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INTO THE UNITED STATES, OR TO US PERSONS**

**SPRINTEX LIMITED
ABN 38 106 337 599**

PROSPECTUS

For a non-renounceable pro rata offer to Eligible Shareholders of approximately 211,453,567 New Options at an issue price of \$0.001 per New Option on the basis of 1 New Option for every 4 Existing Shares held to raise up to approximately \$211,454 before issue costs

Important Notice

This document is important and should be read in its entirety (including the 'Risk Factors' in **section 5**) before deciding whether to apply for New Options. If after reading this Prospectus you have any questions about the New Options being offered under this Prospectus, then you should consult your stockbroker, accountant or other professional adviser.

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

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

IMPORTANT NOTES

This Prospectus is dated 1 July 2013 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX take no responsibility for the content of this Prospectus. No New Options 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 Options 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. Refer to **section 1.11** for treatment of overseas shareholders. Applications for New Options 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 this 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.

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 5** of this Prospectus) that could affect the performance of the Company before making an investment decision.

Investors should note that past Share price performance of the Company provides no guidance to its future Share price performance. Neither the Company nor any other person warrants or guarantees the future performance of the New Options or any return on any investment made pursuant to this Prospectus.

The words “anticipate”, “believe”, “expect”, “project”, “forecast”, “estimate”, “likely”, “intend”, “should”, “could”, “may”, “target”, “plan” and other similar expressions are intended to identify forward looking statements. The forward looking statements in this Prospectus are based on the Company’s current expectations about future events. They are, however, subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and its Directors, that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by the forward looking statements in this Prospectus. Investors should specifically refer to the ‘Risk Factors’ in **section 5** of this Prospectus. That section refers to some but not all of the matters that may cause actual results to differ from the position stated in any forward looking statement in this Prospectus.

Cooling-off rights do not apply to a subscription for New Options under the Offer. This means that you cannot withdraw your Application once it has been submitted except as required by law. Once the New Options are issued and quotation is granted by ASX you may sell your New Options on market.

Some words and expressions used in this Prospectus have defined meanings which are explained in **section 8**.

ELECTRONIC PROSPECTUS

A copy of this Prospectus can be downloaded from the website of the Company at <http://www.sprintex.com.au>, or the ASX website. Any person accessing the electronic version of this Prospectus for the purposes of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person the Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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APPLICATION FORM

SUMMARY OF IMPORTANT DATES

Lodgement Date	1 July 2013
"Ex" date	4 July 2013
Record date to determine Entitlements	10 July 2013
Prospectus with Application Form dispatched	16 July 2013
Offer opens for receipt of Applications	16 July 2013
Closing date for acceptances	5pm (WST) on 6 August 2013
New Options quoted on a deferred settlement basis	7 August 2013
Notify ASX of under subscriptions	8 August 2013
Allotment and issue of New Options	12 August 2013
Dispatch of holding statements	13 August 2013
Normal trading of New Options	13 August 2013

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules and Corporations Act.

LETTER FROM THE MANAGING DIRECTOR

1 July 2013

Dear Shareholder

Sprintex Limited is pleased to offer Eligible Shareholders the opportunity to apply for 1 New Option for every 4 Existing Shares held at the Record Date at an issue price of \$0.001 per New Option, exercisable at \$0.02 on or before 30 June 2014.

The details of the Offer of New Options are described in this Prospectus. You should receive a personalised Application Form with this Prospectus, but if you are in any doubt, please contact the Company's Share Registry.

Please note that the Closing Date for acceptances under the Offer is 5pm (WST) on 6 August 2013. If you wish to participate in this Offer it is essential that your completed Application Form reaches the Company's Share Registry by this time. The completed Application Form and Application Money should be sent to the Share Registry by post addressed to Sprintex Limited c/- Advanced Share Registry Services, 150 Stirling Highway, Nedlands WA 6009.

Please read this Prospectus carefully before deciding whether or not to invest. An investment in the Company contains specific risks which you should consider before making that decision.

If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional advisor.

I look forward to your continuing support.

Yours sincerely

Steven Apedaile

**MANAGING DIRECTOR
SPRINTEX LIMITED**

1 DETAILS OF THE OFFER

1.1 The Issue

A non-renounceable pro rata offer to Eligible Shareholders of approximately 211,453,567 New Options on the basis of 1 New Option for every 4 Existing Shares held at the Record Date at an issue price of \$0.001 per New Option to raise up to approximately \$211,454 before issue costs.

The New Options are exercisable at \$0.02 on or before 30 June 2014.

1.2 No Minimum Subscription

There is no minimum subscription for the Offer.

1.3 Underwriting

The Offer is not underwritten.

1.4 Entitlement to Rights Issue

Eligible Shareholders who are on the Company's Share Register at 5pm (WST) the Record Date are eligible to participate in the Offer.

Fractional Entitlements will be rounded up to the nearest whole number of New Options. For this purpose, holdings in the same name are aggregated for calculation of Entitlements, to the extent permitted by the Listing Rules. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements, to the extent permitted by the Listing Rules.

An Application Form setting out your Entitlement to New Options accompanies this Prospectus.

1.5 Acceptances

This Offer may be accepted in whole or in part prior to 5.00pm (WST) on 6 August 2013 subject to the rights of the Company to extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in **section 3** and on the Application Form which accompanies this Prospectus.

1.6 No Rights Trading

The Offer is non-renounceable. This means that the Rights of Eligible Shareholders to subscribe for New Options under this Prospectus are not transferable and there will be no trading of Rights on ASX. Eligible Shareholders who choose not to take up their Rights will receive no benefit and their shareholding in the Company will be diluted as a result of any future exercise of New Options by Eligible Shareholders who chose to take up their Rights under the Offer.

1.7 Effect of the Offer on the Control of the Company

The Offer will not have any effect on the control of the Company.

1.8 Allotment and Application Money

New Options will be issued only after all Application Money has been received and ASX has granted permission for the New Options to be quoted. It is expected that New Options will be issued on 12 August 2013 and normal trading of the New Options on ASX is expected to commence on 13 August 2013.

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

1.9 Quotation

Application will be made within seven days of the date of issue of this Prospectus for the New Options to be granted Official Quotation by ASX. If such an application is not made within these seven days, or Official Quotation of the New Options is not granted by ASX within three months of the date of this Prospectus, then the Company will not allot or issue any New Options and all Application Money received pursuant to this Prospectus will be repaid as soon as practicable, without interest.

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

1.10 Issue Outside Australia and New Zealand

This Prospectus does not constitute an offer of New Options 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 New Options or the Issue or otherwise to permit an offering of the New Options in any jurisdiction outside Australia and New Zealand.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

1.11 Treatment of Overseas Shareholders

The Offer in this Prospectus is not being extended to any Shareholder, as at the Record Date, whose registered address is not situated in Australia or New Zealand because of the number of such Shareholders, and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand. To the extent this Prospectus is sent to Shareholders outside of Australia and New Zealand, the Prospectus is sent to those Shareholders for information only.

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2002* (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Options.

Recipients may not send or otherwise distribute this Prospectus or the Application Form to any person outside Australia (other than to Eligible Shareholders).

It is the responsibility of any Shareholder who submits an Application Form to obtain all necessary approvals for the allotment and issue of the New Options under this Offer. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the applicant to the Company that there has been no breach of such laws and that all relevant approvals have been obtained.

1.12 Market Prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the underlying Shares that are to be issued upon the exercise of the New Options, during the three months immediately preceding the lodgement of this Prospectus with 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 Shares	\$0.02 17, 20, 21, 22, 23, 24 and 27 May 2013	\$0.012 19 and 20 June 2013	\$0.017 28 June 2013

1.13 Opening and Closing Dates

The Offer will open for receipt of acceptances on 16 July 2013 and will close at 5.00pm (WST) (5.00pm AEST for BPAY® or electronic fund transfer – see **section 3.2**) on 6 August 2013, subject to the right of the Company to vary these dates.

1.14 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 Options.

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

The CHESS statement will set out the number of New Options 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 Options 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 shareholding changes. Shareholders may request a statement at any other time, however, a charge may be made for additional statements.

1.15 Rights and Liabilities attaching to the New Options

The New Options are exercisable at \$0.02 on or before 30 June 2014.

The Shares issued upon exercise of the New Options will rank equally in respect of dividends and in all other respects (e.g. voting, bonus issues) as Existing Shares.

A summary of the rights and liabilities attaching to the New Options and underlying Shares is set out in **section 4**.

1.16 Taxation Implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Issue or Shareholders applying for New Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Company, its advisers and

officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Issue. Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Issue.

1.17 Notice to nominees and custodians

Nominees and custodians that hold Existing Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

1.18 Enquiries

Any queries regarding the Offer should be directed to Jay Stephenson, Company Secretary on +61 8 6141 3500.

Any queries regarding the Application Form should be directed to the Share Registry on +61 8 9289 8033.

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

2 PURPOSE AND EFFECT OF THE ISSUE

2.1 Purpose of the Issue

The purpose of the Issue is to raise up to approximately \$211,454 before costs.

The Directors intend to apply the proceeds from the Issue for general working capital and to fund Issue expenses. The table assumes that Entitlements are taken up in full and that no Options are exercised before the Record Date.

Proceeds of the Issue	Issue Fully Subscribed \$
General working capital	191,454
Expenses of the Issue	20,000
ESTIMATED TOTAL	211,454

In the event that circumstances change or other opportunities arise the Directors reserve the right to vary the proposed use of funds to maximise benefits to Shareholders.

2.2 Effect of the Issue and Pro Forma Statement of Financial Position

The effect of the Issue will be (assuming Entitlements are taken up in full) that:

- (a) cash reserves will initially increase by approximately \$191,454 (after payment of costs of the Issue); and
- (b) the number of Options on issue will be 211,453,567.

2.3 Statement of Financial Position

Set out below is the Consolidated Statement of Financial Position of the Company as at 31 December 2012, and the Consolidated Pro-Forma Statement of Financial Position as at 31 December 2012 (unaudited) assuming full subscription on the basis of the assumptions detailed further below. The significant accounting policies upon which the Statement of Financial Position and the Pro-Forma Statement of Financial Position are based are contained in the audit reviewed financial report for six months ended 31 December 2012.

SPRINTEX LIMITED
Pro-Forma Statement of Financial Position

	31 Dec 2012 \$	Effect of Offer \$	Pro-forma \$
Current Assets			
Cash and cash equivalents	73,361	191,454	264,815
Pledged bank deposits	112,000		112,000
Trade and other receivables	1,833,276		1,833,276
Inventories	933,161		933,161
Total Current Assets	2,951,798	191,454	3,143,252
Non Current assets			
Investment in joint venture	988,154		988,154
Property, plant & equipment	1,798,889		1,798,889
Goodwill & intellectual property	31,943		31,943
Total Non Current Assets	2,818,986		2,818,986
TOTAL ASSETS¹	5,770,784	191,454	5,962,238
Current Liabilities			
Trade and other payables	479,104		479,104
Interest bearing liabilities	471,872		471,872
Provisions	188,101		188,101
Total Current Liabilities	1,139,077		1,139,077
Non Current Liabilities			
Interest bearing liabilities	37,214		37,214
Total Non Current Liabilities	37,214		37,214
TOTAL LIABILITIES	1,176,291		1,176,291
NET ASSETS	4,594,493	191,454	4,785,947
Equity			
Contributed equity	39,091,741		39,091,741
Reserves	109,870	191,454	301,324
Accumulated losses	(34,607,118)		(34,607,118)
TOTAL EQUITY	4,594,493	191,454	4,785,947

Notes for Unaudited Pro-Forma Statement of Financial Position

- 1 The Company performs an annual impairment review of all assets prior to the preparation of the annual financial statements. In view of the closure of the Company's Perth production facility following the decision to move production to its new Malaysian production facility, the Company expects inventory and fixed assets in Perth may be impaired in a material way. The quantum of any impairment will be determined as part of finalisation of the annual financial statements and disclosed as part of those statements.

Assumptions for Unaudited Pro-Forma Statement of Financial Position

The Pro-Forma Statement of Financial Position has been prepared on the basis that there have been no material movements in the assets and liabilities of the Company between 31 December 2012 and the close of the Issue other than the following:

- Increase in cash of \$191,454 from the Issue after costs of the Issue.
- The Company issues 211,453,567 New Options, to raise approximately \$191,454 after payment of costs of the Issue.

2.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Issue is set out below, assuming that the Issue is fully subscribed.

Capital Structure after Completion of Issue¹

Shares	
845,814,268	Shares quoted on ASX as at the date of this Prospectus
845,814,268	Total issued Shares

Options	
211,453,567	Listed New Options exercisable at \$0.02 on or before 30 June 2014 issued pursuant to this Prospectus
211,453,567	Total issued Options

Performance Rights	
11,250,000	Class B, C and D Performance Rights
11,250,000	Total issued Performance Rights

¹ As announced to the ASX on 11 June 2013, the Company has issued 600,000 convertible notes of US\$1 per note, convertible at A\$0.03 per share. The table above does not include any Shares that may be issued if the convertible notes are converted.

3 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

3.1 What you may do

As an Eligible Shareholder, you may:

- subscribe for all or part of your Entitlement (refer **section 3.2**); or
- allow all or part of your Entitlement to lapse (refer **section 3.3**).

3.2 To subscribe for all or part of your Entitlement

If you wish to subscribe for all or part of your Entitlement, complete the accompanying Application Form in accordance with the instructions set out in that form. The Application Form sets out the number of New Options you are entitled to subscribe for. The completed Application Form must be accompanied by a cheque or bank draft made payable to "Sprintex Limited" and crossed "**Not Negotiable**" for the appropriate Application Money in Australian dollars calculated at \$0.001 per New Option accepted, and received by the Company at the following address by no later than 5.00pm (WST) on 6 August 2013. The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

If the amount of your cheque(s) or bank draft(s) for Application Money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Options you have applied for in your Application Form, you may be taken to have applied for such lower number of New Options as your cleared Application Money will pay for (and to have specified that number of New Options in your Application Form) or your Application may be rejected.

By post
Sprintex Limited c/o Advanced Share Registry Services 150 Stirling Highway Nedlands, WA 6009

Should you wish to pay by a BPAY® or an electronic fund transfer payment, you do not need to mail the Application Form. Please refer to your personalised instructions on your Application Form.

It is your responsibility to ensure that your BPAY® or electronic funds transfer payment is received by the Company by no later than 5.00pm AEST on 6 August 2013. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

3.3 Entitlements not taken up

If you are a Shareholder and do not wish to accept all (or part) of your Entitlement, you are not obliged to do anything. You will receive no benefit or New Options.

If you wish to receive a benefit, you must take action to accept your Entitlement in accordance with the instructions above and on the back of the accompanying Application Form.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

3.4 Application Form is binding

A completed and lodged Application Form constitutes a binding offer to acquire New Options on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn. If the Application Form is not completed correctly, it may still be treated as a valid application for New Options. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your Application Form with the requisite Application Monies, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- agree to be bound by the terms of the Offer;
- declare that all details and statements in the Application Form are complete and accurate;
- declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Options to be issued to you, including to act on instructions of the Company's Share Registry upon using the contact details set out in the Application Form;
- declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Options are suitable for you given your investment objectives, financial situation or particular needs; and
- acknowledge that the New Options have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Options may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

If you have any queries concerning your entitlement or allocation, please contact:

Jay Stephenson, Company Secretary

Tel: +61 8 6141 3500 Fax: +61 8 9262 7288

or contact your stockbroker or professional adviser

4 RIGHTS AND LIABILITIES ATTACHING TO NEW OPTIONS AND SHARES

The following is a summary of the more significant rights and liabilities attaching to New Options to be issued pursuant to this Prospectus, and underlying Shares to be issued upon exercise of the New Options. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

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

4.1 Rights attaching to New Options

The New Options issued pursuant to this Prospectus will be issued on the following terms and conditions:

- (a) Each New Option will entitle the holder to subscribe for one Share at an exercise price of \$0.02.
- (b) The New Options are exercisable at any time on or before 30 June 2014 wholly or in part by delivering a duly completed form of notice of exercise to the Company, accompanied by payment of the exercise moneys.
- (c) All Shares allotted on exercise of the New Options will rank equally in all respects with the Company's then Existing Shares.
- (d) The New Options are freely transferable.
- (e) Application will be made to the ASX for official quotation of the New Options not later than 7 business days after the date of this Prospectus. Application will be made to ASX for official quotation by ASX of all Shares allotted pursuant to the exercise of New Options not later than 10 business days after the date of allotment.
- (f) Holders of New Options may only participate in new issues of securities as holders of Shares if a New Option has been exercised and Shares have been allotted in respect of the New Option before the record date for determining entitlements to the issue. The Company must give at least 6 business days' notice to holders of any New Options before the record date for determining entitlements to the issue in accordance with the Listing Rules of ASX.
- (g) There will be no change to the exercise price of a New Option or the number of Shares over which a New Option is exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares (other than for a Bonus Issue).
- (h) If there is a bonus issue ("Bonus Issue") to the holders of Shares, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the New Option had been exercised before the record date for the Bonus Issue ("Bonus Shares"). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank equally in all respects with the other Shares of that class at the date of issue of the Bonus Shares.
- (i) If, prior to the expiry of any New Options, there is a reorganisation of the issued capital of the Company, the New Options shall be reorganised in the manner set out in the Listing Rules.

4.2 Rights attaching to Shares

The Shares to be issued upon exercise of the New Options are ordinary shares and will, as from their allotment, rank equally in all respects with all Existing Shares.

A summary of the rights attaching to the Shares is set out below.

(a) **Voting Rights**

Subject to the Constitution of the Company and any rights or restrictions for the time being attached to any class of Shares, at general meetings of the Company, every Shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each Share held by the Shareholder. In the case of an equality of votes, the chairman does not have a casting vote.

(b) **Dividends**

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve but only out of the profits of the Company. The Directors may determine the method and time for payment of the dividend.

(c) **Winding-Up**

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company the liquidator may, with the sanction of a special resolution, divide among the members the whole or any part of the property of the Company.

(d) **Transfer of Shares**

Generally, shares are freely transferable, subject to satisfying the requirements of the ASX Listing Rules, the ASX Settlement Operating Rules and the Corporations Act. The Directors may decline to register any transfer of Shares but only where permitted to do so by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules, or under the Company's Constitution.

(e) **Further Increases in Capital**

Subject to the Corporations Act, and the ASX Listing Rules, and any rights attached to a class of shares, the Company (under the control of the Directors) may allot and issue shares and grant options over shares, on any terms, at any time and for any consideration, as the Directors resolve.

(f) **Variation of Rights**

Subject to the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and the terms of issue of shares in a particular class, the Company may vary or cancel rights attached to shares in that class by either special resolution passed at a general meeting of the holders of the shares in that class, or with the written consent of the holders of at least 75% of the votes in that class.

(g) **Meetings and Notices**

Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

5 RISK FACTORS

5.1 Overview

The New Options offered under this Prospectus should be regarded as speculative due to the inherent risks associated with the Company's activities. Neither the Company nor the Directors warrant the future performance of the Company or any investment made pursuant to this Prospectus. An investment in the New Options offered by this Prospectus should be considered speculative.

The Directors recommend that Shareholders and potential investors examine the contents of this document together with previous ASX disclosures and public documents of the Company, including its most recent audited financial statements, and rely on advice of their professional advisers before deciding whether or not to apply for New Options pursuant to this document.

The following summary, which is not exhaustive, represents some of the major risk factors of which potential investors need to be aware.

5.2 Company specific risks

While all investments have an associated level of inherent risk, the following specific risks should be considered carefully in evaluating the Company and its prospects.

(a) Intellectual Property Risks

Securing rights in particular patents is an integral part of securing potential product value from the outcomes of research and development. Competition in retaining and sustaining protection of rights and the complex nature of automotive products can lead to expensive and lengthy patent disputes for which there can be no guaranteed outcome.

The granting of a patent does not guarantee that the rights of others are not infringed, nor does it guarantee that competitors will not develop competing technologies circumventing such patents. The Company's success may depend, in part, on its ability to obtain patents, maintain trade secret protection, and operate without infringing the proprietary rights of third parties. Because the patent positions of companies with investments in automotive parts can be highly uncertain, and frequently involve complex legal and scientific evaluation, neither the breadth of claims allowed in patents nor their enforceability can be predicted. There can be no assurance that any patents the Company may own or control or license in the future will afford commercially significant protection of the technologies, or that any of the projects that may arise from the technologies will have commercial applications.

(b) Research and Development Risks

The Company can make no representation that any of its research into or development of new technologies will be successful, that any development milestones will be achieved, or that the products will be developed into products that are commercially exploitable.

There are many risks inherent in the development of products in the automotive sector, particularly where the products are in early stages of development. Projects can be delayed or fail to demonstrate any benefit, or research may cease to be viable for a range of scientific and commercial reasons.

(c) Automotive Industry Risks

Changes in vehicle production volumes in markets where the Company operates

and/or changes in the operations, financial condition or market share of the Company's customers may have an adverse effect on the Company.

(d) **Manufacturing Risk**

The Company regularly applies its technologies to products and applications that require the technology to be manufactured to a standard and at a cost acceptable to the industry, regulators and partners. There can be no guarantees that suitable manufacturers, manufacturing processes, techniques and materials can be found to a standard, a cost or quality acceptable to the industry, market or partners.

(e) **Vehicle Affordability Risk**

The performance of the automotive retail industry is in part dependent on the general affordability of vehicles. The Company's financial performance could be adversely affected if the affordability of vehicles is reduced as a result of the increased cost of vehicle manufacturing, increased interest rates, and/or the effect of exchange rate fluctuations.

(f) **Unforeseen Expenses**

The incurrence of substantial unforeseen expenses could adversely affect performance and capital requirements.

(g) **Product Liability and Uninsured Risks**

The Company may be exposed to potential product liability risks, which are inherent in the research and development, manufacturing, marketing and use of products in the automotive sectors. It will be necessary to secure insurance to help manage such risks. The Company may not be able to maintain insurance for product or service liability on reasonable terms in the future and, in addition, the Company's insurance may not be sufficient to cover large claims, or the insurer could disclaim coverage on claims.

(h) **Regulatory Risks**

The introduction of new legislation or amendments to existing legislation by governments, developments in existing common law, or the respective interpretation of the legal requirements in any of the legal jurisdictions that govern the Company's future operations or contractual obligations, could impact adversely on the assets, operations and, ultimately, financial performance of the Company.

(i) **Joint Venture Parties, Agents and Contractors Risk**

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

(j) **Licensing and Marketing Risks**

The Company may need to have a strategy to license new products in the early phases of their development to licensees that are able to complete commercialisation of its products. There is no guarantee that suitable licensees will be identified.

(k) **Competition Risk**

The Company operates in a competitive market environment. The Company's financial performance could be affected if the actions of competitors become more effective or if new competitors enter the market.

New competition may also adversely affect the Company's financial performance in particular areas of the business outside its core areas of competency. This new competition may have an adverse affect on the Company's future financial performance and earnings growth.

(l) **Reputation Risk**

The Company considers its reputation for trust and integrity important in maintaining ongoing customer goodwill. A range of events could have a material adverse impact on the Company's reputation.

(m) **Growth Management Risk**

To achieve its growth objectives, the Company will be required to continue to invest in its operational, information and financial systems, procedures and controls. The existing Board and management have extensive experience in managing and implementing growth strategies. The inability to implement the growth strategies outlined in this Prospectus may impact the future financial performance of the Company. Also, there can be no assurance given that there will be no detrimental impact on the Company if one or more of these management employees ceases their employment.

(n) **Expansion Risk**

The Company plans to increase the sale of its products. There is a risk that there may not be sufficient demand to allow an increase in sales which will adversely affect the Company's financial performance.

(o) **Offshore Manufacturing Risk**

The Company has established offshore manufacturing facilities in conjunction with a joint venture partner in Malaysia. This subjects the Company to associated regulatory, political and exchange rate risks.

5.3 General Risks

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

- (a) general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) changes in investor sentiment toward particular market sectors;
- (e) changes in government regulation;
- (f) the demand for, and supply of, capital; and
- (g) terrorism or other hostilities.

5.4 Economic Risks

General economic conditions, movements in interest and inflation rates and currency

exchange rates may have an adverse effect on the Company's development and future production activities, as well as on its ability to fund those activities.

5.5 Market conditions

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

5.6 Security Investments

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

5.7 Legislative changes, Government policy and approvals

Changes in government regulations and policies may adversely affect the financial performance of the Company.

5.8 Future Capital Requirements

The Company's ongoing activities will require substantial expenditures. There can be no assurances that the Company will be able to obtain future funding on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

5.9 Reliance on Key Personnel and Employees

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management, technical, sales and marketing personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

An investment in the Company is not risk free and prospective new investors should consider the risk factors described below, together with information contained elsewhere in the Prospectus, before deciding whether to apply for New Options.

5.10 Legal Proceedings

The Company is not party to any legal proceedings.

At the time of lodging this Prospectus it is not possible to predict if future proceedings may be taken against the Company.

Any adverse finding made against the Company which cannot be successfully recovered from cross claims made against other parties may result in the Company being liable to pay up to the amount claimed by the parties to the legal proceedings. The Company may also be liable for costs of other parties to the proceedings if these costs are awarded against it, as well as its own legal costs.

5.11 Procurement and Manufacturing Risks and Processes

A number of the Company's suppliers are subject to the risks associated with operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability, and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, licensing, export duties, repatriation of income or return of capital, environmental protection, safety, and labour relations, as well as government control over properties, or government regulations that require the employment of local staff or contractors, or require other benefits to be provided to local residents.

Any future material adverse changes in government policies or legislation in China, Italy, Sweden or the United States of America or in the Company's relationship with a supplier in one of these countries may affect the viability of the Company and its operations.

Failures of equipment and machinery may result in production delays and lead to an inability of the Company to maintain supply which may have a negative impact on the Company's future operations, cash flows and viability.

5.12 International Operations

International sales and operations are subject to a number of risks, including:

- (a) potential difficulties in enforcing agreements and collecting receivables through foreign local systems;
- (b) potential difficulties in protecting intellectual property;
- (c) increases in costs for transportation and shipping; and
- (d) restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

Any of these factors could materially and adversely affect the Company's business, results of operations and financial condition.

5.13 Distribution Arrangements

The Company has to date appointed distribution agents to act for it in the distribution of its products to retail outlets.

Until it reaches an optimum size to commence wholesaling directly to retailers, the success of the Company's operation depends on the Company's ability to maintain existing, and secure new, distribution arrangements on favourable terms.

No assurance can be given that the Company will be able to successfully negotiate new distribution arrangements on favourable terms or at all. No assurance can be given that the Company will be able to continue selling its products under the existing distribution arrangements.

The Directors are unable to predict the risk of financial failure or default by a distribution agent which the Company has appointed or may appoint in the future.

5.14 Contractors and Service Providers

The Directors are unable to predict the risk of financial failure, default, insolvency or other managerial failure by any of the contractors used by the Company in any of its activities; or insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

5.15 Strategic Alliances

The Company may in the future seek to enter into strategic alliances with other parties, some of which may be corporations much larger than the Company. There is a risk in managing strategic alliances and partnerships with large corporations.

Should other participants in any strategic alliance not act in the best interests of the Company, this may have a material adverse effect on the Company's operations.

The Directors are unable to predict the risk of financial failure or default by a participant in any strategic alliance to which the Company may become a party.

5.16 Development

The Company will continue product development and research on automotive technologies and the use of substitute materials and processes used in the manufacture of its products.

There is a risk that development of new products will require costs beyond those budgeted and even if developed there is no guarantee that the products can be successfully commercialised and exploited.

5.17 Foreign Currency Risk

The majority of the Company's sales, purchases and production are outside Australia and denominated in currencies other than Australian dollars. Any fluctuations in exchange rates could have a material adverse impact on the financial position and cash flow of the Company.

To comply with Australian reporting requirements the income, expenditure and cash flows of the Company will need to be accounted for in Australian dollars. This will result in the income, expenditure and cash flows of the Company being exposed to the fluctuations and volatility of the rate of exchange between other currencies and the Australian dollar, as determined in international markets.

Furthermore, the Company has decided to not put in place any hedges in relation to foreign exchange. This may result in the Company being exposed to exchange rate risk, which may have an adverse impact on the profitability and/or financial position of the Company.

5.18 Inability to Meet Customer Demand

For any number of reasons the Company may not, from time to time, have an adequate supply of products to meet customer demand which may cause it to be unable to fulfil orders or to lose sales. Such inability to meet customer demand from time to time may arise if the Company's sales growth accelerates substantially or in the event that its distribution and retail network grows substantially.

5.19 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 Company's securities.

6 ADDITIONAL INFORMATION

6.1 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 Options which will be issued pursuant to this Prospectus are options to acquire Shares 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 options to acquire securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Options on the Company and the rights attaching to the New Options. 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 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 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 annual financial report of the Company for the financial year ended 30 June 2012 being the most recent annual financial report of the Company lodged with ASIC before the issue of this Prospectus; and
 - (ii) the half-year financial report of the Company for the half-year ended 31 December 2012, being the half-year financial report of the Company

lodged with ASIC after lodgement of the financial statements referred to in paragraph (i) above and before the issue of this Prospectus; and

- (iii) 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 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 2012 annual financial report:

Date	Description of Announcement
28 June 2013	Appendix 3B
14 June 2013	Appendix 3B
11 June 2013	Convertible Notes
28 May 2013	Change of Director's Interest Notice & Appendix 3B
15 May 2013	New, Small Supercharger Developed
1 May 2013	Change of Director's Interest Notice
30 April 2013	Appendix 4C - Quarterly
22 April 2013	Appendix 3B
26 March 2013	Change of Director's Interest Notice & Appendix 3B
18 March 2013	Change of Director's Interest Notice
11 March 2013	Jeep System Sales and Distribution in North America
28 February 2013	Half Yearly Report and Accounts
20 February 2013	Appendix 3B
12 February 2013	Appendix 3B
12 February 2013	Change of Director's Interest Notice x 3
6 February 2013	Production Facility in Malaysia Commissioned
31 January 2013	Appendix 4C - quarterly
21 January 2013	Appendix 3B
16 January 2013	Change of Director's Interest Notice x 2

14 January 2013	Change of Director's Interest Notice
10 December 2012	Appendix 3B
28 November 2012	Results of Meeting
28 November 2012	Change of Director's Interest Notice
31 October 2012	Appendix 4C - Quarterly
30 October 2012	Change of Director's Interest Notice
29 October 2012	Appendix 3B
23 October 2012	Notice of Annual General Meeting/Proxy Form
10 October 2012	Change of Director's Interest Notice
3 October 2012	Change of Director's Interest Notice

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.

6.2 Material Contracts

As at the date of this Prospectus, the Company has not entered into any undisclosed material contracts relating to the business of the Company.

6.3 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 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 New Options pursuant to this Prospectus; or
- (c) the Issue of New Options 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 Issue of New Options pursuant to this Prospectus.

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

Name	Securities
Richard Siemens	165,097,523 Shares 40,470,367 listed Options exercisable at \$0.02 on or before 30 June 2013

Michael Wilson	165,770,681 Shares 40,758,865 listed Options exercisable at \$0.02 on or before 30 June 2013
Steven Apedaile	116,370,045 Shares 24,711,592 listed Options exercisable at \$0.02 on or before 30 June 2013 1,250,000 Class B Performance Rights 1,250,000 Class C Performance Rights 1,250,000 Class D Performance Rights
David White	2,154,873 Shares
Richard O'Brien	7,519,421 Shares 3,222,609 listed Options exercisable at \$0.02 on or before 30 June 2013

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive Directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Non-executive Directors and in default of agreement then in equal shares.

In the two years preceding lodgement of this Prospectus, \$604,040 (excluding GST where applicable) has been paid by the Company by way of remuneration for services provided by all Directors, companies associated with the Directors or their associates in their capacity as Directors, employees, consultants or advisers. Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

6.4 Interests and Consents of Experts and Advisers

Allion Legal has given (and not before the date of this document withdrawn) their consent to be named in this document in the form and context in which they are named.

Allion Legal has not:

- authorised or caused the issue of this Prospectus;
- made, or purported to have made, any statement in this Prospectus or on which a statement in this Prospectus is based except as set out in this section; or
- assumed the responsibility for any part of this Prospectus except as set out in this section and to the maximum extent permitted by law, expressly disclaims responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.

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 securities pursuant to this Prospectus; or
- the offer of securities 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 securities pursuant to this Prospectus.

Allion Legal is entitled to be paid \$12,500 (exclusive of GST) for advice and assistance in relation to certain aspects of this Prospectus, assisting the Company in relation to its due diligence regime and enquiries and in relation to application for quotation of the New Options on ASX.

Allion Legal has been paid approximately \$86,100 (exclusive of GST) for the provision of professional services to the Company in the two years prior to the date of this Prospectus.

References to Advanced Share Registry Services appear for information purposes only. Advanced Share Registry Services has not been involved in, authorised or caused the issue of this Prospectus.

6.5 Estimated Expenses of Issue

The estimated expenses of the Issue are approximately \$20,000 including fees payable for legal, ASIC, ASX and printing costs.

6.6 Litigation

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

6.7 Privacy Act

If you complete an application for New Options, 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 Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your New Options in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company 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 securities, the Company may not be able to accept or process your application.

6.8 Directors' Consent

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

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

A handwritten signature in black ink, appearing to read 'S. Apedaile', with a long horizontal flourish extending to the right.

Steven Apedaile
Managing Director

SPRINTEX LIMITED

7 CORPORATE DIRECTORY

Directors

Richard Siemens (Non-executive Chairman)
Steven Apedaile (Managing Director)
Michael Wilson (Non-executive Director)
Richard O'Brien (Non-executive Director)
David White (Non-executive Director)

Company Secretary

Jay Stephenson

Registered Office

183 Mulgool Road
Malaga WA 6090

Telephone: +61 8 9262 7222

Facsimile: +61 8 9262 7288

Share Registry

Advanced Share Registry Services*
150 Stirling Highway
Nedlands WA 6009

Solicitors

Allion Legal
Level 2, 50 Kings Park Road
West Perth WA 6005

ASX Code: SIX

ABN: 38 106 337 599

Website: www.sprintex.com.au

*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.

8 GLOSSARY

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

AEST means Australian Eastern Standard Time.

Application means an application for New Options 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 from Eligible Shareholders in respect of their Application.

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.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means 6 August 2013 or such other date as may be determined by the Directors under this Prospectus.

Company or Sprintex means Sprintex Limited ABN 38 106 337 599.

Constitution means the Company's Constitution as at the date of this Prospectus.

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

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

Eligible Shareholders means a Shareholder as at the Record Date other than a Non-qualifying Foreign Shareholder.

Entitlement or Right means a Shareholder's entitlement to subscribe for New Options offered by this Prospectus.

Existing Share means a fully paid ordinary share in the capital of the Company on issue as at the Record Date.

Issue means the issue of New Options under this Prospectus.

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

New Option means an Option exercisable at \$0.02 on or before 30 June 2014.

Non-qualifying Foreign Shareholders means a Shareholder whose registered address is not situated in Australia or New Zealand.

Offer means the offer to Eligible Shareholders of up to approximately 211,453,567 New Options at an issue price of \$0.001 per New Option on the basis of 1 New Option for every 4 Existing Shares held at the Record Date, to raise approximately \$211,454 before costs.

Official Quotation means official quotation on ASX.

Option means an option to subscribe for a Share.

Prospectus means the prospectus constituted by this document.

Record Date means 5.00pm (WST) on 10 July 2013.

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

Shareholder means the holder of a Share.

US person has the meaning given to that term in Regulation S under the US Securities Act.

US Securities Act means the United States Securities Act of 1933, as amended.

WST means Australian Western Standard Time.