



Thundelarra Exploration Ltd

ACN 085 782 994

Prospectus

For a non-renounceable entitlement issue to Eligible Shareholders of up to approximately 89,014,464 Shares at an issue price of \$0.05 per Share on the basis of 1 Share for every 2 Shares held on the Record Date to raise up to approximately \$4,450,723 before expenses.

The Offer is not underwritten.

This Offer closes at 5.00pm WST on 27 September 2012. Valid acceptances must be received before that date.

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, accountant or professional adviser.

The Shares offered by this Prospectus should be considered speculative.

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Corporate Directory

DIRECTORS

Malcolm R J Randall – Non-Executive Chairman
Frank DeMarte – Executive Director
Philip G Crabb – Non-Executive Director
John Hopkins – Non-Executive Director

CHIEF EXECUTIVE OFFICER

Tony Lofthouse

SECRETARY

Frank DeMarte

REGISTERED AND PRINCIPAL OFFICE

Level 3
IBM Building
1060 Hay Street
WEST PERTH WA 6005

Telephone: +61 8 9321 9680
Facsimile: +61 8 9321 9670

Email: info@thundelarra.com
Website: www.thundelarra.com

SOLICITORS

Gilbert + Tobin
1202 Hay Street
WEST PERTH WA 6005

AUDITORS

Stantons International Audit and Consulting Pty
Ltd (trading as Stantons International)
Level 2
1 Walker Avenue
WEST PERTH WA 6005

SHARE REGISTRY

Computershare Investor Services Pty Limited
Level 2, 45 St George's Terrace
PERTH WA 6000

Investor Enquiries:
1300 557 010 (within Australia)
+61 3 9415 4000 (outside Australia)

GPO Box D182
PERTH WA 6840

ASX CODE

THX

Important Dates

Event	Date*
Announcement of Offer	24 August 2012
Lodgement of Appendix 3B with ASX	24 August 2012
Prospectus lodged at ASIC and ASX	24 August 2012
Notice sent to Shareholders	28 August 2012
"Ex" Date (date Shares are quoted ex-rights)	4 September 2012
Record Date to determine Entitlements	5.00pm (WST) on 10 September 2012
Prospectus (together with Entitlement and Acceptance Form) despatched to Shareholders	13 September 2012
Closing Date**	27 September 2012
Shares quoted on a deferred settlement basis	28 September 2012
Notification to ASX of under subscriptions	2 October 2012
Allotment date with respect to Shares and Additional Shares	4 October 2012
Despatch of holding statements	5 October 2012
Quotation of Shares and Additional Shares issued under the Offer**	8 October 2012

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

** The Directors may extend the Closing Date by giving at least six Business Days notice to ASX prior to the Closing Date. As such, the date the Shares are expected to commence trading on ASX may vary.

Important Notes

This Prospectus is dated 24 August 2012 and was lodged with the ASIC on that date. Neither the ASIC nor ASX take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares will be issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus. Shares issued pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus.

The Company will apply to ASX for Official Quotation of the Shares offered pursuant to this Prospectus.

Eligible Shareholders should read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered speculative.

An application for Shares by Eligible Shareholders will only be accepted by following the instructions on the Entitlement and Acceptance Form accompanying this Prospectus as described in section 1.7 of this Prospectus. An application for Additional Shares will only be accepted by completing the relevant section of the Entitlement and Acceptance Form or by making payment for the appropriate monies via BPAY®¹ as described in section 1.8 of this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offer 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 is a transaction specific prospectus for an offer of 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 preparing this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the *Corporations Act* and that certain matters may reasonably be expected to be known to investors and professional advisers to whom investors may consult.

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. This Prospectus does not constitute an offer or invitation in any jurisdiction where, or to any person to whom, it would not be lawful to make such an offer or invitation.

Neither this document nor the Shares the subject of the Offer have been, nor will be, registered under the United States Securities Act of 1933, as amended to under the securities legislation of any state of the United States of America, or any applicable securities laws of a country of jurisdiction outside of Australia and New Zealand. Accordingly, subject to certain exceptions, the Shares the subject of the Offer may not, directly or indirectly, be offered or sold within a country or jurisdiction outside of Australia and New Zealand or to or for the account or benefit of any national resident or citizen of, or any person located in a country or jurisdiction outside of Australia and New Zealand.

¹ ® Registered to BPAY Pty Limited ABN 69 079 137 518

New Zealand Notice

The Offer to New Zealand investors pursuant to this Prospectus are regulated offers made under Australian and New Zealand law. In Australia, this is Chapter 8 of the *Corporations Act* and the *Corporations Regulations 2001* (Cth). In New Zealand, this is Part 5 of the *Securities Act 1978*, *Securities Regulations 2009* and the *Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008*.

The Offer and the content of this Prospectus are principally governed by Australian rather than New Zealand law. The Australian *Corporations Act* and *Corporations Regulations 2001* (Cth) set out how the Offer must be made. There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

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

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

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

The Offer may involve a currency exchange risk. The currency for the Shares is not New Zealand dollars. The value of the Shares will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the Shares to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

The Company will apply to the ASX for quotation of the Shares offered under this Prospectus. If quotation is granted, the Shares offered under this Prospectus will be able to be traded on the ASX. If you wish to trade the Shares through that market, you will have to make arrangements for a participant in that market to sell the Shares on your behalf. As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

The Company is required under Part 1 of the *Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008* to provide an Eligible Shareholder with copies of the Company's Constitution on request and free of charge.

Risk factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. Some of the more significant risks which affect an investment in the Company are:

- Potential for significant dilution if Shareholders do not participate in the Offer

Upon completion of the Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 178,028,927 to 267,043,391. This increase equates to approximately 33.33% of all the issued Shares in the Company following completion of the Offer.

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 33.33% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table in section 2.4 of this Prospectus.

- Red Bore Project

On or about 12 April 2010, the Company entered into an option agreement (**Option Agreement**) with the registered holder of M52/597 (**Registered Holder**), being the granted mining lease on which the Red Bore prospect is located (**Red Bore Project**). The Option Agreement provides that the Company must, inter alia, seek to define a JORC compliant mineral resource within a two year period commencing on 21 October 2010 to earn a 60% participating interest in the Red Bore Project.

The Company announced to ASX on 4 May 2012 that it had identified a JORC compliant mineral resource at the Red Bore Project and, in doing so, considered that it had satisfied the relevant requirements of the Option Agreement to earn a 60% participating interest in the Red Bore Project. On 7 May 2012, the Company provided a notice to the Registered Holder confirming that the Company had defined a JORC compliant mineral resource and had earned a 60% participating interest in the Red Bore Project under the terms of the Option Agreement (**Notice**).

As announced to ASX on 29 June 2012, the Registered Holder has not responded to the Notice or the Company's repeated requests to confirm that the Company has earned a 60% participating interest in the Red Bore Project. The Registered Holder is also yet to deliver to the Company executed registrable transfers in respect of a 60% participating interest in the Red Bore Project.

Since the date of the Notice, the Registered Holder has claimed that the Option Agreement is not a valid agreement and that, even if it is, it does not consider that the Company has disclosed sufficient information to earn a participating interest in the Red Bore Project. The Company rejects the Registered Holder's claims and maintains that it has earned a 60% participating interest in the Red Bore Project under the terms of the Option Agreement.

In light of the above, there can be no guarantee that the Company will ultimately acquire a participating interest in the Red Bore Project.

- Uranium mining regulations

The Company holds tenements that are located in the Northern Territory and prospective for uranium.

Uranium mining and exploration in Australia is governed by complex State and Federal legislations and regulations. These regulate a wide range of uranium mining activities including exploration, prospecting, development, transportation, exporting, royalties and discharge of hazardous waste and materials. The Federal Government currently permits uranium mining in the Northern Territory. However, uranium mining is a highly political issue in Australia and there can be no guarantee that government policy will remain the same in the future.

Approvals required for uranium mining are stringent and rigorous compared with other types of mining activities. Exploration approvals are required before exploration can commence and in the event uranium is discovered, further approvals including safeguard approvals for permits to possess nuclear material. Development of any mineral resources will be dependent on the Company's ability to obtain environmental and legislative approvals to carry out its operations and its ability to meet any proposed conditions on these approvals. There is no guarantee that these approvals will be granted.

- Exploration and operational risks

Mining exploration and production is inherently risky and speculative in nature. There is no guarantee that base metal or uranium deposits will be discovered in the locations being explored by the Company. In the event that deposits are discovered, there is no guarantee that they will be in commercially viable quantities or economically profitable.

In addition, the Company's operations and profitability will be affected by operational risks. These include geological conditions, technical difficulties, securing and maintaining tenements, weather and construction of efficient processing facilities.

Further, the Company may require approvals and licences necessary to conduct the exploration and mining, which may impose conditions the Company must satisfy in order to proceed with the exploration or production of the base metals or uranium deposit. It may not be possible for the Company to satisfy these conditions.

- Mineral resources estimates may be inaccurate

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly when new information becomes available.

In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

- Fluctuations in commodity prices

International factors such as inflation, exchange rates, supply and demand and political and economic events, amongst other things, impact on the commodity price of minerals, particularly in the current global economic market. As the Company is currently not in production, future revenue which may come from the sale of these mineral products and the Company's future profits are related to and influenced by the market price of these commodities.

If the price of base metals and uranium seriously declines in the future, this will materially impact on the Company's ability to continue with its projects and the Company may be forced to discontinue some or all of its operations.

The key risk factors of which investors should be aware are set out in section 3 of this Prospectus.

These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

Key definitions

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion. Please refer to section 3 of this Prospectus for a list of defined terms.

Brief instructions for Eligible Shareholders

The number of Shares to which you are entitled is shown in the Entitlement and Acceptance Form.

You may participate in the Offer as follows:

- (a) **if you wish to accept your Entitlement in full:**
 - (i) pay the amount indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® code and Customer Reference Number indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
 - (ii) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided and attach your cheque for the amount indicated on your Entitlement and Acceptance Form;
- (b) **if you only wish to accept part of your Entitlement:**
 - (i) pay a lesser amount than indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® code and Customer Reference Number indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
 - (ii) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form and attach your cheque for the appropriate application monies (at \$0.05 per Share); or
- (c) **if you do not wish to accept all or part of your Entitlement**, you are not obliged to do anything. If Eligible Shareholders do not take up their entitlement, their existing interest in the Company will be diluted. Please refer to sections 2.4 and 3.2 of this Prospectus.

Please refer to section 1.7 of this Prospectus for further details relating to Entitlements and acceptance of the Offer.

Applying for Additional Shares

Eligible Shareholders who have subscribed for their Entitlement in full may also apply for Additional Shares in addition to their Entitlement.

You may apply for Additional Shares as follows:

- (a) complete the relevant section of your Entitlement and Acceptance Form and returning it together with a single cheque for the appropriate application monies for both your Entitlement and the Additional Shares you wish to apply for; or
- (b) pay the appropriate application monies for both your Entitlement and the Additional Shares you wish to apply for via BPAY® using the BPAY® code and Customer Reference Number indicated so that the funds are received before 3.00pm (WST) on the Closing Date.

Please refer to section 1.8 of this Prospectus for further details on applying for Additional Shares.

Chairman's Letter

Dear Shareholder

The Board is pleased to offer Shareholders the opportunity to participate in a pro-rata non-renounceable entitlement issue as proposed in this Prospectus.

All Eligible Shareholders will be entitled to participate in a non-renounceable entitlement issue of up to approximately 89,014,464 Shares on the basis of 1 Share for every 2 Shares held on the Record Date, at an issue price of \$0.05 per Share.

Shareholders would be aware that the general market conditions have remained difficult in recent times and particularly difficult for exploration companies. The Offer gives each Eligible Shareholder an opportunity to participate in the capital raising at a price of \$0.05 per Share. Your Directors urge all Eligible Shareholders to subscribe for their Entitlement and continue their ongoing support of the Company.

The Offer will raise up to approximately \$4,450,723 before expenses. The exact amount of funds raised is dependent on the participation rate of Shareholders and ultimately the Directors' ability to place any Shortfall. In order to encourage maximum participation, Shareholders will also be able to subscribe for Additional Shares in addition to subscribing for their full Entitlement under the Offer.

The Offer will provide the Company with the necessary funds to continue the exploration and evaluation work being carried out on our Pyramid, Curara Well, East Kimberley, Marymia and other base metal projects located in Western Australia and Allamber, Hayes Creek, Ngalia Basin, Mary River and other uranium projects located in the Northern Territory. Full details of the Offer to participate in this opportunity are included in this Prospectus, which I encourage you to read carefully.

I wish to assure you that your Company will continue its efforts to enhance Shareholder value through exploration and possible project acquisition. On behalf of the Board, I take this opportunity to thank each of our Shareholders and look forward to your support of the Offer.

Yours sincerely



Malcolm R J Randall
Non-Executive Chairman

1 Details of the Offer

1.1 Offer

This Prospectus invites Eligible Shareholders to participate in a pro-rata non-renounceable entitlement issue of up to approximately 89,014,464 Shares on the basis of 1 Share for every 2 Shares held at 5.00pm (WST) on the Record Date at an issue price of \$0.05 per Share for the purpose of raising up to approximately \$4,450,723 less expenses of the Offer.

As at the date of this Prospectus, the Company has 178,028,927 Shares on issue.

Optionholders will not be entitled to participate in the Offer. However, they may exercise their Options prior to the Record Date if they wish to participate in the Offer.

The Company currently has 35,243,130 Options on issue. Please refer to section 2.3 of this Prospectus for further information on the exercise price and expiry date of the Options on issue. In the event that those Options capable of being exercised are exercised prior to the Record Date, a further 16,621,565 Shares will be offered pursuant to this Prospectus to raise a further \$831,078.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue as at the date of this Prospectus. Please refer to section 4.5 of this Prospectus for further information regarding the rights and liabilities attaching to the Shares.

1.2 Purpose of the Offer

The purpose of the Offer is to raise up to \$4,450,723.

It is anticipated that the funds raised from the Offer will be applied as follows:

Description	Use of funds based on minimum subscription of \$1,000,000		Use of funds based on full subscription of \$4,450,723	
	(\$)	% of proceeds	(\$)	% of proceeds
Exploration and development activities on the Company's base metal projects as follows:				
• Pyramid	306,086	30.6%	1,060,211	23.8%
• Curara Well	94,682	9.5%	439,644	9.9%
• East Kimberley	18,261	1.8%	119,929	2.7%
• Marymia	-	-	80,731	1.8%
• Other base metal projects	4,432	0.4%	94,359	2.1%
Exploration and development activities on the Company's uranium projects as follows:				
• Allamber Project	382,385	38.2%	1,290,503	29.0%
• Hayes Creek	43,013	4.3%	326,712	7.3%
• Mary River	45,511	4.6%	251,094	5.6%
• Ngalia Basin	25,721	2.6%	343,911	7.7%
• Other uranium projects	-	-	81,101	1.8%
General working capital and administrative expenses ¹	-	-	172,811	3.9%
Expenses of the Offer ²	79,909	8.0%	189,717	4.3%
TOTAL	1,000,000	100%	4,450,723	100%

Notes:

- 1 *This includes working capital and administrative costs such as salaries, ASX and other fees and corporate overheads.*
- 2 *Please refer to section 4.10 of this Prospectus for further details relating to the estimated expenses of the Offer.*

In the event that the Company raises more than the minimum subscription of \$1,000,000 and less than the full subscription of \$4,450,723, funds raised will be applied in the following order of priority:

- expenses of the Offer;
- exploration and evaluation activities on the Pyramid, Curara Well, East Kimberley and Marymia projects and the Company's other base metal projects (in order of priority);
- exploration and evaluation activities on the Allamber, Hayes Creek, Mary River and Ngalia Basin projects and the Company's other uranium projects (in order of priority); and
- general working capital and administrative expenses.

The above table is a statement of current intentions as of the date of this Prospectus. It is anticipated that these funds will be applied over the next 12 months.

The above proposed use of funds is subject to ongoing review and evaluation by the Company. As with any budget, the actual use of funds raised under the Offer may change depending on the outcome of the programs as they proceed. The Board reserves the rights to alter the way in which funds are applied on this basis. Any additional funds raised from the participation of Eligible Shareholders in the Offer following the exercise of their Options prior to the Record Date will be applied towards the Company's general working capital and administration expenses.

1.3 Minimum Subscription

The minimum subscription in respect of the Offer is \$1,000,000.

If the minimum subscription of \$1,000,000 has not been raised within four months after the date of this Prospectus, the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

1.4 No trading of Entitlements

Entitlements to Shares pursuant to the Offer are non-renounceable and accordingly Eligible Shareholders may not dispose of or trade any part of their Entitlement.

1.5 Closing Date

The Offer will close at 5.00pm WST on 27 September 2012 (**Closing Date**), 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.

1.6 Underwriting

The Offer is not underwritten.

1.7 Entitlements and Acceptance

The number of Shares to which you are entitled (**Entitlement**) is shown in the Entitlement and Acceptance Form.

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

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus.

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in full:
 - (i) pay the amount indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® Biller Code and Customer Reference Number indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
 - (ii) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided and attach your cheque for the amount indicated on your Entitlement and Acceptance Form;
- (b) if you only wish to accept part of your Entitlement:
 - (i) pay a lesser amount than indicated on your Entitlement and Acceptance Form via BPAY® using the BPAY® Biller Code and Customer Reference Number indicated so that the funds are received before 3.00pm (WST) on the Closing Date; or
 - (ii) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form and attach your cheque for the appropriate application monies (at \$0.05 per Share); or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you would like to apply for Shares in excess of your Entitlement, please refer to section 1.8 on how to apply for Additional Shares.

All cheques and bank drafts must be drawn on an Australian branch of a financial institution made payable in Australian currency to “Thundelarra Exploration Ltd – Entitlement Offer” and crossed “**Not Negotiable**”.

Your completed Entitlement and Acceptance Form and cheque must be mailed to:

Computershare Investor Services Pty Limited
GPO Box 505
MELBOURNE VIC 3001

and received by no later than 5.00pm (WST) on the Closing Date.

If you choose to pay via BPAY® you are not required to submit your Entitlement and Acceptance Form. Your payment will not be accepted after 3.00pm (WST) on the Closing Date and no Shares will be issued to you in respect of that application.

If you have multiple holdings you will have multiple BPAY® reference numbers. To ensure you receive your Shares in respect of that holding, you must use the specific biller code and the customer reference number shown on each personalised Application Form when paying for any Shares that you wish to apply for in respect of that holding.

PLEASE NOTE THAT IF YOU INADVERTENTLY USE THE SAME CUSTOMER REFERENCE NUMBER FOR MORE THAN ONE OF YOUR APPLICATIONS, YOU WILL BE DEEMED TO HAVE APPLIED FOR THE ENTITLEMENT TO WHICH THAT CUSTOMER REFERENCE

NUMBER APPLIES AND ANY EXCESS AMOUNT WILL BE DEEMED TO BE AN APPLICATION FOR ADDITIONAL SHARES.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

The Offer to Shareholders is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

Non-Acceptance of Entitlement

If you do not wish to take up any part of your Entitlement under the Offer, you are not required to take any action. If you decide not to accept all or part of your Entitlement, the Shares not accepted will be dealt with in accordance with section 1.9 of this Prospectus.

If Eligible Shareholders do not take up their entitlement, their existing interest in the Company will be diluted. Please refer to sections 2.4 and 3.2 of this Prospectus for further details.

Taxation Implications

Shareholders should obtain independent advice on the taxation implications arising out of their participation in the Offer.

Inquiries

If you have any queries regarding your Entitlement, please contact Computershare Investor Services Pty Limited by telephone on 1300 557 010 (within Australia) or +61 3 9415 4000 (outside Australia) or your stockbroker or professional adviser.

PLEASE NOTE IF YOU DO NOT ACCEPT YOUR ENTITLEMENT IN FULL IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT ABOVE, ANY PART OF AN ENTITLEMENT NOT ACCEPTED IN FULL WILL FORM PART OF THE SHORTFALL.

1.8 Applying for Additional Shares

Eligible Shareholders who have subscribed for their Entitlement in full may apply for Shares in addition to their Entitlement (**Additional Shares**) by:

- (a) completing the relevant section of their Entitlement and Acceptance Form and returning it together with a single cheque for the appropriate application monies for both their Entitlement and the Additional Shares applied for; or
- (b) paying the appropriate application monies for both their Entitlement and the Additional Shares applied for via BPAY® using the BPAY® code and Customer Reference Number indicated on the Entitlement and Acceptance Form. It is possible that there will be few or no Additional Shares available, depending on the level of acceptance of Entitlements by Eligible Shareholders. There is therefore no guarantee that in the event that Additional Shares are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

In the event there is a Shortfall, the Directors reserve the right to allocate any Additional Shares at their absolute discretion. The Company may issue to an Applicant a lesser number of Additional Shares than the number applied for, reject an application for Additional Shares or not proceed with the issuing of all or part of the Additional Shares. If the number of Additional Shares is less than the number applied for, surplus application monies will be refunded without interest.

1.9 Shortfall

Any Entitlements not taken up by Eligible Shareholders may become available as Shortfall which may be placed by the Company. The offer of any Shortfall is a separate offer made pursuant to this Prospectus (**Shortfall Offer**) and will remain open after the Closing Date. Shares offered pursuant to the Shortfall Offer will be issued at the same issue price as the Shares offered to Eligible Shareholders under the Offer.

Non-Shareholder Applicants can apply for Shares under the Shortfall Offer by completing the Shortfall Application Form attached to this Prospectus and returning it together with a single cheque for the appropriate application monies (at \$0.05 per Share applied for) to the address shown on the Shortfall Application Form. The Directors reserve the right, subject to the requirements of the Listing Rules and the Corporations Act, to place any Shortfall at their discretion within 3 months after the Closing Date.

1.10 Broker commission fees

The Company reserves the right to pay a commission of up to 3% (exclusive of GST) of amounts subscribed through any licensed securities dealers or Australian financial services licensees in respect of any valid Shortfall Application Form lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee.

Payments will be subject to the receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

1.11 Allotment of Shares

The Shares and Additional Shares are expected to be allotted by no later than 4 October 2012. Shares allotted pursuant to the placement of Shortfall under section 1.9 may be allotted within 3 months after the Closing Date. Until issue and allotment of the Shares under this Prospectus, the application monies will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on application monies will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the Shares takes place.

1.12 ASX Listing

Application for Official Quotation of the Shares allotted pursuant to this Prospectus will be made to ASX within seven days following the date of this Prospectus.

If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus within three months after the date of this Prospectus (or such period as varied by ASIC), the Company will not allot any Shares and will repay all application monies for the Shares within the time period prescribed under the *Corporations Act*, without interest.

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

1.13 Overseas Investors

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

- (a) the number of Shareholders outside of Australia and New Zealand;
- (b) the number and value of the securities to be offered to Shareholders 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, and does not, make offers under the Prospectus to Shareholders outside of Australia and New Zealand.

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand).

Members of the public in Australia and New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any Shares.

All rights that would have been offered to Excluded Shareholders will be allowed to lapse and will form part of the Shortfall.

1.14 Market Prices of Shares on ASX

The highest and lowest closing market sale prices of Shares on ASX during the three (3) months immediately preceding the date of this Prospectus and the respective dates of those sales were \$0.093 on 21 August 2012 and \$0.057 on 16 August 2012.

The latest available market sale price of Shares on ASX at the close of trading on the day before the date of this Prospectus was \$0.11 on 23 August 2012.

1.15 Privacy

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

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information in 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), the ASX, the ASIC and other regulatory authorities.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the *Corporations Act* and certain rules such as the ASX Settlement Operating Rules.

If an Applicant becomes a security holder of the Company, the *Corporations Act* requires the Company to include information about the security holder (including name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

An Applicant has a right 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 offices.

1.16 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and such other similar words that involve risks and uncertainties.

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 expected to take place.

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 and the Directors.

The Company cannot and does 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.

The Company has 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.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 3 of this Prospectus.

2 Effect of the Offer on the Company

2.1 Effect of the Offer

The principal effects of the Offer on the Company, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, are as follows:

- (a) the Company will issue up to approximately 89,014,464 Shares and the total number of Shares on issue will increase to 267,043,391 Shares;
- (b) the cash reserves of the Company will increase by up to approximately \$4,450,723 (less the expenses of the Offer) immediately after completion of the Offer; and
- (c) the equity of Eligible Shareholders who do not participate in the Offer will be diluted as is evidenced from the figures set out above.

2.2 Condensed Statement of Financial Position

Set out as follows is the Condensed Statement of Financial Position of the consolidated entity as at 31 March 2012 which has been subject to review but not audit. The independent auditor's review report accompanying the consolidated entity's financial report for the half year ended 31 March 2012 contained an emphasis of matter paragraph in respect of a material uncertainty regarding the consolidated entity's continuation as a going concern. The pro-forma Condensed Statement of Financial Position of the consolidated entity as at 31 March 2012 has been adjusted for the following transactions:

- (a) on the basis that the minimum subscription is raised pursuant to the Offer:
 - (i) the issue of 20,000,000 Shares pursuant to this Prospectus to raise \$1,000,000; and
 - (ii) the estimated expenses of the Offer of approximately \$79,909; and
- (b) on the basis that the full subscription is raised pursuant to the Offer:
 - (i) the issue of 89,014,464 Shares pursuant to this Prospectus to raise \$4,450,723; and
 - (ii) the estimated expenses of the Offer of approximately \$189,717.

Pro-forma Statement of Financial Position

	Reviewed Consolidated 31 March 2012 \$	Pro-forma Consolidated 31 March 2012 (based on minimum subscription) \$	Pro-forma Consolidated 31 March 2012 (based on full subscription) \$
ASSETS			
CURRENT ASSETS			
Cash and cash equivalents	3,824,683	4,744,774	8,085,689
Trade and other receivables	49,487	49,487	49,487
Other	569,315	569,315	569,315
TOTAL CURRENT ASSETS	4,443,485	5,363,576	8,704,491
NON-CURRENT ASSETS			
Other receivables	1,024,307	1,024,307	1,024,307
Property, plant and equipment	430,107	430,107	430,107
Mine development	317,241	317,241	317,241
Intangibles	75,457	75,457	75,457
TOTAL NON-CURRENT ASSETS	1,847,112	1,847,112	1,847,112
TOTAL ASSETS	6,290,597	7,210,688	10,551,603
LIABILITIES			
CURRENT LIABILITIES			
Trade and other payables	2,249,717	2,249,717	2,249,717
Provisions	452,221	452,221	452,221
TOTAL CURRENT LIABILITIES	2,701,938	2,701,938	2,701,938
NON-CURRENT LIABILITIES			
Provisions	382,456	382,456	382,456
TOTAL NON-CURRENT LIABILITIES	382,456	382,456	382,456
TOTAL LIABILITIES	3,084,394	3,084,394	3,084,394
NET ASSETS	3,206,203	4,126,294	7,467,209
EQUITY			
Contributed equity	39,550,673	40,470,764	43,811,679
Reserves	7,262,725	7,262,725	7,262,725
Accumulated losses	(43,607,195)	(43,607,195)	(43,607,195)
TOTAL EQUITY	3,206,203	4,126,294	7,467,209

Notes to the pro-forma Condensed Statement of Financial Position based on minimum subscription

The pro-forma Condensed Statement of Financial Position based on minimum subscription:

- 1 includes \$920,091 comprising gross proceeds raised pursuant to the Offer (less estimated Offer costs of \$79,909);
- 2 assumes that no existing Options are exercised prior to the Record Date for this Offer. If all Options currently capable of being exercised are exercised before the Record Date, cash will increase by a further \$16,383,576 as a result of payments of the exercise price received by the Company and an additional 16,621,565 Shares will be issued. If all Entitlements are taken up in respect of those 16,621,565 Shares, cash will increase by \$831,078 and contributed capital would increase by a similar amount; and
- 3 does not take into account any transactions between 31 March 2012 and the date of this Prospectus. The pro-forma Condensed Statement of Financial Position reflects only the transactions the subject of this Prospectus.

Notes to the pro-forma Condensed Statement of Financial Position based on full subscription

The pro-forma Condensed Statement of Financial Position based on full subscription:

- 1 includes \$4,261,006 comprising gross proceeds raised pursuant to the Offer (less estimated Offer costs of \$189,717);
- 2 assumes that no existing Options are exercised prior to the Record Date for this Offer. If all Options currently capable of being exercised are exercised before the Record Date, cash will increase by a further \$16,383,576 as a result of payments of the exercise price received by the Company and an additional 16,621,565 Shares will be issued. If all Entitlements are taken up in respect of those 16,621,565 Shares, cash will increase by \$831,078 and contributed capital would increase by a similar amount; and
- 3 does not take into account any transactions between 31 March 2012 and the date of this Prospectus. The pro-forma Condensed Statement of Financial Position reflects only the transactions the subject of this Prospectus.

2.3 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue	178,028,927
Shares to be issued pursuant to the Offer ¹	89,014,464
Shares on issue after completion of the Offer	267,043,391

Note:

- 1 *If all Options that are currently capable of being exercised are exercised prior to the Record Date, a further 16,621,565 Shares will be offered pursuant to this Prospectus. Please refer to the table below for details of those Options which are currently subject to vesting conditions.*

Options

Exercise Price	Expiry Date	Number
<i>Quoted Options</i>		
\$0.20	29 March 2013	6,778,130
<i>Unquoted Options</i>		
\$0.50	28 February 2013	4,250,000
\$0.20	28 February 2014	4,250,000
\$0.32	30 September 2012	280,000
\$0.64	25 February 2015	6,750,000
\$0.96	20 September 2013	1,160,000
\$0.84	27 February 2016	6,750,000
\$0.39	30 June 2014	1,025,000
\$0.23	28 February 2017	2,000,000
\$0.25	16 April 2014	1,000,000 ¹
\$0.45	16 April 2015	1,000,000 ²
Options to be issued pursuant to the Offer		Nil
Options on issue after completion of the Offer		35,243,130

Notes:

- ¹ These Options vest on that date which is 12 months from the date of grant, being 16 April 2013.
- ² These Options vest on that date which is 24 months from the date of grant, being 16 April 2014.

No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

2.4 Potential dilutionary impact of Offer

Assuming no existing Options are exercised prior to the Record Date, the maximum number of Shares which will be issued pursuant to the Offer is 89,014,464. This equates to approximately 33.33% of all the issued Shares in the Company following completion of the Offer.

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 33.33% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below.

Holder	Holding as at Record Date	% at Record Date	Entitlement under the Offer	Holding if Offer not taken up	% post completion of the Offer
Shareholder 1	10,000,000	5.62	5,000,000	10,000,000	3.74
Shareholder 2	5,000,000	2.81	2,500,000	5,000,000	1.87
Shareholder 3	1,500,000	0.84	750,000	1,500,000	0.56
Shareholder 4	400,000	0.22	200,000	400,000	0.15
Shareholder 5	50,000	0.03	25,000	50,000	0.02

3 Risk Factors

3.1 Introduction

This section identifies the areas the Directors regard as the major risks associated with an investment in the Company. Investors should be aware that an investment in the Company involves many risks, which may be higher than the risks associated with an investment in other companies. Intending investors should read the whole of this Prospectus in order to fully appreciate such matters and the manner in which the Company intends to operate before any decision is made to apply for Shares.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of specific risks associated with the Company's business. These risk factors are largely beyond the control of the Company and its 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 of.

3.2 Risks specific to the Offer

Potential for significant dilution

Upon completion of the Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 178,028,927 to 267,043,391. This increase equates to approximately 33.33% of all the issued Shares in the Company following completion of the Offer.

This means that each Share will represent a significantly lower proportion of the ownership of the Company. It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer and the Directors do not make any representation to such matters.

The closing trading price of Shares on ASX on the day prior to the date of this Prospectus of \$0.11 on 23 August 2012 is not a reliable indicator as to the potential trading price of Shares following completion of the Offer.

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 33.33% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Please refer to section 2.4 of this Prospectus for examples of how the potential dilutionary effect of the Offer may impact Shareholders.

3.3 Risks specific to the Company

Red Bore Project

On or about 12 April 2010, the Company entered into an option agreement (**Option Agreement**) with the registered holder of M52/597 (**Registered Holder**), being the granted mining lease on which the Red Bore prospect is located (**Red Bore Project**). The Option Agreement provides that the Company must, inter alia, seek to define a JORC compliant mineral resource within a two year period commencing on 21 October 2010 to earn a 60% participating interest in the Red Bore Project.

The Company announced to ASX on 4 May 2012 that it had identified a JORC compliant mineral resource at the Red Bore Project and, in doing so, considered that it had satisfied the relevant requirements of the Option Agreement to earn a 60% participating interest in the Red Bore Project. On 7 May 2012, the Company provided a notice to the Registered Holder confirming that the

Company had defined a JORC compliant mineral resource and had earned a 60% participating interest in the Red Bore Project under the terms of the Option Agreement (**Notice**).

As announced to ASX on 29 June 2012, the Registered Holder has not responded to the Notice or the Company's repeated requests to confirm that the Company has earned a 60% participating interest in the Red Bore Project. The Registered Holder is also yet to deliver to the Company executed registrable transfers in respect of a 60% participating interest in the Red Bore Project.

Since the date of the Notice, the Registered Holder has claimed that the Option Agreement is not a valid agreement and that, even if it is, it does not consider that the Company has disclosed sufficient information to earn a participating interest in the Red Bore Project. The Company rejects the Registered Holder's claims and maintains that it has earned a 60% participating interest in the Red Bore Project under the terms of the Option Agreement.

The Company is actively continuing its efforts to resolve the impasse, and intends to take steps to commence proceedings in the Supreme Court of Western Australia seeking declarations that the Option Agreement is valid and binding and that the Company has satisfied the earn in requirements in respect of the Red Bore Project.

Since entering into the Option Agreement, the Company has spent approximately \$3.367 million in exploration expenditure on the Red Bore Project. The Company is currently of the view that it would be imprudent to commit further expenditure on the Red Bore Project until its participating interest has been confirmed (other than to maintain the Red Bore Project in good standing).

In light of the above, there can be no guarantee that the Company will ultimately acquire a participating interest in the Red Bore Project. In the event that the Company does not acquire a participating interest in the Red Bore Project, the Company will continue to advance its other projects in the Doolgunna region, including the Curara Well Project, Bluebush Well Project and Marymia Project (each of which are 100% owned by the Company).

Uranium mining regulations

The Company holds tenements that are located in the Northern Territory and prospective for uranium.

Uranium mining and exploration in Australia is governed by complex State and Federal legislations and regulations. These regulate a wide range of uranium mining activities including exploration, prospecting, development, transportation, exporting, royalties and discharge of hazardous waste and materials.

The Federal Government currently permits uranium mining in the Northern Territory. However, uranium mining is a highly political issue in Australia. There can be no guarantee that government policy will remain the same in the future.

Approvals required for uranium mining are stringent and rigorous compared with other types of mining activities. Exploration approvals are required before exploration can commence and in the event uranium is discovered, further approvals including safeguard approvals for permits to possess nuclear material. Development of any mineral resources will be dependent on the Company's ability to obtain environmental and legislative approvals to carry out its operations and its ability to meet any proposed conditions on these approvals. There is no guarantee that these approvals will be granted.

Whilst the Company intends to conduct its business in accordance with all applicable laws and regulations, compliance and re-compliance or in order to meet changes to the legislation or regulations can be costly and may ultimately not be viable.

Shareholders should be aware that changes of government, new legislation and changes to existing legislation and government policy may impact upon the approvals granted or seeking to be granted to the Company, the Company's profitability and the viability of the Company's operations.

Exploration and operational risks

Mining exploration and production is inherently risky and speculative in nature. There is no guarantee that base metal or uranium deposits will be discovered in the locations being explored by the Company. In the event that deposits are discovered, there is no guarantee that they will be in commercially viable quantities or economically profitable.

In addition, the Company's operations and profitability are subject to the successful outcome of its exploration activities and will be affected by operational risks. These risks include geological conditions, technical difficulties, securing and maintaining tenements, weather and construction of efficient processing facilities. The operation may be affected by force majeure, engineering difficulties and other unforeseen events.

Further, the Company may require approvals and licences necessary to conduct the exploration and mining, which may impose conditions the Company must satisfy in order to proceed with the exploration or production of the base metals or uranium deposit. It may not be possible for the Company to satisfy these conditions.

These factors affect the Company's ability to establish mining operations, continue with its projects, earn income from its operations and will affect the Company's share price.

Mineral resource estimates may be inaccurate

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change significantly when new information becomes available.

In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

Fluctuation in commodity prices

International factors such as inflation, exchange rates, supply and demand and political and economic events, amongst other things, impact on the base metal and uranium prices, particularly in the current global economic market. As the Company is currently not in production, future revenue that may come from the sale of these mineral products and the Company's future profits are related to and influenced by the market price of the base metals.

If the price of base metals and uranium seriously declines in the future, this will materially impact on the Company's ability to continue with its projects and the Company may be forced to discontinue some or all of its operations.

The Company gives no assurance that the fluctuations in the commodity prices will not affect timing and viability of the projects.

Access to land

The Company will experience delays and cost overruns in the event it is unable to access the land required for its operations. This may be as a result of weather, environmental restraints, native title, harvesting, landholder's activities or other factors.

The Company's exploration activities are also dependent upon the grant, or as the case may be, the maintenance or renewal of appropriate licences, concessions, leases, permits and regulatory consents which may be withdrawn or made subject to limitations. The maintenance, renewal and granting of tenements often depends on the Company being successful in obtaining required statutory approvals. There is no assurance that the Company will be granted all the mining tenements for which it has applied or that licences, concessions, leases, permits or consents will be renewed as and when required or that new conditions will not be imposed in connection therewith. To the extent such approvals, consents or renewals are not obtained, the Company may be curtailed or prohibited from continuing with its exploration activities or proceeding with any future exploration or development.

Environmental regulation risk

The Company's operations are subject to environmental regulations in Australia. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Government approvals and permits are required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be delayed or prohibited from proceeding with planned exploration or development of its mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions (including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed) and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions.

Amendments to current laws, regulations and permits governing the Company's operations and activities, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or require abandonment or delays in the development of new properties.

Environmental liabilities risk

The Company's activities are subject to potential risks and liabilities associated with the potential pollution of the environment and the necessary disposal of mining waste products resulting from mineral exploration and production. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) is not generally available to the Company (or to other companies in the minerals industry) at a reasonable price. To the extent that the Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. Laws and regulations intended to ensure the protection of the environment are constantly changing, and are generally becoming more restrictive.

Land rehabilitation requirements

Although variable, depending on location and the governing authority, land rehabilitation requirements are generally imposed on mineral exploration companies, as well as companies with mining operations, in order to minimise long term effects of land disturbance. Rehabilitation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out rehabilitation obligations imposed on the Company in connection with its mineral exploration, the Company must allocate financial resources that might otherwise be spent on further exploration and/or development programs.

Native Title

The High Court of Australia, the *Native Title Act 1993* (Cth) and State legislation recognise Aboriginal heritage and land rights. The risks include the following:

- (a) the Company may have to seek permits or licences to access land the subject of an Aboriginal heritage or land right claim. There is no guarantee that any such permit or licence will be granted;
- (b) the Company may have to comply with restrictions or conditions on accessing land the subject of an Aboriginal heritage or land right claim. This may result in the Company facing unplanned expenditure or delays. Failure to comply with any conditions on the permits may result in the Company losing its title to its tenements or forfeiting its permits;
- (c) the Company may have to pay compensation in order to settle native title claims. It is not possible to quantify the amount of compensation which may have to be paid at this stage; and
- (d) in the event the Company discovers evidence of Aboriginal heritage on land accessed by the Company, the Company must comply with regulations prohibiting the disturbance of physical evidence of prehistoric or historical significance without statutory permission and legislation prohibiting or restricting access to Aboriginal cultural heritage or native title land. Accordingly, delays or additional costs in the exploration or production of the Company's business may be experienced. Further, the disturbance of any such land or objects may expose the Company to additional fines or other penalties.

The Company has not undertaken enquiries to determine whether any Aboriginal cultural heritage or land rights exist on any land which the Company requires access.

Metallurgical risks

The economic viability of base metal and uranium recovery depends on a number of factors such as the development of an economic process route for metal concentrates. Further, changes in mineralogy may result in inconsistent metal recovery.

Public perception

The nuclear industry is currently subject to negative public opinion due to political, technological and environmental factors. In addition, events at Fukushima following the Japanese tsunami had a significant impact on market sentiment towards the uranium sector. This may have an adverse impact on the demand for uranium and increase the regulation of uranium mining.

3.4 General Risks

Economic Risks

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

Further, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;

- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

Additional requirements for capital

The Company may require further financing in addition to amounts raised under the Offer. 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. There is however, no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

Insurance coverage risk

Exploration and development operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, ground or slope failures, fires, floods, earthquakes and other environmental occurrences, political and social instability that could result in damage to or destruction of mineral properties or producing facilities, personal injury or death, environmental damage, delays in mining caused by industrial accidents or labour disputes, changes in regulatory environment, monetary losses and possible legal liability.

It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and development is not generally available to the Company or to other companies in the industry on acceptable terms. Should such liabilities arise, they could reduce or eliminate any further profitability and result in increasing costs and a decline in the value of the securities of the Company.

Unforeseen expenses

The Company may be subject to significant unforeseen expenses or actions.

This may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events. The Directors expect that the Company will have adequate working capital to carry out its stated objectives however there is the risk that additional funds may be required to fund the Company's future objectives.

Securities price fluctuation

The market price of a publicly traded stock is affected by many variables not directly related to the success of the Company. In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies, has experienced wide fluctuations which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Company's securities.

Litigation risk

The Company is subject to litigation risks. All industries, including the minerals exploration industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

Share market risk

The market price of the Company's Shares could fluctuate significantly. The market price of the Company's Shares may fluctuate based on a number of factors including the Company's operating performance and the performance of competitors and other similar companies, the public's reaction to the Company's press releases, other public announcements and the Company's filings with the various securities regulatory authorities, changes in earnings estimates or recommendations by research analysts who track the Company's Shares or the shares of other companies in the resource sector, changes in general economic conditions, the number of the Company's Shares publicly traded and the arrival or departure of key personnel, acquisitions, strategic alliances or joint ventures involving the Company or its competitors.

In addition, the market price of the Company's Shares are affected by many variables not directly related to the Company's success and are therefore not within the Company's control, including other developments that affect the market for all resource sector shares, the breadth of the public market for the Company's Shares, and the attractiveness of alternative investments.

Reliance on key personnel

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. The loss of the services of one or more of such key management personnel could have a material adverse effect on the Company. The Company's ability to manage its exploration and development activities, and hence its success, will depend in large part on the efforts of these individuals. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

Joint venture parties, contractors and agents

The Directors are unable to predict the risk of:

- financial failure or default by a participant in any joint venture 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 any of its activities; or
- insolvency or other managerial failure by any of the other service providers used by the Company for any activities.

3.5 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 Shares offered under this Prospectus.

4 Additional information

4.1 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of 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 Shares.

The board of Directors have adopted a policy on compliance with the Listing Rules which sets out the obligations of the Directors, officers and employees to ensure the Company satisfies the continuous disclosure obligations imposed by the Listing Rules and the *Corporations Act*. The policy provides information as to what a person should do when they become aware of information which could have material effect on the Company's securities and the consequences of non compliance.

4.2 Legal framework of this Prospectus

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 quoted enhanced disclosure (ED) securities and the securities are in a class of securities that were quoted ED securities at all times in the 12 months before the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus". In general terms, a transaction specific prospectus is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the requirements of ASX as applicable to disclosing entities from time to time, and which require the Company to notify ASIC of information available to the stock market conducted by ASX, throughout the 3 months before the issue of this Prospectus.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The 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.

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 Financial Report for the Company for the year ended 30 September 2011;

- (b) the Interim Financial Report of the Company for the half-year ended 31 March 2012; and
- (c) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Financial Report of the Company for the period ended 30 September 2011 and before the issue of this Prospectus:

Date	Announcement
23/08/2012	Trading Halt
22/08/2012	Response to ASX Price Query
20/08/2012	Expiry of Unquoted Employee Options
31/07/2012	Third Quarter Activity & Cashflow Report 30 June 2012
16/07/2012	Placement – Secondary Trading Notice
13/07/2012	Appendix 3B Placement
13/07/2012	Placement Issue of New Shares
12/07/2012	Drilling Underway at Pyramid
02/07/2012	Expiry of Unquoted Options
02/07/2012	Appendix 3Z Final Directors Interest Notice
29/06/2012	Red Bore Earn-In Update
28/06/2012	Appendix 3Y Change of Directors Interest Notice
19/06/2012	Corporate Restructuring Update
08/06/2012	Resignation of Exploration Director
16/05/2012	Half Yearly Report and Accounts
10/05/2012	Appendix 3Y Change of Directors Interest Notice
10/05/2012	RIU Sydney Conference Presentation
04/05/2012	JORC Code Compliant Resources at Red Bore
03/05/2012	East Kimberley Nickel Joint Ventures Update
02/05/2012	Appendix 3Z Final Directors Interest Notice
30/04/2012	Second Quarter Activity and Cashflow Report 30 April 2012
19/04/2012	CEO Remuneration Package
18/04/2012	Appendix 3B Issue of Options to CEO
14/03/2012	Appendix 3Y Change of Directors Interest Notice
14/03/2012	Appointment of New Chief Executive Officer
09/03/2012	Appendix 3Y Change of Directors Interest Notice x 4
08/03/2012	Appendix 3Y Change of Directors Interest Notice
08/03/2012	Appendix 3B Issue of Options to Directors
08/03/2012	Appendix 3Y Change of Directors Interest Notice
08/03/2012	Appendix 3X Initial Directors Interest Notice
07/03/2012	Appointment of a Director

Date	Announcement
07/03/2012	Resignation of Managing Director
29/02/2012	Results of Annual General Meeting
29/02/2012	Annual General Meeting Presentation
31/01/2012	First Quarter Activity and Cashflow Report
30/01/2012	Further Significant Assays from Priscilla Gold Prospect
27/01/2012	Notice of Annual General Meeting
25/01/2012	Pyramid Project Returns High Grade Base Metals Assays
19/01/2012	New VMS Base Metals Discovery at Pyramid Project
03/01/2012	Expiry of Unquoted Options

4.4 Corporate Governance

The Company has adopted comprehensive systems of control and accountability as the basis for the administration of corporate governance. The board of Directors is committed to administering the policies and procedures with openness and integrity, pursuing the true spirit of corporate governance commensurate with the Company's needs.

To the extent that they are applicable to the Company, the board of Directors has followed the ASX Corporate Governance Council's *Corporate Governance Principles and Recommendations* where the board of Directors has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where, after due consideration, the Company's corporate governance practices depart from a recommendation, the Board has disclosed the reasons for the departure in its Corporate Governance Statement for the financial year ended 30 September 2011. This can be found in the Annual Financial Report for the Company for the financial year ended 30 September 2011.

A summary of the Company's corporate governance policies and procedures is available on the Company's website at www.thundelarra.com/.

4.5 Rights attaching to Shares

The Shares to be issued pursuant to this Prospectus will rank equally in all respects with existing Shares in the Company.

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 Share held by him or her, and a proportionate vote for every 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 entitled to vote on the particular resolution 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 the Shares of all those Shareholders having the right to vote on the resolution.

(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 the Listing Rules 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 ASX Settlement Operating Rules. The Company must not prevent, delay or interfere with the registration of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating 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

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(f) Shareholder Liability

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

(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) 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 Litigation

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

4.7 Interests of Directors

(a) Directors' holdings

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

Director	Number of Shares		Number of Options	
	Direct	Indirect	Direct	Indirect
Malcolm R J Randall	-	437,500 ¹	-	3,029,167 ²
Frank DeMarte	175,000	2,704,442 ³	18,334 ⁴	5,812,063 ⁵
Philip G Crabb	-	22,600,157 ⁶	-	3,508,205 ⁷
John D Hopkins	-	100,000 ⁸	500,000 ⁹	-

Notes:

- 1 Held indirectly by Mr Randall through Renique Holdings Pty Ltd as trustee for the Randall Super Fund A/C.
- 2 29,167 quoted Options exercisable at \$0.20 each on or before 29 March 2013, 500,000 unquoted Options exercisable at \$0.50 each on or before 28 February 2013, 500,000 unquoted Options exercisable at \$0.20 on or before 28 February 2014, 750,000 unquoted Options exercisable at \$0.64 each on or before 25 February 2015, 750,000 unquoted Options exercisable at \$0.84 each on or before 27 February 2016 and 500,000 unquoted Options exercisable at \$0.23 each on or before 28 February 2017 held indirectly by Mr Randall through Renique Holdings Pty Ltd as trustee for the Randall Super Fund A/C.
- 3 1,337,125 Shares held indirectly by Mr DeMarte through The Demarte Family Trust, 1,336,254 Shares held indirectly by Mr DeMarte through The DeMarte Family Super Fund and 31,063 Shares held indirectly by Mr DeMarte through Grandeur Holdings Pty Ltd.
- 4 Quoted Options exercisable at \$0.20 each on or before 29 March 2013.
- 5 89,143 quoted Options exercisable at \$0.20 each on or before 29 March 2013, 1,000,000 unquoted Options exercisable at \$0.50 each on or before 28 February 2013, 1,000,000 unquoted Options exercisable at \$0.20 each on or before 27 February 2014, 1,500,000 Options exercisable at \$0.84 each on or before 25 February 2016 and 500,000 unquoted Options exercisable at \$0.23 each on or before 28 February 2017 held indirectly by Mr DeMarte through the DeMarte Family Trust, 220,331 quoted Options exercisable at \$0.20 each on or before 29 March 2013 held indirectly by Mr DeMarte through The DeMarte Family Super Fund and 2,589 quoted Options exercisable at \$0.20 each on or before 29 March 2013 held indirectly by Mr DeMarte through Grandeur Holdings Pty Ltd.
- 6 7,570,953 Shares held indirectly by Mr Crabb through Ragged Range Mining Pty Ltd, a company of which Mr Crabb is a director and shareholder, 1,493,759 Shares held indirectly by Mr Crabb through The Crabb Superannuation Fund, 1,535,445 Shares held indirectly by Mr Crabb through Ioma Pty Ltd as trustee for The Gemini Fund A/C and 12,000,000 Shares held indirectly by Mr Crabb through Darkdale Pty Ltd as trustee for the Darkdale Trust. Mr Crabb is a director and shareholder of Ioma Pty Ltd and a director of Darkdale Pty Ltd.
- 7 8,205 quoted Options exercisable at \$0.20 each on or before 29 March 2013, 750,000 unquoted Options exercisable at \$0.30 each on or before 28 February 2013, 750,000 unquoted Options exercisable at \$0.20 each on or before 28 February 2014, 1,000,000 unquoted Options exercisable at \$0.64 each on or before 25 February 2015 and 1,000,000 unquoted Options exercisable at \$0.84 each on or before 17 February 2016 held indirectly by Mr Crabb through Ioma Pty Ltd as trustee for The Gemini Fund A/C.
- 8 Held indirectly by Mr Hopkins through JD and KD Hopkins as trustees for the JD & KD Hopkins Super Fund Account.
- 9 500,000 unquoted Options exercisable at \$0.23 each on or before 28 February 2017.

It is the current intention of Mr Randall, Mr DeMarte, Mr Crabb and Mr Hopkins to subscribe for some or all of their respective Entitlements offered to them under this Prospectus. The other Directors may or may not take up their Entitlement. All Directors may or may not purchase additional Shares prior to the Record Date.

(b) 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 \$400,000 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 financial years ended 30 September 2010 and 30 September 2011 and the current financial year ending 30 September 2012 to date are as follows:

Director	Financial Year End	Fees/ Salaries (\$)	Super-annuation (\$)	Equity Options (\$)	Other non-monetary remuneration (\$)	Total (\$)
Malcolm R J Randall	2012 ¹	59,456	5,351	26,550	-	91,357
	2011	67,063	6,036	153,642	-	229,099
	2010	53,917	4,853	153,642	-	212,412
Frank DeMarte	2012 ¹	229,984	20,698	26,550	7,020	284,252
	2011	259,846	23,386	312,000	6,950	622,597
	2010	242,393	21,815	307,284	4,933 ³	588,179
Philip G Crabb	2012 ¹	24,221	2,180	-	-	26,401
	2011	67,063	6,036	208,099	-	281,099
	2010	62,026	5,582	204,857	346,298 ⁴	618,763
John Hopkins ²	2012 ¹	47,913	4,312	26,550	-	78,775
	2011	-	-	-	-	-
	2010	-	-	-	-	-

Notes:

- ¹ The amounts shown for the financial year ending 30 September 2012 relate to remuneration provided to Directors and their associated entities as at the date of this Prospectus.
- ² Mr Hopkins was appointed on 30 September 2011.
- ³ This amount relate to car parking and insurance benefits for the year.
- ⁴ Drilling services and administration services totalling \$346,298 were paid to Ragged Range Mining Pty Ltd, a company of which Mr Crabb is a director and shareholder. These services were provided on normal commercial terms and conditions.

(c) Directors' interests

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 Offer; or

(iii) the Offer.

Payments of \$200,463 and \$170,665 (plus GST) for office rental, administrative services and car parking facilities were received by the Company in the ordinary course of business during the financial years ending 30 September 2011 and 30 September 2012 respectively from Royal Resources Limited (a company of which Mr Randall, Mr DeMarte and Mr Crabb are directors and shareholders).

Payments of \$7,332 and \$4,457 (plus GST) for employee services and parking facilities were received by the Company in the ordinary course of business during the financial year ending 30 September 2011 and 30 September 2012 respectively from Aldershot Resources Ltd (a company of which Mr Crabb is a director and Mr Randall and Mr DeMarte are shareholders).

Payments of \$2,329 (plus GST) for administrative services were received by the Company in the ordinary course of business during the financial year ending 30 September 2011 from Ragged Range Mining Pty Ltd (a company of which Mr Crabb is a director and shareholder).

Payments of \$24,250 (plus GST) for administrative services were made by the Company in the ordinary course of business during the financial years ending 30 September 2011 to Royal Resources Limited (a company of which Mr Randall, Mr DeMarte and Mr Crabb are directors and shareholders).

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 Offer.

The Company has paid insurance premiums to insure each of the Directors against liabilities for costs and expenses incurred by them in defending any legal proceedings while acting in the capacity of a Director.

4.8 Interests of Named Persons

Except as disclosed in this Prospectus, no promoter or 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, holds, or during the last two years has held, any interest in:

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

and no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to a promoter or any 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 for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Gilbert + Tobin has acted as solicitors to the Company in relation to the Offer. The Company will pay approximately \$20,000 (plus GST) to Gilbert + Tobin for these services. Gilbert + Tobin has provided other professional services to the Company during the last two years for which the Company has paid fees totalling approximately \$49,157 (plus GST).

Stantons International Audit and Consulting Pty Ltd (trading as Stantons International) are the auditors to the Company. They have provided audit services to the Company during the last two years for which the Company has paid fees totalling approximately \$125,059 (plus GST).

Computershare Investor Services Pty Limited is the Company's share registry. They have provided share registry services to the Company during the last two years for which the Company has paid fees totalling approximately \$100,208 (plus GST).

4.9 Consents

Each of the other parties referred to in this section 4.9:

- (a) has not authorised or caused the issue of this Prospectus;
- (b) 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; and
- (c) 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.

Gilbert + Tobin has given its written consent to being named in this Prospectus as solicitors to the Company in relation to the Offer in the form and context in which it is named. Gilbert + Tobin has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

Stantons International Audit and Consulting Pty Ltd (trading as Stantons International) has given its written consent to being named in this Prospectus as auditors to the Company and to the inclusion in section 2.2 of this Prospectus of references to the reviewed Condensed Statement of Financial Position as at 31 March 2012 and all statements based on that reviewed Condensed Statement of Financial Position in the form and context in which they appear. Stantons International Audit and Consulting Pty Ltd (trading as Stantons International) has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

Computershare Investor Services Pty Limited has given its written consent to being named in this Prospectus as the Company's share registry and references to Computershare Investor Services Pty Ltd in this Prospectus in the form and context in which they appear. Computershare Investor Services Pty Limited has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

There are a number of persons referred to elsewhere in this Prospectus who are not experts and who have not made statements included in this Prospectus nor are there any statements made in this Prospectus on the basis of any statements made by those persons. These persons did not consent to being named in the Prospectus and did not authorise or cause the issue of this Prospectus.

4.10 Expenses of the Offer

The estimated expenses of the Offer are as follows:

Expense	Minimum subscription \$	Full subscription \$
ASIC fees	2,171	2,171
ASX fees	4,450	10,736
Broker commission fees ¹	30,000	133,522

Legal expenses	20,000	20,000
Share registry fees	15,428	15,428
Printing and other expenses	7,860	7,860
Total	79,909	189,717

Notes:

¹

Broker commission fees of up to 3% will only be paid on applications for Shortfall made by a Non-Shareholder Applicant through a licensed securities dealers or Australian financial services licensee and accepted by the Company. Please refer to section 1.10 of this Prospectus for further information. The amount calculated is based on 100% of the minimum subscription or full subscription (as the case may be) being applied for in this manner. However, it is the current intention of Mr Randall, Mr DeMarte, Mr Crabb and Mr Hopkins to subscribe for some or all of their respective Entitlements offered to them under this Prospectus. Please refer to section 4.7 of this Prospectus for further information. For those applications for Shortfall made by a Non-Shareholder Applicant directly to and accepted by the Company, no broker commissions will be payable and the expenses of the Offer will be reduced accordingly. Any additional funds in this regard will be applied towards the Company's working capital.

4.11 Electronic Prospectus

Pursuant to Class Order 00/44 the ASIC has exempted compliance with certain provisions of the *Corporations Act* to allow distribution of an electronic Prospectus on the basis of a paper Prospectus lodged with the ASIC and the issue of Shares in response to an electronic application form, subject to compliance with certain provisions. The Company is relying on this exemption in relation to the offer of Shortfall.

The offer of Shares offered pursuant to the Shortfall Offer is only available to persons receiving an electronic version of this Prospectus within Australia. The *Corporations Act* prohibits any person from passing to another person a Shortfall Application Form unless it is attached to, or accompanied by, the complete and unaltered version of this Prospectus.

If you have received an electronic version of this Prospectus, please ensure that you have received the entire Prospectus accompanied by the Shortfall Application Form. If you have not, please telephone the Company Secretary at +61 8 9321 9670 and the Company will send to you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept a Shortfall Application Form from a person if it has reason to believe that when that person was given access to the electronic Shortfall Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In these circumstances, the application monies will be dealt with in accordance with section 722 of the *Corporations Act*.

5 Directors' authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the *Corporations Act*, each Director has consented to the lodgement of this Prospectus with the ASIC.

Dated: 24 August 2012



Malcolm R J Randall
Non-Executive Chairman

For and on behalf of
Thundelarra Exploration Ltd

6 Defined terms

A\$ and \$ means Australian dollars, unless otherwise stated.

Additional Shares means Shares in addition to an Eligible Shareholder's Entitlement for which an Applicant applies for pursuant to an Entitlement and Acceptance Form.

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

ASX Settlement means ASX Settlement Pty Ltd (ABN 49 008 504 532).

ASX Settlement Operating Rules means the operating rules of the settlement facility provided by ASX Settlement as amended from time to time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the financial market operated by it, as the context requires.

Board means the board of Directors.

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 27 September 2012 (unless extended).

Company means Thundelarra Exploration Ltd (ACN 085 782 994).

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

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

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

Eligible Shareholder means a Shareholder whose details appear on the Register as at the Record Date and who is not an Excluded Shareholder.

Entitlement means the entitlement of an Eligible Shareholder to apply for Shares pursuant to the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Excluded Shareholder means a Shareholder who does not reside in Australia or New Zealand.

Listing Rules means the Listing Rules of ASX.

mineral resource has the meaning given to it in the JORC Code.

Non-Shareholder Applicant means a person who submits a Shortfall Application Form that is not a Shareholder.

Offer means the non-renounceable entitlement offer of Shares pursuant to this Prospectus.

Official List means the Official List of the ASX.

Official Quotation means quotation on the Official List.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Record Date means 10 September 2012.

Register means the register of Shareholders.

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

Shareholder means the registered holder of a Share.

Shortfall means the Shares forming the Entitlements, or parts of Entitlements, not accepted by Eligible Shareholders.

Shortfall Application Form means the Shortfall form either attached to or accompanying this Prospectus that enables Non-Shareholder Applicants to subscribe for Shares pursuant to the Shortfall Offer.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in section 1.9 of this Prospectus.

WST means Australian Western Standard Time.

- acknowledge that I/we have made my/our own enquiries concerning the Company and its business and affairs and that the Company makes no representation or warranties to me/us;
- request the Company to, upon receipt of this Shortfall Application Form, together with the relevant Application monies, issue the Shares to me/us;
- declare that the agreements, statements and declarations and acknowledgements contained in this Shortfall Application Form are given for the benefit of the Company; and
- acknowledge that this Shortfall Application Form is governed by the laws of Western Australia.

How to complete this form

- A Shares applied for**
Enter the number of Shares you wish to apply for.
- B Application Monies**
Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares by the issue price of A\$0.05 per Share.
- C Applicant Name(s)**
Enter the full name you wish to appear on the statement of Share holding. This must be either your own name or the name of a company. Up to 3 joint applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHES) participants should complete their name identically to that presently registered in the CHES system.
- D Postal Address**
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint applicants, only one address can be entered.

- E Contact Details**
Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this application.
- F CHES**
The Company participates in CHES. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold Shares allotted to you under this Application on the CHES Subregister, enter your CHES HIN. Otherwise, leave this section blank and on allotment, you will be sponsored by the Company and allocated a Securityholder Reference Number (SRN).
- G Payment**
Make your cheque or bank draft payable to 'Thundelarra Exploration Ltd - Entitlement Offer' in Australian currency and crossed 'Not Negotiable'. Your cheque or bank draft must be drawn on an Australian Bank. Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B. **Please note that funds are unable to be directly debited from your bank account.**
Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented any may result in your Application being rejected.
Paperclip (do not staple) your cheque(s) to the Shortfall Application Form.
Cash will not be accepted. Receipt for payment will not be provided.

Before completing the Shortfall Application Form the applicant(s) should read the Prospectus. By lodging the Shortfall Application Form, the applicant agrees that this application for Shortfall Shares is upon and subject to the terms of the Prospectus and the Constitution of the Company, agrees to take any lesser number of Shares that may be allotted to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Shortfall Application Form.

Lodgement of Application

Return the Shortfall Application Form with cheque(s) attached to:

Thundelarra Exploration Ltd
C/- Computershare Investor Services Pty Limited
GPO Box 52
MELBOURNE VIC 3001

Neither CIS nor the Company accepts any responsibility if you lodge the Shortfall Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001(Cth), you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning your application, please contact CIS on 1300 557 010 (within Australia) or +61 3 9415 4000 (outside Australia).

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold securities. Shortfall Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname is required for each natural person. Shortfall Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: Use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund