made.

#### **1.14 Withdrawal of Rights Issue**

The Company reserves the right not to proceed with the Rights Issue at any time before the grant of the New Options to Existing Shareholders. If the Rights Issue does not proceed, the Company will return all application monies as soon as practicable after giving notice of its withdrawal, without interest.

**Section 2 CAPITAL STRUCTURE & EFFECT OF THE RIGHTS ISSUE**

**2.1 Principal Effects**

The principal effects of the Rights Issue (assuming none of the Options currently on issue are exercised and the Rights Issue is fully subscribed) are:

- (a) the Company’s cash funds will increase by \$1,551,123 less expenses of the Rights Issue, which are estimated to be approximately \$40,000; and
- (b) the total number of Options on issue will be 21,061,233 (if all of the Options currently on issue are exercised the total number of Options on issue will be 16,066,233).

**2.2 Capital Structure and Balance Sheet**

**Capital Structure of the Company**

The pro-forma capital structure of the Company following the Rights Issue pursuant to this Prospectus is set out below:

<b>Issued Capital</b>	<b>Number</b>
Existing Ordinary Shares*	155,112,330
<b>Total Shares on issue after completion of Rights Issue*</b>	155,112,330
New Options now offered for subscription pursuant to this Prospectus (assuming no existing Options exercised)	15,511,233

\*Assumes no Options currently on issue are exercised. The Company currently has on issue a total of 5,550,000 unquoted Options with the exercise prices and expiry dates set out in the table contained in Section 1.1. If all Options currently on issue are exercised, an additional 5,550,000 Shares will be on issue.

As referred to in Section 1.1, the Company has entered into a conditional agreement with UPC, pursuant to which the Company will, subject to satisfaction of a number of conditions precedent, place 20,000,000 Shares to UPC at an issue price of \$1.35 each, together with 2,000,000 attaching Options (on identical terms to the New Options the subject of the Rights Issue) at an issue price of \$0.10 each. Accordingly, assuming the placement is completed, the share capital of the Company will increase by 20,000,000 Shares and an additional 2,000,000 Options in the same class as the New Options will be issued.

## Consolidated Balance Sheet

Set out as follows is an unaudited Consolidated Balance Sheet of the Company as at 30 June 2009 (assuming none of the Options currently on issue are exercised and the Rights Issue is fully subscribed):

### CONSOLIDATED BALANCE SHEET

#### PRO-FORMA REFLECTING PROPOSED RIGHTS ISSUE

	Note	30 June 2009 Unaudited (\$)	30 June 2009 Pro-forma (\$)
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	1	9,824,535	11,335,658
Trade and other receivables		681,248	681,248
Other current assets		106,055	106,055
<b>TOTAL CURRENT ASSETS</b>		<b>10,611,838</b>	<b>12,122,961</b>
<b>NON-CURRENT ASSETS</b>			
Trade and other receivables		191,529	191,529
Property, plant and equipment		719,026	719,026
Financial assets		2,188,853	2,188,853
Other non-current assets		1,230,168	1,230,168
<b>TOTAL NON-CURRENT ASSETS</b>		<b>4,329,576</b>	<b>4,329,576</b>
<b>TOTAL ASSETS</b>		<b>14,941,414</b>	<b>16,452,537</b>
<b>CURRENT LIABILITIES</b>			
Trades and other payables		1,654,233	1,654,233
Short term provisions		152,648	152,648
<b>TOTAL CURRENT LIABILITIES</b>		<b>1,806,881</b>	<b>1,806,881</b>
<b>TOTAL LIABILITIES</b>		<b>1,806,881</b>	<b>1,806,881</b>
<b>NET ASSETS</b>		<b>13,134,533</b>	<b>14,645,656</b>
<b>EQUITY</b>			
Issued Capital		36,055,876	36,055,876
Reserves	1	2,511,335	4,062,458
Accumulated Losses		(25,432,678)	(25,472,678)
<b>TOTAL EQUITY</b>		<b>13,134,533</b>	<b>14,645,656</b>

#### NOTES TO THE PRO-FORMA CONSOLIDATED BALANCE SHEET

- The Pro-forma Consolidated Balance Sheet includes \$1,551,123 (less Rights Issue costs of \$40,000) received by virtue of the Rights Issue.

### **Section 3      RISK FACTORS**

The New Options offered under this Prospectus are considered speculative. The Directors strongly recommend investors examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for New Options pursuant to this Prospectus. In addition, investors should be aware there are risks associated with investment in the Company. There are certain general risks and certain specific risks which relate directly to the Company's business and are largely beyond the control of the Company and the Directors because of the nature of the business of the Company.

The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware.

#### **3.1      Exploration and Development Risks**

The future viability and profitability of the Company as an exploration company will be dependent on a number of factors, including, but not limited to, the following:

- commodity prices and exchange rates;
- risks inherent in exploration and mining including, among other things, successful exploration and identification of reserves, satisfactory performance of mining operations and competent management;
- risks associated with obtaining grant of any mining tenements which are applications or renewal of tenements upon expiry of their current term;
- risks arising because of native title and aboriginal land rights which may affect the Company's ability to gain access to prospective exploration areas to obtain production titles. Compensatory obligations may be necessary in settling native title claims lodged over any of the tenements held or acquired by the Company. The level of impact of these matters will depend, in part, on the location and status of the tenements acquired by the Company;
- the risk of material adverse changes in the government policies or legislation of Australia affecting the level of mining and exploration activities;
- environmental management issues with which the Company may be required to comply from time to time;
- poor weather conditions over a prolonged period which might adversely affect exploration activities and the timing of earning revenues;
- unforeseen major failures, breakdowns or repairs required to key items of plant and equipment or infrastructure resulting in significant delays, notwithstanding regular programs of repair, maintenance and upkeep;
- risks associated with the development of a commercial process route for processing the ore, design and construction of efficient processing facilities, competent operation and management and efficient financial management. Whether income will result from projects undergoing exploration and

development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development. The design and construction of efficient processing facilities, the existence of competent operational management and prudent financial administration, as well as the availability and reliability of appropriately skilled and experienced consultants also can affect successful project development; and

- risks associated with logistics involving the transport of bulk commodity from the mine site to port facilities, including risks associated with gaining access to port facilities. Any resultant delays could adversely affect the Company's ability to export product from its projects with a consequential adverse impact on the Company's revenues.

### **3.2 Investment Risks**

Investors should regard the New Options to be issued pursuant to this Prospectus as speculative because of the nature of the Company's business. The Directors have identified factors that are most likely to affect the Company and the value of its securities, as presented below. However, this is not an exhaustive list and investors should seek professional advice for further clarification of the risks involved before deciding whether to apply for New Options offered for subscription in this Prospectus.

### **3.3 Valuation of Tenements**

The Company makes no representation in this Prospectus with regards to a valuation of the tenements. Intending investors and their advisors should make their own assessment as to the value of the Company's tenements.

### **3.4 Exploration**

Exploration is a high risk endeavour with the potential for high returns.

Exploration is costly and involves exacting techniques which must be applied over extended periods of time. The Company's projects are at an exploration stage and the Company cannot foresee whether the planned exploration programs will generate positive results. Furthermore, there is no guarantee that the Company's exploration activities will succeed in the discovery of a commercially viable ore deposit.

Company risks include the uncertainties associated with projected continuity of an ore deposit, fluctuations in grades and values of the product being mined, and unforeseen operational and technical problems.

Exploration may be adversely affected or hampered by a variety of non-technical issues such as limitations on activities due to seasonal changes, industrial disputes, land claims, heritage and environmental legislation, mining legislation and many other factors beyond the control of the Company.

The cost of maintaining exploration and mining properties, which depends on the Company having access to sufficient development capital, poses another form of risk.

If exploration or mining programs prove to be unsuccessful, this could result in a diminution of the value of the tenements which could have a negative impact on the Company's share price. In the event that programs yield negative results, tenements may be relinquished either in total or in part thereof and/or the Company may withdraw from a joint venture, even though a viable mineral deposit may be present, but undiscovered.

The Company may also be exposed to risks associated with the financial failure or default by a participant in any of the joint ventures or other contractual relationships to which the Company is, or may become, a party.

### **3.5 Security of Tenure**

All tenements in which the Company may earn an interest are subject to renewal conditions or are yet to be granted, which will be at the discretion of the relevant Ministry in Western Australia. The maintaining of tenements, obtaining renewals, or getting tenements granted, often depends on the Company being successful in obtaining required statutory approvals for proposed activities.

### **3.6 Native Title and Land Access**

The Company's activities in Australia are subject to the Native Title Act, and its interpretation. Uncertainty associated with native title issues may impact on the Company's future plans.

### **3.7 Aboriginal Sites of Significance**

Commonwealth and State Legislation in Australia allow for the protection of sites of significance to Aboriginal custom and tradition. The Company proposes to carry out "clearance surveys" prior to conducting any exploration work that would cause a disturbance to the land surface. The Company's tenements are likely to contain some such sites of significance which would need to be avoided when carrying out field programs. It is possible that such areas where sacred sites exist may contain mineralisation or an economic resource which would therefore remain unexploited.

### **3.8 Environmental Risk**

The Company's projects are subject to Australian laws and regulations regarding environmental matters, which mean there are potential liability risks. The Company proposes to operate fully in accordance with applicable laws and conduct its programs in a responsible manner with regard to the environment.

### **3.9 Development Capital**

Exploration and mining costs will reduce the cash reserves of the Company, which may not be replaced. The Company would then be dependent on seeking development capital elsewhere, through equity, debt or joint venture financing, to support long term exploration and evaluation of its projects.

### 3.10 **Market Conditions**

The price of the New Options, when quoted on the ASX, will be influenced by international and domestic factors. Should these produce a negative effect on the New Option price, this may also affect the Company's ability to raise development capital.

### 3.11 **Commodity Price and Demand, and Exchange Rates**

The price of minerals is influenced by demand and supply factors.

The sale of commodities produced by the Company, in the event of a successful mining venture, will expose the Company's potential earnings to commodity price and exchange rate risks. The international price of iron ore is denominated in United States Dollars, whereas the income and expenditure of the Company are, and will be, accounted for in Australian currency. The potential revenues of the Company will be exposed to the fluctuations and volatility of commodity prices and the rate of exchange between the United States Dollar and the Australian Dollar, as determined in international markets.

### 3.12 **General Economic Factors and Investment Risks**

General economic conditions may affect inflation and interest rates, which in turn may impact upon the Company's operating costs and financing. Other factors that may adversely affect the Company's activities in Australia, or overseas, include changes in government policies, natural disasters, industrial disputes, and social unrest or war on a local or global scale.

### 3.13 **Placement to UPC**

As referred to in Section 1.1, the Company has entered into a conditional agreement with UPC, pursuant to which the Company will, subject to a number of conditions precedent, place 20,000,000 Shares to UPC at an issue price of \$1.35 each, together with 2,000,000 attaching Options (on identical terms to the New Options the subject of the Rights Issue). There is a risk that the conditions precedent may not be satisfied and that the placement to UPC may not proceed, resulting in no funds being received by the Company from the placement.

### 3.14 **Other Risks**

The future viability and profitability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries, including, but not limited to, the following:

- currency exchange rate fluctuations;
- the strength of the equity and share markets in Australia and throughout the world;
- general economic conditions in Australia and its major trading partners and, in particular, inflation rates, interest rates, commodity supply and demand factors and industrial disruptions;

- financial failure or default by a participant in any of the joint ventures or other contractual relationships to which the Company is, or may become, a party;
- insolvency or other managerial failure by any of the contractors used by the Company in its activities; and
- industrial disputation in Australia and overseas.

### 3.15 **Speculative Nature of Investment**

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.

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



## **Section 4     ADDITIONAL INFORMATION**

### **4.1     Legal Framework of this Prospectus**

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically as a listed company, the Company is subject to the Listing Rules which require continuous disclosure to the market of any information possessed by the Company which a reasonable person would expect to have a material effect on the price or value of its securities.

### **4.2     Applicability of Corporations Act**

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are options to acquire quoted enhanced disclosure ("ED") securities and the securities are in a class of securities that were quoted ED securities at all times in the 3 months before the issue of this Prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the provisions of the Listing Rules as in force from time to time which apply to disclosing entities, and which require the Company to notify ASIC of information available to the securities market conducted by ASX, throughout the 12 months before the issue of this Prospectus.

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

The New Options to be issued under this Prospectus are Options in respect of a class of shares that were continuously quoted securities at all times in the 3 months before the issue of this Prospectus.

### **4.3     Information Available to Shareholders**

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus:

- (a) the Annual Report for the Company for the period ending 30 June 2008;
- (b) the Half Yearly Report for the Company for the half year ending 31 December 2008; and
- (c) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Report of the Company for the period ending 30 June 2008 and before the issue of this Prospectus:

<b>Date</b>	<b>Description of ASX Announcement</b>
09/09/09	Broadcast on UMC deal with CRM
08/09/09	Groundbreaking deal with China Railway Materials Commercial
07/09/09	Trading Halt
31/07/09	Appendix 3B
31/07/09	Appointment of Chief Financial Officer/Company Secretary
29/07/09	Quarterly Activities and Cashflow Report
28/07/09	Change of Director's Interest Notice
28/07/09	Appendix 3B
14/07/09	UMC backs State Government infrastructure talks
13/07/09	Change of Director's Interest Notice
13/07/09	Appendix 3B
25/06/09	Railway Boundary Zone High Grade Assay Results
15/06/09	Company Presentation – June 2009
02/06/09	Lapse of Employee Options
14/05/09	Visual Logging Reveals Massive Intersections at Railway
08/05/09	Change in substantial holding
24/04/09	Appointment of UBS Investment Bank
23/04/09	Amended: Quarterly Activities and Cashflow Report
22/04/09	Quarterly Activities and Cashflow Report
17/04/09	Assay Results Reveal 147 Metre Intersection
14/04/09	Change in substantial holding
26/03/09	RC Drilling Commences at Fork North and 129m Intersection
02/03/09	Change in substantial holding
27/02/09	Upgrade in Resource Status at Railway Deposit
20/02/09	Half Yearly Accounts
05/02/09	Excellent Diamond Drill Results – Railway Deposit
28/01/09	Appendix 3B
16/01/09	Quarterly Activities and Cashflow Reports
30/12/08	Lapse of Employee Options
22/12/08	Change of Director's Interest Notice
01/12/08	Correction – International Investor Presentation – UK
01/12/08	International Investor Presentation – United Kingdom
12/11/08	Change of Director's Interest Notice x 6
10/11/08	Appendix 3B
07/11/08	Results of Meeting
06/11/08	AGM Presentation
03/11/08	Railway East Significant Intersection Heralds New Discovery
31/10/08	Becoming a substantial holder for POZ
30/10/08	Quarterly Activities Report and Cashflow Report
22/10/08	Project Development Study and Preliminary Financial Model
15/10/08	Response to ASX Query
07/10/08	Notice of Annual General Meeting / Proxy Form
03/10/08	New High Grade Drill Results at Railway and Progress Update

#### 4.4 Terms and Conditions of New Options

The terms and conditions of the New Options are:

- (a) Each Option entitles the holder to subscribe for one ordinary share in the Company upon the payment of \$1.35.
- (b) The Options will lapse at 5.00 pm, Western Standard Time on 30 September 2011 ("**Expiry Date**").
- (c) The Options are transferable.
- (d) There are no participating rights or entitlements inherent in these Options and holders of the Options will not be entitled to participate in new issues of capital that may be offered to shareholders during the currency of the Option.
- (e) Optionholders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least 12 business days before books closing date to exercise the Options.
- (f) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (g) The Options shall be exercisable at any time from their issue until the Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Notice**") stating the intention of the optionholder to exercise all or a specified number of Options held by them accompanied by an Option Certificate and a cheque made payable to the Company for the subscription monies for the shares. The Notice and cheque must be received by the Company during the Exercise Period. An exercise of only some Options shall not affect the rights of the optionholder to the balance of the Options held by him.
- (h) There is no right to change the exercise price of Options or the number of underlying Shares over which the Options can be exercised, if the Company completes a bonus or entitlements issue.
- (i) The Company shall allot the resultant shares and deliver a statement of shareholdings with a holders' identification number within five business days of exercise of the Options.
- (j) The shares allotted shall rank, from the date of allotment, equally with the existing ordinary shares of the Company in all respects.

#### 4.5 **Rights Attaching to Shares**

Full details of the rights attaching to the Company's Shares are set out in its Constitution, a copy of which can be inspected at the Company's registered office.

The following is a summary of the principal rights which attach to the Company's Shares:

(a) Voting

Every holder of shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of shares who is present in person or by proxy, attorney or representative has one vote for every fully paid share held by him or her, and a proportionate vote for every partly paid share, registered in such shareholder's name on the Company's share register.

A poll may be demanded by the chairman of the meeting, by any five shareholders present in person or by proxy, attorney or representative, or by any one or more shareholders who are together entitled to not less than 5% of the total voting rights of, or paid up value of, the shares of all those shareholders having the right to vote at that meeting.

(b) Dividends

Dividends are payable out of the Company's profits and are declared by the Directors.

(c) 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 or the Corporations Act for the purpose of facilitating transfers in shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

The Directors of the Company may refuse to register any transfer of shares, (other than a market transfer) where the Company is permitted or required to do so by the Listing Rules or the ASTC Settlement Rules. The Company must not prevent, delay or interfere with the generation of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASTC Settlement Rules.

(d) Meetings and Notice

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 of the Company, the Corporations Act or the Listing Rules.

(e) Liquidation Rights

The Company has only issued one class of shares, which all rank equally in the event of liquidation. Once all the liabilities of the Company are satisfied, a liquidator may, with the authority of a special resolution of shareholders divide among the shareholders the whole or any part of the remaining assets of the Company. The liquidator can with the sanction of a special resolution of the Company's shareholders vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of the

Company can be compelled to accept any shares or other securities in respect of which there is any liability.

(f) Shareholder Liability

As the shares on issue are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(g) 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.

(h) ASX Listing Rules

If the Company is admitted to the Official List, then despite anything in the constitution of the Company, 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 or not to contain a provision the constitution is deemed to contain that provision or not to contain that provision (as the case may be). 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.

#### 4.6 Interests of Directors

##### *Directors' Holdings*

At the date of this Prospectus the relevant interest of each of the Directors in the Shares and Options of the Company are as follows:

Directors	Shares	Held By	Options	Held By
Mr Philip G Crabb	163,333	Philip G Crabb	350,000	Ioma Pty Ltd <sup>1</sup>
	380,422	Ioma Pty Ltd <sup>1</sup>	Options (\$0.75, 31/07/10)	
	1,089,671	The Crabb Superannuation Fund <sup>1</sup>	350,000 Options (\$1.75, 31/07/11)	The Crabb Superannuation Fund <sup>1</sup>
Mr Matthew V Hogan	2,000,000	Matthew V Hogan	750,000 Options (\$0.75, 31/07/10)	Matthew V Hogan
	500,000	Seaward Holdings Pty Ltd <sup>2</sup>	500,000 Options	Seaward Holdings

<b>Directors</b>	<b>Shares</b>	<b>Held By</b>	<b>Options</b>	<b>Held By</b>
			(\$1.75, 31/07/11)	Pty Ltd <sup>2</sup>
Mr Barry Fehlborg	250,000	Barry Fehlborg	350,000 Options (\$0.75, 31/07/10)	Barry Fehlborg and Sandy Fehlborg as trustees for The 3 Bears Superfund No. 1 Account <sup>3</sup>
	250,000	Barry Fehlborg as trustee for Fehlborg Family A/C <sup>3</sup>		
	4,800,000	Barry Fehlborg and Sandy Fehlborg as trustees for The 3 Bears Superfund No. 1 Account <sup>3</sup>	500,000 Options (\$1.75, 31/07/11)	Barry Fehlborg and Sandy Fehlborg as trustees for The 3 Bears Superfund No. 1 Account <sup>3</sup>
	2,378,769	Bazco Pty Ltd <sup>3</sup>		
Mr Alan G Birchmore	2,266,393	Alan Gordon Birchmore and Jill Lynette Birchmore as trustees for Senectus Superfund <sup>4</sup>	250,000 Options (\$1.75, 31/07/11)	Alan Gordon Birchmore and Jill Lynette Birchmore as trustees for Senectus Superfund <sup>4</sup>
Mr David A Craig	30,000	Mr DA & Mrs HJB Craig as trustees for Craig Superfund A/C <sup>5</sup>	500,000 Options (\$1.75, 31/07/11, vesting period 12 months)	David Anthony Craig as trustee for Bellevue- Craig A/C <sup>5</sup>
Mr Malcolm RJ Randall	250,000	Malcolm RJ Randall	500,000 Options (\$0.75, 31/07/10)	Renique Holdings Pty Ltd as trustee for Randall Superannuation Fund A/C <sup>6</sup>
	950,000	Renique Holdings Pty Ltd as trustee for Randall Superannuation Fund A/C <sup>6</sup>	250,000 Options (\$1.75, 31/07/11)	Renique Holdings Pty Ltd as trustee for Randall Superannuation Fund A/C <sup>6</sup>

Notes:

1. Mr Crabb controls Ioma Pty Ltd.  
Mr Crabb is a trustee and beneficiary of The Crabb Superannuation Fund.
2. Mr Hogan controls Seaward Holdings Pty Ltd.

3. Mr Fehlberg is a trustee and beneficiary of the Fehlberg Family Trust.  
Mr Fehlberg is a trustee and beneficiary of the 3 Bears Superfund No. 1 Account.  
Mr Fehlberg controls Bazco Pty Ltd.
4. Mr Birchmore is a trustee and beneficiary of The Senectus Superfund.
5. Mr Craig is a trustee and beneficiary of the Craig Superfund A/C.  
Mr Craig is a trustee and beneficiary of the Bellevue-Craig A/C.
6. Mr Randall controls Renique Holdings Pty Ltd and is a beneficiary of the Randall Superannuation Fund.

### ***Remuneration of Directors***

The constitution of the Company provides that the non-executive Directors may collectively be paid as remuneration for their services a fixed sum not exceeding the aggregate maximum sum per annum from time to time determined by the Company in general meeting (which is currently \$350,000 per annum).

A Director may 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.

Details of remuneration provided to Directors and their associated entities during the past two financial years are as follows:

#### **Financial year up to 30 June 2009**

Directors	Director's Fees/Salaries \$	Super- annuation \$	Other \$	Equity Options \$	Total \$
Mr Philip Crabb	65,184	5,867	2,829	71,675	145,555
Mr Matthew Hogan	278,513	13,694	2,829	143,864	438,900
Mr Barry Fehlberg	199,544	13,745	2,829	77,511	293,629
Mr Alan Birchmore	65,184	5,867	2,829	9,726	83,606
Mr David Craig	65,184	5,867	2,829	19,452	93,332
Mr Malcolm Randall	65,184	5,867	2,829	92,667	166,547
<b>Total</b>	<b>738,793</b>	<b>50,907</b>	<b>16,974</b>	<b>414,895</b>	<b>1,221,569</b>

#### **Financial year up to 30 June 2008**

Directors	Director's Fees/Salaries \$	Super- annuation \$	Other \$	Equity Options \$	Total \$
Mr Philip Crabb	60,398	5,436	5,903	114,701	186,438
Mr Matthew Hogan	237,034	13,129	5,903	245,789	501,855
Mr Barry Fehlberg	141,168	9,945	5,903	114,701	271,717
Mr Alan Birchmore	82,570	7,431	2,005	123,400	215,406
Mr David Craig	9,677	871	906	-	11,454
Mr Malcolm Randall	54,027	4,862	5,903	163,859	228,651
<b>Total</b>	<b>584,874</b>	<b>41,674</b>	<b>26,523</b>	<b>762,450</b>	<b>1,415,521</b>

Remuneration provided to the Directors since 30 June 2009 comprises the following payments:

Directors	Payments since 30 June 2009 (\$)
Mr Philip Crabb	11,667
Mr Matthew Hogan	75,000
Mr Barry Fehlberg	41,667
Mr Alan Birchmore	11,667
Mr David Craig	11,667
Mr Malcolm Randall	11,667
<b>Total</b>	<b>163,335</b>

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- the Rights Issue.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce him to become, or to qualify as, a Director, or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Rights Issue.

#### 4.7 Interests of 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 2 year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- the Rights Issue.

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a



professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Rights Issue.

Blakiston & Crabb have acted as solicitors to the Company in relation to this Prospectus. In respect of their work on this Prospectus, the Company will pay approximately \$15,000 for these professional services. Blakiston & Crabb have provided other professional services to the Company during the last two years amounting to approximately \$658,500.

Security Transfer Registrars Pty Ltd is the Company's share registry and has provided share registry services to the Company during the last two years amounting to approximately \$53,409.

The amounts disclosed above are exclusive of any amount of goods and services tax payable by the Company in respect of those amounts.

#### **4.8 Expenses of the Rights Issue**

The approximate expenses of the Rights Issue are \$40,000. These expenses are payable by the Company.

#### **4.9 Consents**

Each of the parties referred to in this Section 4.9:

- (a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this Section 4.9; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section 4.9.

Each of the following has consented to being named in this Prospectus in the capacity as noted below and has not withdrawn such consent prior to the lodgement of this Prospectus with the ASIC:

- (a) Blakiston & Crabb as solicitors to the Rights Issue; and
- (b) Security Transfer Registrars Pty Ltd as share registry of the Company.

## Section 5      **DEFINED TERMS**

"**ASIC**" means the Australian Securities & Investments Commission;

"**ASTC**" means the ASX Settlement and Transfer Corporation Pty Ltd;

"**ASTC Settlement Rules**" means the settlement rules of the ASTC as amended from time to time (formerly known as the SCH Business Rules);

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**AWST**" means Australian Western Standard Time;

"**Business Day**" means every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day;

"**Closing Date**" means 5.00pm AWST on 16 October 2009;

"**Company**" means United Minerals Corporation NL ABN 65 107 061 343;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Directors**" means the directors of the Company;

"**Entitlement**" means the entitlement of an Existing Shareholder to apply for New Options;

"**Entitlement and Acceptance Form**" means the Entitlement and Acceptance Form accompanying this Prospectus;

"**Existing Shareholder**" means those shareholders of the Company whose details appear on the Company's register of shareholders as at the Record Date;

"**Listing Rules**" means the Listing Rules of ASX;

"**New Option**" means an option to acquire one Share, each exercisable at \$1.35 on or before 30 September 2011, the full terms of which are set out in Section 4.4;

"**Option**" means an option to acquire one Share;

"**Prospectus**" means this prospectus dated 10 September 2009;

"**Record Date**" means 5.00 pm AWST on 25 September 2009;

"**Rights Issue**" means the issue pursuant to the Prospectus of up to 15,511,233 New Options on the basis of one (1) New Option for every ten (10) Shares held on the Record Date at an issue price of 10 cents per New Option, to raise up to \$1,551,123;

"**Share**" means an ordinary fully paid share in the capital of the Company;

**"Shortfall"** means shortfall in subscription of New Options pursuant to this Prospectus; and

**"UPC"** means Union Park Company Limited, a company incorporated in Hong Kong, of Unit No. 210, New West Ocean Centre, 9 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong, People's Republic of China.

## **Section 6 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENT**

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Options pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

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

Dated: 10 September 2009

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Matthew Hogan  
Director