

ASX Announcement

2 November 2012

Navarre Minerals Limited

ABN 66 125 140 105

ASX Code: NML

Corporate Details

Issued capital:

55.8M ordinary shares

2.49M unlisted options

Directors & Management:

Kevin Wilson

(Non-Executive Chairman)

Geoff McDermott

(Managing Director)

John Dorward

(Non-Executive Director)

Colin Naylor

(Non-Executive Director)

Jane Nosworthy

(Company Secretary)

Wessley Edgar

(Exploration Manager)

Contact Details

Geoff McDermott

Managing Director

Navarre Minerals Limited

40 – 44 Wimmera Street

Stawell VIC 3380

Australia

PO Box 385

Stawell VIC 3380

Australia

Tel: +61 (0)3 5358 8625

Email: info@navarre.com.au

Website: www.navarre.com.au

Lodgement of Prospectus for Bonus Issue of Options

Navarre Minerals Limited (ASX Code: NML) is pleased to confirm that it will undertake a bonus issue of options to eligible shareholders ("Bonus Issue") on the basis of one (1) free option for every two (2) new Navarre shares subscribed for under the Company's 2012 Share Purchase Plan ("SPP").

The Bonus Issue was foreshadowed in the SPP offer to shareholders, which closed on 26 October 2012. The purpose of the Bonus Issue is to reward shareholders who participated in the SPP for their loyalty and support of the Company.

The record date for determining entitlements to the Bonus Issue is 5.00pm (Melbourne time) on Thursday 1 November 2012, being the date on which the SPP shares were allotted.

The Company has lodged a prospectus for the offer of Bonus Options with the Australian Securities and Investments Commission. A copy of the prospectus is attached and sets out full details in relation to the Bonus Issue and the terms and conditions of the Bonus Options. The prospectus will be mailed to each eligible shareholder on or about 7 November 2012, together with a personalised application form indicating the number of Bonus Options to which the shareholder is entitled. If eligible shareholders wish to accept the offer, completed application forms must be received by the Company's share registry by no later than 5.00pm (Melbourne time) on Friday 7 December 2012.

– ENDS –

For further information contact:

Mr Geoff McDermott

Managing Director

E: info@navarre.com.au

T: + 61 (0)3 5358 8625

About Navarre Minerals Limited

Navarre Minerals Limited is an ASX-listed, Australian-based mineral exploration company searching for gold and base metal deposits in Victoria.

Our goal is to define a maiden mineral resource and to become a low-cost Victorian gold producer through exploration success.

Our assets include a recent gold discovery under shallow cover 40km from the 22Moz Bendigo Goldfield.



NAVARRE MINERALS LIMITED

ABN 66 125 140 105

PROSPECTUS

For an offer of one (1) Bonus Option for every two (2) Shares
subscribed for under the Company's 2012 Share Purchase Plan (**SPP**)

The Bonus Options are being issued for nil consideration to Eligible Shareholders

This is an important document and should be read in its entirety. If you have any doubts as to what you should do, you should seek advice from your stockbroker, accountant, solicitor or other professional adviser.

IMPORTANT NOTICES

This Prospectus is dated 2 November 2012 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any 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.

Nature of this Prospectus

The Options which will be issued pursuant to this Prospectus are Options to acquire Shares, which are securities 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 section 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. In general terms "transaction - specific prospectuses" are only required to contain information in relation to the effect of the issue of Options on the Company and the rights attaching to the Options. 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 contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Shareholders with a registered address in Australia and New Zealand can obtain a copy of this Prospectus during the Offer period on the Company's website at www.navarre.com.au or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any Shareholder may obtain a hard copy of this Prospectus free of charge by contacting the Company's share registry on + 61 2 9290 9600.

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. The Options being offered under the Prospectus are offered in New Zealand in reliance on the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand).

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

The Offer and the content of this Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act sets out how the Offer must be made. There are differences in how securities are regulated under Australian law. The rights, remedies, and compensation arrangements available to New Zealand investors in Australian

securities may differ from the rights, remedies, and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to the Offer. If Shareholders resident in New Zealand wish to make a complaint about the Offer, they may contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle any complaints.

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

The Offer may involve a currency exchange risk. The currency for the securities is Australian dollars; not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between Australian dollars and New Zealand dollars. These changes may be significant. Shareholders resident in New Zealand should expect the securities to pay amounts in Australian dollars and not New Zealand dollars, as such they may incur fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 5 of this Prospectus. Forward-looking statements include those containing such words as "anticipate", "estimate", "opportunity", "plan", "intend", "aim", "seek", "believe", "should", "will", "may" and similar expressions.

Privacy

Please read the privacy information located in section 6.16 of this Prospectus. By submitting an Application Form, you consent to the matters outlined in that section.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Enquiries

If you have any questions please contact the Company's share registry, Boardroom Pty Limited on +61 2 9290 9600. Alternatively, consult your broker, accountant or other professional adviser.

CORPORATE DIRECTORY

Directors

Kevin Wilson
Non-Executive Chairman

Geoffrey McDermott
Managing Director

John Dorward
Non-Executive Director

Colin Naylor
Non-Executive Director

Company Secretary

Jane Nosworthy

Share Registry

Boardroom Pty Limited
Level 7, 207 Kent Street
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Solicitor to the Company

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Level 20
385 Bourke Street
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Auditor*

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Level 8, South Tower, Rialto
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T: +61 3 9286 1800

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ASX Code

NML

General Enquiries

Telephone: +61 3 5358 8625

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

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CHAIRMAN'S LETTER

Dear Eligible Shareholder

On behalf of the Directors of Navarre Minerals Limited, I am pleased to invite Eligible Shareholders to apply for Bonus Options in the Company.

The Bonus Issue will be made on the basis of 1 Bonus Option for every 2 Shares subscribed for by you under the SPP Offer which closed on 26 October 2012. The Bonus Options are being issued to you for no consideration. Each Bonus Option will be exercisable for one fully paid ordinary Share at an exercise price of A\$0.20 each on or before 5:00 pm (Melbourne time) on 31 December 2013.

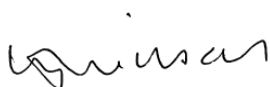
As the Bonus Options are being issued for no consideration, no funds will be raised under the Bonus Issue. If all the Bonus Options are exercised, the Company will receive approximately A\$379,339. It is currently intended that any funds raised by the exercise of the Bonus Options will be used to fund ongoing exploration and evaluation activities at the Company's Bendigo North, Kingston and Black Range projects and the Company's general working capital requirements (depending on when the Bonus Options are exercised and the Company's requirements at the relevant time). The Directors will also continue to consider additional capital raising initiatives as required.

If you would like to take up your entitlement under the Bonus Issue then you will need to complete the enclosed Application Form and return it to the Company's share registry by 5.00pm (Melbourne time) on Friday 7 December 2012.

You are encouraged to read this Prospectus fully. If you have any questions about the Bonus Issue, you should consult your stockbroker or other professional adviser.

I thank you for your continued support of Navarre.

Yours sincerely



Kevin Wilson
Chairman

SUMMARY OF KEY INVESTMENT HIGHLIGHTS AND RISKS

Key Investment Highlights

- As an Eligible Shareholder, you are entitled to one (1) free Bonus Option for every two (2) new Shares subscribed for under the SPP.
- You may exercise each Bonus Option on or before 5:00 pm (Melbourne time) on 31 December 2013 for 1 Share at an exercise price of A\$0.20 each, which is 26% higher than the volume weighted average Share price for the 5 trading days up to and including 1 November 2012 of A\$0.159.
- If all of the Bonus Options are exercised in full, the Bonus Issue will raise up to approximately A\$379,339 for the Company.
- Any funds raised from the exercise of the Bonus Options will be applied towards ongoing exploration and evaluation activities at the Company's gold and base metals projects at Bendigo North, Kingston and Black Range and the Company's working capital requirements (depending on when the Bonus Options are exercised and the Company's requirements at the time).

Key Investment Risks

- **Stock Market Risks:** The price of the Shares may be highly volatile and can be expected to fluctuate depending on various factors including exploration success, equity market sentiment, commodity prices, general economic conditions in Australia and overseas and other factors outside the Company's control. If the market price of Shares is below A\$0.20, it is unlikely that the Bonus Options will be exercised for new Shares. Regardless of how many Bonus Options are exercised, it is likely that the Company will continue to consider additional capital raising initiatives as required.
- **Taxation Risks:** If you exercise a Bonus Option, this may have taxation consequences, depending on your particular circumstances.
- **Risks Specific to Mining Exploration Companies:** The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, very few properties that are explored are ultimately developed into producing mines. It is possible that the Company will not be successful in locating mineral deposits of commercial value in any and all of the Company's exploration programs.
- **Future Funding Risks:** There is likely to be a requirement for the Company to raise additional funding in due course. The Company's share price and ability to raise future funds are likely to be impacted by prevailing commodity prices and equity market conditions.
- **Loss of Key People:** The responsibility of overseeing day-to-day operations and strategic management depends substantially on the executive and non-executive Directors. There is a risk of some detrimental impact on the Company if these directors leave. There is also no guarantee that the workforce required to operate the Company's projects can be recruited.
- **Tenement Title Risk:** All mineral licences in which the Company has an interest will be subject to applications for renewal, the success of which cannot be guaranteed. If a licence is not granted or renewed, the Company may suffer significant damage through loss of the opportunity to discover and develop any mineral resources on that licence. The mineral licences are also subject to reporting and expenditure requirements which must be met to keep them in good standing. The Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise.

This is a summary of the key investment highlights and risks only. Other risks do apply. You should read this Prospectus in its entirety, including section 2 which contains details of the Bonus Issue, section 5 which contains more detailed disclosure of the risks associated with the Bonus Issue and an investment in the Company and section 4 which contains the terms and conditions of the Bonus Options and the underlying Shares.

1. INDICATIVE TIMETABLE

The indicative timetable for the Bonus Issue is as follows:

Event	Date
Record Date to identify Eligible Shareholders	1 November 2012
Prospectus lodged with ASIC and copy provided to ASX	2 November 2012
Appendix 3B lodged with ASX	2 November 2012
Prospectus for Bonus Options despatched to Eligible Shareholders	7 November 2012
Opening Date	7 November 2012
Closing Date	7 December 2012

Subject to the ASX Listing Rules, the Directors reserve the right to vary the dates for the Bonus Issue at their discretion and any variation will have a consequential effect on the anticipated date of issue.

2. DETAILS OF THE BONUS ISSUE

2.1 The Bonus Issue

By this Prospectus, the Company is making a Bonus Issue of Bonus Options to Eligible Shareholders on the basis of one (1) free Bonus Option for every two (2) new Shares subscribed for under the SPP. The Bonus Options are being issued for no consideration. Each Bonus Option will be exercisable for one fully paid ordinary Share at A\$0.20 each on or before 5:00 pm (Melbourne time) on 31 December 2013.

The purpose of the Bonus Issue is to reward Eligible Shareholders for their loyalty to, and support of, the Company. Eligible Shareholders will have the opportunity to increase the number of Shares they hold, by exercising Bonus Options for one (1) fully paid ordinary Share at a fixed price of A\$0.20 each, which may be at a discount to the market price for Shares, depending on the market price of Shares during the exercise period.

The maximum number of Bonus Options to be granted pursuant to the Bonus Issue is approximately 1,896,695 Bonus Options (subject to rounding).

In the calculation of individual entitlements to Bonus Options, fractions will be rounded up to the nearest whole number.

2.2 Use of Funds

As the Bonus Options are being issued for no consideration, no funds will be raised as a result of the Bonus Issue.

If all the Bonus Options are exercised the Company will receive A\$379,339 (based on the number of Bonus Options to be issued under the Bonus Issue). There is no guarantee that any Bonus Options will be exercised and the proportion exercised will depend on, amongst other things, the Share price relative to the exercise price during the exercise period.

It is currently intended that any funds raised by the exercise of the Bonus Options will be used as follows:

- (a) to fund the Company's ongoing exploration activities at its gold and base metals projects at Bendigo North, Kingston and Black Range; and

- (b) to meet ongoing working capital requirements.

The application of funds will depend on when Bonus Options are exercised and the Company's requirements at the relevant time.

The Company is also actively investigating opportunities to raise additional equity funds to provide further working capital for the Company.

2.3 **Acceptance**

An Eligible Shareholder's acceptance of the Bonus Issue must be made on the prescribed Application Form attached to this Prospectus. The Application Form will state the Eligible Shareholder's maximum entitlement to Bonus Options pursuant to the Bonus Issue based on the number of Shares the Eligible Shareholder subscribed for under the SPP.

An Eligible Shareholder may participate in the Bonus Issue by completing the Application Form attached to this Prospectus and returning it to the Company's share registry, Boardroom Pty Limited in accordance with the instructions on the Application Form. An Eligible Shareholder's acceptance must not exceed its entitlement as shown on that form. If it does, its acceptance will be deemed to be for the maximum entitlement.

An Eligible Shareholder may participate in the Bonus Issue as follows:

- (a) if it wishes to accept its entitlement in full, complete the Application Form, filling in the details in the spaces provided; and
- (b) if it wishes to accept only part of its entitlement, fill in the number of Bonus Options it wishes to accept in the space provided on the Application Form; or
- (c) if it does not wish to accept all or part of its entitlement, it is not obliged to do anything.

2.4 **Allotment and Allocation**

The Bonus Options will be allotted and granted as soon as practicable after receipt of the enclosed Application Form. Holding statements or allotment advices in relation to the Bonus Options will be despatched to Eligible Shareholders as soon as practicable and in accordance with the indicative timetable in this Prospectus.

2.5 **Eligible Shareholders**

Only Shareholders of the Company with a registered address in Australia or New Zealand who participated in the SPP are eligible to receive the Bonus Issue. All new Shares issued under the SPP will be issued and allocated prior to the Record Date for the Bonus Issue. The Bonus Issue is not made to Excluded Shareholders.

The Company will not make the Bonus Issue to any Shareholders who have a registered address in a country other than Australia or New Zealand on the Record Date.

This Prospectus does not constitute an offer to Excluded Shareholders and the Prospectus will not be sent to Excluded Shareholders (if any).

2.6 **Bonus Issue is not made where unlawful**

This Prospectus does not constitute an offer of securities in any place in which, or to any person to whom, it would not be lawful to make such an offer or to make the Bonus Issue. Where the Prospectus has been despatched to persons domiciled in a country other than Australia or New Zealand, and where that country's securities code or legislation prohibits or restricts in any way the making of the Bonus Issue, the Prospectus is provided for information purposes only.

2.7 **Taxation**

You should seek and rely on your own taxation advice regarding the exercise of Bonus Options as the taxation consequences will depend on your particular circumstances.

2.8 Ranking

The terms and conditions of the Bonus Options are set out in section 4 of this Prospectus. Any Shares issued on the exercise of the Bonus Options will rank equally with the existing Shares on issue. The rights attaching to Shares are referred to in section 4.2 of this Prospectus.

2.9 Non-Renounceable

Bonus Options are non-renounceable and will not be listed on ASX. Accordingly, there will be no trading of rights on ASX and you will be unable to transfer your Bonus Options to another party, without the prior approval of the Company.

2.10 No Underwriting

The Bonus Issue is not underwritten.

2.11 Directors Discretion

The Directors may at any time decide to withdraw this Prospectus.

The Directors may make determinations in any manner they think fit in relation to any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Bonus Issue whether generally or in relation to any Shareholder. Any determinations by the Board will be conclusive and binding on all Shareholders and other persons to whom the determination relates.

2.12 Enquiries

Any queries concerning the Bonus Issue or this Prospectus should be directed to the Company's share registry on:

Telephone: +61 2 9290 9600
 Facsimile: +61 2 9279 0664
 Email: enquiries@boardroomlimited.com.au

3. EFFECT OF THE BONUS ISSUE ON THE COMPANY

3.1 Effect on Financial Position of the Company

No funds will be raised by the Company by the issue of Bonus Options under this Prospectus. The issue of Bonus Options pursuant to this Prospectus will not have a material impact on the Company's current financial position other than a decrease in cash reserves of approximately A\$30,000 being the estimated expenses of the Bonus Issue as set out in section 6.11 of this Prospectus.

The Company will receive A\$0.20 for each Bonus Option exercised. If all the Bonus Options issued pursuant to this Prospectus are exercised, the Company will receive A\$379,339 (based on the number of Bonus Options to be issued). The likelihood of the Company raising additional capital through the exercise of the Bonus Options is dependent on the market price of the Shares from time to time until the Bonus Options expire.

Regardless of how many Bonus Options are exercised, it is likely that the Company will continue to consider additional capital raising initiatives as required.

A pro-forma unaudited Statement of Financial Position as at 30 June 2012 has been prepared and is set out below for illustrative purposes. The pro-forma Statement of Financial Position has been prepared on the same basis and using the same accounting policies as the Company's audited financial statements for the financial year ended 2012.

The pro-forma Statement of Financial Position has been prepared to take into account both the issue of the Bonus Options and the exercise of all of the Bonus Options, on the basis of the maximum number of Bonus Options to be issued (based on the number of Shares on issue at the date of this Prospectus and without taking into account the impact of rounding or the expenses associated with the exercise of the Bonus Options or listing of the underlying Shares).

There have been no material movements in assets and liabilities of the Company between 30 June 2012 and the date of this Prospectus other than:

- (a) expenses of the Bonus Issue of approximately A\$30,000; and
- (b) proceeds received from the SPP Offer to Shareholders undertaken by the Company in September and October 2012, being A\$569,000. Allotment of the Shares subscribed for under the SPP occurred on Thursday 1 November 2012.

PRO FORMA UNAUDITED CONSOLIDATED STATEMENT OF FINANCIAL POSITION

	As at 30 June 2012	As at 30 June 2012 (after completion of SPP and Bonus Issue but without exercise of any Bonus Options)	As at 30 June 2012 (assuming all Bonus Options are exercised)
	A\$	A\$	A\$
Current Assets			
Cash and cash equivalents	1,505,134	2,044,134	2,423,473
Trade and other receivables	205,745	205,745	205,745
Total Current Assets	1,710,879	2,249,879	2,629,218
Non-Current Assets			
Exploration and evaluation expenditure	4,535,724	4,535,724	4,535,724
Property, plant and equipment	166,237	166,237	166,237
Total Non-Current Assets	4,701,961	4,701,961	4,701,961
Total Assets	6,412,840	6,951,840	7,331,179
Current Liabilities			
Trade and other payables	282,345	282,345	282,345
Total Current Liabilities	282,345	282,345	282,345
Total Liabilities	282,345	282,345	282,345
Net Assets	6,130,495	6,669,495	7,048,834
Equity			
Contributed equity	7,782,800	8,321,800	8,701,139
Reserves	179,936	179,936	179,936
Accumulated losses	(1,832,241)	(1,832,241)	(1,832,241)
Total Equity	6,130,495	6,669,495	7,048,834

3.2 Effect of the Bonus Issue on the Capital Structure of the Company

The capital structure of the Company as at the date of this Prospectus is as follows:

	Number	Expiry Date	Exercise price
Listed securities			
Shares	47,243,251	N/A	N/A
Options	Nil	N/A	N/A
Unlisted securities			
Restricted securities	12,379,722	N/A	
*To be held in escrow until 31 March 2013			
Existing Options	1,500,000	31 December 2014	A\$0.20
	650,000	31 December 2014	A\$0.25
	150,000	31 December 2016	A\$0.30
	190,000	30 June 2017	A\$0.30

Assuming that no existing Options are exercised, and without taking into account the impact of rounding, the capital structure following completion of the Bonus Issue will be as above, however the number of unlisted Options will increase from 2,490,000 to 4,386,695.

If all Bonus Options are exercised then, assuming no further Shares and no further Options are issued between the date of this Prospectus and the expiry date of the Bonus Options, the total number of Options on issue will decrease by 1,896,695, and the number of Shares on issue will increase from 59,622,973 to:

- (a) 61,519,668 assuming no existing Options are exercised; and
- (b) 64,009,668 assuming all existing Options are exercised.

3.3 Potential effect on control

As at the date of the Prospectus, the relevant interests and voting power of the substantial shareholders of the Company (based on the last substantial shareholding notice or change of directors interest notice lodged with the Company) are as follows:

Shareholder	Number of Shares	Voting Power
Leviathan Resources Pty Ltd and Northgate Australian Ventures Corporation Pty Ltd (combined holding)	5,187,222	8.70%
New Chum Holdings Pty Ltd (including interests associated with Geoffrey McDermott)	4,787,243	8.03%
Mr Kevin John Wilson <Lincoln Superfund No 1 A/C> (including interests associated with Kevin Wilson)	4,467,174	7.49%

Shareholder	Number of Shares	Voting Power
Kautag Pty Ltd (including interests associated with John Dorward)	3,355,000	5.63%

4. RIGHTS AND LIABILITIES ATTACHING TO BONUS OPTIONS AND TO UNDERLYING SHARES

4.1 Terms of Offer

The Bonus Options will be granted on the following terms and conditions:

(a) **Overview**

Each Bonus Option entitles the holder to subscribe for one Share in the Company at a subscription price of A\$0.20 per Share.

(b) **Expiry Date**

The Bonus Options are exercisable at any time on or before 5.00 pm (Melbourne Time) on 31 December 2013 (**Expiry Date**) by completing an option exercise form and delivering it to the Company's share registry together with payment for the number of Shares in respect of which the Bonus Options are exercised and the holding statement for those Bonus Options.

(c) **Exercise of the Bonus Options**

The Bonus Options may be exercisable either in whole or in part. If the Bonus Options are exercised in part, each notice of exercise must be for not less than 1,000 Shares and thereafter in multiples of 1,000 Shares.

Bonus Options not exercised by the Expiry Date shall automatically lapse. Reminder notices will be forwarded to the Bonus Option holders prior to the Expiry Date.

(d) **Terms of Shares upon exercise**

Shares issued upon exercise of the Bonus Options will rank equally in all respects with the Company's then existing Shares.

(e) **Transfer of Options**

The Bonus Options are not transferable, without the prior approval of the Company.

(f) **Participation rights in any new issues**

There are no participating rights or entitlements inherent in the Bonus Options to participate in any new issues of securities which may be made or offered by the Company to its Shareholders from time to time prior to the Expiry Date unless and until the Bonus Options are exercised. The Company will ensure that during the exercise period of the Bonus Options the Company will notify holders of the Record Date for the purposes of determining entitlements to any such issue in accordance with the applicable timetable set out in the ASX Listing Rules.

(g) **Reconstruction event**

In the event of a reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, all rights of the option holder shall be reconstructed in accordance with the ASX Listing Rules.

(h) **Consequences of pro-rata or bonus issue of shares**

There will be no change to the exercise price of a Bonus Option or the number of Shares over which a Bonus Option is exercisable in the event of the Company making a pro-rata issue of Shares or other securities to holders of ordinary shares in the Company.

(i) **No Quotation**

The Company will not apply for official quotation by the ASX of the Bonus Options.

4.2 **Underlying Shares**

The Shares issued upon exercise of the Bonus Options will rank equally in all respects with existing Shares.

The rights and liabilities attaching to Shares are set out in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours. The Company will supply an Eligible Shareholder with a copy of the Constitution, free of charge, on request, at any time prior to the issue of the Bonus Options.

The following is a broad summary of the rights, privileges and restrictions attaching to all Shares. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of holders of Shares.

(a) **Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares (at present there are none), at meetings of shareholders of the Company:

- (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, or in respect of which that person is appointed a proxy, attorney or representative, have one vote, but in respect of partly paid Shares (at present there are none), shall have such number of votes as bears the same proportion which the amount paid, not credited, is of the total amounts paid, and payable, whether or not called (excluding amounts credited) on the partly paid Shares. A poll may be demanded at a meeting in the manner permitted by the Constitution.

(b) **Rights on a winding up**

All Shares rank equally in the event of a winding up, subject to any amount remaining unpaid on any Shares. Once all the liabilities of the Company are met, the liquidator may, with the sanction of a special resolution of the members, divide amongst the members all or any of the Company's assets and for that purpose determine how the liquidator will carry out the division between the different classes of members.

(c) **Transfer of Shares**

Subject to the Corporations Act, ASX Listing Rules and ASTC Settlement Rules, a Shareholder may transfer Shares by an instrument in writing in a form approved by the Directors. Except as otherwise provided for in the ASX Listing Rules or the ASTC Settlement Rules, the Directors may in certain circumstances refuse to register any transfer of Shares, or request ASTC or the share registry to apply a holding lock to prevent a proper ASTC transfer of Shares.

(d) **Future increases in capital**

The allotment and issue of any Shares is under the control of the Directors. Subject to restrictions on the allotment of Shares in the ASX Listing Rules, the Constitution of the Company and the Corporations Act, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they see fit.

(e) **Variation of rights**

Under the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of shareholders, vary or cancel the rights attaching to Shares. If the Share capital is divided into different classes of Shares, the rights attached to any class may be varied or cancelled by a special resolution passed at a general meeting of the holders of Shares in that class or with the written consent of three quarters of the holders of Shares in that class.

(f) **Dividend rights**

Dividends are payable upon the determination of the Directors, who may fix the amount, time for payment and method of payment of dividends.

(g) **Compliance with ASX Listing Rules**

As the Company is listed on ASX, the Company will need to comply with the ASX Listing Rules, notwithstanding anything contained in its Constitution. Nothing in the Constitution prevents an act being done that the ASX Listing Rules require to be done. If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the ASX Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the ASX Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

5. RISK FACTORS

Navarre is a mineral exploration company with a focus on gold, copper and zinc in Victoria. Due to the nature of the Company's business activities and mineral exploration interests, investment in the Company carries with it risks reasonably expected of an investment in a business of this type. You should consider the risk factors described below, together with information contained elsewhere in this Prospectus and consult your professional adviser, before deciding whether to exercise any Bonus Options granted pursuant to this Prospectus. Nothing in this Prospectus constitutes financial or investment advice.

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

5.1 Key Risks

(a) **Exercise price of Bonus Options**

No guarantee can be given that the Share price will be greater than the exercise price of the Bonus Options during the period up to expiry of the Bonus Options on 31 December 2013. Accordingly, there is a risk that the Bonus Options will be out of the money during the exercise period, which would affect the value of the Bonus Options.

(b) **Key Management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on the executive and non-executive Directors. There can be no assurance given that there will be no detrimental

impact on the Company if one or more of the Directors, particularly the Managing Director, no longer acts as a Director.

(c) **Value of Securities and Share market Conditions**

The market price of the Company's securities may be subject to varied and unpredictable influences on the market for equities in general and resources stocks in particular. Equity market conditions may affect the value of the Company's securities regardless of the Company's performance. Lack of liquidity may also affect the value of the Company's securities. As a small entity, there is likely to be limited liquidity in the Shares and holders of the Company's Shares may not be able to dispose of their Shares at the prevailing market price. The Shares might not be covered by research analysts.

The trading price of the underlying Shares may fall as well as rise.

(d) **Dilution**

If you do not exercise the Bonus Options, because you allow those Bonus Options to expire without being exercised, and other investors exercise the Bonus Options, your shareholding will be diluted.

(e) **No quotation**

As the Company does not intend to apply for the Bonus Options to be quoted on the ASX, you will not have a market on which to trade the Bonus Options. This will affect the liquidity of the Bonus Options.

(f) **Taxation consequences**

The exercise of a Bonus Option may have taxation consequences, depending on your particular circumstances. You should seek your own taxation advice before exercising a Bonus Option.

(g) **Requirements for Capital**

Navarre is a small entity and its capital requirements will depend on numerous factors. Exploration costs will reduce Navarre's cash reserves. Those cash reserves may not be replaced if future operations or other acquisition opportunities prove unsuccessful or perform below expectations. Navarre would then be dependent on seeking additional capital elsewhere, through equity, debt or joint venture financing, to support long term exploration and evaluation of its projects. Navarre's capital requirements depend on numerous factors including the success of its planned exploration programs, its ability to generate income from its operations, prevailing commodity prices, market conditions and possible acquisitions or other corporate opportunities.

If the exercise price of the Bonus Options is lower than the market price of Shares, then it is unlikely the Bonus Options will be exercised. This would mean that the Company will not raise any funds from the exercise of the Bonus Options. Regardless of how many Bonus Options are exercised, it is likely that the Company will continue to consider additional capital raising initiatives as required. If none or a low proportion of Bonus Options are exercised, the Company will need to rely more heavily on future capital raisings, which could result in dilution to your Shareholding (depending on the nature of the capital raising). If Navarre is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or scale back its exploration programs, as the case may be.

(h) **Tenement Title**

Interests in exploration tenements in the State of Victoria are governed by Victorian legislation and are evidenced by the granting of licences. Each licence is for a specific terms and carries with it annual expenditure and reporting commitments, as well as

other conditions requiring compliance. Consequently, the Company could lose title to its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise.

Further, exploration tenements, once granted, are subject to periodic renewal and, if the Company is successful in locating a mineral deposit, then there is a requirement to change the status of the exploration tenement to a mining licence or similar before any development can occur. There is no guarantee that current or future tenement renewals or conversions will be approved. Renewal of the term of a granted tenement is at the discretion of the relevant Minister and may include additional or varied expenditure or work commitments or compulsory relinquishment of the areas comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

(i) **Native Title**

The Company has interests in a number of tenements which include areas over which legitimate common law native title rights of Aboriginal Australians exist. It is also possible that tenements in which the Company may, in the future acquire, an interest are areas over which native title rights exist. To the extent to which native title rights exist, the Company's ability 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.

As at the date of this Prospectus, the Company is not aware of any native title rights which it expects to materially adversely affect operations. Whilst the Directors hold this view, no guarantee can be given that these native title rights (or any native title rights over areas in which the Company may in future acquire an interest) will not affect the Company.

5.2 **General risks**

(a) **General Economic Climate**

General economic conditions, movements in interest and inflation rates, currency exchange rates and commodity prices (particularly the gold price) may have an adverse effect on the Company's exploration activities and the potential for future development and production activities, as well as the ability to fund those activities. If activities cannot be funded, there is a risk that tenements may have to be surrendered or not renewed. Furthermore, share market conditions may affect the value of the Company's quoted securities regardless of operating performance. Share market conditions are affected by many factors such as:

- (a) general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

The Company's future revenues, the economic viability of its projects, the market price for its listed securities, and its ability to raise future capital may be affected by these factors, which are beyond the Company's control.

(b) **Political Risk, Commodity Price Volatility and Exchange Rates Risks**

In the event that the Company achieves exploration success, the revenue that may be derived through the sale of commodities exposes potential income to commodity

price and exchange rate risks and any profits will be exposed to changes in the taxation or royalty regime in Australia. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for gold or base metals, technological advancements, forward selling activities and other macro-economic factors. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the Company's income and expenditure are and will be taken into account in Australian currency, exposing the Company to fluctuations in the exchange rate between the United States dollar and the Australian dollar, as determined by international markets.

(c) **Land Access**

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia. Negotiations with both native title claimants and land owners/occupiers are generally required before the Company can access land for exploration or mining activities. Inability to access, or delays experienced in accessing, the land may impact on the Company's activities.

(d) **Environmental Risks**

The operations and proposed activities of the Company are subject to both Australian Federal and State laws and regulations concerning the environment. As with most exploration projects and mining operations, activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company and Directors intend to conduct their activities to high standards of environmental obligation, including compliance with relevant environmental laws and approvals in order to minimise damage to the environment and risk of liability. However, as with all exploration and mining activities, the Company's operations are expected to have an impact on the environment. There are also risks inherent in the Company's activities including accidental leakages, spills, or other unforeseen circumstances that could subject the Company to extensive liability.

Further, the Company may require approval from relevant regulatory authorities before undertaking activities that are likely to impact on the environment. If the Company fails to obtain such approvals it will be prevented from undertaking those activities. The Company cannot predict what future legislation and regulations may govern mining, and may impose significant environmental obligations on the Company.

(e) **Production Risks**

There can be no assurance given that the Company will achieve production from any of its projects. The capacity of the Company to achieve production will depend on a wide range of factors including capital costs and operating costs that may be applicable to the individual projects and the capacity of the Company to fund those costs. If production is achieved then unanticipated problems may increase extraction costs and reduce anticipated recovery rates.

(f) **Contract Risks**

The Company operates through a series of contractual relationships with operators, sub-contractors and may, with exploration success, sell production through various marketing contracts. All contracts carry risks associated with the performance by the parties as of their obligations as time and quality of works performed.

(g) **Exploration risk**

The mineral tenements of the Company are in the early 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 tenements currently held by the Company, or any other tenements that may be acquired in the future, will result in the discovery of an economic mineral deposit. Until the Company is able to realise value from the mineral tenements, the Company is likely to incur ongoing operating losses. If exploration is successful, there will be additional costs and processes involved in moving to the development phase.

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

(h) **Government Policy**

Changes in government, monetary policy, taxation and laws (including those regulating the resources industry) can have a significant influence on the outlook for mineral exploration or development projects, companies and the return to investors. A change to State or Commonwealth government, government policies and legislation could have a material adverse effect on the Company or its projects.

(i) **Occupational Health and Safety**

The mining industry has become subject to increasing occupational health and safety responsibility and liability. The Company and Directors intend to conduct their activities to high standards of occupational health and safety, including compliance with relevant laws, but the potential for liability is a constant risk.

(j) **Speculative Nature of Investment**

The Bonus Options and any new Shares issued on the exercise of Bonus Options granted pursuant to this Prospectus should be considered speculative because of the nature of the Company's business. There are numerous risk factors involved. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company as a result of exercise of a Bonus Option carries no guarantee with respect to the payment of dividends, return of capital or price at which Shares will trade.

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 Bonus Options granted pursuant to this Prospectus. You should consider that investment in the Company is speculative and should consult your professional adviser before deciding whether to exercise any of the Bonus Options granted to you pursuant to this Prospectus.

6. ADDITIONAL INFORMATION

6.1 Continuous Disclosure and Documents available for inspection

This is a Prospectus for the offer of Bonus Options to acquire Shares which have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus and is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus. This Prospectus is intended to be read in conjunction with publicly available information in relation to the Company which has been notified to the ASX. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering prospectus.

The Company is a "disclosing entity" for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. As a listed company, the Company is subject to the ASX Listing Rules which require it to immediately notify ASX of any information concerning the Company of which it is or becomes aware and which a reasonable person would expect to have a material effect on the price or value of Shares, subject to certain exceptions.

Copies of documents lodged with ASIC in relation to the Company may be obtained, or inspected at, an office of ASIC.

The Company will provide to any person, on request and free of charge, a copy of each of the following documents:

- (a) the annual financial report of the Company for the financial year ended 30 June 2012, being the annual financial report of the Company most recently lodged with ASIC before the issue of this Prospectus;
- (b) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to above until lodgement of the Prospectus with ASIC, in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act.

The Company has lodged the following announcements with ASX since the lodgement of the 2012 Annual Report on 4 October 2012:

Date	Description of Announcement
8 October 2012	Lapse of unlisted options
16 October 2012	Quarterly Activities Report
16 October 2012	Quarterly Cashflow Report
17 October 2012	Notice of Annual General Meeting
17 October 2012	Annual General Meeting Proxy Form
17 October 2012	Tandarra's Macnaughtan Line delivers high-grade gold
23 October 2012	Coarse gold nuggets in Tandarra drill chips
31 October 2012	Appendix 3B – Issue of unlisted employee options
1 November 2012	Completion of SPP & Appendix 3B
1 November 2012	Change of Director's Interest Notice x 4

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, or is available on the ASX website at www.asx.com.au, using the Company's code NML.

6.2 Information excluded from continuous disclosure notices

As at the date of this Prospectus, there is no information that has not been disclosed under the continuous disclosure requirements of the ASX Listing Rules because the ASX Listing Rules expressly or impliedly exclude the information from disclosure, and which, in the Board's opinion, you or your professional advisers would reasonably require in order to assess the Company's assets and liabilities, financial position and prospects and the rights and liabilities attaching to the Bonus Options. The Directors note however that the Company is actively

investigating opportunities to raise additional equity funds to provide further working capital for the Company.

6.3 Interests of Directors

Other than as set out below, in this section 6 or elsewhere in this Prospectus, no Director or any entity in which a Director is a partner or director, has or has 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 Bonus Issue; or
- (c) the Bonus Issue,

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 Director or to any entity in which a Director is a partner or a director, either to induce him to become, or qualify as, a Director or otherwise for services rendered by him or by the entity in connection with the formation or promotion of the Company or the Bonus Issue.

6.4 Interest of persons

Other than as set out below or elsewhere in this Prospectus, no 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 has, or has had within the two years before lodgement of this Prospectus with 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 its formation or promotion or in connection with the Bonus Issue; or
- (c) the Bonus Issue,

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 those persons for services rendered by them in connection with the formation or promotion of the Company or the Bonus Issue.

Boardroom Pty Limited has been appointed as Navarre’s share registry and will be paid for these services on normal commercial terms.

Herbert Geer will receive professional fees of A\$25,000 for provision of legal services.

6.5 Interests in Existing Securities

As at the date of this Prospectus the Directors have a direct or indirect interest in the following securities of the Company:

Director	Existing Shares	Existing Options
Kevin Wilson	4,467,174	250,000
Geoffrey McDermott	4,787,243	1,500,000
John Dorward	3,355,000	200,000
Colin Naylor	1,730,000	200,000

6.6 Remuneration of Directors

Directors are entitled to remuneration out of the funds of the Company but the remuneration of the non-executive Directors may not exceed in any year the amount fixed by the Company in general meeting for that purpose. The aggregate remuneration of the non-executive Directors has been fixed at a maximum of A\$300,000 per annum.

The Directors are currently entitled to the following remuneration or directors' fees:

Director	Remuneration
Kevin Wilson	Directors' fees of A\$40,000 per annum (plus superannuation)
Geoffrey McDermott	Fixed remuneration of A\$245,936 per annum (plus superannuation). If Mr McDermott meets specified performance targets for the calendar year 2012, then he may receive a short-term incentive payment of A\$60,000
John Dorward	Directors' fees of A\$30,000 per annum (plus superannuation) and consulting fees of A\$5,000 per month
Colin Naylor	Directors' fees of A\$30,000 per annum (plus superannuation)

6.7 Market prices of Shares on ASX

The highest and lowest market price of Shares on the ASX during the 3 months immediately preceding the date of this Prospectus, and the closing market price on the last day on which Shares were traded before the date of this Prospectus (30 October 2012) are set out below:

3 month high	3 month low	Closing market price on 30 October 2012
A\$0.19	A\$0.125	A\$0.15

6.8 Restricted Securities

The only restricted securities on issue are the 12,379,722 Shares issued to Leviathan Resources Pty Ltd as well as certain related parties of the Company as part of the initial public offering. These Shares are subject to a voluntary 24 month escrow period (expiring 31 March 2013), on terms agreed between the Company and the relevant holders. Any Bonus Options issued to the holders of the restricted securities will not be restricted under the Bonus Issue.

6.9 Litigation

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

6.10 Broker handling fees

No handling fees are payable in connection with the Bonus Issue.

6.11 Expenses of the Bonus Issue

The estimated expenses of the Bonus Issue, including ASIC lodgement fee, legal fees, share registry expenses, printing and postage costs, are A\$30,000.

6.12 Electronic Prospectus

Pursuant to Class Order 00/44, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices

referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus. If you have not, please phone the Company on +61 3 5358 8625 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.navarre.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.

6.13 Herbert Geer

Herbert Geer Lawyers will receive a time based fee of approximately A\$25,000 (excluding GST and disbursements) in connection with legal advice provided to the Company in respect of the Bonus Issue and the preparation and verification of documentation in connection with the Bonus Issue.

6.14 Consents and disclaimer

None of the parties referred to in this section 6:

- (a) has authorised or caused the issue of this Prospectus;
- (b) has made, or purported to make any statement in this Prospectus, or on which any statement made in this Prospectus is based, other than the statements referred in this section 6.14;
- (c) assumes responsibility for any part of this Prospectus except for the statements referred to in this section 6.14; and
- (d) to the maximum extent permitted by law, claims any responsibility or liability for any part of this Prospectus, other than a reference to it or a statement to be included in this Prospectus with their consent as specified in this section 6.14.

Each of the following has consented in writing to being named in the Prospectus in the capacity noted below and in the form and context in which they have been named, and has not withdrawn such consent prior to the lodgement of this Prospectus with ASIC:

- (a) Herbert Geer as legal adviser to the Company; and
- (b) Boardroom Pty Limited as the Company's share registry.

6.15 Taxation

The acquisition of Bonus Options in Navarre will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Navarre are urged to obtain independent financial advice about the consequences of acquiring Bonus Options from a taxation viewpoint and generally.

To the maximum extent permitted by law, Navarre, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for Bonus Options under this Prospectus.

6.16 Privacy Act

If you complete an application for Options, 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 (if any) 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 Options, the Company may not be able to accept or process your application.

6.17 Further information

If you have any questions about the Bonus Issue, please contact either:

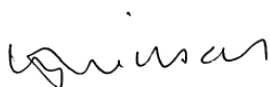
- (a) the Company's share registry, Boardroom Pty Limited on:
 - Telephone: 1300 737 760
 - Facsimile: (02) 9290 9655
 - Email: enquiries@boardroomlimited.com.au; or
- (b) your stockbroker or professional adviser.

DIRECTORS' STATEMENT

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by other persons, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, that those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with ASIC, or to the Directors' knowledge, before any issue of Shares pursuant to this Prospectus. This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisers.

Each of the Directors has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

Signed for and on behalf of Navarre Minerals Limited on 2 November 2012.



Kevin Wilson
CHAIRMAN

GLOSSARY

In this Prospectus, the following words have the following meanings unless the context requires otherwise:

Application Form	the application form attached to this Prospectus
ASIC	Australian Securities & Investments Commission
ASTC Settlement Rules	the operating rules of the settlement facility provided by ASTC
ASTC	the ASX Settlement and Transfer Corporation
ASX	ASX Limited or the securities exchange operated by ASX Limited (as the context requires)
ASX Listing Rules	the official listing rules of ASX
Bonus Issue	the issue of Bonus Options to Eligible Shareholders pursuant to this Prospectus on the basis of one (1) Bonus Option for every two (2) Shares subscribed for under the SPP
Bonus Option	an option to subscribe for one Share, exercisable at A\$0.20 on or before 5:00 pm (Melbourne time) on 31 December 2013 and otherwise having the terms set out in section 4 of this Prospectus
Company or Navarre	Navarre Minerals Limited ABN 66 125 140 105
Constitution	the Company's constitution as at the date of this Prospectus
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Directors	the directors of Navarre Minerals Limited
Eligible Shareholder	a Shareholder who subscribed for SPP Shares under the SPP Offer with a registered address in Australia or New Zealand
Excluded Shareholder	a registered holder of Shares at 5.00 pm Melbourne time on Thursday 1 November 2012 with a registered address in a country other than Australia or New Zealand
Option	an option to subscribe for a Share
Prospectus	this prospectus dated 2 November 2012 under which the Bonus Issue is being made
Record Date	5.00 pm Melbourne time on Thursday 1 November 2012
Share	a fully paid ordinary share in the capital of Navarre
Shareholder	a registered holder of Shares
Share Purchase Plan	an offer made to shareholders to acquire up to A\$15,000 of Shares in the Company in accordance with ASIC Class Order 09/425
SPP Offer	the Share Purchase Plan offer by the Company under a separate offer
SPP Share	a Share issued under the SPP

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