WEST AUSTRALIAN
METALS LTD

West Australian Metals Ltd
ABN 71 001 666 600

Registered Office
and Administration
129 Edward Street
Perth WA 6000
Phone (08) 9227 1186
Fax (08) 9227 8178

Postal Address
PO Box 8178
Perth Business Centre WA 6849

8 December 2003

Manager Announcements
Company Announcements Office
Australian Stock Exchange Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir,

AUSTIN ENGINEERING LIMITED - PROSPECTUS

The Directors of West Australian Metals Ltd are pleased to advise that following the approval of the de-merger of the Company's engineering and mineral assets by Shareholders at the Annual General Meeting on 28 November 2003, the Company's engineering subsidiary, Austin Engineering Limited, has lodged a Prospectus with the Australian Securities and Investments Commission (ASIC).

The Prospectus dated 8 December 2003, invites West Australian Metals Shareholders (registered on 5 December 2003) and other investors to subscribe for 9,000,000 Shares in Austin Engineering at an issue price of 20 cents per Share to raise $1,800,000. Oversubscriptions of a further 2,000,000 fully paid ordinary shares at a price of 20 cents each to raise an additional $400,000 may be accepted.

The Offer will open following the conclusion of the statutory exposure period, expected to be 15 December 2003.

The Prospectus, which is attached, is also available for perusal during the exposure period on West Australian Metals' website, www.wametals.com.au.

Yours faithfully,
for **WEST AUSTRALIAN METALS LTD**

[SIGNED]

David Hamlyn
Executive Director

AUSTIN ENGINEERING LIMITED

ABN 60 078 480 136

REPLACEMENT PROSPECTUS

FOR

AN OFFER OF 9,000,000 FULLY PAID ORDINARY SHARES AT A PRICE OF 20 CENTS EACH TO RAISE $1,800,000

Oversubscriptions of a further 2,000,000 fully paid ordinary shares at a price of 20 cents each to raise an additional $400,000 may be accepted.

This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you do not fully understand the contents of this Prospectus.

The shares offered by this Prospectus should be considered speculative.

Sponsoring Broker: -
Baker Young Stockbrokers Ltd
81 Flinders Street, Adelaide, South Australia 5000

THIS IS A REPLACEMENT PROSPECTUS DATED 8 DECEMBER 2003. IT REPLACES THE PROSPECTUS DATED 4 DECEMBER 2003, RELATING TO ORDINARY SHARES OF AUSTIN ENGINEERING LIMITED.

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SECTION 1. CORPORATE DIRECTORY

Directors

Michael Douglas BUCKLAND - *Managing Director*
David Alan HAMLYN – *Non-Executive Director*
Lindsay Arthur COLLESS - *Non-Executive Director and Company Secretary*

Proposed Directors**

Peter George FITCH - *Non-Executive Chairman*
Michael Douglas BUCKLAND - *Managing Director*
Peter Louis PURSEY – *Non-Executive Director*

Proposed Company Secretary**

Colin McIntosh ANDERSON

Registered Office

129 Edward Street,
Perth
Western Australia 6000
Telephone: (08) 9227 1186
Facsimile: (08) 9227 8178

Principal Place of Business

173 Cobalt Street
Carole Park
Brisbane
Queensland 4300
Telephone: (07) 3271 2622
Facsimile: (07) 3271 3689

Share Registry

Advanced Share Registry Services
Level 7
200 Adelaide Terrace
Perth
Western Australia 6000
Telephone: (08) 9221 7288
Facsimile: (08) 9221 7869

Lawyers

Blake Dawson Waldron Lawyers
Level 19
Forrest Centre
221 St George's Terrace
Perth
Western Australia 6000

Investigating Accountants

BDO Kendalls Securities Limited
Level 18
300 Queen Street
Brisbane Queensland 4001
Telephone: (07) 3237 5999
Facsimile: (07) 3221 9227

Auditors

Rothsay Chartered Accountants*
Level 1
2 Barrack Street
Sydney
New South Wales 2000
Telephone: (02) 9299 0091
Facsimile: (02) 9299 2595

Sponsoring Broker

Baker Young Stockbrokers Ltd
Level 4
81 Flinders Street
Adelaide
South Australia 5000
Telephone: (08) 8236 8888
Facsimile: (08) 8232 3877

* These persons have not consented to be named in the Prospectus and their names are included for information purposes only.

** The Proposed Directors and the Proposed Company Secretary will be appointed following Austin Engineering's admission to the Official List of ASX. Further details in respect of the Proposed Directors and the Proposed Company Secretary are set out in section 7.

SECTION 2. IMPORTANT NOTES

This Replacement Prospectus is dated 8 December 2003 and was lodged with the Australian Securities and Investment Commission (ASIC) on that date. It replaces the Prospectus lodged by the Company with ASIC on 4 December 2003.

Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

Within 7 days after the date of this Prospectus, the Company will apply to ASX for admission to the Official List of ASX and for the Shares offered by this Prospectus to be admitted to quotation on ASX.

Reasons for issue of Replacement Prospectus

Since the lodgement of the original Prospectus with ASIC on 4 December 2003, a Proposed Non-Executive Director of the Company has advised that they will not be able to take up the appointment as a director of the Company.

The Company does not believe that this will adversely impact on the strength of the Proposed Board.

This replacement Prospectus has the same wording as the original prospectus apart from the deletion of details relating to the qualifications and proposed appointment of this person as a director of the Company."

Important document

It is important that you read this Prospectus carefully and in its entirety before deciding to invest in the Company. In particular, you should consider the risk factors set out in section 9 that could affect the financial performance of the Company. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your legal, financial or other professional adviser before deciding whether to invest.

Abbreviations

Defined terms and abbreviations used in this Prospectus are explained in the Glossary in section 11.

Restrictions on the distribution of this Prospectus

This Prospectus does not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to do so. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and any person into whose possession this Prospectus comes (including nominees, trustees and custodians) should seek advice on and observe those restrictions. No action has been taken to register this Prospectus or the Shares offered by it or otherwise permit a public offering of Shares in any jurisdiction outside Australia.

Electronic Prospectus

This Prospectus is available in a paper version and in electronic form. The electronic version can be found on the West Australian Metals home page at www.wametals.com.au from the beginning of the Exposure Period (referred to below) until the Offer closes. The Preferential Offer Application Form and the Public Offer Application Form will be made available in electronic form after the expiration of the Exposure Period. As the Round Up Offer Application Form will be personalised for certain West Australian Metals Shareholders, it will not be made available in electronic form. Further details in respect of the relevant Application Forms are set out in section 5.9.

The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus in electronic form within Australia.

If you wish to apply for the Shares offered by this Prospectus, you may only do so by:

- completing the relevant Application Forms which accompany or are included in a paper copy of this Prospectus in accordance with the instructions on those forms (see section 5.9 for further details); or

- downloading the Prospectus, Preferential Offer Application Form and Public Offer Application Form in their entirety from www.wametals.com.au and completing the relevant Application Form in accordance with the instructions on that form.

If you view an electronic copy of this Prospectus, please ensure that you have received the entire Prospectus accompanied by the Preferential Offer Application Form and the Public Offer Application Form before applying for the Shares offered by this Prospectus. If you have not, please contact:

Austin Engineering	Telephone	(07) 3271 2622 or
West Australian Metals	Telephone	(08) 9227 1186

Photographs

Photographs used throughout this Prospectus do not necessarily depict assets of the Company or West Australian Metals.

Key Dates

Annual General Meeting of West Australian Metals	28 November 2003
Prospectus lodged	8 December2003
In Specie Record Date	5 December 2003
OFFER OPENS	15 December 2003 at 9.00am (WST)
In Specie Distribution	12 December 2003
OFFER CLOSES	6 January 2004 at 5.00pm (WST)
Issue of Shares to Applicants	13 January 2004
Expected dispatch of holding statements	20 January 2004
Expected date of commencement of trading on ASX	23 January 2004

These dates are indicative only. The Company may vary the dates and times of the Offer without notice in consultation with the Sponsoring Broker. Accordingly, Applicants are encouraged to submit their Applications as early as possible.

No Applications will be processed (and no Shares will be issued under this Prospectus) until the expiry of the Exposure Period. The Exposure Period will expire 7 days after the lodgement of this Prospectus with ASIC or such longer period (not exceeding 14 days) as is notified by ASIC to the Company in writing.

SECTION 3. LETTER TO WEST AUSTRALIAN METALS SHAREHOLDERS AND INVESTORS

Dear West Australian Metals Shareholder / Investor

On behalf of the Directors and Proposed Directors, I am pleased to introduce Austin Engineering, a company which has evolved through the De-merger of West Australian Metals' engineering and mineral assets. I encourage you to acquaint yourself with this progressive engineering business and invite you to participate in this offer of shares in the Company.

An investment in Austin Engineering is an investment in a business that has had a sound revenue and earnings base for over 20 years.

Austin Engineering is a well established Queensland engineering business with a good reputation in the construction and fabrication industry. This provides a solid base for the Proposed Board of Austin to build upon.

The Board currently comprises David Hamlyn, Lindsay Colless and myself. Conditional on the Company being admitted to the Official List of ASX, it is proposed to formulate a new Board. The Proposed Board will comprise, in addition to myself, Mr Peter Fitch as Non-Executive Chairman and Mr Peter Pursey as Non-Executive Director. Together, the members of the Proposed Board have considerable experience in company management and the engineering and construction industry.

The management team recently added to the existing employees of Austin will allow the Company to bid on major project work, both domestically and internationally. The Company has taken the approach of employing personnel of the highest calibre within the engineering and construction industry, and coupled with the implementation of the latest technology in welding and cutting, the Proposed Board believes that Austin Engineering will soon establish itself as a market leader on an international level.

Since the business of Austin Engineering was acquired by West Australian Metals in April 2003, Austin Engineering has established a strong order book and has secured a number of new contracts. Austin Engineering is now in a good position to pursue new growth opportunities.

This Offer provides investors with the opportunity to invest in a company that is operating within a resurgent engineering/construction industry. This growth is expected to continue well into the future based on the number and size of projects planned for development. The number of project managers that have shown interest in Austin Engineering's advanced robotic and welding processes and are currently in discussion with the Company suggests that Austin Engineering will be in a strong position for the calendar year 2004 and beyond.

The initial focus of the Proposed Board will be to capitalise and build on the strong work base that Austin Engineering has already established with a number of major projects which will provide substantial and sustained levels of recurring income. The Company will also look to expand through the identification and pursuit of other major project opportunities within Australia and overseas where Austin Engineering's welding technology and management expertise can be effectively employed.

Funds raised by this Offer will be used to repay the loan from West Australian Metals which facilitated the initial purchase of the engineering business and will also provide working capital to finance the implementation of Austin Engineering's business plan. The Company, upon successful listing, will be debt free and cash positive with a strong order book and exciting growth potential.

The Directors, Proposed Directors and I are pleased to offer you the opportunity to invest in Austin Engineering. We look forward to welcoming you as a shareholder.

Michael Buckland
Managing Director

SECTION 4. INVESTMENT HIGHLIGHTS

- Raising up to $1.8 million by the issue of 9 million Shares at an issue price of 20 cents each, with capacity to accept oversubscriptions for an additional 2 million Shares to raise a further $400,000.
- As part of the De-merger, West Australian Metals Shareholders will receive an In Specie Distribution of 2 Austin shares for every 9 West Australian Metals Shares, giving Austin Engineering a ready-made shareholder base.
- West Australian Metals Shareholders will have the opportunity to top up their holdings in the Company to a marketable parcel under this Prospectus.
- West Australian Metals Shareholders will have a priority to apply for additional Shares under this Prospectus.
- Opportunity to invest in an established business that has a revenue and earnings history.
- Austin Engineering has the potential to become a market leader in the field of metal fabrication.
- Austin Engineering operates in the thriving construction/engineering industry and is well positioned to pursue growth opportunities.
- A management team that has considerable experience on major projects in:
    - Project management
    - Business development
    - Finance management, and
    - International exposure.
- A Proposed Board whose members have solid backgrounds in the engineering and construction industry, possess good industry contacts and are well experienced in company management.

SECTION 5. DETAILS OF THE OFFER

5.1 Description of the Offer

The Offer follows the announcements by West Australian Metals in March 2003 and October 2003 of the De-merger of its engineering and mineral assets by the spin-off of the engineering business into a new public listed company, namely Austin Engineering.

Further details of the De-merger and the relationship between Austin Engineering and West Australian Metals are set out in section 6.

By this Prospectus, the Company invites West Australian Metals Shareholders and other investors to subscribe for up to 9,000,000 Shares at an issue price of 20 cents per Share to raise $1,800,000.

The Offer comprises the Round Up Offer, the Preferential Offer and the Public Offer. Details of each of these offers are set out in sections 5.4, 5.5 and 5.6. Details of the appropriate Application Form for each offer are summarised below:

Offer	Colour	Location	Personalised
Round Up Offer	Yellow	Loose	Yes
Preferential Offer	Blue	Loose	No
Public Offer	White	Back of Prospectus	No

From the date of issue, the Shares offered by this Prospectus will rank equally with existing Shares. The rights attaching to the Shares offered by this Prospectus are summarised in section 10.

5.2 Minimum Subscription

The minimum subscription for the Offer is $1,800,000 (or 9,000,000 Shares).

If the minimum subscription is not received within 3 months after the date of this Prospectus, all Applications will be dealt with in accordance with section 724 of the Corporations Act.

5.3 Oversubscriptions

The Company reserves the right to accept oversubscriptions of up to a further 2,000,000 Shares at an issue price of 20 cents per Share to raise up to a further $400,000.

5.4 Round Up Offer

On 28 November 2003, West Australian Metals Shareholders approved (amongst other things) the in specie distribution to West Australian Metals Shareholders of 2 Shares for every 9 West Australian Metals Shares held on the In Specie Record Date of 5 December 2003.

The Round Up Offer comprises up to 2,000,000 Shares and is open to West Australian Metals Shareholders who have an entitlement to Shares on the In Specie Record Date which is less than 10,000 Shares (**Round Up Shareholders**). Round Up Shareholders are invited to apply for additional Shares at an issue price of 20 cents per Share, to round up their holdings in Austin Engineering to 10,000 Shares.

All West Australian Metals Shareholders on the In Specie Record Date will be mailed a copy of this Prospectus. The copy of this Prospectus mailed to Round Up Shareholders will be accompanied by a yellow personalised loose leaf Round Up Offer Application Form. Round Up Shareholders who wish to subscribe for Shares pursuant to the Round Up Offer must make an application on the yellow personalised loose Round Up Offer Application Form accompanying their copy of this Prospectus.

Applications under the Round Up Offer must not exceed the entitlement specified on the yellow personalised Round Up Application Form. West Australian Metals Shareholders who are not eligible to participate in the Round Up Offer (as their entitlement to Shares on the In Specie Record Date is more than 10,000 Shares) or Round Up Shareholders who wish to apply for additional Shares must do so pursuant to the Preferential Offer on the blue Preferential Offer Application Form included in or accompanying this Prospectus.

Completed Application Forms and cheques payable to "**Austin Engineering Ltd – Share Offer A/C**" should be lodged with:

Advanced Share Registry Services		***Postal address***
Level 7		**Advanced Share Registry Services**
200 Adelaide Terrace		**PO Box 6283**
PERTH WA 6000		**EAST PERTH WA 6892**
Telephone:	(08) 9221 7288	
Facsimile:	(08) 9221 7869	

Applications for the Round Up Offer will be treated on a "first come, first served" basis and Round Up Shareholders are urged to lodge their completed yellow Round Up Offer Application Forms and cheques as early as possible to assist Austin Engineering to determine the number of Shares available for the Preferential and Public Offers.

Shares not taken up by Round Up Shareholders pursuant to the Round Up Offer will be made available to other West Australian Metals Shareholders under the Preferential Offer, or to public investors through the Public Offer.

5.5 Preferential Offer

The Preferential Offer is open to all West Australian Metals Shareholders registered on the In Specie Record Date (5 December 2003). Up to 7,000,000 Shares, plus any shortfall from the Round Up Offer, will be available under the Preferential Offer.

Subject to the discretion of the Directors, West Australian Metals Shareholders on the In Specie Record Date will have a priority right to apply for Shares at an issue price of 20 cents per Share in minimum lots of 1,000 Shares ($200), provided that the minimum aggregate number of Shares to be issued to any West Australian Metals Shareholder pursuant to the In Specie Distribution, the Round Up Offer and the Preferential Offer exceeds 10,000 Shares.

As noted in section 5.4, all West Australian Metals Shareholders registered on the In Specie Record Date will be mailed a copy of this Prospectus. An electronic version of the Prospectus (including the Preferential Offer Application Form and the Public Offer Application Form) will also be available on the internet at www.wametals.com.au.

West Australian Metals Shareholders (including Round Up Shareholders) wishing to apply for additional Shares under the Preferential Offer must do so on the blue Preferential Offer Application Form included in or accompanying this Prospectus.

In order to confirm that you are a shareholder who is eligible to participate in the Preferential Offer, you must include details of your Austin Engineering Limited Shareholder Reference Number (SRN) or Holder Identification Number (HIN) on the blue Preferential Offer Application Form.

Shareholders are urged to lodge their completed blue Preferential Offer Application Forms and cheques as early as possible to assist Austin Engineering to determine the number of Shares available for the Public Offer.

Shareholders should lodge their completed blue Preferential Offer. Application Forms and cheques payable to "**Austin Engineering Ltd – Share Offer A/C**" with:

Advanced Share Registry Services	***Postal address***
Level 7	**Advanced Share Registry Services**
200 Adelaide Terrace	**PO Box 6283**
PERTH WA 6000	**EAST PERTH WA 6892**
Telephone: (08) 9221 7288	
Facsimile: (08) 9221 7869	

Allocation of Shares to West Australian Metals Shareholders under the Preferential Offer will be made at the discretion of the Directors and they reserve the right to scale back any or all Applications under the Preferential Offer in any manner they deem appropriate.

5.6 Public Offer

The Public Offer is open to general investors. A total of 9,000,000 Shares is offered pursuant to this Prospectus and the number of Shares available under the Public Offer will be the shortfall resulting from the Round Up Offer and the Preferential Offers. In addition, the Directors reserve the right to accept oversubscriptions for up to a further 2,000,000 Shares at an issue price of 20 cents per Share, to raise up to a further $400,000.

Baker Young Stockbrokers Ltd, a participating organisation of ASX, is the sponsoring broker for the Public Offer. Under the terms and conditions of the Sponsoring Broker Agreement, Baker Young will administer the allocation of Shares under the Public Offer in consultation with other interested brokers and the Directors.

Applications under the Public Offer must be made on the Public Offer Application Form included at the back of this Prospectus in accordance with the instructions on that form.

Applications under the Public Offer must be for a minimum of 10,000 Shares representing a minimum investment of $2,000 and thereafter in multiples of 1,000 Shares (equivalent to $200). Applications for less than the minimum parcel of 10,000 Shares (equivalent to $2,000) will not be accepted.

The Company, in consultation with the Sponsoring Broker, reserves the right to accept any Application in whole or in part, or to reject any Application under the Public Offer.

Investors should lodge their completed Application Forms and cheques payable to "**Austin Engineering Ltd – Share Offer A/C**" with:

Advanced Share Registry Services	***Postal address***
Level 7	**Advanced Share Registry Services**
200 Adelaide Terrace	**PO Box 6283**
PERTH WA 6000	**EAST PERTH WA 6892**
Telephone: (08) 9221 7288	
Facsimile: (08) 9221 7869	

5.7 Applications

All Application Forms (accompanied by the appropriate Application Moneys) must reach the Company's Share Registry by no later than 5.00pm WST on the Closing Date, or such earlier or later time and date as advised by the Directors.

Application Forms must not be circulated to prospective investors unless accompanied by a copy of this Prospectus.

A duly completed and lodged Application Form will constitute a binding and irrevocable offer by the Applicant to subscribe for the number of Shares applied for pursuant to the Application Form. The Application Form does not need to be signed.

An Application Form that is incorrectly completed or accompanied by the incorrect amount of Application Moneys may still be treated by the Company as valid. A Directors' decision whether to treat an Application as valid and how to construe, amend or complete an Application Form is final. However, an Applicant will not be treated as having applied for more Shares under this Prospectus than is indicated by the amount of the cheque for Application Moneys.

5.8 Purpose of the Offer and Use of Funds

The funds raised from the Offer will primarily be applied to the repayment of the loan from West Australian Metals to Austin Engineering which enabled the Company to complete the purchase of the engineering business in March 2003.

Based on the minimum subscription of $1.8 million, approximately $1.53 million, less the costs of the Offer, is to be paid to West Australian Metals in full satisfaction of the loan and $270,000 will be retained by Austin Engineering for working capital.

Oversubscription funds will be allocated at the discretion of the Directors to additional working capital for Austin Engineering and towards reimbursement of the costs of the Offer to West Australian Metals.

Indicative Timetable

Action	**Date**
Annual General Meeting of West Australian Metals	28 November 2003
Prospectus lodged	8 December2003
In Specie Record Date – West Australian Metals Shareholders registered at close of trading on this date will be entitled to participate in the In Specie Distribution, the Round Up Offer and the Preferential Offer.	5 December 2003
OFFER OPENS	15 December2003 at 9.00am (WST)
In Specie Distribution	12 December 2003
OFFER CLOSES	6 January 2004 at 5.00pm (WST)
Issue of Shares to Applicants	13 January 2004
Expected dispatch of holding statements	20 January 2004
Expected date of commencement of trading on ASX	23 January 2004

The Offer opens at 9am WST on the Opening Date and closes at 5pm WST on the Closing Date.

These dates are indicative only and may change. The Company, in consultation with the Sponsoring Broker to the Offer, reserves the right to vary the dates and times of the Offer without prior notice. This may impact on subsequent dates.

Applicants are encouraged to apply as soon as possible after the Offer opens.

5.9 **Application Moneys**

All Application Moneys will be held on trust for Applicants in a bank account established solely for the purpose of depositing Application Moneys received until the Shares offered by this Prospectus are issued or Application Moneys are returned to Applicants. Any interest that accrues on Application Moneys will be retained by the Company whether the Shares offered by this Prospectus are issued or not.

5.10 **Issue**

The Company will not process any Applications until the end of the Exposure Period. Subject to achieving the minimum subscription for the Offer, the Directors will issue the Shares under this Prospectus and dispatch holding statements to successful Applicants as soon as practicable after the Offer closes.

The Company reserves the right to issue to an Applicant a lesser number of Shares than the number applied for or to reject an Application.

If the number of Shares issued is fewer than the number applied for or an Application is rejected, surplus Application Moneys will be refunded without interest as soon as practicable after the issue of Shares to successful Applicants under this Prospectus. Applicants who trade in Shares issued under this Prospectus before they receive their holding statements do so at their own risk.

5.11 **Australian Stock Exchange Listing**

Within 7 days after the date of this Prospectus, the Company will apply to ASX for the Company to be admitted to the Official List of ASX and for the Shares offered by this Prospectus to be admitted to quotation on ASX. If the Company is not admitted to the Official List of ASX and the Shares offered by this Prospectus are not admitted to quotation within 3 months after the date of this Prospectus, all Application Moneys will be refunded without interest.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may admit the Company to its Official List is not to be taken in any way as indication of the merits of the Company or the Shares offered by this Prospectus.

5.12 **CHESS**

The Company will apply to ASX to be admitted to participate in CHESS in accordance with the ASX Listing Rules and the SCH Business Rules. On admission to CHESS, the Company will operate an electronic issuer-sponsored sub-register and an electronic CHESS sub-register. The two sub-registers together will make up the Company's principal register of securities.

The Company will not issue certificates to shareholders. Instead, shareholders who elect to hold their Shares on the issuer-sponsored sub-register will be provided with a holding statement (similar to a bank account statement) which sets out the number of Shares issued to them under this Prospectus. For shareholders who elect to hold their Shares on the CHESS sub-register, the Company will provide an advice that sets out the number of Shares issued to them under this Prospectus and, at the end of the month following the issue, CHESS (acting on behalf of the Company) will provide those shareholders with a holding statement that confirms the number of Shares issued.

A holding statement (whether issued by CHESS or the Company) will also provide details of a shareholder's Holder Identification Number (in the case of the holding on the CHESS sub-register) or Shareholder Reference Number (in the case of a holding on the issuer-sponsored sub-register). Following distribution of these initial holding statements, a holding statement will only routinely be provided at the end of any subsequent month during which the balance of the shareholder's holding of Shares changed.

5.13 Electronic Prospectus

The Offer constituted by this Prospectus in electronic form is available only to persons receiving this Prospectus in electronic form within Australia.

Persons who obtain a copy of this Prospectus in electronic form from www.wametals.com.au are entitled to obtain a paper copy of this Prospectus (including the Preferential Offer Application Form and the Public Offer Application Form) free of charge, during the Offer period by contacting the Company at its principal places of business (see address and contact details in the Corporate Directory).

5.14 Overseas Investors

This Prospectus does not constitute on offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such 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. No action has been taken to register this Prospectus or the Shares offered by it or otherwise permit a public offering of Shares in any jurisdiction outside Australia.

5.15 Underwriting

The Offer is not underwritten. However, the Company has engaged Baker Young Stockbroking Ltd to act as the Sponsoring Broker to the Offer. Baker Young will commit its resources to provide a coordinated marketing and public awareness campaign to generate investor interest to facilitate the success of the Offer.

A summary of the Sponsoring Broker Agreement (including the circumstances in which it can be terminated) is set out in section 10.7 of this Prospectus.

The Sponsoring Broker will receive fees of $30,000 (plus GST) upon the Offer reaching the minimum subscription level of $1,800,000.

5.16 Withdrawal of Offer

The Directors reserve the right to withdraw or not proceed with all or any part of the Offer at any time before the Offer closes. If the Offer or any part of it does not proceed, the relevant Application Moneys will be refunded without interest.

5.17 Stamp Duty and Brokerage

Successful Applicants will not pay any stamp duty or brokerage on the issue of Shares to them under this Prospectus.

The Company will pay brokerage of 5% on stamped broker applications for Austin Engineering stock under the Public Offer. This brokerage is payable only on the amount actually allocated for each subscription, not the amount applied for.

5.18 Privacy

By submitting an Application Form, an Applicant provides the Company with certain personal information. If an Applicant does not provide complete and accurate personal information on the Application Form, the Application may not be able to be processed.

The Company's securities registers are maintained by Advanced Share Registry Services.

These registers are required by law to contain certain information about security holders such as name, address and details of securities held. In addition, the Company will collect personal information from security holders including contact details and tax file numbers.

This information will be used to carry out registry functions such as: payment of dividends; dispatch of yearly and half yearly reports, notices of meetings and newsletters; and notifications to the Australian Taxation Office. In addition, contact information will be used from time to time to inform security holders of new initiatives concerning the Company.

The Company will only disclose personal information about security holders:

- when they agree to disclosure
- when the information is used for the purposes for which it was collected
- when disclosure is used for compliance by the Company with legal and regulatory requirements
- to other members of the Austin Engineering group of companies
- to their brokers
- to external service providers who supply services in connection with the administration of the Company's securities registers.

Security holders have the right to access, update and correct the personal information held by the Company and its Share Registry, except in certain limited circumstances. Security holders may do so by contacting the Company or its Share Registry.

5.19 Enquiries

If you have any queries in relation to this Prospectus or investing in the Company, you may contact **West Australian Metals Ltd** directly on:

Telephone: **(08) 9227 1186**

Facsimile: **(08) 9227 8178**

Email: **david.hamlyn@wametals.com.au**.

or

Austin Engineering Pty Ltd

Telephone: **(07) 3271 2622**

Facsimile: **(07) 3271 3689**

Email: **michaelb@austineng.com.au**.

Alternatively, you can contact the Company's Share Registry or your legal, financial or other professional adviser.

SECTION 6. REVIEW OF THE COMPANY AND ITS BUSINESS

6.1 Background to the De-merger

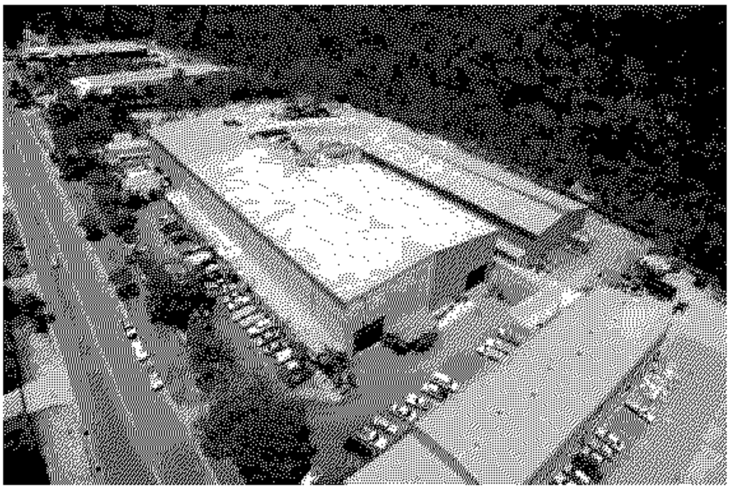
The Offer and the proposed admission of Austin Engineering to the Official List of ASX has evolved through the De-merger of West Australian Metals' engineering assets from its mining assets. The De-Merger was initially announced in March 2003 and more recently on 16 October 2003, and was approved by West Australian Metals Shareholders on 28 November 2003.

The De-merger involves the in specie distribution to West Australian Metals Shareholders of 2 Shares for every 9 West Australian Metals Shares held on the in specie record date of 5 December 2003. The In Specie Distribution will be made on 12 December 2003.

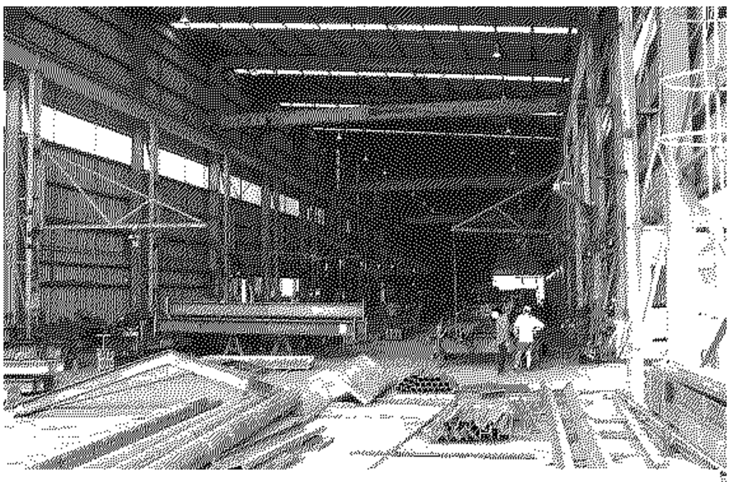
Prior to the In Specie Distribution, Austin Engineering will repay $819,392 of a loan advanced to it by West Australian Metals by the issue of approximately 22.2 million Shares to West Australian Metals. These Shares will be distributed to West Australian Metals Shareholders by the In Specie Distribution. The remainder of the loan, which is approximately $1.5 million, will be subsequently repaid by funds raised through the Offer. Further details of the loan are set out in section 10.7.

6.2 Overview of Austin Engineering

Austin Engineering is a Queensland based engineering business servicing the metal fabrication and construction industry. It specialises in the supply and installation of metal products such as structural steel, piping and products for the industrial and resource sectors.



Austin Engineering's workshop and office facilities.



Steel manufacturing workshop bay.

The business operated profitably for 20 years as a privately owned family business and developed into a substantial and well respected engineering firm. The operation has a sound industry reputation, good safety record and loyal client base with existing ongoing product lines which generate consistent recurring income. Earnings before interest, tax, depreciation and amortisation in the financial periods from 1 July 1998 to 31 March 2003 averaged approximately $1.0 million per annum.

Austin Engineering's modern workshop and office are situated in the Wacol Industrial Estate, 20 km south west of the Brisbane GPO. The site covers 2.75 hectares of land and incorporates a modern high bay heavy industrial workshop covering over 5500 square metres. The size of the site leaves a large amount of unused area which is available for workshop expansions if required.

Queensland and other States are currently undergoing sustained growth within the engineering/construction field with a number of large projects underway or approved for commencement within the next few years. In excess of $10 billion of capital works are scheduled over the next four to six years and the Board and Proposed Board consider that Austin Engineering is well positioned to capitalise on this resource project boom.

6.3 Operations

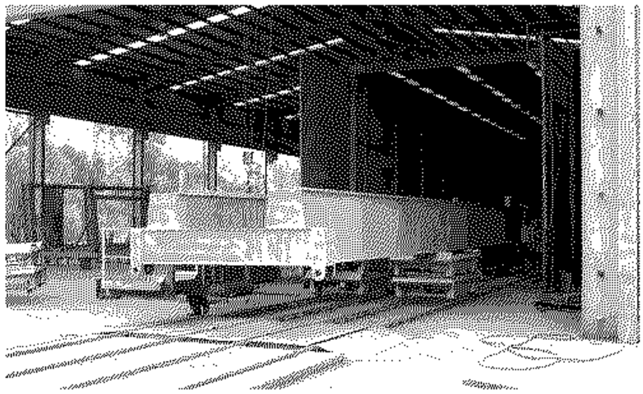
The Company manufactures steel products for all industries. Products include structural steel, pipework and plate fabrication. The Company operates a blasting and painting facility for in-house steelwork and as a stand alone operation for external clients.

Product line fabrication – Ludowici Minerals' vibrating screen

Austin Engineering has completed a large number of projects servicing clients such as Bechtel, Multiplex, Leighton, Thiess, John Holland, Sedgman, Roberts and Schaefer, Walter Constructions and numerous other firms.

Product line production will form an integral part of Austin Engineering's future. The Company has produced mining screens for Ludowici Mineral Processing Equipment for three years. Ludowici recently won the Queensland Smart State award. These screens are manufactured for the local and overseas market and the forecast for the 2004 year is very upbeat.

The in-house blasting and painting facility allows Austin Engineering to promote itself as a "one stop shop". Most competitors have to transport their products to external suppliers which add to their costs. The facility also provides services for a loyal client base which contributes a substantial amount of revenue to the Company.

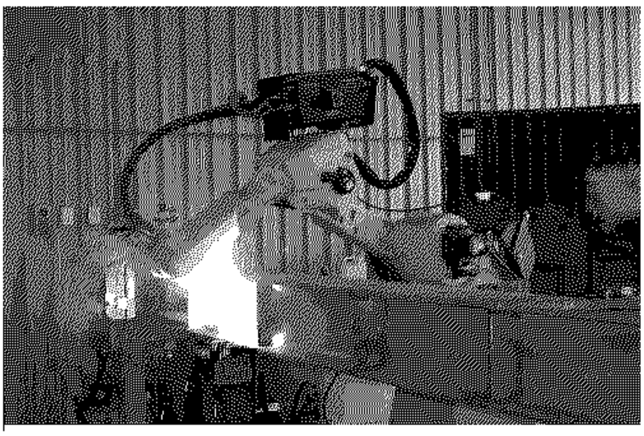


Blast and paint chamber.

6.4 Technology

Austin Engineering is committed to the use of new technology in the fields of welding and cutting. The Company has installed advanced welding technology which incorporates innovative welding equipment coupled with robotic applications to produce a revolutionary high speed welding process with exceptional accuracy and quality characteristics.

The advantages of new technology are substantial in terms of costs and productivity. Benefits include: -



Production robotic welding on a Ludowici screen component.

- The engineering industry suffers from a shortage of skilled labour when a major project commences. The use of robots and further advanced technology will allow Austin Engineering to employ un-skilled labour to operate these machines
- Automation allows a reduction in employee numbers compared to normal market practices.
- The speed of the technology allows significantly increased volumes of production through the workshop. This increases total available space for increased revenue levels.
- The hourly production cost rate decreases to make Austin competitive on an international scale.

Supervised trialling of new robotic welding technology

To further progress the technology, Austin Engineering has established a research cell which is continually investigating and trialling new methods and applications. A number of these trials are in progress and the Company believes that they will further advance Austin Engineering's market presence and competitive advantage.

Austin Engineering has secured a grant from the Queensland Government to help fund development studies on automated welding within the steel industry. The grant worth $100,000 is further recognition of Austin Engineering's innovative technology and the Company's progressive approach to industry improvement and excellence. Further applications will be submitted to the various industry organisations in the future to assist with ongoing development of these state of the art welding and cutting processes.

6.5 Future Direction and Prospects

Austin Engineering's history and client base provide the Proposed Board with an excellent base on which to build the operation into a leading industrial company.

The Proposed Board and new management personnel added to the existing Austin Engineering team, allows the Company to tender for projects of a larger nature ($100-200 million) where Austin Engineering's new technology can be utilised. The Company will also retain the capacity to maintain the existing base product line work. Projects that Austin Engineering will target are those where maximum use of the new technology can be implemented. The robotic and high speed welding processes have varied applications with the greatest efficiencies gained from repetitive production where high quality, precision fabrication is essential. These types of contracts will also ensure long term stable and recurring income for the Company.

The increased revenue levels can now be realised through the following factors:

- The Proposed Board and new management personnel have extensive experience in major projects, well respected industry-wide reputations and excellent industry contacts both domestically and internationally.

- Austin Engineering has increased productive hours by 500% since its acquisition in April 2003 by West Australian Metals through new contacts introduced by West Australian Metals:

April	2,563hrs
May	4,341hrs
June	9,765hrs
July	10,688hrs
August	14,183hrs
September	13,995hrs
October	12,005hrs
November	14,200hrs

- New welding technology is expected to make Austin Engineering a market leader in terms of cost, quality and delivery.

Austin Engineering has been contacted by a number of international project managers that are interested in the Company's project team and technology and Austin is also pursuing its own business development both within Australia and overseas.

In the first half of 2003, Austin Engineering received a letter of intent for the fabrication and supply of 792 potshells and superstructures for the Aldoga Aluminium Smelter in Gladstone, Queensland. The contract has yet to be finalised due to delays in project approvals, financing arrangements and design specification changes. Austin continues to negotiate with Aldoga and is optimistic that a positive outcome will be reached in the near future following the signing of a $1 billion technology and supply contract between Aldoga and a Chinese group which includes the China Nonferrous Metal Industry's Foreign Engineering and Construction group (NFC) and the China Exim Bank, on 24 October 2003.

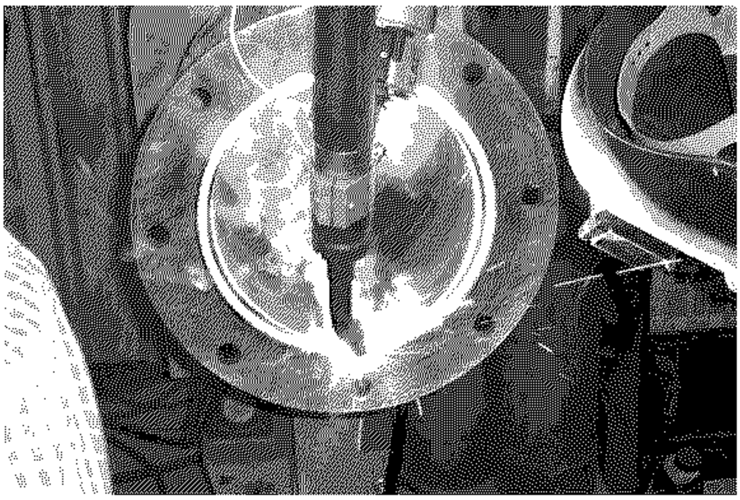
The Aldoga contract, potentially worth $155 million over three years, demonstrates Austin's potential to attract large contracts, and Austin continues to negotiate with other project managers on substantial resource projects in Australia and overseas.

Austin Engineering's automated welding technology is well suited to the fabrication of potshells and superstructures used in the aluminium smelting industry. Potshells are large plate steel receptacles up to 15 metres in length and weighing in the vicinity of 40 tonnes which are used to contain the molten alumina. The vessels are constructed to exacting tolerances as they are arranged in "potlines" and need to be interchangeable. High strength is required and achieved by extensive external bracing. Robotic, high speed welding has very significant advantages in the construction of these pots in large numbers in terms of precision, quality, time and overall cost.

Austin Engineering has submitted a proposal for the supply of potshells for the Alcoa Aluminium Smelter in Iceland. This is currently under review by the contract manager with further talks expected in November/December. The value of this work is potentially $34 million.

Austin is also involved in discussions with an international engineering firm in relation to supply of potshells for a smelter in South America. Talks are well progressed with the next stage of negotiations due in December. The approximate value of this contract is potentially $24 million.

The Company is also pursuing a number of opportunities in the field of pipe welding. The robotic technology utilised by Austin make it world competitive in the area of pipe spooling. Contracts of this nature are usually worth in the vicinity of $3-30 million.



High speed robotic pipe welding.

The future plans for the Company are focussed on expansion through acquisition of other engineering businesses which fit the corporate model of Austin Engineering and which can add value to the Company. The technology which Austin Engineering utilises is highly transportable and easily implemented within workshops elsewhere in Australia or overseas. Austin Engineering also has a wide network of skilled personnel and contractors which the Company can utilise for future contracts.

6.6 **Austin Engineering's Relationship with West Australian Metals**

As outlined above in section 5.3, the funds raised from the Offer will primarily be applied to repay the loan from West Australian Metals to Austin Engineering, details of which are set out in section 10.7.

West Australian Metals will not retain any Shares other than any surplus In Specie Shares which result from the rounding down of fractional entitlements in the In Specie Distribution.

SECTION 7. BOARD, PROPOSED BOARD, MANAGEMENT AND CORPORATE GOVERNANCE

7.1 Board and Proposed Board

The current Board of Directors of Austin Engineering consists of: -

Michael Douglas BUCKLAND *Managing Director*
Michael Buckland (age 43) is a mechanical engineer with 24 years experience in the engineering and construction industry. A Director of West Australian Metals Ltd since January 2003.

David Alan HAMLYN *Non-Executive Director*
David Hamlyn (age 49) is a qualified geologist with 26 years experience in mineral exploration and mine management. A Director of West Australian Metals Ltd since February 2002.

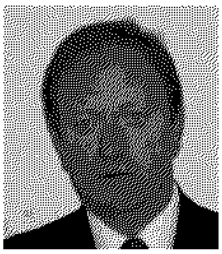
Lindsay Arthur COLLESS *Non-Executive Director and Company Secretary*
Lindsay Colless (age 58) is a Chartered Accountant with 16 years experience in the profession and 26 years in commerce, mainly in the mineral and petroleum exploration industry. A Director of West Australian Metals Ltd since 1986.

Upon the Company being admitted to the Official List of ASX, DA Hamlyn and LA Colless will resign as Directors to make way for the Proposed Board, which will steer the future direction of Austin Engineering. The names and details of the Proposed Directors are:

Peter George FITCH (Age 63)

Non-Executive Chairman

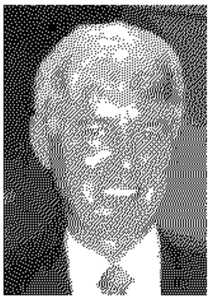
Peter Fitch is a qualified engineer who has over 20 years' experience in the engineering/mining industry in Australia and overseas. Mr Fitch was previously an Executive Director of ANI, with responsibility for Australian and international engineering/construction operations. He is currently Chairman of Oldenburg Stamler Australasia and Oldenburg Mining South Africa.



Michael Douglas BUCKLAND (Age 43)

Managing Director

Michael Buckland is a mechanical engineer with 24 years' experience encompassing operational, business development and senior management positions with several large engineering organisations. Mr Buckland held a variety of positions with the ANI Group from 1979 to 1998, which where chiefly within the fabrication /engineering operations in Australia and overseas. He held various positions up to General management level. He served as Chief Executive Officer of Kirkfield Engineering and Construction Pty Ltd and Minproc Ghana Pty Ltd from 1998 to 2000 and was Chief Executive Officer of aiEngineering Pty Ltd from 2000 to 2001. He is currently Managing Director of Austin Engineering and a director of West Australian Metals.

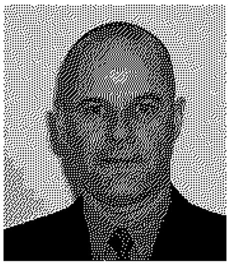


Peter Louis PURSEY, AM (Age 53)

Non-Executive Director

Peter Pursey has extensive experience as a company director of both listed and non listed public companies in Australia and the USA. He has very extensive senior management experience and currently provides corporate advisory and development services to emerging and growth companies particularly in the areas of strategic planning, capital raising and project management. His specialist corporate skills also include contract negotiation and public company investor relations.
Mr Pursey completed his MBA in 1997 and is a Fellow of the Australian College of Defence and Strategic Studies. He was awarded the Order of Australia (AM) in 1993.

7.2 Management



Colin McIntosh ANDERSON (Age 42)

Chief Financial Officer and Company Secretary

Colin Anderson is a Chartered Accountant with 20 years' experience encompassing strategic planning, financial control and systems development in a number of engineering and manufacturing companies. He served as financial accountant with British Aerospace from 1985 to 1988, and then as General Manger, Finance and Company Secretary of the Kvaerner Group's engineering operations in the UK from 1988 to 1998. He then served as Financial Controller of Evans Deakin Engineering. Mr Anderson joined Austin Engineering as Chief Financial Officer in March 2003.

7.3 Corporate Governance

The current Board has adopted corporate governance policies aimed to facilitate the protection and enhancement of long term shareholder value. The proposed Board supports the policies implemented to date and will be responsible for the future governance of the Company and its strategic direction. The Board will assume responsibility for the development of policies and procedures aimed at establishing and achieving objectives, monitoring and assessing risk and optimising operational performance.

Composition of the Board

Subject to the Constitution, the issues of Board composition and the selection criteria for new Directors are assessed and determined by the Board. The Board is committed to the regular review of its performance and the individual performance of its members to ensure that the Board continues to have a blend of appropriate competencies and experience necessary to compliment the activities of the Company.

In accordance with the Constitution, the Board must comprise at least three Directors and should maintain a majority of non-executive Directors. One third of the Directors, excluding the Managing Director, shall retire by rotation annually. Retiring Directors are eligible for re-election at the Annual General Meeting of shareholders.

Board Responsibilities

The Board has documented the roles and responsibilities of each Director to facilitate Board and management accountability. Once a year, the Board will meet to review its own performance and the Chairman will review the performance of the Managing Director. Evaluations will be based on specific criteria including whether strategic and operational objectives are achieved.

Committees of the Board

The Company does not have any formally constituted committees of the Board. The Directors consider that at this stage, the Company is not of a size nor are its affairs of such complexity to warrant the formation of special or separate committees.

Internal Control

The Board has overall responsibility for the Company's internal control procedures. Accordingly, the Board has instigated procedures designed to provide reasonable assurance as to the:

- effectiveness and efficiency of operations
- reliability of financial reporting, and
- compliance with applicable laws and regulations.

Remuneration

The Board reviews the remuneration packages and policies applicable to Directors and senior staff on an annual basis. Remuneration levels within the Company's capacity to pay are competitively set to attract the most qualified and experienced Directors and personnel.

The Constitution entitles the Board to fix the remuneration of executive Directors in the form of salary and bonuses or other elements but prohibits the payment of a commission on or percentage of profits or operating revenue.

The maximum aggregate amount payable to non-executive Directors as Directors' fees has been set at $120,000. The Constitution provides that this amount can only be varied pursuant to a resolution approved by shareholders at a general meeting. The proposed Board does not intend to seek variation of this aggregate amount in the near future

Ethical Standards

The Board acknowledges the need for continued maintenance of standards of corporate governance and ethical conduct by all Directors and employees. A code of conduct to guide the Directors and management will be developed and implemented to promote ethical and responsible decision-making.

Trading in the Company's Securities

Company policy prohibits Directors from dealing in the Company's securities whilst in possession of price sensitive information. In addition, Directors must obtain the approval of the Chairman or Managing Director before trading the Company's securities. Directors must notify the Company Secretary once they have bought or sold the Company's securities.

In accordance with the provisions of the Corporations Act and the ASX Listing Rules, the Company must advise the ASX, on behalf of the Directors, of any transactions conducted by them in the Company's securities.

SECTION 8. INVESTIGATING ACCOUNTANTS' REPORT

BDO Kendalls
Securities Limited
ABN 54 010 185 725
Licensed Dealer in Securities
www.bdokendalls.com.au
enquiries@bdokendalls.com.au
Level 18, 300 Queen Street
GPO Box 457 Brisbane
Queensland 4001 Australia
Telephone + 61 7 3237 5999
Facsimile + 61 7 3229 9968

December 1, 2003

The Directors
Austin Engineering Pty Ltd
PO Box 64
CAROLE PARK Q 4300

Dear Directors

INDEPENDENT ACCOUNTANT'S REPORT ON HISTORICAL FINANCIAL INFORMATION

We have prepared this Independent Accountant's Report on historical financial information of Austin Engineering Pty Ltd for inclusion in a prospectus dated on or about December 1, 2003 relating to the issue of ordinary shares in the company and a listing on the Australian Stock Exchange.

Expressions defined in the prospectus have the same meaning in this report.

Background

Austin Engineering Pty Ltd (previously Seinson Pty Ltd) is a wholly owned subsidiary of West Australian Metals Limited. The Directors of West Australian Metals have determined to convert the company into a public company, list on the Australian Stock Exchange and raise additional capital to fund future expansion of the company. In March 2003, the company purchased the business of Austin Engineering Pty Ltd (Austin Engineering Business) into the company (Seinson Pty Ltd) and changed the name of the company to Austin Engineering Pty Ltd.

Scope

You have requested BDO Kendalls to prepare a report covering Revenue and Earnings before income tax, depreciation and amortization for the following financial periods:

(a) for the years ended June 30, 1999, June 30, 2000 and June 30, 2001, for the Austin Engineering Business extracted from the audited financial statements.

(b) for the year ended June 30, 2002 for the Austin Engineering Business extracted from independently reviewed financial statements.

(c) for the year ended June 30, 2003 for Austin Engineering business extracted from unaudited financial statements.

(d) for the three months April 1, 2003 to June 30, 2003 for Austin Engineering Pty Ltd extracted from the audited financial statements of the Holding Company, West Australian Metals Limited.

(e) for the four months June 1, 2003 to October 31, 2003 extracted from unaudited financial statements for Austin Engineering Pty Ltd.

BDO Kendalls

Review of Historical Financial Information

The historical financial information set out in Section 10.13 of the prospectus has been extracted from the financial statements of Austin Engineering Business and Austin Engineering Pty Ltd.

Where the financial statements are unaudited, BDO Kendalls have undertaken review procedures in accordance with the requirements applicable to reviews of financial reports.

The reviews have been conducted in accordance with Australian Auditing and Assurance Standards applicable to review engagements. The review is limited primarily to inquiries of company personnel and analytical procedures applied to the financial data. These procedures do not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit and, accordingly, we do not express an audit opinion.

These procedures have been undertaken to form an opinion whether anything comes to our attention which causes us to believe the historical financial information included in Section 10.13 of the prospectus is not presented fairly in accordance with the financial reports. The opinion expressed in this report has been formed on the above basis.

Conclusion:

Opinion on Historical Financial Information

In our opinion:

- the historical financial information, as set out in Section 10.13 of the prospectus presents fairly:

  (a) the historical financial performance of Austin Engineering Business for the period from July 1, 1998 to June 30, 2003.

  (b) the historical financial performance of Austin Engineering Pty Ltd for the period April 1, 2003 to October 31, 2003.

Subsequent events

Apart from the matters dealt with in this report, and having regard to the scope of our report, to the best of our knowledge and belief, no material transactions or events outside of the ordinary business of Austin Engineering Pty Ltd have come to our attention that would require comment on, or adjustment to, the information referred to in our report or that would cause such information to be misleading or deceptive.

BDO Kendalls

Independence or Disclosure of Interest

BDO Kendalls does not have any interest in the outcome of this issue other than normal professional fees which will be received.

BDO Kendalls Securities Limited

Paul Gallagher
Proper Authority Holder

Brisbane: December 1, 2003.

SECTION 9. RISK FACTORS

There are a number of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company and the value of an investment in the Company.

Some of these factors can be mitigated by the use of safeguards and appropriate commercial action. However, many are outside the control of the Company and cannot be mitigated.

This section describes certain risks associated with an investment in the Company. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as the other information contained in this Prospectus.

General

The value of the Company's securities is likely to fluctuate depending on various factors that include the success of its business operations, the general economic, political and stock market conditions in Australia and elsewhere, exchange rate movements and unexpected variations in business development and operating costs.

No Prior Public Market for the Shares

The Offer represents the initial offering of Austin Engineering Shares and as such, there has previously been no market for the Shares. The Market price for the Shares after Listing could be volatile, especially in the short term.

Economic Factors

Factors such as inflation, currency fluctuations, interest rates supply and demand and industrial disputation have an impact on operating costs, commodity prices and stock market processes. Austin Engineering's future revenues and share price can be adversely affected by these economic factors which are beyond the control of the Company.

Reliance on Key Personnel

The Company relies on a number of key employees and consultants. There is a risk that the Company may fail to attract, retain or develop key employees or consultants which would have an affect on the development of the Company.

Austin Engineering's success also largely depends on the core competencies of its Proposed Directors, and their familiarisation with, and ability to operate in, the engineering industry.

The loss of one or more of the Proposed Directors, or other key persons or consultants could have a materially adverse effect on the Company's business, financial position and results of operations.

Expansion

Austin Engineering will be actively seeking opportunities for growth in its core business areas. While the efforts of the Company have the potential to generate substantial returns and business growth in the long term, there can be no certainty that this growth or these returns will ultimately be achieved.

Shortage of Capital

The funds raised by the Offer will be used to carry out the Company's objectives (as detailed in this Prospectus). The development of the Company may require additional capital to fund further expansion and technological improvements to the operations. The Company's ability to raise further capital (equity or debt) within an acceptable time, of sufficient quantum, and on terms acceptable to the Company will vary according to a number of factors, including:

- prospectivity of new business; and
- stock market and industry conditions.

No assurance can be given that future funding will be available to the Company on favourable terms. Problems associated with accessing adequate funds in the future may inhibit the Company's development plans for the business

Operational Risk

The profitability of the Company's business will be subject to performance under various contracts and agreements. Failure to adequately perform contractual obligations may result in loss or delay in generating revenue, loss of contracts and market share, failure to achieve market acceptance, injury to the Company's reputation and increased insurance costs.

Technological Risk

Austin Engineering utilises innovative welding technology coupled with advanced robotic applications which the Company believes offers significant competitive advantages. The Company relies on Technology Licence Agreements and confidentiality agreements with third parties and copyright law to protect its intellectual property rights.

The development of alternate technology or the unauthorised use or disclosure of Austin's proprietary technology and systems could damage the Company's current competitive advantage and adversely impact on the operations and Austin's financial performance.

Supply Arrangements

Austin Engineering has a number of arrangements with key suppliers, providing for the supply of business inputs including steel, consumables, contract labour and technological back-up.

All current supply arrangements are based on commercial supplier/customer terms. Interruption or termination of any of these supply agreements could have a material adverse impact on Austin Engineering. In addition , there is no certainty that existing arrangements will be renewed at all or on terms similar to those of existing agreements which could impact on the continuity of operations and the profitability of the business.

Austin Engineering is also reliant on the supply of various other services including electricity, gas and water. Any disruption to the timely supply of one or more of these services or products by reason of industrial dispute, power grid failure or otherwise, could have a material adverse impact on the Company.

Rent

Austin Engineering currently leases the workshop and office facilities at 173 Cobalt Street in Carole Park where all the Company's current activities are based. The property is secured by a Lease Agreement which expires on 31 March 2008 and provides for the extension of the lease for a further 5 years.

Termination of the Agreement through, amongst other things, default on the Company's part due to any failure to pay rent, failure to effect repairs or breach of covenants contained within the Lease Agreement could have a material adverse effect on the operations of the business.

Insurance

Austin Engineering could be adversely impacted by increases in the cost of insurance premiums or an ability to access insurance coverage arising from circumstances that might or might not be related to the business. In addition, some risks may be uninsurable or may exceed sums insured. Such events, if they arise, could have a material adverse impact on the Company.

Government Policy Changes

Government policies are subject to review and change which could adversely impact on investment sentiment and growth in the resource and industrial sectors.

Austin Engineering is not aware of any reviews or changes that would affect its business, however changes in community attitudes on matters such as taxation, competition and environment may in the future bring about reviews and possible changes in government policies. There is a risk that any such changes may impact on Austin's business plans or its operational performance through increased capital or operating expenditure and a reduced market for the Company's services.

Exchange Rate Risk

If Austin Engineering is successful in securing major overseas contracts, significant potential income of the Company may be derived from overseas markets and thus exposed to exchange rate risks. Some contract income may be denominated in foreign currencies whereas the income and expenditure of the Company are taken into account in Australian currency. The Company would be exposed to the fluctuations and volatility of the rate of exchange between various foreign currencies and the Australian dollar as determined in international markets.

SECTION 10. ADDITIONAL INFORMATION

10.1 Registration of the Company

The Company was registered as a proprietary company named Seinson Pty Ltd in Western Australia on 8 May 1997. Seinson Pty Ltd changed its name to Austin Engineering Pty Ltd on 4 April 2003 and converted to a public company limited by shares, Austin Engineering Limited, on 28 November 2003.

10.2 Company Tax Status

The Company will be taxed as a public company in Australia. The statutory accounts of the Company will be made up to 30 June annually.

10.3 Dividend Policy

The Company does not have a dividend policy, the Directors consider that it is not appropriate to establish a dividend strategy at this stage. The Proposed Board is committed to maximising shareholder returns and will monitor the Company's progress annually with a view to developing an appropriate dividend policy.

10.4 Working Capital

It is the opinion of the Directors that, on achieving the minimum subscription for the Offer, the Company will have sufficient working capital to carry out its stated objectives.

10.5 The Company's Constitution –

(a) Rights attaching to Shares

From their date of issue, the Shares to be issued under this Prospectus will rank equally with the existing Shares.

The rights attaching to ordinary shares are set out in the Company's Constitution, and, in certain circumstances, are regulated by the Corporations Act, the ASX Listing Rules and general law. The Constitution of the Company may be inspected free of charge during normal business hours at: -

- the principal place of business of the Company at 173 Cobalt Street, Carole Park, Brisbane, Queensland , or
- the offices of West Australian Metals Ltd at 129 Edward Street, Perth, Western Australia.

The following is a summary of the principal rights of the holders of ordinary shares. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's members.

This summary assumes that the Company is admitted to the Official List of ASX.

(i) General Meeting and Notices

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

(ii) **Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are 2 or more joint holders of a share and more than one of them is present at a meeting and tenders a vote in respect of the share, the Company will count only the vote cast by the member whose name appears first in the Company's register of members.

(iii) **Issues of Further Shares**

The Directors may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Company's constitution, the ASX Listing Rules, the Corporations Act and any rights for the time being attached to the shares in any special class of those shares.

(iv) **Variation of Rights**

At present, the Company has on issue one class of shares only, namely ordinary shares.

Unless otherwise provided by the Company's constitution or by the terms of issue of a class of shares, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

(v) **Transfer of Shares**

Subject to the Company's constitution, the Corporations Act and the ASX Listing Rules, ordinary shares are freely transferable.

The shares may be transferred by a proper transfer effected in accordance with the SCH Business Rules, by any other method of transferring or dealing with shares introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by either the Directors or ASX that is permitted by the Corporations Act.

The Directors may decline to register a transfer of shares (other than a proper transfer in accordance with the SCH Business Rules) where permitted to do so under the ASX Listing Rules. If the Directors decline to register a transfer, the Company must, within 5 business days after the transfer is delivered to the Company, give the party lodging the transfer written notice of the refusal and the reason for refusal. The Directors must decline to register a transfer of shares when required by law, by the ASX Listing Rules or by the SCH Business Rules.

(vi) **Partly Paid Shares**

The Directors may, subject to compliance with the Company's constitution, the Corporations Act and the ASX Listing Rules, issue partly paid shares upon which there are outstanding amounts payable. These shares will have limited rights to vote and to receive dividends.

(vii) **Dividends**

The Directors may from time to time determine dividends to be distributed to members according to their rights and interests. The Directors may fix the time for distribution and the methods of distribution. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each share carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.

(viii) **Winding Up**

Subject to the rights of holders of shares with special rights in a winding-up, if the Company is wound up, members will be entitled to participate in any surplus assets of the Company in proportion to the percentage of the capital paid up on their shares when the winding up begins.

(ix) **Dividend Reinvestment and Share Plans**

The members of the Company, in general meeting, may authorise the Directors to implement and maintain dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company) and any other share plans (under which any member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead some other entitlement, including the issue of fully paid shares).

(b) **Directors**

The Company's constitution states that the minimum number of Directors is 3.

(c) **Powers of the Board**

Except as otherwise required by the Corporations Act, any other law, the ASX Listing Rules or the Company's constitution, the Directors have power to manage the business of the Company and may exercise every right, power or capacity of the Company to the exclusion of the members (except to sell or dispose of the main undertaking of the Company).

(d) **Share Buy Backs**

Subject to the provisions of the Corporations Act and the ASX Listing Rules, the Company may buy back shares in itself on terms and at times determined by the Directors.

(e) **Unmarketable Parcels**

The Company's constitution permits the board to sell the shares held by a shareholder if they comprise less than a marketable parcel within the meaning of the ASX Business Rules. The procedure may only be invoked once in any 12 month period and requires the Company to give the shareholder notice of the intended sale.

If a shareholder does not want his shares sold, he may notify the Company accordingly.

(f) **Capitalisation of Profits**

The Company may capitalise profits, reserves or other amounts available for distribution to members. Subject to the Company's constitution and the terms of issue of shares, members are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

(g) **Capital Reduction**

Subject to the Corporations Act and the ASX Listing Rules, the Company may reduce its share capital.

(h) **Preference Shares**

The Company may issue preference shares including preference shares that are liable to be redeemed. The rights attaching to preference shares are those set out in the Company's constitution unless other rights have been approved by special resolution of the Company.

10.6 Terms and Conditions of Options

As at the date of this Prospectus, the Company has no options on issue.

10.7 Material Contracts

In the view of the Directors, certain contracts are significant or material to the Company, or are of such a nature that an investor may wish to have particulars of them when making an assessment of whether to apply for the Shares offered by this Prospectus (the "**Material Contracts**").

The main provisions of the Material Contracts are summarised below.

(a) **Sponsoring Broker Agreement**

By an agreement dated 24 October 2003, Baker Young Stockbrokers Limited has been engaged by the Company to act as the sponsoring broker to the Offer and to commit its marketing expertise to facilitate the success of the Offer.

Under the terms of the Agreement, Baker Young undertake to utilise its resources to provide a coordinated marketing and public awareness campaign to generate investor interest in the Offer.

Baker Young will use its best endeavours to ensure that the Offer raises funds in excess of the minimum subscription amount and will administer the allocation of Shares in the Public Offer. This allocation will be done in consultation with other brokers who have expressed interest in supporting the Offer and the Directors.

If the Company receives applications for the minimum subscription amount, it will pay Baker Young a sponsoring broker fee of $30,000 (plus GST).

The agreement terminates on the payment by the Company of all monies due to Baker Young under the Agreement or if West Australian Metals withdraws the Prospectus.

The Agreement may be terminated for any breach of the Agreement provisions, for any misstatement or inaccuracy in, or omission from, the Prospectus, , a material contract is terminated, the All Ordinaries Index of ASX falls below 3,000 or the Dow Jones Industrial Index falls below 7,500.

(b) **Property Lease Agreement**

The Company's premises at 173 Cobalt Street, Carole Park in Brisbane are secured through a Lease Agreement between the Company and the former owners of Austin Engineering.

The Lease Agreement commenced on 31 March 2003 and expires on 31 March 2008, with an option to extend the lease for a further 5 years.

Under the terms of the Lease Agreement, the Company is liable for rent payments of $305,000 per annum (plus GST) for the first year, increasing to $384,300 (plus GST) in the second year and reviewed in the subsequent years in accordance with a specified formula which will ensure that the rental will increase by a minimum of 5% annually. The Company has also provided a security amount totalling $183,000 over the property.

The Lease Agreement may be terminated through, amongst other things, default on the Company's part due to any failure to pay rent, failure to effect repairs, breach of covenants contained within the Lease Agreement or through bankruptcy or liquidation of the Company.

(c) **Option Agreement**

On 31 March 2003, the Company entered into an Option Agreement and First Right of Refusal to purchase the land and premises located at 173 Cobalt Street, Carole Park from the former owners of Austin Engineering.

Under the terms of the Option Agreement, the Company may exercise its right to purchase the property for the sum of $4,000,000 at any time during the option period which expires on 13 March 2005.

If the option is not exercised, the Company has a first right of refusal to purchase the property at a price and on terms and conditions which the owners intend to sell the land at any time up to the earlier of the expiry or termination of the first five year term of the lease over the property.

(d) **Loan from West Australian Metals**

West Australian Metals supplied funding to Seinson Pty Ltd, by way of a loan, to purchase the Austin Engineering business. Seinson Pty Ltd changed its name to Austin Engineering Pty Ltd immediately following completion of the purchase on 1 April 2003. The loan was in the amount of $2.47 million, and as at the date of this Prospectus, $2,352,269 is outstanding.

This loan will be partially repaid by Austin by the issue of approximately 22.2 million Shares to West Australian Metals (which will then be the subject of the In Specie Distribution). The remainder of the loan (approximately $1.53 million) will be repaid by funds raised through the Offer.

(e) **Westpac Business Finance Agreement**

Westpac Banking Corporation has extended to the Company a combined Overdraft and Bankers' Undertaking Facility for a maximum of $300,000, under a Business Finance Agreement. As at the date of this Prospectus, $183,000 of the facility had been utilised for the purpose of providing Bankers' Undertakings by the Bank on behalf of the Company in the ordinary course of business. West Australian Metals has guaranteed the repayment of amounts owed under the Business Finance Agreement.

Austin Engineering will require to renegotiate the provision of Overdraft and Bankers' Undertaking facilities by Westpac Banking Corporation upon West Australian Metals request to be released from its guarantor obligations following completion of the listing process.

10.8 Restricted Securities

A proportion of the In Specie Shares to be issued as at the date of this Prospectus may be classified by ASX as restricted securities and will therefore be subject to an escrow period during which they will not be quoted on ASX or able to be traded. ASX may, in its sole discretion, impose an escrow period of up to 24 months commencing from the date on which the Company is admitted to the Official List.

None of the Shares offered by this Prospectus will be restricted securities.

10.9 Litigation

The Company and its subsidiaries are not involved in any material litigation or arbitration proceedings, nor, so far as the Directors are aware, are any such proceedings pending of threatened against the Company or any of its subsidiaries.

10.10 Interests of Directors and Proposed Directors

Other than as set out below or elsewhere in this Prospectus, no Director or Proposed Directors has, or had within 2 years before lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director or Proposed Director:

- to induce him to become, or to qualify him as, a Director; or
- for services rendered by him in connection with the formation or promotion of the Company or the Offer.

(a) Shareholdings

As at the date of this Prospectus, the Directors' and Proposed Directors' entitlements to Shares by virtue of the In Specie distribution or proposed terms of engagement are as follows:

Name of Director / Proposed Director	Shares Held Directly	Shares Held Indirectly	Options Held Directly	Options Held Indirectly
David HAMLYN		62,221		
Lindsay COLLESS		1,230		
Peter FITCH				250,000
Michael D BUCKLAND	1,079,156	698,622	500,000	
Peter PURSEY			250,000	

(b) Non executive Directors' Fees

Non executive Directors' fees not exceeding an aggregate of $120,000 per annum have been approved by the Company in general meeting. Fees payable to the Non-executive

Directors on the proposed Board are within these aggregate limits and while the level of remuneration may be varied by the Company in general meeting in accordance with its constitution, the Company has no plans to increase this amount in the near future.

(c) **Executive Director's Service Agreement**

The West Australian Metals entered into an agreement with Mr Michael Buckland on 24 January 2003 covering the terms and conditions of Mr Buckland's employment as Executive Director of West Australian Metals and Managing Director of Seinson Pty Ltd, later renamed Austin Engineering Pty Ltd. Under this agreement Mr Buckland receives remuneration totalling $130,800 per annum. The terms and conditions of Mr Buckland's employment will be reviewed by the new Board following the successful listing of Austin Engineering.

(d) **Additional Services**

Each Director is entitled to be paid additional remuneration for any extra services undertaken by him at the request of the Board of Directors.

(e) **Directors' Expenses**

The Company must pay each Director all reasonable expenses incurred by that Director in attending meetings of the Company, the Board or a committee of the Board, in attending to Company business and in carrying out duties as a Director.

(f) **Directors' Indemnities**

Under the Constitution, to the extent permitted by law, the Company indemnifies its directors, officers and auditor against any liability incurred by them, in that capacity, to a person (other than the Company or a related body corporate) unless the liability arises out of conduct involving a lack of good faith. The Company may also make a payment in relation to legal costs incurred by a director, officer, employee or auditor in defending an action for a liability incurred as such a director, officer, employee or auditor, or in resisting or responding to actions taken by a government agency or a liquidator. To the extent permitted by law, the Company may also enter into, and pay premiums on, contracts of insurance for any person, including its directors.

(g) **Other interests**

As at the date of this Prospectus, Directors and Proposed Directors have no other interests in the Company:

10.11 Interests of Named 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, promoter or stockbroker to the Company or underwriter to the Offer has, or had within 2 years before lodgement of this Prospectus with ASIC, any interest in:

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

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 him in connection with the formation or promotion of the Company or the Offer.

BDO Kendalls Securities Limited has performed work in relation to due diligence enquires on historical financial and accounting matters and prepared an Independent Accountants Report. The Company has agreed to pay BDO Kendalls the sum of $18,500 plus GST, for the provision of these services.

Blake Dawson Waldron Lawyers have acted as solicitors to the Offer and have performed work for the Company in relation to this Prospectus and due diligence enquires. The Company has agreed to pay Blake Dawson Waldron fees of approximately $60,000, plus GST, for the provision of these services.

Baker Young Stockbrokers Ltd has agreed to act as Sponsoring Broker to the Offer and will be paid fees as disclosed in section 10.7(a).

10.12 Consents

Each of the parties named below:

(a) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than as specified below;

(b) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to its name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that party; and

(c) has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its written consent:

- to be named in this Prospectus in the form and context which is named; and
- to the inclusion in this Prospectus of the statement(s) and/or report(s) (if any) by that person in the form and context in which they appear in this Prospectus.

Name	Role	Statement/Report
Advanced Share Registry Services	Share Registry	-
Blake Dawson Waldron	Lawyers	-
BDO Kendall	Investigating Accountants	Investigating Accountants' Report
Baker Young Stockbrokers Ltd	Sponsoring Broker	-

Rothsay Chartered Accountants have not consented to be named in this Prospectus and their name is included for information purposes only.

Westpac Banking Corporation has not consented to be named in this Prospectus and their name is included for information purposes only.

The former owners of Austin Engineering have not consented to be named or identified in this Prospectus and reference to them is included for information purposes only. The former owners have consented to the inclusion of historical financial information in the Prospectus.

10.13 Historical Financial Information

Financial statements incorporated in the Independent Accountants Report and elsewhere in this Prospectus are based on historical financial information summarised as follows:

Period	Revenue	Earnings Before Interest, Tax, Depreciation and Amortisation (EBITDA)
Financial Year Ended 1999	$17,033,000	$2,093,000
Financial Year Ended 2000	$8,933,000	$1,195,000
Financial Year Ended 2001	$11,864,000	$212,000
Financial Year Ended 2002	$9,213,000	$454,000
9 Months To 31 March 2003	$10,852,000	$897,000
3 Months To 30 June 2003	$1,614,000	$11,000
4 Months To 31 October 2003	$5,445,000	$296,000

Notes to the foregoing financial information:

- The data for the financial years ended 30 June 1999 to 30 June 2002 and for the nine-month period ended 31 March 2003 represents the activities of the existing Austin Engineering business. This business was acquired by West Australian Metals Ltd on 31 March 2003. The data for the three month period ended 30 June 2003 and for the four-month period ended 31 October 2003 represents the activities of the business after acquisition by West Australian Metals Ltd.

- The data for the financial years ended 30 June 1999 to 30 June 2002 and for the nine-month period ended 31 March 2003 is based on the following financial statements provided by the Directors of the existing Austin Engineering business:
  - For the financial years ended 30 June 1999 to 30 June 2001 - audited financial statements.
  - For the financial year ended 30 June 2002 - independently reviewed financial statements.
  - For the nine-month period ended 31 March 2003 – preliminary, unaudited financial statements.

  The Directors, Secretaries and financial advisors of the existing Austin Engineering business have not made any representations, nor provided any warranties in relation to the accuracy or validity of the financial statements for the foregoing periods as used to determine adjusted revenue and EBITDA (see below). In addition, the financial statements for the nine-month period ended 31 March 2003, as used to determine adjusted revenue and EBITDA (see below), may be subject to further review and adjustment.

- For the financial years ended 30 June 1999 to 30 June 2002 and for the nine-month period ended 31 March 2003, adjustments have been made to the audited, independently reviewed or unaudited financial statements (where applicable), as provided by the Directors of the existing Austin Engineering business, to eliminate non-recurring income and expenditure or expenditure particular to the ownership status and management structure of the Company in existence during these periods. The data shown in the foregoing table of historical financial information reflects the adjustments made to the financial statements, as provided by the Directors of the existing Austin Engineering business, for such items of income or expenditure.

The Directors, Secretaries and financial advisors of the existing Austin Engineering business have not made any representations, nor provided any warranties in relation to the accuracy or validity of the adjustments made for the purpose of determining adjusted revenue and EBITDA as specified in the foregoing table of historical financial information.

- The data for the three-month period ended 30 June 2003 and the four-month period ended 31 October 2003 is based on the following financial statements:
    - For the three-month period ended 30 June 2003 - audited financial statements.
    - For the four-month period ended 31 October 2003 - preliminary unaudited financial statements.
- It should be noted that the financial results for the three-month period ended 30 June 2003 include one-off and non-recurring establishment and acquisition costs in relation to the purchase of the Austin Engineering business on 31 March 2003.

10.14 Expenses of the Offer

The estimated expenses of the Offer are:

Investigating Accountant's fees	$18,500
Legal Costs	$60,000
ASX listing fees	$21,000
Printing and distribution	$25,000
Broker and management fees	$80,000
Other consultants	$5,500
TOTAL	**$210,000**

SECTION 11. GLOSSARY

The following terms and abbreviations used in this Prospectus have the following meaning:

Term	**Meaning**
$	All dollar amounts are in Australian dollars.
Applicant	A person who submits a valid Application Form pursuant to this Prospectus.
Application	A valid application for Shares made pursuant to this Prospectus by using an Application Form.
Application Form	The application forms included in or accompanying this Prospectus, including a paper copy of an electronic form.
Application Moneys	The amount of money, equivalent to the value of Shares applied for, accompanying an Application Form.
ASIC	Australian Securities and Investment Commission.
ASX	Australian Stock Exchange Limited (ABN 98 008 624 691).
ASX Listing Rules	Official Listing Rules of ASX.
Board	The board of Directors of the Company.
Business Day	Any day on which trading is conducted on ASX.
CHESS	Clearing House Electronic Sub-register System.
Closing Date	6 January 2004
Company or Austin Engineering or Austin	Austin Engineering Limited (ABN 60 078 480 136)
Constitution	Constitution of the Company.
Corporations Act	*Corporations Act 2001* (Cth).
De-merger	The De-merger of the engineering assets of West Australian Metals by the spin-off of the engineering business into a new public listed company, namely Austin Engineering.
Directors	Directors of the Company.
Exposure Period	Period of seven days after the lodgement of this Prospectus with the ASIC, which period may be extended by the ASIC by not more than seven days pursuant to section 727(3) of the Corporations Act 2001.
GST	Tax levied under a New Tax System (Goods and Services Tax) Act 1999.
In Specie Distribution	The pro rata in specie distribution of 22,205,738 Shares to West Australian Metals Shareholders recorded on the share register of West Australian Metals on the In Specie Record Date.

Term	Meaning
In Specie Shares	Shares distributed to West Australian Metals Shareholders on the basis of 2 Shares for every 9 West Australian Metals Shares held on the In Specie Record Date as part of the De-merger In Specie Distribution.
Offer	The offer of up to 9,000,000 Shares at an issue price of 20 cents per Share to raise up to $1,800,000 under this Prospectus including the Round Up Offer, the Preferential Offer and the Public Offer.
Opening Date	15 December 2003
Preferential Offer	The priority right of West Australian Metals Shareholders registered in the In Specie Record Date to apply for Shares under this Prospectus, as described in section 5.4.
Preferential Offer Application Form	The Application Form for the Preferential Offer.
Proposed Board	The Board that is proposed to be in place following the appointment of the Proposed Directors. The Proposed Board will comprise the Proposed Directors and Michael Douglas Buckland.
Proposed Directors	Each of Peter George Fitch and Peter Pursey.
Prospectus	This document.
Public Offer	The invitation to the public under this Prospectus, as described in section 5.6.
Public Offer Application Form	The Application Form for the Public Offer.
Round Up Offer	The invitation to West Australian Metals Shareholders to apply for additional Shares under this Prospectus, as described in section 5.5.
Round Up Offer Application Form	The Application Form for the Round Up Offer.
Round Up Shareholders	West Australian Metals Shareholders who have an entitlement to less than 10,000 Shares on the In Specie Record Date.
Shares	Fully paid ordinary shares in Austin Engineering, including Shares to be issued under this Prospectus.
Seinson Pty Ltd or Seinson	The former name of the Company.
Sponsoring Broker	The sponsoring broker for the Public Offer, Baker Young Stockbrokers Ltd (ABN 92 006 690 320).
West Australian Metals	West Australian Metals Ltd (ABN 71 001 666 600) including its controlled entities.
West Australian Metals Shares	Fully paid ordinary shares in West Australian Metals.
West Australian Metals Shareholders	A registered holder of West Australian Metals Shares.
WST	Australian Western Standard Time.

SECTION 12. DIRECTOR'S SIGNATURE

This Prospectus has been signed by David A Hamlyn (a Director of the Company) on behalf of all the Directors and the Proposed Directors, each of whom has consented to the signature, lodgement and issue of this Prospectus.

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DAVID A HAMLYN
Director