

# COHIBA MINERALS LIMITED

[ACN 149 026 308]

("the Company")

## PROSPECTUS

An offer of 75,000,000 fully paid ordinary shares at a deemed issue price of \$0.013 (1.3 cents) per share (**Vendor Shares**) to the vendors of Cobalt X Pty Ltd (**Cobalt X Vendors**) as part consideration for the Company's acquisition of Cobalt X Pty Ltd (**Cobalt X**) referred to herein as the **Vendor Offer**.

The Vendor Offer is only made to and capable of acceptance by the Cobalt X Vendors who receive a Personalised Application Form from the Company.

**THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY**

If you do not understand its contents, you should consult your stockbroker, accountant or other professional adviser without delay.

**The Vendor Shares offered under this Prospectus are considered speculative.**

This Prospectus also contains an offer of 80,000,000 options each with an issue price of \$0.001 per option, exercise price of 1.8 cents (\$0.018), expiring 18 April 2020 (**Facilitation Options**) and which, upon exercise, entitle the holder to one ordinary fully paid share in the Company (**Facilitation Option Offer**).

The Facilitation Option Offer is only made to and capable of acceptance by Benison Holdings Pty Ltd (or its nominees) who are to receive the Facilitation Options in connection with services provided in connection with the Company's proposed acquisition of Cobalt X Pty Ltd.

The issue of Facilitation Options is subject to, and conditional upon, the Company completing the proposed acquisition of Cobalt X.

Further details of the Facilitation Option Offer are set out in Section 1.5.

## **CORPORATE DIRECTORY**

Cohiba Minerals Limited  
[ACN 149 026 308]

### **Directors**

Mr Mordechai Benedikt – Executive Chairman  
Mr David Herszberg – Non-Executive Director  
Mr Nochum Labkowski – Non-Executive Director

### **Company Secretary**

Mr Justin Mouchacca

### **Registered Office**

Level 4, 100 Albert Road  
South Melbourne Victoria 3205  
Telephone: +61 3 9692 7222  
Facsimile: +61 3 9077 9233

### **ASX Code**

CHK

### **Web Site**

To view annual reports, shareholder and company information, news announcements, background information on the Company's business and historical information, visit [www.asx.com.au](http://www.asx.com.au)

## **IMPORTANT NOTE**

This Prospectus is dated 12 July 2017. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission (**ASIC**) on the same date. Neither ASIC nor ASX Limited (**ASX**) nor their respective officers take any responsibility as to the contents of this Prospectus.

This Prospectus contains and applies to the offer of Vendor Shares under the Vendor Offer and the offer of Facilitation Options under the Facilitation Option Offer.

You should read this document carefully before you make a decision to apply for Vendor Shares or Facilitation Options. An investment in the Company has risks, which you should consider before making a decision to invest.

The Vendor Shares and Facilitation Options offered under this Prospectus should be considered speculative.

## TIMETABLE

Lodgement of Prospectus	12 July 2017
Closing Date	21 July 2017
Issue Date (Vendor Shares)	24 July 2017
Issue Date (Facilitation Options)	24 July 2017
Dispatch of holding statements	25 July 2017

*The above dates should be regarded as **indicative only**. Subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws, the Company reserves the right to change the above dates, to close the Vendor Offer and Facilitation Option Offer before the date stated above, to extend the Closing Date and subsequent dates, or not to proceed with the Vendor Offer and/or the Facilitation Option Offer. This may result in delays to the indicative timetable.*

*No securities will be issued on the basis of this Prospectus after 11 August 2018, being the expiry date of this Prospectus.*

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### **KEY INVESTMENT RISKS – SUMMARY**

Please read and consider this Prospectus in full and in conjunction with any matters which have or may be referred to in the Company's ASX announcements before making a decision to apply for Vendor Shares, Facilitation Options, exercising existing options or investing in the Company.

Section 5 of this Prospectus contains a summary of some of the key risks associated with an investment in the Company. Those risks include risks specific to the business of CHK as set out below:

- risks associated with the grant or renewal of tenements and access to land;
- completion risks associated with current pending acquisition proposals;
- risks in sourcing additional future funding;
- operational risks;
- the availability of personnel; and
- dilution risk.

In addition to the above, there are other risks of a more general nature, such as general economic and market conditions.

### ABOUT THE OFFER – SUMMARY

The following summary provides only a limited overview. Further detail is set out in this Prospectus. Please read and consider this Prospectus in full before making any decision regarding applying for Vendor Shares, Facilitation Options, exercising existing option or investment in the Company.

Topic	Summary	For more information see:
What is the Vendor Offer?	<p>The Vendor Offer is an offer of 75,000,000 fully paid ordinary shares at a deemed issue price of \$0.013 (1.3 cents) per share (<b>Vendor Shares</b>) to vendors of Cobalt X Pty Ltd (<b>Cobalt X Vendors</b>) as part consideration for the acquisition by the Company of Cobalt X Pty Ltd (<b>Cobalt X</b>), referred to herein as the <b>Acquisition</b>.</p> <p>The issue of the Vendor Shares to the Cobalt X Vendors was approved by shareholders at the Company's General Meeting held 27 June 2017.</p>	Section 1
What is the purpose of the Vendor Offer?	To facilitate completion of the Acquisition and to allow the secondary trading of the Vendor Shares.	Section 2.1
What is the deemed offer price of Vendor Shares?	The deemed issue price of each Vendor Share is \$0.013 (1.3 cents).	Section 1.1
Am I eligible to apply for Vendor Shares?	You are only eligible to apply for and receive Vendor Shares if you are a Cobalt X Vendor and receive a Personalised Application Form from the Company.	Sections 1.1, 6.1 and 9.1
How do I accept the Vendor Offer?	<p>Only Cobalt X Vendors who receive a Personalised Application Form from the Company may apply for Vendor Shares (those persons being referred to as <b>Eligible Participants</b>).</p> <p>Eligible participants can accept the Vendor Offer by completing and returning their Personalised Application Form to the Company.</p>	Sections 1.1 and 6.1
Are there any risks associated with an investment in the Company?	<p>There are risks associated with investment in the Company. These include risks relating to the Company, risks relating to the offer and risks associated with financial investment generally.</p> <p>Please carefully consider the risks and the information contained in this Prospectus in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements before making any decision regarding whether to apply for Vendor Shares or otherwise making an investment in the Company.</p>	Page 3 and Section 5
What are the tax implications of participating in the Vendor Offer?	Taxation implications will vary depending upon the specific circumstances of shareholders. You should obtain your own professional advice as to the particular taxation treatment that will apply to you.	Section 11

Topic	Summary	For more information see:
What is the Facilitation Options Offer?	<p>The Facilitation Option Offer is an offer of 80,000,000 options (<b>Facilitation Options</b>) each with an issue price of \$0.001, exercisable at \$0.018 (1.8 cents) and expiring 18 April 2020 to Benison Holdings Pty Ltd (or its nominees).</p> <p>Issue of the Facilitation Options is subject to, and conditional upon, the Company successfully completing the Acquisition. The issue of Facilitation Options to Benison Holdings Pty Ltd (or its nominees) is to be made in satisfaction of a fee in connection with services provided in respect of the proposed acquisition of Cobalt X.</p>	Sections 1.5
How do I accept the Facilitation Option Offer?	The Facilitation Option Offer is only made to and capable of being accepted by Benison Holdings Pty Ltd (or its nominees).	Sections 1.4 and 6.3
What are the terms of Facilitation Options?	<p>Each Facilitation Option has an issue price of \$0.001, an exercise price of \$0.018 (1.8 cents), expiry date of 18 April 2020 and, upon exercise, entitles the holder to one fully paid ordinary share in the Company.</p> <p>The Facilitation Options have the same terms as existing CHKO listed options. The Company will apply for quotation of the Facilitation Options on the Official List of ASX.</p>	Sections 1.4 and 9.2
Where can I find more information about the Company?	For more information on the Company please see the Company's website ( <a href="http://www.cohibaminerals.com.au">www.cohibaminerals.com.au</a> ) or refer to the Company's ASX announcements (available on the ASX's website <a href="http://www.asx.com.au">www.asx.com.au</a> ) (ASX code: CHK).	Section 8
What if I have any questions about the Vendor Offer?	<p>You should consult your stockbroker, accountant, solicitor or other professional adviser before making any decision regarding applying for Vendor Shares.</p> <p>Contact details for any questions regarding how to complete and return the Personalised Application Form will be included in the Personalised Application Form.</p> <p>Questions concerning the Vendor Offer can also be directed to the Company Secretary, Mr Justin Mouchacca, on +61 (3) 9692 7222.</p>	Section 17

## 1. Details of the offers

### 1.1 The Vendor Offer

Cohiba Minerals Limited (**the Company** or **CHK**) offers vendors of Cobalt X Pty Ltd (**Cobalt X Vendors**) the opportunity to apply for and receive 75,000,000 fully paid ordinary shares at a deemed issue price of \$0.013 per share (**Vendor Shares**) as part consideration for the Company's proposed acquisition of Cobalt X Pty Ltd (**Cobalt X**) and referred to herein as the **Vendor Offer**.

The Vendor Offer is only made to and capable of acceptance by Cobalt X Vendors who receive a Personalised Application Form from the Company.

The issue of Vendor Shares to the Cobalt X Vendors was approved by shareholders at the General Meeting of the Company held on 27 June 2017.

A portion of the Vendor Shares will, upon issue, be subject to voluntary escrow restrictions as set out in section 1.3.

The Vendor Offer closes on 21 July 2017 (unless closed early or extended).

This Prospectus also contains the Facilitation Option Offer, the details of which are set out in Section 1.5 below.

### 1.2 Acquisition of Cobalt X and Milestone Shares

Details of the Company's proposed acquisition of Cobalt X (**Acquisition**) are contained in the Notice of Meeting dated 26 May 2017. Applicants may request a copy of the Company's Notice of Meeting dated 26 May during the application period of this Prospectus, which CHK will provide free of charge. A copy can also be downloaded from the Company's ASX announcements (available at ASX's website: [www.asx.com.au](http://www.asx.com.au)).

As set out in the Company's Notice of Meeting dated 26 May 2017, half of the consideration payable for the Acquisition (being the 75,000,000 Vendor Shares) is to be issued at completion of the Acquisition to the Cobalt X Vendors.

A further 75,000,000 fully paid ordinary shares (**Milestone Shares**) are to be issued in two equal tranches within 10 business days of the satisfaction of specific milestones as set out below:

- 37,500,000 Milestone Shares when the Company announcing to ASX an Inferred Mineral Resources in accordance with the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves (2012 Edition) (**JORC Code**) (including cumulative production) of not less than 6,000 tonnes of materials at a minimum grade of 0.6% cobalt on the Mt Stockpile Cobalt Project prior to the date which is 12 months from the grant of the mining licence for application MLA 100115; and
- 37,500,000 Milestone Shares when the Company announces to ASX that the first ore has been processed at the Lady Jenny processing plant (which shall necessarily require that the Company has entered into and completed a binding formal agreement to acquire the rights to the Lady Jenny processing plant) provided that announcement must be made prior to 20 February 2020.

As noted above, further details of the Acquisition are contained in the Company's Notice of Meeting dated 26 May 2017.

### 1.3 Escrow of Vendor Shares

As announced on 15 June 2017, the Company has received voluntary escrow agreements from the Cobalt X Vendors with respect to a portion of the Vendor Shares, with the Cobalt X Vendors agreeing to voluntarily escrow 50% of the Vendor Shares for a period of 12 months from the date of completion of the Acquisition.

Pursuant to the terms of the voluntary escrow agreements, the Cobalt X Vendors will not be permitted to (or permitted to agree to) dispose of, deal in or create any encumbrance in any of the Vendor Shares subject to escrow for the duration of the 12-month period.

Any application for, and issue of, Vendor Shares is in accordance with, and subject to, the escrow conditions

imposed on a portion of those Vendor Shares.

#### **1.4 No Underwriting**

The Vendor Offer is not underwritten.

#### **1.5 Facilitation Option Offer**

Under the terms of the Acquisition, the Company has agreed to issue 80,000,000 options (**Facilitation Options**) each with an issue price of \$0.001, an exercise price of \$0.018 (1.8 cents) per option, expiring 18 April 2020 and, upon exercise, entitling the holder to one ordinary share in the Company (**Facilitation Option Offer**) to Benison Holdings Pty Ltd (or its nominee) in connection with the introduction and facilitation of the Acquisition.

The Facilitation Option Offer is only made to, and capable of acceptance by, Benison Holdings Pty Ltd (or its nominees) which acted as introducer and facilitator of the proposed acquisition of Cobalt X Pty Ltd.

The issue of the Facilitation Options is subject to, and conditional upon, the Company successfully completing the proposed acquisition of Cobalt X Pty Ltd.

Full terms of the Facilitation Options are contained in Section 9.2.

#### **1.6 ASX Listing – Vendor Shares**

The Company will apply to ASX for admission of the Vendor Shares to official quotation within 7 days of lodgement of this Prospectus. The fact that ASX may grant official quotation to the Vendor Shares is not to be taken in any way as an indication of the merits of the Company or those securities.

If ASX does not grant permission for the Official Quotation of the Vendor Shares within three months after the date of issue of this Prospectus (or such period as is permitted by the Corporations Act), the Company, in its absolute discretion, will either determine not to issue and allot Vendor Shares or will issue a supplementary or replacement prospectus and allow applicants one month to withdraw their applications.

#### **1.7 ASX Listing – Facilitation Options**

The Company will apply to ASX for admission of the Facilitation Options to official quotation within 7 days of lodgement of this Prospectus. The fact that ASX may grant official quotation to the Facilitation Options is not to be taken in any way as an indication of the merits of the Company or those securities.

If ASX does not grant permission for the Official Quotation of the Facilitation Options within three months after the date of issue of this Prospectus (or such period as is permitted by the Corporations Act), the Company, in its absolute discretion, will either determine not to issue and allot Facilitation Options or will issue a supplementary or replacement prospectus and allow applicants one month to withdraw their applications.

## **2. Purpose of the Vendor Offer and Facilitation Option Offer**

### **2.1 Purpose of the Vendor Offer and the Facilitation Option Offer**

The purpose of the Vendor Offer and Facilitation Option Offer in combination are to:

- facilitate completion of the Acquisition through the issue of the Vendors Shares to the Cobalt X Vendors and to allow the secondary trading of the Vendor Shares;
- issue of the Facilitation Options to Benison Holdings Pty Ltd (or its nominee); and
- give effect to shareholder approvals received at the General Meeting of the Company on 27 June 2017.

### **2.2 Proceeds of the Vendor Offer and Facilitation Option Offer**

No funds will be raised from the conduct of the Vendor Offer.

\$80,000 will be raised through conduct of the Facilitation Option Offer. Funds raised are proposed to be applied to meeting the Company's existing working capital requirements and administration costs, including those associated with the acquisition of Cobalt X. Proceeds raised upon exercise of any Facilitation Options shall be applied to the Company's working capital requirements at the time of exercise.

### 3. Effect of the Offer on the Company

The effect of the Vendor Offer and the Facilitation Option Offer on the Company in combination will be to:

- facilitate completion of the Company's acquisition of Cobalt X;
- provide for the issue of the Facilitation Options to Benison Holdings Pty Ltd (or its nominee); and
- alter the capital structure of the Company as described in Section 4.

### 4. Effect on the Capital Structure of the Company

#### 4.1 Shares and Options

##### Capital Structure

The tables below set out the existing capital structure of the Company and the effect on the Company's capital structure of issuing the Vendor Shares and Facilitation Options offered under this Prospectus.

#### SHARES

Existing issued ordinary shares	357,447,574
*Vendor Shares to be issued under the Vendor Offer	75,000,000
<b>Total upon issue of Vendor Shares</b>	<b>432,447,574</b>

*\*37,500,000 Vendors Shares are subject to voluntary escrow for 12 months from issue as set out in section 1.3.*

##### **Notes to table:**

- *The above table does not take into account the exercise of any options.*
- *The above table does not include the issue of any Milestone Shares upon satisfaction of applicable milestones set out in section 1.2. In the event all 75,000,000 Milestone Shares are issued, the Company will have 507,447,574 fully paid ordinary shares on issue.*

#### OPTIONS

	Number of options	Expiry Date	Exercise price
Unlisted Options	4,500,000	17 November 2018	\$0.029
Unlisted Options	16,167,187	27 May 2019	\$0.029
Unlisted Options	20,000,000	17 May 2020	\$0.036
Listed CHKO Options	150,635,367	18 April 2020	\$0.018
Facilitation Options to be issued under the Facilitation Option Offer (having the same terms as Listed CHKO Options)	80,000,000	18 April 2020	\$0.018
<b>Total</b>	271,302,554	-	-

## Dilution

The percentage shareholding in the Company of shareholders will be diluted through the conduct of the Vendor Offer.

The dilutive effect of the Vendor Offer outlined below does not consider the impact of the issue of Vendor Shares to a shareholder (if any).

Examples of the impact of dilution on existing shareholders who do not receive shares are set out below:

Shareholder (example)	Holding prior to Issue Date	Existing %	% of total Shares at completion of issue of Vendor Shares
A	500,000	0.14%	0.12%
B	1,000,000	0.28%	0.23%
C	2,000,000	0.56%	0.46%
D	5,000,000	1.40%	1.16%
E	10,000,000	2.80%	2.31%

### **Notes to Table:**

- *It is assumed the notional shareholders in the example above do not acquire or dispose of shares.*
- *The above does not include any options that may be exercised.*
- *The holdings of the notional shareholders in the example above will be further diluted by the issue of any Milestone Shares upon and subject to the satisfaction of applicable milestones set out in section 1.2.*

## **4.2 Pro-Forma Consolidated Statement of Financial Position of the Company**

The pro-forma unaudited Consolidated Statement of Financial Position (set out below) has been prepared to illustrate the effects of the shares and options proposed to be issued if it had occurred on or before 31 March 2017 (and incorporates the adjustments set out in Notes 1-2 which have occurred since 31 March 2017). This pro-forma unaudited Consolidated Statement of Financial Position should be read in conjunction with the consolidated financial statements of the Company for the year ended 30 June 2016 and half-year period ended 31 December 2016.

	31 December 2016 (Reviewed)	31 March 2017 (Unaudited)	Pro-Forma Adjustment (Unaudited)
<b>Current assets</b>			
Cash at Bank	490,059	657,553	719,053
Trade and other receivables	2,042	1,742	1,742
Other assets	25,572	23,893	23,893
GST receivable	14,613	17,072	17,072
<b>Total Current Assets</b>	<b>532,286</b>	<b>700,260</b>	<b>761,760</b>
<b>Non Current Assets</b>			
Exploration	650,465	654,074	1,629,074
<b>Total Non Current Assets</b>	<b>650,465</b>	<b>654,074</b>	<b>1,629,074</b>
<b>Total Assets</b>	<b>1,182,751</b>	<b>1,354,334</b>	<b>2,390,834</b>
<b>Current Liabilities</b>			
Trade and other payables	24,916	55,958	55,958
Accrued expenses	-	7,000	7,000
Provisions	7,500	7,500	7,500
<b>Total Current Liabilities</b>	<b>32,416</b>	<b>70,458</b>	<b>70,458</b>
<b>Non-Current Liabilities</b>			
Provisions	-	-	-
<b>Total Non-Current Liabilities</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Liabilities</b>	<b>32,416</b>	<b>70,458</b>	<b>70,458</b>
<b>Net Assets</b>	<b>1,150,335</b>	<b>1,283,876</b>	<b>2,320,376</b>
<b>Equity</b>			
Issued capital	4,391,848	4,779,131	5,815,631
Share based payments reserve	176,513	176,513	176,513
Accumulated losses	(3,418,026)	(3,671,768)	(3,671,768)
<b>Net Equity</b>	<b>1,150,335</b>	<b>1,283,876</b>	<b>2,320,376</b>

#### NOTES TO PRO-FORMA STATEMENT OF FINANCIAL POSITION:

The pro-forma Statement of Financial Position at 31 March 2017 has been adjusted to reflect the following post 31 March 2017 and pro-forma adjustments:

1. The issue of 75,000,000 fully paid ordinary shares to vendors in relation to the proposed acquisition of Cobalt X Pty Ltd at a deemed issue price of \$0.013 (1.3 cents).
2. The issue of 80,000,000 options to Benison Holdings Pty Ltd (or its nominees) each with an issue price of \$0.001, an exercise price of \$0.018 (1.8 cents) per option, expiring 18 April 2017 and, upon exercise, entitling the holder to one ordinary share in the Company.
3. Costs equating to \$18,500 associated with the proposed issue of shares and options pursuant to this Prospectus.

#### BASIS OF PREPARATION OF PRO-FORMA STATEMENT OF FINANCIAL POSITION:

The above pro-forma statement has been prepared in accordance with ASIC Regulatory Guide 230 *Disclosing non-IFRS Financial Information* issued in December 2011.

The pro-forma statement of financial position is based on unaudited accounts as at 31 March 2017 and has been prepared to provide shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company following completion of the proposed issue of shares and options. The pro-forma financial information is presented in abbreviated form insofar as it does not include all of the disclosures required by Australian Accounting Standards application to annual financial statements.

### 4.3 Costs of the offer

The estimated anticipated costs of this Prospectus, the Vendor Offer and the Facilitation Option Offer in combination are as follows:

Particulars	Amount (\$) (exclusive of GST)
Legal fees	\$2,500
Printing and administrative fees	\$2,000
Regulatory Fees	\$14,000
<b>TOTAL</b>	<b>\$18,500</b>

## 5. Risks

The Vendor Shares and Facilitation Options offered under this Prospectus are considered speculative. There are various factors, both specific to the Company and general, which may affect the future operating and financial performance of the Company and the value of any investment in the Company.

Some of these factors can be mitigated through safeguards and appropriate commercial action and controls. However, many are outside the control of the Company and therefore cannot be mitigated. There are also general risks associated with share investment. Hence, investors should be aware that the performance of the Company may be affected and the value of its Shares may rise or fall over any given period.

This section describes certain (non-exhaustive) risks associated with investment in the Company. Prior to making an investment decision, prospective investors should carefully consider the following risk factors, as well as all other information contained in this Prospectus.

### Company Specific Risks

#### (A) Grant and Renewal of Permits

The Company intends to pursue exploration activities that are dependent upon the grant, maintenance and renewal of tenements in which the Company has or may acquire an interest, including the grant of tenement applications applied for by Cobalt X. Grant of tenements may be dependent on, among other things, regulatory approvals, Native Title conditions and third-party consents. Maintenance of the Company's tenements is dependent on, amongst other things, the Company's ability to meet the licence conditions imposed by relevant authorities including minimum annual expenditure requirements which, in turn, is dependent on the Company being sufficiently funded to meet those expenditure requirements. There is no assurance that grants will be obtained or that renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed by the relevant granting authority.

The various contractual rights currently held by Cobalt X with third parties to facilitate the acquisition by Cobalt X of additional mining and exploration project and related plant and equipment and which will, upon completion of the Acquisition, become rights of the Company (**Project Rights**) are, with the exception of the Wee MacGregor Project which has been formalised into a farm-in agreement, agreements which provide exclusivity and a right to negotiate for the acquisition of tenement interests or assets. Accordingly, by their nature, the Project Rights are preliminary and subject to formalisation which will only occur if negotiations can be concluded on acceptable terms. There is not guarantee that the Project Right agreements will be successfully negotiated with the relevant contracting parties for the terms of entry into formal documents for the acquisition of the Project Rights, or that those Project Rights will be obtained on any particular terms or at all.

#### (B) Additional Funding

The Company's funding requirements depend on numerous factors including the Company's ability to generate income from its projects, the outcome of future exploration and work programs and the acquisition of any new projects. The Company may require further funding in addition to current cash reserves to fund future exploration activities or the acquisition of new projects. Additional equity

financing, if available, may be dilutive to shareholders and/or occur at prices lower than the market price. Debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed it may be required to reduce the scope of its exploration operations.

(C) Land Access

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia. The Company currently has, or is seeking to acquire, an interest in various exploration tenements located in Queensland and Western Australia. Queensland and Western Australia have implemented restrictions affecting land interest in areas deemed to be subject to certain protective overlays and zoning classifications, including areas containing sites of indigenous cultural heritage significance and areas of urban developments. In some instances, the protective overlays and zoning classifications may restrict mining and exploration activities completely, however more commonly they will affect the procedure required for access and may impose obligations in respect of compensation, land rehabilitation and/or land impact management. This may, for example, necessitate the completion of impact assessment studies and/or require the negotiation of access or compensation arrangements with landowners and indigenous groups. Inability to access, or delays experiences in accessing, the land and unforeseen expenses associated therewith may impact on the Company's activities. Any future changes in legislation and regulations may impose significant obligations or restrictions on the Company which cannot be predicted.

(D) Operating Risks

The Company is in the early stages of resource exploration activity. The business of minerals exploration, development and product is by its nature subject to considerable risk. The prospectus of the Company must be considered in light of the considerable risks, costs and difficulties frequently encountered by companies in a similar stage of resource exploration. The amount and timing of exploration expenditures will depend on the progress of ongoing exploration, the results of consultants' analysis and recommendations and other factors, many of which are beyond the Company's control.

The development of the new and current projects will require the commitment of substantial resources and the Company expects to incur losses unless and until projects enter into commercial production and generate sufficient revenues to fund their continuing operations. There can be no assurance the exploration of the Company's projects will result in the discovery of an economic mineral deposit. Accordingly, there can be no assurance the Company will generate any revenues or achieve profitability.

Furthermore, if the Company made a discovery, there can be no assurance any logistical, technical, financial and regulatory hurdles would be satisfied and that profitable, commercial production would be achieved.

(E) Dilution

The percentage shareholding in the Company of existing shareholders will be diluted through conduct of the Vendor Offer. Further details of the potential dilutive impact of the Vendor Offer are set out in Section 10.1.

Shareholders may also be diluted as a result of exercise of the Facilitation Options (although there is no guarantee that the Facilitation Options will be exercised).

(F) Speculative nature of investment

Acquiring or dealing with shares and options involves risks. An investment in the Company involves risks that may be higher than risks associated with investment in other companies.

No guarantee can be given about the market value or price of Vendor Shares or Facilitation Options (which may be less than the issue price).

There can also be no guarantee the Company's share price will be greater than the exercise price of

the Facilitation Options during the period up to expiry of the Facilitation Options. Accordingly, there is a risk the Facilitation Options will be out of the money during the exercise period affecting the value of the Facilitation Options.

The Vendor Shares and any shares issued upon exercise of Facilitation Options carry no guarantee with respect to payment of dividends, return of capital or their market value or price. No guarantee can be given that the Company's share price will be greater than the exercise price.

(G) Availability of Personnel

The Company is reliant on technical consultants and other resource industry specialists engaged on a consultancy basis to provide analysis and recommendations on, and carry out, exploration activities in respect of its projects. The availability of suitable technical consultants and resource industry specialists may be limited and there may be delays in securing equipment and personnel required to carry out the Company's planned activities. This may result in cost and time overruns which may have a material adverse effect on the Company.

**General Risks**

(A) Environment

The proposed activities of the Company are subject to both Australian Federal and State laws and regulations concerning the environment. The Company may require approval from relevant regulatory authorities before undertaking activities likely to impact on the environment. If the Company fails to obtain such approvals it may be prevented from undertaking those activities. Delays in obtaining any required approvals may also adversely affect the Company proposed activities. Furthermore, future legislation and regulations may impose significant environmental obligations on the Company that cannot be predicted.

(B) Government Policy

In addition to the effect of legislative or regulatory changes in the specific areas of land access and environment discussed above, changes in government, financial policy, taxation and other laws (including legislation which regulates the resources industry) may affect the Company's ability to carry on its proposed activities, restrict the Company in achieving its objective or may result in increased compliance costs or complexities in managing the Company's proposed operations and activities. Changes to State or Commonwealth government, government policies or legislation cannot be predicted and could have a materially adverse effect on the Company.

(C) Litigation risks

The Company is exposed to possible litigation risk including contractual disputes, occupational health and safety claims and employee claims. The Company may be involved in disputes with other parties in the future, potentially resulting in litigation. Any such claim or dispute, if proven, may adversely impact the Company's operations, financial performance and financial position.

(D) Market Conditions

The market price of the Company's securities may be subject to a variety of unpredictable influences on the market for equities in general and resources stocks in particular. These market conditions may affect the value of the Company's securities regardless of the Company's performance. Lack of liquidity may also affect the value of the Company's securities.

The trading price of Vendor Shares, and Facilitation Options and underlying shares issued upon exercise, may fall as well as rise.

(E) Liquidity

There can be no assurance there will be, or continue to be, an active market for Vendor Shares or that the price of Vendor Shares will increase.

There is a risk that there will be a limited or no market for the Facilitation Options.

(F) Economic risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may adversely affect the Company's activities, as well as its ability to fund those activities. Further, share market conditions may affect the value of Company securities regardless of the Company's operating performance. Share market conditions are affected by many factors, such as:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

(G) Taxation

There may be tax implications arising from applications for Vendor Shares or Facilitation Options, the receipt of dividends both franked and unfranked (if any) from the Company, participation in any on-market buy-back and on the future disposal of Vendor Shares.

**5.1 Above risk factors not exhaustive**

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

Potential investors should consider that investment in the Company is speculative and should consult their professional advisors before making any decision regarding applying for Vendor Shares or investment in the Company.

**6. Acceptance Instructions**

**6.1 Completing an application form**

Any applications for Vendor Shares made under the Vendor Offer contained within this Prospectus must be made on the Personalised Application Form accompanying this Prospectus in accordance with the instructions set out in the form.

Prior to lodging a completed Personalised Application Form, ensure you have read this Prospectus and the Personalised Application Form in their entirety and seek professional advice if necessary.

An application for Vendor Shares may not be effective if received after the time specified in the Personalised Application Form on the Closing Date (or by such later time or date the Company may specify), in which case no Vendor Shares would be issued to you in respect of your application.

To apply for Vendor Shares, you should:

- read this Prospectus and the Personalised Application Form in their entirety and seek appropriate professional advice if necessary; and
- complete the Personalised Application Form which accompanies this Prospectus (instructions for completing and returning the Personalised Application Form are set out on the form); and
- return the completed Personalised Application Form in accordance with the instructions in the Personalised Application Form so that it is received by no later than the time specified in the

Personalised Application Form on the Closing Date, or such later date as the Company may specify. The Company accept no responsibility for delayed or misdelivered application forms.

## **6.2 Applying under Facilitation Option Offer**

The Facilitation Option Offer is only made to, and only capable of acceptance by, Benison Holdings Pty Ltd (or its nominees). Invitees under the Facilitation Option Offer will receive a separate Personalised Application Form from the Company which will contain all relevant instructions, including payment details.

## **6.4 Further Information**

**If you have any questions about the Vendor Offer and/or the Facilitation Offer, please contact the Company Secretary, Mr Justin Mouchacca, on +61 (3) 9692 7222. Alternatively, contact your stockbroker or other professional adviser.**

The issue of Vendor Shares and Facilitation Options is expected to occur after the Closing Date on or before the date set out in the timetable on page 2 of this Prospectus (which date may change without notice). Thereafter holding statements will be despatched. It is the responsibility of recipients to determine their allocation prior to trading in Vendor Shares. Recipients trading Vendor Shares before they receive their statements will do so at their own risk.

If your Personalised Application Form is not completed correctly it may still be treated as a valid application for Vendor Shares. The Directors' decision in whether to treat a form as valid and how to construe, amend or complete the form is final. The Company accepts no responsibility for failure by your stockbroker or other third parties to carry out your instructions.

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. Persons resident in countries outside Australia should consult their professional advisers as to whether any governmental or other consent is required or whether formalities need to be observed to enable them to acquire Vendor Shares. Return of a Personalised Application Form will be taken by the Company to constitute a representation that there has been no breach of such requirements.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Prospectus. Because of this, recipients of this Prospectus should have regard to their own objectives, financial situation and needs.

Recipients of this Prospectus should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to acquire Vendor Shares or other securities of the Company.

## **7. Continuous Disclosure Obligations**

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities.

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities under that prospectus are continuously quoted securities, or option over continuously quoted securities, within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities, or options over a class of securities, that were quoted enhanced disclosure securities at all times during the 3 months before the date of this Prospectus and that other requirements relating to the Company not being subject to various exemptions and orders under the Corporations Act within the last 12 months are met.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of securities on the company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the date of this Prospectus which required the Company to notify ASX of

information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

For the purpose of satisfying section 713(5) of the Corporations Act a prospectus must incorporate information if such information:

- (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (b) is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
  - the assets and liabilities, financial position and performance, profit and losses and prospects of the Company; and
  - the rights and liabilities attaching to the securities being offered.

The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find such information in the prospectus. The Company is not aware of any matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus.

The Company from time to time, due to the nature of its activities, conducts exploration programs the results of which are released to the market in accordance with its continuous disclosure obligations under the ASX Listing Rules. For the sake of completeness, the Company anticipates receipt and announcement of assay results from its sampling program at the Charge Lithium Projects (refer ASX announcement on 24 April 2017) in the coming days.

As a disclosing entity under the Corporations Act, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASX and ASIC in relation to the Company may be obtained from or inspected by accessing the respective web sites.

Any person may request, and the Company will provide free of charge, a copy of each of the following documents during the acceptance period of this Prospectus:

- (a) the Annual Financial Report of the Company for the financial year ended 30 June 2016 (lodged with ASX on 27 September 2016), being the most recent annual financial report of the Company before the lodgement of this Prospectus with ASIC;
- (b) the Half Year Financial Report for the Company for the half-year ended 31 December 2016 (lodged with ASX on 14 March 2017) being the most recent financial report of the Company before the lodgement of this Prospectus with ASIC; and
- (c) any continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report referred to in (a) above before lodgement of this Prospectus. Continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report to the date of this Prospectus are listed in Section 8 of this Prospectus.

Such documents are also available on-line from the ASX web site.

## **8. ASX Announcements**

The following announcements (continuous disclosure notices) have been made to ASX since the Company lodged its audited financial statements (Annual Report) for the year ended 30 June 2016:

<b>Date</b>	<b>Headline</b>
27/06/2017	Results of Meeting
27/06/2017	Investor Presentation – June 2017
26/06/2017	Becoming a substantial holder
26/06/2017	Change in substantial holding
15/06/2017	Cobalt X Acquisition Update

<b>Date</b>	<b>Headline</b>
26/05/2017	Notice of General Meeting/Proxy Form
26/05/2017	Grant of ASX Waiver
18/05/2017	Change of Director's Interest Notices x 3
18/05/2017	Appendix 3B
18/05/2017	Change to Exercise Price of Unlisted Options
18/05/2017	Greenbushes Project Option Termination
02/05/2017	Ceasing to be a substantial holder
01/05/2017	Change in substantial holding
28/04/2017	March 2017 Quarterly Activities and Cashflow Reports
27/04/2017	Section 708A Cleansing Notice and Appendix 3B
27/04/2017	Cohiba Completes Placement
27/04/2017	Cobalt X Granted Exploration Licence
26/04/2017	Change in substantial holding
26/04/2017	Cobalt X Transaction Update
24/04/2017	Change of Director's Interest Notice x 2
24/04/2017	Exploration Update
19/04/2017	Results of Meeting
18/04/2017	Completion of Rights Issue
12/04/2017	Rights Issue Closes Oversubscribed
06/04/2017	Cobalt X Due Diligence Update
29/03/2017	Despatch of Pro-rata Rights Issue Offer Documents
21/03/2017	Rights Issue – Letter to optionholders
21/03/2017	Rights Issue - Letter to eligible shareholders
21/03/2017	Rights Issue – Letter to ineligible shareholders
21/03/2017	Appendix 3B – Non-renounceable Rights Issue
21/03/2017	Non-renounceable Rights Issue Prospectus
17/03/2017	Notice of Meeting/Proxy Form
17/03/2017	Company Update
14/03/2017	Half Year Financial Report - 31 December 2016
08/03/2017	Company Update
27/02/2017	Change in substantial holding

<b>Date</b>	<b>Headline</b>
27/02/2017	Cohiba appoints Technical Management Consultant
24/02/2017	Change in substantial holding
23/02/2017	Section 708A Cleansing Notice and Appendix 3B
22/02/2017	Change in substantial holding
20/02/2017	Cobalt X Acquisition and Heavily Oversubscribed Placement
16/02/2017	Trading Halt
10/02/2017	Greenbushes Project Option Update
10/02/2017	Ceasing to be a substantial holder
08/02/2017	Change in substantial holding
03/02/2017	Section 708A Cleansing Notice and Appendix 3B
03/02/2017	Charge Lithium Update
30/01/2017	December 2016 Quarterly Activities and Cashflow Reports
27/01/2017	Response to ASX Price Query
09/12/2016	Section 708A Cleansing Notice and Appendix 3B
06/12/2016	Charge Lithium Update
28/11/2016	Exploration Update
21/11/2016	Results of Annual General Meeting
15/11/2016	Change in substantial holding
10/11/2016	Change in substantial holding
10/11/2016	Ceasing to be a substantial holder
09/11/2016	Change in substantial holding
09/11/2016	Section 708A Cleansing Notice and Appendix 3B
09/11/2016	Completion of Charge Lithium Acquisition
28/10/2016	September 2016 Quarterly Activities and Cashflow Reports
21/10/2016	Notice of Annual General Meeting/Proxy Form
05/10/2016	Results of Meeting
27/09/2016	Appendix 4G and Corporate Governance Statement

Any person may request, and the Company will provide free of charge, a copy of any of the above announcements during the application period of this Prospectus.

The Company may make further announcements to ASX from time to time. Copies of announcements are released by ASX on its website, [www.asx.com.au](http://www.asx.com.au). Copies of announcements can also be obtained from the Company upon request and will be made available at the Company's website [www.cohibaminerals.com.au](http://www.cohibaminerals.com.au).

Prospective investors are advised to refer to ASX's website for updated releases about events or matters affecting the Company.

In making statements in this Prospectus it is noted that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

## **9. Terms of Securities Offered**

### **9.1 Vendor Shares**

The Vendor Shares will be fully paid ordinary shares in the capital of the Company, which will rank equally with, and will have the same voting and other rights as the existing issued shares of the Company. The rights attaching to the Company's shares are set out in the Company's Constitution, the Listing Rules of ASX and the Corporations Act. The Company's Constitution has been lodged with ASIC. The Constitution contains provisions of the kind common for public companies in Australia and is taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Any person may request a copy of the Constitution during the application period of this Prospectus, which the Company will provide free of charge.

As set out in Section 1.3, 37,500,000 Vendor Shares (being 50%) will be subject to a voluntary escrow period of 12 months from the date of issue.

### **9.2 Facilitation Options**

Rights attaching to the Facilitation Options offered under this Prospectus (each referred to below as an "Option") are as follows:

#### **(a) Entitlement**

- (i) Each Option entitles the Option holder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- (ii) Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

#### **(b) Issue Price**

Each Option has an issue price of \$0.001.

#### **(c) Exercise of Option**

- (i) The Options are exercisable at any time from the issue date.
- (ii) The final date and time for exercise of the Options is 5pm (AEST) on 18 April 2020. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.
- (iii) The exercise price per option is \$0.018 (1.8 cents).
- (iv) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's share registry. Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.
- (v) The Options cannot be exercised if, as a result of the exercise, the Optionholder or any of its associates would breach the provisions of Chapter 6 (and specifically section 606) of the Corporations Act.
- (vi) Remittances must be made payable to 'Cohiba Minerals Limited' and cheques should be crossed 'Not Negotiable'.
- (vii) All Options will lapse on the earlier of the

- (A) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and
- (B) expiry of the final date and time for exercise of the Option.

(viii) In the event of liquidation of the Company, all unexercised Options will lapse.

**(d) Quotation**

- (i) Subject to meeting the requirements of ASX and the Corporations Act, the Company will apply to the ASX for Official Quotation of the Options but makes no guarantee that an application for Official Quotation will be successful.
- (ii) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

**(e) Participation in Securities Issues**

Subject to paragraph (e) below, the holder is not entitled to participate in new issues of securities without exercising the Options.

**(f) Participation in a Reorganisation of Capital**

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation as referred to in paragraph (e)(i), Options will be treated in the following manner:
  - (A) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (B) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (C) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
  - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
  - (E) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
  - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.

**(g) Adjustments to Options and Exercise Price**

- (i) Adjustments to the number of Shares over which Options exist and/or the exercise price may be made as described in paragraph (f)(ii) to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- (ii) The method of adjustment for the purpose of paragraph (f)(i) shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(A) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may (at the discretion of the Board) be reduced according to the following formula:

$$O' = O - \frac{E[P-(S+D)]}{N + 1}$$

where:

- O' = the new exercise price of the Option.
- O = the old exercise price of the Option.
- E = the number of underlying securities into which one Option is Exercisable.
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price for a security under the pro-rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

**10. Directors' Interests**

**10.1 Securities**

The Directors' direct and indirect interests in securities of the Company as at the date of this Prospectus and the effect of the Offer on the direct and indirect share holdings of Directors are set out in the following table that assumes full subscription of the Vendor Offer and the Facilitation Options Offer.

**SHARES & OPTIONS**

Director/Shareholder (and/or associate(s))	Existing		Post Issue of Vendor Shares		Listed Options	Unlisted Options
	Shares	%	Shares	%		
Mr Mordechai Benedikt	19,785,189	5.54%	19,785,189	4.58%	2,826,457	11,500,000
Mr David Herszberg	4,400,005	1.23%	4,400,005	1.02%	Nil	4,500,000
Mr Nachum Labkowski	5,904,500	1.65%	5,904,500	1.37%	843,500	8,500,000

*Note to table: In the event any Milestone Shares are issued upon satisfaction of applicable milestones the Director interests will be further diluted.*

**10.2 Remuneration & Payments to Directors**

### Fees and other remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company.

Set out below are details of the remuneration paid to Directors in the two full financial years prior to lodgement of this Prospectus:

<b>Director</b>	<b>June 2015 – June 2016</b>	<b>July 2016 – June 2017</b>
Mr Mordechai Benedikt	\$102,710	\$180,000
Mr David Herszberg	\$49,000	\$48,000
Mr Nachum Labkowski	\$44,000	\$48,000

### Other

Except as disclosed in this Prospectus:

- (a) no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director of the Company or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the Vendor Offer.
- (b) no Director or proposed Director has, or has had within two years of lodgement of this Prospectus, any interest in:
  - the formation or promotion of the Company; or
  - any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Vendor Offer; or
  - the Vendor Offer.

## **11. Taxation**

Recipients of the Vendor Offer and Facilitation Option Offer should seek and obtain their own taxation advice before applying for Vendor Shares and Facilitation Options so that they may first satisfy themselves of any taxation implications associated with acquiring Vendor Shares and Facilitation Options.

## **12. Overseas Shareholders**

This Prospectus and any application form do not constitute an offer in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

This Prospectus does not constitute an offer for securities in any place where, or to any person whom, it would be unlawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law, and persons outside Australia who comes into possession of this Prospectus should seek advice on, and observe any, such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Vendor Shares or the Vendor Offer or otherwise to permit a public offering of the securities in any jurisdiction outside Australia.

The Vendor Offer has not been, and will not be, registered under the US Securities Act and has not been made in the United States of America or to persons resident in the United States of America.

## **13. Privacy**

Personal information is collected on the Personalised Application Form by the Company and its share registry for maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Acceptances might not be processed efficiently, or at all, if the information requested is not provided. Personal information about recipients may be disclosed to external service providers such as print or mail service providers as required or permitted by law. A recipient who would like details of their personal information held by the Company or its share registrar, or who would like to correct information that is incorrect or out of date, should contact the Company Secretary at the address shown in the Corporate Directory on page 1 of this Prospectus. In accordance with the Corporations Act, recipients

may be sent material (including marketing material) in addition to general corporate communications. Recipients may elect not to receive marketing material by contacting the Company's share registrar. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

#### **14. Electronic Prospectus**

This Prospectus is available in electronic format via the ASX website, [www.asx.com.au](http://www.asx.com.au).

Persons who received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by contacting the Company Secretary, Mr Justin Mouchacca, on +61 (3) 9692 7222.

Applications for Vendor Shares and Facilitation Options may only be made by invitees on the Personalised Application Form which will accompany this Prospectus in its paper copy form or a print out of the form which formed part of or was accompanied by the complete and unaltered electronic version of this Prospectus. The Corporations Act prohibits any person from passing on to another person a Personalised Application Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.

The Company reserves the right not to accept an application form from a person if it has reason to believe that when that person was given access to the electronic application form, it was not provided together with the complete and unaltered electronic version of this Prospectus.

#### **15. Investment Decisions**

The information in this Prospectus does not constitute financial product advice. This Prospectus does not take into account the investment objectives, financial situation, tax position and particular needs of individual investors. Investors should obtain their own independent advice and consider the appropriateness of the offer of Vendor Shares pursuant to this Prospectus having regard to their own objectives, financial situation, tax position and needs.

#### **16. Future Performance**

Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants the future performance of the Company, or any return on any investment made pursuant to this Prospectus. An investment in the securities offered by this Prospectus should be considered speculative.

#### **17. Enquiries**

You should contact your stockbroker, accountant or independent professional financial adviser before making any decision to apply for Vendor Shares or Facilitation Options or investment in the Company, including deciding whether to apply for Vendor Shares.

If you have any questions regarding how to complete the Personalised Application Form, please contact the Company Secretary, Mr Justin Mouchacca, on +61 (3) 9692 7222.

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

#### **Directors' Authorisation Statement**

The Directors of the Company have authorised the lodgement of this Prospectus with ASIC.



Mordechai Benedikt  
Chairman