



For Immediate Release

15 December 2015

Australian Securities Exchange: **CYY**

ISSUE OF CLEANSING PROSPECTUS

Coventry Resources Inc. (ASX: CYY) ("the Company") advises that it has today released a cleansing prospectus ("Prospectus") pursuant to Section 708A(11) of the Corporations Act 2001. The purpose of the Prospectus is to remove any trading restrictions in relation to the securities issued pursuant to the completion of the placement and exercise of options as announced on 15 December 2015.

A copy of the Prospectus is attached.

For further information please contact:

Ian Cunningham

Company Secretary

+61 8 9226 1356

icunningham@coventryres.com

COVENTRY RESOURCES INC
ARBN 161 615 783

CLEANSING PROSPECTUS

For the offer of up to 10,000 New Shares, to be issued to investors as New CDIs, at an issue price of \$0.03 to raise up to \$300 before issue costs.

This Prospectus has been prepared primarily for the for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares or CDIs issued by the Company prior to the Closing Date.

Each New CDI represents one New Share. The Company will issue such number of New Shares as CDIs are taken up under the Offer.

Important Notice

This document is important and should be read in its entirety (including the 'Risk Factors' in section 4) before deciding whether to apply for New CDIs. If after reading this Prospectus you have any questions about the New CDIs being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The New CDIs offered by this Prospectus should be considered speculative.

IMPORTANT NOTES

This Prospectus is dated 15 December 2015 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. The Company will apply to ASX for the New CDIs to be granted quotation on ASX.

This Prospectus does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer. Applications for securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person whom, it would be unlawful to issue in this Prospectus.

Applicants should rely on their own knowledge of the Company, refer to disclosures made by the Company to the ASX and consult their professional advisers before deciding whether to accept the Offer. Announcements made by the Company to ASX are available from the ASX website at <http://www.asx.com.au/>. The information in this Prospectus does not constitute a securities recommendation or financial product advice.

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

This Prospectus including each of the documents attached to it and which form part of this Prospectus is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

In particular, it is important that you consider the risk factors (see **section 4** of this Prospectus) that could affect the performance of the Company before making an investment decision.

Some words and expressions used in this Prospectus have defined meanings which are explained in **section 7**.

Applicability of the Corporations Act

The Company is incorporated in Canada and is registered as a “foreign company” under Chapter 5B of the Corporations Act. The Company is not subject to a number of provisions of the Corporations Act including chapter 6 of the Corporations Act and in particular:

- the 20% prohibition rule contained in section 606 Corporations Act; and
- the substantial shareholder notification provisions contained in section 671B Corporations Act.

The Company is not subject to the jurisdiction of the Australian Takeovers Panel.

CONTENTS

1.	DETAILS OF THE OFFER.....	4
2.	USE OF FUNDS AND EFFECT OF THE ISSUE	8
3.	RIGHTS AND LIABILITIES ATTACHING TO NEW SHARES	9
4.	RISK FACTORS	11
5.	ADDITIONAL INFORMATION	16
6.	CORPORATE DIRECTORY	22
7.	GLOSSARY	23

1. DETAILS OF THE OFFER

1.1 Purpose of the Offer

On 7 December 2015, Coventry Resources Inc (**Company**) announced that it had received commitments from institutional and sophisticated investors to subscribe for approximately 22.6 million new Shares (to be issued as CDIs to the participating investors) to raise up to approximately \$675,000 before costs (**Placement**). Settlement of the Placement occurred on 15 December 2015.

In addition, on 15 December 2015, a total of 129,000 CDIs were issued as a result of the exercise of 129,000 unlisted options in the Company (**Options**).

All CDIs issued under the Placement and upon the exercise of the Options rank equally in all respects with the Company's Existing CDIs. The issues of these CDIs were undertaken without disclosure under Part 6D of the Corporations Act.

The purpose of this Offer is primarily to remove any trading restrictions on any CDIs issued under the Placement and upon the exercise of the Options that may prevent them from being traded on the ASX. All of the funds raised from the Offer will be applied towards the expenses of the Offer.

1.2 Section 708(11) Corporations Act

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

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

The purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act so that the holders of those CDIs issued under the Placement or on exercise of the Options may, if they choose to, sell those CDIs within the next twelve months without the issue of a prospectus.

The issues of the CDIs were not undertaken by the Company with the purpose of selling or transferring. However, the Directors consider that the CDI holders should be able to sell those CDIs should they wish to do so, without being required to issue a prospectus.

1.3 Details of the Offer

The Company is inviting applications for up to a total of 10,000 Shares (issued as New CDIs) at an issue price of \$0.03 per New CDI, to raise up to \$300 before issue costs.

The New CDIs offered under this Prospectus will rank equally with the Existing CDIs on issue.

The Offer is not underwritten. There is no guarantee that the Offer will proceed or that any applications will be accepted.

The key information relating to the Offer and references to further details are set out below.

1.4 New Shares to be issued as CDIs

A CDI, or CHESS Depositary Interest, is the instrument through which the Company's Shares trade on the ASX. For the purpose of this Offer, the Company will issue successful applicants with CDIs which will be quoted on ASX. Each CDI will represent a beneficial interest in one Share in the Company.

A summary of the key characteristics of the CDIs is set out in section 3.

1.5 Minimum Subscription

There is no minimum subscription.

1.6 Opening and Closing Dates

The Opening Date of the Offer will be 15 December 2015 and the Closing Date will be 18 December 2015. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

1.7 Applications

Applications for New CDIs must be made using the Application Form attached to this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Applicants will need to follow the procedures advised to them by the Company for Applications under this Offer.

1.8 Allotment and Application Money

The Directors will determine the allottees of the New CDIs. The Directors reserve the right to reject any application or to allocate any applicant fewer CDIs than the number applied for.

Where the number of New CDIs allotted is less than the number applied for, the surplus moneys will be returned by cheque as soon as practicable after the Closing Date. Where no allotment is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

All Application Money received before the New CDIs are issued will be held in a special purpose account. After any Application Money is refunded (if relevant) and New CDIs are issued to applicants, the balance of funds in the account plus accrued interest will be received by the Company.

1.9 ASX Quotation

Application will be made within seven days of the date of issue of this Prospectus for the New CDIs to be granted Official Quotation by ASX.

If the New CDIs are not quoted by ASX within three months after the date of this Prospectus, the Company will not allot or issue any New CDIs and will refund all Application Money in full as soon as practicable, without interest.

The fact that ASX may agree to grant Official Quotation of the New CDIs is not to be taken in any way as an indication of the merits of the Company or the New CDIs. ASX takes no responsibility for the contents of this Prospectus.

1.10 Offer Outside Australia and New Zealand

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the securities or the Offer or otherwise to permit an offering of the securities in any jurisdiction outside Australia and New Zealand.

1.11 Market Prices of Existing CDIs on ASX

The highest and lowest market sale price of the Existing CDIs, which are on the same terms and conditions as the New CDIs being offered under this Prospectus, during the three months immediately preceding the lodgement of this Prospectus with the ASIC, and the last

market sale price on the date before the lodgement date of this Prospectus, are set out below.

	3 months high	3 months low	Last Market Sale Price
Existing CDIs	\$0.065 on 22 & 23 September 2015	\$0.026 on 18 November 2015	\$0.030 on 14 December 2015

1.12 CHESS

The Company participates in the Clearing House Electronic Sub-register System (**CHESS**). ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, applicants will not receive a certificate but will receive a statement of their holding of New CDIs.

If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of New CDIs issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New CDIs issued to you under this Prospectus and your security holder reference number.

A CHESS statement or issuer sponsored statement will routinely be sent to Securityholders at the end of any calendar month during which the balance of their shareholding changes. Securityholders may request a statement at any other time, however, a charge may be made for additional statements.

1.13 CDIs

CDIs are electronic depositary receipts issued and are units of beneficial ownership in Shares registered in the name of the Depositary. The Depositary is a wholly owned subsidiary of ASX.

With the exception of voting arrangements, CDI holders have the same rights as holders whose securities are legally registered in their own name. The ASX Settlement Operating Rules require the Company to give notices to CDI holders of general meetings of shareholders. The notice of meeting must include a form permitting the CDI holder to direct the Depositary to cast proxy votes in accordance with the CDI holder's written directions. CDI holders cannot vote personally at shareholder meetings. The CDI holder must convert their CDIs into Shares in order to vote at the meeting in person.

1.14 Rights and Liabilities attaching to the New CDIs

The New CDIs will rank equally in respect of dividends and in all other respects (e.g. voting, bonus issues) as Existing CDIs.

A summary of the rights and liabilities attaching to the New CDIs is set out in **section 3**.

1.15 Taxation Implications

The Directors do not consider that it is appropriate to give Securityholders advice regarding the taxation consequences of the Company applying for New CDIs under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Securityholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Securityholders in the Offer. Securityholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

1.16 Enquiries

Any queries regarding the Offer should be directed to Mr Ian Cunningham, Company Secretary at the Company on +61 (08) 9226 1356.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

2. USE OF FUNDS AND EFFECT OF THE ISSUE

2.1 Use of funds

The Company intends to use any funds raised from the Offer towards Offer costs.

2.2 Effect of the Offer on capital structure

The effect of the Offer on the capital structure will be to increase the total number of CDIs on issue by up to 10,000 CDIs (resulting in total of up to 227,691,083 CDIs including those CDIs issued pursuant to the Placement and upon exercise of the Options). The total number of Shares on issue will also increase by up to 10,000 (being a total of up to 274,449,615 Shares including those Shares issued under the Placement and upon exercise of the Options).

Options	
Unlisted Options exercisable at C\$0.05 expiring on or before 31 January 2016	200,000
Unlisted Options exercisable at C\$0.05 expiring on or before 28 November 2016	3,350,000
Unlisted Options exercisable at C\$0.05 expiring on or before 1 December 2016	1,507,800
Unlisted Options exercisable at C\$0.05 expiring on or before 8 March 2017	125,650
Unlisted Options exercisable at C\$0.05 expiring on or before 17 August 2017	1,130,850
Unlisted Options exercisable at A\$0.0143 expiring on or before 19 February 2020	20,000,000
Unlisted Options exercisable at A\$0.026 expiring on or before 30 June 2018	731,000 ¹
Unlisted Options exercisable at A\$0.035 expiring on or before 17 June 2020	2,000,000
Options to be issued under the Offer	-
Total issued Options	29,045,300

Notes:

1. 129,000 Options were exercised on 15 December 2015.

2.3 Statement of Financial Position

The Company does not consider the Offer will have a material effect on the Statement of Financial Position of the Company. As noted above any funds raised from the Offer will be used towards Offer costs.

3. RIGHTS AND LIABILITIES ATTACHING TO NEW CDIS

The following is a summary of the more significant rights and liabilities attaching to New CDIs to be issued under the Offer. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Securityholders. To obtain such a statement, persons should seek independent legal advice.

The rights attaching to the New CDIs arise from a combination of the Company's Articles, the Corporations Act, the ASX Listing Rules and general law. A copy of the Company's Articles is available for inspection free of charge during business hours at its registered office.

3.1 Rights attaching to New CDIs

The New CDIs to be issued pursuant to this Prospectus will as from their allotment rank equally in all respects with all Existing CDIs.

Overview of CDIs

CDIs are financial products quoted on the ASX. CDIs represent an interest in the beneficial ownership in security of a foreign company. This allows investors to trade interests in foreign securities by trading the relevant CDI on ASX.

The main difference between holding CDIs and holding Shares is that the holder of CDIs has beneficial ownership of the underlying Shares in the Company instead of legal title. The Company has appointed the Depository, as a depository nominee, to hold legal title to the Company's Shares on behalf of CDI holders.

CDI holders will be able to transfer and settle transactions electronically on ASX in CHESS.

The Company operates a certificated register of Shares, an uncertificated issuer sponsored subregister of CDIs and an uncertificated CHESS subregister of CDIs. The certificated register will be the register of legal title and the two uncertificated CDI subregisters combined will make up the register of beneficial title (with the certificated register reflecting the record ownership by the Depository of the Shares underlying the CDIs recorded in the two uncertificated CDI subregisters).

Entitlement of CDI holders

The ASX Settlement Operating Rules, which are recognised under the Corporations Act, contain provisions which ensure that CDI holders have all the direct economic and other benefits of holding the underlying securities.

Except for certain differences noted below, CDI holders receive all the economic benefits of actual ownership of the underlying Shares whilst the Depository holds legal title to the Shares on behalf of the CDI holders. Generally, CDI holders are treated as if they are holders of the Company's Shares. This means that economic benefits such as dividends, bonus issues and rights issues will generally flow through to holders of CDIs as if they were the registered holders of the underlying Shares.

Ratio of CDIs to underlying securities

The CDIs are structured so that each holding of CDIs represents an equivalent number of underlying securities. Accordingly, each CDI represents one Share, held by the Depository, and will confer a beneficial interest in that Share.

Trading in CDIs on ASX

The Company will apply for quotation of the CDIs on ASX. However, there is no guarantee as to when this will occur or that it will occur at all.

Voting

CDI holders receive notices of general meetings of the Company's shareholders.

CDI holders must be permitted to attend the meeting of foreign company unless the laws of a jurisdiction in which it is established prevent this.

As CDI holders are not the legal owners of the underlying Shares represented by the CDIs, they cannot vote personally at a meeting of shareholders. The Depository, which holds legal title to the Shares represented by the CDIs, is entitled to vote at meetings of the Company and the CDI holder can direct how it will vote or they can require the Depository to appoint the CDI holder (or a person

nominated by the CDI holder) as the Depository's proxy for the purposes of attending and voting at a meeting of the Company. In these circumstances the CDI holder may, as proxy, attend and vote in person at a general meeting of the Company's shareholders.

Takeovers

The ASX Settlement Operating Rules provide that the Depository may only accept a takeover offer in respect of Shares which it holds on behalf of a CDI holder if the CDI holder instructs the Depository to accept the offer. The Depository is required to accept a takeover offer if instructed by the CDI holder to do so and accordingly, the Depository must ensure that the bidder processes the CDI holders' takeover acceptance.

If the CDIs are held on the CHESS Subregister, takeover acceptances from CDI holders will be processed electronically in the same way that other CHESS approved securities are processed.

Communication with CDI holders

The Company's Australian share registry has access to the registration details and holding balances of each CDI holding. This will enable the Company to communicate directly with CDI holders when processing corporate actions, such as dividends, bonus issues and rights issues and when sending notices and announcements from the Company, such as the Company's annual report. Documents, such as notices of meeting, will be sent to holders of CDIs at the same time as they are sent to holders of Shares.

Dividends and entitlements

Under the ASX Settlement Operating Rules, the Company is required to treat holders of CDIs as if they are holders of the underlying Shares. The ASX Settlement Operating Rules require that all economic benefits such as dividends, bonus issues, rights issues or similar corporate actions flow through the CDI holders as if they were the legal owners of the underlying securities.

Any cash dividends or distributions made in a currency other than Australian dollars will be converted and paid to CDI holders, in Australian dollars by the Company's Australian share registry, as agent for the Depository.

CDI holding statements

If CDIs are issued to you under the Offer, you will be sent a holding statement in respect of your issuer sponsored CDIs rather than a holding statement or share certificate for the underlying Shares. If your holding is in CHESS, the registry will provide a confirmation of issue. Holding statements will be dispatched in the first week after the month following a change in the number of CDIs held by you. CDIs may be held on an issuer sponsored subregister or on a CHESS subregister. If you receive CDIs under the Offer, you will receive them:

- (a) on the Company's CDI issuer sponsored subregister, to the extent they are issued for Shares held on the Company's issuer sponsored subregister; and
- (b) on the Company's CDI CHESS subregister, to the extent they are issued for Shares held on the Company's CHESS subregister,

ASX fees

There are no additional ASX fees for using the CDI facility. The Depository does not charge fees for acting as the depository but may charge an administration fee where a takeover offer is made for the Company and the offeror appoints a receiving agent to process takeover acceptances from CDI holders, or If the underlying securities are not held in a register in Australia.

Trading

Following the quotation of New CDIs on ASX, the New CDIs will be able to be traded on ASX.

4. RISK FACTORS

4.1 Overview

Activities of the Company are subject to a number of risks and other factors, which may impact its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls but some are outside the control of the Company and cannot be mitigated. Some of the factors which investors should consider before they make a decision whether or not to apply for New CDI's under this Offer include, but are not limited to, the risks in this section.

Potential investors should carefully consider whether the New CDI's offered are a suitable investment for them having regard to their own personal investment objectives and financial circumstances and the risk factors involved in such an investment including those set out below.

There are specific risks which relate directly to our business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the New CDIs.

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

4.2 Company Specific

(a) Uninsured risks

The Company, as a participant in mining and exploration activities, may become subject to liability for hazards that cannot be insured against or against which it may elect not to be so insured because of high premium costs. Furthermore, the Company may incur a liability to third parties (in excess of any insurance coverage) arising from negative environmental impacts or any other damage or injury.

(b) Unforeseen expenses

The Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

(c) Contractual Risk

Some of the Company's mineral properties are subject to option agreements between the Company (or its respective subsidiaries), as the case may be, and the owners of such mineral properties or an interest in such mineral properties. The Company will be reliant on the owners of such mineral properties or interests therein complying with their contractual obligations under the option agreements to maintain the Company's interest in such mineral properties in full force and effect.

(d) Access to Financing

The Company is at the exploration stage with no revenue being generated from the exploration activities on its respective mineral properties. The Company may therefore have to raise the capital necessary to undertake or complete future exploration work, including drilling programs. There can be no assurance that debt or equity financing will be available or sufficient to meet these requirements or for other corporate purposes or, if debt or equity financing is available, that it will be on terms acceptable to the Company. Moreover, future activities may require the Company to alter its capitalization significantly. An inability to access sufficient capital for operations could have a material adverse effect on the Company's financial condition, results of operations or prospects. In particular, failure to obtain such financing on a timely basis could cause the Company to forfeit its interest in its mineral properties, miss certain acquisition opportunities, or reduce or terminate its operations.

(e) **Ongoing Arbitration**

On October 4, 2012, the Company received notice that it had been named as a party in arbitration proceedings in the Paraguay Centre for Arbitration and Mediation relating to a contractual dispute arising from early 2008. Should an adverse result arise from the arbitration, the Company may be required to pay financial compensation. The Company considers this claim to be without merit and intends to vigorously defend its position.

4.3 Industry specific

(a) **Exploration and Development Risks**

Few mineral properties which are explored are ultimately developed into producing mines. There can be no guarantee that the estimates of quantities and qualities of minerals disclosed will be economically recoverable. Mineral exploration is speculative in nature and there can be no assurance that any minerals discovered will result in the definition of a mineral resource.

In addition, substantial expenditures are required to establish mineral reserves and mineral resources through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralised deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing gold and other mineral properties is affected by many factors, including the cost of operations, variations in the grade of minerals mined, fluctuations in metal markets, costs of processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. The long-term success of the Company depends on its ability to explore, develop and commercially produce minerals from its mineral properties and to locate and acquire additional properties worthy of exploration and development for minerals.

Operations are subject to all of the hazards and risks normally encountered in the exploration and development of minerals. Although precautions to minimise risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company.

Changes to legislation and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at any future producing properties or require abandonment or delays in the development of new mining properties.

(b) **Permits and licenses**

The activities of the Company will be subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances and other matters, including issues affecting local native populations. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations and financial performance of the Company. Further, the mining licenses and permits issued in respect of the Company's mineral properties may be subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in its mineral properties may decline.

(c) **Title risks**

The acquisition of title to resource properties or interests therein is a very detailed and time-consuming process. The Company's mineral properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The boundaries of its mineral properties have not been surveyed and consequently may be disputed.

(d) **Competition**

The mining industry is highly competitive. The Company's competitors for the acquisition, exploration, production and development of mineral properties, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them.

(e) **Volatility of metal prices**

The market price of any precious or base metal is volatile and is affected by numerous factors that will be beyond the Company's control. These include international supply and demand, the level of consumer product demand, international economic trends, currency exchange rate fluctuations, interest rates, the rate of inflation, global or regional political events and international events as well as a range of other market forces. Sustained downward movements in metal market prices could render less economic, or uneconomic, some or all of the precious or base metal extraction and/or exploration activities to be undertaken by the Company.

All phases of the mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and state and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with environmental legislation can require significant expenditures and a breach may result in the imposition of fines and penalties.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

(f) **Mineral Resource estimates**

There is no certainty that any mineral resources will be identified at the Company's projects. Until a deposit is actually mined and processed, the quantity of mineral resources and grades must be considered as estimates only. In addition, the quantity of mineral resources may vary depending on, among other things, base metal prices. In addition, there can be no assurance that metal recoveries in small scale laboratory tests will be duplicated in a larger scale test under on-site conditions or during production.

Mineral resources that are not mineral reserves do not have demonstrated economic viability and there is no assurance that they will ever be mined or processed profitably. Due to the uncertainty which may attach to mineral resources, there is no assurance that inferred mineral resources will be upgraded to proven and probable mineral reserves as a result of continued exploration.

Fluctuations in copper or other base metal prices and precious metal prices, results of drilling, metallurgical testing and production and the evaluation of studies, reports and plans subsequent to the date of any estimate may require revision of such estimate. Any material reductions in estimates of mineral resources could have a material adverse effect on the Company's results of operations and financial condition.

4.4 General risks

(a) Economic

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

(b) Global financial conditions

Recent global financial conditions have resulted in increased volatility in the financial sector. Access to public financing has been negatively impacted by both sub-prime mortgages and the liquidity crisis affecting the asset backed commercial paper market. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of the Company's securities could be adversely affected.

(c) Market conditions

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

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

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

(d) Additional requirements for capital

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the capital raising. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(e) Reliance on key personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no

detrimental impact on the Company if one or more of these employees cease their employment.

(f) **Investment speculative**

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

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

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

5. ADDITIONAL INFORMATION

5.1 Rights attaching to Company securities

The rights, privileges and restrictions attaching to the Company's CDIs are set out in section 3 of this Prospectus.

5.2 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in section 111 AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New CDIs which will be issued pursuant to this Prospectus are in the same class as CDIs that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus, and options over such continuously quoted securities. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New CDIs on the Company and the rights attaching to the New CDIs. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the financial statements of the Company for the financial year ended 30 June 2015 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus; and
 - (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

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

The Company has lodged the following announcements with ASX since the lodgement of the 30 June 2015 audited financial statements:

Date	Description of Announcement
14/12/2015	Completion of \$0.68 Million Placement
14/12/2015	Appendix 3B
07/12/2015	Reinstatement to Official Quotation
07/12/2015	Placement
04/12/2015	Extension of Voluntary Suspension
02/12/2015	Suspension from Official Quotation
30/11/2015	Trading Halt
19/11/2015	Open Investor Briefings
13/11/2015	Interim Financial Statements and MD&A
13/11/2015	Copper in Soil Anomalies Extend Over 7,000 Metres of Strike
09/11/2015	Latest High-Grade Drilling Results From Caribou Dome
30/10/2015	Quarterly Cashflow Report
30/10/2015	Quarterly Activities Report
23/10/2015	Appendix 4G
23/10/2015	Corporate Governance Statement
23/10/2015	Additional ASX Annual Information
22/10/2015	New Assays at the Lense 7/8 Target
08/10/2015	Further High-Grade Assay Results At Caribou Dome
30/09/2015	High-Grade Assay Results Continue From The Lense 7/8 Target
28/09/2015	CFO Certification Annual Filing
28/09/2015	CEO Certification Annual Filings
28/09/2015	Annual Information Form
28/09/2015	Management's Discussion & Analysis

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

5.3 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the issue of securities pursuant to this Prospectus; or
- (c) the issue of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or the issue of securities pursuant to this Prospectus.

The Directors' remuneration for the 2014 and 2015 financial years, together with the current financial year is set out in the table below:

	Remuneration for financial year ending 30 June 2014	Remuneration for previous financial year ending 30 June 2015	Current financial year
Robert Boaz	\$30,122 ¹	\$24,537 ²	\$41,712 ³
Mark Bojanjac	-	\$40,566 ²	\$114,148 ³
Michael Fowler	-	\$23,707 ²	\$41,712 ³
Michael Haynes	\$23,027 ¹	\$90,000	\$90,000
Ian Cunningham	\$10,645	\$90,000	\$90,000

Notes:

1. Includes stock option compensation of \$10,482 for Robert Boaz and \$13,027 for Michael Haynes.
2. Includes stock option compensation of \$29,074 for Mark Bojanjac, \$14,537 for Robert Boaz and \$14,537 for Michael Fowler.
3. Includes stock option compensation of \$43,425 for Mark Bojanjac, \$21,712 for Robert Boaz and \$21,712 for Michael Fowler.

Directors' direct and indirect interests in securities of the Company at the date of this Prospectus are:

Directors	CDIs ¹	Common Shares	Options	
			Direct Interest	Indirect Interest
Robert Boaz	-	-	350,000 unlisted options exercisable at C\$0.05 and expiring 28 November 2016 5,000,000 unlisted options exercisable at A\$0.0143 each and expiring 19 February 2020	-
Mark Bojanjac	-	-	-	10,000,000 unlisted options exercisable at A\$0.0143 each and expiring 19 February 2020
Michael Fowler	-	-	5,000,000 unlisted options exercisable at A\$0.0143 each and expiring 19 February 2020	-
Michael Haynes	1,178,349 ³	22,325,581 ²	628,250 unlisted options exercisable at C\$0.05 expiring on 1 December 2016 350,000 unlisted options exercisable at C\$0.05 expiring 28 November 2016	-
Ian Cunningham	-	18,604,651 ²	-	-

Notes:

1. Each CDI represents a beneficial interest in an underlying Common Share
2. Indirect shareholding (refer below)
3. Indirect securityholding

On 20 February 2015 shareholders approved the acquisition by the Company of all of the issued shares in Aldevco Pty Ltd (**Aldevco**) in consideration for the issue of 60 million Common Shares of the Company (**Transaction**). Aldevco holds, through a wholly-owned subsidiary, an 80% interest in the Caribou Dome copper project located in Alaska, United States of America.

As part of the Transaction, Common Shares were issued to related parties of Ian Cunningham and Michael Haynes, both of whom are related parties of the Company by virtue of their directorships in the Company. These shares are included with respect to Messrs Cunningham and Hayes in the above table.

In accordance with section 712 of the Corporations Act, this Prospectus incorporates from the Notice of Annual General Meeting and Special Meeting and Circular dated 21 January 2015 (**Notice of Meeting**) the information contained under the headings "*Summary of the Transaction*", "*Minority Approval*", "*Background and Overview of the Transaction*", "*Terms of the Share Purchase Agreement*" and "*Terms of the Hatcher Option Agreement*" on pages 14 to 19 of the Information Circular forming part of the Notice of Meeting .

The information to be incorporated by reference into this Prospectus relates to:

- (a) the nature and extent of the interests held by Ian Cunningham and Michael Haynes (or associated parties) in relation to the Transaction; and
- (b) the nature and value of the benefits received by Ian Cunningham and Michael Haynes (or associated parties) in relation to the Transaction.

A copy of the relevant parts of the Notice of Meeting can be obtained free of charge by contacting the Company at its registered office during normal business hours during the Offer Period. The Notice of Meeting is available at the Company's website www.coventryres.com.

5.4 Interests and Consents of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the two years before the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the offer of New CDIs pursuant to this Prospectus; or
- the offer of New CDIs pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the offer of New CDIs pursuant to this Prospectus.

5.5 Consents

Other than as set out below, each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties;
- (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 the party; and
- (c) did not authorise or cause the issue of all or any part of this Prospectus.

5.6 Estimated Expenses of Offer

The estimated expenses of the Offer are approximately \$3,000 including ASIC, ASX and printing costs.

5.7 Litigation

Other than as set out elsewhere in this Prospectus, the Company is not currently involved in any material legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

5.8 Privacy Act

If you complete an application for New CDIs, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Securityholder, facilitate distribution payments and corporate communications to you as a Securityholder and carry out administration.

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules. You should note that if you do not provide the information required on the application for New CDIs, the Company may not be able to accept or process your application.

5.9 Directors' Consent

Each Director has consented to the lodgement of this Prospectus with the ASIC.

Signed on behalf of the Directors pursuant to a resolution of the Board.

A handwritten signature in black ink, appearing to read 'I. Cunningham', written over a horizontal line.

Ian Cunningham
Director

6. CORPORATE DIRECTORY

Directors

Mark Bojanjac (Non-Executive Chairman)
Michael Haynes (President, Managing Director)
Michael Fowler (Non Executive Director)
Ian Cunningham (Director, CFO)
Robert Boaz (Non-Executive Director)

Share Registry*

Computershare Investor Services Pty Ltd
Level 11
172 St Georges Tce
Perth WA 6000, Australia
Telephone: + 61 (8) 9323 2000
Facsimile: +61 (8) 9323 2033

Company Secretary

Ian Cunningham

Auditors*

BDO Canada LLP
TD Bank Tower
66 Wellington Street West
Suite 3600, PO Box 131
Toronto, ON, M5K 1H1
Canada
Telephone: 1 (416) 865 0200
Fax: 1 (416) 865 0887

Australian Registered Office and Principal Place of Business

Suite 9, 5 Centro Avenue
Subiaco, WA 6008
Australia

Telephone: +61 (8) 9226 1356

Facsimile: +61 (8) 9226 2027

Web: <http://www.coventryres.com/>

Email: info@coventryres.com

ASX Code: CYY

ARBN: 161 615 783

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

7. GLOSSARY

A\$, \$ and dollars means Australian dollars, unless otherwise stated.

Application means an application for New CDIs pursuant to the Application Form.

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

Application Money means the money received in respect of an Application.

Articles means the notice of articles of the Company.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the market operated by that entity, as the context requires.

ASX Settlement means ASX Settlement Pty Ltd (ABN 49 008 504 532).

ASX Settlement Operating Rules means the settlement rules of ASX Settlement.

Board means the board of Directors.

CDI means a CHESS Depositary Interest issued by the Depositary and representing the beneficial ownership of one Share.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means 5pm WST 18 December 2015, or such other date as may be determined by the Directors under this Prospectus.

Company means Coventry Resources Inc (ARBN 161 615 783).

Corporations Act means the *Corporations Act 2001* (Cth).

Depositary means CHESS Depositary Nominees Pty Limited (ACN 071 346 506).

Director means directors of the Company at the date of this Prospectus and **Directors** has a corresponding meaning.

Existing CDI means a CDI in the capital of the Company.

Listing Rules or **ASX Listing Rules** means the official listing rules of the ASX.

New CDI means a CDI in the capital of the Company to be issued under this Prospectus.

Offer means the offer to selected investors of up to 10,000 New Shares (issued as New CDIs) at an issue price of \$0.03 each to raise up to \$300.

Offer Period means the period commencing on the date of this Prospectus and ending on the Closing Date.

Official Quotation means official quotation on ASX.

Opening Date means 15 December 2015.

Option means an option to subscribe for a Share or CDI as applicable.

Placement means the placement to institutional and sophisticated investors of approximately 22.6 million new Shares to raise approximately \$0.675 million before costs as announced to the ASX on 7 December 2015.

Prospectus means the prospectus constituted by this document.

Securityholder means the holder of a CDI.

Share or **Common Share** means a fully paid common share in the capital of the Company.

WST means Australian Western Standard Time.