

RADAR IRON LTD

(ACN 146 455 576)

CLEANSING PROSPECTUS

For the offer of 100 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of \$0.05 per Share to raise approximately \$5 (before expenses) (**Offer**).

This Prospectus has been prepared primarily for the for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Closing Date. It has also been issued to provide information on the Offer of the 100 Shares referred to above.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Shares being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares offered under this Prospectus should be considered speculative.

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1. Summary of Important Dates and Important Notes

Timetable and important dates*

Action	Date
Lodgement of Prospectus with the ASIC and ASX	11 December 2015
Opening Date	12:30pm (WST) on 11 December 2015
Closing Date	5:00pm (WST) on 11 December 2015

*The Company reserves the right to extend the Closing Date or close the Offer early without notice, in its absolute discretion.

Important Notes

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisers. The Securities the subject of this Prospectus should be considered highly speculative.

This Prospectus is dated 11 December 2015 (**Prospectus**) and a copy of this Prospectus was lodged with the ASIC on that date.

The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 13 months after the date the Prospectus was lodged with the ASIC. No Securities will be issued on the basis of this Prospectus after the expiry date.

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

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering 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.

Risk Factors

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

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.

Set out below are specific risks that the Company is exposed to. Further risks associated with an investment in the Company are outlined in Section 6:

- exploration costs on the Company's projects; the Yerecoin Project and the Central Yilgarn Project;
- future capital needs and additional funding; and
- title risk, commodity prices and currency risk.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company and you should refer to the additional risk factors in Section 6 of this Prospectus before deciding whether to apply for Securities pursuant to this Prospectus.

2. Corporate Directory

Directors

Mr Alan Tough
(Non Exec. Chairman)

Mr Jonathan Lea
(Non Exec. Director)

Mr Ananda Kathiravelu
(Non Exec. Director)

Mr David Sourbutts
(Non Exec. Director)

Company Secretary

Mr Damon Sweeny

Registered Office

Suite 8, 55 Hampden Road
Nedlands WA 6009

Tel: +61 8 9389 9919

Fax: +61 8 6389 0576

Email: info@radariron.com.au

ASX Code

RAD

Solicitors

Nova Legal

Ground Floor

10 Ord Street

WEST PERTH WA 6005

Share Registry*

Security Transfer Registrars Pty Ltd

770 Canning Highway

APPLECROSS WA 6153

Tel: +61 8 9315 2333

Fax: +61 8 9315 2233

Auditor*

Nexia Perth Audit Services Pty Ltd

Level 7, The Quadrant

1 William Street

PERTH WA 6000

* These parties have no involvement in the preparation or issue of this Prospectus and have not consented to being named in this Prospectus. Their names appear for information purposes only.

3. Details of the Offer

3.1 Offer

Under this Prospectus, the Company invites investors identified by the Directors to apply for up to 10 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of \$0.05 per Share payable in full on application to raise approximately \$5 (before expenses).

The Offer will only be extended to specific parties on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

3.2 Previous issue of Securities

As approved by Shareholders at the Company's general meeting held on 28 October 2015 and as announced by the Company on 9 December 2015, the Company has issued the following Shares (**Issued Shares**):

- (a) 123,000,000 Shares to the holders of the convertible notes issued in April 2015 (**April Convertible Note**) on conversion of the April Convertible Note, as announced by the Company on 24 April 2015 (**April Convertible Note Shares**);
- (b) 6,720,411 Shares in lieu of the interest accrued on the value of the April Convertible Note;
- (c) 11,020,716 Shares to the holders of the convertible notes issued in August 2015 (**August Convertible Note**) on conversion of the August Convertible Note, as announced by the Company on 26 August 2015 (**August Convertible Note Shares**);
- (d) 280,849 Shares in lieu of the interest accrued on the value of the August Convertible Note;
- (e) a total of 6,200,000 Shares to Directors in lieu of accrued fees, comprised of:
 - (i) 2,500,000 Shares to Jonathan Lea (or his nominee(s));
 - (ii) 1,700,000 Shares to Alan Tough (or his nominee(s)); and
 - (iii) 2,000,000 Shares to David Sourbutts (or his nominee(s)); and
- (f) 22,000,000 Shares on exercise of Class C Options by Armada Capital Pty Ltd (or its nominees) (which is an entity associated with Director Ananda Kathiravelu) in respect of the Company's mandate with ACL relating to the April Convertible Notes.

3.3 Purpose of the Offer

The primary purpose of the Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the closing date of the Prospectus (primarily including the Issued Shares described in section 3.2 above).

The Company is seeking to raise only a nominal amount of \$5 under this Prospectus. Accordingly, the purpose of this Prospectus is not to raise capital. Under the Offer, an amount of approximately \$5 (before expenses) will be raised. All of the funds raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 7.7 of this Prospectus for further details relating to the estimated expenses of the Offer.

Generally, section 707(3) of the Corporations Act requires a prospectus to be issued if securities are offered for sale within 12 months after their issue and the issue of those securities was made without disclosure (for example, under a prospectus) to investors under Chapter 6D of the Corporations Act.

However, section 708A(11) of the Corporations Act provides an exemption from this general requirement, and accordingly, a sale offer does not need disclosure to investors if:

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

The purpose of this Prospectus is therefore to comply with section 708A(11) and to relieve the allottees of the Issued Shares from the obligation to issue a prospectus if they wish to sell any of the Issued Shares within 12 months of issue. This Prospectus has also been issued to provide information on the Offer being made under this Prospectus, of which disclosure is required by the Corporations Act.

3.4 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be 11 December 2015 at 12:30pm WST and the Closing Date will be 11 December 2015 at 5.00pm WST.

The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

3.5 Application for Securities

Applications for Securities must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Securities must be made in full at the issue price of \$0.05 per Share.

Completed Application Forms and accompanying cheques must be mailed or delivered to the Company's address as follows:

By Hand:

Suite 8, 55 Hampden Road
Nedlands WA 6009

By Post:

PO Box 994
Subiaco WA 6904

Cheques should be made payable to "**Radar Iron Limited – Share Offer Account**" and crossed "**Not Negotiable**". Completed Application Forms and cheques must reach the address set out above by no later than the Closing Date.

3.6 Minimum subscription

There is no minimum subscription in respect of the Offer.

3.7 Oversubscriptions

Oversubscriptions will not be accepted.

If the Company receives more than one Application Form for Securities under the Offer, the Directors will decide, in their absolute discretion, which Application Form to accept and which Applicant the Securities under the Offer will be issued to.

3.8 Issue of Securities

The issue of Securities will take place as soon as practicable after the Closing Date. Application monies will be held in a separate subscription account until issue. This account will be established and the application monies will be kept by the Company in trust for each Applicant. Any interest earned on the application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether the issue takes place and each Applicant waives the right to claim any interest.

The Directors will determine the holders of all the Securities. The Directors reserve the right to reject any application or to allocate any Applicant fewer Securities than the number applied for.

Where the number of Securities issued is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no issue is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

3.9 Underwriter

The Offer is not underwritten.

3.10 ASX Listing

Application for Official Quotation of the Securities issued pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by the ASIC), the Company will not issue any Securities and will repay all Application monies for the Securities within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

3.11 Restrictions on the Distribution of the Prospectus

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up

Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.12 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES for those investors who have a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with separate statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

3.13 Privacy Act

If you complete an application for Securities, 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 securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Share 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 such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

3.14 Enquiries

Any questions concerning the Offer should be directed to Mr Damon Sweeny, Company Secretary, on +61 8 9389 9919.

4. Effect of the Offer

4.1 Effect of the Offer on Capital Structure

The effect of the Offer on the Company's capital structure is set out below.

Shares	Number
Shares currently on issue	165,310,784
Issued Shares ¹	169,221,976
New Shares issued under the Offer ²	100
Total Shares on issue on completion of the Offer and issue of Issued Shares	334,532,860

Options	Number
Class A Options currently on issue (exercisable at 5 cents on for before 2 September 2018)	5,000,000
Class B Options currently on issue (exercisable at 5 cents on for before 31 October 2017)	8,000,000
Class C Options currently on issue (exercisable at 1 cent on for before 30 June 2017)	10,500,000
Total Options on issue on completion of the Offer	23,500,000

Notes:

- 1 Issued on or about 12 November 2015. Approval for the issue of the Issued Shares was obtained at the Company's general meeting held on 28 October 2015.
- 2 Assumes full subscription of the Offer.

4.2 Financial Effect of the Offer

After paying for the expenses of the Offer of approximately \$6,410, there will be no proceeds from the Offer. The expenses of the Offer (exceeding funds raised of \$5) will be met from the Company's existing cash reserves. The Offer will have a non-material effect on the Company's financial position, being receipt of funds of \$5 less expenses of the Offer of \$6,410.

4.3 Pro-forma balance sheet

The audited balance sheet as at 30 June 2015 and the unaudited pro-forma balance sheet as at 30 June 2015 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position:

The pro-forma balance sheet has been prepared assuming the Issued Shares have been issued, that the Offer is fully subscribed, and includes expenses of the Offer and the Issued Shares.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

**Consolidated Condensed Statement of Financial Position (audited)
at 30 June 2015 and Pro Forma Statement of Financial Position as at
30 June 2015 (unaudited)**

	30 June 2015 Actual \$	30 June 2015 Pro-forma \$ <i>(including the issue of both the Offer and Issued Shares^{1,2}</i>
<u>ASSETS</u>		
Current assets		
Cash and cash equivalents	239,678	624,994
Trade and other receivables	2,179	2,179
Total current assets	<u>241,857</u>	<u>627,173</u>
Non-current assets		
Exploration and evaluation expenditure	2,169,843	2,169,843
Plant and equipment	2,148	2,148
Total non-current assets	<u>2,171,991</u>	<u>2,171,991</u>
Total assets	<u>2,413,848</u>	<u>2,799,164</u>
<u>LIABILITIES</u>		
Current liabilities		
Trade and other payables	406,685	344,685
Convertible Notes	631,085	-
Total current liabilities	<u>1,037,770</u>	<u>344,685</u>
Total liabilities	<u>1,037,770</u>	<u>344,685</u>
Net assets	<u>1,376,078</u>	<u>2,454,479</u>
<u>EQUITY</u>		
Issued capital	14,290,503	15,384,224
Accumulated losses	(12,914,425)	(12,929,745)
Total equity	<u>1,376,078</u>	<u>2,454,479</u>

NOTES:

1. *This pro-forma balance sheet assumes that the Offer is fully subscribed and accordingly raised \$5 (before expenses).*
2. *This column of the pro-forma balance sheet has been prepared on the basis that the all of the Issue Shares have been issued.*

5. Rights and Liabilities Attaching to Shares

Full details of the rights and liabilities attaching to the Shares are detailed in the Company's Constitution a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours, and in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

The following is a summary of the more significant rights and liabilities attaching to the Shares. 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.

(a) **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 members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) **Dividends**

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share.

(c) **Future issues of securities**

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) **Transfer of Shares**

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) **Meetings and notices**

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

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) **Election of Directors**

There must be a minimum of 3 but not exceeding 10 Directors. At every annual general meeting one third of the Directors (rounded to the nearest one third of directors) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(g) **Indemnities**

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(h) **Winding up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Shareholders:

- (i) divide the assets of the Company among the members in kind;
- (ii) for that purpose fix the value of assets and decide how the division is to be carried out as between the members and different class of members; and
- (iii) vest assets of the Company in trustees on any trusts for the benefit of the members as the liquidator thinks appropriate.

(i) **Shareholder liability**

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(j) **Alteration to the Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(k) **Listing Rules**

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

6. Risk Factors

6.1 Introduction

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, along with the risks set out in section 1 of this Prospectus, represents some of the major risk factors which prospective investors need to be aware of in evaluating the Company's business and risks of commencing or increasing your investment in the Company. Prospective investors 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 risks set out below.

6.2 Company and industry risks

(a) Exploration costs

The Company is an exploration company and is focused on finding and developing iron ore deposits. The company currently has two major projects, being the Yerecoin Project (acquired in April 2014 and final payment of acquisition price made in April 2015) and the Central Yilgarn Project in Western Australia. A decision to withdraw from the Uruara Project in Brazil was made by the Company in April 2015. The tenements and projects held by the Company are early state with limited exploration.

Exploration is a high risk undertaking. The Company does not give any assurance that exploration of its current projects or any future projects will result in the delineation or discovery of a significant mineral resource. Even if a significant mineral resource is identified, there can be no guarantee that it can be economically exploited.

(b) Future capital needs and additional funding

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

(c) Title risk

Mining tenements are governed by the respective State legislation and each tenement is for a specific term and carries with it annual expenditure and reporting commitments as well as other conditions requiring compliance. There is a risk that the Company could lose title to one or more of its tenements if tenement conditions or annual expenditure commitments are not met.

Non-approval or a delay in the approval process could have a negative impact on exploration conducted by a Company as well as its share price.

(d) Commodity prices

As an explorer for iron ore and potentially other minerals, any earnings of the Company are expected to be closely related to the price of iron ore.

Commodities prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

(e) Currency risk

Currency fluctuations will affect the cash flow that the Company may realise from, or expend on, exploration and mining operations. International prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian dollars. This exposes the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets. Fluctuations in exchange rates to which the Company are exposed will cause fluctuations in the potential income of the Company.

(f) Native title risk

The Company's tenements are on a combination of freehold land, pastoral leases and crown land reserves of various categories also exist in some tenements. There may be areas over which legitimate Native Title rights exist. If Native Title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner or Native Title claimant), or to progress from the exploration phase to the development and mining phases of operation may be adversely affected.

(g) Access risk

Owners of private land in Western Australia have a right to veto access to the land by an explorer. The Company has reached an agreement with some, but not all private landowners and may, if agreement with the remaining landowners cannot be reached, be restricted from accessing certain areas.

Access to freehold land may be subject to agreements reached with any relevant landowner regarding restrictions of access whilst land is subject to cropping or animal husbandry practices. Adverse weather conditions may also restrict access to land for the purpose of carrying out activities such as drilling.

6.3 Operating risks

The Company's operations may be affected by various factors including failure to locate or identify mineral deposits; failure to achieve predicted grades in exploration and mining; operational and technical difficulties encountered in mining; the existence or absence of appropriate infrastructure, difficulties in operating plant and equipment; mechanical failures or breakdowns; shipping and port access constraints, unanticipated metallurgical problems which may affect extraction costs; adverse weather conditions; industrial and environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be provided that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to extract value from its projects, the Company is likely to incur ongoing operating losses.

(h) Resource estimates

The Company has previously announced resource estimates. Resource estimates are expressions of judgement based on knowledge, experience and industry practice (refer to the JORC Code for further information on resource estimation). Estimates that were valid when originally made may alter significantly when new information or techniques become available.

In addition, by their very nature, resource estimates are imprecise and depend on interpretations which may prove to be inaccurate, and whilst the Company will employ industry-standard techniques including compliance with the JORC Code to reduce the resource estimation risk, there is no assurance that this approach will alter the risk. As further information becomes available through additional fieldwork and analysis, resource estimates may change. This may result in alterations to mining and development plans which may in turn adversely affect the Company.

(i) Environmental

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws, but may still be subject to accidents or other unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

(j) Acquisition risks

The Company may seek potential acquisitions to complement its existing exploration assets. Whilst the Company will undertake thorough due diligence on any acquisitions, there are risks associated with acquisitions which may not be fully mitigated. Furthermore, any acquisition may require the Company to raise additional capital, which may be dilutive for existing Shareholders.

(k) Occupational health & safety

The mining industry has become subject to increasing occupational health and safety responsibility and liability. The potential for liability is a risk. The Company may become liable for past and current conduct which violates such laws and regulations. Penalties for breaching health and safety laws can be significant and include criminal penalties. Victims of workplace accidents may also commence civil proceedings against the Company. These events might not be insured by the Company or may be uninsurable. In addition, any changes in health and safety laws and regulations may increase compliance costs for the Company. Such an event would negatively impact the financial results of the Company.

(l) Key personnel

The ability of the Company to achieve its objectives depends on the retention of key external contractors who constitute its technical panel and provide technical expertise. If the Company cannot secure external technical expertise (for example to carry out drilling) or if the services of the present technical panel cease to become available to the Company, this may affect the Company's ability to achieve its objectives either fully or within the timeframes and the budget the Company has decided upon.

Whilst the ability of the Company to achieve its objectives may be affected by the matters mentioned above, the Directors believe that appropriately skilled and

experienced professionals would be available to provide services to the Company at market levels of remuneration in the event key external contractors cease to be available.

6.4 General Investment risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) Liquidity risk

The market for the Company's Shares may be illiquid. As a consequence investors may be unable to readily exit or realise their investment.

(c) Economic risk

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

7. Additional Information

7.1 Company Update

As announced on 9 December 2015, the Company has issued the Issued Shares. Shareholder approval for the Issued Shares was obtained at the Company's general meeting on 28 October 2015. Please refer to the Notice of Meeting released on 25 September 2015 for full details regarding the Issued Shares.

Further, as announced on 11 November 2015, the Company has recently entered into a binding heads of agreement to acquire 100% of the issued capital of Weebit-Nano Ltd, a resistive random access memory technology company. The transaction is subject to various terms and conditions (including shareholder and regulatory approval). Further details of the proposed transaction are set out in the Company's announcement of 11 November 2015.

7.2 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in Section 111AC 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.

This Prospectus is a "transaction specific prospectus" under section 713 of the Corporations Act. In general terms, a "transaction specific prospectus" is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. 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 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
- (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in Section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

The Company has lodged the following announcements with ASX since the lodgement of the 2015 Annual Report:

7.3 Announcements

Date	Description of Announcement
09/12/2015	Appendix 3B
30/11/2015	Results of Meeting
19/11/2015	Weebit Roadshow and Investor Presentation
11/11/2015	Strategic Acquisition Agreement
09/11/2015	Trading Halt
02/11/2015	Quarterly Cashflow Report
30/10/2015	Notice of Annual General Meeting/Proxy Form
28/10/2015	Results of General Meeting and Notice of ASX Waiver
27/10/2015	Quarterly Activities Report
01/10/2015	Annual Report to shareholders

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.

7.4 Directors' Interests

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

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

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 or Director,

either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offer.

The Directors' relevant interests in the Company's securities as at the date of this Prospectus and remuneration payable for the current and the last two financial years (including share based payments) is set out below:

Director	Shares	Options
Alan Tough	2,461,771	2,000,000
Jonathan Lea	3,751,308	2,000,000
Ananda Kathiravelu	130,000	12,500,000
David Sourbutts	2,000,000	2,000,000

Remuneration paid to Directors in the two years prior to the date of this Prospectus			
	Current ²	2015	2014
Jonathan Lea ^{1,4}	39,420	254,223	\$273,125
Alan Tough	36,000	65,042	\$70,850
Ananda Kathiravelu ¹	39,420	52,560	\$55,062
David Sourbutts ³	36,000	35,167	\$4,780

Notes:

- 1 Inclusive of superannuation.
- 2 Non-executive Directors have agreed to reduce their director's fees to \$3,000 per month.
- 3 Mr Sourbutts was appointed a Director on 15 April 2014 and was subsequently re-elected at the Company's Annual General Meeting held on 19 November 2014 in accordance with the Company's Constitution.
- 4 Mr Jonathan Lea resigned as Managing Director on 31 May 2015 and was subsequently appointed as a non-executive Director.

No person has paid or agreed to pay any amount or has given any benefit to any Director to induce them to become, or qualify as a Director or for services provided by the Director, in connection with:

- (a) the formation or promotion of the Company; or
- (b) the offer of New Shares under this Prospectus, except asset out below or elsewhere in this Prospectus.

Ampere Limited, an entity controlled by Mr Kathiravelu, has entered a services agreement with the Company under which Ampere Limited provides company secretary, accounting and office services to the Company. Ampere has been paid approximately \$198,461 (excluding GST) in the previous 2 years, and is paid a fee of \$8,000 per month.

Armada Capital Limited, an entity controlled by Mr Kathiravelu, has provided corporate advisory services to the Company, for which it has been paid fees of

\$107,475. Armada has a current mandate to provide corporate advisory services to the Company, for which it is paid \$5,000 per month. It may be terminated by 30 days notice

Information regarding the remuneration received by Directors for the preceding two financial years can be found in the 2015 Annual Report.

The Company has entered into indemnity, insurance and access deeds with each of the Directors (**Deeds**). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company, and to insure each Director against certain risks to which the Company is exposed as an officer of the Company. The Deeds also grant each Director a right of access to certain records of the Company for a period of up to 7 years after the Director ceases to be an officer of the Company.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

The Constitution of the Company provides that the Non-Executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting. The current amount has been set at an amount not to exceed \$300,000 per annum.

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.

7.5 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer.

Nova Legal has acted as the solicitors to the Company in relation to the Offer and associated due diligence process. The Company estimates it will pay Nova Legal

\$4,090 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Nova Legal has been paid approximately \$14,342 for legal services provided to the Company.

7.6 Consents

Each of the parties referred to in this Section:

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

Nova Legal has given and has not withdrawn its consent to be named as the solicitors to the Company in this Prospectus, in the form and context in which it is named. Nova Legal has not caused or authorised the issue of this Prospectus, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

7.7 Estimated Expenses of Offer

The total expenses of the Offer are estimated to be approximately \$6,410 as follows:

Expense	(\$)
ASIC fees	2,320
Legal expenses	4,090
Total	6,410

7.8 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Securities are enhanced disclosure securities quoted on ASX.

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

RAD Shares:

Highest: \$0.086 on 11 November 2015.

Lowest: \$0.013 on 31 August, 28 August, 27 August, 26 August and 25 August 2015.

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.05 on 10 December 2015

7.9 Electronic Prospectus

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 8 9389 9919 and the Company will

send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

7.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will not be issuing share certificates. The Company is a participant in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

8. Directors' Authorisation

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.



Damon Sweeny
Company Secretary

11 December 2015

For and on behalf of Radar Iron Ltd

9. Definitions

\$ means Australian dollars.

Company means Radar Iron Ltd (ACN 146 455 576).

Applicant means an investor who applies for Shares pursuant to the Offer.

Application Form means an application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.

ASX Listing Rules means the listing rules of the ASX.

Board means the board of Directors unless the context indicates otherwise.

Business Day means a day on which trading takes place on the stock market of ASX.

Closing Date means the date specified in the timetable in section 1 of this Prospectus (unless extended).

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

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

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

Issued Shares means the Shares issued by the Company as described in section **Error! Reference source not found.**

Offer means the offer of Shares referred to in the “Details of the Offer” section of this Prospectus.

Official Quotation means official quotation on ASX.

Opening Date means the opening date of the Offer as specified in the timetable set out in section 1 of this Prospectus (unless extended).

Option means an option to acquire a Share.

Optionholder means an optionholder of the Company.

Prospectus means this prospectus.

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

Shareholder means a shareholder of the Company.

WST means western standard time as observed in Perth, Western Australia.

GUIDE TO THE APPLICATION FORM

A. Application for Shares

The Application Form must only be completed in accordance with instructions included in Prospectus.

B. Name of Applicant

Write the Applicant's FULL NAME. This must be either an individual's name or the name of a company. Please refer to the bottom of this page for the correct form of registrable title. Applications using the incorrect form of registrable title may be rejected.

C. Name of Joint Applicants or Account Designation

If JOINT APPLICANTS are applying, up to three joint Applicants may register. If applicable, please provide details of the Account Designation in brackets. Please refer to the bottom of this page for instructions on the correct form of registrable title.

D. Address

Enter the Applicant's postal address for all correspondence. If the postal address is not within Australia, please specify Country after City/Town.

E. Contact Details

Please provide a contact name and daytime telephone number so that the Company can contact the Applicant if there is an irregularity regarding the Application Form.

F. CHES HIN or existing SRN Details

The Company participates in CHES. If the Applicant is already a participant in this system, the Applicant may complete this section with their existing CHES HIN. If the applicant is an existing shareholder with an Issuer Sponsored account, the SRN for this existing account may be used. Otherwise leave the section blank and the Applicant will receive a new Issuer Sponsored account and statement.

G. Cheque Details

Make cheques payable to "Radar Iron Ltd – Share Offer Account" in Australian currency and cross them "Not Negotiable". Cheques must be drawn on an Australian Bank. The amount of the cheque should agree with the amount shown on the Application Form.

H. Declaration

This Application Form does not need to be signed. By lodging this Application Form and a cheque for the application money this Applicant hereby:

- (1) applies for the number of Shares specified in the Application Form or such lesser number as may be allocated by the Directors;
- (2) agrees to be bound by the constitution of the Company;
- (3) authorises the Directors of the Company to complete or amend this Application Form where necessary to correct any errors or omissions;
- (4) acknowledges that he/she has received a copy of the Prospectus attached to this Application Form or a copy of the Application Form before applying for the Shares; and
- (5) acknowledges that he/she will not provide another person with this Application Form unless it is attached to or accompanied by the Prospectus.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities are allowed to hold securities. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname are required for each natural person. Application Forms cannot be completed by persons under 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mr John Alfred Smith	J A Smith
Company Use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings Use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts Use the trustee(s) personal name(s).	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates Use the executor(s) personal name(s).	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18) Use the name of a responsible adult with an appropriate designation.	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships Use the partners personal names.	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names.	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s).	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds Use the name of the trustee of the fund.	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund