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31 July 2018  
Australian Securities Exchange  
Exchange Plaza  
2 The Esplanade  
PERTH WA 6000

### **Cleansing Prospectus**

Australian Mines Limited (“Australian Mines” or “the Company”) (AUZ: ASX) has today lodged with ASIC a Prospectus under s708A(11) of the Corporations Act.

The purpose of the Prospectus is not to raise capital but to facilitate secondary trading of shares in the Company in the same way that a Cleansing Notice operates.

Yours faithfully

A handwritten signature in black ink, appearing to read "jbell", is positioned above the name of the signatory.

Benjamin Bell  
Managing Director



**AUSTRALIAN MINES LIMITED**  
**ABN 68 073 914 191**

**PROSPECTUS**

For the offer of 1 New Share at an issue price of \$0.10 per New Share (**Offer**).

This Prospectus has been prepared for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date without disclosure under Part 6D of the Corporations Act.

**Important Notice**

This document is important and should be read in its entirety (including the 'Risk Factors' in section 4) before deciding whether to apply for New Shares. If after reading this Prospectus you have any questions about the New Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

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

## IMPORTANT NOTES

This Prospectus is dated 31 July 2018 and a copy of this Prospectus was lodged with the ASIC on that date. ASIC, ASX and its officers, respectively, take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. The Company will apply to ASX for the New Shares to be granted quotation on ASX.

The Offer is not available to the general public and is only available to those persons to who are personally invited by the Company to accept the Offer. The Company will provide an Offer Application Form to those persons only.

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. Applications for securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies 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.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore, persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of

those laws. This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person whom, it would be unlawful to issue in this Prospectus.

Applicants should rely on their own knowledge of the Company, refer to disclosures made by the Company to the ASX and consult their professional advisers before deciding whether to accept the Offer. Announcements made by the Company to ASX are available from the ASX website at <http://www.asx.com.au/>. The information in this Prospectus does not constitute a securities recommendation or financial product advice.

In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

This Prospectus including each of the documents attached to it and which form part of this Prospectus is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

In particular, it is important that you consider the risk factors in section 4 that could affect the performance of the Company before making an investment decision.

Some words and expressions used in this Prospectus have defined meanings which are explained in section 6.

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## **1. DETAILS OF THE OFFER**

### **1.1 Purpose of the Offer**

As announced to the ASX on 6 September 2017 and 8 December 2017, the Company entered and completed an agreement with Metallica to acquire all of Metallica's interest in the Sconi Project (**Sale Agreement**), so that the Company now owns 100% of the Sconi Project.

Pursuant to the Sale Agreement, part of the consideration for the acquisition of the Sconi Project included the issue to Metallica of Shares to the value of \$1,500,000 (**Consideration Shares**).

On 6 July 2018 the Company issued the Consideration Shares to Metallica pursuant to its obligations under the Sale Agreement.

The purpose of this Prospectus is to remove any trading restrictions on the Shares issued by the Company without disclosure.

Any funds raised from the Offer will be applied towards the expenses of the Offer.

### **1.2 Section 708A(11) Corporations Act**

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
  - (i) on or after the day on which the relevant securities were issued; or
  - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act so that the holders of Shares issued without disclosure can, if they choose to, sell those Shares within the next twelve months without disclosure.

The issue of the Shares was not undertaken by the Company with the purpose of selling or transferring. However, the Directors consider that the holders should be able to sell those Shares, should they wish to do so, without the need for disclosure under Part 6D.2 of the Corporations Act.

### **1.3 Details of the Offer**

The Company offers for subscription 1 New Share at an issue price of \$0.10 per New Share under this Prospectus. The Offer is being extended to unrelated persons who are invited by the Company to subscribe for New Shares and is not open to the general public.

The New Shares offered under this Prospectus will rank equally with the Existing Shares on issue. A summary of the rights and liabilities attaching to the Shares is set out in section 3.1.

### **1.4 Minimum Subscription**

There is no minimum subscription in respect to the Offer.

## **1.5 Opening and Closing Dates**

The opening date of the Offer will be 31 July 2018 and the Closing Date will be 30 October 2018. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

## **1.6 Application, Issue of New Shares and Application Money**

Only parties invited by the Directors should apply under the Offer.

An Application for New Shares must be made using the Application Form attached to this Prospectus and must follow the procedures advised to them by the Company to apply for New Shares under the Offer.

The Directors reserve the right to reject any Application or to allocate any applicant fewer New Shares than the number applied for.

Where the number of New Shares issued is less than the number applied for, the surplus money will be returned by cheque as soon as practicable after the Closing Date. Where no issue is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on money refunded.

All Application Money received before the New Shares are issued will be held in a special purpose account. After any Application Money is refunded (if relevant) and New Shares are issued to applicants, the Company will be entitled to retain the balance of funds plus all interest that accrues on the bank account and each applicant waives any right to claim that interest.

## **1.7 Details of substantial holders**

Based on publicly available information as at the date of this Prospectus, no persons (together with their associates) have a relevant interest in 5% or more of the Shares on issue.

There will be no change to the substantial holders on completion of the Offer.

## **1.8 Effect of the Offer on the Control of the Company**

There will be no effect on control as a result of the Offer.

## **1.9 Effect on Financial Position of the Company**

The maximum the Company will raise under this Prospectus is \$0.10 for the 1 New Share offered. The estimated expenses of the Offer are as set out in section 5.5 of this Prospectus. The immediate financial effect of the Offer will be to decrease cash reserves by an amount equivalent to the estimated expenses of the Offer.

## **1.10 ASX Quotation**

Application will be made within seven days of the date of issue of this Prospectus for the New Shares to be granted Official Quotation by ASX.

If the New Shares are not quoted by ASX within three months after the date of this Prospectus, the Company will not issue any New Shares and will refund all Application Money in full as soon as practicable, without interest.

The fact that ASX may agree to grant Official Quotation of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares.

## **1.11 Offer Outside Australia**

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the securities or the Offer or otherwise to permit an offering of the securities in any jurisdiction outside Australia.

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

During the three months immediately preceding the lodgement of this Prospectus with ASIC, and the last market sale price on the date before the lodgement date of this Prospectus:

- (a) the highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, are set out below:

	3 months high	3 months low	Last Market Sale Price
Share Price	\$0.102	\$0.077	\$0.082
Date	19 June 2018	16 May 2018	31 July 2018

### 1.13 CHESS

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

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

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

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New 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 securities holding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

### 1.14 Taxation Implications

The Directors do not consider that it is appropriate to give advice regarding the taxation consequences of applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of applicants. Applicants should consult their own professional tax adviser in connection with the taxation implications of the Offer.

### 1.15 Enquiries

Any queries regarding the Offer should be directed to Sophia Bolhassan, Investor Relations Manager at the Company on +61 488 022 944.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

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## 2. USE OF FUNDS AND EFFECT OF THE ISSUE

### 2.1 Use of Funds

The Company intends to use any funds raised from the Offer towards offer costs.

### 2.2 Effect of the Offer on Capital Structure

If the New Shares are issued the number of Shares will increase by 1 from 2,694,615,588 to 2,694,615,589.

The Offer will not have an effect on the Company's other securities on issue.

## 2.3 Statement of Financial Position

The Company does not consider that the Offer will have a material effect on the Statement of Financial Position of the Company. Any funds raised from the Offer will be used towards offer costs.

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## 3. RIGHTS AND LIABILITIES ATTACHING TO NEW SHARES

### 3.1 Rights attaching to New Shares

The New Shares will rank equally in all respects with all Existing Shares. The rights attaching to the Shares arise from a combination of the Company's Constitution, the Corporations Act, the Listing Rules and general law. A copy of the Company's Constitution is available for inspection free of charge during business hours at its registered office.

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

#### (a) General meetings

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

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

#### (b) Voting rights

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

- (i) Each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) On a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) On a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held.

#### (c) Dividend rights

The Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid is of the total amounts paid and payable in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

#### (d) Winding-up

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

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the

contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

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## **4. RISK FACTORS**

### **4.1 Overview**

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

### **4.2 Company Specific Risks**

- (a) **Mining and Exploration Risk**

Exploration and mining companies are subject to the inherent risks of the mineral industry. The future viability and profitability of the Company as an exploration and mining company will depend on the number of factors, including but not limited to:

- (i) commodity prices and currency exchange rates are constantly changing;
- (ii) risks inherent in exploration and mining include, among other things, successful exploration and identification of ore reserves, satisfactory performance of mining operations if a minable deposit is discovered and competent management;
- (iii) risks associated with obtaining the grant of any or all of the Company's mining tenements or permits which are applications, or renewal of tenements upon expiry of their current term, including the grant of subsequent titles where applied for over the same ground;
- (iv) applications may also be subject to additional processes and requirements under the Native Title Act. The right to negotiate process under Native Title matters can result in significant delays to the implementation of any project or stall it. Negotiated native title agreements may adversely impact on the economics of projects depending on the nature of any commercial terms agreed;
- (v) the risk of material adverse changes in the government policies or legislation of Australia affect the level and practicality of mining and exploration activities;
- (vi) environmental management issues, laws and regulations with which the Company may be required to comply from time to time;
- (vii) poor access to exploration areas as a result of the remoteness of difficult terrain;
- (viii) poor weather conditions over a prolonged period which may adversely affect mining and exploration activities and the timing of earning revenues;
- (ix) business risks associated with AUZ's joint venture arrangements with Jervois Mining Limited and Riedel Resources Limited;
- (x) business risks associated with AUZ's option agreement arrangements with Jervois Mining Limited; and
- (xi) business risks associated with AUZ's binding Terms Sheet for Offtake Agreement with SK Innovation Co Ltd (SKI).

### **4.3 General Risks**

(a) **Economic**

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

(b) **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may

require further financing. In particular, the Company is completing a Feasibility Study for production at its Sconi Project, which Project will require significant funding to enable it to meet production targets under its Binding Offtake Agreement with SKI.

Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. There is, however, no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(d) **Dividends**

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 financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. The Company can give no assurance in relation to the payment of dividends or franking credits attaching to dividends.

(e) **Reliance on key personnel**

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

(f) **Insurance risks**

The Company maintains insurance for certain activities within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

(g) **Market risk and interest rate volatility**

From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or floating. A change in interest rates would be expected to result in a change in the interest rate to the Company and, hence, may affect its profit.

(h) **Share market**

There are general risks associated with an investment and the share market. The price of the Company's securities on the ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance. These factors may include movements on international stock markets, interest rates and exchange rates, together with domestic and international economic conditions, inflation rates, investor perceptions, changes in government policy, commodity supply and demand, government taxation and royalties, war, global hostilities and acts of terrorism.

(i) **Liquidity risk**

There is no guarantee that there will be an ongoing liquid market for the Company's securities. Accordingly, there is a risk that, should the market for the Company's securities become illiquid, Shareholders will be unable to realise their investment in the Company.

(j) **Investment speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the Company's securities.

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## 5. ADDITIONAL INFORMATION

### 5.1 Continuous Disclosure Obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities. The New Shares which will be issued pursuant to this Prospectus are in the same class as Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a “transaction specific prospectus” to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus, and options over such continuously quoted securities. In general terms “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

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

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

The Company has lodged the following announcements with ASX since the lodgement of the annual financial report for the financial year ended 30 June 2017:

<b>Date</b>	<b>Description of Announcement</b>
30/07/2018	Quarterly Activities Report
26/07/2018	Gold & copper subsidiary secures \$5 million investment
23/07/2018	Quarterly Cashflow Report
23/07/2018	Change of company address
11/07/2018	MLM: Allotment of AUZ shares
09/07/2018	Appendix 3B
05/07/2018	Response to ASX Query
02/07/2018	AUZ export Australia's largest sample of Co & Ni sulphate
29/06/2018	JRV: Definitive agreement signed for US\$4.5m Royalty Sale
27/06/2018	Reinstatement to Official Quotation
27/06/2018	Response to ASX Query Letter
27/06/2018	Retraction of Forecast Financial Information Comments
27/06/2018	Resource expansion drilling commenced at Sconi Project
22/06/2018	Preliminary findings indicate additional mineralisation
19/09/2018	Suspension from Official Quotation
12/06/2018	AUZ enters research partnership to develop scandium alloy
30/05/2018	Results of General Meeting
30/05/2018	EGM presentation
29/05/2018	Large-scale cobalt-in-soil anomalies at Thackaringa
21/05/2018	RIE: Australian Mines Earns 80% Interest in Marymia Project
03/05/2018	Ground geophysics confirms priority target at Thackaringa
30/04/2018	Quarterly Activities Report
30/04/2018	Quarterly Cashflow Report
13/04/2018	Investor Presentation – April 2018
04/04/2018	Technical team bolstered – Exploration Manager appointed

<b>Date</b>	<b>Description of Announcement</b>
26/03/2018	Australian Mines appoints Study Manager
22/03/2018	Australian Mines shares now trading on USA market
21/03/2018	Investor Presentation
15/03/2018	Half Year Accounts
12/03/2018	AUZ appoints Investor Relations Manager
09/03/2018	S&P DJ Indices Announces March Quarterly Rebalance
07/03/2018	Reinstatement to Official Quotation
07/03/2018	High priority conductors detected at Thackaringa Project
06/03/2018	AUZ reaffirms binding off-take agreement for Sconi Project
06/03/2018	RIU Explorers Conference presentation (revised)
28/02/2018	Retraction and re-release of presentation
26/02/2018	Suspension from Official Quotation
22/02/2018	Trading Halt
21/02/2018	Response to ASX Query
19/02/2018	Reinstatement to Official Quotation
19/02/2018	AUZ partners with SK Innovation to develop Sconi Project
16/02/2018	Request for extension of voluntary suspension
14/02/2018	Voluntary Suspension
12/02/2018	Trading Halt
31/01/2018	Quarterly Cashflow Report
31/01/2018	Quarterly Activities Report
31/01/2018	Marriotts Project – Nickel Sulphide Mineral Resource updated
31/01/2018	Off-take and project finance advisors appointed
15/01/2018	Autoclave delivered – Off-take samples on track for February
08/01/2018	Final Director's Interest Notice – Warburton
29/12/2017	Board and executive recruitment update
21/12/2017	Appendix 3Y – Ramsden
08/12/2017	AUZ becomes 100% owner of Sconi Project

<b>Date</b>	<b>Description of Announcement</b>
04/12/2017	MLM: SCONI Sale and Purchase Agreement
01/12/2017	Appendix 3Y – Company Share Plan
29/11/2017	Appendix 3B
14/11/2017	Section 708A of the Corporations Act
14/11/2017	Appendix 3B
14/11/2017	Results of Meeting
13/11/2017	AGM Presentation
06/11/2017	AUZ secures \$20 million from international investors
06/11/2017	Response to ASX Query Letter
02/11/2017	Response to ASX Aware Letter
02/11/2017	Trading Halt
31/10/2017	Response to ASX Price Query
31/10/2017	Resource confirms Flemington's cobalt credentials
31/10/2017	Presentation – London investor road show
31/10/2017	Quarterly Activities Report
31/10/2017	Quarterly Cashflow Report
18/10/2017	Response to ASX Price & Volume Query
13/10/2017	Notice of Annual General Meeting/Proxy Form
13/10/2017	Annual Report to shareholders
03/10/2017	Water licence secured for Flemington Project
29/09/2017	Exploration commenced at Thackaringa Cobalt Project
28/09/2017	Trial mining commenced at Sconi project
27/09/2017	Appendix 4G
27/09/2017	Annual Report

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

## **5.2 Directors' Interests**

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of New Shares pursuant to this Prospectus; or
- (c) the offer of New Shares pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or offer of New Shares pursuant to this Prospectus.

Directors' direct and indirect interests in securities of the Company at the date of this Prospectus are:

Director	Shares	Options	Performance Rights
Michael Ramsden	68,367,958	Nil	Nil
Benjamin Bell	64,627,228	Nil	Nil
Michael Elias	17,801,777	Nil	Nil
Dominic Marinelli	43,934,690	Nil	Nil

The Directors may be paid such remuneration as is from time to time determined by the Company in general meeting and all travelling, hotel and other expenses properly incurred by them in attending at and returning from meetings of the directors or any committee of the directors or general meetings of the Company or otherwise in connection with the business of the Company. The Directors remuneration is deemed to accrue from day to day and the remuneration (other than a managing director or other executive director) shall be a fixed sum and not a commission or calculated on a percentage of profits or turnover.

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

The Directors' remuneration for the 2016 and 2017 financial years, together with the current financial year is set out in the table below:

Director	Remuneration for FY2017	Remuneration for FY2018	Current financial year
Michael Ramsden	\$71,330	\$95,000	\$105,000
Benjamin Bell	\$318,736	\$424,987	\$400,000*
Michael Elias	\$43,830	\$60,000	\$70,000
Dominic Marinelli	\$43,830	\$60,000	\$70,000

\* Base total remuneration with ability to earn performance bonuses on terms to be finalised.

### 5.3 Interests and Consents of Experts and Advisers

Other than as set out in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of

or distribution of this Prospectus do not have, and have not had in the two years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the offer of New Shares pursuant to this Prospectus; or
- (c) the offer of New Shares pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the offer of New Shares pursuant to this Prospectus.

#### **5.4 Consents**

Other than as set out in this Prospectus, each of the parties named in this Prospectus:

- (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.

#### **5.5 Estimated Expenses of the Offer**

The estimated expenses of the Offer are approximately \$10,000 including ASIC, ASX and legal costs.

#### **5.6 Litigation**

Other than as disclosed elsewhere under this Prospectus, the Company is not currently involved in any material legal proceedings.

#### **5.7 Privacy Act**

If you complete an Application, 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 Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules. You should note that if you do not provide the information required on the Application the Company may not be able to accept or process your Application.

#### **5.8 Directors' Consent**

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

Signed on behalf of the Directors pursuant to a resolution of the Board.

A handwritten signature in black ink, appearing to read "Michael Elias". The signature is written in a cursive style with a horizontal line at the end.

**Michael Elias**  
**Non-Executive Director**

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## 6. GLOSSARY

<b>A\$, \$ and dollars</b>	Australian dollars, unless otherwise stated.
<b>Application</b>	An application for New Shares pursuant to the Application Form.
<b>Application Form</b>	The application form attached to or accompanying this Prospectus and relating to the Offer.
<b>Application Money</b>	The money received in respect of an Application.
<b>ASIC</b>	The Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ABN 98 008 624 691) or the market operated by that entity, as the context requires.
<b>ASX Settlement</b>	ASX Settlement Pty Ltd (ABN 49 008 504 532).
<b>ASX Settlement Operating Rules</b>	The settlement rules of ASX Settlement.
<b>Board</b>	The board of Directors.
<b>CHESS</b>	ASX Clearing House Electronic Sub-register System.
<b>Closing Date</b>	2pm WST on 30 October 2018, or such other date as may be determined by the Directors under this Prospectus.
<b>Company</b>	Australian Mines Limited (ABN 60 073 914 191).
<b>Consideration Shares</b>	Has the meaning given in section 1.1.
<b>Constitution</b>	The constitution of the Company, as amended from time to time.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A Director of the Company at the date of this Prospectus and <b>Directors</b> has a corresponding meaning.
<b>Existing Share</b>	An issued Share in the capital of the Company.
<b>Listing Rules or ASX Listing Rules</b>	The official listing rules of the ASX.
<b>Metallica</b>	Means Metallica Minerals Limited (ACN 075 696 092).
<b>New Share</b>	A Share in the capital of the Company to be issued under this Prospectus.
<b>Offer</b>	Means the offer of New Shares described in section 1.
<b>Official Quotation</b>	Official quotation on ASX.
<b>Prospectus</b>	The prospectus constituted by this document.
<b>Sale Agreement</b>	Has the meaning given in section 1.1.

<b>Sconi Project</b>	Means the Sconi Cobalt-Nickel-Scandium Project located in Queensland.
<b>Share</b>	A fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	The holder of a Share.
<b>WST</b>	Australian Western Standard Time.

## CORPORATE DIRECTORY

### Directors

Michael Ramsden (Chairman, Non-Executive Director)  
Benjamin Bell (Managing Director)  
Michael Elias (Non-Executive Director)  
Dominic Marinelli (Non-Executive Director)

### Registered Office

Level 6, 66 St Georges Terrace  
PERTH WA 6000  
Telephone: +61 8 941 5811  
Facsimile: +61 8 9481 5611  
Email: [office@australianmines.com.au](mailto:office@australianmines.com.au)  
Website: [www.australianmines.com.au](http://www.australianmines.com.au)

### Auditors\*

BDO Audit (WA) Pty Ltd  
38 Station Street  
SUBIACO WA 6008

### Management

Oliver Carton (Company Secretary)  
Tim Maclean (Chief Operating Officer)

### Share Registry\*

Advanced Share Registry Limited  
110 Stirling Highway  
NEDLANDS WA 6009

**ASX Code:** AUZ

**ABN:** 68 073 914 191

\*This entity has not been involved in the preparation of this Prospectus and has not consented to being named in the Prospectus. Its name is included for information purposes only.