



CHARTER PACIFIC

Corporation Limited

ACN 003 344 287



SHORT FORM PROSPECTUS

For the offer of up to 67,710,143 Shares, to be issued at an issue price of \$0.04 per Share to raise up to \$2,708,405.72.

There is no minimum subscription under the Offer

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. The Shares offered by this Prospectus should be considered highly speculative.

This Prospectus is a short form prospectus prepared in accordance with section 712 of the Corporations Act. This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type, but refers to parts of documents lodged with ASIC, the contents of which are therefore taken to be included in this Prospectus.



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Corporate Directory

Current Directors and Officers

Mr Brian Sprod – Non Executive Chairman
Mr Kevin Dart – Managing Director
Mr Peter Bradfield – Non Executive Director
Mr David Selfe – Non Executive Director

Mr Steven Cole – Company Secretary

Registered Office

Level 18,
50 Cavill Avenue
Surfers Paradise Qld 4217

Website

www.charpac.com.au

Share Registry

Link Market Services Limited
Locked Bag 3415
Brisbane QLD 4001

Legal Advisers

Barraket Stanton Lawyers
Level 11
90 Arthur Street
North Sydney NSW 2060

Auditor

BDO
Level 14
140 William Street
Melbourne Vic



Chairman's Letter

Dear Investor,

On behalf of the Board, it gives me pleasure to provide you with this Prospectus, and the opportunity to invest in Charter Pacific Corporation Limited (Charter Pacific) as it continues to develop its exciting iron ore projects in Mauritania, West Africa.

On 29 July 2013 Charter Pacific Corporation Limited (Charter Pacific) announced a 2 for 3 pro rata renounceable rights issue to shareholders for the issue of up to 82,236,806 shares at \$0.04 each to raise \$3,289,472.24. The rights issue closed on 30 August 2013 after receiving acceptances for a total of 14,526,663 ordinary shares at an issue price of 4 cents per share raising \$581,066.52 leaving a total of 67,710,143 shares under subscribed.

Charter Pacific has issued this prospectus to give retail investors the opportunity to subscribe for the shortfall shares from the rights issue being 67,710,143 shares at an issue price of \$0.04 each to raise up to \$2,798,405.72.

Whilst the Directors have the right to place the shortfall shares from the rights issue at their discretion to sophisticated investors during the 3 months following the close of the rights issue, they have resolved to also provide an opportunity for retail investors to invest in the company on the same terms and conditions as the recent rights issue.

This Prospectus has been prepared in order to:

- (a) give potential investors information about the Company's current activities in its investments in iron ore projects in Mauritania; and
- (b) offer up to 67,710,143 Shares at a price of \$0.04 each.

This Prospectus contains detailed information about recent developments in the Kaoua El Khadra Iron Ore Permit 792, phase two of the proposed trenching and drilling program and the Offer. It also outlines the potential risks associated with the Company which are detailed in Section 5.

It is therefore with great pleasure that we look forward to welcoming Investors to join Charter Pacific as it further develops its exciting iron ore investments in Mauritania.

Yours faithfully

Brian Sprod
Chairman

1. Important Notice

This Prospectus is dated 17 September 2013 and was lodged with ASIC on that date. 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 Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application will be made to ASX within seven (7) days after the date of this Prospectus for Official Quotation of the Shares the subject 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 you read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

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 of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia 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.

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

Details of the definitions and abbreviations used in this Prospectus are set out in Section 8.

1.1 Risk factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 5. 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 Shares pursuant to this Prospectus.

1.2 Short form prospectus

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This means this Prospectus alone does not contain all the information that is generally required to satisfy the disclosure requirements of the Corporations Act. Rather, it incorporates all other necessary information by reference to information contained in documents which have been lodged with ASIC.

1.3 Exposure Period

This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants, prior to the raising of funds. You should be aware that this examination may result in the identification of deficiencies in this Prospectus. In such circumstances, any application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications for Shares under this Prospectus will not be processed by the Company until after the expiry of the Exposure Period. No preference will be conferred upon applications lodged prior to the expiry of the Exposure Period.

1.4 Web Site-Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.charpac.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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.

1.5 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 the Company, the Directors and management.

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 the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6.

1.6 Financial information

A summary of activities and financial information relating to the Company are detailed in the following documents:

- (a) Appendix 4E Preliminary Final Report for the year ended 30 June 2013 lodged with ASX on 30 August 2013;
- (b) Half Year Accounts lodged with ASX on 28 February 2013;
- (c) The Annual Financial Report for the year ended 30 June 2012 lodged with ASX on 28 September 2012;
- (d) The Annual Financial Report for the year ended 30 June 2013 will be lodged at ASX prior to 30 September 2013;

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of the Half Year Accounts lodged with ASX on 28 February 2013 are listed in Section 4.8.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that all Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.7 Photographs and diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents, or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.



2. Investment Overview

2.1 Important notice

This Section is a summary only and is not intended to provide full information for investors intending to apply for Shares offered pursuant to this Prospectus. This Prospectus should be read and considered in its entirety.

2.2 Purpose of the Offer

The funds raised from the issue of Shares under this Offer will be used by the Company to fund its:

- exploration campaign focusing on the trenching and RC drilling program in iron ore Permit 792 in Mauritania, West Africa;
- project management and working capital requirements; and
- the costs of this capital raising.

2.3 The Offer

Charter Pacific Corporation Limited (ACN 003 344 287) (the **Company**) is offering the opportunity to subscribe for up to 67,710,143 fully paid ordinary shares in the capital of the Company at an issue price of \$0.04 per share to raise \$2,708,405.72 being the shortfall shares pursuant to the Company's pro rata renounceable rights issue which closed on 30 August 2013.

Capital Structure on completion of the Offer

	Number of Shares	Number of Management Shares
Balance at the date of this Prospectus	137,881,873	2
To be issued under the Offer	67,710,143	
Balance after the Offer	205,592,016	2

Management Shares

There are two management shares on issue in the Company.

The voting rights applying to the management shares are contained in paragraph 4.5 of the Company's constitution.

The holder of the management shares when present in person or by proxy or attorney at any general meeting of the Company on a poll or show of hands be entitled to as many votes as shall together with votes which the holder may exercise in respect of the shares held solely by him in his own capacity and not as trustee, attorney or otherwise as shall institute thirty per centum (30%) of the votes given personally or by proxy or attorney on such resolution.

2.4 Conditions to the Offer

Opening and Closing Dates

The Company will accept Application Forms until 5.00pm AEST on 29 November 2013 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (Closing Date).

No minimum subscription

There is no minimum amount sought to be raised by the Share Offer. If the Share Offer is fully subscribed, the Share Offer will raise approximately \$2.7 million (before costs of the Share Offer). The Company will proceed to allot the Shares if a lesser amount is raised and irrespective of the amount raised. The Company intends to allot the Shares progressively as Applications are received and in any event, will allot all Shares as soon as possible after the Closing Date.

There is no provision for oversubscriptions.

Application Form

If you wish to subscribe for Shares under the Offer you should complete and return the Application Form, which will be provided with a copy of this Prospectus by the Company at the Company's discretion, in accordance with the instructions in the Application Form. Completed Application Forms must be received by the Company prior to 5.00pm AEST on the Closing Date. Application Forms should be delivered to **Charter Pacific Corporation Limited, Level 18, 50 Cavill Avenue, Surfers Paradise, Queensland 4217** or mailed to **P.O. Box 40, Surfers Paradise, Queensland 4217** or sent by facsimile to (07) 5526 8922.

If you are in doubt as to the course of action, you should consult your professional advisor.

The Company reserves the right to reject any Application or to issue a lesser number of Shares than those applied for. Where the number of Shares issued is less than the number applied for, surplus Application Monies will be refunded (without interest) as soon as reasonably practicable after the Closing Date.

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

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

Issue and dispatch

The Company intends to issue the Shares under the Offer as soon as reasonably practicable following the Closing Date. Security holder statements will be dispatched as soon as possible after issue of the Shares.

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

Application Monies held on trust

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

ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for the official quotation of the Shares. If permission is not granted by ASX for the official quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

CHESS

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

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

If you are broker sponsored, ASTC will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by Link Market Services Limited and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

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

Residents outside Australia

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

Risk factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are in Section 5.

Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

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

Privacy

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

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

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

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

Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on (07) 5538 2558.

(collectively, the Conditions).

2.5 Business of the Company

The Company is currently developing its investments in Mauritania, West Africa which comprise a 51% interest in two (2) iron ore exploration permits and 100% interest in two (2) gold exploration permits. The company is currently undertaking a trenching and drilling exploration program in iron ore Permit 792 in Mauritania, West Africa. Please refer to Section 4.1 for recent developments in respect to the iron ore project in Mauritania

2.6 Indicative timetable*

EVENT	DATE
Prospectus lodged with the ASIC	17 September 2013
Opening Date	17 September 2013
Closing Date	29 November 2013
Shares commence trading on ASX	9 December 2013

• These dates are indicative only and may be varied by the Company without notice. As such, the date the Shares are expected to commence trading on ASX may vary.

2.7 Key information

KEY INFORMATION	FURTHER DETAILS
(i) Type of securities being offered and rights and liabilities attaching to such securities Fully paid ordinary shares in the capital of the Company ranking equally with the existing Shares on issue.	Sections 3.1 and 4.5
(ii) Minimum subscription of the Offer No minimum subscription.	Section 3.2
(iii) Oversubscriptions No oversubscriptions.	Section 3.3
(iv) How to apply for Shares Complete and return the Application Form, together with payment in full for the quantity of Shares being applied for. Applications must be for a minimum of 12,500 (\$500) Shares and, thereafter in multiples of 5,000 Shares (\$200).	Section 3.4
(v) Will the securities be listed? Application for Official Quotation by ASX of the Shares offered pursuant to this Prospectus will be made within seven (7) days after the date of this Prospectus.	Section 3.5

KEY INFORMATION

FURTHER DETAILS

(vi) How will Shares be allocated?

Section 3.6

The Directors will determine the allottees in their sole discretion.

(vii) Where will the Offer be made?

Section 3.7

No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares, the subject of this Prospectus, in any jurisdiction outside Australia. Applicants who are residents in countries other than Australia 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.

(viii) CHES & Issuer Sponsorship

Section 6.12

The Company will apply to participate 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.

(ix) Who should I contact with queries?

Any questions concerning the Offer should be directed to the Company Secretary at the registered office by telephone (07) 5538 2558, fax (07) 5526 8922 or email charpac@charpac.com.au.

2.8 Use of funds

The funds raised from the issue of Shares under this Prospectus will be used by the Company to fund its:

- exploration campaign focusing on the trenching and RC drilling program in iron ore Permit 792 in Mauritania, West Africa;
- project management and working capital requirements; and
- the costs of the capital raising.

The Directors believe that the Company will have sufficient working capital to meet its business obligations upon completion of the Offer.

Depending on the success of its activities, the Company may require debt or further equity fundraisings.

2.9 Effect on capital structure

The capital structure of the Company following completion of the Offer is summarised below.

Shares	Number
Shares currently on issue	137,881,873
Shares capable of issue under the Offer (up to)	67,710,143
Total Shares on issue at completion of the Offer	205,592,016

2.10 Financial information

A summary of activities and financial information relating to the Company are detailed in the following documents:

- (a) Appendix 4E Preliminary Final Report for the year ended 30 June 2013 lodged with ASX on 30 August 2013;
- (b) Half Year Accounts lodged with ASX on 28 February 2013;

- (c) The Annual Financial Report for the year ended 30 June 2012 lodged with ASX on 28 September 2012;
- (d) The Annual Financial Report for the year ended 30 June 2013 will be lodged at ASX prior to September 2013;

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of the Half Year Accounts lodged with ASX on 28 February 2013 which are listed in Section 4.8.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

The following Pro-Forma Statement of Financial Position has been prepared in accordance with the draft ASIC Guide to Disclosing Pro-Forma Financial Information (issued July 2005). The pro-forma statement of financial position is based on the audited financial position as at 30 June 2013 set out in the Company's preliminary final report dated 30 August 2013 that has then been adjusted to reflect the completion of the recent rights issue and the issue under this Prospectus.

<u>Pro-Forma Statement of Financial Position FY13</u>	30 June 2013	Post New Issues
ASSETS	\$	\$
Cash and cash equivalents (a)	\$561,839	\$3,651,311
Trade and other receivables	\$11,201	\$11,201
Prepayments	\$278,767	\$278,767
Financial assets at fair value through profit or loss	<u>\$267,817</u>	<u>\$267,817</u>
Total current assets	\$1,119,624	\$4,209,096
Exploration and evaluation expenditure	\$1,810,939	\$1,810,939
Plant and Equipment	<u>\$89,549</u>	<u>\$89,549</u>
Total non-current assets	\$1,900,488	\$1,900,488
Total assets	\$3,020,112	\$6,109,584
Liabilities		
Trade and other payables	\$154,970	\$154,970
Loans and borrowings	\$1,144,515	\$1,144,515
Employee benefits	<u>\$1,504,385</u>	<u>\$1,504,385</u>
Total current liabilities	\$2,803,870	\$2,803,870
Total liabilities	\$2,803,870	\$2,803,870
NET ASSETS	<u>\$216,242</u>	<u>\$3,305,714</u>
EQUITY		
Issued capital (b)	\$26,015,307	\$29,104,779
Reserves	\$1,850,350	\$1,850,350
Accumulated losses	<u>-\$27,667,080</u>	<u>-\$27,667,080</u>
Total equity of equity holders of the Company	198,577	\$3,288,049
Minority interest	\$17,665	\$17,665
TOTAL EQUITY	<u>\$216,242</u>	<u>\$3,305,714</u>

The Pro-Forma Statement of Financial Position includes the following adjustments:

(a) & (b) Cash received for new issue of capital following completion of the recent rights issue and this Prospectus, \$3,289,472 less estimated costs of the issue \$200,000.

2.11 Substantial Shareholders

Based on information available to the Company as at the date of this Prospectus, those persons who (together with their associates) will hold a relevant interest in 5% or more of the Shares on issue, following the completion of the Offer and the Scheme are set out below:

Shareholder Name	Number of Shares	Percentage
Mr Kevin Dart	36,252,954	26.29%

2.12 Key Risks

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the securities of the Company.

The following are some of the key investment risks that the Company will be exposed to if the Offer is completed:

Nature of mineral exploration and mining

Mineral exploration and development is a speculative business, characterised by a number of significant uncertainties. For example, unprofitable efforts may result not only from the failure to discover mineral deposits but also from finding mineral deposits that are insufficient in quantity and/or quality to return a profit from production. Even deposits that could be sufficient to provide a profit from production are not guaranteed to do so because management of the mining operation may fail to perform adequately.

While the discovery of a mineral structure may result in substantial rewards, few properties that are explored are ultimately developed into economically viable operating mines. The marketability of any minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the Company's control and which cannot be accurately predicted.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. However, some of the risks are highly unpredictable and the extent to which the Board can effectively manage them is limited.

Section 5 describes certain risk factors that may affect the Company's operations and prospects and your investment in the Company. This list of risk factors ought not to be taken as exhaustive of the risks faced by the Company.

2.13 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, pursuant to the Offer, 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 or responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

2.14 Dividend Policy

It is anticipated that significant expenditure will be incurred in the evaluation and development of the Company's projects. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the availability of distributable earnings and the operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.



3. Details of the Offer

3.1 The Offer

Pursuant to this Prospectus, the Company invites applications for up to 67,710,143 fully paid ordinary shares at \$0.04 each (\$2,708,405.72) in the Company being the Shortfall Shares pursuant to the Company's renounceable rights issue dated 6 August 2013 which closed on 30 August 2013.

3.2 Minimum subscription

There is no minimum subscription for the Offer.

3.3 Oversubscriptions

The Company will not be accepting oversubscriptions.

3.4 Applications

Applications for Shares must be made using the Application Form.

Applications must be for a minimum of 12,500 Shares (\$500) and, thereafter, in multiples of 5,000 Shares (\$200) and payment must be made in full at the issue price of \$0.04 per Share.

Completed Application Forms and accompanying cheques must be mailed or delivered to the Company as follows:

Post

Charter Pacific Corporation Limited
PO Box 40
Surfers Paradise Qld 4217

Delivery

Charter Pacific Corporation Limited
Level 18, 50 Cavill Avenue
Surfers Paradise Qld 4217

Cheques should be made payable to "**Charter Pacific Corporation Limited - Share Placement Account**" and crossed "**Not Negotiable**". Completed Application Forms and cheques must reach the address set out above by no later than the Closing Date.

Funds can be electronically transferred to the following bank account and application forms mailed, delivered as above or emailed to charpac@charpac.com.au;

Charter Pacific Corporation Limited - Share Placement Account at the National Australia Bank, Brisbane

BSB	084 004
Account No.	135717367
Ref:	Applicants name

The Company reserves the right to close the Offer early.

3.5 Listing

Application for Official Quotation by ASX of the Shares to be issued, pursuant to the Offer, will be made within seven (7) days after the date of this Prospectus.

If the Shares are not admitted to Official Quotation by ASX before the expiration of three (3) months after the date of issue of this Prospectus, or such period as varied by ASIC, 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.

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

3.6 Allotment and issue

Subject to the satisfaction of the Conditions, the issue of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date.

Pending the allotment and issue of the Shares, 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. However, the Company will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

The Directors, in their sole discretion, will determine the allottees of all of the Shares. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no allotment is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Holding statements for Shares issued to the issuer sponsored subregister, and confirmation of issue for the Clearing House Electronic Subregister System (**CHESS**) holders, will be mailed to Applicants being issued Shares, pursuant to the Offer, as soon as practicable after their issue.

3.7 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. 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 of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

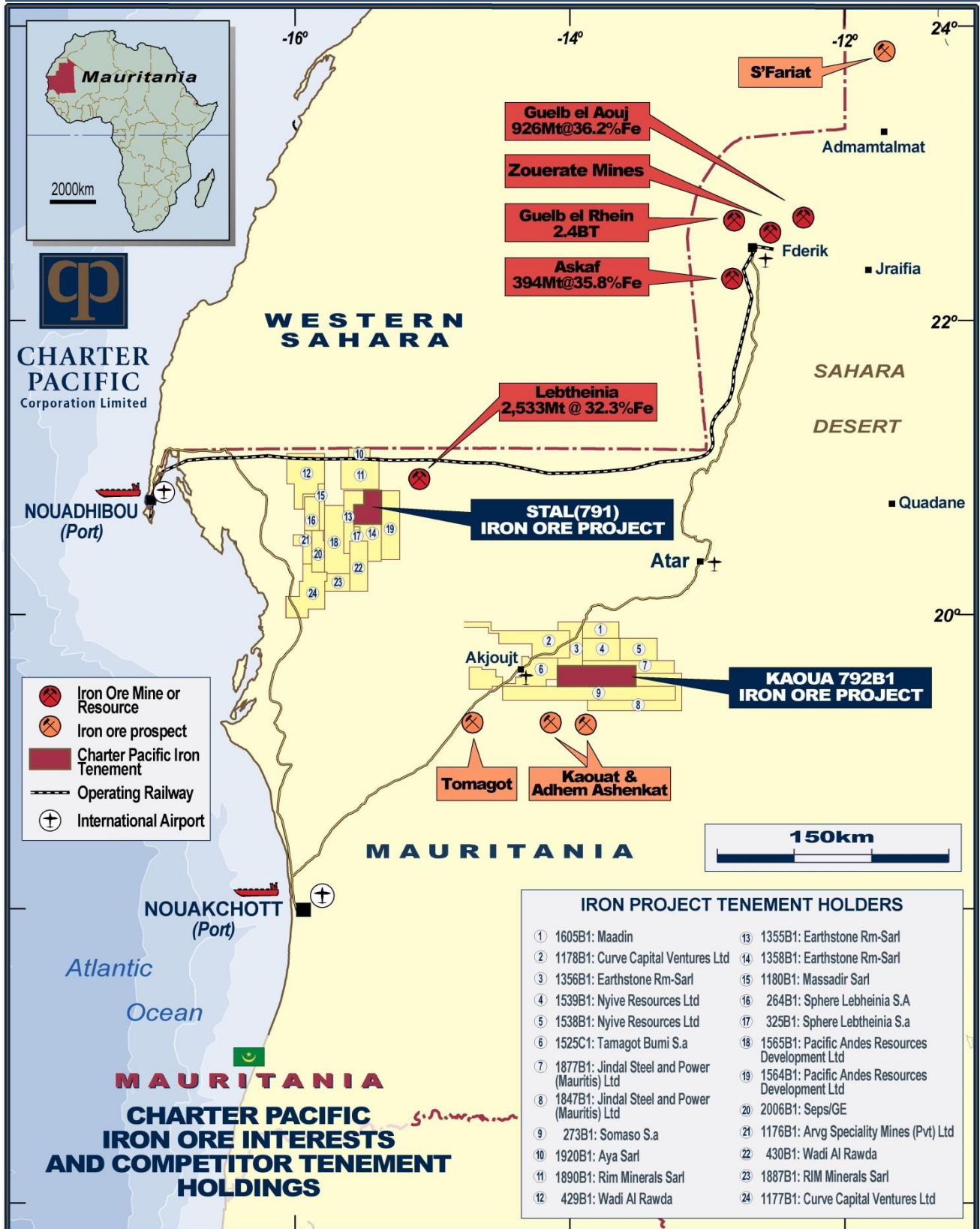
No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

If you are outside Australia, it is your responsibility to obtain all necessary approvals for the allotment and issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained.

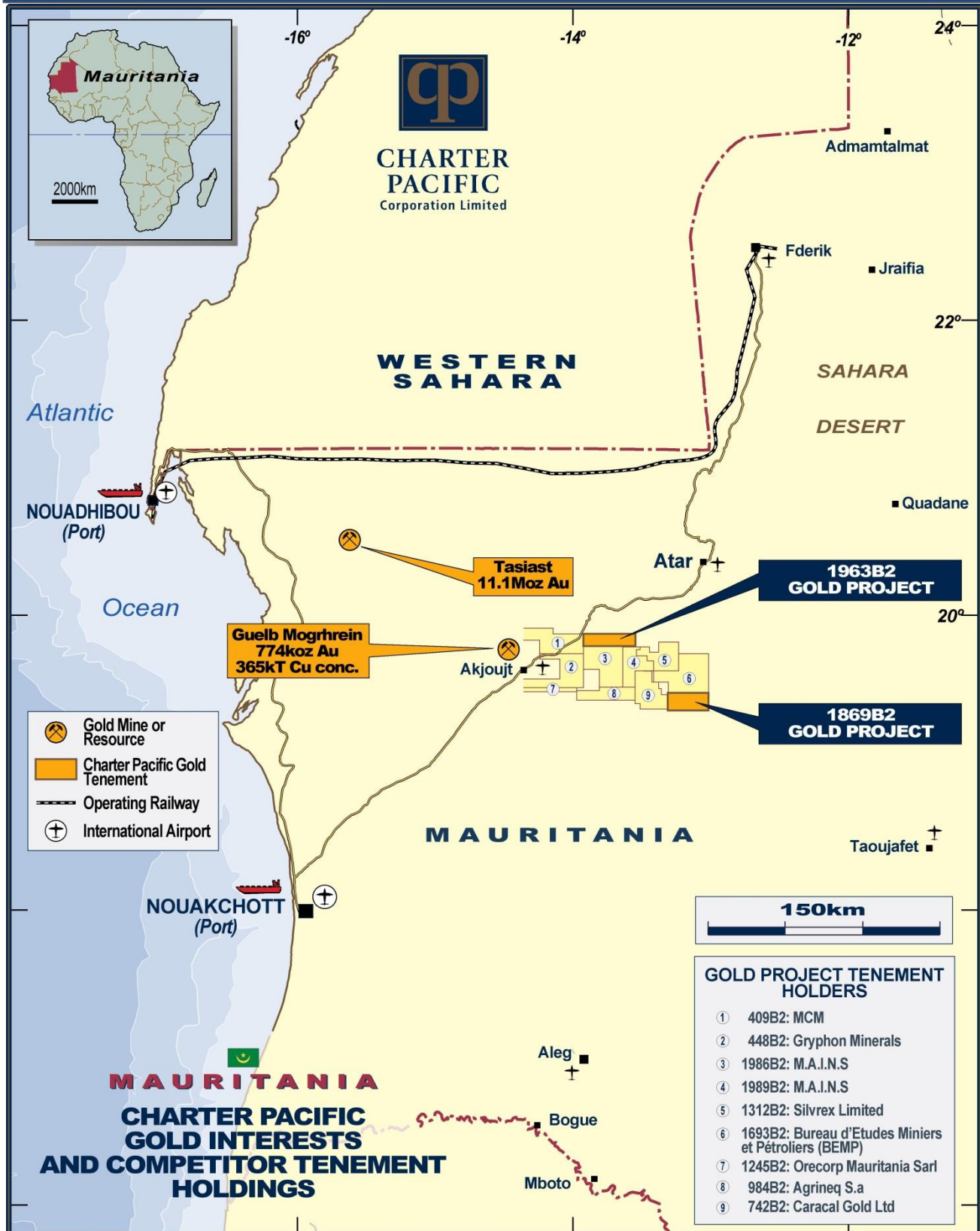
3.8 Not underwritten

The Offer is not underwritten.

Map showing iron ore Permits 791 and 792 and surrounding permit owners



Map showing gold Permits 1963 and 1869 and surrounding permit owners



4. Information about the Company

4.1 Overview

A trenching and RC drilling program was commenced in March 2013. Refer to the Company's ASX announcement dated 20 March 2013 for further details. The primary objectives of trenching at Permit 792 are to define the mineralisation width and grade of Banded Iron Formations (BIF). The phase 1 trenching part of the program was completed in May 2013. The sample assay results from the trenching were announced to the market on 26 June 2013 (*refer 26 June 2013 ASX release*).

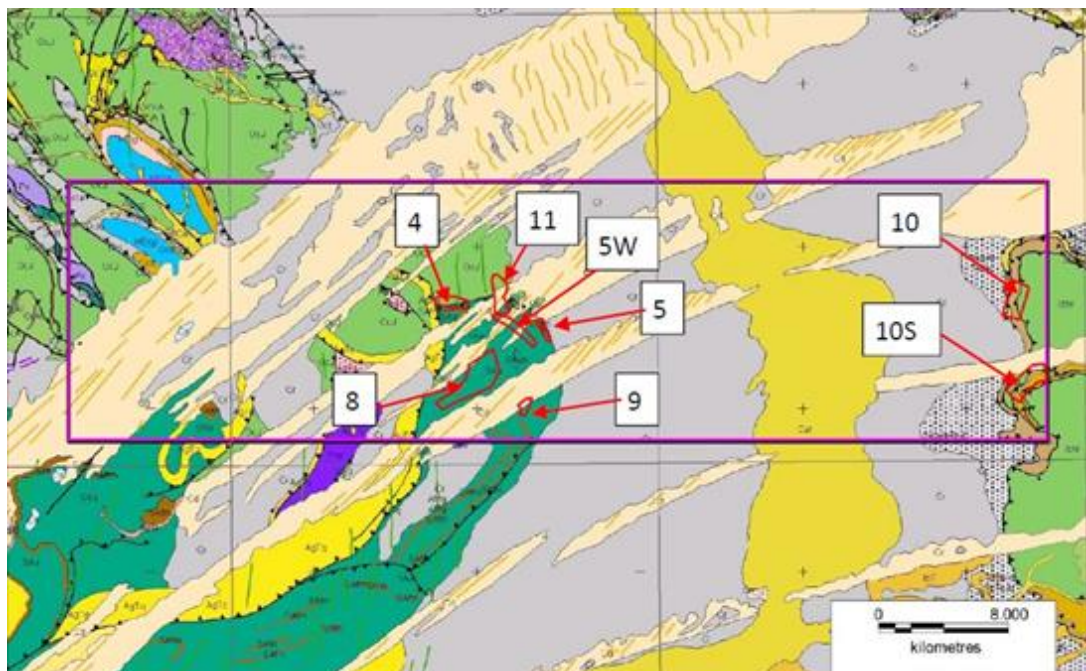
The Company is encouraged by the results, particularly of targets 5 and 10 which even though oxidised still returned exceptional DTR* results over significant widths. The Company remains confident that a marketable concentrate could potentially be produced from the Kaoua El Khadra Iron Ore project which is in line with the ASX announcement dated 10 September 2012 upgrading the exploration target** for the magnetite-bearing BIF to the range of 2.6Bt to 4.4Bt at 18% Fe to 39% Fe.

DTR concentrate analysis showed low levels of deleterious components SiO₂, Al₂O₃, P and S assays and a high of 69.76% Fe concentrates, which is consistent with the previous rock chip sampling undertaken.

A total of 1,911.3 metres of trenching was completed and 505 samples were taken along 2 metre composite intervals over 26 trench locations on Permit 792.

Trench 5-2 produced the best results with 3 significant intercepts sampled between 16 metres and 104 metres along the trench separated by between 4m and 12m of internal dilution consisting of schist.

The map below shows locations of the trenching sites:



The variability in mass recoveries is affected by oxidation of the BIF to goethite iron oxides which are non-magnetic. It is expected that BIF below the base of oxidation will produce more consistent results and this will be tested in the upcoming drilling program.

The success of this project will be enabled by the low cost of production in Mauritania compared to comparable projects in other countries. Research has shown that production costs in Mauritania using a dry sinter process are approximately \$32 per tonne. (*refer Sphere Minerals Ltd ASX release 5 July 2010*).

The long term view for iron ore remains strong, as demonstrated recently at the Mines and Money Conference in Beijing with major players forecasting that China's demand for iron ore is likely to keep rising for the next decade.

** DTR – Davis Tube Recovery, a standard analytical technique for determining the grade of recoverable magnetic fractions in siliceous iron formations.*

*** It should be noted that the potential tonnages and grades outlined by SEMS Exploration for the exploration target within the Kaoua El Khadra permit remain conceptual in nature as there has been insufficient exploration to define a Mineral Resource as defined in the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (the 2004 JORC Code). Furthermore, investors should be aware that based on the information currently available it remains uncertain whether further exploration will result in the determination of a Mineral Resource.*

Phase 2 of the program will comprise further trenching and RC drilling of approximately 2,000 metres over six target areas on Permit 792 and is expected to take 6 weeks to complete. Being a "first pass" RC drilling program, it will determine the down-hole thickness and grade of the BIF resource base at Permit 792 which has previously been identified as a potential exploration target for the magnetite-bearing BIF up to 4.4Bt - (refer 10 September 2012 ASX Release). The RC drilling results will be used to establish parameters for next phase of diamond drilling and metallurgical sampling.

Copies of ASX releases and other media releases can be obtained on the Company's website <http://www.charpac.com.au/press/latest-press-releases/>.

Competent Persons Statement

The information in this report that relates to Exploration Results is based on information compiled by David Selfe, who is a Member of The Australasian Institute of Mining and Metallurgy (AusIMM). David Selfe is a Director of Charter Pacific Corporation Limited. Mr Selfe has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Selfe consents to the inclusion in this report of the matters based on his information in the form and context in which it appears.

4.2 Current Directors

Mr Brian Sprod - Chairman

Mr Sprod is the founding Chairman having been appointed in 1988. He has extensive corporate finance expertise, with over thirty years' experience as a director of both listed and unlisted companies. He is a Fellow of the Certified Practicing Accountants and a Fellow Chartered Institute of Secretaries and is a member of the Audit Committee.

Mr Kevin Dart - Managing Director

Mr Dart is the founding Managing Director. He has had over 25 years' experience as a Director of listed public companies and unlisted companies. He has extensive experience in capital raisings, new listings, mergers and acquisitions, as well as cross border transactions in United States, United Kingdom, Asia, India and Mauritania. He is a member of the Australian Institute of Company Directors. Mr Dart's other current directorship is Conquest Agri Limited.

Mr Peter Bradfield - Non Executive Director

Mr Bradfield was appointed a Director in August 2007 and is Chairman of the Audit Committee. Mr Bradfield is a director of a number of companies both public and private, and has held several senior management positions in the mining and resource industry.

He is a director of Corum Group Limited, former CEO of Energy Resources of Australia Limited, former Chairman and Managing Director of Elders Mining group of companies, a past Director of both the Australian Mining Industry Council and the Queensland Chamber of Mines and Chairman of National Entitlement Security Trust. He was a Foundation Director of the Australian Minerals Energy and Environment Foundation.

He is a Fellow of the Australian Institute of Company Directors and holds a Bachelor of Laws.

Mr David Selfe - Non Executive Director

Mr Selfe is an executive level geology manager and experienced resources consultant. Prior to his appointment with Charter Pacific, Mr Selfe spent 14 years with Minara Resources Ltd/Glencore International plc, a world ranked top 10 refined nickel producer, where he gained extensive experience in laterite nickel via the Murrin Murrin Project and manganese, iron ore, copper and nickel sulphide via regional exploration projects.

Mr Selfe was frequently seconded to Glencore for the assessment of metals projects worldwide and held the position of Group Manager Exploration. He has also consulted to various clients on nickel laterite, gold and base metals projects; and been responsible for grade control and reconciliation practices, supervision of staff, contractors, budgeting and execution of exploration programs.

Mr Selfe is a current director of unlisted public company Morpheous Resources Ltd, a gold focused explorer in West Africa.

Mr Selfe is also a past and current Director of private exploration and investment companies with interests in Indonesian gold and silver projects and African gold projects. He is a Member of the Australasian Institute of Mining and Metallurgy (MAusIMM) and was the competent person for ASX exploration and resource reporting whilst at Minara Resources Ltd. He holds a Bachelor of Science from the West Australian School of Mines (Curtin University).

4.3 Corporate Governance

The Board is responsible for the overall corporate governance of the Company and is committed to the principles underpinning best practice in corporate governance, applied in a manner that meets ASX standards and best addresses the Directors' accountability to Shareholders.

The following policies and procedures have been adopted and are available for viewing on the Company's website (www.charpac.com.au):

- (a) Corporate Governance Statement; and
- (b) Share Trading Policy.

4.4 Pro-forma historical financial information

- (a) Introduction
This Section 4.4 sets out a summary pro-forma historical statement of financial position as at 30 June 2013 for the Company, as if the Offer is completed.
- (b) Basis of preparation
The pro-forma statement of financial position has been prepared in accordance with the draft ASIC Guide to Disclosing Pro-Forma Financial Information (issued July 2005). The pro-forma statement of financial position is based on the audited financial position as at 30 June 2013 set out in the Company's preliminary final report dated 30 August 2013 that has then been adjusted to reflect the completion of the recent rights issue and the issue under this Prospectus.

Pro-Forma Statement of Financial Position

	30 June 2013	Post New Issues
	\$	\$
ASSETS		
Cash and cash equivalents (a)	\$561,839	\$3,651,311
Trade and other receivables	\$11,201	\$11,201
Prepayments	\$278,767	\$278,767
Financial assets at fair value through profit or loss	<u>\$267,817</u>	<u>\$267,817</u>
Total current assets	\$1,119,624	\$4,209,096
Exploration and evaluation expenditure	\$1,810,939	\$1,810,939
Plant and Equipment	<u>\$89,549</u>	<u>\$89,549</u>
Total non-current assets	\$1,900,488	\$1,900,488
Total assets	\$3,020,112	\$6,109,584
Liabilities		
Trade and other payables	\$154,970	\$154,970
Loans and borrowings	\$1,144,515	\$1,144,515
Employee benefits	<u>\$1,504,385</u>	<u>\$1,504,385</u>
Total current liabilities	\$2,803,870	\$2,803,870
Total liabilities	\$2,803,870	\$2,803,870
NET ASSETS	<u>\$216,242</u>	<u>\$3,305,714</u>
EQUITY		
Issued capital (b)	\$26,015,307	\$29,104,779
Reserves	\$1,850,350	\$1,850,350
Accumulated losses	<u>-\$27,667,080</u>	<u>-\$27,667,080</u>
Total equity of equity holders of the Company	198,577	\$3,288,049
Minority interest	\$17,665	\$17,665
TOTAL EQUITY	<u>\$216,242</u>	<u>\$3,305,714</u>

The Pro-Forma Statement of Financial Position includes the following adjustments:

(a) & (b) Cash received for new issue of capital following completion of the recent rights issue and this Prospectus, \$3,289,472 less estimated costs of the issue \$200,000.

4.5 Principal rights and liabilities attaching to Shares

The rights and liabilities attaching to Shares will be affected by the ASX Listing Rules.

The Shares to be issued pursuant to this Prospectus are ordinary shares and will, as from their allotment, rank equally in all respects with all ordinary shares in the Company.

The rights attaching to the Shares arise from a combination of the Company's Constitution, statute and general law.

Copies of the Company's Constitution are available for inspection during business hours at its registered office. The Constitution has been lodged with ASIC.

A summary of the principal rights and liabilities attaching to Shares is set out below.

(i) Voting rights

Subject to any rights or restrictions at the time being attached to any class or classes of shares, at a general meeting of the Company on a show of hands, every ordinary Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote and upon a poll, every Shareholder present in person, or by proxy, attorney or representative (in the case of a company) has one vote for any Share held by the Shareholder. In the case of an equality of votes, the chairperson has a casting vote.

A poll may be demanded by the chairperson of the meeting, any 5 Shareholders entitled to vote in person or by proxy, attorney or representative or by any one or more Shareholders holding not less than 5% of the total voting rights of all Shareholders having the right to vote.

(ii) Appointment and removal of directors

The business of the Company is to be managed by or under the direction of the Directors.

Directors are not required under the Constitution to hold any Shares.

Unless changed by the Company in general meeting, the minimum number of Directors is 3 and the maximum is 10. The existing Directors may appoint a new Director to fill a casual vacancy or as an addition to the Board. Any such Director must retire at the next following annual general meeting of the Company (at which meeting he or she may be eligible for election as a Director).

The Constitution contains provisions relating to the rotation and election of directors. No Director other than the Managing Director may hold office later than the third annual general meeting after his or her appointment or election without submitting himself or herself for re-election.

For a person to be eligible for election as a Director, a nomination for the office of Director and the written consent of the proposed director must be received at the Company's registered office:

30 business days prior to the meeting, in the case of a meeting of members that the Directors have been requested by members to call; and

35 business days prior to the meeting, in any other case.

(iii) Rights to convene general meetings

Directors may call a meeting of members whenever they think fit. Members may call a meeting as provided by the Corporations Act. All members are entitled to a notice of meeting. A meeting may be held in two or more places linked together by audio-visual communication devices. A quorum for a meeting of members is 3 eligible voters.

The Company will hold annual general meetings in accordance with the Corporations Act and the Listing Rules.

Shareholders are entitled to be present in person, or by proxy, attorney or representative (in the case of a company) to speak and to vote at general meetings of the Company.

(iv) Rights on a winding up

Subject to any rights or restrictions attached to a class of shares, on a winding up of the Company, any surplus must be divided among the Shareholders in the proportions which the amount paid (including amounts credited) on the Shares of a Shareholder is of the total amounts paid and payable (including amounts credited) on the Shares of all Shareholders. Subject to any rights or restrictions attached to a class of Shares, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the Shareholders:

- a) distribute among Shareholders the whole or any part of the property of the Company; and
- b) decide how to distribute the property as between the Shareholders or different classes of Shareholders.

The liquidator of the Company may settle any problem concerning a distribution.

(v) Variation of rights

Shares may be converted or cancelled with member approval and the Company's share capital may be reduced in accordance with the requirements of the Corporations Act.

Class rights attaching to a particular class of shares may be varied or cancelled with the consent in writing of holders of 75% of the shares in that class or by a special resolution of the holders of shares in that class.

(vi) Changes to the Constitution

The Company's Constitution can only be amended by a special resolution passed by at least three quarters of the members present and voting at a general meeting of the Company. At least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

(vii) Listing Rules

Provided the Company remains admitted to the Official List of the Australian Securities Exchange Ltd, then despite anything in the Constitution, no act may be done that is prohibited by the Listing Rules, and authority is given for acts required to be done by the Listing Rules. The Company's Constitution will be deemed to comply with the Listing Rules as amended from time to time.

4.6 Dividend policy

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. The Directors may determine the method and time for payment of the dividend.

4.7 Employee incentive plans

The Company does not currently have any employee incentive plans. After implementation of the Scheme, the Company will consider adopting an appropriate incentive plan. Any such plan will only be implemented if it is approved by Shareholders.

4.8 Copies of documents

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

- (a) Appendix 4E Preliminary Final Report for the year ended 30 June 2013 lodged with ASX on 30 August 2013;
- (b) Half Year Accounts lodged with ASX on 28 February 2013;
- (c) The Annual Financial Report for the year ended 30 June 2012 lodged with ASX on 28 September 2012;
- (d) The Annual Financial Report for the year ended 30 June 2013 will be lodged at ASX during September 2012;
- (e) The following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Half Year Accounts referred to above and before the date of issue of this Prospectus are as follows:

Date Lodged	Subject of Announcement
11/09/2013	Mauritania Exploration Update
04/09/2013	Renounceable Issue
30/08/2013	Preliminary Final Report
27/08/2013	2013 Year End Result
26/07/2013	Investor Fact Sheet
26/07/2013	Rights Issue Offer Document
24/07/2013	Advisory Committee
22/07/2013	Renounceable rights Issue Cleansing Notice
22/07/2013	Mauritania Presentation
22/07/2013	Letter to Shareholders
19/07/2013	Amended Appendix 3B
19/07/2013	Appendix 3B
19/07/2013	Renounceable Issue
16/07/2013	Appendix 3B
10/07/2013	Change of Director's Interest Notice
03/07/2013	Mauritanian Gold Permits Granted
26/06/2013	Trenching Results
17/06/2013	Updated Mauritanian Iron Ore Presentation
20/05/2013	Renewal of Mauritanian Permits
15/04/2013	Incountry Manager appointed in Mauritania
05/04/2013	Update - RC Drilling and Trenching Program
28/03/2013	Appendix 3B
20/03/2013	RC Drilling & Trenching Program - Mauritania

- (f) The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the registered office of the Company at Level 18, 50 Cavill Avenue, Surfers Paradise, Queensland:
 - this Prospectus;
 - Constitution; and
 - the consents referred to in Section 6.8 and the consents provided by the Directors to the issue of this Prospectus.

5. Risks

5.1 Introduction

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free. The Directors and Proposed Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares and consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

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 and Proposed 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 Shares.

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

5.2 Risks relating to the future operation of the Company

(a) Ability to raise additional capital

The extent to which the Company will require additional capital (debt or equity) will depend upon, among other things, the degree to which it generates positive cash flows from its operations. There is a risk that any positive cash flows generated will not be sufficient to implement medium to long-term strategic objectives of the Company, in which case the Company may need to consider raising additional capital.

Such capital, if it is available, could be raised by way of the issue of additional equity or debt or other appropriate means determined by the Company.

However, the Company's ability to raise capital (whether equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including the Company's prior performance, success of exploration and development programs, any feasibility studies, capital market and industry conditions and the price of relevant commodities and exchange rates.

There is no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets for gold, copper and other minerals may make it difficult or impossible for the Company to obtain equity or debt financing on favourable terms or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone any development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations, and impact on its ability to implement its planned strategy.

(b) Volatility

The share price of emerging companies quoted on stock exchanges can be highly volatile and shareholdings illiquid. These factors could include the performance of those companies, large purchases or sales of the securities of those companies, legislative changes and general, economic, political or regulatory conditions.

5.3 Risks relating to the Company's operations and industry

(a) General economic conditions

The financial markets globally have experienced significant volatility and market participants have faced significant liquidity constraints since the onset of the global financial crisis, which began to unfold in the autumn of 2007 and worsened after August 2008. While Australia's

economy has not been affected to the same extent as most other countries, the global financial turmoil has still affected Australia's economy, causing declines in debt and equity prices. A side effect of these events was an increased concern about the stability of the financial markets generally and the strength of counterparties, and many lenders and institutional investors reduced funding to borrowers, which significantly reduced the liquidity in the global financial system.

In response to the crisis, the governments of many countries, including Australia, took unprecedented actions to restore investor confidence, provide liquidity and support medium-term growth. While many countries, including Australia, have reported improvement of the situation in the financial markets, a further economic downturn could still occur, and additional state support measures might be required. Adverse changes arising from systemic risks in global financial systems could slow or disrupt the economies of many countries, thereby adversely affecting the Company's access to capital and the cost of capital and, more generally, its business, prospects, financial condition, cash flows and results of operations.

(b) Nature of mineral exploration and mining

Mineral exploration and development is a speculative business, characterised by a number of significant uncertainties. For example, unprofitable efforts may result not only from the failure to discover mineral deposits but also from finding mineral deposits that are insufficient in quantity and/or quality to return a profit from production. Even deposits that could be sufficient to provide a profit from production are not guaranteed to do so because management of the mining operation may fail to perform adequately. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the Company's control and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of mining facilities, mineral markets and processing equipment, and other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and metals, and environmental protection, a combination of which may result in the Company not receiving an adequate return on invested capital.

While the discovery of a mineral structure may result in substantial rewards, few properties that are explored are ultimately developed into economically viable operating mines. Major expenditures may be required to establish reserves by drilling, constructing, mining and processing facilities at a site, and it is possible that even preliminary due diligence will show adverse results, leading to the abandonment of projects. It is impossible to ensure that preliminary feasibility studies or full feasibility studies on the Company's projects or the current or proposed exploration programs on any of the properties in respect of which the Company has, or will have, exploration rights will result in a profitable commercial mining operation.

The Company's operations will be subject to all of the hazards and risks normally incidental to the exploration, development and production of precious metals and base metals, any of which activities could result in damage to life or property, environmental damage and possible legal liability for any or all such damage caused. The Company's activities may be subject to prolonged disruptions due to adverse weather conditions. Hazards, such as unusual or unexpected formations, rock bursts, pressures, cave-ins, flooding or other conditions may be encountered in the drilling and removal of material.

Development and operation of mines and production and processing facilities may also be affected by mechanical difficulties, operational errors, labour disputes, damage to or shortage of equipment, earthquakes, fires or other natural disasters, civil unrest, leaks or pollution. These events are largely beyond the control of the Company.

Whether a precious metal or a base metal deposit will be commercially viable depends on a number of factors, some of which are particular attributes of the deposit (such as its size and grade), proximity to infrastructure, financing costs and governmental regulations (including regulations relating to prices, taxes, royalties, infrastructure, land use, importing and

exporting of precious metals or base metals and environmental protection). The effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

(c) Actual reserves and resources may be lower than current estimates

Declared mineral resources are best estimates that may change as new information becomes available. Consequently, the Company's mineral resources (and when appropriate, ore reserves) may be revised up or down. Actual mineral resources may not conform to geological, metallurgical or other expectations and the volume and grade of ore recovered may be below the estimated levels.

Mineral resource data is not indicative of the future results of operations. If the Company's actual mineral resources are less than current estimates, the Company's business, results or operations and financial condition may be materially and adversely affected.

(d) Geology and reserves

To assess, commission and maintain precious and base metal production in the future, the Company will be required to delineate reserves. Any precious and base metal exploration program entails risks relating to the location of economic ore bodies, the development of appropriate metallurgical processes, the receipt of necessary governmental permits and the construction of mining and processing facilities at any site chosen for mining. No assurance can be given that any exploration program will result in any commercial mining operation or in the discovery of new resources or the upgrading of existing resources, and any new resources, to reserves.

A decline in the market price of precious and base metals may render the Company's existing resources or any new resources, which are subsequently discovered, uneconomic.

(e) Exploitation risks

There can be no assurance that any resources recovered can be brought into profitable production. Market price fluctuations, increased production costs or reduced recovery rates, or other factors may render the present estimated or inferred resources uneconomical or unprofitable to develop at a particular site or sites.

Further the Company may not be able to exploit commercially viable discoveries which it owns or in which it acquires an interest. Exploitation may require external approvals or consents from relevant authorities and the granting of these approvals and consents is beyond the Company's control. The granting of such approvals and consents may be withheld for lengthy periods, not given at all, or granted subject to the satisfaction of certain conditions which the Company may not be able to meet. As a result of such delays, the Company may incur additional costs, losses or lose revenue or part or all of its equity in a licence. If at any stage the Company is precluded from pursuing its exploration program or the exploration program is not continued, the Company's business, results of operations, financial condition and/or growth prospects may be materially and adversely affected. Additionally, should the regulatory regime in an applicable jurisdiction in which the Company operates, or wishes to exploit mining rights, be modified in a manner which adversely affects natural resources facilities or projects, including taxes and permit fees, the returns to the Company may be adversely affected.

(f) Commercial risks of mineral exploitation and extraction

Even if the Company recovers quantities of minerals, there is a risk the Company will not achieve a commercial return. The Company may not be able to sell the minerals to customers at a price and quantity which would cover its operating and other costs.

(g) Metal price risk

The market price of metals is volatile and beyond the Company's control and may adversely affect the feasibility or future profitability of potential projects. The level of interest rates, the rate of inflation, world supply of precious and base metals and stability of exchange rates can all cause significant fluctuations in precious and base metal prices. Such external economic factors are in turn influenced by changes in international investment patterns and monetary systems and political developments.

The decision to put a mine into production, and the commitment of the funds necessary for that purpose, must be made long before the first revenues from production will be received. Metal price fluctuations as well as forecast production costs between the time that such a decision is made and the commencement of production can completely change the economics of any mine. Although it is possible to protect against metal price fluctuations by hedging in certain circumstances, the volatility of metal prices represents a substantial risk in the mining industry generally, which no amount of planning or technical expertise can eliminate.

It is not possible to accurately predict future movements in metal prices or supply and demand dynamics for the minerals in which the Company operates or may, in the future, operate particularly in the current uncertain economic environment.

(h) Insurance

While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks are such that liabilities could exceed policy limits or that certain risks could be excluded from coverage. There are also risks against which the Company cannot insure or against which it may elect not to insure. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, adversely affecting the Company's earnings and competitive position in the future and, potentially, its financial position. In addition, the potential costs that could be associated with compliance with applicable laws and regulations may also cause substantial delays and require significant capital outlays, adversely affecting the Company's earnings and competitive position in the future and, potentially, its financial position.

(i) Operational targets and delays

The Company's operational targets will be subject to the completion of planned operational goals on time and according to budget, and are dependent on the effective support of the Company's personnel, systems, procedures and controls. Any failure of these may result in delays in the achievement of operational targets with a consequent material adverse impact on the business, operations and financial performance of the Company.

(j) Exploitation, exploration and mining licences

The Company's future exploration and mining activities are dependent upon the grant of appropriate licences, concessions, leases, permits and regulatory consents, which may be withdrawn or made subject to limitations. There is no guarantee that, upon completion of any exploration, a mining licence will be granted with respect to exploration territory. There can also be no assurance that any exploration licence will be renewed or if so, on what terms. These licences place a range of past, current and future obligations on the Company. In some cases there could be adverse consequences for breach of these obligations, ranging from penalties to, in extreme cases, suspension or termination of the relevant licence or related contract.

(k) Competition

The mining industry is intensely competitive in all of its phases and the Company competes with many companies possessing greater financial and technical resources than the Company. Competition in the minerals and mining industry is primarily for mineral rich properties that can be developed and produced economically; the technical expertise to find, develop, and operate such properties; the labour to operate the properties; and the capital for the purpose of funding such properties. Many competitors not only explore for minerals, but conduct refining and marketing operations on a global basis. Such competition may result in the Company being unable to acquire desired properties, to recruit or retain qualified employees or to acquire the capital necessary to fund its operations and develop its properties. Existing or future competition in the mining industry could materially and adversely affect the Company's prospects for mineral exploration and success in the future.

(l) Risks of future potential acquisitions

In the future, as part of its growth strategy, the Company may acquire other companies or businesses, including mineral interests. Acquisitions by the Company may require the use of significant amounts of cash, dilutive issues of equity securities and the incurrence of debt, each of which could have a material adverse effect on the Company's business, results of operations, financial condition or the market price of Shares.

Acquisitions involve numerous risks, including difficulties with the assimilation of the operations of any acquired business or group and the diversion of management's attention from other business concerns. If such acquisitions do occur, there can be no assurance that the Company's business, results of operations or financial condition would not be materially and adversely affected thereby. The implementation of future acquisitions which the Company may wish to make could be affected by regulatory and other restraints and factors.

(m) Dependence on key personnel

In common with other services and businesses in this industry sector, the Company's business is dependent on retaining the services of a small number of key personnel of the appropriate calibre as the business develops. The success of the Company is, and will continue to be to a significant extent, dependent on the expertise and experience of the key personnel and the loss of one or more of such key personnel could have a material adverse effect on the Company. The Company will compete with numerous other mineral companies (many of which have greater resources) and individuals for the recruitment and retention of qualified employees and contractors.

(n) Dilution of Shareholders' interests

The Company is likely to need to raise additional funds in the future to finance its investments and acquisitions. If additional funds are raised through the issuance of new equity or equity-linked securities of the Company, other than on a pro rata basis to existing Shareholders, the percentage ownership of the Shareholders may be reduced, Shareholders may experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to the Shares.

(o) Exchange rate risk

The Company will report its financial results and maintain its accounts in Australian dollars. The Company has interests in operations in Mauritania, West Africa and will, therefore, be exposed to fluctuations in the value of the currencies in which that country and suppliers to the resource sector trade. There can be no assurance that the Company will not be materially and adversely affected by such fluctuations.

(p) Environmental risk

The exploration for minerals, development of mines and production of metals can be hazardous to the environment and environmental damage may occur that is costly to remedy. If the Company or any of its subsidiaries is responsible for any environmental damage, the Company may incur substantial remediation costs or liabilities to third parties.

The Company may be involved in operations that may be subject to environmental and safety regulation (including regular environmental impact assessments and permitting). This may include a wide variety of matters, such as prevention of waste, pollution and protection of the environment, labour regulations and worker safety. The regulations may change in a manner that may require stricter or additional standards than those currently in effect, a heightened degree of responsibility for companies and their directors and employees and more stringent enforcement of existing laws and regulations. There may also be unforeseen environmental liabilities resulting from exploration and development activities, which may be costly to remedy. In particular, the acceptable level of pollution and the potential clean up costs and obligations and liability for toxic or hazardous substances for which the Company may become liable, as a result of its activities, may be impossible to assess against the current legal framework and current enforcement practices. There is no assurance that future changes in environmental regulation will not adversely affect the activities of the Company.

(q) Counterparty risk

There is a risk, which is higher in the current uncertain economic environment, that contracts and other arrangements to which the Company is a party and obtains a benefit (such as service and supply agreements) will not be performed by the relevant counterparties, including if those counterparties become insolvent or are otherwise unable to perform their obligations.

5.4 Litigation, regulatory and general risks

(a) Litigation risks

Legal proceedings may arise from time to time in the course of the Company's activities. The Directors cannot preclude that such litigation may be brought against the Company or any of its subsidiaries in the future from time to time.

(b) Regulatory approvals

The Directors believe that the Company holds or will obtain all necessary approvals, licences and permits under applicable laws and regulations in respect of its projects and believes it is presently complying in all material respects with the terms of such approvals, licences and permits. However, such approvals, licences and permits are subject to change in various circumstances and further project specific governmental decrees and/or legislative enactments may be required. There can be no guarantee that the Company will be able to obtain or maintain all necessary approvals, licences and permits that may be required.

(c) Economic, political, judicial, administrative, taxation or other regulatory factors

The Company may be adversely affected by changes in economic, political, judicial, administrative, taxation or other regulatory factors, in the countries in which it operates or has investments, and other countries where it may operate in the future or in which companies, the Company invests in in the future, may operate. These risks and uncertainties include, but are not limited to: hyperinflation; labour unrest; risk of war or civil unrest; expropriation and nationalisation; renegotiations or nullification of existing concessions, licences, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; terrorist activities; extreme fluctuations in currency exchange rates; and changing political conditions, currency controls and governmental

regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

There is no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets for gold, copper and other minerals may make it difficult or impossible for the Company to obtain equity or debt financing on favourable terms or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone any development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations, and impact on its ability to implement its planned strategy.

(d) Market perception

The market price of the Shares could be subject to significant fluctuations, due to a change in sentiment in the market following the Offer.

Any such fluctuations could result from national and global economic and financial conditions, the market's response to the Offer, changes in metal prices, market perceptions of the Company, regulatory changes affecting the Company's operations, variations in the Company's operating results, business developments of the Company or its competitors and liquidity of financial markets.

The operating results and prospects of the Company from time to time may be below the expectations of market analysts and investors. Any of these events could result in a decline in the market price of the Shares.



6. Additional Information

6.1 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.

6.2 Rights attaching to the Shares

The rights, privileges and restrictions attaching to the Company's Shares are set out in Section 5.5.

6.3 Disclosure of interests

The relevant interest of each of the Directors and Proposed Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

Name	Shares
Mr Brian Sprod	628,700
Mr Kevin Dart	36,252,954
Mr Peter Bradfield	1,000,000
Mr David Selfe	3,000,000

6.4 Agreements with Directors or Related Parties

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

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors, in accordance with the Corporations Act, before such a matter is considered by the Board; and
- (b) once the Director, who has a material personal interest, has disclosed that interest to the Board, the Director may be present while that matter is being considered at the meeting and may vote on the matter.

6.5 Interests of Directors

Other than as set out in this Prospectus, no Director holds, or has held within the 2 years preceding lodgment 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:

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

6.6 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,

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:

- (a) the formation or promotion of the Company; or
- (b) the Offer.

Barraket Stanton Lawyers has acted as the Australian solicitors to the Company in relation to the Offer. The Company estimates it will pay Barraket Stanton Lawyers \$6,000 (excluding GST) for these services. Subsequently, fees will be charged in accordance with normal charge out rates.

6.7 Consents

Other than as set out below, each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties;
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party; and
- (c) did not authorise or cause the issue of all or any part of this Prospectus.

6.8 Expenses of the Offer

The total cash expenses of the Offer (excluding GST) are estimated to be approximately \$200,000 and are expected to be applied towards the items set out in the table below:

Item of Expenditure	(\$)
ASIC fees	2,000
Legal Fees	8,500
Handling Fees	180,500
ASX listing fees	9,000
Total	200,000

6.9 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in Section 111AC 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.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants will also be managed through disclosure to the ASX. In addition, the Company posts this information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

6.10 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 and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of this Prospectus or both. Alternatively, you may obtain a copy of this Prospectus from the website of the Company at www.charpac.com.au.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus.

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.

6.11 Financial Forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain.

Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

6.12 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate 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.

Electronic sub-registers mean that the Company will not be issuing certificates to investors.

Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Shares allotted 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 CHESS and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. 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.

6.13 Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. 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 and to facilitate distribution payments and corporate communications to you as a holder of equity securities in the Company and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, including 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 share registry.

You can access, correct and update the personal information that the Company holds about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (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 Shares, the Company may not be able to accept or process your application.

7. Director's 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 lodgment of this Prospectus with the ASIC.

Brian Sprod

Kevin Dart

Peter Bradfield

David Selfe

Date: 17 September 2013

8. Glossary

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

\$ means Australian dollars, being the lawful currency of Australia.

AEST means Australian Eastern Standard Time as observed in Brisbane, Queensland.

Applicant means an applicant for Shares under this Prospectus.

Application Form means the application form attached to or accompanying this Prospectus relating to the Offer.

Application Monies means the application monies for shares received by the Company from an Applicant.

ASIC means the Australian Securities & 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 official listing rules of ASX.

Board means the board of Directors as constituted from time to time.

Bye-laws means the Bye-laws of the Company.

CHESS means Clearing House Electronic Subregister System operated by ASX Settlement Pty Ltd (ACN 008 504 532).

Closing Date means the closing date of the Offer as set out in the indicative timetable in the Investment Overview in Section 2 (subject to the Company reserving the right to extend the Closing Date or close the Offer early).

Company or **Charter Pacific** means Charter Pacific Corporation Limited (ACN 003 344 287)

Conditions has the meaning given in Section 2.4.

Corporate Governance Statement means the Company's Corporate Governance Statement.

Corporations Act means the Corporations Act 2001 (Cth).

Court means the Federal Court of Australia.

Directors means the Directors of the Company as set out in the Corporate Directory on page 1 of this Prospectus

Exposure Period means the period of seven (7) days after the date of lodgement of this Prospectus, which may be extended by ASIC by not more than seven (7) days pursuant to section 727(3) of the Corporations Act.

Offer means the offer of Shares, pursuant to this Prospectus as set out in Section 3.

Offer Period means the period commencing on the date of this Prospectus and ending on the Closing Date.

Official List means the official list of ASX.

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Prospectus means this prospectus. A reference to this Prospectus includes a reference to the Scheme Booklet unless the context otherwise requires.

Section means a section of this Prospectus.

Share Trading Policy means the Company's Share Trading Policy.

Shareholder means a holder of one or more Shares in the Company.

Shares means fully paid ordinary shares in the capital of the Company.



CHARTER PACIFIC CORPORATION LIMITED

ACN 003 344 287

APPLICATION

Broker Reference - Stamp Only

APPLICATION FORM

Broker Code Adviser Code

To meet the requirements of the Corporations Law, this Application Form must not be handed on unless attached to the Prospectus dated 17 September 2013 and any relevant Supplementary Prospectus

PLEASE READ ALL INSTRUCTIONS ON REVERSE OF THIS FORM

Write the number of Shares are you applying for here.

Minimum 12,500 and then
multiples of 5,000 Shares

A

x A\$0.04 =

B

A\$

You may be allocated all of the Shares above or a lesser number.

Write the name of your holding here

Title, Given Name(s) (no initials) & Surname or Company Name

C

Joint Applicant 2 or <account name>

Joint Applicant 3 or <account name>

D

Enter your Tax File Number(s)
or exemption category

Write your postal address here

Number/Street

E

Suburb/Town

F

Day Time Contact Number

Email Address (print)

Contact Name (print)

G

Enter your HIN
(CHESS) or SRN

H	DRAWER	BANK	BSB No.	TOTAL AMOUNT OF CHEQUE ENCLOSED A\$
	DRAWER	BANK	BSB No.	TOTAL AMOUNT OF CHEQUE ENCLOSED A\$
	NAME ON CREDIT CARD	CARD NO.	EXPIRY DATE	TOTAL AMOUNT OF PAYMENT A\$
				SIGNATORY OF CREDIT CARD

PLEASE MAKE CHEQUE(S) PAYABLE TO CHARTER PACIFIC CORPORATION LIMITED – SHARE PLACEMENT A/C

I/We declare that this application is completed according to the declaration/appropriate statements on the reverse of this form and agree to be bound by the Constitution of Charter Pacific Corporation Limited. Return of the Application form with your cheque/credit card details/bank payment confirmation for the application monies will constitute an irrevocable offer made in accordance with the provisions in the guide to the Application Form.

You should read this Prospectus carefully before completing this Application Form.

GUIDE TO THE APPLICATION FORM

A Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross referenced to each section of the application Form.

Insert the number of Shares you wish to apply for. The Application must be for a minimum of 12,500 Shares and thereafter in multiples of 5,000 Shares.

B Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Shares applied for by the Application Price.

C Write the full name you wish to appear on the statement of shareholding. 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 tables below for the correct forms of registrable name. Applications using the wrong form of name may be rejected. Clearing House Electronic Sub-Register System (CHES) participants should complete their name and address in the same format as that are presently registered in the CHES system.

D Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each Joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application.

E Please enter your postal address for all correspondence. All communications to you from the Charter Pacific Share Registry will be mailed in case we need to contact you in relation to your Application.

F Please enter your telephone number, email address and contact name in case we need to contact you in relation to your Application.

G The Company is an Issuer Sponsored participant in the ASX CHES System. This enables a holder to receive a statement of holding rather than a certificate. 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. If you are an existing shareholder and have a Security Registration Number (SRN) please insert that number.

Otherwise, leave Section G blank and on allotment, you will be sponsored by Charter Pacific and an SRN will be allocated to you.

For further information refer to the relative section of the Prospectus.

H Please complete cheque details as requested:

- Make your cheque payable to 'Charter Pacific Corporation Limited - Share Placement Account' in Australian currency and cross it 'Not Negotiable'. Your cheque must be drawn on an Australian Bank.
- Funds can be deposited directly to the Charter Pacific Corporation Limited - Share Placement Account
BSB: 084 004
Account no.: 13-571-7367
Reference: Name/SRN/HIN
- The amount should agree with the amount shown in B
- Sufficient cleared funds should be held in your account, as cheques returned unpaid are likely to result in your application being rejected.
- Pin (do not staple) your cheque(s) to the Application Form where indicated.

I Before completing the Application Form the Applicant(s) should read the Prospectus to which the Application relates. By lodging the Application Form, the Applicant(s) agree that this Application is for Shares in Charter Pacific Corporation Limited upon and subject to the terms of the Prospectus, agrees to take any number of Shares equal to or less than the number of Shares indicated in Box A 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 Application Form.

Lodgement of Applications

Return your completed Application Form with cheque(s)/payment details to:

**Charter Pacific Corporation Limited
Share Officer
PO Box 40
Surfers Paradise Qld 4217**

Application Forms must be received at the office of Charter Pacific Corporation Limited no later than 5.00pm Qld time on 29 November 2013.

