

CORAZON MINING LIMITED

ACN 112 898 825

SHARE PURCHASE PLAN PROSPECTUS

For an offer to Eligible Shareholders of up to 333,333,333 Shares and up to 222,222,222 free SPP Options at an issue price of \$0.003 per Share to raise up to \$1,000,000 (**SPP Offer**).

In the event that less than \$1,000,000 is applied for under the SPP Offer by Eligible Shareholders, the Directors will seek to place that number of Shares and SPP Options at an issue price of \$0.003 per Share to raise up to \$1,000,000 when combined with the amount raised under the SPP Offer (**Shortfall Offer**).

This Prospectus also contains an offer of up to 76,936,900 Options to be issued as free attaching to Shares to be issued under the Placement (**Placement Options Offer**).

The issue of Options under the SPP Offer and the Placement Options Offer is subject to Shareholder approval being obtained at the general meeting to be held on 30 May 2019 (**General Meeting**). No Options will be issued pursuant to the SPP Offer or the Placement Options Offer until such time as Shareholder approval has been obtained.

SHARE PURCHASE PLAN INFORMATION

The Share Purchase Plan is currently scheduled to close at 5:00pm (WST) on 6 June 2019. Valid applications must be received by that time. Details of how to apply for Shares and SPP Options are set out in the SPP Application Form accompanying this Prospectus.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

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

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1. CORPORATE DIRECTORY

Directors

Clive Jones
Non-Executive Chairman

Brett Smith
Managing Director

Jonathan Downes
Non-Executive Director

Mark Qiu
Non-Executive Director

Company Secretary

Robert Orr

Share Registry*

Advanced Share Registry Services
110 Stirling Highway
NEDLANDS WA 6009

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Registered Office

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Solicitors

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

Auditor*

PKF Perth
Level 5, 35 Havelock Street
WEST PERTH WA 6005

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

2. TIMETABLE

Event	Date (WST)
Record Date	2 April 2019
Announcement of SPP Offer	3 April 2019
Lodgement of Prospectus with ASIC and ASX	3 May 2019
Opening Date of SPP Offer and Placement Options Offer	6 May 2019
General Meeting	30 May 2019
Closing Date for SPP Offer** and Placement Options Offer	6 June 2019
Issue of Shares and SPP Options as approved at the General Meeting	10 June 2019
Issue of Options under the Placement Options Offer	10 June 2019
Trading commences for Shares and Options issued pursuant to the Offers	12 June 2019

*These dates are indicative only and may change without prior notice.

** Subscribers under the SPP Offer should ensure that they have lodged their Application Form by this date.

3. IMPORTANT NOTES

This Prospectus is dated 3 May and was lodged with the ASIC on that date. The ASX, the ASIC and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

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

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

3.1 ASIC Class Order on Share Purchase Plans

In certain circumstances, a listed company may undertake a share purchase plan in accordance with ASIC Class Order CO 09/425 (**Class Order**). This Class Order allows a share purchase plan to be conducted without the use of a prospectus once in any consecutive 12 month period.

The Company is unable to rely on the Class Order because the SPP Options to be issued under the SPP Offer are a new class of securities not quoted on the ASX. Accordingly, the Company is undertaking the SPP Offer under this Prospectus.

3.2 Conditional Offers

The issue of Options under the SPP Offer and the Placement Options Offer is subject to Shareholder approval being obtained at the General Meeting. No Options will be issued pursuant to the SPP Offer or the Placement Options Offer until such time as Shareholder approval has been obtained.

In the event that Shareholders do not approve the resolutions at the General Meeting, the Company will not issue any Options under the SPP Offer or the Placement Options Offer.

3.3 Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to,

may affect the value of the Securities in the future. Accordingly, an investment in the Company should be considered highly speculative.

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser before deciding whether to apply for Securities pursuant to this Prospectus.

3.4 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of applying for Securities under this Prospectus.

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

3.5 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 our Company, the Directors and our 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 our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 7 of this Prospectus.

4. DETAILS OF THE OFFERS

4.1 The SPP Offer

As announced on 3 April 2019, the Company is undertaking an offer of Shares and SPP Options to existing Shareholders pursuant to a share purchase plan (**SPP or Share Purchase Plan**).

By this Prospectus, the Company invites Eligible Shareholders to apply for a total of 333,333,333 Shares at an issue price of \$0.003 per Share, together with two (2) free SPP Options for every three (3) Shares subscribed for and issued, in order to raise up to \$1,000,000 (before costs) (**SPP Offer**).

Eligible Shareholders are entitled to apply for a maximum of \$15,000 worth of Shares (representing 5,000,000 Shares at an issue price of \$0.003 per Share), together with two (2) free SPP Options for every three (3) Shares subscribed for and issued. This is a 25% discount to the VWAP for Shares calculated over the last five (5) days on which sales of the Shares were recorded before the date of announcement of the Share Purchase Plan.

The issue of Options under the SPP Offer is subject to Shareholder approval being obtained at the General Meeting.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 6.1 for further information regarding the rights and liabilities attaching to the Shares.

All of the SPP Options offered under this Prospectus will be issued on the terms and conditions set out in Section 6.2 of this Prospectus. All Shares issued on conversion of the SPP Options will rank equally with the Shares on issue at the date of this Prospectus.

The purpose of the SPP Offer and the intended use of funds raised, as previously disclosed to ASX, is set out in Section 5.1 of this Prospectus.

4.2 Placement Options Offer

As previously announced to ASX, the Company has undertaken a separate placement to sophisticated and professional investors (**Placement Subscribers**) to raise \$346,216 through the issue of 115,405,350 Shares at an issue price of \$0.003 per Share (**Placement**).

Further details of the Placement are set out in the Company's ASX announcement entitled "Placement and SPP" dated 3 April 2019, which is available on the Company's ASX announcements platform (ASX: CZN).

The Company therefore offers, subject to obtaining Shareholder approval at the General Meeting, to issue two (2) free Options (**Placement Options**) for every three (3) Shares subscribed for and issued under the Placement (**Placement Options Offer**).

The issue of Options under the Placement Options Offer is subject to Shareholder approval being obtained at the General Meeting.

The Placement Options Offer will only be extended to the Placement Subscribers. Placement Applications Forms will be provided by the Company to these parties.

The Options offered under the Placement Options Offer will be issued on the terms and conditions set out in Section 6.2 of this Prospectus. All Shares issued on conversion of the Options will rank equally with the Shares on issue at the date of this Prospectus.

4.3 Eligibility

SPP Offer

Only Eligible Shareholders may participate in the SPP Offer. 'Eligible Shareholders' for the purpose of the SPP Offer are Shareholders:

- (a) who were registered holders of Shares on the Record Date; and
- (b) whose registered address was in Australia or New Zealand.

If you are the only registered Shareholder of a holding of Shares, but you receive more than one SPP Offer (for example because you hold Shares in more than one capacity), you may only apply for one parcel of Shares with a value of up to \$15,000. The Company reserves the right to reject any application for Shares under this Prospectus to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

Participation in the SPP Offer is optional and is subject to the terms and conditions set out in this Prospectus.

Placement Options Offer

The Placement Options Offer will only be extended to the Placement Subscribers. Placement Applications Forms will be provided by the Company to these parties.

Participation in the Placement Options Offer is optional and is subject to the terms and conditions set out in this Prospectus.

4.4 Minimum subscription

There is no minimum subscription for the Offers.

4.5 Applications

SPP Offer

An application for the SPP Offer must be made on the Application Form accompanying this Prospectus. Pursuant to the SPP Offer, Eligible Shareholders may apply for a maximum of \$15,000 worth of Shares. Eligible Shareholders may participate by selecting one of the following options (**SPP Application Amount**) to purchase Shares under the SPP Offer:

	SPP Application Amount	Number of Shares which may be purchased	Number of free SPP Options
Offer A	\$2,000	666,666	444,444
Offer B	\$5,000	1,666,666	1,111,110
Offer C	\$10,000	3,333,333	2,222,222

	SPP Application Amount	Number of Shares which may be purchased	Number of free SPP Options
Offer D	\$15,000	5,000,000	3,333,333

Where the amount applied for results in a fraction of a Security the number of Shares issued will be rounded down to the nearest whole Security.

Any application monies received for more than an Applicant's final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded.

Eligible Shareholders may apply under the SPP Offer by completing the SPP Application Form accompanying this Prospectus in accordance with the instructions outlined on the SPP Application Form.

If you require assistance in completing a SPP Application Form, please contact the Company's share registry on (08) 9389 8033 or the Company on (08) 6142 6366.

Placement Options Offer

Applications for the Placement Options Offer must be made using the relevant Placement Application Form provided by the Company.

Investors should note that by completing a Placement Application Form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have received personally the Placement Application Form together with a complete and unaltered copy of the Prospectus.

Where the amount applied for results in a fraction of an Option, the number of Options issued will be rounded down to the nearest whole Option.

The Company reserves the right to close the Placement Options Offer early.

If you require assistance in completing a Placement Application Form, please contact the Company's share registry on (08) 9389 8033 or the Company on (08) 6142 6366.

4.6 Payment

4.6.1 By cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Corazon Mining Limited" and crossed "Not Negotiable".

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

4.6.2 By BPAY®

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

- (a) you do not need to submit the SPP Application Form but are taken to have made the declarations on that SPP Application Form; and

- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Securities which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

4.7 Shortfall Offer

In the event that less than \$1,000,000 is applied for under the SPP Offer by Eligible Shareholders, the Directors will seek to place any Shares (together with the free SPP Options) not taken up pursuant to the SPP Offer under the Shortfall Offer (**Shortfall Securities**).

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.003 being the price at which Shares have been offered under the SPP Offer. Two SPP Options will be issued for every three Shares issued under the Shortfall Offer.

The allocation of the Shortfall Securities will be at the absolute discretion of the Board. Accordingly, do not apply for Shortfall Securities unless instructed to do so by the Directors.

4.8 Underwriting

The Offers are not underwritten.

4.9 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out in Section 2. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

In the event that the Company receives sufficient applications to meet the requirements for quotation of a second class of securities under the ASX Listing Rules, application for Official Quotation of the SPP Options and the Placement Options offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the SPP Options and the Placement Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any SPP Options and the Placement Options and will repay all application monies for the SPP Options and the Placement Options within the time prescribed under the Corporations Act, without interest.

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

4.10 Issue

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

Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Offers.

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

Holding statements for Securities issued under the Offers will be mailed in accordance with the timetable set out at the commencement of this Prospectus.

4.11 Overseas shareholders

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offers are not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

The Securities are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that applying for Shares under the Offers does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

4.12 Commissions payable

The Company reserves the right to pay a commission of 6% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. Payments will be subject to the

receipt of a proper tax invoice from the licensed securities dealer or Australian financial services licensee.

4.13 Enquiries

Any questions concerning the Offers should be directed to Robert Orr, Company Secretary, on (08) 6142 6366.

5. PURPOSE AND EFFECT OF THE OFFERS

5.1 Purpose of the SPP Offer and the Placement

The primary purpose of the SPP is to raise up to \$1,000,000 (before costs and assuming full subscription). The primary purpose of the Placement was to raise \$346,216. No funds will be raised from the issue of the Placement Options as they are being issued free to subscribers under the Placement.

The funds raised from the SPP Offer together with the Placement are planned to be used in accordance with the table set out below:

Proceeds of the SPP Offer and the Placement	Full Subscription (\$)	%
Working capital (including exploration expenditure on the Lynne Lake and Mt Gilmore Projects)	\$1,062,816	79%
Administration and corporate costs	\$223,400	16%
Expenses of the Offers ¹	\$60,000	5%
Total	\$1,346,216	100%

Notes:

1. Refer to Section 8.7 of this Prospectus for further details relating to the estimated expenses of the SPP Offer and the Placement.

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

If there is a shortfall under the SPP Offer, the Directors have reserved the right to place the shortfall pursuant to the Shortfall Offer.

On completion of the SPP Offer, the Board believes the Company will have sufficient working capital to achieve the above objectives. However, to the extent the SPP Offer is not fully subscribed, the Company will scale back the exploration work set out above and/or delay some of the work, while it seeks alternative sources of funding. Subject to the results of the exploration work to be undertaken, additional funding may be required to advance the projects as deemed appropriate.

5.2 Effect of the SPP Offer and the Placement

The principal effect of the SPP Offer and the Placement, assuming the Company issues the maximum number of Shares under the SPP Offer will be to:

- (a) increase the cash reserves by \$1,286,216 (after deducting the estimated expenses of the Placement and the SPP Offer) immediately after completion of the Placement and the SPP Offer;
- (b) increase the number of Shares on issue from 1,265,283,317 (prior to the issue of the Placement Shares) to 1,714,022,000 Shares following completion of the Placement and the SPP Offer; and

- (c) increase the number of Options on issue from 145,000,000 as at the date of this Prospectus to 444,159,122 Options following completion of the Placement and the SPP Offer. Refer to Section 5.5 of this Prospectus for details of the Options on issue as at the date of this Prospectus.

5.3 Potential dilution to Shareholders

Shareholders should note that if they do not participate in the SPP Offer, their shareholdings are likely to be diluted by approximately 19.45% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders is set out in the table below.

Holder	Holding as at Record date	Percentage at Record Date	Percentage as at the date of the Prospectus ¹	Percentage on completion of the SPP Offer and the Placement	
				If SPP Entitlement is accepted	If SPP Entitlement is not accepted
Shareholder 1	100,000,000	7.90%	7.24%	6.13%	5.83%
Shareholder 2	50,000,000	3.95%	3.62%	3.21%	2.92%
Shareholder 3	15,000,000	1.19%	1.09%	1.17%	0.88%
Shareholder 4	4,000,000	0.32%	0.29%	0.53%	0.23%
Shareholder 5	500,000	0.04%	0.04%	0.32%	0.03%

Notes:

1. The dilutionary effect shown in the table assumes that Shareholders did not participate in the Placement.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that the Company raises an aggregate of \$1,000,000 under the SPP Offer and the Shortfall Offer. The table assumes that those SPP Entitlements not accepted by Eligible Shareholders under the SPP Offer are placed under the Shortfall Offer. In the event all SPP Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their SPP Entitlement would be a lesser percentage.
3. The dilutionary effect shown in the table assumes that no existing Options are exercised prior to the completion of the Offers.

5.4 Pro-forma balance sheet

The reviewed balance sheet as at 31 December 2018 and the pro-forma balance sheet as at 31 December 2018 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all SPP Entitlements are accepted (either through the SPP Offer or subsequently taken up under the Shortfall Offer), no existing Options are exercised prior to the Record Date and including expenses of the Placement and the SPP Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all

of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	REVIEWED 31 Dec 18	PROFORMA 31 Dec 18
CURRENT ASSETS		
Cash ¹	586,106	1,872,322
Other current assets	90,579	90,579
TOTAL CURRENT ASSETS	676,685	1,962,901
NON-CURRENT ASSETS		
Property, plant and equipment	28,034	28,034
Exploration and development expenditure ¹	4,184,062	4,184,062
Other non current assets	60,453	60,453
TOTAL NON-CURRENT ASSETS	4,272,549	4,272,549
TOTAL ASSETS	4,949,234	6,235,450
CURRENT LIABILITIES		
Creditors and other liabilities	485,401	485,401
Borrowings	0	0
TOTAL CURRENT LIABILITIES	485,401	485,401
NON CURRENT LIABILITIES		
Borrowings	0	0
Provisions	0	0
TOTAL NON CURRENT LIABILITIES	0	0
TOTAL LIABILITIES	485,401	485,401
NET ASSETS (LIABILITIES)	4,463,833	5,750,049
EQUITY		
Share capital	37,890,941	39,177,157
Reserves	1,298,150	1,298,150

	REVIEWED 31 Dec 18	PROFORMA 31 Dec 18
Accumulated losses	-34,725,258	-34,725,258
TOTAL EQUITY	4,463,833	5,750,049

5.5 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all SPP Entitlements are accepted (either through the SPP Offer or subsequently taken up under the Shortfall Offer), is set out below.

Shares

	Number
Shares currently on issue	1,380,688,667
Shares offered pursuant to the SPP Offer	333,333,333
Total Shares on issue after completion of the SPP Offer	1,714,022,000

Options

	Number
Options currently on issue ¹	145,000,000
Options offered pursuant to the Placement Options Offer ²	76,936,900
Options offered pursuant to the SPP Offer ²	222,222,222
Total Options on issue after completion of the Offers	444,159,122

Notes:

1. The terms of the Options are set out in the Appendix 3B released to the market on 10 April 2019.
2. The issue of the Placement Options and SPP Options is subject to the Company obtaining Shareholder approval at the General Meeting.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 1,525,688,667 Shares and on completion of the Offers (assuming all SPP Entitlements are accepted either through the SPP Offer or subsequently taken up under the Shortfall Offer) would be 2,158,181,122 Shares.

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

5.6 Details of substantial holders

Following completion of the Placement, the persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Hanking Australia Investment Pty Ltd	162,700,000	11.8

Shareholder	Shares	%
Crescent Nominees Ltd	105,820,140	7.7

In the event all SPP Entitlements are accepted (either through the SPP Offer or subsequently taken up under the Shortfall Offer) there will be no change to the substantial holders on completion of the Offers, however the participation in the Shortfall Offer by any of the substantial holders may result in a change to their shareholding interest.

The Company has confirmed that no existing Shareholder of the Company will increase its shareholding to above 19.99% as a result of the SPP Offer or the Shortfall Offer.

6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

6.1 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares, being the underlying securities of the Options to be issued under the SPP Offer and the Placement Options Offer to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

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

(a) **General meetings**

Shareholders are entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Company's constitution, the Corporations Act or the ASX Listing Rules.

(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, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, 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 (not credited) is of the total amounts paid and payable (excluding amounts credited) 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.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(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 allotment and 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.

(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.

6.2 SPP Options and Options to be issued under the Placement Options Offer

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.007 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option statement (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus

prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

7. RISK FACTORS

7.1 Introduction

The Securities 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 Securities 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. The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Securities.

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

7.2 Company specific

(a) Going concern risk

The Company's annual financial report for the half year ended 31 December 2018 (released to ASX on 7 March 2019) includes a note on the financial condition of the Company and the possible existence of an inherent uncertainty about the consolidated entity's ability to continue as a going concern.

Notwithstanding the 'going concern' paragraph included in the financial report for the half year ended 31 December 2018, the Directors believe that upon the successful completion of the SPP Offer, the Company will have sufficient funds to adequately meet the Company's current expenditure commitments and short-term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company. Please refer to Section 7.2(d) below for further details.

In the event that the SPP Offer is not completed successfully, the Company will be required to seek alternate funding options to ensure it can continue to operate as a going concern.

(b) Additional requirements for capital

The Company's capital requirements depend on numerous factors. The Company may require further financing in addition to amounts raised under the Placement and the SPP Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to scale back its exploration programmes, as the case may be. 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.

(c) **Exploration risks**

No assurance can be given that exploration will be successful or that a commercial mining operation will eventuate. The ultimate success and financial viability of the Company depends on the discovery and delineation of economically recoverable ore reserves, design and construction of efficient mining and processing facilities, and competent operational and managerial performance.

There is no assurance that exploration and development of the mineral interests held by the Company (which are all at an exploration stage), or any other projects that may be acquired by the Company in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.

Development of a commercial mining operation is also dependent on the Company's ability to obtain necessary governmental and other regulatory approvals.

(d) **Project and Joint Venture Risk**

There is a risk of financial failure or default under the joint venture arrangements by a participant in any joint venture to which the Company is, or may become, a party. Any withdrawal by a joint venture party or any issues with their ability to perform the obligations due under the joint venture arrangements could have a material adverse impact on the financial position of the Company. There is also the risk of disputes arising with the Company's joint venture partners, the resolution of which could lead to delays in the Company's proposed development activities or financial loss. A summary of the Company's current joint venture agreements is set out below.

Mount Gilmore Project

The Company has a 51% equity ownership of exploration licence 8379, which forms part of the Mt Gilmore Project, and is earning into a total of 80% equity (**Tenement**). Details of the Mt Gilmore Project are set out in the ASX announcement released on 16 June 2016.

The Company is a registered joint owner and manager of the Tenement with the New South Wales Government Department of Planning and Environment and therefore the Company is responsible for compliance with the terms and conditions of the Tenement and any other applicable legislation. Any failure to comply with these obligations may result in the Company losing its interest in the Tenement, which may have a material adverse effect on the Company's operations and the performance and value of the Securities. The Company has no current reason to believe it will not meet and satisfy its respective obligations under the relevant agreement, the Tenement conditions and other applicable legislation.

Lynn Lake – Victory Project Option

On 1 April 2015, the acquisition of the Victory Project from Victory Nickel Inc. (the **Vendor**) was finalised. Details of the agreement to acquire the Victory Project are set out in the ASX announcement released on 1 April 2015.

The terms of the acquisition include a requirement to spend an aggregate amount of AUD\$3.5 million on exploration and resource development in a five-year period (concluding on 19 December 2019). If the Company fails to meet this expenditure requirement:

- (i) the difference between AUD\$3.5 million expenditure requirement and what is actually spent, must be paid to the Vendor in cash or shares; or
- (ii) the Victory Project must be returned to Vendor.

If the Company fails to meet this expenditure requirement or comply with any obligations under the agreement, the Company may lose its interest in the Victory Project, which may have an adverse effect on the Company's operations and the performance and value of the Securities.

Lynn Lake – Lynn Lake Project Option

On 13 July 2010, the Company acquired a subsidiary entity Manitoba Nickel Pty Ltd, holder of an option to acquire a 100% interest in the Lynn Lake Project for approximately CAD\$1.75 million in expenditure over four years.

As announced on 29 July 2015, the Company renegotiated the terms of its option to acquire 100% equity in the Lynn Lake Project, securing more favourable terms with regards to the future acquisition of the Lynn Lake Project.

To exercise the option to acquire the Lynn Lake Project, the Company must make half-yearly payments of CAD100,000 until an aggregate of CAD1,000,000 has been paid to the vendor. To date the Company has paid CAD750,000 and must pay the outstanding amount of CAD250,000 on or before 20 April 2020. The Company has the discretion to exercise the option to acquire Lynn Lake Project on or before 20 April 2020 by paying the balance of the half yearly payments. In addition, the Company must pay deferred consideration of CAD750,000 on the commencement of commercial mining.

Further details of the acquisition agreement are set out in the ASX announcement released on 29 July 2015.

(e) **Estimation of Mineral Resources and Ore Reserves**

Mineral resource and reserve estimates are necessarily imprecise and involve subjective judgements regarding the presence and grade of mineralisation and the ability to economically extract and process the mineralisation, including future copper, cobalt, gold, silver and nickel prices, operating costs, transport costs, capital expenditures and other costs.

Fluctuations in the price of minerals, results of additional drilling, metallurgical testing and the evaluation of mine plans subsequent to the date of any mineral resource or reserve estimate may require revision of such estimate. Any material reductions in estimates of mineral resources or reserves, could have a material adverse effect on the Company's financial position.

Investors should not assume that resource estimates are capable of being directly reclassified as reserves under the JORC code. The inclusion of resource estimates should not be regarded as representation that these amounts can be economically exploited, and investors are cautioned not to place reliance on resource estimates.

(f) **Native title**

It is possible that tenements in which the Company will acquire an interest in may be subject to a native title claim. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

(g) **Exploration success**

The Company's tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.

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

(h) **Operations**

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(i) **Tenement applications and license renewal**

The Company cannot guarantee additional applications for tenements made by the Company will ultimately be granted, in whole or in part. Further the Company cannot guarantee that renewals of valid tenements will be granted on a timely basis, or at all.

(j) **Market conditions**

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

- (i) general economic outlook including movements in interest and inflation rates and currency exchange rates;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward specific market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

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

7.3 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus.

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

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

8. ADDITIONAL INFORMATION

8.1 Litigation

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

8.2 Continuous disclosure obligations

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

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

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

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

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

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

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

- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

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

Date	Description of Announcement
29/04/2019	Quarterly Activities Report
29/04/2019	Quarterly Cashflow Report
26/04/2019	Notice of General Meeting
10/04/2019	Section 708 notice
10/04/2019	Appendix 3B
03/04/2019	Placement and SPP
01/04/2019	Trading Halt
07/03/2019	Half Yearly Report and Accounts
19/02/2019	RIU Conference Presentation
12/02/2019	Lynn Lake Metallurgy additional technical information
11/02/2019	Lynn Lake Metallurgy update
07/02/2019	Mt Gilmore Technical Presentation
05/02/2019	Major New Copper Trend Identified
29/01/2019	Quarterly Activities Report
29/01/2019	Quarterly Cashflow Report
28/11/2018	New Constitution
27/11/2018	Annual General Meeting results
22/11/2018	New Cobalt Anomalies defined
09/11/2018	Cobalt Ridge Drilling Results
31/10/2018	Quarterly Activities Report
31/10/2018	Quarterly Cashflow Report
25/10/2018	Notice of Annual General Meeting
17/10/2018	Company Presentation

Date	Description of Announcement
11/10/2018	Lynn Lake Resource Upgrade
25/09/2018	RIU Company Presentation
18/09/2018	Commencement of Lynn Lake Met Studies
14/09/2018	Full Year Statutory Accounts
14/09/2018	Appendix 4G and CGS

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

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

8.3 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX. The SPP Options and Placement Options offered under this Prospectus are not currently trading on ASX.

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

Highest	\$0.005	19 March 2019
Lowest	\$0.003	3 May 2019
Last	\$0.004	2 May 2019

8.4 Interests of Directors

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

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

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 Offers.

Security holdings

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

Director	Shares	Options¹
Clive Jones	4,235,330	5,000,000
Brett Smith	7,107,131	10,000,000
Jonathan Downes	9,357,370	7,000,000
Mark Qiu	1,269,300	Nil

Notes:

1. Options exercisable at \$0.035 each on or before 31 March 2020.

Subject to Shareholders approval at the General Meeting, Messrs Jones, Smith, Downes and Qiu or their related entities, being Eligible Shareholders, intend to take up some or all of their respective SPP Entitlements.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$400,000 per annum.

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

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Year ending 30 June 2019 Salary/Director fees (AUD)	Year ended 30 June 2018 Salary/Director fees (AUD)	Year ended 30 June 2017 Salary/Director fees (AUD)
Clive Jones	\$52,504	\$52,504	\$154,607 ¹
Brett Smith	\$229,350	\$229,350	\$417,250 ²
Jonathan Downes	\$44,500	\$44,500	\$190,557 ³

Mark Qiu ⁴	\$39,070	\$39,070	Nil
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Notes:

1. Includes a cash-based payment of \$43,756 and a share-based payment (options) of \$110,851.
2. Includes a cash-based payment of \$197,648 and a share-based payment (options) of \$219,602.
3. Includes a cash-based payment of \$38,325 and a share-based payment (options) of \$152,232.
4. Mark Qiu was appointed on 18 August 2017.

8.5 Interests of experts and advisers

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

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

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

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

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

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

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$20,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$17,622 (excluding GST and disbursements) for legal services provided to the Company.

8.6 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as proposed directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

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

8.7 Expenses of the SPP Offer and the Placement

In the event that all SPP Entitlements are accepted, the total expenses of the SPP Offer and the Placement are estimated to be approximately \$60,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	20,252
Legal fees	20,000
Printing and distribution	15,164
Miscellaneous	1,378
Total	60,000

* The Company reserves the right to pay a commission of 6% (exclusive of goods and services tax) of amounts subscribed through any licensed securities dealers or Australian financial services licensee in respect of any valid applications lodged and accepted by the Company and bearing the stamp of the licensed securities dealer or Australian financial services licensee. For those applications made directly to and accepted by the Company no broker commissions will be payable.

8.8 Electronic prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on (08) 6142 6366 and the Company will send you, for free, either a hard copy or a further electronic copy

of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.corazon.com.au.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

8.9 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.

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

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

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

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

8.11 Privacy Act

If you complete an application for Securities, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

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

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

9. DIRECTORS' AUTHORISATION

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

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



Clive Jones
Non-Executive Chairman
For and on behalf of
CORAZON MINING LIMITED

10. GLOSSARY

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

Applicant means a person who applies for Shares and SPP Options pursuant to the Offers.

Application Form means a Placement Application Form or a SPP Application Form.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

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

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

Company means Corazon Mining Limited (ACN 112 898 825).

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

Corporations Act means the Corporations Act 2001 (Cth).

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

Eligible Shareholders means Shareholders:

- (a) who were registered holders of Shares on the Record Date; and
- (b) whose registered address was in Australia or New Zealand.

Entitlement means a SPP Entitlement or a Placement Entitlement.

General Meeting means the general meeting of the Company to be held on 30 May 2019.

Offers means the SPP Offer, the Shortfall Offer and the Placement Options Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 4.2.

Placement Application Form means the application form which will be provided to Placement Subscribers by the Directors.

Placement Entitlement means the entitlement of a Placement Subscriber to participate in the Placement Options Offer.

Placement Options has the meaning given in Section 4.2.

Placement Options Offer means the offer under this Prospectus of up to 76,936,900 Options, to be issued as free attaching to Shares subscribed for under the Placement.

Prospectus means this prospectus.

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

Section means a section of this Prospectus

Securities means Shares and/or Options offered pursuant to the Offers.

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

Shareholder means a holder of a Share.

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

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 4.7 of this Prospectus.

Shortfall Securities means those Securities issued pursuant to the Shortfall Offer.

SPP Application Form means the SPP Entitlement and Acceptance Form either attached to or accompanying this Prospectus.

SPP Entitlement means the entitlement of an Eligible Shareholder to participate in the SPP Offer.

SPP Offer means the offer of Shares and SPP Options to Eligible Shareholders as set out in Section 4.1 of this Prospectus.

SPP Option means an Option to be issued as free attaching to Shares issued under the SPP Offer on the basis of two (2) Options for every three (3) Shares subscribed for and issued on the terms set out in Section 6.2 of this Prospectus.