

Redbank Copper Limited

ACN 059 326 519

Pro-rata Non-renounceable Rights Issue Prospectus

This Prospectus is being issued for a pro rata non-renounceable entitlement issue of approximately 81,574,253 Shares at an issue price of \$0.025 per Share to Eligible Shareholders on the basis of one (1) Share for every three (3) Shares held as at the Record Date to raise up to approximately \$2.04 million before costs (**Offer**).

The Offer is fully underwritten by CPS Capital Group Pty Ltd (**Underwriter**).

This Prospectus also includes an offer of up to 1,000 Shares at an issue price of \$0.025 per Share to raise up to \$25 to cleanse the issue of Shares under the proposed Placement (**Cleansing Offer**).

IMPORTANT NOTICE

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

The Shares offered by this Prospectus should be considered highly speculative.

IMPORTANT NOTICES

General

This Prospectus is dated 27 July 2020 and was lodged with ASIC on that date. None of ASIC, ASX or their respective officers or employees takes any responsibility for the contents of this Prospectus.

This Prospectus is important and should be read in its entirety before deciding to participate in the Offer. In particular, you should consider the risk factors set out in Section 7 of this Prospectus in light of your personal circumstances (including financial and taxation issues) and seek advice from your accountant, financial advisor, stockbroker, lawyer, tax advisor or other independent and qualified advisor if you have any questions.

Continuously Quoted Securities

In preparing this Prospectus, regard has been had to the fact the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisors. This Prospectus is a transaction specific prospectus prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and it is intended to be read in conjunction with publicly available information in relation to the Company which has been notified to ASX.

Expiry Date

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

Not financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your financial and investment objectives, financial situation or particular needs (including financial or taxation issues).

Some of the risk that investors and their professional advisors should consider before deciding whether to invest in the Company are set out in Section 7 of this Prospectus. There may be

additional risks to those that should be considered in light of your personal circumstances.

Disclaimer

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

Except to the extent required by law, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of the Company, the repayment of capital by the Company, the payment of a return on the Shares or the future value of the Shares. The business, financial condition, operating results and prospects of the Company may change after the date of this Prospectus. You should be aware that past performance is not indicative of future performance. Any new or change in circumstances that arise after the date of this Prospectus will be disclosed by the Company to the extent required and in accordance with the Corporations Act.

Geographic Restrictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of law.

This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. No action has been taken to permit the Offer under this Prospectus in any jurisdiction other than Australia and New Zealand.

Obtaining a copy of this Prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 8 6558 1859 and the Company will send you, for free, either a hard copy

or a further electronic copy of the Prospectus, or both.

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

The Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version within Australia and New Zealand.

Where this Prospectus has been dispatched to or accessed by persons other than Eligible Shareholders, this Prospectus is provided for information purposes only.

Application for Shares

Applications for Shares offered pursuant to this Prospectus can only be made in accordance with the instructions on an original Entitlement and Acceptance Form or Shortfall Application Form.

Defined Terms

A number of terms used in this Prospectus are defined in Section 10 of the Prospectus.

Risk factors

Potential investors should be aware that subscribing for and holding Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed companies not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the

Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares.

Forward-looking statements

Some of the statements appearing in this Prospectus are in the nature of forward looking statements, including statements of intention, opinion and belief and predictions as to possible future events. Such statements are not statements of fact and are subject inherent risks and uncertainties (both known and unknown) which may or may not be within the control of the Company. You can identify such statements by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and are predictions or indicative of future events.

Although the Directors believe these forward looking statements (including the assumptions on which they are based) are reasonable as at the date of this Prospectus, no assurance can be given that such expectations or assumptions will prove to be correct. Actual outcomes, events and results may differ, including due to risks set out in section 7 of this Prospectus.

The Company and its Directors, officers, employees and advisors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Company does not intend to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

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1. Corporate directory

Directors

Michael Hannington
(Executive Chairman)

Daryl Henthorn
(Non-Executive Director)

Keith Middleton
(Non-Executive Director)

Company Secretary

Kelly Moore

ASX Code

RCP

Registered office

Level 1
1A Agnew Way
Subiaco WA 6008

Telephone: +61 8 6558 1859
Facsimile: +61 8 9380 8300
Email: admin@redbankcopper.com.au
Website: www.redbankcopper.com.au

Share Registry*

Automatic Registry Services
Level 5, 126 Phillip Street
Sydney NSW 2000

Telephone: +61 2 8072 1400

Email: hello@automicgroup.com.au
Website: www.automicgroup.com.au

Underwriter

CPS Capital Group Pty Ltd
Level 45
108 St Georges Terrace
Perth, WA 6000

Telephone: +61 8 9223 2222
Fax: +61 8 9223 2211

Auditor

Stantons International Audit and
Consulting Pty Ltd
Level 1, 1 Walker Street
West Perth WA 6005

Solicitors

EMK Lawyers
Suite 1B
16 Phillimore Street
Fremantle WA 6160

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

2. Timetable

Lodgement of Prospectus with the ASIC and ASX	Mon 27 July 2020
Company announces Offer and lodges Appendix 3B with ASX	Mon 27 July 2020
“Ex” date	Thu 30 July 2020
Record Date for determining Entitlements	Fri 31 July 2020
Prospectus sent out to Eligible Shareholders & Company announces this has been completed	Mon 3 August 2020
Last day Company can extend Closing Date	Fri 8 August 2020
Closing Date of the Offer* / Opening Date of the Cleansing Offer	5.00pm (WST) Wed 12 August 2020
Announcement of results of the Offer*	Mon 17 August 2020
Issue date of Shares under the Offer and Placement / Lodgement of Appendix 2A with ASX*	Wed 19 August 2020
Closing Date of the Cleansing Offer**	Fri 21 August 2020

* The dates above are indicative only and are subject to change. The Directors may vary these dates subject to any applicable requirements of the Corporations Act or the Listing Rules. The Directors may extend the Closing Date by giving at least three (3) Business Days' notice to ASX prior to the Closing Date. As such the date the Securities are expected to commence trading on ASX may vary.

** The Directors reserve the right to extend or reduce the closing date of the Cleansing Offer at any time without notice.

3. Letter from the Chair

Dear Shareholder,

I welcome this opportunity to write to you again since being appointed your Chairman in August 2019.

Your Company has been through many changes over its history since its foundation on 21 April 1993 and subsequent listing on the ASX on 22 December 1993.

Over the years, shareholders have been asked by the Company to subscribe for shares and your Company has spent this money operating various mining operations and undertaking mineral exploration.

On 5 August 2005, your Company purchased the Redbank Project from a group of private investors who had briefly mined Sandy Flat, one of the copper deposits.

Over the last 15 years, your company has seen 26 different directors manage evaluation studies to re-commence mining at the Redbank Project and undertake further exploration. This work has progressively diminished, and for the last 5 years little activity has occurred.

In August 2019, you our shareholders, decided to replace previous directors with three new directors.

In this prospectus, your Company seeks to raise just over \$2 million by way of a rights issue to our shareholders. Following completion of the rights issue, your Company intends to undertake a placement to raise up to \$1.8m.

The price of the share offer for the rights issue is 2.5 cents. This is a premium to the last traded price of 1.9 cents of your Company in July 2019 and reflects the increased value we see in the Redbank Project. The placement issue price will also be 2.5 cents.

I look forward to reporting on your Company's activities in the coming months.

Michael Hannington
Executive Chairman
Redbank Copper Limited

4. Details of the Offers

4.1 The Offer

The Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) new Share for every three (3) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.025 per Share.

Fractional entitlements will be rounded up to the nearest whole number.

All of the Shares offered under this Prospectus following issue will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 6 for further information regarding the rights and liabilities attaching to the Shares.

Based on the capital structure of the Company as at the date of this Prospectus and assuming all Entitlements are accepted, a maximum of 81,574,253 Shares may be issued pursuant to the Offer, increasing the Shares on issue from 244,722,222 to 326,296,475 Shares. Assuming the Offer is Fully Subscribed then the Company will raise approximately \$2.04 million under the Offer before costs.

The purpose of the Offer and the intended use of funds raised are set out in section 5.1 of this Prospectus.

4.2 Minimum subscription amount

The Offer is fully underwritten so there is no minimum subscription.

4.3 Underwriting and sub-underwriting

The Offer is underwritten by CPS Capital Group Pty Ltd (**the Underwriter**) up to the full amount under the Offer upon and subject to the terms and conditions of the Underwriting Agreement. Refer to section 8.4 for a summary of the Underwriting Agreement.

The Underwriting Agreement gives the Underwriter the right to enter into sub-underwriting agreements to pass on some or all of its obligations to subscribe for the Shortfall Shares under the Underwriting Agreement. The Underwriter has engaged Viridian Capital Pty Ltd (**Viridian**), which is a related party of the Company by reason of being controlled by Director Mr Daryl Henthorn, as sub-underwriter to 50% of the Offer.

4.4 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.025, being the price at which Shares have been offered under the Offer.

All Shares issued under the Shortfall Offer shall be issued on the same terms as Shares being offered under the Offer (including the issue price).

Eligible Shareholders may apply for additional Shares under the Shortfall in accordance with the Entitlement and Acceptance Form and by paying the appropriate Application Monies in accordance with the instructions set out in the Entitlement and Acceptance Form.

Additionally, other investors who are not currently Shareholders who wish to participate in the Shortfall may apply for Shortfall Shares by following the instructions set out on the Shortfall Application Form and paying the appropriate Application Monies.

The Directors reserve the right to issue any Shortfall at their discretion. The manner in which such discretion will be exercised may be determined by the terms of the Underwriting Agreement.

The Underwriter (in consultation with the Directors) has advised that it intends to allocate Shortfall Shares to Eligible Shareholders and third party investors with allocations (and any scale back) taking into account the following factors:

- (a) the need to recognise the ongoing support of existing Shareholders of the Company;
- (b) identifying new potential long-term or cornerstone investors; and
- (c) ensuring an appropriate Shareholder base for the Company.

The Directors reserve the right to issue an Eligible Shareholder a lesser number of Shortfall Shares than applied for or no Shortfall Shares at all.

All decisions regarding the allocation of Shortfall Shares will be made by the Directors, in conjunction with the Underwriter, and will be final and binding on all applicants under the Shortfall Offer. As such, there is no guarantee that any Shortfall Shares applied for will be issued to Eligible Shareholders. The Company will have no liability to any Applicant who receives less than the number of additional Shares they applied for under the Shortfall Offer. If the Company scales back any applications for Shares under the Shortfall Offer any application monies will be returned (without interest) in accordance with the provisions of the Corporations Act.

4.5 Acceptance – what Eligible Shareholders may do

Your acceptance of the Offer must be in accordance with the Entitlement and Acceptance Form accompanying this Prospectus.

Other than where you apply for Shortfall Shares, your acceptance must not exceed your Entitlement as shown on that form.

You may participate in the Offer (and Shortfall Offer) as follows:

- (a) accept your **full** Entitlement;
- (b) accept your **full** Entitlement and apply for Shortfall under the Shortfall Offer;
- (c) accept **part** of your Entitlement;
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

4.6 No Return of Entitlement and Acceptance Forms

In light of the substantial delays in postage times as a result of the Covid 19 virus, and the period the Offer is open, it is considered unlikely that Entitlement and Acceptance Forms that are posted with a payment by cheque will be received by the Company in time for the Company to accept under the application.

In light of this, the Company has resolved that Applicants do NOT need to return their completed Entitlement and Acceptance Forms to the Company and payments must be made by BPAY®, or EFT (for Eligible Shareholders overseas) and may not be made by cheque.

4.7 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form if you pay by BPAY® but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application Monies paid by BPAY®.

4.8 By Electronic Funds Transfer (Overseas Applicants)

For payment by Electronic Funds Transfer (EFT) for overseas Eligible Shareholders, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® or EFT payment is received by the share registry by no later than 4:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

4.9 Effect of Offer on Control of the Company

The maximum total number of Shares proposed to be issued under the Offer is 81,574,253 which will constitute 25% of the Shares on issue following completion of the Offer (assuming no other Shares are issued prior to the Record Date).

The Directors intend to ensure no Shares are issued to a party under the Offer or Shortfall Offer if the effect would be to increase that party's Voting Power in the Company to an amount greater than 19.99%.

As at the date of this Prospectus, the Underwriter does not hold any Shares in the Company.

The extent to which Shares are issued to the Underwriter pursuant to the underwriting will increase the Underwriter's Shareholding in the Company. The Underwriter's present Shareholding and changes under several scenarios are set out in the table below noting that, as Viridian has agreed to sub-underwrite 50% of the Offer, CPS will at most be required to underwrite 50% of the Offer itself.

Event	Underwriter Maximum Shareholding	%
Date of Prospectus	Nil	0%
Completion of the Offer		
Fully Subscribed by Eligible Shareholders	Nil	0%
75% subscribed by Eligible Shareholders	10,196,782	3.1%
50% subscribed by Eligible Shareholders	20,393,563	6.3%
25% subscribed by Eligible Shareholders	30,590,345	9.4%
0% subscribed by Eligible Shareholders	40,787,127	12.5%

The table above assumes no Shortfall Shares are issued to Eligible Shareholders and third parties, which is very unlikely. The underwriting obligation, and therefore the Shareholding of the Underwriter, will be reduced by any Shortfall Shares placed to Eligible Shareholders and third parties.

The Underwriter has advised the Company that it intends to place all Shortfall Shares with Eligible Shareholders and third parties such that its' Voting Power will not increase above 19.99% as a result of the underwriting.

As at the date of this Prospectus, Viridian does not hold any Shares in the Company but, as a result of being an Associate of Lantech, which is controlled by Director Daryl Henthorn, has Voting Power in the Company of 8.1% (being 19,863,218 Shares).

The extent to which Shares are issued to Viridian pursuant to the sub-underwriting will increase Viridian's Voting Power in the Company. Viridian's present Voting Power and changes under several scenarios are set out in the table below.

Event	Viridian Max Shareholding*	Viridian Max Voting Power
Date of Prospectus	Nil	8.1%
Completion of the Offer		
Fully Subscribed by Eligible Shareholders	Nil	8.1%
75% subscribed by Eligible Shareholders	10,196,782	9.2%
50% subscribed by Eligible Shareholders	20,393,563	12.3%
25% subscribed by Eligible Shareholders	30,590,345	15.5%
0% subscribed by Eligible Shareholders	40,787,127	18.6%

The table above assumes no Shortfall Shares sub-underwritten by Viridian are issued to Eligible Shareholders and third parties, which is very unlikely. The sub-underwriting obligation, and therefore the Shareholding and maximum Voting Power of Viridian, will be reduced by any such sub-underwritten Shortfall Shares placed to Eligible Shareholders and third parties.

Viridian has advised the Company that it intends to place all Shortfall Shares it is entitled to under its sub-underwriting arrangements with Eligible Shareholders and third parties such that its' Voting Power does not increase as a result of the sub-underwriting.

Lantech has advised the Company that it intends to take up its full Entitlement under the Offer, which will reduce any Shortfall.

Note that the Voting Power of the Underwriter and Viridian will reduce if the Placement is successfully completed. The Company has determined that it will not issue the Underwriter or Viridian or their respective Associates any Shares under the Placement. As such, if the Placement is fully subscribed, and assuming no Entitlement is taken up by Shareholders and no Shortfall Shares are issued to Eligible Shareholders or other third parties (both of which are very unlikely), on completion of the Offer and the Placement, the maximum possible Voting Power of:

- (a) the Underwriter will be 10.2%; and
- (b) Viridian will be 15.2%.

4.10 Dilution

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 25% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below.

Shareholding at Record Date	% at Record Date	Entitlements under the Offer	% post Offer if Offer not taken up
10,000,000	4.1%	3,333,333	3.1%
1,000,000	0.4%	333,333	0.3%
100,000	0.04%	33,333	0.03%

Note:

1. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Shortfall Offer.

Shareholders should note that, whether or not they take up their Entitlement, they will be diluted if the Placement is completed. If the Placement is fully subscribed, a total of 72,000,000 Shares will be issued, which will increase total Shares on issue from 326,296,475 to 398,296,475 (assuming no Shares are issued other than under the Offer, Shortfall Offer and the Placement). This will dilute existing Shareholders by 18.1%.

4.11 Cleansing Offer

The Cleansing Offer is an offer of up to 1,000 Shares at an issue price of \$0.025 per Share, to raise up to \$25 (before expenses). The Cleansing Offer will only be extended to specific parties on invitation from the Directors. Applications for Shares under the Cleansing Offer should only be made if you are instructed to do so by the Company.

The Shares offered under this Prospectus will rank equally with the existing Shares on issue.

The primary purpose of the Cleansing Offer is to remove any trading restrictions that would otherwise attach to Shares to be issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the closing date of the Cleansing Offer. In particular, the Cleansing Offer is intended to remove any on-sale restrictions that may affect Shares issued under the Placement (if completed).

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

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

Accordingly, the Company is seeking to raise only a nominal amount of \$25 under the Cleansing Offer as the purpose of the Cleansing Offer is not to raise capital.

If the Directors decide to issue Shares under the Cleansing Offer, the issue of Shares will take place as soon as practicable after the closing date of the Cleansing Offer. The Directors do not expect to issue any Shares under the Cleansing Offer.

4.12 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus on the ASX will be made in accordance with the timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three (3) months after the date of this Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application Monies for the Securities within the time prescribed under the Corporations Act, without interest.

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

4.13 Issue

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out in Section 2 of this Prospectus.

Shares issued pursuant to the Shortfall Offer will be issued in accordance with the Underwriting Agreement.

Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Shares issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus. Holding Statements for any Shortfall Shares issued under the Shortfall Offer will be mailed as soon as practicable after their issue.

4.14 Overseas shareholders

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

Australia and New Zealand

The Offer is being made to all Shareholders with registered addresses, on the Record Date, in Australia or New Zealand (**Eligible Shareholders**).

The Securities are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not

required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Other Places

In relation to Shareholders with registered addresses on the Record Date in places other than Australia or New Zealand, the Company has decided that it would be unreasonable to make the Offer to those Shareholders having regard to:

- (a) the number of Shareholders in each such place;
- (b) the number and value of securities the holders would be offered; and
- (c) the costs of complying with legal requirements, and requirements of regulatory authorities, each such place.

Custodians and nominees

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

Ineligible Shareholders

Shareholders with registered addresses on the Record Date in places other than Australia or New Zealand are not eligible to participate in or accept the Offer (**Ineligible Shareholders**).

No Nominee

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of its Entitlement, it must have regard to the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% Voting Power threshold). Eligible Shareholders who may be at risk of exceeding the 20% Voting Power threshold in section 606 of the Corporations Act as a result of acceptance of the Entitlement Offer should seek professional advice before applying for Shares under this Prospectus.

4.15 CHES and Issuer Sponsorship

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

Investors who are issued Shares under this Prospectus will be provided with a holding statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for

future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

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

4.16 Rounding

Fractional entitlements will be rounded up to the nearest whole number. All references to numbers of Shares to be issued pursuant to this Prospectus are expressed subject to rounding.

4.17 Privacy Act

If you complete an Application for Shares, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess your Application, service your needs as a holder of equity securities in the Company, facilitate distribution of payments and corporate communications to you as a Shareholder and carry out administration.

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

You can access, correct and update the personal information that we hold about you. Please contact the Company or the Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. ¹ You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

4.18 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Kelly Moore, on +61 8 6558 1859.

5. Purpose and effect of the Offer

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to approximately \$2.04 million (assuming full subscription based on the total number of Shares on issue as at the date of this Prospectus and no other Shares are issued prior to the Record Date).

The funds raised from the Offer are planned to be used in accordance with the table set out below.

Proceeds of the Offer	Full Subscription (\$)	%
Redbank Copper Project:		
• JORC2012 Mineral Resource Estimate (MRE)	\$270,000	13%
• Soil Sampling (1600 samples)	\$160,000	8%
• Field Mapping (AR)	\$236,000	12%
• Geological collation & interpretation	\$180,000	9%
• Tenement Rent	\$110,000	5%
Liabilities (aged payables/loans)	\$900,000	44%
Expenses of the Offer ¹	\$157,567	8%
Working capital	\$25,789	1%
Total	\$2,039,356	100%

Notes:

1. Refer to section 8.12 of this Prospectus for further details relating to the estimated expenses of the Offer.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

If the Placement is completed and is fully subscribed, a total of \$1,800,000 will be raised before costs. These funds are proposed to be used as follows.

Proceeds of the Placement	Full Subscription (\$)	%
Sandy Flat Rehabilitation Project:		
• Drilling TSF	\$400,000	22%
• Soil sampling (3000 samples)	\$300,000	17%
• Geophysical surveys	\$70,000	4%

• Rehabilitation studies and metallurgical testing	\$80,000	4%
Millers Creek Project:		
• Geophysical processing and interpretation	\$20,000	1%
• Office geology collating and interpretation	\$15,000	1%
• Tenement rent	\$14,500	1%
Liabilities (aged payables/loans)	\$650,000	36%
Expenses of the offer	\$108,000	6%
Working capital	\$142,500	8%
Total	\$1,800,000	100%

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

In the event the Placement is not fully subscribed, the Company intends to allocate funds raised first towards costs of the Placement, then towards repayment of its liabilities and then towards its Redbank Copper Project.

While the Company intends to undertake the Placement following the completion of the Offer, there can be no assurance that the Placement will ultimately be completed or, if completed, the amount of funds that will be raised.

5.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted, will be to:

- (a) increase the cash reserves by approximately \$1,881,789 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 244,722,222 as at the date of this Prospectus to 326,296,475 Shares (assuming no other Shares are issued prior to the Record Date).

5.3 Pro-forma statement of financial position

The audit reviewed statement of financial position as at 31 December 2019, the unaudited management accounts statement of financial position of 30 June 2020 and the unaudited pro-forma statement of financial position as at 30 June 2020 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position has been prepared to provide an indication on the effect of the Offer on the financial position of the Company assuming the Offer is Fully Subscribed and no other Shares are issued before the Record Date. It has been prepared to provide investors with information on the assets and liabilities

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

	AUDIT REVIEWED 31 12 2019	UNAUDITED 30 06 2020	UNAUDITED PRO-FORMA 30 06 2020
Current assets			
Cash	46,234	230,482	2,112,271
Trade and other receivables	69,089	38,154	38,154
Total current assets	115,323	268,636	2,150,425
Non-current assets			
Other non-current assets	23,225	23,225	23,225
Plant and equipment	12,521	11,139	11,139
Exploration and evaluation expenditure	213,555	657,418	657,418
Total non-current assets	249,301	691,782	691,782
TOTAL ASSETS	364,624	960,418	2,842,207
Current liabilities			
Trade and other payables	1,224,182	1,163,698	1,163,698
Borrowings	1,319,766	838,770	838,770
Total current liabilities	2,543,948	2,002,468	2,002,468
Non-current liabilities			
Provisions	23,750	23,750	23,750
Total non-current liabilities	23,750	23,750	23,750
TOTAL LIABILITIES	2,567,698	2,026,218	2,026,218
NET ASSETS (LIABILITIES)	(2,203,074)	(1,065,800)	815,989
Equity			
Contributed equity	99,304,337	100,874,438	102,756,227
Accumulated losses	(103,235,839)	(103,671,892)	(103,671,892)
Reserves	1,728,428	1,731,654	1,731,654
TOTAL EQUITY	(2,203,074)	(1,065,800)	815,989

The pro-forma statement of financial position includes the following adjustment:

- (a) \$1,881,789 being raised under the Offer (assuming maximum subscription and that no Shares are issued prior to the Record Date and deducting the estimated expenses of the Offer).

If the Placement is completed and fully subscribed, the pro forma cash position of the Company will increase by approximately \$1,692,000.

5.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming Fully Subscribed, is set out below. The Company does not have any Options on issue as at the date of this Prospectus.

Shares	Number
Shares on issue at the date of this Prospectus	244,722,222
Shares offered under the Offer	81,574,253
Total Shares on issue after completion of the Offer¹	326,296,475

Performance Rights	Number
Existing Performance Rights	7,750,000
Performance Rights offered pursuant to the Offer	Nil
Total Performance Rights on issue after completion of the Offer²	7,750,000

Note

1. Assumes no Shares are issued under the Cleansing Offer. If the Placement is completed and is fully subscribed, the total number of Shares on issue will increase by 72,000,000 Shares to 398,296,475 Shares.

2. Refer to the Company's notice of meeting dated 2 April 2020 for terms and conditions of the performance rights.

5.5 Effect on substantial holders

Based on publicly available information, the Company's substantial holders (i.e. holders with a Relevant Interest (either alone or with Associates) in 5% or more of the Voting Shares), as at the Record Date, and their Entitlement under the Offer, are set out in the table below, assuming they do not acquire any additional Shares before the Record Date.

Substantial Holder	Shares at Record Date	%	Entitlement Shares	Subscription Sum
Wyllie Group Pty Ltd	34,790,458	14.22	11,596,819	\$289,920.48
Lantech Developments Pty Ltd ATF DAC Family Trust ¹	19,863,218	8.12	6,621,073	\$165,526.82
Cityscape Asset Pty Ltd ATF Cityscape Family Trust	17,561,644	7.18	5,853,881	\$146,347.03
Investmet Limited	14,117,117	5.77	4,705,706	\$117,642.64

1. This entity is controlled by Director Mr Daryl Henthorn, who is also a beneficiary of the DAC Family Trust. Lantech has advised the Company that it intends to subscribe for its full Entitlement under the Offer.

As the Offer is fully underwritten, there will be no change to the substantial holders on completion of the Offer unless and to the extent the substantial holders are issued Shortfall Shares.

The shareholding of Lantech and Cityscape is not expected to increase as a result of the Offer as they are not anticipated to be issued any Shortfall Shares.

The shareholding of current substantial shareholders is not expected to increase as a result of the Placement as the Company does not currently intend to issue them any Shares under the Placement.

On the basis of the above, the existing substantial shareholders are anticipated to have the following Shareholding on completion of the Offer and the Placement (assuming they are fully subscribed, the substantial Shareholders take up their full Entitlement and no Shares are issued to the substantial Shareholders under the Shortfall or the Placement).

Substantial Holder	Shares at Record Date	Current %	Shares post Offer and Placement	% Post Offer and Placement
Wyllie Group Pty Ltd	34,790,458	14.22%	46,387,277	11.6%
Lantech Developments Pty Ltd ATF DAC Family Trust ¹	19,863,218	8.12%	26,484,291	6.6%
Cityscape Asset Pty Ltd ATF Cityscape Family Trust	17,561,644	7.18%	23,415,525	5.9%
Investmet Limited	14,117,117	5.77%	18,822,823	4.7%

6. Rights and Liabilities attaching to Shares

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

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

6.1 General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company (subject to various limited powers of the Chairman under the Constitution to refuse admission or to require a person to leave in certain specified circumstances (e.g. where the person is disruptive)).

Shareholders with at least 5% of the votes which may be cast in a general meeting may requisition general meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company (or may themselves convene a general meeting under section 249F of the Corporations Act).

6.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (a) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (b) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (c) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each fully paid Share held, but in respect of each partly paid shares shall have such fraction of a vote equivalent to the proportion that the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

6.3 Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to a Shareholders entitled to the dividend which shall be payable in relation to each Share according to the proportion that the amount paid (not credited) on the Share is of the total amounts paid and payable (excluding amounts credited) in respect of such Share.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine.

No dividend shall carry interest as against the Company.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

6.4 Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

6.5 Shareholder liability

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

6.6 Transfer of shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

6.7 Future increase in capital

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares or grant options over unissued shares as they think fit. This right is subject in effect to specific limitations under the ASX Listing Rules as to the number of securities which can be issued by the Company in a 12 months period without Shareholders' approval in a general meeting.

6.8 Variation of rights

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or cancel the rights

attaching to a class of shares or the rights of members in a class (except where a different procedure applies under the Constitution).

If at any time the share capital is divided into different classes of shares, the rights attached to any class of shares or rights of members in a class (unless otherwise provided in the Constitution), whether or not the Company is being wound up, may be varied or cancelled with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

6.9 Alteration of constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6.10 Compliance with the ASX Listing Rules

As the Company is listed on ASX, the Company will need to comply with the ASX Listing Rules, notwithstanding anything contained in its Constitution.

7. Risk factors

7.1 Introduction

The Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.2 Company specific risks

(a) Suspension

On 7 August 2019, the Company's Shares were placed into suspension from trading on ASX by the newly appointed Board to allow time to review the overall standing of the Company.

The ASX has since advised that it will only consider lifting the suspension (and the conditions which need to be satisfied) once the Company can demonstrate compliance with ASX Listing Rule 12.1, has completed a capital raising sufficient to demonstrate compliance with ASX Listing Rule 12.2, which must be a minimum of \$1.5 million in working capital (after having addressed its net asset deficiency) and has addressed to the satisfaction of its auditors and ASX the qualified opinion and the material uncertainty regarding going concern.

The Company is undertaking the Offer and the Placement with the intention of raising sufficient funds to meet ASX Listing Rule 12.2.

Notwithstanding this, there is a risk that the securities of the Company will not be reinstated to official quotation on the ASX in the short term, if at all. If the securities of the Company remain suspended for an extended period of time, there is also the risk that ASX could delist the Company from the official list of the ASX.

The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.019 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

(a) Dilution

Upon completion of the Offer, assuming Full Subscription and no other Shares are issued prior to the Record Date, the number of Shares in the Company will increase from 244,722,222 on issue to 326,296,475 Shares.

This will dilute existing Shareholders by 25% unless they subscribe for their Entitlement.

This means that each Share will represent a significantly lower proportion of the ownership of the Company. It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

If the Placement is completed and is fully subscribed, a total of 72,000,000 Shares will be issued, increasing the Shares on issue from 326,296,475 to 398,296,475 (assuming no Shares are issued other than under the Offer, Shortfall Offer and the Placement). This will dilute existing Shareholders by 18.1%.

(b) Completion of Placement

The Company has executed mandates with the Underwriter and Viridian to raise \$1.8 million under the Placement. While the Company anticipates the Placement will be successfully completed immediately after the Offer is completed, there is a risk that it will not be completed, or will not be fully subscribed.

In the event the Placement is not completed, the Company expects it will need to raise additional capital within 6 months of the completion of the Offer to meet its capital requirements. In the event the Placement is not fully subscribed, the Company may need to raise additional capital within 6 months of the completion of the Offer to meet its capital requirements, depending on the amount raised by the Placement.

(c) Requirements for capital

In the future the Company will require further funding. Any additional equity financing will dilute shareholdings. Any debt financing, if available, may involve restrictions on the Company's activities. If the Company is unable to obtain additional funding as needed, it may be required to reduce the scope of its operations, dispose of assets or scale back its exploration programmes, as the case may be.

The Company's ability to raise funds through the issue of Shares or other securities is subject to share market conditions from time to time. The market for securities in junior exploration companies can fluctuate.

There is, however, no certainty that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company and its Shareholders.

(d) Exploration success

The future profitability of the Company and the value of its securities are directly related to the results of exploration. The exploration tenements held by the Company are at various stages of exploration and potential investors should understand that minerals exploration and development are high-risk undertakings. There can be no assurance that exploration of these tenements, or any other tenements that may be acquired in the future, will result in discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can ultimately be economically exploited.

The Company's future exploration activities may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title processes and laws relating to Aboriginal heritage, changing government regulations and many other factors beyond the Company's control.

The Company's success will also depend upon the Company having access to sufficient development capital, being able to maintain, renew or replace title to its tenements and obtaining all required approvals for its activities. In the event that exploration programs prove to be unsuccessful, this could lead to diminution in the value of the Company's tenements, a reduction in the cash reserves of the Company and possible relinquishment of tenements.

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

(e) Mineral Commodity price volatility

Even if the Company's exploration is successful, any resultant development or mining operations will be subject to a range of risk factors, including fluctuations in the market price for relevant mineral commodities.

If the Company achieves exploration success leading to mineral production, the Company's financial performance will be sensitive to the price for that mineral. The price for minerals is affected by numerous factors and events that are beyond the Company's control. These factors and events include general economic activity, world demand, forward selling activity, cost of production by the producers of such minerals and other matters such as inflationary expectations, interest rates, currency exchange rates (particularly the strength of the US dollar) as well as general global economic conditions and political trends.

(f) Forfeiture risk

The Company has in the past, not satisfied its expenditure conditions on all of its tenements. If the Company is unable to meet its tenement expenditure in the future, the Company may forfeit those tenements and this may have an adverse effect on the value of the Company and its securities. The travel and physical distancing restrictions imposed as a result of the Covid-19 virus may prevent the Company accessing its tenements or completing sufficient exploration activity to meet tenement expenditure commitments. In such cases, unless expenditure requirements may be reduced, deferred or waived as a result of the impact of the virus, the Company may forfeit those tenements.

(g) Weather window

One of the Company's projects is located in the Northern Territory of Australia. The Northern Territory has a warm and humid monsoon climate with distinct wet and dry seasons. Most rain falls during the period from December to April. Throughout this period, the Company's activities may be restricted. Adverse weather conditions could lead to curtailment, delay or

cancellation of the Company's operations, which may result in the Company incurring significant financial costs. This may have a material adverse effect on the profitability of the Company and ultimately the value of the Company and its securities.

7.3 Industry specific risks

(a) COVID-19

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. Any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. This may include travel restrictions that limit or prevent the activities the Company can carry out on its tenements from time to time.

(b) Resource estimates

Any resource estimates released by the Company in the future will be expressions of judgement based on knowledge, experience and industry practice. Estimates which are valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretation, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(c) Operating and development risks

Even if the Company's exploration is successful, the Company's ability to achieve any production, development, operating cost and capital expenditure estimates in a timely basis cannot be assured. The business of minerals development and mining involves many risks and may be impacted by factors including ore tonnes, yield, input prices (some of which are unpredictable and beyond the Company's control), overall availability of free cash to fund continuing development activities, labour force disruptions, cost overruns, change in the regulatory environment and other unforeseen contingencies such as the Covid-19 virus.

Other risks also exist such as environmental hazards (including discharge of pollutants or hazardous chemicals), industrial accidents and occupational and health hazards. Such occurrences could result in damage to, or destruction of, production facilities, personal injury or death, environmental damage, delays in mining, increased production costs and other monetary losses and possible legal liability to the owner or operator of a mine. The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past mining activities in an area for which it was not responsible.

The risks outlined above also mean that there can be no assurances as to the future development of a mining operation in relation to any of the Company's projects or which the Company may acquire in the future.

(d) Environmental

The Company's current and proposed activities are subject to state and federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programs or mining activities.

(e) Tenure risks and native title

Interest in tenements in Australia is governed by the respective state and territory mining legislation. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

If exploration is successful, the Company will not be able to exploit any mineral deposit unless the Company has or acquires a mining lease. The grant of a mining lease is subject to ministerial discretion.

Additionally, in areas where native title exists or may exist, the ability of the Company to acquire a valid mining lease may also be subject to compliance with the 'right to negotiate' process under the Native Title Act. Compliance with this process can cause delays in obtaining the grant of a mining lease and does not ultimately guarantee that a mining lease will be granted. Attaining a negotiated agreement with native title claimants or holders to facilitate the grant of a valid mining can add significantly to the costs of any development or mining operation.

The ability of the Company to conduct activities on exploration or mining tenements is subject to compliance with laws protecting Aboriginal heritage. Conduct of site surveys to ensure compliance can be expensive and subject to delays. If any Aboriginal sites are located within areas of proposed exploration, mining or other activities, the ability of the Company to conduct

those activities may be dependent on the Company obtaining further regulatory consents or approvals.

(f) Safety legislation

Current and future mines are subject to a range of safety legislation which may change in a manner that may include requirements in addition to those now in effect, and a heightened degree of responsibility for companies and their directors and employees.

(g) Competition risk

The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operation and financial performance of the Company's projects and business.

(h) Industrial action

The Company is subject to the risk of industrial action and work stoppages by employees and contractors who provide services which are necessary for the continued operation of the Company's businesses.

(i) Acquisition risk

The Company's objectives include the pursuit of new projects in the resources sector, by way of acquisition or investment. The Directors will use their expertise and experience in the resources sector to assess the value of potential projects that have characteristics that are likely to provide returns to Shareholders. There can be no guarantee that any new project acquisition or investment will eventuate from these pursuits, or that any acquisitions will result in a return for Shareholders.

(j) Community relations and landowners

The Company's ability to undertake exploration and production on tenements will depend in part on its ability to maintain good relations with relevant local communities. Any failure to adequately manage community and social expectations with respect to compensation for land access, employment opportunities, impact on local business and other expectations may lead to local dissatisfaction with the Company, which in turn may lead to disruptions in the exploration and production (if relevant at the time) programs for the tenements and potentially losses.

7.4 General risks

(a) Liquidity of Shares

There may be relatively few potential buyers or sellers of the Shares on the ASX at any time. This may increase the volatility of the price of the Shares. It may also affect the prevailing market price at which Shareholders are able to sell their Shares. This may result in a market price being received which is less than the price that Shareholders paid to acquire their Shares. The Company's Shares are currently suspended from trading on ASX.

(b) Stock market fluctuations and economic conditions

The Shares to be issued under this Prospectus are expected to be quoted on the ASX. The price of Shares may rise or fall and there is no certainty in respect of profitability, dividends, return of capital, or the price at which the Shares may trade on the ASX.

The selling value of the Shares will be determined by the stock market and will be subject to a range of factors beyond the control of the Company, and the Directors and officers of the Company. Such factors include, but are not limited to:

- (i) the demand for and availability of Shares;
- (ii) movements in domestic interest rates;
- (iii) exchange rates
- (iv) general and domestic economic activity; and
- (v) fluctuations in the Australian and international stock markets.

Returns from an investment from the Shares may also depend on general stock market conditions as well as the performance of the Company. There can be no guarantee that there will be an active market in the Shares.

Changes in economic and business conditions or government policies in Australia or internationally may affect the fundamentals which underpin the projected growth of the Company's target markets or its cost structure and profitability. Adverse changes in such things as the level of inflation, interest rates, exchange rates, government policy (including fiscal, monetary and regulatory policies), consumer spending and employment rates, amongst others, are out of the control of the Company and may result in material adverse impacts on the business or its operating results.

(c) Taxation

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of subscribing for Shares from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

(d) Investment risks

As with any stock market investment, there are various risks associated with investing in the Company, specifically because of the nature of the Company's exploration business and the present stage of development of the Company's operations. Potential investors should consider whether the Shares offered under this Prospectus are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out in this section. Many of these risk factors are outside the Directors' control. Whilst some common risk factors are set out in this section, it is not possible to produce an exhaustive list. The Directors recommend that potential investors consult their professional advisers before deciding whether to apply for Shares.

(e) Adverse changes to government policy and taxation

Changes in relevant taxation laws, interest rates, other legal, legislative and administrative regimes, and government policies, may have an adverse effect on the assets, operations and ultimately the Company's financial performance. These factors may ultimately affect the Company's financial performance and the market price of the Shares.

(f) Claims, liability and litigation

The Company is not currently involved in any material legal proceedings. As previously announced to the ASX, the Company is in dispute with various entities associated with former director Mr Michael Fotios with respect to outstanding loan and trade creditor debts owed by the Company and Redbank Operations Pty Ltd. These disputes may result in litigation, including by way of statutory demand. The Directors are seeking a commercial settlement for payment of these outstanding debts. If and to the extent any litigation arises in respect of these debts, the Directors consider that following the successful completion of the rights issue and placement, the Company has sufficient cash reserves and access to funding to meet any amounts for which the Company Group is found to be liable.

While the Directors are not aware of any other legal proceedings pending or threatened against the Company, the risk of litigation remains a general risk to the Company. The Company may incur costs in making payments to settle any such claims which may not be adequately covered by insurance or at all. Any litigation or settlement may have an adverse impact on the Company's financial position.

7.5 Speculative investment

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

Therefore, the Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

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

8. Additional information

8.1 Litigation

As at the date of this Prospectus, except as previously disclosed to the ASX in respect of outstanding loan and trade creditor amounts owed to entities associated with former Director Mr Michael Fotios, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

8.2 Continuous disclosure obligations

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities. The Offer is an offer of Shares which are ‘continuously quoted securities’ for the purposes of the Corporations Act.

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is primarily required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is issued in circumstances where significant publicly available information in relation to the Company exists by virtue of disclosures to ASX. This Prospectus does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors are encouraged to have regard to the other publicly available information available through the ASX in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three (3) months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not generally been included in this Prospectus other than certain information required to be included in this Prospectus by the Corporations Act.

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

- (a) the Company is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, the offices of the ASIC; and
- (c) the Company will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

- (i) the annual financial report most recently lodged by the Company with ASIC;
- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure notices given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

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

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the date of lodgement of this Prospectus with ASIC are set out in the table below.

Date	Description of Announcement
27/07/2020	Becoming a Substantial Shareholder
21/07/2020	Sandy Flat Project Update
09/07/2020	Request for extension of Voluntary Suspension
25/06/2020	Request for extension of Voluntary Suspension
18/06/2020	Request for extension of Voluntary Suspension
05/06/2020	Request for extension of Voluntary Suspension
03/06/2020	Change in Substantial Holding
03/06/2020	Investor Briefing Presentation
01/06/2020	Amended Appendix 2A x 2
01/06/2020	Investor Briefing
29/05/2020	Proposed issue of Securities
29/05/2020	Capital Raising Update
25/05/2020	Appendix 3B
25/05/2020	Cleansing Prospectus
25/05/2020	Change in Substantial Holding
22/05/2020	Request for Extension of Voluntary Suspension
21/05/2020	Becoming a substantial shareholder
21/05/2020	Change of Director's Interest Notice x 3
21/05/2020	Appendix 2A
21/05/2020	Appendix 2A
21/05/2020	Appendix 3G
21/05/2020	Results of Meeting
20/05/2020	Withdrawal of Resolutions

18/05/2020	General Meeting Attendance
30/04/2020	Quarterly Cashflow Report
30/04/2020	Quarterly Activities Report
17/04/2020	Notice of General Meeting/Proxy Form
16/04/2020	Change of Director's Interest Notice
31/03/2020	Request for Extension of Voluntary Suspension
12/03/2020	Half Year Report - 31 December 2019
12/03/2020	Closure of Small Share Parcels Sale Facility
05/03/2020	Small Share Parcels Sale Facility - 2nd Notice
24/02/2020	Request for Extension of Voluntary Suspension
10/02/2020	Investor Presentation & Proposed Capital Raising
10/02/2020	Proposed issue of Securities - RCP
10/02/2020	Capital Raising Update
31/01/2020	Quarterly Cashflow Report
31/01/2020	Quarterly Activities Report
21/01/2020	Loan Funding Secured
20/01/2020	Request for Extension of Voluntary Suspension
17/01/2020	Small Share Parcels Sale Facility
10/01/2020	Change of Share Registry
28/11/2019	Results of Annual General Meeting
28/11/2019	AGM Chairman's Address
25/11/2019	Request for Extension of Voluntary Suspension
31/10/2019	Quarterly Cashflow Report
31/10/2019	Quarterly Activities Report
25/10/2019	Notice of Annual General Meeting/Proxy Form
21/10/2019	Request for Extension of Voluntary Suspension
30/09/2019	Request for Extension of Voluntary Suspension
27/09/2019	Appendix 4G
27/09/2019	2019 Annual Report

ASX maintains files containing publicly available information for all listed companies. Copies of all documents released by the Company to the ASX are available on the ASX website at www.asx.com.au.

The announcements are also available through the Company's website www.redbankcopper.com.au.

8.3 Market price of Shares

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

The Company's Shares have been suspended from trading on the ASX since 7 August 2019. They last traded at 1.9 cents per Share on 2 August 2019.

8.4 Underwriting Agreement

Pursuant to the Underwriting Agreement, the Underwriter has agreed to fully underwrite the Offer and may appoint sub-underwriters to sub-underwrite the Offer.

The Company has agreed to pay the Underwriter an underwriting fee equal to 6% (plus GST) (payable on completion).

The Company has agreed to pay and indemnify the Underwriter against and in relation to, all costs and expenses of and incidental to the Offer, up to \$50,000.

The Company must ensure that, in the 3 months period from the date of this Agreement, it does not, amongst other things, except with the prior written consent of the Underwriter:

- (a) alter its capital structure other than as disclosed in the Prospectus;
- (b) amend its constitution or any other constituent document except as required by ASX to comply with the Listing Rules, or as required by the Corporations Act;
- (c) pass or take any steps to pass a resolution under Section 260B of the Corporations Act;
- (d) dispose or agree to dispose of the whole or a substantial part of its business or property;
- (e) charge or agree to charge the whole or a substantial part of its business or property; and
- (f) proposes or activates any share buy-back scheme or arrangement or issues or agrees to issue, or indicates in any way that it will or might issue, or grants an option to subscribe for any shares or other securities or securities convertible into shares or other securities except as referred to in the Prospectus.

The obligation of the Underwriter to underwrite the Offer is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement on the happening of any of a large number of events which are typical for an underwriting agreement in respect of an offer of the same or a similar type and size as the Offer, being made by an issuer similar to the Company, including the following significant events occur:

- (a) any of the following indexes closes on any 2 consecutive trading days before the Shortfall Notice Deadline Date 3% or more below its respective level as at the close of business on the Business Day prior to the Execution Date: (i) Dow Jones; (ii) S&P 500; (iii) Nasdaq; (iv) Russell 2000; (v) FTSE; (vi) Nikkei; or (vii) Shanghai SE Com;
- (b) subject to the following:
 - (i) there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this Agreement involving one or more of Egypt, Australia, New

Zealand, Indonesia, Japan, Russia, Iran, Israel, the United Kingdom, the United States of America, India, Pakistan, the People's Republic of China, or any member of the European Union, other than hostilities involving Libya, Afghanistan, Iraq, Syria, or Lebanon, and the Underwriter believes (on reasonable grounds) that the outbreak or escalation is likely to result in any of the indexes above falling by the percentage contemplated above;

- (ii) an event occurs which gives rise to a Material Adverse Effect in relation to the Company's assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company or its Subsidiaries;
- (iii) there is a material omission from the results of the due diligence investigation performed in respect of the Company or the verification material or the results of the due diligence investigation or the verification material are false or misleading;
- (iv) any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of the Company or any Subsidiary is or becomes misleading or deceptive or likely to mislead or deceive;
- (v) any warranty, representation or material statement by the Company in the Underwriting Agreement is or becomes materially false, misleading or incorrect when made or regarded as made;
- (vi) there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the Shortfall Shares without the prior written consent of the Underwriter (such consent not to be unreasonably withheld);
- (vii) the Company or any Subsidiary alters its capital structure in any manner not contemplated by the Prospectus; or
- (viii) a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.

The events listed in clause (b) above do not entitle the Underwriter to terminate unless, in the reasonable opinion of the Underwriter reached in good faith, it has or is likely to have, or those events together have, or could reasonably be expected to have, a Material Adverse Effect or could give rise to a liability of the Underwriter under the Corporations Act.

8.5 Viridian Sub-underwriting Agreement

Under a sub-underwriting agreement between the Underwriter and Viridian dated 27 July 2020:

- (a) Viridian has agreed to sub-underwrite 50% of the Offer;
- (b) the Underwriter has agreed to pay Viridian a sub-underwriting fee of 6% (plus GST) of the amounts sub-underwritten. This equates to a fee of \$61,181 (plus GST); and

- (c) Viridian has not have any rights to terminate its sub-underwriting obligations unless the Underwriter also terminates the Underwriting Agreement..

8.6 Placement mandates

The Company has entered into a mandate with Viridian with respect to the Placement under which Viridian is entitled to a placement management fee of 2% (plus GST) of all funds raised, and a capital raising fee of 4% (plus GST) on funds it raises under the Placement. If maximum fee payable to Viridian is \$108,000 plus GST if it raises all of the funds under the Placement.

The Company has entered into a mandate with the Underwriter with respect to the Placement under which the Underwriter is entitled to a capital raising fee of 6% (plus GST) on funds it raises under the Placement. If maximum fee payable to the Underwriter is \$108,000 plus GST if it raises all of the funds under the Placement.

8.7 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the two (2) years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (d) to a Director or proposed Director as an inducement to become, or to qualify as, a Director; or
- (e) to a Director, proposed Director or Relevant Person for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

8.8 Directors' Interests in Securities

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement under the Offer, is set out in the table below.

Director	Current Holdings		Offer Entitlement - Shares	Total Subscription Price (\$)
	Shares	Performance Rights		
Michael Hannington	363,661	7,750,000	121,220	\$3,030.51
Daryl Henthorn	19,863,217 ¹	Nil	6,621,072	\$165,526.81
Keith Middleton	6,666,667 ²	Nil	2,222,222	\$55,555.56

Notes

1. Held by Lantech Developments Pty Ltd ATF DAC Family Trust (**Lantech**). This entity is controlled by Director Mr Daryl Henthorn, who is also a beneficiary of the DAC Family Trust.

2. Held by Middleton Nominees (SA) Pty Ltd ATF Middleton Family Trust. This entity is controlled by Director Mr Keith Middleton, who is also a beneficiary of the Middleton Family Trust.

The Board recommends all Shareholders participate in the Offer and advises that all Directors intend to participate for portion of their Entitlements.

8.9 Remuneration and Benefits

The remuneration of an executive director is decided by the Board, without the affected executive director participating in that decision-making process. The total maximum remuneration of non-executive directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules as applicable. The determination of non-executive directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive director. The current amount has been set to not exceed \$300,000 per annum.

A director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other directors determine where a director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	Financial year ending 30 June 2021 (proposed)	Financial year ending 30 June 2020 (actual)	Financial year ending 30 June 2019 (actual)
Michael Hannington	\$250,000	\$245,266	Nil
Daryl Henthorn	\$48,000	\$44,000	Nil
Keith Middleton	\$48,000	\$44,000	Nil

Notes:

1. All Directors were appointed on 2 August 2019. This does not include any reimbursements that the Directors may receive for work related expenses.

In addition to the above remuneration, Mr Daryl Henthorn has indirectly received, or is entitled to receive, the following benefits with respect to the Company:

- (a) Viridian, which Mr Henthorn controls, has, since Mr Henthorn was appointed a Director on 2 August 2019, been paid cash by the Company for bookkeeping and administrative services totalling \$37,755, analyst consulting fees totalling \$5,440 and corporate advisory fees totalling \$22,745;
- (b) Viridian has entered into a sub-underwriting arrangement with the Underwriter for 50% of the Offer. The Underwriter has agreed to pay Viridian a sub-underwriting fee of 6% (plus GST) of the amounts sub-underwritten. This equates to a fee of \$61,181 (plus GST);
- (c) Viridian has entered into a mandate with the Company with respect to the Placement under which Viridian is entitled to a capital raising fee of 6% (plus GST) on funds it raises under the Placement. If maximum fee payable to Viridian is \$108,000 plus GST if it raises all of the funds under the Placement; and
- (d) the Company has paid Lantech interest of \$11,385 on a \$150,000 loan, and \$5,863 of interest on a \$100,000 loan. Both outstanding loans have now been fully converted into Shares as detailed in the Company's notice of meeting dated 2 April 2020.

In addition to the above remuneration, Mr Keith Middleton has indirectly received the benefit of \$5,808.22 in interest paid on a loan to the Company by Middleton Nominees (SA) Pty Ltd ATF The Middleton Family Trust, an entity controlled by Director Keith Middleton. The loan has now been fully converted into Shares as detailed in the Company's notice of meeting dated 2 April 2020.

8.10 Interests of advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) 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
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the two (2) years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or

- (ii) the Offer; or
- (f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offer.

EMK Lawyers has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay EMK Lawyers \$8,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, EMK Lawyers has been paid fees totalling \$60,200 (excluding GST and disbursements) for legal services provided to the Company.

Stantons International Audit and Consulting Pty Ltd (**Stantons**) is the reviewer of the Company's balance sheet dated 31 December 2019, details of which are included in this Prospectus. Stantons was paid \$10,375 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Stantons has been paid fees totalling \$45,383 (excluding GST and disbursements) for audit and non-audit services provided to the Company.

The Underwriter will be paid an underwriting fee of 6% plus GST) in respect of this Offer, being a fee of \$122,361 plus GST. During the 24 months preceding lodgement of this Prospectus with the ASIC, the Underwriter has not been paid any fees by the Company.

8.11 Consents

Each of the parties referred to in this section:

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

EMK Lawyers has given its written consent to being named as the solicitors to the Company in this Prospectus and have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

Stantons has given its written consent to being named as auditor to the Company in this Prospectus, and to the statements in this Prospectus attributable to the auditor in the form and context in which they are included, and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

The Underwriter has given its written consent to being named as underwriter to the Company in this Prospectus, and to the statements in this Prospectus attributable to the Underwriter in the form and context in which they are included, and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Viridian has given its written consent to being named as sub-underwriter to the Company in this Prospectus, and to the statements in this Prospectus attributable to

Viridian in the form and context in which they are included, and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.12 Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$157,567 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	9,000
Underwriting fees	122,361
Legal fees	8,000
Printing and distribution	10,000
Miscellaneous	5,000
Total	<u>157,567</u>

8.13 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

9. Directors' authorisation

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

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

A handwritten signature in blue ink that reads "M A | Hannington". The signature is written in a cursive style with a vertical line separating the initials from the surname.

Michael Hannington
Executive Chairman
For and on behalf of
Redbank Copper Limited

10. Glossary

\$ means the lawful currency of the Commonwealth of Australia.

Applicant means a Shareholder who applies for Shares pursuant to the Offer or a Shareholder or other party who applies for Shares pursuant to the Shortfall Offer.

Application means an application to subscribe for Shares under this Prospectus.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

Application Monies means money submitted by Applicants in respect of Applications.

ASIC means the Australian Securities and Investments Commission.

Associates has the meaning given in section 12 of the Corporations Act.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

CHESSE means the Clearing House Electronic Sub-Register System operated by ASX Settlement Pty Ltd.

Cleansing Offer means the offer of 1,000 Shares at an issue price of \$0.025 per Share in order to raise up to \$25 on the terms and conditions set out in section 4.11 of this Prospectus.

Closing Date means the date specified in the timetable set out in section 2 of this Prospectus (unless extended).

Company means Redbank Copper Limited (ACN 059 326 519).

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

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

Directors mean the directors of the Company.

Eligible Shareholder means a Shareholder of the Company as at the Record Date other than an Ineligible Shareholder.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Fully Subscribed means that all Entitlements are taken up (including those to be sold by the Nominee on behalf of Ineligible Shareholders) on the assumption that no further Shares are issued by the Company prior to the Record Date (whether on the exercise of Options or otherwise).

Ineligible Shareholder means a Shareholder as at the Record Date whose registered address in the Company's register of members is not situated in Australia or New Zealand.

Issue Price means \$0.025 per Share.

Material Adverse Effect means (i) a material adverse effect on the Offer or on the subsequent market for the Shortfall Shares (including, without limitation, a material adverse effect on a decision of an investor to invest in Shortfall Shares); or (ii) a material adverse effect on the condition, trading or financial position and performance, profits and losses, results, prospects, business or operations of the Company and its subsidiaries taken as a whole.

Offer means the offer by way of the non-renounceable entitlement issue the subject of this Prospectus.

Offers means the Offer, the Shortfall Offer and the Cleansing Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement means a placement of up to 72,000,000 Shares at an issue price of \$0.025 per Share to sophisticated and professional investors to raise up to \$1.8 million before costs.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

Relevant Interest has the meaning given in sections 608 and 609 of the Corporations Act.

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

Shareholder means a holder of a Share.

Share Registry means the share registry of the Company as noted in section 1 of this Prospectus.

Shortfall means the Shares not applied for under the Offer (if any).

Shortfall Application Form means the shortfall application form either attached to or accompanying this Prospectus.

Shortfall Shares means those Shares not issued pursuant to the Offer.

Underwriter means CPS Capital Group Pty Ltd (ACN 088 055 636).

Underwriting Agreement means the agreement dated 27 July 2020 between the Company and the Underwriter appointing the Underwriter as underwriter to the Offer.

Voting Power has the meaning given in the Corporations Act.

WST means Western Standard Time as observed in Perth, Western Australia.