



ORD RIVER | Resources

CommSec
Underwriter



ORD RIVER RESOURCES LIMITED
ABN: 68 108 737 711

PROSPECTUS

Offer of
120,000,000 New Shares
at \$0.125 per New Share

"This is a speculative investment. Please read this document carefully and consult your professional advisor."



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Ord River Resources Limited

ABN 68 108 737 711

Corporate Directory

Directors

John E T Towner	(Executive Chairman)
Tao Luo	(Non-Executive Deputy Chairman)
Martyn R Jones	(Executive Director)
Patrick W V M Sam Yue	(Executive Director)
Andrew L Martin	(Non-Executive Director)
Weili Tang	(Non-Executive Director)
Jeremy J Towner	(Non-Executive Director)

Company Secretary

Patrick W V M Sam Yue

Registered Office

Level 22, Gold Fields House

1 Alfred St

Sydney NSW 2000

Telephone: (02) 9250 1888

Facsimile: (02) 9250 1838

e-mail: office@ord.com.au

Website: www.ord.com.au

ASX Code

Ordinary shares: ORD

Options: ORDO

Australian Solicitors

Piper Alderman

Level 23, Governor Macquarie Tower

1 Farrer Place

Sydney NSW 2000

Auditors

Grant Thornton NSW

Level 17

383 Kent Street

Sydney NSW 2000

Share Registry

Registries Limited

Level 7, 207 Kent Street

Sydney NSW 2000

Telephone: (02) 9290 9600

Facsimile: (02) 9279 0664

Underwriter

Commonwealth Securities Limited

Level 18, 363 George Street

Sydney NSW 2000

AFSL No. 238814

Telephone: 131 519

Website: www.comsec.com.au

Key Dates and Important Note

Key Dates

Proposed Timetable

Record Date	11:00 pm NST 1 September 2008
Prospectus date	3 September 2008
Lodgement of Prospectus with ASIC	3 September 2008
Opening date	9:00 am NST 4 September 2008
Closing Date for Ord Shareholders Priority Allocation	5:00 pm NST 19 September 2008
Closing Date for Applications (other than Ord Shareholders Priority Allocation)	5:00 pm NST 23 September 2008
Issue of New Shares to successful Applicants	26 September 2008
Expected despatch of Holding Statements	26 September 2008
Expected date of quotation of New Shares on ASX	30 September 2008

This timetable is indicative only. The Company reserves the right to vary the dates and times of the Issue without prior notice, subject to compliance with the Listing Rules.

IMPORTANT NOTE

This Prospectus is dated 3 September 2008 and was lodged with ASIC on 3 September 2008. Neither ASIC nor ASX takes any responsibility for the contents of this Prospectus nor the merits of the investment to which this Prospectus relates.

No New Shares 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 within seven days after the date of this Prospectus for permission for the New Shares offered by this Prospectus to be officially quoted.

You should carefully consider whether New Shares are an appropriate investment for you. There are significant risks associated with an investment in the Company. The New Shares to be issued under this Prospectus should be regarded as a speculative investment. The New Shares carry no guarantee whatsoever with respect to return on capital investment, payment of dividends or the future value of the New Shares. Share prices can fall as well as rise.

This Document is important and you should read it in its entirety (including the "Investment Risks" section). If you do not understand it, you should consult your professional adviser.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on, and observe the requirements of, these laws. Non-observance by such persons may violate securities laws. Any recipient of this Prospectus residing outside Australia should consult their professional advisers on requisite formalities. 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. No action has been taken to register or qualify this Prospectus or to otherwise permit a public offering of New Shares outside Australia.

Certain words and terms used in this Prospectus have defined meanings that are explained in the section "Glossary of Terms".

Important Note *(continued)*

Electronic Prospectus

The Prospectus is available in electronic form via the Company's website www.ord.com.au or on the Underwriter's website www.comsec.com.au. Any person accessing the electronic version of the Prospectus for the purposes of becoming a security holder must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing on to another person an application form unless it is attached to a hard copy of the Prospectus or accompanied by the complete and unaltered version of this Prospectus. Prospective applicants should read this Prospectus in its entirety before completing an application form. Any person may obtain a copy of this prospectus free of charge by contacting Ord River Resources Limited.

Special Prospectus Content Rules

The Company is a "disclosing entity" for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, as a listed company, the Company is subject to the Listing Rules which require continuous disclosure to the market of any information the Company has, and which a reasonable person would expect to have, a material effect on the price or value of its securities.

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act which are applicable to a "transaction specific prospectus". 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 the assets and liabilities, financial position, profits and losses or prospects of the Company unless it has not previously been disclosed but is relevant to these matters.

This Prospectus is intended to be read in conjunction with publicly available information on the Company which has been notified to ASX.

Copies of documents released to ASX in relation to the Company may be obtained from the ASX announcements website.

The Company will provide a copy of each of the following documents, free of charge, to any person who requests it during the application period for this Prospectus:

- the Annual Report for the Company for the financial year ended 30 June 2007 (being the annual financial report most recently lodged with ASIC by the Company); and
- continuous disclosure notices given by the Company after the lodgement of the Annual Report and before the lodgement of the copy of this Prospectus with ASIC. A list of the disclosure notices is on page 28.

No Forecasts

The business of minerals exploration, appraisal and development is speculative where there are no proven ore reserves, and there are significant uncertainties associated with forecasting revenues and expenses of such operations. Accordingly, the Directors believe that reliable forecasts cannot be prepared and forecasts have therefore not been included in this Prospectus in accordance with ASIC Regulatory Guide 170.

Privacy

The Company (and the Share Registry on its behalf) collects, holds and uses personal information of security holders in order to service their needs as security holders, provide facilities and services that they request or that are connected with their interests in New Shares and carry out appropriate administration.

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

A security holder may request access, correct and update his or her personal information held by the Company or the Share Registry by contacting the Company Secretary.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Commonwealth) (as amended), the Corporations Act and certain rules such as the ASTC Settlement Rules of ASX.

Letter from the Chairman

Dear Investor,

On behalf of the Directors, it is my pleasure to invite you to subscribe for New Shares in the Company. This Issue of New Shares is partially underwritten to \$3,000,000 by one of Australia's largest brokers, Commonwealth Securities Ltd, and is being made at 12.5 cents per New Share with a priority entitlement to Ord Shareholders in the Company on the basis of one New Share for every two Existing Shares held at 1 September 2008.

I would encourage all Ord Shareholders to take up their priority entitlements. Since the Company's admission to the Official List of the ASX on 8 March 2005, the Company has made considerable exploration progress in its portfolio of projects both within Australia and overseas, and looks forward to being in a position to participate in developing a world class bauxite and alumina project in Laos.

In this regard I am pleased to say that after only a relatively short period of time operating in Laos the Company has achieved significant results. Recent bauxite exploration success in Laos has resulted in the Company publishing a fully JORC compliant Indicated Resource of 93.7 million tonnes, with a targeted resource estimate of at least 300 million tonnes from work undertaken on the Yuqida tenement alone. This does not include a target resource estimate for the LSI tenement, which has been drilled and demonstrates a wide spread of bauxite mineralisation present.

In establishing this Indicated Resource, the Company has now technically confirmed that the project has one of the highest quality gibbsite dominated bauxites in the world. The Company believes the bauxite is directly comparable to Alcoa's Darling Range bauxite that has proved that such bauxites have the characteristics to be potentially processed to produce alumina in one of the world's lowest operating cost refineries.

Pre-feasibility and Scoping Study work has already commenced on the bauxite project, and I am proud to say that the Company's original strategy of entering into strategic alliance and co-operation agreement with the China Nonferrous Metal Mining (Group) Co. Ltd will now permit the Company to significantly leverage their expertise and experience in this important phase of the project's development.

The Company benefits from its diversified portfolio of exploration projects which also includes the Copper Flats project in the East Kimberley and the Suplejack gold project in the Tanami gold province in the Northern Territory.

At Copper Flats, the Company has amassed a substantial exploration area and believes that the geology and structure of the area is analogous to the Michigan Copper Belt in the USA, which has produced over nine million tonnes of copper over 160 years.

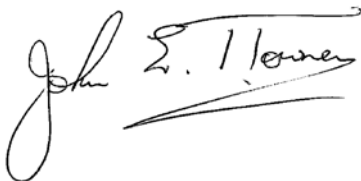
Subject to raising the necessary money, the Company will soon be undertaking an extensive electromagnetic survey of its tenement position in the East Kimberley, and will continue exploration drilling of prospective targets in tenements granted to the Company at the end of last season's drilling campaign. Ground based geochemical work undertaken by the Company confirms the prospectivity of the exploration activities to be undertaken by the Company on these tenements.

At the Suplejack gold project in the Tanami the Company has a JORC compliant Inferred Resource of 55,000 ounces of gold and drilling of probable extensions to the known Tregony resource along newly interpreted structural trends on six geochemical and structural targets is planned this year subject to raising the necessary funds.

The Company has made significant achievements since its listing and I am confident that investors in this Issue of the Company's Shares will be able to benefit from what is essentially a ground floor entry point into what we are confident has the potential to become significant world class mining and mineral projects.

This Prospectus contains detailed information about the offer being made by the Company. I urge you to read it carefully and in full before deciding whether to invest in the Company. I look forward to your participation in this exciting phase of the Company's development.

Yours sincerely

A handwritten signature in black ink, appearing to read "John E T Towner". The signature is fluid and cursive, with a large initial "J" and a long horizontal stroke at the end.

John E T Towner
Executive Chairman

3 September 2008

Investment Highlights

Bauxite-Alumina-Aluminium Project

A potentially very large bauxite, alumina and aluminium project on the Bolaven Plateau in southern Laos. This project is a joint venture between the Company and NFC (through their respective subsidiaries). Ord holds 49%, NFC 51% of the joint venture vehicle.

- o The project has one of the highest quality gibbsite dominated bauxites in the world with high alumina to silica ratio (31.9% available alumina and low level of 3% reactive silica) that can potentially feed a low temperature and consequently potentially low cost alumina processing refinery.
- o Total initial identified JORC compliant Indicated Resources of 93.7 million tonnes of bauxite under the project are intended to be increased progressively under current and future work programs. No Inferred Resource has yet been estimated for the total project. The joint venture presently is negotiating rights to 39.7 million tonnes of this identified resource, and those rights are intended to increase under an earning program. Within one tenement area of 436 km² (the Yuqida Project), the identification of JORC compliant Indicated Resource to date is over an area of 15.2 km² (less than 25% of the total mapped target area for bauxite definition within that tenement). Within a second tenement and over an area of a 66 km² block (the LSI Project), the identification of JORC compliant Indicated Resource to date is over 1.9 km² only. The Company believes there is a high probability of increasing the resources estimate substantially.
- o A pre-feasibility study for the project has commenced. Identification of 200 million tonnes of bauxite resource is intended to trigger the start of a bankable feasibility study for construction of an alumina refinery.
- o The residue after processing alumina will contain approximately 50% iron and 8% titanium which can potentially add further value to the project.
- o Potential to utilise a substantial amount of "type 2 bauxite" to significantly increase the resource estimate. Type 2 bauxite has relatively higher levels of reactive silica and is presently excluded from the currently identified JORC compliant Indicated Resource. Beneficiation testing is about to commence on the type 2 bauxite.
- o The Company believes the Bolaven Plateau has the potential to contain in excess of 2 billion tonnes of bauxite and the objective is to secure a major position in the area to establish a long life aluminium industry.

Copper Project

The Company believes the Copper Flats Project has potential for the development of a significant new copper province. The project covers a total area of 7,130 km² (5,665 km² under granted licences and 1,465 km² under application licences) in the East Kimberley in Western Australia and Northern Territory in Australia.

- o Outcropping stratabound and vein style mineralisation has been found in the area with many occurrences consisting of high grade primary chalcocite, chalcopyrite, pyrite, and native copper and secondary malachite. An electromagnetic survey and drilling in 2008 is planned to further test the potential of copper present.
- o The geology and structure of the area is analogous to the Michigan Copper Belt in the USA which has produced in excess of 9 million tonnes of copper metal over approximately 160 years.
- o The potentially large size of the project provides opportunities for joint venture arrangements in risk sharing and funding.
- o Recent modelling by the Company of the basin suggests that the Company controls about two thirds of the most prospective area in the basin.

Investment Highlights *(continued)*

Gold Project

The Suplejack Gold Project is situated in the Tanami gold province in the Northern Territory in Australia.

- o JORC compliant Inferred Resource of 55,000 ounces of gold has been delineated.
- o In 2007, outcropping fault zones were found at two locations from the sampling of six high priority gold targets. Drilling of probable extensions to the known Tregony resource along newly interpreted structural trends on six geochemical and structural targets is planned for 2008.
- o An extensive untested fault zone with multi element and gold geochemical anomalies over 25 kilometres is soon to be tested to develop additional drill targets.

Strategic Alliance with Large Chinese State Controlled Entity

- o Strategic alliance and co-operation agreement with China Nonferrous Metal Mining (Group) Co. Ltd. ("CNMC") could provide further global investment opportunities in mineral exploration and development projects.
- o Support from the technical expertise and experience that resides in CNMC.
- o Available channels through CNMC contacts for off-take of products if and when development stage of the projects is reached.
- o President of China Nonferrous Metal International Mining Co., Ltd ("CNMIM") and Chairman of CNMC are on the Company's Board and CNMIM has a substantial shareholding in the Company.

Risks

- o An investment in the Company is speculative.
- o If less than \$7,000,000 is raised pursuant to the Issue, it will be necessary for the Company to raise further funds to continue its intended operations and exploration, and ensure it remains a going concern.

- o The exploration to be carried out by the Company carries no guarantee of proving economically recoverable reserves of minerals or, that even if such reserves are found, that the recovery, processing and sale of such resources will be economically viable.
- o The Company has no commercial production of minerals that generates revenues or profits, and the Company is not in a position to pay dividends for the foreseeable future. The Company is dependent on the continued availability of debt and equity funding to carry out its exploration programmes and develop its projects until such time as economically recoverable mineral reserves can be proved, and commercially viable mining and processing projects can be established.
- o The Company has not yet signed formal joint venture agreements with the Lao licence holders with respect to its investments and projects in Laos and consequently has no title to the licences being explored or any guarantee it will become a title holder. In the event of difficulties in the negotiations with the licence holders or of the Lao PDR Government not giving approval for establishment of joint ventures for the licences, the Company risks the loss of its expenditure in those tenements. This might also occur if the Company is unable to formalise joint venture arrangements with either of the licence holders.
- o Even if the Company is able to formalise Lao PDR joint venture arrangements or obtain any necessary Lao PDR Government approvals, there can be no guarantee that the Company will be able to enforce its rights, with the consequent risk the Company may not be able to protect, recover or preserve its investment.

Refer to the "Investment Risks" section for details.

The above information should be read in context with the whole Prospectus.

1. Purpose of the Issue

It is proposed to raise up to \$15,000,000 from the Issue with a minimum subscription of \$3,000,000 (Minimum Subscription).

The money raised from the Issue is planned to be applied as follows:

	Minimum Subscription \$ 000	Maximum Subscription \$ 000
Exploration for:		
Bauxite in Laos	-	7,500
Copper and gold in Australia	-	1,600
Loan and interest payment to Commonwealth Bank	2,030	2,030
Expenses of the Issue	270	870
Working capital	700	3,000
Total	3,000	15,000

If the Company raises more than the Minimum Subscription but less than the Maximum Subscription, the Company intends to apply the funds to exploration for bauxite in Laos and working capital as its first priority and then to exploration for copper and gold in Australia.

If the Company raises less than the Maximum Subscription, the Company will need to seek additional funds for working capital and carrying out its full exploration program as intended. Depending on the amount raised by the Issue, the Company's ability to continue as a going concern will be contingent upon successfully raising additional capital. Such fundraising (if possible) may be on different terms to the Issue, or be a different form of financing.

For more information see the "Financial Information" and "Investment Risks" sections.

2. Details of the Issue

The details of the Issue are as follows.

2.1 Number of Securities Offered

The Company is offering up to 120,000,000 New Shares (Maximum Subscription). The Issue is underwritten to the Minimum Subscription of \$3,000,000 or 24,000,000 New Shares.

2.2 Minimum Subscription

The Minimum Subscription for the Issue will be \$3,000,000 (which is the Underwritten Amount).

2.3 Maximum Subscription

The Maximum Subscription for the Issue will be \$15,000,000.

2.4 Broker Applicants

If you have received an allocation of New Shares from a broker to the Issue, that broker will be acting as your agent in acquiring New Shares. You should obtain a copy of this Prospectus from that broker and apply for New Shares using the (black) Application Form accompanying this Prospectus.

Applicants who have received an allocation of New Shares from a broker to the Issue should make their cheque payable to that broker or as instructed by that broker, and deliver their completed Application Form and Application Monies in accordance with the instructions of that broker. Broker Applicants should not send their Application Forms to the Share Registry.

A broker to the Issue may, to the extent permitted by law, make this Prospectus available on its website and provide an online application facility for the submission of online

Details of the Issue (continued)

New Shares not subscribed for by Ord Shareholders under their entitlement of priority allocation will be offered to the general public and other Ord Shareholders who apply using the (black) Application Form or who apply for additional New Shares to their priority allocation.

Ord Shareholders should not delay sending in their Application as the Company (in consultation with the Underwriter) has the right to close the Issue early and, if that occurs, Ord Shareholders who delay may not be allotted New Shares under either the Ord Shareholders Priority Allocation or the Issue. In the event that there are more Ord Shareholders Priority Applications than there are New Shares under the Ord Shareholders Priority Allocation, then Applications will be dealt with on a 'first in, first served' basis. The Company (in consultation with the Underwriter) may elect to treat Ord Shareholders Priority Application Forms which do not receive New Shares under the Ord Shareholders Priority Allocation as if they are Application Forms. The Company reserves the right to treat any (green) Ord Shareholders Priority Application Forms erroneously submitted by non-Shareholders as (black) Application Forms (but need not do so).

2.7 Issue Price

Each New Share is offered for subscription at an issue price of 12.5 cents per share. The issue price of 12.5 cents per New Share is payable in full on application.

2.8 Rights on Issue

A summary of the rights attaching to Shares at the date of this Prospectus is set out under the heading "Rights Attaching to Shares" in the "Additional Information" section. New Shares will have the same rights as Shares.

2.9 Offer Partially Underwritten

The Offer is partially underwritten by the Underwriter. Subject to the terms of the Underwriting Agreement, the Underwriter will lodge or cause to be lodged with the Company, Applications for any shortfall in Applications for the Minimum Subscription of 24,000,000 New Shares to be offered under the Issue.

A summary of the other material terms of the Underwriting Agreement appears under the heading "Underwriting Agreement" in the "Summary of Material Contracts" section of this Prospectus.

2.10. Allotment of New Shares

It is expected that New Shares will be allotted on 26 September 2008 with despatch of holding statements expected to occur on 26 September 2008.

A Statement of Holding for the purposes of CHES for the New Shares allotted pursuant to this Prospectus will be mailed, at the risk of the Applicant, by ordinary post to the address appearing on the completed Application Form or Ord Shareholders Priority Application Form. The Company reserves the right, in consultation with the Underwriter, to allot Shares in part or in full for any Application Form received or to decline any Application Form or Ord Shareholders Priority Application Form to the extent it exceeds the priority allocation.

Where the number of New Shares allotted is less than the number applied for, the surplus Application Monies will be returned by cheque within 14 days after the Closing Date. Where no allotment is made, the amount tendered on application with the relevant Application Form or Ord Shareholders Priority Application Form will be returned within 14 days after the Closing Date. Interest will not be paid on monies refunded.

If the Application Form or Ord Shareholders Priority Application Form is not completed properly, or if the accompanying payment is for the wrong amount, it may still be treated as a valid Application. The Directors' decision whether to treat the Application as valid, and how to construe, amend or complete the Application Form or Ord Shareholders Priority Application Form is final. However, an Applicant will not be treated as having applied for more New Shares than is indicated by the amount of the cheque for Application Monies.

2.11. Expenses of the Issue

The estimated expenses which are payable by the Company for underwriting fees, legal fees, printing fees and other costs incurred in preparing and distributing this Prospectus in respect of the Issue are estimated to be between approximately \$270,000 (Minimum Subscription) and \$870,000 (Maximum Subscription).

2.12 Quotation of New Shares

The Company will apply for Official Quotation of the New Shares by ASX no later than seven days after the date of this Prospectus.

The Directors will not allot any New Shares unless and until ASX grants approval on conditions acceptable to the Directors for the New Shares to be admitted to Official Quotation. The fact that ASX may admit the New Shares to Official Quotation is not to be taken in any way as an indication by ASX of the merits of the Company or the New Shares offered by this Prospectus. ASX takes no responsibility for the contents of this Prospectus.

If approval for Official Quotation of the New Shares by the ASX is not obtained within three months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, any allotment or issue of New Shares pursuant to this Prospectus will be void.

No New Shares will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

2.13 Option Holders

Option holders (whose Options are vested and capable of exercise), and who wish to participate in the Ord Shareholders Priority Allocation on the basis of the number of the underlying Shares, will have to convert their Options into Shares and then apply for New Shares under the Issue using an Ord Shareholders Priority Application Form. The Company will treat such Applications received before the Closing Date for the Ord Shareholders Priority Allocation as part of the Ord Shareholders Priority Allocation to the extent of available capacity.

2.14 Unsecured Converting Notes

At the general meeting held on 1 September 2008 the Company approved the issue of 11,656,000 Shares to the holders of Unsecured Converting Notes. Under the terms of the Unsecured Converting Notes, the notes automatically convert the day after the approval was given (Conversion Date). While the record date for Ord Shareholders wishing to take part in the Ord Shareholders Priority Allocation is 1 September 2008, the terms of the Unsecured Converting Notes require that the Unsecured Converting Noteholders must be offered New Shares under the pro rata entitlement as if the Unsecured Converting Notes were Shares. The Ord Shareholders Priority Allocation therefore includes 5,828,000 New Shares for the Shareholders who were Unsecured Converting Noteholders as if they were Shareholders at the Record Date.

2.15 Applications Outside Australia

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. Where this Prospectus is available to persons domiciled in a country other than Australia, and where that country's securities laws require registration this Prospectus is provided for information only. It is the responsibility of non-Australia resident investors to obtain all necessary approvals for applying for New Shares pursuant to this Prospectus. 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 all approvals necessary in the jurisdiction in which the Applicant resides, have been obtained.

2.16. Enquiries

Enquiries regarding this Prospectus should be directed to the Company Secretary on **(02) 9250 1888** or via email to **office@ord.com.au**.

3. Effect of Issue

Capital Structure

Upon completion of the Issue, the securities of the Company on issue will be as follows:

	Minimum Subscription	Maximum Subscription
Existing Shares at the date of this Prospectus	188,657,411	188,651,411
New Shares to be issued under this Prospectus	24,000,000	120,000,000
Total Shares on issue (notional expanded capital)	212,651,411	308,651,411

The above table assumes that no options (capable of exercise) are exercised on or before the date that New Shares under this Prospectus are issued as the exercise prices per Share of those options are higher than the issue price of New Shares. If more than the Minimum Subscription but less than the Maximum Subscription is raised, the amounts will vary accordingly.

	Exercise Price per Share	Expiry Date	Number
Options on issue at the date of this Prospectus			
Listed Options	\$0.65	12 December 2009	38,877,146
Unlisted Options			
Options A	\$0.20	30 June 2009	5,660,000
Options B	\$0.75	12 December 2009	8,000,000
Options C ²	\$0.50	31 December 2009	45,000
Options D ³	\$0.50	30 June 2010	512,500
Consultants options	\$1.00	5 August 2010	3,000,000
Incentive options	\$0.40	30 September 2011	17,000,000
Performance options	\$0.50	31 May 2012	2,250,000
Consultant Performance Options A	\$0.20	30 June 2013	2,500,000
Consultant Performance Options B	\$0.20	30 June 2013	7,500,000
Broker Options	\$0.20	2 September 2010	750,000

² Announced but not yet issued.

³ Announced but not yet issued.

4. Business Overview

4.1 Company overview

The Company was formed as an unlisted public company on 4 May 2004, and was admitted to the Official List of ASX on 8 March 2005.

The Company's objective is to grow by acquiring prospective precious and base metals tenements, exploring, appraising, then developing and, in time, mining gold and base metals. The current focus is on the development of three mineral exploration projects: gold, copper and bauxite (aluminium).

The Company has a strategic alliance with CNMIM and NFC (a company listed on Shenzhen Stock Exchange and a Shanghai-Shenzhen 300 Composite Index company). Both entities are part of China Nonferrous Metal Mining (Group) Co. Ltd., a large Chinese State controlled entity ("CNMC") that operates internationally and has strong technical skills in mining and engineering. The co-operation between the two is to seek out investment opportunities globally and to reap the benefits of the two groups complementary skills in exploration, mining development, plant engineering and product marketing.

4.2 Exploration Projects

The Company has three significant exploration projects which are as follows and the aggregate carrying values of these projects are stated in the section "Financial Information" under Note 8.

(i) Bauxite-Alumina-Aluminium Project, Bolaven Plateau, Southern Laos.

The Company believes this project, which was introduced to the Company by its strategic partner CNMIM in 2006, has the potential to pioneer a large aluminium industry in Laos. SARCO, a joint venture company has been established and incorporated in Laos for this project. The Company owns 49% of SARCO and NFC owns 51%.

The exploration work carried out since 2006 by SARCO in association with the licence holders of two tenements (covering 138 km² and 436 km² respectively) on the Bolaven Plateau in Southern Laos has identified an extensive high quality bauxite resource. SARCO has identified 19.6 million tonnes of JORC compliant Indicated Resource of bauxite over an area of 1.9 km² within a southern 66 km² block of the 138 km² tenement over which SARCO is negotiating formalisation of joint venture rights (LSI Project). Within the 436 km² tenement (Yuqida Project), SARCO has identified a total of 74.1 million tonnes of JORC compliant Indicated Resource of bauxite over an area of 15.22 km² representing approximately 24% of the currently mapped target area of 64 km² for bauxite definition.

CNMIM has contractual rights to 70% of the products that may be derived from the 66 km² block within the 138 km² tenement (LSI Project), and SARCO is currently negotiating to take on CNMIM's rights and obligations under a new joint venture agreement. In the Yuqida Project, SARCO is also negotiating arrangements to earn 35%, then 49% and then finally 85% of the interest in the title of the 436 km² tenement. An application by SARCO solely for a third tenement (covering 867 km²), is in the final stages of approval by the Lao PDR Government (SARCO Project).

There is an understanding between NFC and the Company that when the bauxite resource is proved in sufficient quantities (minimum total of 200 million tonnes of JORC compliant Indicated Resources) on the Bolaven Plateau, SARCO will commence detailed studies for the building of an alumina refinery and in time on identifying further increases of bauxite resources for the building of an aluminium smelter.

Business Overview *(continued)*

The bauxite in the Bolaven Plateau, with high alumina to silica ratio of 31.9% available alumina and low level of 3% reactive silica, is analogous to the bauxite in the Darling Range of Western Australia. It has very low levels of boehmite, rarely above detection and to a maximum of 2% in any individual sample. Organic carbon levels are also low. This quality of bauxite can be processed at a low temperature and consequently in a potentially low operating cost alumina processing refinery. In addition, the residue after processing alumina will contain approximately 50% iron and 8% titanium, which could potentially add further value to the project.

See the "Investment Risks" section under the headings "Investment in Exploration Areas in Laos" and "Risk of Foreign Operations" explaining the risks relating to this project. See the "Summary of Material Contracts" section for a summary of the agreements which are currently in place.

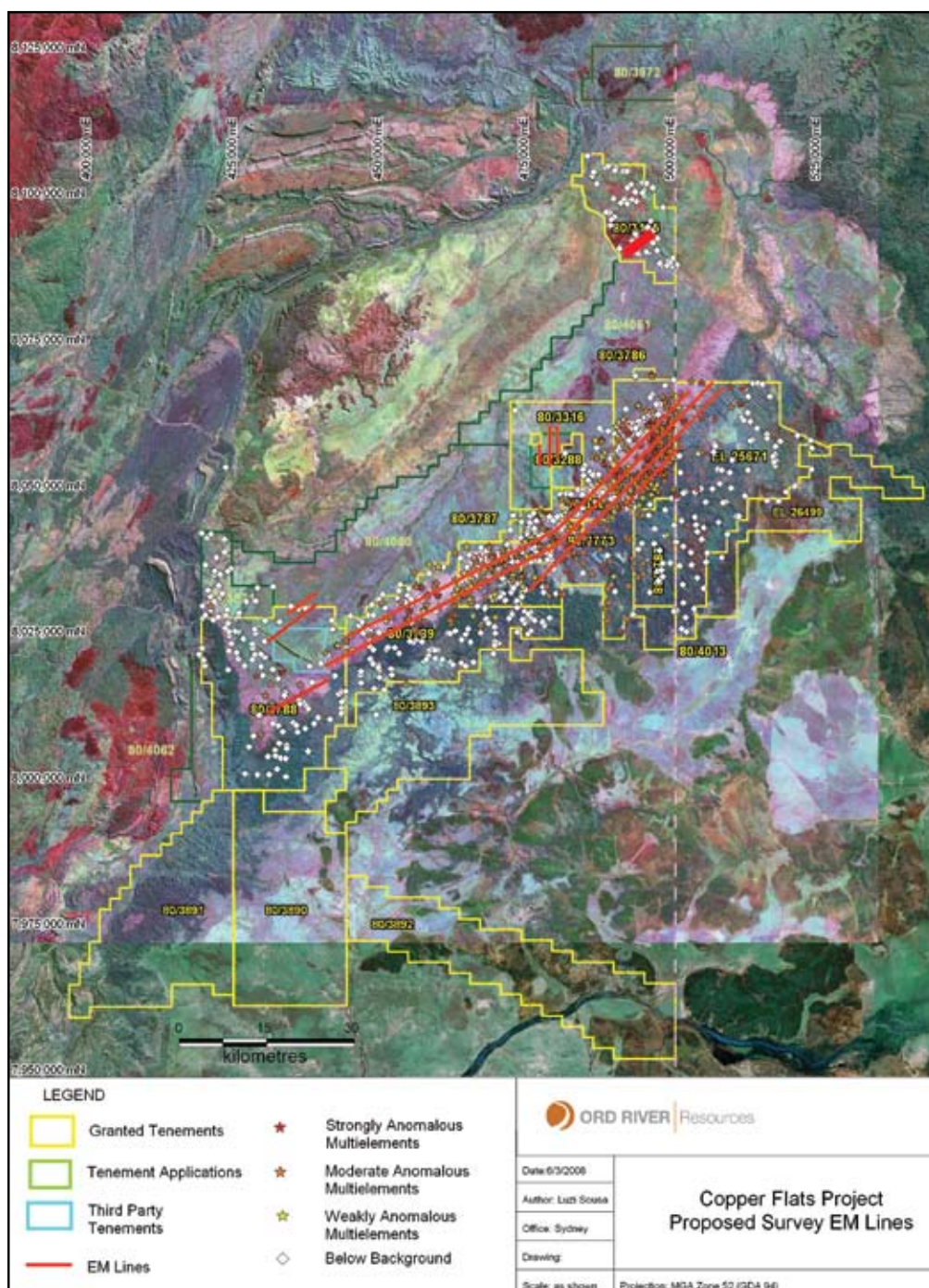
Business Overview (continued)

The Company has completed interpretation of regional drainage sample results, exploration drilling results and the compilation of structural mapping carried out in 2007. A reconnaissance electromagnetic survey is planned for 2008 over the more highly ranked geochemical and geological targets. The electromagnetic survey will give additional criteria to determine which of the outcropping

copper anomalies has significant sulphides at depth. This survey will generate a series of high priority targets for drilling in the next field campaign.

⁴ *Nicholson East Pty Ltd, a wholly owned subsidiary of the Company, holds 25% interest for OTRA on a 'free carry' basis.*

⁵ *Licence granted and in process of acceptance.*



Business Overview (continued)

Recent modelling of the Ord Basin, which includes the Hardman Syncline, by the Company suggests that the Company controls about two thirds of the most prospective area in the Hardman Syncline. Opportunities to secure more of the (potentially) most prospective areas of the Hardman Syncline are being considered.

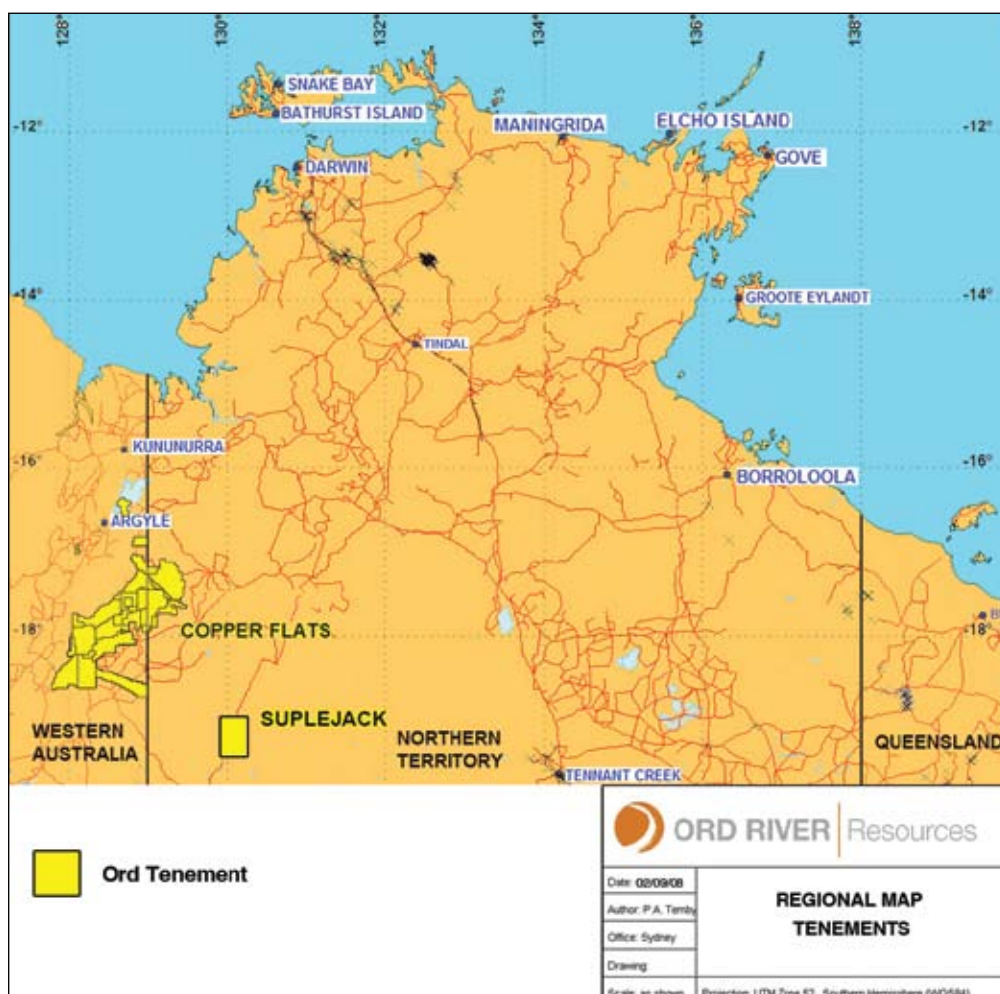
With almost 100% ownership of the area and the potentially large size of the project, the Company's strategy is to seek joint venture arrangements for risk sharing and funding, after completion and interpretation of the electromagnetic survey.

A joint venture is currently being negotiated with the holder of two granted tenements and two tenement applications in the Copper Flats region.

One of the granted tenements and the two tenement applications cover the remaining 30% of the most prospective parts of the Hardman Syncline that is not currently held by the Company. Known copper prospects, as well as extensive copper anomalies found in stream sediment sampling programs, are present in areas modelled on independent criteria as having high potential for Michigan Copper Belt style mineralisation.

The second granted tenement being negotiated for the joint venture contains a mineralised mafic-ultramafic intrusive hosted by the Tickalara Metamorphics in the Halls Creek Orogen, a known nickel province. Within the tenement subject to negotiation a mineralised gossan with rock chip samples of up to 1.1% nickel and 0.6% copper is known and lies approximately 2.7 kilometre along strike from an airborne electromagnetic anomaly recovered in

a regional 1,000 metre line spaced survey which cut the prospective zone at 1,200 metre intervals due to strike directions of the survey lines. Based on limited stream sediment geochemistry and the regional electromagnetic, it appears that at least 9 kilometre of potential strike lie within the tenement. Mineralisation can be interpreted to lie over the entire length of the tenement based on the regional scale electromagnetic, photo geology, soils results on the electromagnetic anomaly and stream sediment values interpretation.



(iii) Suplejack Gold Project, Tanami, Northern Territory

The Company is targeting a series of gold prospects to increase a previously defined JORC compliant Inferred Resource of 55,000 ounces of gold at Tregony within the Company's licences in the Tanami gold province in the Northern Territory. SEL 26483 has recently been granted to cover the previous four granted tenements, EL 23454, EL 23492, EL 24167 and EL 25208.

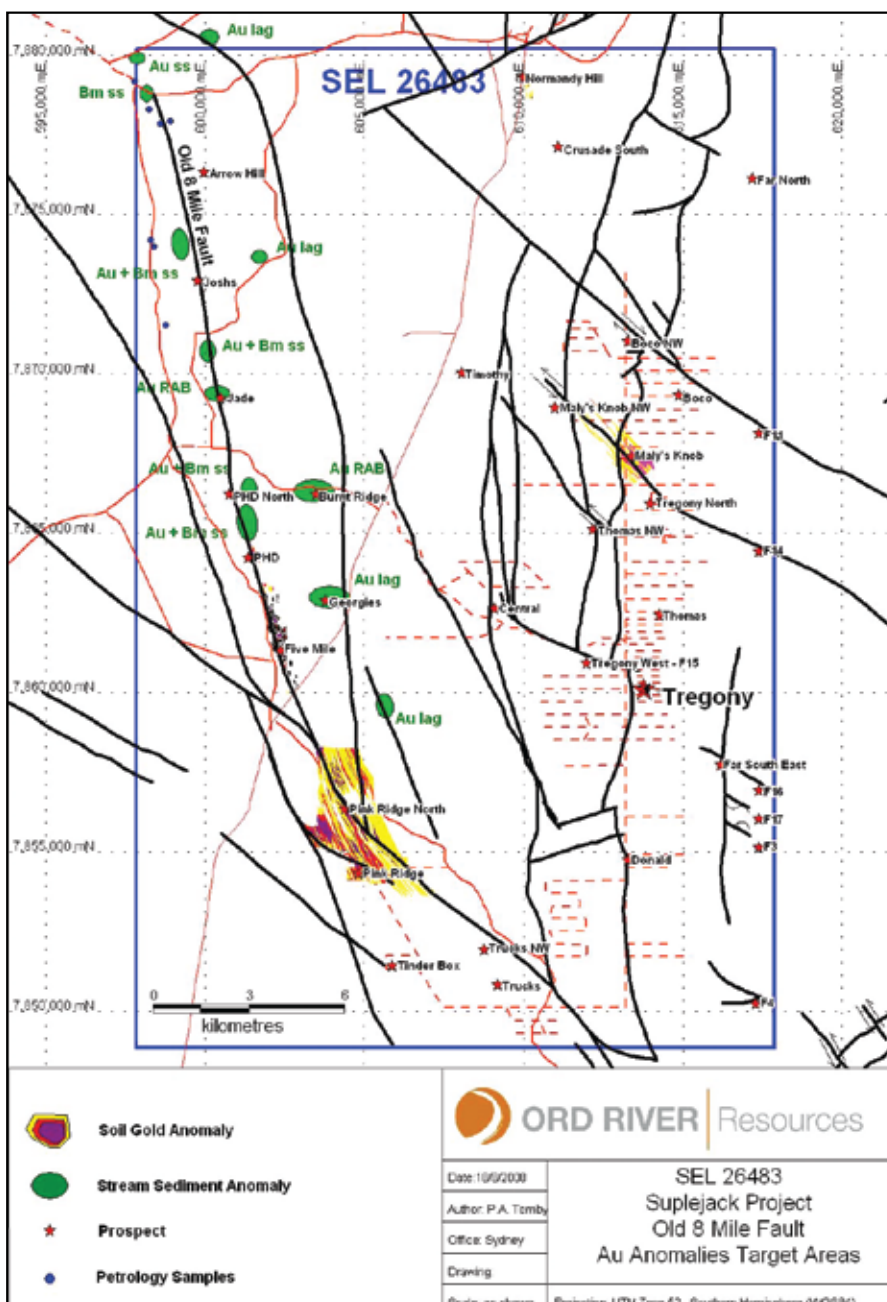
Revised interpretations of the structural controls to gold mineralisation within the tenement has resulted in many opportunities now being recognised that were not adequately assessed by previous explorers.

Westward extensions along the trend of the resources at Tregony are currently being explored to further assess additional geochemical anomalies that were not adequately defined or tested previously. An area of shallow cover will

be drilled to obtain in situ samples to better define the anomalies present and to develop drill targets. Mapped structures, known significant geochemical anomalies and a previous intersection of 3 gAu/t (gram of gold per ton) over 1 metre are targeted for further evaluation.

An extensive broad spaced soil sampling program is planned for 2008 to test the extensive spread of soil, drainage and rock chip anomalies that has been obtained over a distance of approximately 25 kilometres along the Old 8 Mile Fault. This fault intersects the highly prospective Dead Bullock Formation and is overlain by a thin cover of Suplejack Sandstone, Antrim Volcanics and possibly some Nanny Goat Volcanics. All of these units except for the Antrim Volcanics are known to contain gold mineralisation within the tenement area. This program is expected to identify further areas for development of drill targets.

Additional structural zones are also now known that are planned to be further assessed in 2008.



5. Financial Information

Unaudited Consolidated Balance Sheet of the Company As At 30 June 2008

	Note	Unaudited as at 30 June 2008 \$'000	Pro-forma Minimum Subscription \$'000	Pro-forma Maximum Subscription \$'000
CURRENT ASSETS				
Cash and cash equivalents	3	56	3,162	14,562
Trade and other receivables		8	8	8
Other		342	342	342
TOTAL CURRENT ASSETS		406	3,512	14,912
NON-CURRENT ASSETS				
Investments accounted for using the equity method		514	514	514
Financial assets		5,556	5,556	5,556
Plant and equipment		973	973	973
Exploration and evaluation expenditure		10,917	10,917	10,917
TOTAL NON-CURRENT ASSETS	8	17,960	17,960	17,960
TOTAL ASSETS		18,366	21,472	32,872
CURRENT LIABILITIES				
Trade and other payables		904	904	904
Financial liabilities	4	994	-	-
Short-term provisions		223	223	223
TOTAL CURRENT LIABILITIES		2,121	1,127	1,127
NON-CURRENT LIABILITIES				
Long-term provisions		80	80	80
TOTAL NON-CURRENT LIABILITIES		80	80	80
TOTAL LIABILITIES		2,201	1,207	1,207
NET ASSETS		16,165	20,265	31,665
EQUITY				
Issued capital	5	24,926	28,988	40,388
Reserves	6	11,777	12,685	12,685
Accumulated losses	7	(20,538)	(21,408)	(21,408)
TOTAL EQUITY		16,165	20,265	31,665

The balance sheet is to be read in conjunction with the notes set out in this section.

Notes to the Financial Information

Note 1 – Summary of significant accounting policies

The financial information has been prepared in accordance with the measurement and recognition requirements, but not all of the disclosure requirements of the Companies Act 2001, including applicable Australian Accounting Standards, Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board for the presentation of financial information for inclusion in a Prospectus in Australia. The consolidated financial information of the Group comply with AIFRS interpretations and other applicable financial reporting standards. Compliance with AGAAP ensures that the financial information also complies with International Financial Reporting Standards (IFRS) in their entirety.

Going concern basis of accounting

The financial report has been prepared on the basis of a going concern. The projects of the Consolidated Group will require capital for continued development. The Company will be seeking to raise equity capital to fund development and working capital.

The Company's ability to continue as a going concern is contingent upon successfully raising additional capital. If additional funds are not raised, the going concern basis may not be appropriate, with the result that the Consolidated Group may have to realise its assets and extinguish its liabilities, other than in the ordinary course of business and in amounts different from those stated in the financial report. No allowance for such circumstances has been made in the financial report.

Reporting basis and conventions

The financial information has been prepared on an accruals basis and is based on historical costs.

Principles of consolidation

The consolidated financial information has been prepared by combining the financial statements of all the entities that comprise the Consolidated Group, being Ord River Resources Limited and its controlled entities. A controlled entity is any entity over which Ord River Resources Limited has the capacity to control its financial and operating

policies so that the entity operates to achieve the objectives of Ord River Resources Limited. All inter-company balances and transactions between entities in the Consolidated Group, including any unrealised profits or losses, have been eliminated on consolidation. Where a controlled entity has entered or left the Consolidated Group during the period its operating results have been included from the date control was obtained or until the date control ceased.

Revenue

Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Other revenue is recognised as it accrues.

Income tax

Current tax is calculated by reference to the amount of income taxes payable or recoverable in respect of the taxable profit or tax loss for the period. It is calculated using tax rates and tax laws that have been enacted or subsequently enacted by reporting date. Current tax losses for current and prior periods are not recognized as an asset as the future income tax benefit can be carried forward only as an asset where realization of the benefit can be regarded as being probable.

Deferred tax is accounted for using the comprehensive balance sheet liability method in respect of temporary differences arising from differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax base of those items.

Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits at call with banks and other short-term highly liquid investments with original maturities of three months or less.

Receivables

Receivables represent the principal amounts due at balance date plus accrued interest and less, where applicable, any unearned income and provisions for doubtful accounts.

Interests in joint ventures

The Consolidated Group's interests in joint venture entities are brought to account using the equity method of accounting. The Company's interests in joint venture entities are brought to account using the cost method.

Plant and equipment

Plant and equipment are stated at cost. On disposal of an item of plant and equipment, the difference between the sales proceeds and the carrying amount of the asset is recognised as a gain or loss. All items of plant and equipment are depreciated using the straight line method over their expected useful lives to the Consolidated Group.

The expected useful lives are as follows:

Computer equipment and software	3 years
Furniture and other office equipment	5 years
Motor vehicles	3 years
Field equipment	5 years

Exploration and evaluation expenditure

Exploration and evaluation expenditure incurred is accumulated in respect of each identifiable area of interest, and carried forward in the Balance Sheet where:

- (a) rights to tenure of the area of interest are current; and
- (b) one of the following conditions is met:
 - (i) such costs are expected to be recouped through successful development and exploitation of the area of interest or by its sale; or
 - (ii) exploration and/or evaluation activities in the area of interest have not at balance date yet reached a stage which permits a reasonable estimate of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the areas are continuing.

Financial instruments

Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Financial assets at fair value through profit and loss

A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management and within the requirements of AASB 139: Recognition and Measurement of Financial Instruments. Derivatives are also categorized as held for trading unless they are designated as hedges. Realised and unrealised gains and losses arising from changes in the fair value of these assets are included in the Income Statement in the period in which they arise.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Foreign currency transactions and balances

Foreign currency transactions are translated into functional currency using the exchange rates prevailing at the date of the transaction. Foreign currency monetary items are translated at the year-end exchange rate. Non-monetary items measured at historical cost continue to be carried at the exchange rate at the date of the transaction. Non-monetary items measured at fair value are reported at the exchange rate at the date when fair values were determined.

Notes to the Financial Information (continued)

Exchange differences arising on the translation of monetary items are recognised in the income statement, except where deferred in equity as a qualifying cash flow or net investment hedge.

Exchange difference arising on the translation of non-monetary items are recognised directly in equity to the extent that the gain or loss is directly recognised in equity, otherwise the exchange difference is recognised in the income statement.

Accounts payable

Accounts payable represent the principal amounts outstanding at balance date plus, where applicable, any accrued interest.

Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office (ATO). In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expenses. Receivables and payables are stated with the amount of GST included.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

Employee benefits

Provision is made for the Consolidated Group's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

Provisions

Provisions are recognised when the Consolidated Group has a legal or constructive obligation, as a result of past events, for which it is probable that an outflow of economic benefits will result and that outflow can be reliably measured.

Leases

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged on a straight line basis.

Share-based payments

The Consolidated Group provides benefits to employees and contractors in the form of share-based payment transactions. The total amount to be expensed over the vesting period is determined by reference to the fair value of the shares or options granted.

Note 2 – Pro-forma Consolidated Balance Sheet

The pro-forma Consolidated Balance Sheet has been prepared on the assumption that the following transactions and events contemplated in the Prospectus, referred to as the pro-forma transactions, which are to take place on or before the completion of the Offer as if they had occurred on or before 30 June 2008:

- the issue of 24,000,000 fully paid ordinary shares at \$0.125 each if Minimum Subscription of \$3,000,000 is received and the issue of 120,000,000 fully paid ordinary shares at \$0.125 each if Maximum Subscription is received; and
- the payment of \$270,000 of costs associated with raising capital under the Prospectus for the Minimum Subscription and \$870,000 for the Maximum Subscription, have been charged against issued capital.

Note 3 – Cash and cash equivalents

	Pro-forma Minimum Subscription	Pro-forma Maximum Subscription
	\$'000	\$'000
Cash and cash equivalents at 30 June 2008	56	56
Borrowings, net of transaction costs	376	376
	432	432
Pro-forma transactions:		
Proceeds of share issues under Prospectus	3,000	15,000
Expenses of Prospectus issue	(270)	(870)
Cash and cash equivalents – pro-forma	3,162	14,562

Note 4 – Financial liabilities

	Pro-forma Minimum Subscription	Pro-forma Maximum Subscription
	\$'000	\$'000
Unsecured borrowings at 30 June 2008	994	994
Borrowings, net of transaction costs	376	376
	1,370	1,370
Conversion of borrowings to Unsecured Converting Notes on 30 July 2008	(1,370)	(1,370)
Unsecured borrowings at date of Prospectus	-	-
Unsecured Converting Notes, converted from borrowings	1,370	1,370
Conversion Unsecured Converting Notes to fully paid ordinary shares on 2 September 2008	(1,370)	(1,370)
Unsecured Converting Notes at date of Prospectus	-	-

Notes to the Financial Information (continued)

Note 5 – Issued capital

	Pro-forma		Pro-forma	
	Minimum Subscription		Maximum Subscription	
	No of shares	\$'000	No of shares	\$'000
Issued capital at 30 June 2008	176,995,411	24,926	176,995,411	24,926
Shares issued on conversion of Unsecured Converting Notes on 2 September 2008	11,656,000	1,370	11,656,000	1,370
Share-based payments – Broker Options	-	(38)	-	(38)
Shares on issue at the date of Prospectus	188,651,411	26,258	188,651,411	26,258
Pro-forma transactions:				
Shares issued under the Prospectus	24,000,000	3,000	120,000,000	15,000
Capital raising costs	-	(270)	-	(870)
Issued capital – pro-forma	212,651,411	28,988	308,651,411	40,388

Share options

	Number
Options over unissued ordinary shares:	
Listed options: Exercisable on or before 12 December 2009 at \$0.65 per share	38,877,146
Options A: Exercisable on or before 30 June 2009 at \$0.20 per share	5,660,000
Options B: Exercisable on or before 12 December 2009 at \$0.75 per share	8,000,000
Options: Exercisable on or before 31 December 2009 at \$0.50 per share*	45,000
Options: Exercisable on or before 30 June 2010 at \$0.50 per share*	512,500
Consultants options: Exercisable on or before 5 August 2010 at \$1.00 per share	3,000,000
Incentive options: Exercisable on or before 30 September 2011 at \$0.40 per share	17,000,000
Performance options: Exercisable on or before 31 May 2012 at \$0.50 per share	2,250,000
As at 30 June 2008	75,344,646
Consultant Performance Options A: Exercisable on or before 30 June 2013 at \$0.20 per share, issued on 2 September 2008	2,500,000
Consultant Performance Options B: Exercisable on or before 30 June 2013 at \$0.20 per share, issued on 2 September 2008	7,500,000
Broker Options: Exercisable on or before 3 September 2010 at \$0.20 per share, issued on 2 September 2008	750,000
As at date of Prospectus	86,094,646

*Announced but yet to be issued

Notes to the Financial Information (continued)

Note 6 – Reserves

	Pro-forma Minimum Subscription \$'000	Pro-forma Maximum Subscription \$'000
Reserves at 30 June 2008	11,777	11,777
Consultant Performance Options A issued on 2 September 2008 for consultancy services	217	217
Consultant Performance Options B issued on 2 September 2008 for consultancy services	653	653
Broker Options issued on 2 September 2008 for underwriting services	38	38
Reserves at the date of the Prospectus and pro-forma	12,685	12,685

Note 7 – Accumulated losses

	Pro-forma \$'000
Accumulated losses at 30 June 2008	(20,538)
Consultant Performance Options A issued on 2 September 2008 for consultancy services	(217)
Consultant Performance Options B issued on 2 September 2008 for consultancy services	(653)
Accumulated losses – pro-forma	(21,408)

Note 8– Non-current assets - Carrying value of projects

	\$'000
Laos bauxite projects	7,807
Suplejack gold projects	4,205
Copper Flats copper projects	5,948
	17,960

Note 9– Commitments

Exploration expenditure commitments

The Consolidated Group has been granted various exploration licences. A condition of these licences is that the Consolidated Group is required to spend certain amounts of money over the period of the licences. These obligations may be subject to renegotiation or may be farmed out or the licences may be relinquished and have not been provided for and are due as follows from 30 June 2008:

	\$'000
Not later than 12 months	1,546
Between 12 months and 5 years	9,474
Greater than 5 years	145
	11,165

The Consolidated Group has obligations to restore land disturbed during exploration under the terms and conditions of licences. The Consolidated Group has provided security deposits of \$36,575 required by the Northern Territory Government. These security deposits may be forfeited if the Consolidated Group does not meet its obligations under the licences.

Under Heads of Agreement with China Nonferrous Metals International Mining Co., Ltd for exploration and development of bauxite deposits in the Bolaven Plateau in southern Laos, the Consolidated Group has commitments to pay two tranches of \$1.5 million each on achievement of certain milestones in the project.

Operating lease commitments

Minimum payment, including agreed annual increases, under non-cancellable operating leases according to the time expected to elapse from 30 June 2008 to the expected date of payment:

	\$'000
Not later than 12 months	697
Between 12 months and 5 years	698
Greater than 5 years	-
	1,395

Bank guarantees totalling \$234,841 have been issued for fulfilment of obligations under operating leases and collateralised by cash deposits lodged with the bankers.

Note 10 – Contingent liabilities

The Company has a contingent liability of \$919,740 in the event of non-performance of lease terms by New Guinea Energy Ltd, tenant in common with the Company for the lease of office premises.

Note 11 – Events after the balance sheet date

The following events occurred subsequent to 30 June 2008:

- on 28 July 2008 Commonwealth Securities Limited ("Commsec") signed an Underwriting Agreement to act as underwriter to a public offer of shares in the Company to raise up to \$15 million;
- on 30 July 2008 the Company entered into a Cash Advance Facility Agreement with Commonwealth Bank of Australia ("CBA") for the provision of a cash advance of up to \$3 million. Each of the Company's wholly owned Australian subsidiaries has entered into a deed of charge in favour of CBA securing amounts owing under the Cash Advance Facility Agreement. The charge is a fixed and floating charge over all present and future assets and undertakings and is a first ranking charge;
- on 2 September 2008 the following shares and options were issued:
 - 11,656,000 fully paid ordinary shares on the conversion of Unsecured Converting Notes at \$0.125 each;
 - 2,500,000 Consultant Performance Options A, each option exercisable for one fully paid ordinary shares at an exercise price of \$0.20 per option and exercisable on or before 30 June 2013, for consultancy services. The options are only exercisable if the Company's joint venture company Sino Australian Resources (Laos) Co., Ltd is granted by 30 June 2009 a bauxite prospecting and survey licence or an equivalent under the laws of Lao PDR covering an area of approximately 867 square kilometres in Paksong District, Champasak Province in Lao PDR under application in Lao PDR;
 - 7,500,000 Consultant Performance Options B, each option exercisable for one fully paid ordinary shares at an exercise price of \$0.20 per option and exercisable on or before 30 June 2013, for consultancy services. The options are only exercisable if the Company's joint venture company Sino Australian Resources (Laos) Co., Ltd is granted by 30 June 2009 a licence to build and operate an alumina plant in Lao PDR or the Lao PDR Government has signed a binding agreement for the issue of a licence to build and operate an alumina plant in Lao; and
 - 750,000 Broker Options, each option exercisable for one fully paid ordinary shares at an exercise price of \$0.20 per option and exercisable on or before 3 September 2010 for underwriting services.

6. ASX Disclosures

As required by s713(4)(a)(iii) of the Corporations Act, the Company specifically refers investors to the following ASX disclosures (being all disclosures from the date of the Prospectus back to the lodgement of the last Annual Report) and will give copies of them to investors on request:-

1.	Appendix 3B	02/09/2008
2.	Results of Meeting	01/09/2008
3.	Quarterly Activities Report and Cash Flows	31/07/2008
4.	Notice of General Meeting	31/07/2008
5.	Funding Support from CommSec for Bauxite Project	31/07/2008
6.	15% increase in JORC Compliant Bauxite Resource	16/07/2008
7.	Prefeasibility Study at Bolaven Bauxite Project	10/07/2008
8.	Change of Director's Interest Notice	20/06/2008
9.	Appendix 3B	20/06/2008
10.	Ord JV Company SARCO meet with Laos Prime Minister	12/06/2008
11.	Four Fold Increase in Bauxite Resource Statement	10/06/2008
12.	Updated Corporate Presentation	20/05/2008
13.	Bolaven Bauxite Project Progress	20/05/2008
14.	Exploration Progress Report	20/05/2008
15.	Appendix 3B	16/05/2008
16.	Form 603 and 605 from ANZ	12/05/2008
17.	Corporate Presentation to Brokers and Investors	08/05/2008
18.	Ord Broadcast	07/05/2008
19.	Ord Shares Sold	07/05/2008
20..	Bauxite and Alumina Project Timeline	01/05/2008
21.	Scoping Study Commences for Alumina Refinery in Laos	01/05/2008
22.	Quarterly Activities Report and Cash Flows	30/04/2008
23.	Becoming a substantial holder	11/04/2008
24.	Maiden Resource Statement for Ord JV Company SARCO	11/04/2008
25.	ANZ: Opes Prime Disclosure	10/04/2008
26.	Directors Interests and Forms 604	09/04/2008
27.	ANZ: Opes Prime Disclosure	09/04/2008
28.	ANZ: Opes Prime Disclosure	08/04/2008

ASX Disclosures (continued)

29.	ANZ: Opes Prime Disclosure	07/04/2008
30.	Update on Directors Securities Holdings	04/04/2008
31.	Directors Securities Holdings	31/03/2008
32.	Private Placement Successfully Completed	26/03/2008
33.	Half Yearly Report and Accounts	14/03/2008
34.	Appendix 3B revised	14/03/2008
35.	Capability Statement of SARCO	13/03/2008
36.	Press Release re SARCO	13/03/2008
37.	Press Release Re Bolaven Plateau Bauxite Project	13/03/2008
38.	Issue of New Securities for \$3 M	11/02/2008
39.	Appendix 3B	01/02/2008
40.	Quarterly Activities Report and App 5B	31/01/2008
41.	Copper Flats Progress Report	11/01/2008
42.	CAP Cancellation - Incorrect ASX Code should be GRD	10/01/2008
43.	Change in substantial holding	10/01/2008
44.	Encouraging Drill Results for Bolaven Plateau	08/01/2008
45.	Director Interests App 3X	14/12/2007
46.	Patrick Sam Yue appointed to the Board	14/12/2007
47.	Very Encouraging Bauxite Resource Drilling Results	14/12/2007
48.	Appendix 3B	05/12/2007
49.	Change of Address of Share Registry	29/11/2007
50.	Results of Annual General Meeting	28/11/2007
51.	Operations Report on Copper Flats Project	26/11/2007
52.	Drilling Results from Bolaven Plateau Laos	23/11/2007
53.	Corporate Presentation with Brokers	23/11/2007
54.	Drilling Commences in Laos Bolaven Plateau	22/11/2007
55.	Appendix 3B	20/11/2007
56.	Drilling Results at Bolaven Plateau Laos	13/11/2007
57.	Appendix 3B	05/11/2007
58.	Quarterly Activity Report and Appendix 5B	31/10/2007

7. Investment Risks

Prospective investors should be aware that the value of the Company's securities on ASX may be influenced by many unpredictable factors and may rise and fall depending on factors beyond the control of the Company. This Prospectus carries no guarantee with respect to the return of capital or price at which the Shares issued will trade.

The Company is at early exploration stage. Any profitability in the future from the Company's business will be dependent upon the successful exploration, development, production and marketing of minerals from the Company's mineral exploration licences and investments.

The New Shares being offered under this Prospectus are considered speculative due to the present stage of establishment of the Company and the risks inherent in the mineral exploration business in Australia and overseas. While some of the risks can be minimised by the use of safeguards and appropriate systems, some are outside the control of the Company.

The principal risk factors applicable to the business of the Company include but are not limited to the following.

Investment in Exploration Areas in Laos

The Company owns 49% of joint venture company SARCO which has invested in two exploration areas (a 436 km² tenement and a 66 km² block within a 138 km² tenement) in Laos.

A formal contract for a joint venture of the exploration area of 436 km² (Yuqida Project) has not yet been executed by SARCO. The Company expects this will be done when the licence holder has been issued a survey licence for the area (the stage when the licence holder is allowed to form a joint venture under the mining law of Lao PDR). The investment and expenditure to date in that area is therefore in accordance with informal commercial arrangement with the licence holder.

A profit sharing arrangement for the LSI Project exploration area (66 km² block) was made under a contract between the licence holder and CNMIM. CNMIM and the Company set up SARCO so that both companies could participate in the project. The licence holder has informally agreed in principle for SARCO to replace CNMIM in the profit sharing agreement, and to then change the profit sharing agreement to a joint venture agreement. SARCO is in discussions with the licence holder on the detailed terms of a new contract that will eventually be replaced by a formal joint venture agreement when the project is at a stage that a joint venture arrangement is allowed under the mining law of Lao PDR.

The approval of the Lao PDR Government is required for joint ventures over granted exploration licences and there is no guarantee that the approval will be obtained for either of the two licences in which SARCO has expended exploration funds. There is also no guarantee that the licence holders will sign the joint venture agreements when the time comes, or that they will generally co-operate with SARCO.

In the event of a dispute arising in connection with the negotiations with the licence holders, the Company and SARCO may be subject to the exclusive jurisdiction of foreign courts and in particular may not be successful in subjecting foreign persons to the jurisdiction of international courts or courts in Australia or enforcing Australian judgements in foreign jurisdictions.

If the Company or SARCO are unsuccessful in enforcing their rights (whether contractual or in relation to title) in respect of either of the licences, it is possible they may lose some or all monies expended in the licences.

Investment Risks (Continued)

General Economic Climate

The Company's future revenues and operating costs can be affected by such factors as supply and demand for goods and services, industrial disruption, interest rates, currency fluctuation, inflation and global economic conditions or events. Accordingly, the future profitability of the Company and the Share prices may be affected by these factors. These factors are beyond the control of the Company.

Exploration and Production

The business of exploration and project development involves a degree of risk. To prosper, the Company depends on factors that include: successful acquisition of appropriate exploration licences, successful exploration and the establishment of mineral resources and reserves; design, construction and operation of efficient production infrastructure; managerial performance; and efficient marketing of the products. Exploration is a speculative endeavour. Exploration and development operations can be hampered by force majeure circumstances and cost overruns for unforeseen events, including unexpected variations in location and quality of the minerals and plant malfunction.

Negotiation

Various aspects of the Company's future performance and profitability are dependent on the outcome of future negotiations with third parties. These include negotiations on becoming a title holder, land access arrangements, joint venture agreements and operations, Native Title or equivalent issues, and product sale agreements.

Personnel

The success of the Company and its ability to continue operations is dependent upon its ability to retain the services of key employees, consultants and members of the Board of Directors. The Company seeks to employ appropriately qualified and experienced professionals to carry out the operations. The continued involvement of certain key employees, consultants and Directors is not assured and the loss of their services to the Company may have a material adverse effect on the performance of the Company.

Land Access and Native Title

The Native Title Act 1993 (Commonwealth) (as amended by the Native Title Amendment Act 1998) recognises the existence of native title in Australia and, among other things, prescribes procedures required for the valid doing of acts of government after 1 January 1994. The provisions of the Native Title Act may affect the ability of the Company to gain access to further Australian exploration areas and where Native Title claims have been lodged over the Australian land the subject of the Company's licences the following may result:

- the validity of the permits may be affected to the extent the permits affect Native Title and were not granted in accordance with the provisions of the Native Title Act;
- the negotiation procedures set out in the Native Title Act may apply and may result in compensation being payable under those procedures;
- considerable expense may be incurred in negotiating or resolving issues; and
- delays may be experienced in the exploration and development programme.

When the Company receives notifications of such claims, as a stakeholder with an interest in their outcome, the Company will assess then the significance or otherwise of the claims notified from its perspective to determine whether or not it wishes to join in the relevant proceedings.

Share Market

The market price of Shares may be subject to general movements in local and international stock exchanges, economic conditions, currency fluctuations and interest rates. The New Shares may trade at a price above or below the issue price depending on a range of factors including the performance of the market generally, the performance of the mining sector of the market, national and international economic performance, market perceptions of the Company, the degree of success in the Company's exploration endeavours, results of development of minerals (if and when that stage is reached) by the Company and the financial performance of the Company.

Investment Risks (Continued)

Funding Risk

The exploration programme and development of the Company is dependent on the Company successfully raising the necessary capital from investors at various stages of development of the Company. The later development of its exploration licences in the event of mineral discoveries will be dependent on the Company obtaining financing through project financing and or other forms of financing.

If less than Maximum Subscription and more than \$7,000,000 is raised under the Issue, the Company may still need to seek further financing in the short to medium term to continue its operations and perform more than the minimum required exploration program, and to ensure that it remains a going concern for accounting purposes.

If less than \$7,000,000 is raised, the Company will be in a position to repay the Facility Agreement, but will not be able to undertake its minimum exploration obligations (under exploration licence conditions or contractual obligations to other parties) and thus will likely have a going concern issue for accounting purposes. The Company will then need to raise additional funds in the immediate to short term (with the timing depending partly on how much is raised under this Issue).

The additional funds may need to be raised by the offer of equity at a different price to the Issue or by other types of securities or debt. If sufficient additional funds are not raised, the Company may have to realise its assets and extinguish its liabilities, other than in the ordinary course of business and in amounts different from those which appear in the balance sheet. There is no guarantee that the Company will be able to raise the necessary funds on terms acceptable to the Company, or at all.

Licence Commitments

Under the exploration licences and certain other contractual agreements to which the Company is or may in the future become party, the Company is or may become subject to payment and other obligations. In particular, the licence area holders are required to expend the funds necessary to meet the minimum work commitments attaching to the exploration licences. Failure to meet these work commitments may render the licence area liable to be cancelled.

Volatility of Prices of Minerals

The demand for, and price of, minerals is highly dependent on a variety of factors, including international supply and demand, the level of consumer product demand, actions taken by the governments and major mining corporations and global economic and political developments. International gold and base metals prices fluctuate and at times the fluctuations can be quite wide.

Environmental Impact Constraints

The Company's operations are subject to the environmental risks inherent in the mining industry. The Company's exploration and development programmes are, in general, subject to approval by government authorities before it can undertake activities which are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking the desired activities.

Exploration and development of any of the Company's properties is also dependent on meeting planning and environmental laws and guidelines. Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities that could subject the Company to extensive liability. The Company is unable to predict the effect of additional environmental laws and regulations which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business

Investment Risks (Continued)

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

Taxation

Taxation obligations can vary depending on the circumstances of each individual Shareholder, the particular circumstances relating to his or her holdings of securities and the taxation laws applicable to Shareholders as residents of different jurisdictions.

The acquisition and disposal of New Shares may have taxation consequences which will differ depending on the specific financial and personal circumstances of each Shareholder. Shareholders should consult their own professional advisers on the taxation implications of investing in New Shares as it relates to them.

The Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to holders of New Shares. It is solely the responsibility of individual Shareholders to inform themselves of their taxation position resulting from the investment in New Shares under this Prospectus.

Changes in taxation law and application in Australia and overseas may affect adversely the operations and business of the Company.

Joint Venture

The Company is and will be a participant in joint ventures for the exploration and development of joint venture properties. Under joint venture operating agreements, the Company may not control the approval of work programs and budgets which the joint venture may vote to participate in and could be subject to the risk of dilution of its interest generally or in respect of a particular program or be at risk of not gaining the benefit of the program at a later time, except at a significant cost penalty. Delays in programs may arise due to joint venture partners not reaching agreements on exploration and development activities. The Company has no assurance of the financial viability of other joint venture partners and may incur unforeseen costs and losses in the event of default of joint venture participants.

Risk of Foreign Operations

The Company operates a joint venture company and invests in Laos where there may be a number of associated risks over which it will have no or limited control. These may include economic, social, or political instability or change, nationalisation, expropriation of property without fair compensation, cancellation or modification of contract rights, hyperinflation, currency non-convertibility or instability, and changes of laws affecting foreign ownership, government participation, royalties, taxation, working conditions, foreign nationals work permits, rates of exchange, exchange control, exploration licensing, minerals export licensing, export duties, government control over product pricing, and other risks arising out of foreign governmental sovereignty over the areas in which the Company's operations are conducted, as well as risks of loss due to civil strife, acts of war, terrorism, guerrilla activities and insurrections.

Investment Risks *(Continued)*

The Company's operations may also be adversely affected by laws and policies of Australia affecting foreign trade, taxation and investment. In the event of a dispute arising in connection with its operations or project venturers, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Australia or enforcing Australian judgements in foreign jurisdictions.

There can be no guarantee that the Company will be able to enforce arrangements (informal or formal) it or SARCO may have with foreign third parties or maintain, recover or protect any monies invested in foreign countries.

Insurance

The Company maintains insurance within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

8. Additional Information

Constitution and Rights Attaching to Shares

The rights attaching to Shares are derived through a combination of statute, the Constitution, common law and other applicable legislation. The following is a broad summary (though not an exhaustive or definitive statement) of the rights which are attached to Shares.

Voting Rights

At a general meeting each Shareholder present in person or by proxy, company representative or attorney is entitled to one vote on a show of hands. Upon a poll, every Shareholder present in person or by proxy, company representative or attorney is entitled to one vote for each fully paid share that the Shareholder holds.

General Meetings

Each Shareholder is entitled to receive notice of and to be present, to vote and to speak at a general meeting of the Company. Further, each Shareholder is entitled to receive all notices, accounts and other documents required to be furnished to Shareholders under the Constitution or the Corporations Act.

Dividend Rights

There is no entitlement to a dividend other than that determined by Directors from time to time. The Shares issued on exercise of the Options will rank equally with all other issued Shares for the purposes of participation in any dividend paid out of profits of the Company. The Directors are not anticipating paying dividends at this stage of the Company's development.

Capitalisation of Profits and Conversion of Shares

Subject to the Listing Rules, the Directors may capitalise any profits and distribute that capital to the Shareholders, in the same proportions as the Shareholders are entitled in a distribution by dividend.

The Company in general meeting may convert its Shares into a larger or smaller number of Shares by resolution.

Rights on Winding-up

Subject to any special rights or restrictions attached to Shares if on a winding up there are enough assets to repay all capital to Shareholders, all capital must be repaid to the Shareholders and any surplus must be distributed among the Shareholders in proportion to the amounts paid on their respective Shares before the winding up began. If there are not enough assets to repay all capital to Shareholders, the available assets must be distributed among the Shareholders in proportion to the amounts paid on their respective Shares before the winding up began (without the necessity of a call up).

Offer of Shares

Subject to the Corporations Act and the Listing Rules, the Company may issue shares and grant options over unissued shares on any terms, with any rights or restrictions attached to the shares, at any time, and for any consideration the Directors decide.

Transfer of Shares

Subject to the Constitution and the Corporations Act, shares are freely transferable. Shares may only be transferred by a proper instrument in writing delivered to the Company, and the transferor is deemed to remain the holder of the Share until the name of the transferee is entered into the Company's register of members.

Variation of Rights

The Company may only modify or vary the rights attaching to any class of shares with the consent in writing of the shareholders with at least 75% of the votes in the class or the sanction of a special resolution passed at a meeting of the holders of the issued shares of that class.

Additional Information (Continued)

Directors

The minimum number of Directors is three and the maximum is nine unless the Company in a general meeting determines otherwise. A Director is not required to hold any shares.

The following Directors automatically retire at the end of each annual general meeting:

- (a) any Director appointed by the Directors since the last annual general meeting;
- (b) any Director who has attained the age of 72 years;
- (c) one third of the other Directors (not counting the Managing Director) provided that there must be at least one retiring Director; and
- (d) any Director (not counting the managing Director) for whom this would be the third annual general meeting since their last appointment or three years since their last appointment (whichever is the longer).

Officers' Indemnity

To the extent permitted by the Corporations Act, the Company must indemnify each person who is or has been an officer of the Company against any liability incurred by the person as an officer of the Company; and may pay a premium for a contract insuring an officer of the Company against that liability.

Consents

The following have given their written consents to the issue of this Prospectus with references to them included in the form and context in which they are included and have not withdrawn those consents before the lodgement of this Prospectus with ASIC.

Piper Alderman has given and has not before lodgement of this Prospectus withdrawn its written consent to being named in this Prospectus as Australian Solicitor to the Issue in the form and context in which it is named. Piper Alderman has made no statement in this Prospectus, nor any statement on which a statement in this Prospectus is based.

Registries Limited has given and has not before lodgement of this Prospectus withdrawn its written consent to being named in this Prospectus as share registrar to the Company in the form and context in which it is named. Registries Limited has made no statement included in this Prospectus, nor any statement on which a statement in this Prospectus is based.

Grant Thornton NSW has given and has not before lodgement of this Prospectus withdrawn its written consent to being named in this Prospectus as auditor to the Company in the form and context in which it is named. Grant Thornton NSW has made no statement included in this Prospectus, nor any statement on which a statement in this Prospectus is based.

Commonwealth Securities Limited has given and has not before lodgement of this Prospectus withdrawn its written consent to being named in this Prospectus as Underwriter in the form and context in which it is named. Commonwealth Securities Limited has made no statement included in this Prospectus, nor any statement on which a statement in this Prospectus is based.

Peter Temby is a consultant to the Company. Peter Temby assisted with the preparation of the 'Chairman's Letter', and the 'Investment Highlights', 'Exploration Projects', and 'Investment Risks' sections of this Prospectus (so far as they refer to Gold and Copper projects) and has the appropriate relevant qualifications, experience and competence to be considered as a Competent Person as defined in the JORC Code for the Reporting of Identified Mineral Resources and Ore Reserves. Peter Temby has given and has not before lodgement of this Prospectus withdrawn his written consent to being named in this Prospectus in the form and context in which it appears. Peter Temby has made no statement in this Prospectus other than the statements in the 'Chairman's Letter', and the 'Investment Highlights', 'Exploration Projects', 'Investment Risks' sections and this 'Consents' section of this Prospectus in the form and context in which he is named.

Additional Information (Continued)

Michael Morgan is a consultant to the Company. Michael Morgan assisted with the preparation of the 'Chairman's Letter', and the 'Investment Highlights', 'Exploration Projects', and 'Investment Risks' sections of this Prospectus (so far as they apply to the Company's bauxite projects) and has the appropriate relevant qualifications, experience and competence to be considered as a Competent Person as defined in the JORC Code for the Reporting of Identified Mineral Resources and Ore Reserves. Michael Morgan has given and has not before lodgement of this Prospectus withdrawn his written consent to being named in this Prospectus in the form and context in which it appears. Michael Morgan has made no statement in this Prospectus other than the statements in the 'Chairman's Letter', and the 'Investment Highlights', 'Exploration Projects', 'Investment Risks' sections so far as they refer to the Company's bauxite projects and this 'Consents' section of this Prospectus in the form and context in which he is named.

Third parties named in this Prospectus and not specifically named in this section have not consented to the inclusion of their names in this Prospectus. The Directors assume responsibility for the references to those third parties and the statements that include those references.

Litigation

The Company is not involved in any legal proceedings nor, so far as the Directors are aware, are any such proceedings pending or threatened against the Company.

Directors' and Others' Interest

Other than as set out in this section or elsewhere in this Prospectus, no Director or proposed Director; 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 promoter of the Company holds, or has held within two years before the date of this Prospectus, any interest in the Issue or holds, or has held within two years before the date of this Prospectus, any interest in the Issue or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion of the Issue.

Set out below are the amounts that anyone has paid or agreed to pay and the nature and value of any benefit anyone has given or agreed to give to a Director or proposed Director to induce him to become, or to qualify him as, a Director of the Company; or for services provided in connection with the formation or promotion of the Company or the Issue by any Director or proposed Director, any 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 any promoter of the Company.

Piper Alderman has acted as Australian Solicitor to the Issue. Total fees payable to Piper Alderman for work done in relation to the Issue are approximately \$55,000. During the two years before the lodgement of this Prospectus with ASIC, Piper Alderman has received fees of \$165,027 for legal services provided to the Company, SARCO, and Mandolin Pty Ltd (a company owned by Mr John E T Towner and Mr Jeremy J Towner).

Registries Limited provides share registry services to the Company. Share registry costs in relation to this Issue are estimated to be \$10,000. During the two years before the lodgement of this Prospectus with ASIC, Registries Limited has received fees of \$67,602 for share registry services provided to the Company.

Commonwealth Securities Limited has acted as (partial) Underwriter to the Issue and will receive a management fee of 1% and an underwriting fee of 5% of the Underwritten Amount, totalling \$180,000, and has been granted 750,000 options. Commonwealth Securities Limited have also entered into a letter agreement with the Company under which they will earn a management fee of 1% and a selling fee of 4% on any New Shares issued above the Underwritten Amount (being a maximum of \$600,000). Commonwealth Securities Limited will also be reimbursed for their reasonable out-of-pocket expenses incurred in relation to the Offer. Please see the "Summary of Material Contracts" section for details. During the two years before the lodgement of this Prospectus with ASIC, Commonwealth Bank, a related company of Commonwealth Securities Limited, has received fees of \$105,000 for banking services provided to the Company.

Additional Information (Continued)

The aggregate number of securities of the Company held directly, indirectly or beneficially by the current Directors or their related entities at the date of this Prospectus are:

	Shares Number	Incentive Options Number	Performance Options ¹ Number	Listed Options Number
John E T Towner and Jeremy J Towner	17,760,000	-	-	5,052,000
John E T Towner	-	1,000,000	700,000	-
Jeremy J Towner	-	1,000,000	400,000	-
Tao Luo	-	1,000,000	-	-
Martyn R Jones	-	-	900,000	-
Andrew L Martin	1,507,333	1,000,000	-	301,466
Weili Tang	-	1,000,000	-	-
Patrick Sam Yue	1,088,000	1,000,000	400,000	218,400
TOTAL	20,355,333	6,000,000	2,400,000	5,571,866

¹ The Performance Options vest on 9 June 2009 subject to Share price performance hurdles being met.

Remuneration of Executive Directors and Non-Executive Directors are disclosed in the annual report of the Company.

Market Prices of Shares

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

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

Highest: \$0.19 per Share on 6 June 2008

Lowest: \$0.096 per Share on 21 August 2008

Documentation

A Copy of the Company's Constitution is available for inspection during normal business hours, free of charge, at the registered office of the Company for 12 months after the date of this Prospectus.

9. Summary of Material Contracts

In the opinion of the Directors, the material contracts, in the context of the Issue, that have been entered into by the Company are summarised below.

1. Underwriting Agreement

The Company has entered into the Underwriting Agreement with the Underwriter, dated 28 July 2008 for a maximum liability of the Underwritten Amount. The Underwriter and the Company have also entered into an agreement under the mandate that the Underwriter will take a fee for further Applications up to the Maximum Subscription (**Mandate Agreement**).

Under the Underwriting Agreement, if less than the required number of securities are subscribed for under the Issue then the Company will issue the Underwriter with a shortfall notice, and the Underwriter must within 5 Business Days lodge Applications for New Shares representing the amount of the shortfall, and the correct Application Monies.

In respect of the Underwriting Agreement, the Company must pay to the Underwriter an amount of \$150,000 in underwriting commission and \$30,000 in management fees. In addition to these cash amounts, the Company has issued 750,000 Options to the Underwriter, each entitling the Underwriter to one Share, with an exercise price of \$0.20, and an expiry date of 3 September 2010. In respect of the Mandate Agreement the Company must pay to the Underwriter fees totalling 5% of the amount raised under the Underwritten Amount.

The Company must cover some of the Underwriter's costs in respect of the Issue (such as reasonable travel expenses, marketing costs, fees, commissions, disbursements, charges taxes and duties, but not any costs for sub-underwriting). The Company must also reimburse the Underwriter for legal fees, up to a maximum of \$15,000. The Company will be liable for interest at 10% per annum for any amounts paid later than 5 business days after the Underwriter issues a tax invoice to the Company.

The Company has various obligations to the Underwriter including (in summary) holding to the Issue timetable, complying with the law with regard to the Prospectus (and procure that the Company's lawyers provide an opinion to that effect), inviting applications in accordance with the law, advertising the offer, complying with the Listing Rules and having the offered securities admitted to the Official List of ASX, opening a designated account for application monies, and issuing the securities once Minimum Subscription has been obtained or the Underwriter has lodged applications for the shortfall shares.

The Company has made certain representations and warranties to the Underwriter common for such agreements, including that the Company has the power to issue the New Shares, that it will not dispose of a substantial part of its business, to allow the Underwriter to undertake investigations of the Company's accounts and business, the Company must keep due diligence records for at least seven years and allow the Underwriter access to them, the Company must not issue or grant securities, that the Prospectus contains information reasonably required by investors to make an informed decision, and that information given to the Underwriter is accurate.

The Company indemnifies the Underwriter for losses caused by a breach of warranty, claims or investigations brought against the Underwriter in respect of the offer or the Prospectus, advertising of the Issue, or material sent to the Shareholders or other third parties (including ASX and ASIC).

2. Cash Advance Facility Agreement

The Company has entered into the Facility Agreement for the provision of a cash advance of up to \$3 million. As at the date of this Prospectus, the Company has a further \$1,176,000 still available for draw down if required. The repayment date for the monies drawn down is 3 October 2008. Money raised by the Issue will be applied to the repayment of the Facility Agreement. The Underwriting Agreement was entered into to give the Company and Commonwealth Bank comfort that the minimum amount of money will be raised to repay the Facility Agreement.

Summary of Material Contracts (Continued)

The interest rate charged on amounts drawn down is equal to the BBSY Bid Rate⁷ plus 2.5% per annum, and interest is capitalised. The Company has paid a facility fee of \$75,000 and there is a line fee of 1% on any undrawn amounts. The Company may prepay all or part of the funds drawn down, but must repay a minimum of \$1,000,000, and \$500,000 after that.

The Facility Agreement contains various representations and warranties usual for this type of agreement, including that the Company is able and authorised to enter into and perform the obligations under the Facility Agreement, the Facility Agreement is binding on it, that the financial statements of the Company give a true and fair view, that the Company is not involved in any litigation, the Company's obligations under the Facility Agreement rank at least equally with all other unsecured indebtedness, that the Company is the beneficial owner of all property held by it, and that the Company is abiding by environmental laws.

The Facility Agreement contains various undertakings by the Company usual for this type of agreement, including that the Company will provide Commonwealth Bank with proper financial statements, procure all requisite authorisations, give notice to Commonwealth Bank of events of default or litigation, that the Company will remain in existence, that the Company will comply with the law, that the Company will hold reasonable levels of insurance, that the Company will maintain adequate cash reserves, that the Company will notify Commonwealth Bank if it enters in a deed of cross guarantee, that the Company will get prior approval from Commonwealth Bank for any ASX announcements regarding the Facility Agreement or Underwriting Agreement, the Company will not pay any directors or management fees without the approval of Commonwealth Bank, that it will satisfy Commonwealth Bank each month that it has enough funds to meet projected liabilities, and that the subsidiaries of the Company will enter into security arrangements in favour of Commonwealth Bank.

⁷ BBSY Bid Rate is defined in the Facility Agreement, and in summary it is the rate quoted on the Reuters Screen BBSY Page for a bank accepted bill having a tenor equal to the interest period for an advance under the Facility Agreement.

On an event of default the funds advanced to the Company become immediately repayable. The events of default under the Facility Agreement are usual for this type of agreement, including the Company failing to meet its obligations under the Facility Agreement, cross default under other monetary obligations exceeding \$100,000, misrepresentation by the Company, insolvency, cessation of business, reduction of capital by the Company, the Company being under any kind of investigation, change in control of the Company, a material adverse change occurs, or the Underwriting Agreement is cancelled or becomes ineffective.

3. Deeds of Charge

Each of the following of the Company's wholly owned subsidiaries has entered into a deed of charge in favour of Commonwealth Bank:

- Ord River Resources (PNG) Pty Ltd;
- Coolan Yard Pty Ltd;
- Nicholson East Pty Ltd;
- Nicholson West Pty Ltd;
- Suplejack Pty Ltd; and,
- Tanami Northern Gold Pty Ltd.

The terms of each of the deeds are the same, and are standard Commonwealth Bank terms and conditions for business securities. The deeds secure amounts owing under the Facility Agreement. The charge is a fixed and floating charge, is over all present and future assets and undertakings, and is a first ranking charge.

Summary of Material Contracts (Continued)

4. Lao PDR Agreements

SARCO Heads of Agreement:- A heads of agreement and a supplementary agreement between the Company and CNMIM were signed. Together they establish SARCO as the joint venture vehicle the Company and CNMIM will use in Laos, and more importantly CNMIM transfers its rights and obligations under the Contract of Surveying and Excavating (namely 70% of the profit made in the LSI Project, see below) to SARCO. The result is the Company has a 49% interest in a company (SARCO) which has a 70% interest in the LSI Project. The terms of the expenditure and profit taking are set out in the Heads of Agreement, but at the moment are the subject of further negotiations.

LSI Project:- Currently there is an agreement (called the Contract of Surveying and Excavating, dated 16 August 2005) between CNMIM and LSI for CNMIM to carry out certain exploration and surveying. Once a profitable project is established, CNMIM will take 70% of the profits and LSI will take 30%. LSI has agreed in principle for SARCO to be substituted in for CNMIM and to have the benefit of the Contract of Surveying and Excavating, and a formal agreement is being negotiated. In a separate agreement LSI has acknowledged that CNMIM and the Company are working together.

Yuqida Project:- SARCO is in discussions with the title holder of the Yuqida Project to set up a joint venture when it becomes possible to do so under Lao PDR law. As yet no enforceable, formal document exists setting out the rights and obligations of the parties.

SARCO Project:- SARCO has applied to the Lao PDR government to issue to SARCO a third tenement in its own name. At the date of this Prospectus that application is pending approval.

5. Office Premises Lease Agreement

The Company entered into a lease with New Guinea Energy Ltd as tenants in common in equal shares commencing 1 March 2006. This lease terminates on 28 February 2011 with the lessor's option to terminate at any time after 30 June 2008 under certain conditions. In the event of non-performance of the lease terms by New Guinea Energy Ltd, the Company is liable for all the financial commitments under the lease.

6. Nicholson Station Licence

The Company has a non-exclusive licence to occupy the homestead at Nicholson Station. The licence is on the basis of 1 year plus 4 years. The licence fee is \$80,000 per annum, increasing annually by the rate of CPI in Perth. As well as the homestead are included various buildings including sheds, guests quarters, accommodation blocks and kitchens. The Company also has access to the Nicholson Station airstrip. The Company has already exercised the first option to renew the licence.

Glossary of Terms

"Applicant" means an applicant for New Shares who duly completes an Application Form or Ord Shareholders Priority Application Form (as applicable) and pays the applicable Application Money.

"Application" means an application for New Shares pursuant to the Issue on an Application Form or Ord Shareholders Priority Application Form.

"Application Form" means the black application form for new shareholders accompanying this Prospectus.

"Application Monies" means the \$0.125 issue price multiplied by the number of New Shares for which an Applicant has applied.

"ASIC" means the Australian Securities and Investments Commission.

"ASX" means ASX Limited ABN 98 008 624 691 also known as Australian Securities Exchange.

"Board" means the Board of Directors.

"Commonwealth Bank" means Commonwealth Bank of Australia Ltd ACN 123 123 124.

"Closing Date" means the last date by which Applications on an Application Form will be accepted, which is 5:00 pm NST on 23 September 2008 or such other date as the Directors determine.

"Closing Date for Ord Shareholders Priority Allocation" means the last date by which Applications will be accepted from Ord Shareholders, which is 5:00 pm NST on 19 September 2008 or such other date as the Directors determine.

"CNMC" means China Nonferrous Metal Mining (Group) Co. Ltd, a China state-controlled enterprise.

"CNMIM" means China Nonferrous Metals International Mining Co., Ltd, a company controlled by CNMC.

"Company" means Ord River Resources Limited ACN 108 737 711 and, where the context requires, the Company's subsidiaries.

"Constitution" means the constitution of the Company.

"Corporations Act" means the Corporations Act 2001 (Commonwealth).

"Directors" means directors of the Company.

"Dollars" or **"\$"** means dollars in Australian currency.

"Existing Shares" means shares already allotted and issued as at the date of this Prospectus.

"Facility Agreement" means the Cash Advance Facility Agreement between the Company and Commonwealth Bank dated 30 July 2008.

"Incentive Option" means an option exercisable for one Share at \$0.40 on or before 30 September 2011.

"Indicated Resource" has the same meaning as in the JORC Code.

"Inferred Resource" has the same meaning as in the JORC Code.

"Issue" means the issue or proposed issue of New Shares under this Prospectus.

"JORC Code" means the *"Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves"* prepared by the Joint Ore Reserves Committee of the Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia as at 17 December 2004.

"km²" means square kilometre.

"Listed Option" means an option exercisable for one Share at \$0.65 on or before 12 December 2009 and quoted on the Official List.

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

"LSI" means Laos Service Incorporation., Ltd the current holder of a tenement over 138 km² in which the Company, through its subsidiaries has certain interests.

"LSI Project" means the SARCO bauxite project in the Lao PDR tenement currently owned by LSI, which is within a 66 km² area of the whole LSI tenement which is 138 km² in total.

"Minimum Subscription" means the minimum number of Applications which need to be received by the Closing Date for the Issue to proceed, which is 24,000,000, representing Application Monies of \$3,000,000.

"Maximum Subscription" means the maximum number of Applications for which New Shares can be allotted, which is 120,000,000, representing Application Monies of \$15,000,000.

"New Shares" means Shares offered under this Prospectus.

Glossary of Terms (Continued)

"NFC" means China Nonferrous Metal Industry's Foreign Engineering and Construction Co.,Ltd, a company controlled by CNMC and listed on Shenzhen Stock Exchange.

"NST" means NSW Standard Time in accordance with the Standard Time Act 1987 (NSW).

"Official List" means the official list of ASX.

"Official Quotation" means the quotation of securities on the Official List.

"Opening Date" means the first date for receipt of completed Application Forms, which is 9:00 am NST on 4 September 2008 or such other date and time as the Directors determine.

"Options" means options over Shares, and includes the options set out in the table titled Options on issue at the date of this Prospectus on page 15.

"Option Holder" means a holder of an Option.

"Ord Shareholder" means a holder of Shares registered on the share register of the Company on 1 September 2008.

"Ord Shareholders Priority Allocation" means the priority allocation of New Shares offered under this Prospectus in accordance with section "Details of the Issue".

"Ord Shareholders Priority Application Form" means the green application form accompanying this Prospectus.

"OTRA" means OTRA Resources Pty Limited ACN 105 616 895, a private company ultimately controlled by Directors John E T Towner and Jeremy J Towner.

"Prospectus" means this prospectus dated 3 September 2008.

"Record Date" means the date and time at which Shareholders must hold Share in order to qualify for the Ord Shareholders Priority Application, being 11:00pm NST 1 September 2008.

"SARCO Project" means the bauxite project in the Lao PDR where SARCO currently has an application for a tenement, which is 867 km².

"Share" means a fully paid ordinary share in Ord River Resources Limited ACN 108 737 711.

"Share Registry" means Registries Limited.

"Underwriter" means Commonwealth Securities Limited ACN 067254 399, and AFSL 238814.

"Underwriting Agreement" means the underwriting agreement dated 28 July 2008 between the Company and the Underwriter.

"Underwritten Amount" means the amount of \$3,000,000 which is underwritten by the Underwriter, pursuant to the Underwriting Agreement.

"Unsecured Converting Noteholder" means a holder of Unsecured Converting Notes.

"Unsecured Converting Notes" means 11,656,000 unsecured converting notes issued to investors who do not need a disclosure document on 30 July 2008.

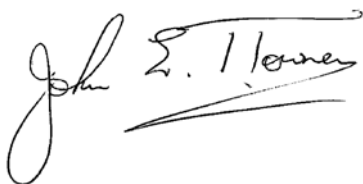
"Yuqida Project" means the bauxite project in the Lao PDR Yuqida tenement, which is now 436 km² following a 25% relinquishment of the tenement under the licence conditions, the previous size being 588 km².

Directors' Statement and Consent

The 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 ASIC and has not withdrawn that consent.

Signed for and on behalf of Ord River Resources Limited

A handwritten signature in black ink, appearing to read "John E T Towner". The signature is written in a cursive style with a large initial "J" and a long horizontal stroke at the end.

John E T Towner
Chairman

Application Form

Ord River Resources Limited
ABN 68 108 737 711

Broker Reference - Stamp Only

Large empty box for Broker Reference stamp.

YOU SHOULD READ THE PROSPECTUS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM

Fill out this Application Form if you want to apply for New Shares in Ord River Resources Limited.

For Ord Shareholders Priority Allocation, fill out the (green) Ord Shareholders Priority Application Form mailed to Ord Shareholders.

Broker Code

Adviser Code

Grid for Broker Code

Grid for Adviser Code

- Please read the Prospectus dated 3 September 2008.
Follow the instructions to complete this Application Form (see reverse).
Print clearly in capital letters using black or blue pen.

A Number of shares you are applying for

Grid for number of shares

x \$0.125 per Share =

B Total amount payable

Grid for total amount payable

Minimum of 16,000 New Shares to be applied for, and thereafter in multiples of 4,000 New Shares.

C Write the name(s) you wish to register the New Shares in (see reverse for instructions)

Applicant 1

Grid for Applicant 1 name

Name of Applicant 2 or < Account Designation >

Grid for Applicant 2 name

Name of Applicant 3 or < Account Designation >

Grid for Applicant 3 name

D Write your postal address here

Number / Street

Grid for Number / Street

Grid for Number / Street

Suburb/Town

Grid for Suburb/Town

State

Grid for State

Postcode

Grid for Postcode

E CHES participant - Holder Identification Number (HIN) (if applicable)

Grid for HIN with 'X' in first cell

Please note that if you supply a CHES HIN but the name and address details on this Application Form do not correspond exactly with the registration details at CHES, your Application will be deemed to be made without the CHES HIN, and any securities issued as a result of the Offer will be held on the issuer sponsored subregister.

F Enter your Tax File Number(s), ABN, ACN or exemption category

Applicant #1

Grid for Applicant #1 tax details

Applicant #2

Grid for Applicant #2 tax details

Applicant #3

Grid for Applicant #3 tax details

G Cheque payment details

Please enter details of the cheque(s) that accompany this Application.

Name of drawer of cheque

Grid for Name of drawer of cheque

Cheque No.

Grid for Cheque No.

BSB No.

Grid for BSB No.

Account No.

Grid for Account No.

Cheque Amount A\$

Grid for Cheque Amount

Grid for Name of drawer of cheque

Grid for Cheque No.

Grid for BSB No.

Grid for Account No.

Grid for Cheque Amount

H Contact telephone number (daytime/work/mobile)

Grid for Contact telephone number

I Email address

Grid for Email address

By submitting this Application Form, I/We declare that this Application is completed and lodged according to the Prospectus and the instructions on the reverse of the Application Form and declare that all details and statements made by me/us are complete and accurate. I/We apply for the number of securities as may be calculated in accordance with the Prospectus. I/We agree to be bound by the Constitution. I/We have had access to and read a complete paper copy of the Prospectus or a complete copy of the electronic Prospectus together with the Application Form. I/We represent, warrant and undertake to the Company that our subscription for the above securities will not cause the Company or me/us to violate the securities laws or other laws of Australia or any other jurisdiction which may be applicable to this subscription for securities in the Company.

GUIDE TO THE APPLICATION FORM

Please complete all relevant sections of the Application Form using BLOCK LETTERS. These instructions are cross-referenced to each section of the Application Form.

Instructions

- A. Insert the number of Shares for which you wish to subscribe at Item **A** (not less than **16,000** and then in multiples of **4,000**).
- B. Multiply by **\$ 0.125** to calculate the total for New Shares and enter the **\$ amount** at Item **B**.
- C. Write your **full name**. Initials are not acceptable for first names. You should refer to the table below for the correct forms of registrable title. Up to three joint Applicants may apply.
- D. Enter your **postal address** for all correspondence. All communications to you from Ord River Resources Limited will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.
- E. If you are sponsored in CHESS by a stockbroker or other CHESS participant, you may enter your CHESS HIN if you would like the allocation to be directed to your HIN.
Note: your registration details provided must match your CHESS account exactly.
- F. Enter your Australian **tax file number** ("TFN") or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN /ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form, however if you do not disclose your TFN Ord River Resources Limited may be required to withhold tax from any dividends or other distributions made to you.
- G. Complete **cheque details** as requested. Make your cheque payable to **Ord River Resources Limited-Share Offer** in Australian currency, cross it and mark it "**Not Negotiable**". Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.
- H. Enter your **contact telephone numbers** so we may contact you regarding your Application Form or Application Monies.
- I. Enter your **email address** so we may contact you regarding your Application Form or Application Monies or other correspondence.

CORRECT FORMS OF REGISTRABLE TITLE

Note that ONLY legal entities can hold the Shares. The Application must be in the name of a natural person(s), companies or other legal entities acceptable to Ord River Resources Limited. At least one full name and surname is required for each natural person.

Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registrable Title	Incorrect Form of Registrable Title
Company	ABC Holdings Pty Ltd	ABC Holdings P/L or ABC Co.
Individual	Mr John David Smith	J D Smith or John D Smith
Trusts	Mr John David Smith <J D Smith Family A/C>	John Smith Family Trust
Deceased Estates	Mr Michael Peter Smith <Est Lte John Smith A/C>	John Smith (deceased)
Partnerships	Mr John David Smith & Mr Ian Lee Smith	John Smith & Son
Clubs/Unincorporated Bodies	Mr John David Smith <Smith Investment A/C>	Smith Investment Club
Superannuation Funds	John Smith Pty Limited <J Smith Super Fund A/C>	John Smith Superannuation Fund

Lodgement

Mail your completed Application Form with cheque(s) attached to the following address:

Delivery address:

The Registrar
Ord River Resources Limited
C/- Registries Limited
Level 7
207 Kent Street
SYDNEY NSW 2000

Mailing address:

The Registrar
Ord River Resources Limited
C/- Registries Limited
GPO Box 3993
SYDNEY NSW 2001

It is not necessary to sign or otherwise execute the Application Form.

If you have any questions as to how to complete the Application Form, please contact Ord River Resources Limited on: **02 9250 1888**

Notes: The Prospectus is available at www.ord.com.au. A person who gives another person access to an application form must at the same time and by the same means give the other access to the Prospectus and any supplementary document. While the Prospectus is current, persons who receive an electronic copy of the Prospectus are entitled to obtain a paper copy of the Prospectus free of charge by contacting the Company. Any supplementary or replacement documents that the Company issues during the Offer (if any) will also be accessible by the same means. The Corporations Act 2001 prohibits a person from passing the Application Form to any person unless accompanied by a complete unaltered Prospectus and any supplementary documents (if any). **Privacy Act:** The information collected pursuant to this Offer will be used in the company register, to carry out administration and to service your needs as an investor. Your information may be disclosed for purposes related to your investment to service providers of the Company and other purposes in accordance with the Corporations Act 2001. You may request access to your personal information by writing to the Share Registry.

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