



WILDHORSE ENERGY LIMITED
ACN 117 085 748

ENTITLEMENT ISSUE PROSPECTUS

For a renounceable entitlement issue of 5 Shares (**New Shares**) for every 1 Share held by those Shareholders registered at the Record Date at an issue price of \$0.05 per Share to raise up to approximately \$3,783,000 (based on the number of Shares on issue as at the date of this Prospectus) (**Offer**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, solicitor, accountant, duly authorised financial advisor (if, in the United Kingdom, under the Financial Services and Markets Act 2000, as amended) or other professional adviser.

The Shares offered by this Prospectus should be considered as speculative.

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1. CORPORATE DIRECTORY

Directors

Ian Middlemas (Chairman)
Mark Hohnen (Non-Executive Director)
Mark Pearce (Non-Executive Director)

Registered Office

Level 9, BGC Centre
28 The Esplanade
Perth WA 6000
Australia
Telephone: +61 8 9322 6322
Facsimile: +61 8 9322 6558

Email: wildhorse@wildhorse.com.au
Website: www.wildhorse.com.au

Company Secretary

Sam Cordin

Australian Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Share Registry*

Link Market Services Limited
Level 4
152 St Georges Terrace
Perth WA 6000
Australia

Telephone: +61 1300 554 474
Facsimile: +61 2 9287 0303

Computershare Investor Services
The Pavilions, Bridgwater Road,
Bristol BS13 8AE,
United Kingdom

Telephone: +44 (0) 870 702 0003

United Kingdom Solicitors

Watson Farley and Williams LLP
15 Appold Street
London EC2A 2HB
United Kingdom

Nominated Advisor*

Grant Thornton UK LLP
30 Finsbury Square
London EC2P 2YU
United Kingdom

Auditor*

KPMG
235 St Georges Terrace
Perth WA 6000
Australia

Brokers*

GMP Securities Australia Pty Limited
Level 9, 190 St Georges Terrace
Perth, WA 6000
Australia
Telephone: +61 8 6141 6300

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

2. TIMETABLE

Lodgement of Prospectus with the ASIC	Monday, 15 December 2014
Lodgement of Prospectus & Appendix 3B with ASX	Monday, 15 December 2014
Notice to Optionholders	Monday, 15 December 2014
Notice sent to Shareholders and Depositary Interest Holders (CREST Participants)	Wednesday, 17 December 2014
Ex-date	Thursday, 18 December 2014
Rights start trading	Thursday, 18 December 2014
Record Date for determining Entitlements*	Monday, 22 December 2014
Prospectus sent to Shareholders & Company announces this has been completed	Wednesday, 24 December 2014
Rights stop trading	Friday, 30 January 2015
Securities quoted on a deferred settlement basis	Monday, 2 February 2015
Last day to extend the offer closing date	Tuesday, 3 February 2015
Closing Date for Depositary Interest Holders (CREST Participants)**	Tuesday, 3 February 2015
Closing Date***	Friday, 6 February 2015
ASX and AIM notified of under subscriptions	Wednesday, 11 February 2015
Issue date/Shares entered into Shareholders' security holdings	Friday, 13 February 2015
Quotation of Securities issued under the Offer*	Monday, 16 February 2015
Admission of Shares to trading on AIM	

*In relation to Depositary Interest Holders, all references to the record date are as at the time of 5.00pm (WST) in Australia.

**In relation to Depositary Interest Holders, all references to the Closing Date are as at the time of 5.00pm (GMT) in London, United Kingdom.

***The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Securities are expected to commence trading on ASX may vary.

3. IMPORTANT NOTES

This Prospectus is dated 15 December 2014 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

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

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form or Shortfall Application Form. 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 making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

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

No Shares have, nor will any Shares be, registered under applicable securities laws of Canada, Japan, the Republic of Ireland, the Republic of South Africa or the United States pursuant to the Offer and they may not, subject to certain exceptions, be offered or sold directly or indirectly within Canada, Japan, the Republic of Ireland, the Republic of South Africa or the United States of America or to, or for the account or benefit of any national, citizen or resident of Canada, Japan, the Republic of Ireland, the Republic of South Africa or the United States of America.

The return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation and a warranty made by the applicant to the Company that there has been no breach of such laws and that all necessary approvals and consents have been obtained.

The Board recommends all Shareholders take serious consideration of this Offer.

3.1 Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out below and in section 7 of this Prospectus, including a "going concern" risk. 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 highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

3.2 Status of Operations and Future Funding

As set out in the Annual Report for the financial year ended 30 June 2014, the Company undertook a strategic review which resulted in a reduction in overheads. The current status is as follows:

Operations

The Company has decided to focus on its Golden Eagle Uranium project in the US. The Board is confident that following the recent cost cutting measures and ongoing company restructure, which have already significantly reduced the Company's operating and administrative expenses, the funds raised from the Entitlements Issue will enable the Company to progress the Company's current project and pursue new opportunities in the resource and other sectors.

Additional Projects

The Board is also implementing a strategy to evaluate and potentially acquire additional projects in the resource and other sectors, which it believes would benefit from the Company's broad based expertise in the resource sector, extensive contact base and the potential access to funding that an ASX/AIM listed vehicle provides. Any opportunities in these new sectors will be subject to the Company having sufficient funding to do so. This strategy is also subject to the risk that a change by the Company may not be well accepted by those investors who have invested in the Company for its exposure to uranium, in addition to the usual risks that apply to projects (as set out in general terms in the risk factors in Section 7).

Future Funding

The Company needs further funding for its operations in the near term and this is the reason for this rights issue. If this funding is not successful, the Company will need to consider other alternative funding, or go into a wind down mode in respect of its current operations.

'Going concern' risk

The Company's Annual Report for the year ended 30 June 2014 included a going concern risk. It was noted that as at 30 June 2014, the Company had cash and cash equivalents of \$404,143 (30 June 2013: \$5,417,836) and the cash flow forecast at that time showed that it did not have sufficient funds to meet its minimum committed administrative and exploration expenditure for at least twelve months from the date of signing those financial statements.

If the entitlements issue is not completed, which the Directors believe, based on a number of recent Company recapitalisations the Directors have been

involved with, appears unlikely, additional funding may be able to be derived from either one or a combination of revised capital raising and debt financing. Based on the above, the Board has reasonable expectations that it can raise or realise additional cash resources.

Investors should note that there is material uncertainty as to whether the Company will be able to obtain sufficient funds to meet the Company's obligations. This casts significant doubt as to whether the Company will be able to continue as a going concern and therefore realise its assets and extinguish its liabilities in the normal course of business.

3.3 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 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 our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

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 7 of this Prospectus.

3.4 Important information for United Kingdom residents

The Shares will be offered in the United Kingdom in reliance on exemptions to the Financial Services and Markets Act 2000 (United Kingdom) (**FSMA**) and the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (**Financial Promotion Order**).

The total amount to be raised under the Offer and the Shortfall Offer is less than €5,000,000 or its equivalent in A\$ which means that this Prospectus does not constitute an 'approved prospectus' for the purposes of section 85 and schedule 11A of the FSMA or the United Kingdom's Prospectus Rules. Accordingly the Prospectus has not been registered, approved or examined by the United Kingdom Financial Conduct Authority or the United Kingdom Listing Authority and therefore may not contain all of the information that a disclosure document or prospectus is required to contain under the laws of England and Wales.

The Offer and the Shortfall Offer are only being made in the United Kingdom to persons who are of a kind described in Article 43(2) (members and creditors of certain bodies corporate) of the Financial Promotion Order. Any investment to which this document relates is available to only those persons described above and persons who do not fall into that category should not rely on this document nor take any action in relation to it.

The Offer and the Shortfall Offer may involve a foreign currency exchange risk as the currency for the Shares is not British Pounds.

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is being made as a renounceable entitlement issue of 5 New Shares for every 1 Share held by Shareholders registered at the Record Date at an issue price of \$0.05 per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming no existing Options are exercised prior to the Record Date) a maximum of 75,668,830 Shares will be issued pursuant to this Offer to raise up to approximately \$3,783,000 (rounded).

As at the date of this Prospectus, the Company has 272,109 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to section 5.4 of this Prospectus for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 6 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the Offer and the intended use of funds raised are set out in section 5.1 of this Prospectus.

4.2 Minimum subscription

There is no minimum subscription.

4.3 Acceptance

Eligible Shareholders

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. However you may apply for additional Shares under the Shortfall Offer.

Holders of depositary interests in respect of Shares (DIs), with a registered address in Australia, New Zealand or the United Kingdom will have their entitlement to apply for Shares under the Offer passed onto them by Computershare Investor Services Plc in its capacity as depositary. Holders of DIs should refer to Annexure 1 for further details.

You may participate in the Offer as follows:

- (a) if you wish to accept your **full** Entitlement:
 - (i) complete the Entitlement and Acceptance Form; and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form; or

- (b) if you only wish to accept **part** of your Entitlement:
 - (i) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies (at \$0.05 per Share); or
- (c) sell all or **part** of your Entitlements (refer to section 4.4 and 4.5)
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Further, Shareholders wishing to apply for Shares under the Shortfall Offer should contact the Company and request a Shortfall Offer Acceptance form. All valid applications under the Shortfall Offer will be considered but acceptance is subject to the discretion of the Directors.

Depository Interest Holders

The Company's Shares are admitted to trading on AIM. Holders of Depository Interests representing Shares, with a registered address in Australia, New Zealand or the United Kingdom will have their entitlement to apply for Shares under the Offer passed onto them by Computershare Investor Services Plc in its capacity as Depository.

The Depository will notify Depository Interest holders of the Offer, how it applies to them, how they may accept it and will send Depository Interest holders their Entitlements through the CREST system. If, as a Depository Interest holder, you do not receive any communication or you have any queries please call Computershare Investor Services PLC on +44(0)870 702 0000.

Holders of Depository Interests at the Record Date will have the opportunity to arrange for the Depository to take up some or all of the Entitlements attributable to their Depository Interests and receive additional Depository Interests representing new Shares.

The Depository will be notifying the holders of Depository Interests that it will take up the Entitlements attributable to existing Shares held on behalf of any Depository Interest holder on the Record Date if such holder pays the Depository in cleared funds by such date and in such amount as the Depository notifies to Depository Interest holders.

Entitlements attributable to existing Shares held on behalf of any Depository Interest holder may not be sold on AIM – please refer to section 4.5 below.

Prior to the issue of the new Shares, the Company will apply for the new Shares to be admitted to trading on AIM with effect from their unconditional allotment and issue.

For further details relating to Depository Interests, please refer to Annexure 1.

4.4 Entitlement Trading – ASX holders

Entitlements are renounceable, which means that Eligible Shareholders who do not wish to exercise all or a portion of their Entitlements may choose to sell their

Entitlements on ASX. Information on how Entitlements may be sold on ASX is detailed below.

If you wish to sell all of your Entitlement on ASX, provide instructions to your stockbroker regarding the Entitlement which you wish to sell on ASX. Trading of Entitlements will commence on ASX on 18 December 2014 and cease on 30 January 2015.

There is no guarantee that an Eligible Shareholder will be able to sell all or any part of their Entitlement on ASX or that any particular price will be paid for the Entitlements sold on ASX.

You may elect to transfer all or a proportion of your Entitlement to another person other than on ASX. If the purchaser of your Entitlement is an Ineligible Shareholder or a person that would be an Ineligible Shareholder were they a registered holder of Shares, that purchaser will not be able to take up the Entitlement they have purchased.

If you are a Shareholder on the issuer sponsored subregister and you wish to transfer all or a proportion of your Entitlement to another person, other than on ASX, forward a completed standard renunciation and transfer form (obtainable from the Share Registry) accompanied by the applicable transferee's cheque for the New Shares they wish to subscribe for in Australian dollars, crossed "Not Negotiable" and made payable to "Wildhorse Energy Limited – Subscription Account" and lodged at any time after the Opening Date and no later than 5.00pm (WST) on 6 February 2015 at the Share Registry (by post) at the address listed in Section 1.

If you wish to transfer all or a proportion of your Entitlement to or from another person on the CHESS subregister, you must engage your CHESS controlling participant (usually your stockbroker). If the transferee wants to exercise some or all of the Entitlement, you should follow your stockbroker's instructions as to the most appropriate way to take up the Entitlement on their behalf.

4.5 Entitlement Trading – AIM holders

Due to the lack of liquidity of the Company's Shares on AIM, the Board determined that the additional cost and time required does not justify having the Entitlements tradable on AIM. Entitlements will be tradable on ASX as outlined above, however they will not be tradable on AIM. Accordingly, if you are a Holder of Depositary Interests in respect of Shares, with a registered address in Australia, New Zealand or the United Kingdom, and you wish to trade your Entitlement, you will be required to transfer your Entitlement to an Australian registered stockbroker who is able to trade securities on the ASX. This is only available to Shareholders whose Entitlements are registered under a HIN and have completed a share transfer form (enclosed) which is received by Computershare Investor Services PLC before Friday, 30 January 2015 (WST).

Should holders of Depositary Interests not have an established account with an Australian stockbroker, they should contact the Company for the contact details of Australian brokers (however the Company shall not assume any liability for any arrangements between any holder of Depositary Interests and any such Australian brokers).

4.6 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Wildhorse Energy Limited – Subscription Account" and crossed "Not Negotiable".

If you are a DI Holder (as defined in Annexure 1), you must pay the application monies in British pounds by cheque or bank draft. If you are an Australian or New Zealand Shareholder, you must pay the application monies in Australian dollars.

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5:00 pm WST on the Closing Date.

4.7 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (a) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 2:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

The Offer is renounceable. Accordingly, a Shareholder may sell or transfer all or part of their Entitlement.

4.8 Underwriting

The Offer is not underwritten.

4.9 Shortfall Offer

In the event that the Offer is not fully subscribed, the Directors reserve the right, subject to any restrictions imposed by the Corporations Act, the Listing Rules and/or the AIM Rules, to issue the Shortfall Shares at their sole discretion and subject to the limitation that the total amount to be raised under the Offer and Shortfall Offer is less than €5,000,000 or its equivalent in A\$ (**Shortfall Offer**).

The Shortfall Offer is a separate offer made pursuant to this Prospectus and may remain open after the Closing Date. The issue price of the Shortfall Shares will be \$0.05 each, being the same price as the New Shares being offered under the Offer.

Applications for Shortfall Shares can only be made by requesting a Shortfall Acceptance Form from the Company, completing and returning the Shortfall Acceptance Form to the Company by the date specified on the Form.

In relation to the Shortfall Offer, the Company reserves the right to issue to an applicant a lesser number of Shares than the number applied for in a Shortfall Acceptance Form, reject an application or not proceed with the issuing of the Shortfall Shares or part thereof. If the number of Shares issued is less than the number applied for in a Shortfall Acceptance Form, surplus Application Monies will be refunded in full at the sole risk of the applicant. Interest will not be paid on Application Monies refunded.

Shareholders approved at the Company's Annual General Meeting dated 25 November 2014, for the issue of the Related Party Shortfall Shares to Messrs Middlemas, Hohnen and Pearce out of the Shortfall Shares available subsequent to completion of the Entitlements Issue with the following results:

Resolution	For	Against	Abstain	Proxy's Discretion
Authority to Issue Shortfall Shares to Mr Ian Middlemas	24,422,262	506,637	5,100,868	2,014,971
Authority to Issue Shortfall Shares to Mr Mark Hohnen	29,122,348	906,551	868	2,014,971
Authority to Issue Shortfall Shares to Mr Mark Pearce	29,522,262	506,637	868	2,014,971

The Company submitted a waiver application to ASX to extend the time allowed to issue the securities. The Company expected approval based on the support from shareholders. Notwithstanding the shareholder support for Directors participation in the Shortfall, ASX rejected the waiver resulting in the Company being required to obtain shareholders approval again. Based on the timeline in the Prospectus the Company's Directors plan to hold a General Meeting of shareholders in late January or early February 2015.

The Shortfall Shares will only be allocated to the extent they are available, and no shares or a lesser amount may be offered. Refer to section 8.4 for Directors Interests.

4.10 ASX listing

Application for Official Quotation of the Securities offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the Securities offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Securities and will repay all application monies for the Securities within the time prescribed under the Corporations Act, without interest and at the sole risk of the applicant.

The fact that ASX may grant Official Quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

The Company will also apply for the Shares allotted to you to be admitted to trading on AIM, within the period prescribed by the AIM rules.

4.11 Issue

Securities issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules, the AIM Rules and timetable set out at the commencement of this Prospectus.

Securities issued pursuant to the Shortfall Offer may be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer (at the sole risk of the applicant).

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim any such interest.

Holding statements for Securities issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

If you are a DI Holder and subscriber in the United Kingdom, your CREST account will be credited with DIs in due course. CREST is a computerised paperless share transfer and settlement system, which allows shares and other securities, including DIs, to be held in electronic rather than paper form. If you elect to settle through CREST, you will not receive a certificate but you will receive a credit to your stock account in CREST for any new DIs issued (subject to compliance with the terms and conditions set out in this Prospectus and the Application Form). Please refer to the separate communication to be made by the Depositary to the holders of Depositary Interests for further details. Further information and terms and conditions applicable to holders of DIs is also set out in Annexure 1.

4.12 Overseas shareholders

This Offer and the Shortfall Offer do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer and the Shortfall Offer are not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia, New Zealand or the United Kingdom. It is noted that no Shareholder will acquire a relevant interest of greater than 20% in issued voting shares in the Company after the completion of the Offer.

No Shares have, nor will any Shares be, registered under applicable securities laws of Canada, Japan, the Republic of Ireland, the Republic of South Africa or the United States pursuant to the Offer and they may not, subject to certain exceptions, be offered or sold directly or indirectly within Canada, Japan, the Republic of Ireland, the Republic of South Africa or the United States of America or to, or for the account or benefit of any national, citizen or resident of Canada,

Japan, the Republic of Ireland, the Republic of South Africa or the United States of America.

The Offer is being made in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2013.

The Shares will be offered in the United Kingdom in reliance on exemptions to the Financial Services and Markets Act 2000 (United Kingdom) (**FSMA**) and the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (**Financial Promotion Order**).

The total amount to be raised under the Offer and the Shortfall Offer is less than €5,000,000 or its equivalent in A\$ which means that this Prospectus does not constitute an 'approved prospectus' for the purposes of section 85 and schedule 11A of the FSMA or the United Kingdom's Prospectus Rules. Accordingly the Prospectus has not been registered, approved or examined by the United Kingdom Financial Conduct Authority or the United Kingdom Listing Authority and therefore may not contain all of the information that a disclosure document or prospectus is required to contain under the laws of England and Wales.

The Offer and the Shortfall Offer are only being made in the United Kingdom to persons who are of a kind described in Article 43(2) (members and creditors of certain bodies corporate) of the Financial Promotion Order. Any investment to which this document relates is available to only those persons described above and persons who do not fall into that category should not rely on this document nor take any action in relation to it.

The Offer and the Shortfall Offer may involve a foreign currency exchange risk as the currency for the Shares is not British Pounds.

Pursuant to ASX Listing Rule 7.7, the Company has appointed GMP Securities Australia Pty Limited (ABN 46 149 263 543 and AFSL 403684) (**Nominee**) to sell the Entitlements to which Ineligible Shareholders are entitled.

The Nominee will direct the proceeds (if any) to the Company or other party upon its instruction to facilitate pro-rata payments to Ineligible Shareholders. The Nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner in which any sale is made.

Any interest earned on the proceeds of the sale of these Entitlements, will firstly be applied against the expenses of such sale, including brokerage, and any balance will accrue to the relevant Ineligible Shareholder as described below.

The net proceeds of the sale of these Entitlements (if any) will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, the proceeds may be retained by the Company.

Notwithstanding that the Nominee must attempt to sell the Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds.

Shareholders resident in Australia, New Zealand or the United Kingdom holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer and the Shortfall Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

4.13 Enquiries

Any questions concerning the Offer should be directed to Sam Cordin, Company Secretary, on +61 8 9322 6322.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to approximately \$3,783,000.

The funds raised from the Offer will be used as general working capital to further the Company's existing projects and also to identify and evaluate additional resource projects, and are planned to be used in accordance with the table set out below:

Description of Cash Outflows	Amount (A\$)
Exploration activities on current project and any new projects acquired – Year 1	296,000
Exploration activities on current project and any new projects acquired – Year 2	735,000
Identification of new business opportunities and projects (including due diligence costs, legal costs, travel costs and consultant fees)	1,000,000
Corporate and administrative costs – Year 1	210,000
Corporate and administrative costs – Year 2	357,000
Costs of the Offer	160,000
Working capital	1,025,441
Total funds raised under the Offer	3,783,441

Notes:

1. Refer to section 8.7 of this Prospectus for further details relating to the estimated expenses of the Offer.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events results from activities and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

If less than \$3,783,441 is raised pursuant to the Offer, the Company will firstly pay the associated expenses of the Offer and then scale back funds available for the identification and acquisition of new business opportunities and projects and then, if required, scale back funds available for working capital and exploration activities.

5.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, will be to:

- (a) increase the cash reserves by \$3,783,441 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 15,133,766 as at the date of this Prospectus to 90,802,596 Shares following completion of the Offer.

5.3 Pro-forma balance sheet

The unaudited balance sheet as at 31 October 2014 shown below has been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options are exercised prior to the Record Date and including expenses of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	UNAUDITED 31.10.2014	ADJUSTMENTS	PROFORMA 31.10.2014
CURRENT ASSETS			
Cash	\$32,371	\$3,593,441	\$3,626,812
Other current assets	\$22,174		\$22,174
TOTAL CURRENT ASSETS	\$54,545	\$3,593,441	\$3,645,986
NON-CURRENT ASSETS			
Exploration	\$563,485		\$563,485
TOTAL NON-CURRENT ASSETS	\$563,485		\$563,485
TOTAL ASSETS	\$618,031	\$3,594,441	\$4,211,472
CURRENT LIABILITIES			
Trade creditors and payables	\$243,263	(\$98,000)	\$145,263
TOTAL CURRENT LIABILITIES	\$243,263	(\$98,000)	\$145,263
TOTAL LIABILITIES	\$243,263	(\$98,000)	\$145,263
NET ASSETS (LIABILITIES)	\$374,768	\$3,691,441	\$4,066,209
EQUITY			
Share capital	\$92,500,222	\$3,691,441	\$96,195,664
Options Reserve	\$1,284,248		\$1,284,248
Foreign currency translation reserve	\$16,050		\$16,050
Retained loss	(\$93,069,633)		(\$93,069,633)
TOTAL EQUITY	\$374,768	\$3,691,441	\$4,066,209

5.4 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	15,133,766
Shares offered pursuant to the Offer	75,668,830
Total Shares on issue after completion of the Offer	90,802,596

Options

	Number
Options currently on issue:	
Unlisted options exercisable at \$15.00 on or before 30 June 2015	22,222
Unlisted options exercisable at \$18.00 on or before 30 June 2015	22,222
Unlisted options exercisable at \$21.00 on or before 30 June 2015	22,222
Unlisted options exercisable at \$3.60 on or before 30 November 2016	57,370
Unlisted options exercisable at \$4.80 on or before 30 November 2016	57,370
Unlisted options exercisable at \$6.00 on or before 30 November 2016	57,370
Unlisted options exercisable at \$2.73 on or before 30 November 2016	33,333
Total Options on issue after completion of the Offer	272,109

The capital structure on a fully diluted basis as at the date of this Prospectus would be 15,133,766 Shares and on completion of the Offer (assuming all Entitlements are accepted and no Options are exercised prior to the Record Date) would be 90,802,596 Shares. The convertible notes that were announced by the Company on ASX on 12 November 2013 have not proceeded to formal documentation and accordingly will not be issued.

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

6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

6.1 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (i) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (ii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held (whether the issue price of the Share was paid up or credited or both), but in respect of partly paid shares shall have such number of votes equal to the proportion which the amount paid or credited on that Share (excluding any amounts paid up in advance of the relevant due date for payment) bears to the total amounts paid and payable (including amounts credited) on that Share.

(c) Dividend rights

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of Shares, the Company may pay dividends as the directors resolve but only out of profits of the Company. Subject to any rights or restrictions attached to a class of Shares, the person entitled to a dividend on a Share is entitled to the entire dividend, if the Share is fully paid (whether the issue price of the Share was paid or credited or both), or, if the Share is partly paid, a proportion which the amount paid (including amounts credited) on that Share

bears to the total amount paid or payable (including amounts credited) in respect of that Share.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit, under which participants may elect in respect of all or part of their Shares to apply the whole or any part of a dividend from the Company in subscribing for securities of the Company.

(d) **Winding-up**

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 determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the members entitled, provided that a member need not accept any property, including Shares or other securities, carrying a liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, 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. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

7. RISK FACTORS

7.1 Introduction

- (a) The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.
- (b) There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.2 Company specific

(a) Additional requirements for capital

The Company's funding requirements depend on numerous factors including the Company's ability to generate income from its projects, the results of joint venture operations, future exploration and work programs and the acquisition of new projects.

If less than \$3,783,441 is raised pursuant to the Offer and Shortfall Offer, the Company will need to scale back funds available as outlined in Section 3.2. Furthermore, the Company may require further funding in addition to current cash reserves and proceeds from the Offer and Shortfall Offer to fund exploration activities.

Additional equity financing, if available, may be dilutive to Shareholders and at lower prices than the current market price. 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 or anticipated expansion.

(b) New projects and acquisitions

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

The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or successful. If the propose acquisition is

not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or the raising of additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

Furthermore, if a new investment or acquisition by the Company is completed, ASX and/or AIM may require the Company to seek Shareholder approval and to meet the admission requirements under Chapters 1 and 2 of the Listing Rules (or equivalent AIM Listing Rules) as if the Company were a new listing. There would be costs associated in re-complying with the admission requirements. The Company may be required to incur these costs in any event, were it to proceed to seek to acquire a new project which is considered to result in a significant change to the nature or scale of its existing operations.

If a new investment or acquisition is not completed, then the Company may not be in a position to comply with the ongoing Listing Rules, which includes but is not limited to, maintaining a sufficient level of operations and financial position. Given the nature of resource exploration, this may also occur if the Company abandons and/or relinquishes a project which is no longer considered viable.

Any new project or business acquisition may change the risk profile of the Company, particularly if the new project is located in another jurisdiction, involving a new commodity and/or changes the Company's capital/funding requirements. Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

(c) **Limited operating history**

The Company has limited operating history on which it can base the evaluation of its prospects.

The success of the Company in the short to medium term is dependent upon a number of factors, including the successful identification and acquisition of new projects in the energy sector and the successful exploration of any new or current projects.

The prospects of the Company must be considered in light of the considerable risks, expenses and difficulties frequently encountered by companies in the early stage of energy exploration and development activities.

Furthermore, as no projects of the Company have commenced operations, there can be no guarantee that the business will operate in line with assumed cost structures. Should the level of costs required to operate the business be higher than anticipated then it may have a materially adverse effect on the future performance and prospects of the Company.

There can be no assurance that any new or current projects will be profitable in the future. Should production commence, the operating expenses and capital expenditures of the projects may increase in future years as targeted resources are more difficult to extract.

The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners, and other factors, many of which are beyond the Company's control.

The Company expects to incur losses unless and until such time as any new or current projects enter into commercial production and generate sufficient revenues to fund their continuing operations. The development of the new and current projects will require the commitment of substantial resources. There can be no assurance that the Company will generate any revenues or achieve profitability.

(d) **Joint Venture Risk**

The Company is subject to the risk that changes in the status of any of the Company's joint ventures (including changes caused by financial failure or default by a participant in the joint venture) may adversely affect the operations and performance of the Company.

(e) **Potential for significant dilution**

Upon implementation 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 15,133,766 currently on issue to 90,802,596. 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 being implemented and the Directors do not make any representation as to such matters.

(f) **Foreign Operations Risks**

The Company's Project is located in the USA and, as such, the operations will be exposed to various levels of political, economic and other risks and uncertainties.

Changes, if any, in mining or investment policies or shifts in political attitude in the USA may adversely affect the operations or profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of the Company.

(g) **Title**

The Company's exploration activities are dependent upon the grant, or as the case may be, the maintenance of appropriate tenements, which may be withdrawn or made subject to limitations. The maintaining of tenements, obtaining renewals, or getting tenements granted, often depends on the Company being successful in obtaining required statutory approvals for its proposed activities and that the tenements, licences, leases, permits or consents it holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith.

Furthermore, the system for obtaining title to mineral leases in the USA can be complex given that numerous parties may hold the undivided mineral rights to a particular tract of land, making it extremely difficult to secure contiguous leases. Securing the leases to those rights often requires lengthy negotiation with the various parties. In order to independently verify that the parties with whom the Company is dealing are the correct and sole holders of the mineral rights, and to analyse the full rights and restrictions applying to the interest held by those parties, requires that a company obtain detailed title opinions from appropriately qualified and experienced lawyers. This can be a lengthy and expensive process and the final opinions are often the subject of numerous qualifications. It is therefore customary that such title opinions are not sought until the Company proposes to conduct a drilling operation and/or expend significant amounts of money on a particular lease. In addition, obtaining leases in the USA involves a substantial amount of legal work even before leasing can begin. There is therefore no guarantee that the Company will be able to lease on commercially acceptable terms.

The Company has adopted this customary approach and, accordingly, may not have obtained the detailed title opinions on its leases. As a consequence there may be third parties that hold or claim mineral rights in relation to the leases held by the Company which have not previously been identified.

Further, some of the leases in which the Company has an interest may have a fixed term and be subject to applications for renewal. The renewal of the term of each lease is usually at the discretion of the relevant lessor. If a lease is not renewed or granted, the Company may suffer significant damage through loss of the opportunity to develop and discover any oil or gas resources on that lease.

7.3 Industry specific

(a) **Exploration, development, mining and processing risks**

The projects of the Company are at various stages of exploration, and potential investors should understand that exploration and development are high-risk undertakings.

There can be no assurance that exploration of these projects, or any other projects that may be acquired in the future or will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the tenements, a reduction in the base reserves of the Company and possible relinquishment of the tenements.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(b) Obtaining and renewal of necessary approvals

The Company may be unable to obtain and renew the approvals and licenses necessary for its operations, which would reduce its production, cash flow and profitability (where applicable).

Mining companies must obtain and renew numerous approvals licenses and operating permits that impose strict regulations on various environmental and safety matters in connection with coal mining. These include approvals and licenses issued by various local agencies and regulatory bodies. The approving rules are complex and may change over time, making its ability to comply with the applicable requirements more difficult or even impossible, thereby precluding continuing or future mining operations. An inability to conduct mining operations (if applicable) pursuant to applicable approvals would reduce production, cash flow and profitability (if applicable).

(c) Commodity and Currency Volatility

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and currency exchange rate risks.

Commodity prices inherently fluctuate and are affected by numerous factors beyond the control of the Company, including world demand for particular commodities, forward selling by producers and the level of production costs in major commodity producing regions. Moreover,

commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, a commodity.

Commodities are principally sold throughout the world in US dollars. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar and/or adverse movements in commodity prices, could have a materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures were deemed necessary by the board of directors to mitigate such risks.

(d) **Environmental Risks**

The operations and proposed activities of the Company are subject to laws and regulation concerning the environment. As with most exploration and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds.

7.4 **General risks**

(a) **Economic**

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.

(b) **Market conditions**

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;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each

investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

(d) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

7.5 Speculative 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 Securities offered under this Prospectus

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

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

8. ADDITIONAL INFORMATION

8.1 Litigation

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

Potential Dispute with Former Hungarian based Executive

The Company is in ongoing discussions with Mr Csaba Boker, who is a former Hungarian based executive of a number of the Company's Hungarian subsidiaries. These discussions include the issue of the non-payment by the Company of performance milestones which the Board consider are not payable as they have clearly not been met or substantially completed (in which case the Company would be required to negotiate in good faith an alternative fee arrangement).

There can be no certainty that these discussions will end with an amicable resolution or not result in legal proceedings. However, based on information received to date, the Directors are of the view that any legal claim would be vexatious and/or not material to the Company.

8.2 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

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 enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX and AIM as applicable from time to time, including, in the case of ASX, throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the lodgement of the Company's latest annual financial report on 26 September 2014, and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
10/12/2014	Change in Substantial Holding
08/12/2014	Appendix 3B
08/12/2014	Change of Director's Interest Notice x 2
08/12/2014	Completion of Share Consolidation
25/11/2014	Results of Annual General Meeting
14/11/2014	Change of Company Secretary and Share Registry
31/10/2014	September 2014 Quarterly Report
31/10/2014	Annual Report 2014
28/10/2014	Company Restructure Update
24/10/2014	Notice of Annual General Meeting
01/10/2014	Issue of Shares and Appendix 3B

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.wildhorse.com.au.

8.3 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX. The Company's Shares are also admitted to trading on AIM, and so the Company is subject to disclosure requirements under the AIM Rules and rule 5 of the FCA's Disclosure and Transparency Rules.

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

Highest*	\$0.180	23 September to 8 October 2014
Lowest*	\$0.052	10 December 2014
Last*	\$0.06	12 December 2014

* Prices adjusted to reflect post-consolidation equivalent

8.4 Interests of Directors

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

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

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

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

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below.

Director	Shares	Options	Entitlement Number	Entitlement \$
Ian Middlemas	170,000	Nil	850,000	\$42,500
Mark Hohnen	33,219	Nil	166,096	\$8,305
Mark Pearce	-	Nil	-	-

Shareholders approved at the Company' Annual General Meeting dated 25 November 2014, for the issue of the Related Party Shortfall Shares to Messrs Middlemas, Hohnen and Pearce out of the Shortfall Shares available subsequent to completion of the Entitlements Issue with the following results:

Resolution	For	Against	Abstain	Proxy's Discretion
Authority to Issue Shortfall Shares to Mr Ian Middlemas	24,422,262	506,637	5,100,868	2,014,971
Authority to Issue Shortfall Shares to Mr Mark Hohnen	29,122,348	906,551	868	2,014,971
Authority to Issue Shortfall Shares to Mr Mark Pearce	29,522,262	506,637	868	2,014,971

The Company submitted a waiver application to ASX to extend the time allowed to issue the securities. The Company expected approval based on the support from shareholders. Notwithstanding the shareholder support for Directors participation in the Shortfall, ASX rejected the waiver resulting in the Company being required to obtain shareholders' approval again. Based on the timeline in the Prospectus the Company's Directors plan to hold a General Meeting of shareholders in late January or early February 2015.

Director	Shares	Entitlement	Maximum Shortfall Allocation*	Maximum Holding (post-Rights issue)*
Ian Middlemas	170,000	850,000	10,000,000	11,020,000
Mark Hohnen	33,219	166,096	10,000,000	10,199,315
Mark Pearce	-	-	5,000,000	5,000,000

* Subject to shareholders approval

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total annual remuneration paid to directors (excluding share based payments).

Director	07/2013-06/2014	07/2012 – 06/2013	07/2011-06/2012
Ian Middlemas	\$0	\$36,000	\$36,000
Mark Hohnen	\$5,833	\$70,000	\$70,000
Mark Pearce	-	-	-

The level of non-executive director fees effective from 1 July 2014 has not been set as yet by the Board, and will only be considered by the Board upon the successful completion of the current Company recapitalisation process.

8.5 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offer.

Steinepreis Paganin has acted as the Australian solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin approximately \$7,500 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$8,100.21 (excluding GST and disbursements) for legal services provided to the Company and has rendered additional fees on commercial terms. Steinepreis Paganin (or its nominee) will be issued 560,000 Shares in satisfaction of a fee of \$28,000 owing to it.

Watson Farley and Williams LLP has acted as the United Kingdom solicitors to the Company in relation to the Offer. The Company estimates it will pay Watson Farley and Williams \$7,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Watson Farley and Williams has been paid fees totalling \$16,083 (excluding GST and disbursements) for legal services provided to the Company.

8.6 Consents

Each of the parties referred to in this section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section;
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section;
- (c) Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC; and
- (d) Watson Farley and Williams LLP has given its written consent to being named as the solicitors in the United Kingdom to the Company in this Prospectus. Watson Farley and Williams LLP has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.7 Expenses of the offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$160,012 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	\$2,290
ASX fees	\$10,580
Australian legal fees	\$7,500
Printing and distribution	\$19,132
UK legal fees	\$7,000
Stamp Duty and Shortfall Fee	\$113,510
Total	\$160,012

The Company may pay a broker stamping fee of up to 5% of the funds raised under the Offer as a result of Shareholders accepting their Entitlement where the Entitlement and Acceptance Form contains the broker stamp of certain participating brokers as determined by the Directors in their sole discretion

(**Stamping Fee**) and a broker placement fee of up to 5% of the funds raised under the Shortfall Offer where the Shortfall Acceptance Form contains the broker stamp of certain participating brokers as determined by the Directors in their sole discretion, apart from monies introduced by the Company (**Shortfall Fee**).

8.8 Electronic prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on +61 8 9322 6322 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.wildhorse.com.au.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic 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.

8.9 Clearing House Electronic Sub-Register System (CHES), CREST and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing share certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

CREST is a computerised paperless share transfer and settlement system, which allows shares and other securities including DIs to be held in electronic rather than paper form.

If you elect to settle through CREST, you will not receive a certificate but you will receive a credit to your stock account in CREST for any new DIs issued (subject to compliance with the terms and conditions set out in this Prospectus and the Application Form).

Further information and terms and conditions applicable to holders of DIs is set out in Annexure 1.

8.10 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application,

service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

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. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

9. 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.

A handwritten signature in black ink, appearing to read 'M Pearce', written over a horizontal line.

Mark Pearce
Non-Executive Director
For and on behalf of
Wildhorse Energy Limited

10. **GLOSSARY**

\$ means the lawful currency of the Commonwealth of Australia.

AIM means the Alternative Investment Market of the London Stock Exchange.

AIM Rules means the AIM Rules for Companies for companies admitted to trading on AIM, including the AIM Note for Mining and Oil & Gas Companies, as published by the LSE from time to time.

Applicant means an Eligible Shareholder who applies for Shares pursuant to the Offer or an Eligible Shareholder or other party who applies for Shortfall Shares pursuant to the Shortfall Offer.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX or AIM declares is not a business day.

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

Company means Wildhorse Energy Limited (ACN 117 085 748).

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

Corporations Act means the Corporations Act 2001 (Cth).

CREST means the computerised settlement system (as defined in the Regulations) in the UK operated by Euroclear UK & Ireland Limited which facilitates the transfer of title to shares in uncertificated form.

CREST Member means a person who has been admitted by Euroclear UK & Ireland Limited as a system-member (as defined in the Regulations).

Depository means Computershare Investor Services PLC.

Depository Interests or **DIs** means Depository Interests representing Shares issued by the Depository on the terms and conditions of a deed dated 21 June 2011 executed by the Depository and the Company.

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

Eligible Shareholder means the holders of a Share or Depositary Interest on the Record Date with a registered address in Australia, New Zealand or the United Kingdom and registered holders of Depositary Interests.

Entitlement means the entitlement to subscribe for 5 new Shares for every 1 Share held on the Record Date (and, where applicable, includes any interest in such entitlement made available by the Depositary to Depositary Interest Holders).

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

Ineligible Shareholder means Shareholders who are not Eligible Shareholders.

FCA means the United Kingdom Financial Conduct Authority.

GMT means Greenwich Mean Time, as observed in London, United Kingdom.

Offer means the renounceable entitlement issue the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

Related Party Shortfall Shares means Shortfall Shares to be issued to related parties of the Company.

Securities means Shares offered pursuant to the Entitlement.

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

Shareholder means a holder of a Share.

Shortfall means the Shares not applied for under the Offer (if any).

Shortfall Application Form means the shortfall application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in section 4.9 of this Prospectus.

Shortfall Shares means those Shares issued pursuant to the Shortfall.

Regulations means the Uncertificated Securities Regulations 2001, as amended from time to time.

WST means Western Standard Time as observed in Perth, Western Australia.

ANNEXURE 1

DI HOLDERS

Words and expressions used in this Annexure 1 shall, unless defined herein, be as defined in the letter to which this annexure is attached.

1. UK Depositary Interest Holders

(a) General

The Company's Shares are not capable of being traded in electronic form through the CREST system. The Company therefore has a facility whereby Computershare Investor Services PLC (as Depositary and pursuant to a depositary interest deed poll in respect of the Company, the **Depositary Interest Deed**) issues Depositary Interests, representing Shares, to Shareholders who wish to hold Shares in electronic form within the CREST system. The legal title to the Shares is held in certificated form by Computershare Clearing Pty Ltd (**CCP**), a nominee of the Depositary, on trust for the relevant Shareholders, to whom it issues uncertificated Depositary Interests (on a one for one basis) representing those underlying Shares.

Whilst CCP is registered as the owner of Shares in the Company pursuant to the Depositary Interest Deed, it holds Shares on behalf of, and for the benefit of, the holders of DIs (**DI Holders**). The Offer is therefore being made directly to DI Holders on the Record Date and CCP will not be entitled to participate in the Offer in their own right.

If, on the Record Date, a DI Holder is a trustee or nominee (**a Nominee**) holding DIs on behalf of one or more other persons (each such person, **a Beneficiary**):

- the Nominee shall be entitled to submit an application for Shares (on and subject to the Terms) on behalf of each such Beneficiary (provided the Nominee provides to the Company satisfactory evidence of each such Beneficiary's status as a Beneficiary); and
- the Nominee shall not be entitled to submit an application for Shares on its own behalf unless it is a Beneficiary in its own right.

Each Beneficiary may only participate once in an Offer. If the Company does not receive satisfactory evidence of a Beneficiary's status in accordance with this paragraph, an application for Shares submitted by a Nominee on behalf such Beneficiary may not be accepted by the Company.

(b) Application

A DI Holder shall receive, in respect of any application which it may make under the Offer, a credit to its stock account in CREST of such number of new DIs (**New Depositary Interests**) as is equal to the number of Shares applied for.

The CREST stock account to be credited will be an account under the participant ID and member account ID that apply to the DIs held on the

Record Date by the DI Holder in respect of which the New Depositary Interests have been allocated.

DI Holders who wish to apply for some or all of their entitlements to DIs should refer to the instructions set out in the separate communication to be made by Computershare Investor Services PLC (as Depositary) to the holders of Depositary Interests and the Application Form. Should you need advice with regard to these procedures, please contact Computershare UK on +44(0)870 702 0003.

(c) Effect of Valid Application

A DI Holder who makes a valid application for New Depositary Interests will, in making an application:

- pay the amount payable on application in accordance with the procedures set out in the separate communication to be made by Computershare Investor Services PLC (as Depositary) to the holders of Depositary Interests;
- request that the DIs to which it is entitled be issued to it on the terms and subject to the constitution of the Company, the Depositary Interest Deed and the services agreement relating to DIs between the Company and Computershare UK; and
- agree that all applications and contracts resulting therefrom shall be governed by, and construed in accordance with, the laws of England.

(d) Company's discretion as to Rejection and Validity of Applications

The Company may in its sole discretion treat as valid and binding an application which does not comply in all respects with the requirements as to validity set out or referred to in this document.

2. Market Claims

Applications for New Depositary Interests may only be made by a person who is a DI Holder on the Record Date (in accordance with paragraph 1 above).