

# **GOLDEN DEEPS LIMITED**

**ABN 12 054 570 777**

## **PROSPECTUS**

For a pro-rata non renounceable rights issue of up to 27,306,018 New Options (assuming that all the Options currently on issue are exercised) on the basis of nine New Options for every ten Shares held on the Record Date of 9 December 2004 at an issue price of \$0.01 per New Option, to raise approximately \$273,060.

Each New Option is exercisable at 15 cents on or before 1 March 2007.

**The Rights Issue closes at 5.00pm AWST on 5 January 2005.**

### **IMPORTANT NOTICE**

*This document is important and requires your immediate attention. It should be read in its entirety. Due to the nature of the Company's activities, the New Options offered by this Prospectus should be considered speculative. Accordingly, you should consult your professional advisers before accepting an Entitlement.*

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### Summary of Important Dates

Announcement of Rights Issue	24 November 2004
Lodge Prospectus with ASIC	30 November 2004
Shares quoted ex-rights	3 December 2004
Record Date to determine Entitlements	9 December 2004
Opening Date and dispatch of Prospectus	15 December 2004
Closing Date*	5 January 2005
Allotment of New Options and dispatch of holding statements*	13 January 2005

\*These dates are indicative only. The Directors reserve the right to vary the key dates, without prior notice and subject to compliance with the ASX Listing Rules.

### IMPORTANT NOTICE

Shareholders should read this Prospectus in its entirety and, if in doubt, should consult their professional advisers before deciding whether to accept their Entitlements.

This Prospectus is dated 30 November 2004. A copy of this Prospectus was lodged with the ASIC on 30 November 2004. No responsibility for the contents of this Prospectus is taken by ASIC.

No applications for New Options will be accepted nor will New Options be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Application will be made within seven days after the date of this Prospectus for admission of the New Options to quotation on ASX.

In preparing this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act 2001 and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.

No person is authorised to give any information or to make any representation in connection with the Rights Issue described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

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

## CORPORATE DIRECTORY

### DIRECTORS

Alexander Clemen  
Bruce Russell McCullagh  
David Nathan Zukerman

### SECRETARY

Bruce Russell McCullagh

### REGISTERED OFFICE

1st Floor  
8 Parliament Place  
WEST PERTH WA 6005

Telephone: +61 8 9481 7833  
Facsimile: +61 8 9481 7835  
Email: [ged@goldendeeps.com](mailto:ged@goldendeeps.com)  
Website: [www.goldendeeps.com](http://www.goldendeeps.com)

### STOCK EXCHANGE LISTING

Golden Deeps Ltd is listed on the on the Australian Stock Exchange.

ASX Code for Shares: GED (ordinary shares)  
ASX Code for Options: GEDO (Options)

### AUDITORS

Stanton Partners  
1 Havelock Street  
WEST PERTH WA 6005

### SHARE REGISTRY

Computershare Investor Services Pty Ltd  
Level 2, Reserve Bank Building  
45 St Georges Terrace  
PERTH WA 6000  
GPO Box D182  
PERTH WA 6840  
Investor Enquiries: +61 8 9323 2059  
Telephone: +61 8 9323 2000  
Facsimile: +61 8 9323 2096  
Email: [perth.services@computershare.com.au](mailto:perth.services@computershare.com.au)

### BRIEF INSTRUCTIONS

#### *What You May Do*

The number of New Options to which you are entitled is shown on the accompanying Entitlement and Acceptance Form. You may:

- Accept your Entitlement in full or part; or
- Allow the whole of the Entitlement to lapse.

#### *If You Wish To Take Up All or Part Of Your Entitlement*

Complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out in the form. Forward your completed Entitlement and Acceptance Form, together with your cheque for the amount shown on the form or for such lesser amount as you wish to apply for, so as to reach the Company's share registry no later than 5:00pm AWST on 5 January 2005.

#### *Entitlements Not Taken Up*

If you decide not to accept your Entitlement, you do not need to take any action. Entitlements to New Options not accepted will be dealt with by the Directors in their discretion.

## Section 1 DETAILS OF THE RIGHTS ISSUE

### 1.1 The Rights Issue

By this Prospectus, the Company is inviting Shareholders to subscribe for New Options at an issue price of one(1) cent each, on the basis of nine New Options for every ten Shares held as at the Record Date of 5:00pm AWST on 9 December 2004.

The Company currently has 2,200,000 Options on issue. The Offer of New Options extends to holders of any Shares issued pursuant to the exercise of Options prior to the Record Date. If all of the Options currently on issue are exercised prior to the Record Date, the number of New Options that are offered pursuant to this Prospectus will be 27,306,018. If none of the Options currently on issue are exercised prior to the Record Date, 25,326,018 New Options would be offered pursuant to this Prospectus.

The Offer is non renounceable and therefore Shareholders cannot sell their right to take up their entitlement to the Offer.

Any New Options not taken up by Shareholders will become Shortfall Options. Entitlements to New Options not accepted will be dealt with by the Directors in their discretion, within three months of the close of the Offer as permitted under the ASX Listing Rules.

### 1.2 Rights Issue Period

The opening date for acceptances of Entitlements is 15 December 2004. The closing date for acceptances is 5:00pm AWST on 5 January 2005 or such later date as the Directors, in their absolute discretion and subject to compliance with the ASX Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 5 Business Days prior to the Closing Date.

### 1.3 Purpose of the Rights Issue

If all Options currently on issue are exercised prior to the Record Date, and all Entitlements taken up, the Rights Issue will raise approximately \$273,060 before costs of the Rights Issue.

The purpose of the Rights Issue is to raise funds for the ongoing exploration programme at the Company's Kelimaizina Gold Project in Madagascar and for working capital.

The following table illustrates the proposed application of funds raised from the Rights Issue assuming that the maximum amount is raised.

Kelimaizina Gold Prospect	150,000
Working Capital	111,060
Expenses of the Rights Issue	12,000
<b>TOTAL</b>	<b>273,060</b>

If the Company raises less than the full subscription amount the amount raised will be apportioned in the following order:

- (a) the expenses of the Rights Issue will be paid;
- (b) the budget for each of the remaining items in the above table will be reduced pro rata against each of those items in proportion to the balance of the funds after the expenditure referred to in paragraph (a) above.

#### 1.4 How to Accept Your Entitlement

Shareholders who wish to accept all or part of their Entitlement may only do so on the personalised Entitlement and Acceptance Form, which is enclosed with their paper copy of this Prospectus.

If you decide to accept all or part of your Entitlements, you must:

- i) Complete the enclosed Entitlement and Acceptance Form in accordance with the instructions set out on the reverse of that form.
- ii) Pay the relevant amount (equal to 1 cent per New Option accepted) by cheque drawn on and payable at any Australian bank in Australian currency. Your cheque should be crossed "Not Negotiable" and be made payable to "Golden Deeps Ltd – Trust Account".
- iii) Send the completed Entitlement and Acceptance Form with your cheque to Computershare Investor Services Pty Ltd to one of the addresses below. Cash will not be accepted and receipts will not be issued.

<b>By Hand Delivery:</b> Computershare Investor Services Pty Ltd Level 2, Reserve Bank Building 45 St Georges Terrace PERTH WA 6000	<b>By Post:</b> Computershare Investor Services Pty Ltd GPO Box D182 PERTH WA 6840
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The completed Entitlement and Acceptance Form together with your cheque must be received **no later than 5.00pm AWST on 5 January 2005** or such later date as the Directors advise.

If you decide not to accept your Entitlement, you need not do anything. However, your percentage shareholding in the Company will be diluted.

#### 1.5 Overseas Residents

Persons resident outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consents are required, or whether formalities need to be observed, to enable them to accept the offer of New Options pursuant to this Prospectus.

The Offer is permitted under the laws of Australia and New Zealand. Accordingly, Shareholders resident in those countries may accept or apply for the New Options offered by this Prospectus.

Shareholders resident in the Permitted Foreign Jurisdiction should also note that:

- i) investing in the securities of an Australian company may carry with it a currency exchange risk;
- ii) they should satisfy themselves as to the taxation implications of accepting the Offer;
- iii) the financial reporting requirements applying in the Permitted Foreign Jurisdiction and those applying to the Company may be different and the financial statements of the Company may not be compatible in all respects with financial statements prepared in accordance with the laws of the Permitted Foreign Jurisdiction;
- iv) the offer and allotment of the New Options will be governed by this Prospectus and will be made in accordance with the laws of Australia, and the Company may not be subject in all respects to the laws of the Permitted Foreign Jurisdiction;
- v) the contract arising out of an acceptance of an Entitlement or the application for any New Options may not be enforceable in the courts of the Permitted Foreign Jurisdiction;
- vi) this Prospectus has not been registered in the Permitted Foreign Jurisdiction under and in accordance with laws of that jurisdiction and may not contain all the information that a prospectus registered in that jurisdiction is required to contain;

- vii) it is not a condition of the Rights Issue that the Company be listed on the stock exchange of the Permitted Foreign Jurisdiction and, as such, Shareholders in the Permitted Foreign Jurisdiction may not have access to information concerning the Company in the same way as persons have in relation to an issuer listed on a stock exchange in those jurisdictions; and
- viii) a copy of this Prospectus will be sent free of charge to a Shareholder within five Business Days of receiving a request together with any other documents that must, by law, accompany a copy of this Prospectus sent to any person within the Commonwealth of Australia.

With only 7 Shareholders outside Australia and the Permitted Foreign Jurisdiction, it is not reasonable for the Company to meet the requirements of the securities laws of countries other than Australia and the Permitted Foreign Jurisdiction and the Offer has not been and will not be registered under the relevant securities of those jurisdictions. For that reason, no Entitlement and Acceptance Forms can be or are being sent to Shareholders with registered addresses outside Australia and the Permitted Foreign Jurisdiction, and this Prospectus is being sent to them for information purposes only.

#### 1.6 Minimum Subscription and Over-Subscriptions

There is no minimum subscription and over-subscriptions will not be accepted.

#### 1.7 Allotment

The Directors will proceed to allot New Options as soon as possible after the Closing Date and after ASX permission for Official Quotation of New Options is received.

In accordance with the Corporations Act 2001, all application monies shall, before the allotment and issue of New Options pursuant to this Prospectus, be held by the Company in trust in a bank account established solely for that purpose.

#### 1.8 ASX Listing

Within 7 days after the date of this Prospectus, application will be made to ASX for the New Options to be admitted to quotation on ASX.

If ASX does not admit the New Options to quotation within three months after the date of this Prospectus (or such longer period as may be permitted by the ASIC), no New Options will be allotted and issued and all acceptance and application moneys will be refunded without interest as soon as practicable.

The fact that ASX may admit the New Options to quotation is not to be taken in any way as an indication of the merits of the New Options.

#### 1.9 Rights and Liabilities Attaching to Securities

The terms and conditions of the New Options are set out in Section 3.1 of this Prospectus.

#### 1.10 Share Price Information

In the three months before lodgement of this Prospectus, the market price of Shares traded on ASX ranged from 7 cents (lowest) on 8 September 2004 to 12.5 cents (highest) on 25 November 2004. The latest sale price before lodgement of this Prospectus was 11.5 cents on 29 November 2004.

#### 1.11 Rights Issue Expenses

The expenses of the Rights Issue are estimated to be:

ASIC lodgement fees	\$2,010
ASX fees	\$7,210
Printing and postage	\$2,780
<b>TOTAL</b>	<b>\$12,000</b>

#### 1.12 **Shortfall Options**

Shortfall Options will be placed by the Directors in their sole discretion within three months of the close of the Offer as permitted under the ASX Listing Rules.

#### 1.13 **Rights Issue not Underwritten**

The Rights Issue is not underwritten.

#### 1.14 **Enquiries**

If you have any enquiries about how to accept all or part of your Entitlement, please contact the Company's Share Registry:

Computershare Investor Services Pty Ltd  
Level 2, Reserve Bank Building  
45 St George's Terrace  
PERTH WA 6000  
Telephone: 61 8 9323 2000  
Facsimile: 61 8 9323 2096

Or contact your stockbroker, solicitor, accountant or other professional adviser.

## Section 2 CAPITAL STRUCTURE & EFFECT OF THE RIGHTS ISSUE

### 2.1 Current Capital Structure

	Shares	New Options
On issue as at the date of this Prospectus	28,140,020	-
Shares issued if all Options currently on issue exercised	2,200,000	-
New Options now offered for subscriptions*	-	27,306,018
Total securities after completion of Rights Issue	30,340,020	27,306,018

\* The Company currently has on issue 2,200,000 Options exercisable at 10 cents each on or before 30 June 2009. The above table assumes these are exercised prior to the Record Date.

### 2.2 Effect of the Rights Issue

The principal effects of the Rights Issue (if all Options currently on issue are exercised) are:

- The Company's cash funds and issued capital will increase by approximately \$273,060 less expenses of the Rights Issue, which are estimated to be approximately \$12,000.
- The total number of Options on issue will be 27,306,018 (if none of the Options currently on issue are exercised the total number of Options on issue will increase from 2,200,000 to 27,526,018).

### 2.3 Profit and Loss

The Rights Issue will have no immediate effect on the Company's financial performance, although the investment of the proceeds of the Rights Issue is expected to eventually have an effect on the financial performance of the Company depending on the success of that investment. The success of that investment is not something which is presently capable of being quantified.

### 2.4 Pro-forma Statement of Financial Position

Set out below is a consolidated Statement of Financial Position for the Company as at 30 June 2004 and a pro-forma Statement of Financial Position illustrating the effect the Rights Issue would have on that Statement of Financial Position if the Rights Issue was completed and had the funds (net of costs) been received as at 30 June 2004.

**Golden Deeps Limited**  
**Pro-forma Statement of Financial Position**  
**as at 30 June 2004**

	<b>Consolidated Entity</b>	
	<b>Audited Actual</b>	<b>Proforma</b>
	<b>30 June 2004</b>	<b>30 June 2004</b>
	<b>\$</b>	<b>\$</b>
<b>Current Assets</b>		
Cash	1,990,464	2,231,724
Receivables	19,099	19,099
<b>Total Current Assets</b>	<b>\$2,009,563</b>	<b>\$2,250,823</b>
<b>Non-Current Assets</b>		
Receivables	133,000	133,000
Other Financial Assets	37,845	37,845
Plant and equipment	4,865	4,865
<b>Total Non-Current Assets</b>	<b>\$175,710</b>	<b>\$175,710</b>
<b>Total Assets</b>	<b>\$2,185,273</b>	<b>\$2,426,533</b>
<b>Current Liabilities</b>		
Payables	69,660	69,660
<b>Total Current Liabilities</b>	<b>\$69,660</b>	<b>\$69,660</b>
<b>Total Liabilities</b>	<b>\$69,660</b>	<b>\$69,660</b>
<b>Net Assets</b>	<b>\$2,115,613</b>	<b>\$2,356,873</b>
<b>Issued Equity</b>		
Contributed Equity	8,203,320	8,203,320
Accumulated Losses	(6,087,707)	(6,087,707)
Share Option Reserves	-	241,260
<b>Total Equity</b>	<b>\$2,115,613</b>	<b>\$2,356,873</b>

**Note:**

The Proforma Statement of Financial Position presented above has been prepared on the basis that none of the Options currently on issue are exercised prior to the Record Date, and accounts for the issue of 25,326,018 New Options pursuant to this Prospectus, raising a total of approximately \$253,260, less costs of \$12,000.

If all the Options currently on issue are exercised prior to the Record Date, a total of 2,200,000 Shares would be issued, raising a further \$239,800.

## **Section 3 RIGHTS ATTACHING TO SECURITIES**

### **3.1 Terms and Conditions of New Options**

1. Each New Option entitles the holder to subscribe for and be allotted one Share at an exercise price of 15 cents.
2. The New Options expire at 5:00pm AWST on 1 March 2007 ("**the Expiry Date**") and may be exercised at any time before the Expiry Date by notice in writing to the Company accompanied by payment of the exercise price.
3. The New Options are transferable and application will be made for official quotation by ASX of the New Options.
4. Shares will be allotted and issued pursuant to the exercise of New Options not more than ten Business Days after receipt of a properly executed notice of exercise of the New Options and payment of the requisite application moneys.
5. Shares issued upon exercise of the New Options will rank equally in all respects with the Company's then existing ordinary fully paid shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the New Options, subject to the requirements of ASX.
6. There are no participating rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered or made to shareholders during the currency of the New Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least nine (9) Business Days after the issue is announced. This will give option holders the opportunity to exercise their New Options prior to the date for determining entitlements to participate in any such issue.
7. In the event of any new or bonus issues, there are no rights to a change in the exercise price or the number of underlying securities over which the New Options can be exercised.
8. In the event of any reorganisation (including a consolidation, sub-division, reduction or return) of the issued capital of the Company on or prior to the Expiry Date, the rights of the New Option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.

### **3.2 Rights and Liabilities Attaching to Shares**

Full details of the rights and liabilities attaching to Shares (including any Shares issued upon the exercise of New Options) are set out in the Company's current Constitution and, in certain circumstances, are regulated by the Corporations Act 2001, the ASX Listing Rules and general law. A copy of the Company's Constitution is available for inspection at the offices of the Company and the Company will supply a copy, upon request, to any Shareholder or the holder of an Entitlement. The rights attaching to Shares in the Company include the following:

#### **General Meetings**

Each Shareholder is entitled to receive notice of, and to attend, speak and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be given to shareholders under the Constitution, the Corporations Act 2001 or the ASX Listing Rules.

#### **Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares (at present there are none), including any restrictions imposed by the ASX Listing Rules and the following qualifications, at a general meeting of the Company, every holder of shares present in person or by proxy, attorney or representative has one vote on a show of hands and one vote per share on a poll.

A holder of shares on which a call is due and unpaid may not vote in respect of that share at a meeting of members. On a poll, a member who holds partly paid shares on which a call is not owing is entitled to a fraction of the vote equal to the proportion that the amount paid bears to the total amount paid and payable.

#### **Dividend Rights**

Subject to the rights of holders of shares issued with any special, preferential or qualified rights (at present there are none), the profits of the Company which the Directors may from time to time determine to distribute by way of dividend are divisible among the holders of shares in proportion to the number of shares held by them, and in the case of partly paid shares in the same proportion that the greatest amount that is paid on the shares over the relevant period bears to the greatest amount that is paid on all the shares over the relevant period.

#### **Rights on Winding Up**

Subject to the rights of holders of shares with special rights in winding-up (at present there are none), on a winding-up of the Company all assets that may be legally distributed among the members will be distributed in proportion to the amounts paid on those shares compared with the total paid-up capital of the Company. The liquidator may, with sanction of a special resolution of members, divide the assets of the Company among members in specie.

## Section 4 ADDITIONAL INFORMATION

### 4.1 Continuous Disclosure and Documents Available for Inspection

The Prospectus is issued pursuant to section 713 of the Corporations Act 2001 using the special prospectus content rules for continuously quoted securities.

The Company is a disclosing entity within the meaning of the Corporations Act 2001 and is, and has for the past twelve months been, subject to regular reporting and disclosure obligations. Therefore the Company is only required to provide in this Prospectus information on the effect of the issue of the New Options on the Company and the rights attaching to the New Options being offered by the Prospectus. There is no obligation to include general information in relation to the assets and liabilities, financial position and performance, profits and losses, and prospects of the Company. Information which is already in the public domain has not been reported in this Prospectus, other than that which is necessary to make this Prospectus complete.

The Company believes that it has fully complied with the general and specific requirements as set forth by the ASIC and ASX in relation to continuous disclosure, which includes notifying ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of the ASIC. The Company will provide, free of charge, a copy of any of the following documents to any person who requests a copy prior to the Closing Date:

- (a) the financial report for the year ended 30 June 2004;
- (b) any continuous disclosure notices given by the Company during the period starting after lodgement with the ASIC of the financial report referred to in paragraph (a) and ending before lodgement of this Prospectus with ASIC.

The documents referred to in paragraph (b) are the following:

Date	Description of ASX Announcement
29 September 2004	Appendix 3B -- Acq of Kelimaizina Gold Project
1 October 2004	Change in substantial holding
22 October 2004	Notice of Annual General Meeting
29 October 2004	First Quarter Activities Report
29 October 2004	First Quarter Cashflow Report
25 November 2004	Proposed New Option Entitlement Issue
25 November 2004	Results of AGM
29 November 2004	Appendix 3B -- Exploration Programme/Working Capital

As this Prospectus is issued under the special prospectus content rules set out in section 713 of the Corporations Act 2001, it contains details specific to the Rights Issue. If you require any further information in relation to the Company, the Directors recommend that you take advantage of the ability to inspect or obtain copies of the documents referred to above. All requests for copies of the above documents should be addressed to Company Secretary, Golden Deeps Ltd, PO Box 1618, West Perth WA 6872.

None of the information referred to in this section 4.1 is incorporated by reference into this Prospectus or is issued with this Prospectus.

### 4.2 Risks of Investing

The New Options offered by this Prospectus should be considered speculative. The Directors strongly recommend that Shareholders examine the contents of this Prospectus and consult their professional advisers before deciding whether to apply for the New Options offered to them. In addition to this, the Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors, which may affect

the future operating and financial performance of the Company and the value of an investment in it. The Company operates in the mining and exploration industry and accordingly is subject to the risks inherent in that industry.

**(a) Economic Risks**

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

**Commodity prices** – The demand for, and price of, gold is dependent on a variety of factors, including international supply and demand, the level of consumer product demand, and global economic and political developments. Fluctuations in gold prices may have a material adverse effect on the Company's business, financial condition and results of operations.

**General economic risks** – Factors such as interest rates, inflation, supply and demand and changes in the law could have an impact on operating costs, profit margins and stock market prices. The Company's future revenues and share price can thus be affected by such factors which may be beyond the control of the Company.

**(b) Mineral Exploration and Mining Risks**

**Exploration and development risks** – Mineral exploration and mining are high risk enterprises, only occasionally providing high rewards. Exploration may be hampered by mining, heritage and environmental legislation, industrial disputes, cost overruns, land claims and compensation and other unforeseen contingencies. There is no assurance that exploration and development of the Company's mineral interests, or any other projects that may be acquired by the Company in the future, will result in the discovery and/or development of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.

**Security of tenure** – All of the tenements in which the Company has an interest will be subject to applications for renewal, the success of which cannot be guaranteed. If a tenement is not renewed, the Company may suffer significant damage through loss of the opportunity to discover and develop any mineral resource on the tenement. However, the directors are not aware of any reason why renewal of the term of any tenement will not be granted.

**(c) Other Risks**

**Sovereign Risk** – The political situation in Madagascar, although regarded as being stable, has only recently begun to show some true stability and the operations of the Company, including exploration, mining and processing activities may be affected by this risk factor and there can be no guarantee that further political unrest may not occur in the future.

**Environmental Risks** - Mining is an industry which has become subject to increasing environmental responsibility and liability. The Company intends to conduct its activities in an environmentally responsible manner, in accordance with applicable laws and regulations, however the potential for liability is an ever present risk which the Company will endeavour to minimise.

**Legislative Changes** – Changes in government regulations and policies may adversely affect the operations and financial performance of the Company.

**No Profit to Date** – The Company has incurred operating losses in recent years, and the exploration of the Kelimaizina Gold Project is at an early stage. It is therefore not possible to evaluate future prospects based on past performance. While the Directors have confidence in the future revenue-earning potential of the Company, there can be no certainty that the Company will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

#### 4.3 Directors' Interests

(a) Other than as set out below or elsewhere in this Prospectus, no Director has, or had within 2 years before lodgement of this Prospectus with ASIC, any interest in

- (i) the promotion or formation of the Company;
- (ii) property acquired or proposed to be acquired by the Company in connection with its promotion or formation; or
- (iii) the offer of New Options under 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 Director:

- (iv) to induce him to become, or to qualify him as, a Director; or
- (v) for services rendered by him in connection with the formation or promotion of the Company or the offer of New Options under this Prospectus.

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

Directors	Position Held	Shares	Options
A Clemen	Non-Executive Director	-	-
BR McCullagh	Executive Director / Company Secretary	20,000*	-
DN Zukerman	Executive Director	-	-

\* These shares are held directly by BR McCullagh.

(c) Set out below are the amounts that anyone has paid or agreed to pay and the nature and value of any benefit anyone has given or agreed to give:

- (i) to a Director to induce him to become, or to qualify him as, a director of the Company; or
- (ii) for services provided in connection with the formation or promotion of the Company or the Rights Issue by any Director.

(d) Over the past two financial years and to the date of this Prospectus, no remuneration was paid or was payable to the present directors of the Company, except as noted below:

- A Clemen \$27,000
- BR McCullagh \$73,245
- DN Zukerman (commencing from 18/8/2003) \$11,724

The Directors are also entitled to be reimbursed for travelling, hotel, communication and other expenses which they may properly incur in carrying out their duties and any Director performing extra or special professional services for the Company may be remunerated for those services.

#### 4.4 Consents

Each of the parties referred to in this Section 4.4:

- (a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this Section 4.4; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section 4.4.

Stanton Partners have given their written consent to the inclusion in this Prospectus of the audited statement of financial position of the Company as at 30 June 2004 in the form and context in which it is included and has not withdrawn such consent before lodgement of this Prospectus with the ASIC.

Each of the following has consented to being named in this Prospectus in the capacity as noted below and has not withdrawn such consent prior to the lodgement of this Prospectus with the ASIC:

- (a) Computershare Investor Services Pty Ltd as share registrar of the Company; and
- (b) Stanton Partners as auditor to the Company.


#### 4.5 Directors' Responsibility Statement and Consent

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in the Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statement or statements were competent to make such statements, those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Options pursuant to this Prospectus.

The Prospectus is prepared on the basis that certain matters may be reasonably expected to be known to likely investors or their professional advisers.

In accordance with section 720 of the Corporations Act 2001, each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Dated : 30 November 2004



\_\_\_\_\_  
**David Zukerman**  
Director

## Section 5 GLOSSARY

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

<b>Term</b>	<b>Meaning</b>
"AWST"	Australian Western Standard Time;
"ASIC"	Australian Securities & Investments Commission;
"ASX"	Australian Stock Exchange Limited;
"ASX Listing Rules"	Official Listing Rules of ASX;
"Business Day"	every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day;
"Closing Date"	the last day for the receipt of completed Entitlement and Acceptance Forms for the New Options offered by this Prospectus, being 5 January 2005 unless varied by the Company;
"Company"	Golden Deeps Ltd ABN 12 054 570 777;
"Director(s)"	the directors of the Company from time to time and any one of them;
"Entitlement"	the non-renounceable entitlement of a Shareholder to subscribe for a particular number of New Options under the Offer to each particular Shareholder;
"Entitlement and Acceptance Form"	the personalised entitlement and acceptance form accompanying a shareholder's copy of this Prospectus;
"Foreign Shareholder"	a Shareholder with a registered address outside Australia and the Permitted Foreign Jurisdiction;
"New Option"	an Option exercisable at 15 cents each and expiring on 1 March 2007 issued at a cost of one cent each;
"Offer"	the offer of New Options to shareholders pursuant to this Prospectus on the basis of nine New Options for every ten Shares held on the Record Date;
"Official Quotation"	Official Quotation on the official list of ASX;
"Opening Date"	the first day for the receipt of completed Entitlement and Acceptance Forms for the New Options offered by this Prospectus, being 15 December 2004 unless varied by the Company;
"Option"	an Option to subscribe for a Share in the Company;
"Permitted Foreign Jurisdiction"	New Zealand
"Prospectus"	this Prospectus which is dated 30 November 2004;
"Record Date"	5:00pm AWST, 9 December 2004;

<b>"Rights Issue"</b>	the issue of up to 27,306,018 New Options (assuming that all the Options currently on issue are exercised) on the basis of nine New Options for every ten Shares held on the Record Date at an issue price of \$0.01 per New Option, to raise approximately \$273,060;
<b>"Shares"</b>	fully paid ordinary shares in the Company;
<b>"Shareholder"</b>	shareholder in the Company; and
<b>"Shortfall Options"</b>	New Options not taken up by Shareholders pursuant to their Entitlements.

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY. IF YOU ARE IN DOUBT AS TO WHAT ACTION TO TAKE YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT OR OTHER PROFESSIONAL ADVISER WITHOUT DELAY.**

**GOLDEN DEEPS LIMITED**

**ABN: 12 054 570 777**

REGISTERED OFFICE: 1<sup>st</sup> Floor, 8 Parliament Place, West Perth, Western Australia 6005  
SHARE REGISTRY: Computershare Investor Services Pty Ltd, Level 2, Reserve Bank Building, 45 St Georges Terrace, Perth, Western Australia 6000

**ENTITLEMENT AND ACCEPTANCE FORM**

NON-RENOUNCEABLE RIGHTS ISSUE CLOSING 5.00 PM AWST ON 5 January 2005

HIN/SRN  
Form Number  
Shares Held at 9 December 2004  
Entitlement to New Options  
Amount Payable for Full Entitlement  
At 1 cent per New Option

NON-RENOUNCEABLE RIGHTS ISSUE OF UP TO 27,306,018 NEW OPTIONS (ASSUMING THAT ALL OPTIONS CURRENTLY ON ISSUE ARE EXERCISED) ON THE BASIS OF NINE NEW OPTIONS FOR EVERY TEN SHARES HELD AS AT 9 DECEMBER 2004 AT AN ISSUE PRICE OF 1 CENT PER NEW OPTION.

To the Directors,  
Golden Deeps Limited

I/We do hereby accept:

PLEASE COMPLETE

TOTAL NUMBER OF NEW OPTIONS ACCEPTED	AMOUNT ENCLOSED (AT 1 CENT PER NEW OPTION) \$	CONTACT TELEPHONE NUMBER

of my/our entitlement to subscribe for the above mentioned New Options

CHEQUE DETAILS	DRAWER	BANK	BRANCH	AMOUNT

- (1) I/We hereby authorise you to place my/our name(s) on the register of optionholders in respect of the number of New Options issued to me/us.
- (2) I/We agree to be bound by the Constitution of the Company.
- (3) I/We acknowledge that the return of this form with the required remittance will constitute acceptance of the New Options without communication of such acceptance to me/us.
- (4) I/We enclose my/our cheque payable to GOLDEN DEEPS LTD – TRUST ACCOUNT for the amount shown above being payment at the rate of 1 cent per New Option.
- (5) THIS FORM DOES NOT REQUIRE SIGNATURE UNLESS YOU WISH TO ADVISE CHANGE OF ADDRESS: If your address is different to that shown above and you are an Issuer Sponsored holder, please advise new details below. Broker sponsored holders must direct their change of address to the sponsoring broker.
- (6) In the event that I/We receive this Entitlement and Acceptance Form I/We declare that I/We have received the Prospectus personally, or a print out of it, accompanied by or attached to the Entitlement and Acceptance Form prior to applying for New Options. I/We acknowledge that the Corporations Act 2001 prohibits any person from passing on to another person the Entitlement and Acceptance Form unless it is attached to or accompanied by the complete or unaltered copy of this Prospectus.

\* **Signature(s):** This advice is to be signed by the holder of the securities. All joint holders must sign. A Company advice is to be signed by two authorised officers, stating their position, as per the Company's Constitution or Replaceable Rules. If Sole Director/Secretary, please state this when signing. If signed under Power of Attorney, a Certified Copy of the relevant Power of Attorney document must be exhibited to the Registry. The Attorney declares that he/she has had no notice of revocation of the Power of Attorney.

NEW ADDRESS	SIGNATURE *

**THE ACCEPTANCE FORM WITH PAYMENT IN FULL MUST BE RECEIVED BY THE SHARE REGISTRY NO LATER THAN 5.00 PM AWST ON 5 JANUARY 2005. THIS FORM WILL NOT BE VALID IF ANOTHER NAME IS SUBSTITUTED FOR THE NAME PRINTED ON THE FORM.**

PLEASE REFER TO INSTRUCTIONS OVERLEAF.

## INSTRUCTIONS FOR HANDLING ENTITLEMENT AND ACCEPTANCE FORM

PLEASE READ THESE INSTRUCTIONS CAREFULLY. YOUR ENTITLEMENT IN THIS RIGHTS ISSUE IS VALUABLE.

### 1. If you wish to take up your entitlement in full

If you are taking up your entitlement in full, please complete this form overleaf, attach your cheque made payable to "Golden Deeps Ltd – Trust Account" for the amount payable in Australian currency as stated overleaf and forward it so as to reach Computershare Investor Services Pty Ltd by no later than 5.00 pm AWST on 5 January 2005:

<b>By Hand Delivery:</b> Computershare Investor Services Pty Ltd Level 2, Reserve Bank Building 45 St Georges Terrace PERTH WA 6000	<b>By Post:</b> Computershare Investor Services Pty Ltd GPO Box D182 PERTH WA 6840
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No take up of New Options may be made in excess of the number to which you are entitled as set out overleaf. Any New Options issued under the shortfall will be in the Directors' absolute discretion.

### 2. If you wish to take up your entitlement in part

If you wish to take up part of your entitlement attach your cheque made payable to "Golden Deeps Ltd – Trust Account" for the amount payable in Australian currency and forward it so as to reach Computershare Investor Services Pty Ltd, Level 2, Reserve Bank Building, 45 St Georges Terrace, Perth, Western Australia, 6000, by no later than 5.00 pm AWST on 5 January 2005. No take up of New Options may be made in excess of the number to which you are entitled as set out overleaf.

### 3. Payment

Payment must be made in Australian currency and cheques should be made payable to "Golden Deeps Ltd – Trust Account" and crossed "Not Negotiable". Receipts for payments will not be issued.

### 4. Entitlement not taken up

If you decide not to take up all or part Entitlement to New Options your Entitlement will lapse.

**THE RIGHTS ISSUE CLOSES 5.00 PM AWST 5 JANUARY 2005**

## ENQUIRIES

Any enquiries regarding this form should be directed to the Company's share registry:

Computershare Investor Services Pty Ltd  
Level 2, Reserve Bank Building  
45 St Georges Terrace  
PERTH WESTERN AUSTRALIA 6000

Phone (08) 9323 2000  
Facsimile (08) 9323 2096