



Select Exploration Limited (ASX: SLT)

**Renounceable Rights Issue
Confirmation of Dispatch of Offer Document and Entitlement and Acceptance Forms**

Select Exploration Limited ("**Select**" or "**the Company**") confirms that dispatch of the Renounceable Pro-Rata Rights Issue Prospectus, dated 26 June 2013, together with a personalised Entitlement and Acceptance Form, was completed today to all Eligible Shareholders.

As previously advised, the closing date for acceptances is 22 July 2013.

For and on behalf of the Board

Phil Warren
Company Secretary

SELECT EXPLORATION LIMITED

ACN 062 063 692

PROSPECTUS

For a renounceable pro rata offer of up to 83,109,074 Shares at an issue price of \$0.01 each on the basis of two Shares for every one Share held at the Record Date

THIS OFFER CLOSSES AT 5.00PM WST ON 22 JULY 2013.

VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.

Please read the instructions in this Prospectus and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your entitlement.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

THE SHARES OFFERED BY THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

CORPORATE DIRECTORY

Directors
Mr Ian Macliver (Non Exec. Chairman)
Mr Mark Titchener (Executive Director)
Ms Cherie Leeden (Non Exec. Director)
Mr Gary Seabrooke (Non Exec. Director)
Company Secretary
Mr Phil Warren
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Stock Exchange Listing
Australian Securities Exchange
ASX Code for Shares: SLT

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

IMPORTANT NOTICES

This Prospectus is dated 26 June 2013 and was lodged with ASIC on that date. ASIC and ASX take no responsibility for the contents of this Prospectus.

No Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus, being the expiry date of this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at 945 Wellington St, West Perth, WA 6005, Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 5.3).

The Company will apply to ASX within 7 days of the date of this Prospectus for Official Quotation by ASX of the Shares offered by this Prospectus.

The Shares offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks.

Acceptances for Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form sent with this Prospectus. The Entitlement and Acceptance Form sets out an Eligible Shareholders' entitlement to participate in the Offer.

Applications for Shortfall Shares must be made on the Entitlement and Acceptance Form if you are a Shareholder or the Shortfall Application Form if you are not a Shareholder. The issue of Shortfall Shares to Shareholders is in the absolute discretion of the Directors. More information on the Shortfall Offer is contained in Section 1.5.

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

No action has been taken to permit the offer of Shares under this Prospectus in any jurisdiction other than Australia, New Zealand, the Republic of Mauritius, Ireland, the Cayman Islands, the United Arab Emirates, Panama, the United Kingdom, India and Seychelles.

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 may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

PROPOSED TIMETABLE

Lodgement of Prospectus with ASIC and provision of copies to ASX Appendix 3B given to ASX	26 June 2013
Appendix 3B notice sent to eligible shareholders	28 June 2013
Existing Shares quoted on an "ex" basis and rights trading starts	1 July 2013
Record Date	5 July 2013
Prospectus and Entitlement and Acceptance Form sent to Eligible Shareholders	8 July 2013
Rights trading ends	15 July 2013
Shares quoted on a deferred basis	16 July 2013
Closing Date*	22 July 2013
ASX notified of under subscriptions	25 July 2013
Anticipated date for the issue of the Shares**	30 July 2013

* Subject to the Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the Shares.

** Indicative date only.

1. Details of the Offer

1.1 The Offer

The Company is making a renounceable, pro rata offer of Shares at an issue price of \$0.01 each to Eligible Shareholders on the basis of two Shares for every one Share held at 5.00 pm (WST) on the Record Date (**Offer**).

A maximum of 83,109,074 Shares will be issued pursuant to this Prospectus.

Where the determination of the entitlement of Eligible Shareholders results in a fraction of a Share, such fraction will be rounded down to the nearest whole Share.

The Prospectus is also for the offer of the Shortfall Shares. Shareholders are entitled to participate in the offer of the Shortfall Shares by completing the relevant sections of the Entitlement and Acceptance Form. Refer to Section 1.5 for further information and details of the Shortfall Offer.

Refer to Section 5.1 for a summary of the rights attaching to the Shares.

1.2 Purpose of the Offer

Completion of the issue of Shares offered by this Prospectus will result in an increase in the cash on hand of up to approximately \$831,090 (before payment of Offer costs). At 31 May 2013 the Company had approximately \$813,253 cash.

The cash of the Company as at 31 May 2013 and funds raised under the Offer are proposed to be expended as follows:

Description	A\$
1. Cash as at 31 May 2013	813,253
2. Funds raised under the Offer (before payment of Offer costs)	831,090
Total cash as at 31 May 2013 and funds raised under the Offer	1,644,343
1. Exploration activities	800,000
2. Appraisal and development activities	400,000
3. Working Capital	414,343
4. Costs of Offer	30,000
Total use of funds	1,644,343

If the amount raised under the Offer is less than the full amount of the Offer, the use of funds in the table above will be modified such that, depending on the amount raised, funds allocated to working capital will be reduced first, and then funds allocated to exploration activities will be reduced, if necessary.

Actual expenditure may differ significantly from the above estimates due to a number of factors including market conditions, the development of new opportunities, the results obtained from the staged approach to exploration, appraisal and development activities and other factors (including the risk factors outlined in Section 3).

Unallocated working capital may be utilised by the Company to pay for cost overruns in budgeted expenditures (if any), additional exploration and development expenditure and in the administration of the Company.

1.3 Your entitlement and acceptance

Your entitlement to participate in the Offer will be determined on the Record Date, being 5 July 2013. The entitlement of Eligible Shareholders receiving this Prospectus is shown on the Entitlement and Acceptance Form sent to Eligible Shareholders with this Prospectus.

You may accept all or only part of your entitlement. If your acceptance exceeds your entitlement, unless you apply for Shortfall Shares (refer to Section 1.5), acceptance will be deemed to be for your maximum entitlement and any surplus Application Monies will be returned (without interest).

1.4 Opening and Closing Dates

The Company will accept Entitlement and Acceptance Forms from the Record Date for determining Eligible Shareholders' entitlements, being 5 July 2013, until 5.00pm WST on the Closing Date, being 22 July 2013 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

1.5 Shortfall Offer

The Offer is not underwritten. In the event that not all Eligible Shareholders accept their full entitlement pursuant to the Offer, the Directors reserve the right, subject to any restrictions imposed by the Corporations Act and the Listing Rules, to issue the Shortfall Shares at their sole discretion (**Shortfall Offer**).

If the Directors exercise their sole discretion to issue the Shortfall Shares then, pursuant to this Prospectus, the Company will offer the Shortfall Shares as a separate offer.

Eligible Shareholders who take up their Entitlement in full may apply for Shortfall Shares on the Entitlement and Acceptance Form enclosed with this Prospectus. In addition, the Company may send a Shortfall Application Form with this Prospectus to the parties to whom the Company makes Shortfall Offers. Please note that the Shortfall Offer will remain open from the Closing Date for a period of three months from the Closing Date of the Offer or such shorter date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (**Shortfall Closing Date**). However, any Eligible Shareholders wishing to apply for Shortfall Shares on the Entitlement and Acceptance Form must ensure that the Entitlement and Acceptance Form is returned by the Closing Date. The Company will not accept any applications for the Shortfall Shares any later than the Shortfall Closing Date.

Shortfall Shares will be offered at an issue price of \$0.01 each which is the issue price at which the Offer has been made to Eligible Shareholders.

Applications for Shortfall Shares can only be made by completing and returning the Entitlement and Acceptance Form or the Shortfall Application Form which will be sent with this Prospectus to the parties to whom the Company makes Shortfall Offers.

In relation to the Shortfall Offer the Company reserves the right to issue to an Applicant a lesser number of Shortfall Shares than the number applied for on the Entitlement and Acceptance Form or Shortfall Application Form, reject an application or not proceed with the issuing of the Shortfall Shares or part thereof. If the number of Shortfall Shares issued is less than the number applied for in an Entitlement and Acceptance Form or Shortfall Application Form, surplus Application Monies will be refunded in full. Interest will not be paid on Application Monies refunded.

Refer to Section 2.7 for instructions as to how to apply for Shortfall Shares. If you are not an Eligible Shareholder and wish to participate in the Shortfall Offer, complete the Shortfall Application Form accompanying the Prospectus provided by the Company and return it with a cheque for the appropriate Application Monies in accordance with the instructions in Section 2.7.

1.6 Rights trading

The entitlements to Shares under the Offer are renounceable. Accordingly, there will be trading of Rights on ASX and you may dispose of your Entitlement to subscribe for Shares to another party. If you do not take up your Entitlement or dispose of your Rights to Shares under the Offer by the Closing Date, the Offer to you will lapse.

1.7 Entitlement and Acceptance Form

Acceptance of a completed Entitlement and Acceptance Form or Shortfall Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted. Neither the Entitlement and Acceptance Form nor the Shortfall Application Form needs to be signed to be a binding acceptance of Shares.

If the Entitlement and Acceptance Form or Shortfall Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance of an Entitlement and Acceptance Form or Shortfall Application Form as valid and how to construe, amend or complete the Entitlement and Acceptance Form or Shortfall Application Form is final.

1.8 Issue

All Shares offered by this Prospectus are expected to be issued, and security holder statements sent, on or before the date specified in the timetable.

It is the responsibility of Applicants to determine their allocation prior to trading in the Shares. Applicants who sell Shares before they receive their holding statements will do so at their own risk.

1.9 Application Monies held on trust

All Application Monies received for the Shares will be held in trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

1.10 ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for the official quotation of the Shares. If permission is not granted by ASX for the official quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or

such period as ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.11 CHESS

The Company participates in the Clearing House Electronic Subregister System, known as CHESS. ASTC, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

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

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored subregister, your statement will be sent by Security Transfer Registrars and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

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

1.12 Overseas Shareholders

The Offer is not being extended to any shareholders whose registered address is outside Australia, New Zealand, the Republic of Mauritius, Ireland, the Cayman Islands, the United Arab Emirates, the United Kingdom, Panama, India and Seychelles (together the **Eligible Countries**). The Company is of the view that it is unreasonable to make the Offer to shareholders outside the Eligible Countries, having regard to:

- (a) the number of those Shareholders;
- (b) the number and value of Shares to be offered to those persons; and
- (c) the cost of complying with overseas legal requirements.

The Prospectus and an accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer other than for Shareholders in the Eligible Countries. The Company is not required to make offers under the Prospectus to Shareholders other than in Australia and New Zealand. Where the Prospectus has been sent to Shareholders domiciled outside the Eligible Countries and where the country's securities code or legislation prohibits or restricts in any way the making of the Offer contemplated by the Prospectus, the Prospectus is provided for information purposes only.

However, pursuant to Listing Rule 7.7, the Company has appointed a nominee to sell the Entitlements to which non-qualifying foreign Shareholders are entitled. The net proceeds of the sale of these Entitlements will then be forwarded as soon as practicable to the non-qualifying foreign Shareholders, in proportion to their entitlement to such Entitlements.

The sale of the Entitlements of Shareholders whose registered address is outside the Eligible Countries will be at the prices and otherwise in such a manner as the nominee in its absolute discretion may determine. Any interest earned on the proceeds of the sale of such Entitlements will be applied against costs and expenses first but any balance will accrue to the Company.

Shareholders resident in the Eligible Countries holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up Entitlements under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

The Offer is being made in New Zealand in reliance on the New Zealand Securities Act (Overseas Companies) Exemption Notice 2013. This document is not a prospectus or investment statement under New Zealand law and has not been registered or filed with, or approved by, any New Zealand regulatory authority under or in accordance with the New Zealand Securities Act 1978 or any other relevant law in New Zealand. This document may not contain all the information that an investment statement, or a prospectus under New Zealand law is required to contain.

Notwithstanding the above, the Company may (in its absolute discretion) extend the Offer to certain institutional shareholders who have registered addresses outside the Eligible Countries in accordance with applicable law.

1.13 Risk factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are in Section 3.

1.14 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders. As a result, Shareholders should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

1.15 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the financial year ended 31 December 2012 is in the Annual Financial Report which was lodged with ASX on 2 April 2013.

The Company's continuous disclosure notices (i.e. ASX announcements) since 2 April 2013 are listed in Section 5.3.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that Shareholders review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.16 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form or Shortfall Application Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's security holding in the Company.

By submitting an Entitlement and Acceptance Form or Shortfall Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Acceptance.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.17 Enquiries concerning Prospectus

Enquiries concerning the Entitlement and Acceptance Form can be obtained by contacting Security Transfer Registrars by telephone on (08) 9315 2333.

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on (08) 9322 7600.

2. Action required by Shareholders

2.1 Acceptance of Shares under this Prospectus

Should you wish to accept all of your Entitlement to Shares, then applications for Shares under this Prospectus must be made on the Entitlement and Acceptance Form which accompanies this Prospectus or by completing a BPAY® payment, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque for the Application Monies indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Select Exploration Limited" and lodged and received at any time after the issue of this Prospectus and on or before the Closing Date at the Company's share registry (by delivery or by post) at:

By delivery Security Transfer Registrars Pty Ltd
770 Canning Highway, Applecross WA 6153, Australia,

By Post Security Transfer Registrars Pty Ltd
PO Box 535, Applecross WA 6953, Australia

If you wish to pay via BPAY® you must follow the instructions in the Entitlement and Acceptance Form. You will be deemed to have accepted your Entitlement upon receipt of the BPAY® payment by the Company. Eligible Shareholders who elect to pay via BPAY® do not need to return their completed Entitlement and Acceptance Form. If you elect to pay via BPAY® then your payment must be made before 4.00pm (WST) on the Closing Date. Please read the instructions carefully.

The Company will not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment.

2.2 If you wish to sell all your Entitlement on the ASX

Should you wish to sell all of your Entitlement on the ASX, complete the section on the back of the accompanying Entitlement and Acceptance Form marked "Instructions to Your Stockbroker" and lodge the form with your stockbroker.

Rights trading on the ASX commences on 1 July 2013 and the sale of your Rights must be completed by the close of trading on the ASX on 15 July 2013 when Rights trading ceases.

2.3 If you wish to take up part of your Entitlement and sell the balance of your Entitlement on the ASX

Should you wish to take up part of your Entitlement and sell the balance of your Entitlement on the ASX, complete the accompanying Entitlement and Acceptance Form for that part of your Entitlement that you wish to accept, and also complete the section on the back of the Entitlement and Acceptance Form marked "Instructions to your Stockbroker" for the balance of the Entitlement that you wish to sell on the ASX. Lodge the completed Entitlement and

Acceptance Form with your stockbroker, together with your payment for the amount due in respect of the Entitlement you intend to take up (being the number of Shares which you wish to accept multiplied by \$0.01).

Rights trading commences on the ASX on 1 July 2013 and the sale of your Rights must be completed by the close of trading on the ASX on 15 July 2013, when Rights trading ceases.

2.4 If you wish to transfer all or part of your Entitlement to another person other than on the ASX

Should you wish to transfer all or part of your Entitlement to another person other than on the ASX, forward a completed standard renunciation or transfer form (obtainable from your stockbroker or from the share registry, Security Transfer Registrars) together with your Entitlement and Acceptance Form completed by both the transferor and transferee and the transferee's payment for the amount due in respect of the Entitlement to be taken up by the transferee (being the number of Shares taken up by the transferee multiplied by \$0.01) to the share registry so that it is received at any time after the issue of this Prospectus and on or before the Closing Date at the Company's share registry (by delivery or by post) at the addresses listed in Section 2.1.

2.5 If you wish to take up part of your Entitlement only

Should you wish to only take up part of your Entitlement, then applications for Shares under this Prospectus must be made on the Entitlement and Acceptance Form which accompanies this Prospectus or by completing a BPAY® payment in respect of the portion of your Entitlement you wish to take up, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of Shares you wish to accept and the Application Monies (calculated at \$0.01 per Share accepted), and attach a cheque for the appropriate Application Monies.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Select Exploration Limited" and lodged and received at any time after the issue of this Prospectus and on or before the Closing Date at the Company's share registry (by delivery or by post) at the addresses listed in Section 2.1.

If you wish to pay via BPAY® you must follow the instructions in the Entitlement and Acceptance Form. You will be deemed to have accepted your Entitlement upon receipt of the BPAY® payment by the Company. Eligible Shareholders who elect to pay via BPAY® do not need to return their completed Entitlement and Acceptance Form. If you elect to pay via BPAY® then your payment must be made before 4.00pm (WST) on the Closing Date. Please read the instructions carefully.

The Company will not be responsible for any postal or delivery delays or delay in the receipt of the BPAY® payment.

2.6 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything.

The Entitlement may be valuable and the Company urges Shareholders who decide not to take up all or part of their Entitlement to seek to sell their Entitlement rather than allow it to lapse. However, the number of Shares you hold and the rights attaching to those Shares will not be affected should you choose not to accept any of your Entitlement.

2.7 Shortfall

If you wish to apply for Shares in excess of your Entitlement by applying for Shortfall Shares you may do so by completing the relevant sections of the Entitlement and Acceptance Form which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form (see Section 1.5). Any Shares applied for in excess of your Entitlement will be made under the Shortfall Offer and will be issued at the complete discretion of the Directors. Please read the instructions carefully.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Select Exploration Limited" and lodged at any time after the issue of this Prospectus and no later than 5.00pm (WST) on the Closing Date at the Company's share registry (by delivery or by post) at the addresses listed in Section 2.1.

In addition, the Company may send a Shortfall Application Form with this Prospectus to the parties to whom the Company makes Shortfall Offers. Completed Shortfall Application Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Select Exploration Limited" and lodged at any time after the issue of this Prospectus and no later than 5.00pm (WST) on the Shortfall Closing Date at the Company's share registry (by delivery or by post) at the addresses listed in Section 2.1.

2.8 Enquiries concerning your entitlement

If you have any queries concerning your Entitlement please contact Security Transfer Registrars, 770 Canning Highway, Applecross WA 6153, Australia, on Telephone: (08) 9315 2333.

3. Risk Factors

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Shareholders should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

3.1 Risks specific to the Company

(a) Exploration Risk – Early Stage and Weather Delays

The Company's tenements (**Tenements**) are at the early stages of exploration, and potential investors should understand that mineral exploration is a high-risk undertaking, only occasionally providing high rewards.

The Tenements are speculative in nature. The conceptual exploration targets identified are based on ground surveys and the interpretation of geological structures and have been subject to limited exploration. The Company's projects (**Projects**) represent a regional exploration play.

The Company's proposed exploration activities including its drilling programme may be impacted by weather conditions and the availability of drill rigs when required. The wet season in southern Tanzania generally occurs from December to April during which time access to the Project areas may be limited and drilling may not be able to be undertaken.

(b) Budget Risk

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

(c) Country Risk

The Projects are based in Tanzania. Tanzania is a developing country with a multi-party democracy which has successfully evolved over the past decade into having established an expanding mining industry.

The Company will be subject to the risks associated with operating in Tanzania. Such risks include economic, social or political change, changes in law affecting foreign investment, taxation, working conditions, rates of exchange, exploration licencing, export duties, repatriation of income or return of capital, environmental protection,

mine safety, labour relations as well as government control over mineral properties or government regulations.

Changes to Tanzania's mining or investment policies and legislation or a shift in political attitude may adversely affect the Company's operations and profitability.

Any future material adverse changes in government policies or legislation in Tanzania that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Projects.

(d) Uranium as a source of energy

Nuclear energy is in direct competition with other more conventional sources of energy including gas, coal and hydro-electricity.

Furthermore, any potential growth of the nuclear power industry (and increase in demand for uranium) beyond its current level will depend on the continued and increased acceptance of nuclear technology as a means of generating electricity. The nuclear industry is subject to some negative public opinion owing to political, technological and environmental factors. This may have an adverse impact on the demand for uranium and increase the regulation of uranium mining.

One of the arguments in favour of nuclear energy is its lower emissions of carbon dioxide per unit of power generated compared to coal and gas. Alternative energy systems such as wind or solar also have no or very low carbon emissions. However, to date these have not been cost effective enough to be used for large scale base load power. Technology changes may occur that make alternative energy systems more efficient, reliable or cost-effective.

(e) Exploration and Mining within Game and Forest Reserves

Pursuant to the Mining Act 2010 of Tanzania, the holder of a mineral right shall not exercise any of his rights under the licence or under the Mining Act 2010 in respect of land in any game reserve declared under the Wildlife Conservation Act, except with the written consent of the authority having control over the reserve. A portion of some of the Company's Selous Project Tenements are located within the Selous Game Reserve, which is a World Heritage Site under UNESCO. The Company will comply with the protocol outlined in the Mining Act 2010 and seek to be granted permission from the Ministry of Natural Resources and Tourism to undertake coal and uranium exploration on the portion of the Selous Project tenements that fall within the game reserve during certain periods every year. The Company may also require additional approvals from the Ministry of Natural Resources and Tourism and UNESCO to progress from the exploration phase to the development and mining phases of operations. If mining occurs, the Ministry of Natural Resources and Tourism would prefer underground mining. Failure to obtain approvals for mining or the imposition of restrictive conditions on mining activities making the project uneconomic may have a material adverse effect on the business operations of the Company.

Also pursuant to the Mining Act 2010 of Tanzania, the written consent of the Ministry of Natural Resources and Tourism will be required prior to exploration commencing on any portion of the Tenements that falls within a forest reserve. The Company is not aware of any forest reserves that would affect the Tenements. As part of exploration activities, the Company will continue to assess whether any portion of the Tenements falls within a forest reserve. Prior written permission must be

obtained from the relevant authority in order to undertake exploration and mining activities within forest reserves. However, where approval is refused by the concerned authority then this would likely have an adverse effect on the Company's activities in that area.

(f) Tenement Title

Interests in tenements in Tanzania are governed by legislation and are evidenced by the granting of licences. Each licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise.

All of the Tenements in which the Company has or may earn an interest in will be subject to applications for renewal or grant (as the case may be). Tenements are granted on a first come first served basis, providing there are not any overlaps or competing applications. The renewal of the term of each Tenement is mandatory unless the licenceholder is in default and fails to remedy any default upon being served such notice. If a Tenement is not renewed or granted, the Company may suffer significant damage through loss of investment and the opportunity to develop and discover any mineral resources on that Tenement.

Section 8(6) of the Mining Act 2010 of Tanzania imposes a limit of 20 tenements to be held by an entity and its directors and shareholders. Provided that neither of the Company's two Tanzanian subsidiaries have a common director or common direct shareholders, and neither of the entities individually hold more than 20 granted tenements then there will not be a breach of Section 8(6). Due to the fact that Section 8(6) has not been judicially interpreted there is a risk however that the relevant Tanzanian Authority may interpret Section 8(6) such that entities which control the shareholders of the Tanzanian subsidiaries holding the tenements (ie. holding companies up the corporate chain) should be included in the 20 licence limit. The Company has been advised by its legal advisers in Tanzania that there are no examples of this occurring to date and that the Company could challenge such an interpretation through a judicial review by the Tanzanian courts on the grounds of illegality should the Tanzanian Authority take such an interpretation.

(g) Legal System - Tanzania

The legal system operating in Tanzania is based on a number of sources including English common law, statutes, and customary law and may be less developed than more established countries. This may result in risk such as:

- (i) political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute;
- (ii) a higher degree of discretion on the part of governmental agencies supervising the minerals and energy sector;
- (iii) the lack of political or administrative guidance on implementing applicable rules and regulations;
- (iv) inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions; or

(v) relative inexperience of the judiciary and court in such matter.

The commitment to local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to tenements and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance joint ventures, tenements, license applications or other legal arrangements will not be adversely affected by the actions of the government authorities or others and the effectiveness of, and enforcement of, such arrangements cannot be assured.

(h) Reliance on key management

The Company is reliant on a number of key personnel employed or engaged by the Company. Loss of such personnel may have a materially adverse impact on the performance of the Company.

The Board is aware of the need to have sufficient management to properly supervise the exploration and (if successful) for the development of the projects in which the Company has, or will in the future have, an interest and the Board will continually monitor the management roles in the Company.

As the Company's operations require an increased level of involvement, the Board will look to appoint additional management and/or consultants when and where appropriate to ensure proper management of the Company's projects. However, there is a risk that the Company may not be able to secure personnel with the relevant experience at the appropriate time which may impact on the Company's ability to complete all of its preferred exploration programmes in its preferred timetable.

(i) Additional requirements for capital

The future capital requirements of the Company will depend on many factors including the results of future exploration and business development activities. The Company believes its available cash and resources following the Offer should be adequate to funds its obligations in respect of its exploration work programme, business development activities and other objectives. Should the Company's exploration programme be successful in identifying coal and/or uranium bearing stratigraphy, additional funds will be required to advance the project to a resource stage.

Additional funding may be raised by the Company via the issues of equity, debt or a combination of debt and equity. 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 programs or enter into joint venture arrangements to reduce expenditure and this could have a material adverse effect on the Company's activities. Unfavourable market conditions may adversely affect the Company's ability to raise additional funding regardless of the Company's operating performance.

(j) New projects and acquisitions, joint ventures and dilution

The Company has to date, and will continue to actively pursue and assess, other new business opportunities particularly those in the resources sector. These new

business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, or direct equity participation.

The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies already advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess, at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or the raising of additional capital (if available). Further, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

Furthermore, any new project or business acquisition may change the risk profile of the Company, particularly if the new project is located in another jurisdiction, involves a new commodity and/or changes the Company's capital/funding requirements.

Should the Company propose or complete the acquisition of a new project or business activity, investors should re-assess their investment in the Company in light of the new project/business activity.

The consideration payable in respect of any such acquisition may consist wholly or partly of new Shares, in which case the Shareholding of existing Shareholders will be diluted. Further, the Company may seek to raise additional capital to fund acquisitions or for other purposes, by issue of new Shares. This may also have the effect of diluting the Shareholdings of existing Shareholders. The Company may elect to fund acquisitions using existing or new bank facilities. The Directors will adopt prudent financial practices in assessing the appropriate funding mix.

Subject to relevant joint venture agreements, the Company cannot control the actions of joint venturers, and therefore, cannot guarantee that joint ventures will be operated or managed in accordance with the Company's preferred direction or strategy.

3.2 Mining Industry Risks

(a) Exploration Risk

Mineral exploration by its nature is a high risk activity and there can be no guarantee of exploration success on the Projects. There can be no assurance that exploration of the Tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

Further, exploration involves certain operating hazards, such as failure and or breakdown of equipment, adverse geological, seismic and geotechnical conditions, industrial accidents, labour disputes, adverse weather conditions, pollution and other environmental hazards and risks.

Whilst the Directors' will make every effort to reduce this risk, the fact remains that the discovery and development of a commercially viable resource is the exception rather than the rule.

(b) Payment Obligations

Pursuant to the licences comprising the Projects the Company will become subject to payment and other obligations. In particular, licence holders are required to expend the funds necessary to meet the minimum work commitments attaching to the tenements. Failure to meet these work commitments will render the licence liable to be cancelled. Further, if any contractual obligations are not complied with when due, in addition to any other remedies that may be available to other parties, this could result in dilution or forfeiture of the Company's interest in the Projects.

(c) Commodity price Volatility and Exchange Rate Risks

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to price and exchange rate risks. Commodity prices (including coal and uranium) fluctuate and are affected by many factors beyond the control of the Company including the international supply and demand for commodities, the quality of the minerals produced, actions taken by governments, forward selling activities and other macro-economic factors.

Furthermore, the Company has an interest in coal and uranium projects located in Tanzania. As a consequence the Company will be subject to foreign exchange risk generally and in particular to exchange fluctuations affecting the relative and absolute value of the Australian dollar and Tanzanian shilling. Should the Company develop a producing operation, any sale of coal and/or uranium will likely be in United States dollars which leaves the Company exposed to exchange rate fluctuations between the Australian dollar, Tanzanian shilling and United States dollar.

(d) Environmental risk

Coal and uranium mining are industries that have become subject to increasing environmental responsibility and liability. The potential for liability is an ever present risk. Future legislation and regulations governing coal and/or uranium production may impose significant environmental obligations on the Company in relation to coal and/or uranium mining. The Company intends to conduct its activities in a responsible manner which minimises its impact on the environment, and in accordance with applicable laws.

The operations and proposed activities of the Company are subject to regulations concerning the environment. The Government and other authorities that administer and enforce environmental laws determine these requirements. As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances, which could subject the Company to extensive liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

3.3 General Risks

(a) **Market Conditions and other Economic risks**

General economic conditions, movements in interest and inflation rates, commodity prices and currency exchange rates may have an adverse effect on the Company's exploration and any future development and production activities, as well as on its ability to fund those activities. In particular, 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) interest rates and inflation rates;
- (iii) currency fluctuations;
- (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. Further, share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) **Changes in Government Policies and Legislation**

Any material adverse changes in government policies or legislation of Australia, Tanzania or any other country that the Company may acquire economic interests in may affect the viability and profitability of the Company.

(c) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(d) Competition

There is a risk that the Company will not be able to continue to compete profitably in the competitive industry in which it intends to operate. The potential exists for the nature and extent of the competition to change rapidly, which may cause loss to the Company.

(e) Insurance

The Company will, where possible and economically practicable, endeavour to mitigate some project and business risks by procuring relevant insurance cover. However, such insurance cover may not always be available or economically justifiable and the policy provisions and exclusions may render a particular claim by the Company outside the scope of the insurance cover.

While the Company will undertake all reasonable due diligence in assessing the creditworthiness of its insurance providers, there will remain the risk that an insurer defaults in payment of a legitimate claim by the Company under an insurance policy.

3.4 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 Shares offered under this Prospectus

Therefore, the Shares 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 Shares.

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 Shares pursuant to this Prospectus.

4. Effect of the Offer

4.1 Capital Structure on completion of the Offer

	Number of Shares	Number of Options	Number of Performance Shares
Balance at the date of this Prospectus	41,554,537	34,312,671 ¹	50,000,000
To be issued under the Offer	83,109,074	-	-
Balance after the Offer (if fully subscribed)	124,663,611	34,312,671	50,000,000

1. These Options comprise:

- (a) 3,018,785 listed Options (exercise price \$0.20, expiry date 31 July 2013)
- (b) 3,850,000 unlisted Options (exercise price \$0.36, expiry date 30 June 2016)
- (c) 27,443,886 listed Options (exercise price \$0.35, expiry date 30 September 2015)

4.2 Pro Forma Statement of Financial Position

Basis of Preparation

The pro-forma statement of financial position has been prepared in accordance with the draft ASIC Guide to Disclosing Pro-Forma Financial Information (issued July 2005).

The pro forma balance sheets have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the unaudited statement of financial position as at 31 May 2013 that has then been adjusted to reflect the material transactions in the notes below.

Pro-Forma Balance Sheet

	31 May 2013 Unaudited \$	Pro-Forma Adjustments \$	Pro-forma 31 May 2013 Post Offer Unaudited \$
Current assets			
Cash and cash equivalents	813,253	801,090	1,614,343
Trade and other receivables	90,742	-	90,742
Total current assets	903,995	801,090	1,705,085
Non-current assets			
Exploration and evaluation expenditure	7,815,000	-	7,815,000
Total non-current assets	7,815,000	-	7,815,000
Total assets	8,718,995	801,090	9,520,085
Current liabilities			
Trade and other payables	58,449	-	58,449
Total current liabilities	58,449	-	58,449
Total liabilities	58,449	-	58,449
Net assets	8,660,546	801,090	9,461,636
Equity			
Contributed equity	49,294,659	801,090	50,095,749
Reserves	540,686	-	540,686
Accumulated losses	(41,174,799)	-	(41,174,799)
Total equity	8,660,546	801,090	9,461,636

Pro-forma adjustments

1. Receipt of \$831,090 gross proceeds from the Offer of 83,109,074 Shares less costs of the Offer of \$30,000.

4.3 Market price of Shares

The highest and lowest market sale prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: \$0.15 per Share on 3 April 2013

Lowest: \$0.02 per Share on 25 June 2013

The latest available market sale price of the Company's Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.02 per Share on 25 June 2013.

4.4 Dividend policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

5. Additional information

5.1 Rights attaching to Shares

A summary of the rights attaching to Shares in the Company is set out below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

The Shares to be issued under this Prospectus will rank equally with the existing Shares.

(a) General meeting and notices

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

(b) Voting rights

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

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

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

(c) Issues of further Shares

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

(d) Variation of Rights

Unless otherwise provided by the Constitution or by the terms of issue of a class of shares, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares

of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

(e) Transfer of Shares

Subject to the Constitution, the Corporations Act and Listing Rules, Shares are freely transferable.

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

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

(f) Partly paid Shares

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

(g) Dividends

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

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

(h) Winding up

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

(i) Dividend reinvestment and Share plans

Subject to the requirements in the Corporations Act and the Listing Rules, the Directors may implement and maintain dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company) and any other share plans (under which any member may elect to forego any dividends that may be payable on

all or some of the shares held by that member and to receive instead some other entitlement, including the issue of fully paid shares).

(j) Directors

The Constitution states that the minimum number of Directors is 3.

(k) Powers of the Board

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Constitution, the Directors have the power to manage the business of the Company and may exercise every right, power or capacity of the Company.

(l) Share buy backs

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

(m) Unmarketable parcels

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

If a Shareholder does not want his Shares sold, he may notify the Company accordingly.

(n) Capitalisation of profits

The Company may capitalise profits. Subject to the Constitution and the terms of the issue of shares, members are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

(o) Capital reduction

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

(p) Preference Shares

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

5.2 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules of ASX.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.4 below).

5.3 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the issue, a copy of:

- (a) the Annual Financial Report of the Company for the year ended 31 December 2012, being the last financial year for which an annual financial report has been lodged with ASIC in relation to the Company before the issue of this Prospectus; and
- (b) the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Financial Report referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

Date Lodged	Subject of Announcement
19 April 2013	Notice of Annual General Meeting and Proxy Form
30 April 2013	Quarterly Activities and Cashflow Report
03 May 2013	Appendix 3B
24 May 2013	Results of Meeting
31 May 2013	Resignation of Managing Director
31 May 2013	Appendix 3Z
19 June 2013	Appendix 3B
21 June 2013	Rights Issue and Investor Update
21 June 2013	Letter to Optionholders
25 June 2013	Letter to Optionholders – Expiry of Options

The following documents are available for inspection throughout the application period of this Prospectus during normal business hours at the registered office of the Company at 945 Wellington Street, West Perth, WA, 6005,

- (i) this Prospectus;
- (ii) Constitution; and
- (iii) the consents provided by the Directors to the issue of this Prospectus.

5.4 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules, and which is required to be set out in this Prospectus.

5.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

5.6 Directors' interests

(a) Interests

Except as disclosed in this Prospectus, no Director or proposed director, and no firm in which a Director or proposed director has an interest:

- (i) has any interest, nor has had any interest in the last two years prior to the date of this Prospectus, in the formation or promotion of the Company, the Offer or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (ii) has been paid or given, or will be paid or given, any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Offer.

(b) Directors' Holdings

Set out in the table below are details of the Directors' relevant interests in the Shares and Options of the Company and their Entitlements at the date of this Prospectus:

Director	No. of Shares Held ⁽¹⁾	No. of Options Held ⁽¹⁾⁽⁴⁾	Entitlement to Subscribe for Shares ⁽²⁾⁽³⁾
Ian Macliver	945,841	472,920	1,891,682
Mark Titchener	1,600,000	800,000	3,200,000
Cherie Leeden	114,242	57,121	228,484
Gary Seabrooke	609,592	304,796	1,219,184

- (1) Held directly or indirectly by the Director or a related party of the Director.
- (2) Entitlement to subscribe for Shares that will be held directly or indirectly.
- (3) The Directors may take up all or part of their Entitlements.
- (4) Listed Options each exercisable at \$0.35 on or before 30 September 2015.

(c) Remuneration of Directors

In accordance with the Constitution, the Shareholders have approved an aggregate amount of up to \$250,000 per annum to be paid as non-executive Directors' fees.

The Directors have resolved that as of 30 April 2013 each of the non-executive Director and non-executive Chairman have their fees suspended until determined otherwise. Payment of non-executive Directors' fees to Mr Gary Seabrooke was

suspended as of 30 November 2012. Payments of Directors' fees will be in addition to any payments to Directors in any employment capacity.

As of 1 May 2013 Mr Mark Titchener receives \$100,000 (inclusive of superannuation) per annum as the executive Director of the Company.

Directors have received the following remuneration for the current and preceding financial years being the full financial year to 31 December 2012 and the part financial year to 31 May 2013 (the Company has a 31 December financial year end):

Directors	Year	Salary & Fees \$	Superannuation \$	Share Based Payments \$	Total
Ian Macliver	1 Jan to 31 May 2013 ⁽¹⁾	25,000	-	-	25,000
	31 Dec 2012	45,833	-	-	45,833
Mark Titchener	1 Jan to 31 May 2013	58,333	-	-	58,333
	31 Dec 2012	58,333	-	-	58,333
Cherie Leeden	1 Jan to 31 May 2013 ⁽¹⁾	16,667	-	-	16,667
	31 Dec 2012	41,797	-	-	41,797
Gary Seabrooke	1 Jan to 31 May 2013 ⁽²⁾	-	-	-	-
	31 Dec 2012	37,500	-	-	37,500

(1) As noted above, payment of Mr Macliver's and Ms Leeden's Directors' fees was suspended from 30 April 2013.

(2) As noted above, payment of Mr Seabrooke's Director's fees was suspended from 30 November 2012.

(d) Other Interests

(i) The Company acquired its tenements from Indigo Metals Limited (**Indigo**). Indigo holds 15,743,194 Shares and 4,000,000 listed Options (exercise price \$0.35, expiry date 30 September 2015). The Directors each hold 19%, and collectively hold 76%, of Indigo but Indigo is controlled independently of the Directors. Each Director has no relevant interest in the Shares and Options held by Indigo. However, for good corporate governance purposes the Directors consider it appropriate to disclose the Shares held by Indigo in this Section.

(ii) Grange Consulting provides company secretarial, financial management and general corporate services to the Company and provides the Company with a fully serviced office, including full secretarial support, office administration services and support. Grange Consulting currently receives

\$10,000 (plus GST) per month for the services and \$3,000 (plus GST) per month for rent. Grange Consulting will receive approximately \$10,000 for services provided in relation to the preparation of this Prospectus. Mr Ian Macliver, a Director of the Company is the managing director and a shareholder of Grange Consulting. Mr Phil Warren, the Company Secretary of the Company is also a director and shareholder of Grange Consulting. The Company has paid Grange Consulting the following fees in the two year period ended 31 May 2013:

- (A) Company secretarial, financial management and administration fees - \$254,375.
 - (B) Rent - \$21,000.
 - (C) Corporate advisory fees - \$125,000.
- (iii) The Company has consulting services agreements with Cypress Management pursuant to which employees and advisers to Cypress Management provide geological and other consulting services to the Company. These agreements expire on 30 June 2013 and the Company does not intend to renew the agreements. Mr Ian Macliver, Ms Cherie Leeden and Mr Mark Titchener each have a 33.33% beneficial shareholding interest in Cypress Management. The Company has paid Cypress Management a total of \$174,045 for consultancy services provided in the two year period ended 31 May 2013.

5.7 Interests of Other Persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Offer or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Offer.

5.8 Expenses of issue

The estimated expenses of the issue are as follows:

	\$
ASIC lodgement fee	2,171
ASX quotation fee	4,028
Legal and preparation expenses	19,801
Printing, mailing and other expenses	4,000
Total	30,000

6. Authorisation

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of the Company by:



Mark Titchener

Executive Director

Dated: 26 June 2013

7. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

Acceptance means a valid application for Shares made pursuant to this Prospectus on an Entitlement and Acceptance Form.

Annual Financial Report means the financial report lodged by the Company with ASIC in respect to the year ended 31 December 2012 and includes the corporate directory, Shareholder information, Directors' declaration, financial statements and the notes thereto, of the Company and its controlled entities for the year ended 31 December 2012, together with a Directors' report in relation to that financial year and the auditor's report for the year to 31 December 2012.

Applicant means a person who submits an Entitlement and Acceptance Form or Shortfall Application Form.

Application Monies means application monies for Shares received by the Company.

ASIC means Australian Securities and Investments Commission.

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

ASX means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the Directors meeting as a board.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date means the date identified as such in the proposed timetable or such later date as the Directors may determine.

Company means Select Exploration Limited ACN 062 063 692.

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means Corporations Act (Cth) 2001.

Directors mean the directors of the Company as at the date of this Prospectus.

Eligible Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is in Australia, New Zealand, the Republic of Mauritius, Ireland, the Cayman Islands, the United Arab Emirates, the United Kingdom, Panama, India and Seychelles.

Entitlement means an Eligible Shareholder's entitlement to Shares under the Offer as determined on the Record Date.

Entitlement and Acceptance Form or Form means the entitlement and acceptance form attached to this Prospectus that sets out the entitlement of Shareholders to subscribe for Shares pursuant to the Offer.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHES.

Listing Rules means the Listing Rules of ASX.

Offer means as defined in Section 1.1.

Official List means the official list of ASX.

Official Quotation means quotation of Shares on the Official List.

Option means the right to acquire one Share.

Prospectus means this prospectus dated 26 June 2013.

Record Date means the date specified as such in the proposed timetable.

Rights means the right to an Entitlement.

Section means a section of this Prospectus.

Security Transfer Registrars means Security Transfer Registrars Pty Ltd ACN 008 894 488.

Shareholder means a holder of Shares.

Share means a fully paid ordinary share in the capital of the Company.

Shortfall Application Form means the application form attached to this Prospectus to subscribe for Shortfall Shares.

Shortfall Closing Date is as defined in Section 1.5.

Shortfall Offer is as defined in Section 1.5.

Shortfall Shares means that number of the Shares that have not validly been applied for under the Offer by the Closing Date.

WST means Western Standard Time, being the time in Perth, Western Australia.

\$ means Australian dollars.