

**A1 Minerals Limited
(ACN 100 727 491)**

PROSPECTUS

The Prospectus is issued to:

- Offer Eligible Shareholders up to 100,000,000 Shares under a Share Purchase Plan at an issue price of \$0.025 per Share to raise up to \$2,500,000 ("SPP Offer"), with each Eligible Shareholder entitled to a maximum of \$15,000 worth of Shares; and
- Offer up to 1000 Shares at \$0.025 per Share to raise up to \$25 ("Cleansing Offer") to facilitate the secondary trading of certain Shares to be issued by the Company.

This Prospectus is subject to Conditions as set out in this Prospectus. Please refer to Section 2.2 of this Prospectus for further details of the Conditions.

Important Notice

This is an important document which requires your immediate attention. This Prospectus is a prospectus for continuously quoted securities issued in accordance with Section 713 of the Corporations Act. This Prospectus does not of itself contain all the information that is generally required to be set out in a document of this type but refers to other documents which are deemed to be incorporated into this Prospectus. This Prospectus has been prepared for the purpose of Section 708A(11) of the Corporations Act to remove any restrictions on the secondary trading of Shares issued by the Company. It should be read in its entirety before deciding to participate. If you are in doubt about what to do, please contact your professional adviser without delay.

TABLE OF CONTENTS

CORPORATE DIRECTORY	7
SECTION 1 TIMETABLE AND IMPORTANT DATES	8
SECTION 2 DETAILS OF THE OFFERS	9
SECTION 3 INFORMATION AVAILABLE TO INVESTORS	16
SECTION 4 EFFECT OF THE OFFERS ON THE COMPANY	18
SECTION 5 RIGHTS ATTACHING TO SHARES	20
SECTION 6 ADDITIONAL INFORMATION	22
SECTION 7 AUTHORITY OF DIRECTORS	25
SECTION 8 GLOSSARY	26

Important Notice

This Prospectus is dated 3 November 2011.

A copy of this Prospectus was lodged with the ASIC on 3 November 2011. Neither the ASIC nor ASX take any responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus. An application will be made for permission for the Shares offered by this Prospectus to be admitted to Quotation.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Certain abbreviations and other defined terms are used throughout this Prospectus. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations used are set out in Section 8 of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities. 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 information that would be included in a prospectus for an initial public offering.

Applicants should read this document in its entirety and, if in any doubt, consult with their professional advisors before deciding whether to apply for Shares. There are risks associated with an investment in the Company. The Shares offered under this Prospectus carry no guarantee with respect to return on capital investment, payment of dividends or the future value of the Shares. The Shares on offer under this Prospectus should be considered speculative. Shareholders should consider whether or not the Shares are a suitable investment having regard to their personal circumstances. Investors are directed to the summary of specific risks and Section 2.18 which sets out certain risks associated with making an investment in the Company.

No person is authorised to give any information or to make any representation in relation to the Offer which is not contained in this Prospectus and any such information may not be relied upon as having been authorised by the Directors.

A copy of this Prospectus can be downloaded from the Company's website at www.a1minerals.com.au. The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. There is no facility for Applications to be accepted electronically or by applying online. The Corporations Act prohibits any person from passing on to another person the Application Form unless it is attached to or accompanied by a complete and unaltered version of the Prospectus. The Company will not accept a completed Application Form if it has reason to believe that the Applicant has not received a complete and unaltered copy of the Prospectus. Any person may obtain a hard copy of this Prospectus by contacting the Company prior to the Closing Date.

One of the purposes of this Prospectus is to issue Shares under the Share Purchase Plan. Ordinarily, a listed company undertakes a share purchase plan in accordance with ASIC Class Order CO 09/425. This Class Order allows a share purchase plan to be conducted without the use of a prospectus.

Due to the fact that the Company has previously been suspended from trading on the ASX for more than five days in the previous 12 months, the Company is unable to rely on the relief granted by the Class Order and, hence, is using this Prospectus to undertake the Share Purchase Plan.

RISK FACTORS

Specific risks that investors should consider include (but are not limited to) the following:

(a) Losses in the past

The Company has incurred losses in the past and it is therefore not possible to evaluate the Company's future prospects based on past performance. The Company expects to make losses in the foreseeable future. Factors that will determine the Company's future profitability are its ability to manage its costs, its ability to execute its development and growth strategies and the actions of competitors and regulatory developments. As a result, the extent of future profits, if any, and the time required to achieve sustainable profitability, is uncertain. In addition, the level of any such future profitability (or loss) cannot be predicted and may vary significantly from period to period.

(b) No guarantee that the Company will be successful

There is no guarantee that the Company will be able to successfully commercialise its products or find viable markets to sell its products to customers to achieve a commercial return. There can be no assurance that the Company's development activity, will result in a viable business. Even if an apparently viable business is identified, there can be no guarantee that it can be economically exploited.

(c) Production Costs

The Company has experienced high costs of production at its Brightstar gold operations and this has impacted upon the profitability of the Company. There is significant risk that the Company will not be able to economically produce minerals from its properties and prospective investors should be aware that if economic production costs can not be attained gold production may be affected or may not occur at all and as such the value of the Company will be affected.

(d) Further Funding

The Company may require further funding in the future and there can be no assurance that further funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and, consequently, its performance and, if via equity funding, will dilute existing Shareholders.

(e) Sector Risks

Potential investors should understand that investment in the mining and exploration industry is a high-risk undertaking. The Company is also exposed to a number of other business risks which include higher than anticipated operating costs, an increase in competition or loss or damage to the Company's assets, which may have a material adverse effect on the business and financial position of the Company.

It should be noted by investors that the mining and exploration industry provides inherent risk and carries no guarantee as to any return on investment and investor may lose some or all of their investment.

(f) **Competition Risk**

The industry in which the Company is involved is subject to domestic and global competition. The introduction of new competitors or a more aggressive competitive response from existing participants may affect the operating performance of the Company. Whilst the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(g) **Dilution**

The Company has 200,668,425 Shares on issue. The issue of the Shares under this Prospectus will have a dilutionary effect on a Shareholder's interest in the Company. Shareholders are referred to section 4 for further details of the effect of the issue on the Company.

(h) **Native Title**

It is possible that a form of native title reflecting the entitlement of indigenous inhabitants to traditional lands may exist on the tenements held by the Company. In such cases exploration and/or mining restrictions may be imposed on the Company or claims for compensation may be made in the future. There is no way for the Director to quantify what the likely affect of any future native title claims may be but the Directors will deal with these issue by the use of appropriate experts as they see fit.

(i) **Exploration and Resource Estimates**

The Company has recently conducted reviews of its geological information and these results have been announced to the market and published on the ASX website. This information will be used to formulate its exploration and development strategy.

It is important to note that any resource estimate is an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when calculated may alter significantly when new information or techniques become available. In addition, by their nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove inaccurate. As further information becomes available estimates may change and this may result in changes to development plans which in turn may adversely affect the Company's operations.

General risks that investors should consider include (but are not limited to) the following:

(j) **Development Risks**

Potential investors should understand there can be no assurance that the Company's development activity, will result in a viable business. Even if an apparently viable business is identified, there can be no guarantee that it can be economically exploited.

(k) **Environmental Risks**

The operations and proposed activities of the Company will be subject to relevant laws and regulations concerning the environment in Australia. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all relevant environmental laws. Nevertheless, there are certain risks inherent in the Company's activities which could subject the Company to extensive liability.

(l) Access to Land

Significant delays may be experienced gaining access to privately owned freehold, communal, state or leasehold land. Delays may be caused by weather, deference to other right holder activities such as exploration or mining, cropping, harvesting, mustering, and other similar activities.

(m) Cultural Heritage

Delays in exploration or production may be experienced if evidence of cultural heritage exists on any land to which the Company requires access. When accessing land it may be an offence to disturb evidence of human occupation of significance without statutory permission. This restriction affects both the exploration and mining activities of the Company.

The Company has not undertaken the comprehensive research, investigations or enquiries which would be necessary to enable it to form an opinion with certainty as to whether such evidence exist on the assets of the Company.

(n) Commodity Prices

Commodity prices may be influenced by demand for those commodities as well as international factors including inflation, geo-political events, exchange rates, interest rates and other economic factors. Fluctuations in commodity prices may influence the timing, viability and management of projects in which the Company has an interest.

(o) Counterparty Risk

The Company has entered into a number of agreements with third parties. There is a risk that the counterparties may not meet their obligations under those agreements. Commercial consequences are likely to flow from any non-observance of commercial obligations.

(p) Government Policies and Legislation

Revenue and expenditure of the Company may be affected by changes in international, federal, state or local government laws, regulations or policies, or in taxation legislation. Government legislation and policies are subject to review and change from time to time. Such changes are likely to be beyond the control of the Company and may affect industry profitability.

(q) Insurance Risks

The Company intends to adequately insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with the mining and exploration industry is not always available and where available the costs can be prohibitive. As such the directors of the Company will use their best business judgement as to whether or not to insure against certain risks.

(r) **General Economic Risks**

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

Further, 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:

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

(s) **Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(t) **Litigation Risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute, if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently involved in any litigation.

CORPORATE DIRECTORY

Directors

Michael Hunt
William Hobba
Ross Louthean
Albert Longo

Company Secretary

Albert Longo

Registered Office and Contact Details

5th Floor
25 Walters Drive
Osborne Park WA 6017

Website: www.a1minerals.com.au
Email: info@a1minerals.com.au

Tel: 08 9244 1400
Fax: 08 9244 1600

ASX Code

AAM

Solicitors to the Company

Hunt & Humphry
Level 2
20 Kings Park Road
WEST PERTH WA 6005

Share Registry

Computershare Investor Services Pty Limited
Level 2, 45 St Georges Terrace
Perth WA 6000

Tel: (within Aus) 1800 850 505
Overseas: +61 3 9415 4000

Tel: (618) 9244 1400
Fax: (618) 9244 1600

Auditors

HLB Mann Judd
Level 4, 130 Stirling Street
PERTH WA 6000

* The Company's auditors are named for information purposes only. They have not been involved in the preparation of any part of this Prospectus and have not consented to being named in this Prospectus.

SECTION 1**TIMETABLE AND IMPORTANT DATES**

EVENT	DATE
Record Date for Share Purchase Plan	2 November 2011
Announcement of Share Purchase Plan	3 November 2011
Prospectus lodged with ASIC and ASX	3 November 2011
Dispatch Prospectus	7 November 2011
Opening Date of Offers	8 November 2011
Closing Date for SPP Offer	15 November 2011
Dispatch of Holding Statements for SPP Offer	17 November 2011
Expected Quotation of SPP Shares	18 November 2011

This timetable is indicative only. The Directors reserve the right to vary the Closing Dates of the Offers without prior notice, which may have a consequential effect on other dates. Applicants are urged to lodge their Application Forms as soon as possible following the opening of the Offers under this Prospectus. The Company will determine the Closing Date of the Cleansing Offer in due course.

SECTION 2

DETAILS OF THE OFFERS

2.1 Purpose of the Offers

As announced to the ASX, the Company entered into a subscription agreement with Stone Resources Ltd on 12 August 2011 (**Subscription Agreement**) under which the Company agreed, subject to a number of conditions precedent to:

- issue Stone a convertible note with a face value of \$12 million, or such lesser amount of between \$10 million and \$12 million as agreed by the Company and Stone (**Convertible Note**). The Convertible Note is convertible at a conversion price of \$0.06 per Share (if converted more than 12 months after the date the Convertible Note is issued), or \$0.035 per Share (if converted within 12 months of the date the Convertible Note is issued);
- issue Stone 89,730,000 Shares at \$0.025 each to raise \$2,243,250 (**Placement Shares**);
- subject to the issue of the Convertible Note and the Placement Shares, conduct a share purchase plan providing Shareholders with the opportunity to subscribe for new Shares in the Company at an issue price of \$0.025 per Share, subject to a maximum overall cap of 100,000,000 Shares being issued to raise up to \$2,500,000 (**SPP Shares**); and
- at Stone's election, issue Shares to Stone equal to the number of Shares offered under the SPP but not subscribed for by Shareholders by the closing date of the SPP, or to top up its Shareholding to 30.9% to the extent diluted by the SPP, up to a maximum of 100,000,000 Shares at an issue price of \$0.025 per Share (**SPP Placement Shares**).

The Subscription Agreement is subject to a number of conditions precedent, including that the Company prepares a prospectus (on terms acceptable to Stone, acting reasonably) so as to allow the Placement Shares (and, to the extent possible, any SPP Shares and Shares issued on conversion of the Convertible Note) to be freely tradeable from the date of issue in accordance with section 708A(11) of the Corporations Act. A summary of this section is provided further below.

The purpose of this Prospectus and the Offers is to satisfy the above condition precedent to the Subscription Agreement and so facilitate the Stone transaction. To this end, this Prospectus is offering (subject to the Conditions):

- up to 100,000,000 Shares to Shareholders at an issue price of \$0.025 per Share under a Share Purchase Plan (**SPP Offer**); and
- 1,000 Shares at an issue price of \$0.025 per Share to raise up to \$25 (**Cleansing Offer**).

The Cleansing Offer will remain open until after the Placement Shares have been issued (thereby cleansing those Shares for the purpose of Section 708A(11) of the Corporations Act and allowing the Placement Shares to be freely tradable from the date of issue).

The Cleansing Offer may also remain open (at the Company's discretion) until such time as the Convertible Note is converted (should this occur shortly after the Convertible Note is issued), and any SPP Placement Shares are issued, in which case Shares issued on conversion of the Convertible Note and SPP Placement Shares will also be cleansed for the purposes of Section 708A(11) of the Corporations Act).

Further details of the Stone Transactions have been announced to the ASX and investors should carefully review the announcements made by the Company, including those listed further below in this Prospectus at section 3.

Generally, section 707(3) of the Corporations Act requires a prospectus to be issued if securities are offered for sale within 12 months after their issue and the issue of those securities is without disclosure (e.g. via a prospectus) to investors under Chapter 6D of the Corporations Act.

Section 708A(11)(b) provides an exemption from this general requirement where:

- the relevant securities are in a class of securities of the company that are already quoted on ASX;
- a prospectus is lodged with ASIC either:
 - on or after the day on which the relevant securities were issued (Section 708A(11)(b)(i); or
 - before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii); and
- the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

2.2 Conditional Offers

The Offers under this Prospectus are conditional upon:

- completion occurring under the Subscription Agreement, including the issue of the Placement Shares and the Convertible Note to Stone; and
- repayment and release of the debts the Company owes to Watpac in accordance with the Watpac Forbearance Deed.

Completion of the Subscription Agreement and the Watpac Forbearance Deed is anticipated to occur by 4 November 2011.

If any of the Conditions are not satisfied as at the Closing Date of the SPP Offer, the Offers will not proceed and the Shares will not be allotted and all application monies received under this Prospectus will be refunded without interest.

2.3 The SPP Offer

The SPP Offer is being made to enable Eligible Shareholders to top-up their existing shareholding in the Company and participate in the future endeavours of the Company. The SPP Offer is a convenient and cost effective way for Eligible Shareholders to acquire Shares.

The SPP Offer under this Prospectus consists of an offer of up to 100,000,000 Shares to be issued to Eligible Shareholders at an issue price of \$0.025 per Share to raise up to \$2,500,000 before expenses of the offer.

The Shares to be issued pursuant to the SPP Offer will be of the same class and will rank equally in all respects with the existing Shares in the Company. The rights attaching to the SPP Shares are further described in Section 6 of this Prospectus.

Fractional Shares will be rounded up. No brokerage, stamp duty or other costs are payable by Applicants in respect of an Application for Shares under this Prospectus.

The Directors reserve the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for. A total of up to 100,000,000 Shares may be issued under the SPP Offer. Applications for Shares must be made on the SPP Application Form and received by the Company on or before the SPP Closing Date.

The SPP Offer will not be available to Related Parties of the Company.

2.4 Participation in the SPP Offer

If you wish to participate in the SPP Offer, and you are an Eligible Shareholder, you should complete the SPP Application Form. Applicants may apply for a minimum investment of \$5,000 or a subscription of \$10,000 or \$15,000.

All Applications must be completed in accordance with the detailed instructions set out on the SPP Application Form.

If you are paying by BPay you should pay your Application monies in accordance with the BPay instructions set out on the SPP Application Form. If you are paying by cheque, your SPP Application Form should be accompanied by a cheque or bank cheque drawn and payable on an Australian bank made payable to "A1 Minerals Limited - Share Purchase Plan" and should be crossed "Not Negotiable".

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the date and time mentioned above. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form (which includes the Biller Code and your unique Customer Reference Number) and you will not need to return the Entitlement and Acceptance Form.

If paying by BPAY, please make sure to use the specific Biller Code and unique Customer Reference Number on your Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, you will need to complete individual BPAY transactions using the Customer Reference Number specific to each individual personalised Entitlement and Acceptance Form that you receive. If you inadvertently use the same Customer Reference Number for more than one of your Entitlements, you will be deemed to have applied only for your Entitlement to which that Customer Reference Number applies and any excess amount will be refunded.

Completed SPP Application Forms and accompanying cheques (or cleared payment, if paying by Bpay) must be received by the Company before 5.00pm WST on the SPP Closing Date by either being delivered to or mailed to the address as set out below:

Deliver or post to: A1 Minerals Limited
5th Floor
25 Walters Drive
Osborne Park
WA 6017
Fax:

or to:

Computershare Investor Services Pty Limited
GPO Box 52 Melbourne
Victoria 8060 Australia
Tel: (618) 9244 1400
Fax: (618) 9244 1600

Applicants are encouraged to lodge their SPP Application Forms as soon as possible, as the SPP Offer may close early without notice.

2.5 The Cleansing Offer

This Prospectus also offers for subscription up to 1,000 Shares at an issue price of \$0.025 per Share payable in full on application to raise \$25. The Shares offered under this Prospectus will be of the same class and rank equally with the existing Shares. The rights and liabilities attaching to the Shares are set out in section 6 of this Prospectus.

The Directors of the Company will determine who is eligible to participate in the Cleansing Offer.

Applications under the Cleansing Offer may only be made on and in accordance with the Cleansing Offer Application Form.

2.6 Minimum Subscription

There is no minimum subscription for either the Cleansing Offer or the SPP Offer.

2.7 Oversubscriptions

Oversubscriptions will not be accepted.

2.8 Clearing House Electronic Sub-Register System ("CHESS") and Issuer Sponsorship

The Company will not be issuing Share Certificates. The Company operates an electronic CHESS sub-register for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS 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 but instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number (HIN), if broker sponsored, or Securityholder Reference Number (SRN), if issuer sponsored, and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Monthly statements will be provided to holders in circumstances in which there have been any changes in their security holding in the Company during the preceding month.

2.9 Privacy Act

If you complete an application for Shares, 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 Shareholder, facilitate

distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your 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 the Company holds in relation to 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 (as amended), the Corporations Act 2001 and certain rules such as the ASTC Settlement Rules. You should note that if you do not provide the information required on the application for Shares, the Company may not be able to accept or process your application.

2.10 No Underwriting

The Offers are not underwritten.

2.11 Closing Dates

The Closing Date for the SPP Offer is 5.00pm WST on 15 November 2011. The Directors reserve the right to close the SPP Offer earlier or to extend the SPP Closing Date without notice.

The Closing Date for the Cleansing Offer will be determined by the Directors, in their absolute discretion.

2.12 Allotment

The SPP Shares will be allotted and issued as soon as practicable after the SPP Offer Closing Date.

Cleansing Offer Shares will be allotted and issued as soon as practicable after the SPP Offer Closing Date.

In accordance with section 722(1) of the Corporations Act, until the allotment and issue of the Shares, all application monies will be held in trust by the Company.

Statements of holding for the Shares will be mailed as soon as possible after the applicable Closing Date.

No Shares will be allotted and issued on the basis of this Prospectus later than thirteen (13) months after the date of this Prospectus.

Application money will be refunded to unsuccessful Applicants without interest as soon as reasonably practicable after the close of the applicable Offer. Where the number of Shares allotted is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the applicable Closing Date.

2.13 Stock Exchange Quotation

The Company will apply for Quotation of the Shares under this Prospectus within 7 days of the date of this Prospectus. If permission is not granted for the Quotation of the Shares within three (3) months after the date of this Prospectus (or such later date as approved by ASIC), then the Shares will either not be allotted or, if issued, will be cancelled and all application monies received under this Prospectus will be refunded without interest.

2.14 Use of Funds of the Cleansing Offer

The funds raised from the Cleaning Offer will be applied towards the cost of the Cleansing Offer.

2.15 Use of Funds of the SPP Offer

The funds raised under the SPP Offer are to be used by the Company principally to retire debt and working capital. Please refer to the announcements made by the Company on ASX.

2.16 Overseas Offers

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.

2.17 Enquiries

If you have any questions concerning the Offers, please contact Mr Albert Longo at A1 Minerals or contact your professional adviser.

2.18 Risk Factors

An investment in the Company carries certain risks that may impact on the future profitability of the Company and the value of the Company's securities. The Shares on offer under this Prospectus should be considered speculative. The Directors recommend that potential investors carefully consider this Prospectus and consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus. Please refer to the risks set out at the beginning of this Prospectus.

The business activities of the Company are subject to various risks that may impact on the future performance of the Company. 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 carries no guarantee with respect to the payment of dividends, return of capital or the price at which the Shares will trade.

Please carefully review the risks set out at the beginning of this Prospectus before making a decision to invest as prospective investors should be aware that they may lose some or all of their investment.

2.19 Scale Back

The Company is seeking to raise \$2,500,000 under the SPP Offer. Accordingly, the Company reserves the right to scale back applications to the extent and in the manner it sees fit.

The Company may scale back applications below the minimum application amount (being \$5,000). If the Company undertakes a scale back, you will receive the number of Shares determined by the Company in its absolute discretion which may be less than the parcel of Shares for which you have applied. In this case, the difference between the application moneys received and the number of Shares allocated to you multiplied by the issue price, may be

refunded to you by direct credit (to your nominated account if recorded on the Company's share register) or cheque as soon as practicable without interest at the time of allotment.

2.20 Shortfall

In the event that less than 100,000,000 Shares are applied for pursuant to the SPP Offer, the shortfall may, subject to Stone's right to any SPP Shortfall under the Subscription Agreement, be placed at the discretion of the directors.

SECTION 3

INFORMATION AVAILABLE TO INVESTORS

3.1 Continuously Quoted Prospectus

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The information contained in this Prospectus principally concerns the terms and conditions of the Offers and the information reasonably necessary to make an informed assessment of:

- the effect of the Cleansing Offer and SPP Offer on the Company; and
- the rights and liabilities attaching to the Shares offered by this Prospectus.

The 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. Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to apply for Shares pursuant to the Cleansing Offer or SPP Offer.

3.2 Continuous Reporting and Disclosure Obligations

The Company is listed on ASX and its Shares are quoted on ASX under the code "AAM".

The Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

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

The Company will provide a copy of all documents used to notify ASX of information relating to the Company under the provisions of the Listing Rules since 29 October 2010 free of charge to any investor who so requests prior to the Closing Date. A list of those documents for the period commencing on 29 October 2010 the time of lodging this Prospectus is set out in Section 3.3. The Company will also provide to any investor free of charge a copy of the Company's Annual Financial Report for the year ending June 2011 and the Company's Half Year Financial Report for the period ending June 2011 on request.

3.3 Company Announcements

Set out below is a list of all the Announcements used to notify ASX of information relating to the Company under the provisions of the Listing Rules for the period from 31 October 2011 to the date of this Prospectus.

Date	Announcement
------	--------------

Date	Announcement
31/10/11	2011 Annual Report

SECTION 4

EFFECT OF THE OFFERS ON THE COMPANY

4.1 Effect of Offers on Capital Structure

Under the SPP Offer, up to 100,000,000 Shares are available for issue. A total of 1,000 Shares are available for issue under the Cleansing Offer.

The principal effect of the Offers will be to:

- increase cash reserves by approximately \$2,436,825 immediately after completion of the Offers and estimated expenses of the Offers, assuming all Shares offered under this Prospectus are issued; and
- increase the number of Shares on issue from 200,668,425 Shares as at the date of this Prospectus, to a total of 300,669,425 Shares (assuming no other Shares are issued).

Upon completion of the Offers (assuming 89,730,000 Placement Shares are issued prior to the close of the Offers), the issued capital of the Company will comprise 390,399,425 Shares, 2,000,000 listed Options exercisable at 20 cents on or before 30 November 2011; 9,500,000 unlisted Options exercisable at 35 cents on or before 30 November 2012; 6,000,000 listed Options exercisable at 20 cents on or before 29 November 2011, 2,500,000 unlisted Options exercisable at 20 cents on or before 29 November 2013; 1,800,000 listed Options exercisable at 20 cents on or before 23 February 2013; 2,725,000 unlisted Options exercisable at 30 cents on or before 8 June 2012 and 2,675,000 listed Options exercisable at 30 cents on or before 8 June 2013.

The proceeds from the Offers will be used to retire existing debt and general working capital.

4.2 Effect of Offers on Financial Position

	Audited June 30 2011 \$000's	Unaudited Pro Forma \$000's
CURRENT ASSETS		
Cash at Bank	233	6,577
Trade and other receivables	477	477
Inventory	1,479	1,479
	2,189	8,533
NON CURRENT ASSETS		
Trade and other receivables	588	588
Plant and equipment	19,328	19,328
Exploration and evaluation	9,230	9,230
	29,146	29,146
TOTAL ASSETS	31,335	37,679
CURRENT LIABILITIES		

Trade and other payables	18,273	4,256
Borrowings	448	448
Provisions	183	183
	18,904	4,887
NON CURRENT LIABILITIES		
Borrowings	743	743
Provisions	891	891
Borrowings - AAM Note		12,000
	1,634	13,634
TOTAL LIABILITIES	20,538	18,521
NET ASSETS	10,797	19,158
EQUITY		
Issued Capital	35,103	40,964
Reserves	3,776	3,776
Accumulated losses	(28,082)	(25,582)
NET EQUITY	10,797	19,158

NOTES: the pro-forma balance sheet assumes the issue of the SPP Shares, the Convertible Note being fully converted and the Placement Shares.

SECTION 5

RIGHTS ATTACHING TO SHARES

Terms of Shares

The following is a summary of the more significant rights and liabilities attaching to Shares 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 Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

General Meetings

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

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

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:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) 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
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each 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 a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

Dividend Rights

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a share, all dividends will be declared and paid according to the proportion which the amount paid on the Share is to the total amount payable in respect of the Shares (but any amount paid during the period in respect of which a dividend is declared only entitles the Shareholder to an apportioned amount of that dividend as from the date of payment). The Directors may from time to time pay or credit to the Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.

The Directors may from time to time grant to Shareholders or any class of shareholders the right to elect to reinvest cash dividends paid by the Company by subscribing for Shares in the

Company on such terms and conditions as the Directors think fit. The Directors may, at their discretion, resolve in respect of any dividend which it is proposed to pay or to declare on any Shares of the Company, that holders of such Shares may elect to forgo their right to the whole or part of the proposed dividend and to receive instead an issue of Shares credited as fully paid to the extent and on the terms and conditions of the Constitution. The Directors may set aside out of the profits of the Company such amounts as 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.

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.

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 Listing Rules.

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 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.

Variation of Rights

Under Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

SECTION 6

ADDITIONAL INFORMATION

6.1 Market Prices of Ordinary Shares

Official Quotation commenced on 5th December 2003.

The highest and lowest recorded market sale prices of the Company's Shares quoted on ASX during the 12 month period to the date of this Prospectus were 12 cents on 10-19 November 2010 and 1.7 cents on 22nd October 2011 respectively.

The closing market sale price of the Company's Shares on ASX on the last day that trading took place in the Shares prior to the date of this Prospectus was 1.8 cents on 2 November 2011.

6.2 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers before investing in the Shares. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the Shares pursuant to the Offer.

6.3 Legal Proceedings

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

6.4 Consents

Each of the parties referred to below:

- (a) has given the following consents in accordance with the Corporations Act which have not been withdrawn as at the date of the lodgment of this Prospectus with ASIC;
- (b) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties, other than as specified in this Section and has not made any statement on which a statement in this Prospectus is based, other than as specified in this Section; and
- (c) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of the 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.

Computershare has given, and has not before lodgement of this Prospectus, withdrawn its written consent to be named in this Prospectus as the Share Registry in the form and context in which it is named. Computershare has not authorised or caused the issue of this Prospectus and takes no responsibility for any part of this Prospectus.

Hunt & Humphry have given, and at the date hereof have not withdrawn, their written consent to be named in this Prospectus as the solicitors to the Company in the form and context in which they are named. Hunt & Humphry have not authorised or caused the issue of this Prospectus and take no responsibility for any part of this Prospectus.

6.5 Interests of Directors, Experts and Promoters

Except as set out below or elsewhere in this Prospectus, no Director holds, or has held in the last two years, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or with the Offer; or
- the Offer,

nor has anyone paid, or agreed to pay, any amount or given, or agreed to give, any benefit to any Director to induce him to become or to qualify as a Director or otherwise in connection with the promotion or formation of the Company or with the Offer.

The interests of the Directors in the securities of the Company at the date of this Prospectus are as follows:

Director	Number of Shares	Number of Options	Other Securities
Michael Hunt	2,250,000	5,000,000	Nil
Albert Longo	Nil	1,000,000	Nil
William Hobba	11,247,775	5,500,000	Nil
Ross Louthean	Nil	1,500,000	Nil

The Constitution of the Company provide that the Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, where notice of the amount of the suggested increase and the maximum sum that may be paid shall have been given to shareholders in the notice convening the meeting.

In the last two years, \$2,788,652 (\$2,216,479 in 2010 and \$572,173 in 2009), including share based payments, has been paid by the Company by way of remuneration for services provided by the Directors, companies associated with the Directors or their associates in their capacity as directors, consultants or advisers. Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

The table below sets out the remuneration (excluding share based payments for Options granted) provided to the Directors of the Company and their associated companies during the last financial year prior to the date of this Prospectus and their current remuneration at the date of this Prospectus, inclusive of directors fees and consultancy fees.

Director	Salary and	Other	Superannuation	Share	Total
----------	------------	-------	----------------	-------	-------

	Fees			Options	
Michael Hunt	75,000	-	6,750	81,750	163,500
Albert Longo	224,437	17,713	20,207	35,005	297,362
William Hobba	224,432	100,994	-	268,730	594,156
Ross Louthean	47,000	-	-	35,005	82,005

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 holds at the date of this Prospectus, or has held at any time during the last two years prior to the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or with the Offer; or
- the Offer,

nor has anyone paid, or agreed to pay, any amount or given, or agreed to give, any benefit to any such person in connection with the promotion or formation of the Company or with the Offer.

Hunt & Humphry have acted as solicitors to the Company providing general advice to the Company and assisting in the preparation of this Prospectus. The Company estimates it will pay Hunt & Humphry a fee of approximately \$40,000 (excluding GST) for these services.

6.6 Expenses of the Offers

The total expenses of the Offers are estimated to be a maximum of \$63,200 (excluding GST) comprising:

- legal costs of \$40,000;
- printing, postage and share registry costs of \$15,000; and
- ASX listing fees of \$8,200.

6.7 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act 2001 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 accompanied by the Application Form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

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.

SECTION 7

AUTHORITY OF DIRECTORS

The Directors state that they have made all reasonable enquiries and have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that, in respect of any other statements made in this Prospectus by persons other than the Directors, the Directors have made reasonable enquiries and have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given the consent required by Section 716 of the Corporations Act 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 the lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of Shares pursuant to this Prospectus.

Each of the Directors of the Company have consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act 2001.

Dated 3 November 2011



Signed for and on behalf of the Company
By Albert Longo
Director

SECTION 8

GLOSSARY

Announcements means the Company announcements used to notify ASX of information relating to the Company under the provisions of the Listing Rules during the period from 29 October 2010 to the date of the Prospectus, as set out in Section 3.3.

Applicant means a person who submits an Application.

Application means a valid application to subscribe for Shares.

Application Form means either the SPP Application Form or the Cleansing Offer Application Form, as the context permits.

ASIC means the Australian Securities and Investments Commission.

ASTC means ASX Settlement and Transfer Corporation Pty Ltd (ACN 008 504 532).

ASX means ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange.

ASX Settlement Operating Rules means the operating rules of the ASTC, except to the extent of any relief given by ASTC.

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

Business Day means a day other than a Saturday or Sunday on which banks are open for business in Perth, Western Australia.

CHESS means ASX Clearing House Electronic Sub-registry System.

Cleansing Offer Shares means the 1,000 Shares prepared to be issued pursuant to this Prospectus.

Closing Date means the date on which the SPP Offer or the Cleansing Offer closes, as the context requires, as set out in this Prospectus.

Company means A1 Minerals Limited ACN 100 127 491.

Conditions means the conditions of the Offers as detailed in section 2.2 of this Prospectus.

Convertible Note means the convertible note with a face value of \$12 million (or such lesser amount of between \$10 million and \$12 million as agreed by the Company and Stone) which the Company has agreed to issue to Stone under the Subscription Agreement.

Corporations Act means the *Corporations Act 2001* of Australia.

Director means a director of the Company from time to time.

Dollars or \$ means Australian dollars unless otherwise stated.

Eligible Shareholders means a Shareholder who is registered as a holder of Shares in the Company as at the Record Date (other than a Related Party) and whose registered address is in Australia.

Glossary means this glossary.

Listing Rules or ASX Listing Rules means the official Listing Rules of ASX.

Notice of Meeting means the notice of meeting sent to Shareholders seeking approval of the Placement, the SPP and the Convertible Note.

Offers means the Cleansing Offer and the SPP Offer.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the Official List of ASX.

Official Quotation means the Shares being quoted on the Official List.

Opening Date means the date on which the Offer opens as set out in this Prospectus.

Option means an option to acquire a Share.

Placement means the issue of the Placement Shares to Stone.

Placement Shares means the 89,730,000 Shares to be issued at \$0.025 to Stone in accordance with the Notice of Meeting.

Prospectus means this prospectus dated 3 November 2011 including any electronic or online version.

Record Date means at 5.00 pm (WST) on 2 November 2011

Related Party has the meaning given in section 228 of the Corporations Act.

Quotation means quotation of the Shares on ASX.

Section means a section of this Prospectus.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of Shares.

Share Certificates means share certificates for Shares.

SPP means the share purchase plan to be conducted by the Company for the issue of the SPP Shares in accordance with this Prospectus.

SPP Shares means up to 100,000,000 Shares to be issued under the SPP.

Stone means Stone Resources Limited or its nominee, Stone Mining Limited.

Subscription Agreement means the subscription agreement between Stone and the Company dated 12 August 2011.

Watpac means Watpac Civil & Mining Pty Ltd (ACN 129 804 968).

Watpac Forbearance Deed means the deed of that name between Watpac and the Company dated 12 August 2011.

WST means Western Standard Time, Perth, Western Australia.

How to accept the Share Purchase Plan

Payment Details

You can apply for shares by utilising the payment options detailed below. There is no requirement to return the slip below if you are paying by electronic means.

By making your payment using either electronic means or by cheque, bank draft or money order, you confirm that you:

- agree to all of the terms and conditions of the Share Purchase Plan as enclosed with this Application Form;

Make your cheque, bank draft or money order payable to <Cheque Payee> in Australian currency and cross it Not Negotiable. Your cheque or bank draft must be drawn on an Australian branch of a financial institution. Please ensure you submit the correct amount. Incorrect payments may result in your application being rejected. Complete cheque details in the boxes provided. Please note that funds are unable to be directly debited from your bank account.

If paying by cheque, return the slip below and Cheque, Bank Draft or money order in the envelope provided.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the slip below where indicated. Cash will not be accepted. A receipt for payment will not be forwarded.

Contact Details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding the slip below.

Lodgement of Application

If you are applying for shares and your payment is being made by BPAY®, you do not need to return the slip below. Your payment must be received by no later than <Time> (<Time Zone>) on <Date>. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Ensure you have read and accurately followed your banking institution's BPAY FAQ or other instructions prior to making multiple payments for multiple holdings under this offer. Neither CIS nor <Client Name>'s accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time.

If you are paying by cheque, bank draft or money order, the slip below must be received by Computershare Investor Services Pty Limited (CIS) <Melbourne> by no later than <Time> (<Time Zone>) on <Date>. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for securityholders in Australia. <New Zealand holders will need to affix the appropriate postage>. Return the slip below with cheque, bank draft or money order attached.

Neither CIS nor the Company accepts any responsibility if you lodge the slip below at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by CIS, as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or e-mail privacy@computershare.com.au

If you have any enquiries concerning this form or your entitlement, please contact CIS on <1300 850 505>.

This form may not be used to notify your change of address. For information, please contact CIS on <1300 850 505> or visit www.computershare.com (certificated/issuer sponsored holders only).

CHESS holders must contact their Controlling Participant to notify a change of address

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Payment Options:



Bill Code: 123456

Ref No: 1234 5678 9012 3456 78

Telephone & Internet Banking – BPAY

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au



By Mail

<Client Name>

Computershare Investor

Services Pty Limited

<GPO Box 505

Melbourne, Victoria 8060

AUSTRALIA>



Entitlement Number: <xxxxxxxxxx>

SAMPLE CUSTOMER
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAMPLE STREET
SAAMPLETOWN TAS 7000

SPRB

ASXAAA S XAAA