

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Indiana Resources Limited (**Company**)

ABN

67 009 129 560

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1 +Class of +securities issued or to be issued

Fully paid ordinary shares (**Shares**)

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

52,997,438 shares

3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Fully paid ordinary shares

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>New Shares will rank equally with existing fully paid ordinary shares in the Company.</p>
<p>5 Issue price or consideration</p>	<p>2.4 cents per Share</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Non-renounceable 1 for 2 pro-rata entitlement offer, comprising 52,997,438 new Shares at an issue price of 2.4 cents per new Share to raise up to approximately \$1,271,939 (before costs).</p> <p>Proceeds will be used for ongoing exploration activities at the Company's West Mali Gold projects, supporting negotiations with the Government of Tanzania with regards to tenure for Ntaka Hill and company administration and corporate costs.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 November 2018</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>10,000,100</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A</p>

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of +securities issued under an exception in rule 7.2	52,997,438 Shares (Exception 1)	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	On or about 29 July 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		158,992,314	Fully paid ordinary shares

+ See chapter 19 for defined terms.

	Number	+Class
9		Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)
	318,066	Zero consideration unlisted options 22/07/2019
	300,000	20c unlisted options 22/07/2019
	300,000	30c unlisted options 22/07/2019
	1,272,022	12c unlisted options 22/07/2021
	300,000	50c unlisted options 22/07/2019
	2,000,000	12.5c unlisted options 30/11/2020
	500,000	20c unlisted options 4/7/2022
	800,000	9c unlisted options 14/1/2023
800,000	12c unlisted options 14/1/2023	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable

Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non-renounceable
13	Ratio in which the +securities will be offered	1 new Share for every 2 existing ordinary shares in the Company held on the record date at 1 July 2019.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares
15	+Record date to determine entitlements	1 July 2019
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	Rounded up

18	Names of countries in which the entity has security holders who will not be sent new offer documents	Only security holders with registered addresses in Australia will be sent new issue entitlement documents. Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.
19	Closing date for receipt of acceptances or renunciations	22 July 2019
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	3 July 2019
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	3 July 2019
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable

+ See chapter 19 for defined terms.

30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	+Issue date	On or about 29 July 2019

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities
(tick one)

(a) +Securities described in Part 1

(b) All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories

1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000

100,001 and over

37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

Not applicable

39 +Class of +securities for which quotation is sought

Not applicable

40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

Not applicable

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

Not applicable

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class
Not applicable	

Quotation agreement

+ See chapter 19 for defined terms.

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 26 June 2019
Company Secretary

Print name: James Moran

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital									
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated									
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	79,053,677								
Add the following: <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12-month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12-month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period 	<table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 20%; text-align: right;">6,500,000</td> <td>fully paid ordinary shares (ratified by shareholders 30 November 2018)</td> </tr> <tr> <td style="text-align: right;">500,000</td> <td>fully paid ordinary shares (ratified by shareholders 30 November 2018)</td> </tr> <tr> <td style="text-align: right;">9,633,130</td> <td>fully paid ordinary shares (Appendix 3B, 21 August 2018)</td> </tr> <tr> <td style="text-align: right;">307,969</td> <td>fully paid ordinary shares (Appendix 3B, 11 March 2019)</td> </tr> </table>	6,500,000	fully paid ordinary shares (ratified by shareholders 30 November 2018)	500,000	fully paid ordinary shares (ratified by shareholders 30 November 2018)	9,633,130	fully paid ordinary shares (Appendix 3B, 21 August 2018)	307,969	fully paid ordinary shares (Appendix 3B, 11 March 2019)
6,500,000	fully paid ordinary shares (ratified by shareholders 30 November 2018)								
500,000	fully paid ordinary shares (ratified by shareholders 30 November 2018)								
9,633,130	fully paid ordinary shares (Appendix 3B, 21 August 2018)								
307,969	fully paid ordinary shares (Appendix 3B, 11 March 2019)								
Note: <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 									
Subtract the number of fully paid +ordinary securities cancelled during that 12-month period	Nil								
“A”	95,994,776								
Step 2: Calculate 15% of “A”									
“B”	0.15								
	<i>[Note: this value cannot be changed]</i>								

+ See chapter 19 for defined terms.

Multiply “A” by 0.15	14,399,216
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued</p> <ul style="list-style-type: none"> Under an exception in rule 7.2 Under rule 7.1A With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p>7,000,000 fully paid ordinary shares (Appendix 3B, 14 February 2019)</p> <p>3,000,100 fully paid ordinary shares (Appendix 3B, 11 March 2019)</p>
“C”	10,000,100
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	14,399,216
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	10,000,100
<p>Total [“A” x 0.15] – “C”</p>	<p>4,399,116</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
<p>“A”</p> <p><i>Note: number must be same as shown in Step 1 of Part 1</i></p>	95,994,776

Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	9,599,477
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12-month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • This applies to equity securities – not just ordinary securities • Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed • Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained • It may be useful to set out issues of securities on different dates as separate line items 	Nil
“E”	Nil

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	9,599,477
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	9,599,477

+ See chapter 19 for defined terms.



INDIANA RESOURCES LIMITED

ACN 009 129 560

PROSPECTUS

For the offer of a non-renounceable pro-rata entitlement offer to Eligible Shareholders on the basis of 1 New Share for every 2 existing Shares held on the Record Date at an issue price of \$0.024 per Share to raise up to approximately \$1,271,939 (before costs) (**Entitlement Offer**).

This document is important and should be read in its entirety.
If you are in any doubt as to what to do in relation to the Entitlement Offer, you should consult your professional adviser. The New Shares offered under this Prospectus should be considered speculative in nature. This Prospectus is not for distribution or release in the United States of America or to U.S. persons.

THE NEW SHARES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE.

IMPORTANT INFORMATION

This Prospectus is dated 26 June 2019 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No New 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).

The New Shares offered by this Prospectus should be considered speculative. The Company will, within seven days, apply for Official Quotation by ASX of the New Shares offered under this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at The Park Business Centre, 45 Ventnor Avenue, West Perth, Western Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 4.4). The Prospectus will also be made available in electronic form. The Entitlement Offer is only available to those who are personally invited to apply for New Shares under the Entitlement Offer. Applications for New Shares under the Entitlement Offer can only be submitted on an original Application Form which accompanies this Prospectus.

This Prospectus is a transaction-specific prospectus for an offer of New Shares in Australia only that are continuously quoted and has been prepared in accordance with section 713 of the Corporations Act. This Prospectus does not contain the same level of disclosure as an initial public offering prospectus. In making statements in this Prospectus, regard has been had to the fact that the Company is a 'disclosing entity' for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and their professional advisers. You must read this Prospectus in conjunction with publicly available information that the Company has disclosed to the ASX.

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

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

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to WST unless otherwise indicated. Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

Obtaining a copy of this Prospectus

This Prospectus may be obtained from the Company's website at <http://www.indianaresources.com.au>. Shareholders in jurisdictions other than Australia, or who are, or are acting for the account or benefit of, a person in foreign jurisdictions are not entitled to access the electronic version of this Prospectus. Persons who access the electronic version of this Prospectus on the Company's website should ensure they download and read the entire Prospectus.

CORPORATE DIRECTORY

Directors

Bronwyn Barnes	Non-Executive Chair
Steven Zaninovich	Non-Executive Director
Robert Adam	Non-Executive Director

Company Secretary

James Moran

Registered and Principal Office

The Park Business Centre
45 Ventnor Avenue
West Perth WA 6005

Phone: +61 8 9388 7877
Email: info@indianaresources.com.au
Website: www.indianaresources.com.au

ASX Code: IDA

Share Registry*

Computershare Investor Services Pty Limited
Level 2, 45 St Georges Terrace
Perth WA 6000, Australia

Auditor*

RSM Australia
Level 32, Exchange Tower
2 The Esplanade
Perth WA 6000

Solicitors

Dentons
Level 7, 150 St Georges Terrace
Perth WA 6000

Lead Manager

JP Equity Partners
Suite 5, 29 The Avenue
Nedlands WA 6009

Corporate Adviser

Discovery Capital Partners
Level 1, 50 Ord Street
West Perth WA 6005

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus or been requested to consent to be named in the Prospectus.

INDICATIVE TIMETABLE

Event	Date
Lodgement of Appendix 3B and Prospectus with ASX and ASIC Opening date of Entitlement Offer	26 June 2019
Notice of Entitlement Offer sent to Shareholders	26 June 2019
New Shares quoted on an 'EX' basis	28 June 2019
Record date for determining Entitlements (at 5:00pm WST)	1 July 2019
Prospectus and Entitlement Offer and Acceptance Form despatched to Eligible Shareholders	3 July 2019
Last day to extend Entitlement Offer closing date	17 July 2019
Closing Date	22 July 2019
Entity notifies ASX of Shortfall	25 July 2019
Anticipated date for issue of New Shares	29 July 2019
Anticipated date for commencement of New Shares trading on a normal settlement basis	30 July 2019

These dates are indicative only and subject to change. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice.

LETTER FROM THE CHAIR

Dear Shareholder

On behalf of the Board, I am pleased to invite you to participate in a non-renounceable pro rata Entitlement Offer announced by the Company on 26 June 2019. This Entitlement Offer provides you with the opportunity to increase your investment in the Company.

Eligible Shareholders will have the opportunity under the Entitlement Offer to subscribe for 1 New Share for every 2 Shares held on the Record Date at the issue price of \$0.024 per New Share. The issue price represents a discount of 20% to the closing price of the Shares last traded on the ASX (21 June 2019) and a 21.5% discount on the last 30-day volume-weighted average price of Shares at that date.

Over the past six months the Company has acquired additional ground in proximity to its existing holdings in West Mali with a view to creating a strategic land package in a region that hosts major multi-million ounce operating gold mines such as Sadiola (IAMGOLD and AngloGold Ashanti, 12.1 Moz), Loulo (Barrick, 13.1 Moz) and Sabodola (Teranga, 2 Moz). The Company believes it to be an opportune time to consolidate a strategic footprint in the area given current levels of corporate activity in the gold sector and the rising gold price.

During the last half of 2018, the Company entered into a joint venture over two exploration permits located immediately adjacent to Koussikoto Ouest with Caracal Gold Mali SARL, a wholly-owned subsidiary of Cradle Arc plc. In early May 2019 the Company announced that it had entered into an Option Agreement with local Mali entity Fimoco SARL to earn up to 85% of the Saboussire licence which covers an area of 100 km², the maximum size for a single licence in Mali. The Saboussire licence is located on the main transcurrent zone, immediately north of the Kossanto West licence, held in joint venture with Cradle Arc Plc. The combined land package of these agreements has meant that the Company has grown its potential footprint in the region to more than 350km², with many opportunities to add value through a focused exploration programme.

Tanzanian assets

The Company held the Ntaka Hill Nickel Project, located in south-east Tanzania, under a retention licence. However, the enactment of legislation in July 2017 and the introduction of the Mining Regulations in January 2018 had the effect of cancelling those retention licences. Following discussions with the Ministry of Minerals in Tanzania, the Company has lodged an application for a prospecting licence over the area covered by the Ntaka Hill Licence. The Company continues to engage constructively with the Government of Tanzania and is confident that a satisfactory resolution can be reached.

The Ntaka Hill project is host to a large mineral resource, with over 350kt of contained nickel,¹ comprised of:

- Measured and Indicated Resources of 20.2Mt at 0.58% Ni for 117kt of contained nickel; and
- Inferred Resources of 35.9Mt at 0.70% Ni for 238kt of contained nickel.

Previous studies had considered only large-scale development options at the Ntaka Hill project. In 2017, the Company completed a study that demonstrated the potential for a smaller scale (lower capital cost) operation, based on the existing higher-grade resources. Analysis carried out by joint venture partner, Fig Tree, has shown similar project development potential. Subject

¹ The Company confirms that it is not aware of any new information or data that materially affects the information included in the announcement of 19 August 2013 and that all material assumptions and technical parameters underpinning the estimates in that announcement continue to apply and have not materially changed.

to securing tenure at Ntaka Hill, the Company believes that with an improving outlook for nickel prices, there is an opportunity to enter into a transaction on Ntaka Hill that will enable the Company to realise the value of its interest in Ntaka Hill and provide a pathway for the development of Ntaka Hill.

Use of funds from the Entitlement Offer

The Company has approximately \$380,000 of unaudited cash reserves (as at 31 March 2019), and operates with a low-cost profile with administration and corporate expenses of \$100,000 per quarter.

The Board considers it prudent to undertake the Entitlement Offer because the funds raised from it will be used to:

- (a) support ongoing exploration activities at its project areas in Mali;
- (b) carry out further exploration at the Company's West Mali projects, building on the positive results achieved to date;
- (c) facilitate the Company's range of exploration activities, including additional drilling across the tenement package;
- (d) advance discussions with the Tanzanian Government on resolving tenure issues at Ntaka Hill;
- (e) meet overall tenement holding costs; and
- (f) finance ongoing corporate and administrative expenses.

The details of the Entitlement Offer are set out in this Prospectus, together with your personalised Entitlement and Acceptance Form. I encourage you to read the Prospectus in its entirety before making your investment decision. A description of risk factors that you may wish to consider is set out in Section 3.

On behalf of the Board, I recommend this Entitlement Offer to you and look forward to your continuing investment in the Company. I thank you for your ongoing support as a Shareholder of the Company.

Yours sincerely



Bronwyn Barnes

Non-Executive Chair

INVESTMENT OVERVIEW

This Section is intended to highlight key information for potential investors. It is an overview only and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in the New Shares.

Key Information	Further Information
<p>Transaction specific prospectus</p> <p>This Prospectus is a transaction specific prospectus for a non-renounceable pro-rata entitlement offer to Eligible Shareholders of 1 New Share for every 2 existing Shares held at the Record Date and has been prepared in accordance with section 713 of the Corporations Act.</p> <p>This Prospectus does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.</p>	-
<p>Entitlement Offer</p> <p>This Prospectus is for a non-renounceable pro-rata offer to Eligible Shareholders of 1 New Share for every 2 existing Shares held on the Record Date at an issue price of \$0.024 per Share to raise up to approximately \$1,271,939 (before costs).</p>	Section 1.1
<p>Placement</p> <p>The Company is offering up to a maximum of 12,500,000 Shares to Placement Participants at an issue price of \$0.024 per Share (being the same issue price as the Entitlement Offer) to raise approximately \$300,000 (before costs).</p>	Section 1.1(b)
<p>Shortfall Offer</p> <p>Any Entitlement not taken up pursuant to the Entitlement Offer will form the Shortfall Offer.</p> <p>Eligible Shareholders may apply for Shortfall Shares under the Shortfall Offer subject to such applications being received by the Closing Date.</p> <p>The issue price for each new Share to be issued under the Shortfall Offer shall be \$0.024, being the same price as the New Shares to be issued under the Entitlement Offer. The Shortfall Shares will be issued on the same terms as existing Shares (refer to Section 4.2 for the full terms).</p> <p>The allocation policy for the Shortfall Offer is outlined in Section 1.1(b). There is no guarantee that Eligible Shareholders will be allotted, and issued, the Shortfall Shares applied for under the Shortfall Offer.</p>	Section 1.1(c)

Effect and purpose of the Entitlement Offer

The Entitlement Offer will result in the issued capital of the Company increasing by 52,997,438 Shares.

The New Shares issued on completion of the Entitlement Offer will be fully paid ordinary shares in the Company and will rank equally with existing Shares from the date of their issue. See Sections 2 and 4.2 for further details on the terms of the issuance of the New Shares.

For the effect of the Entitlement on the Company, please refer to the pro-forma capital structure and pro forma balance sheet set out in Sections 2.3(a) and Section 2.5 respectively and the dilution example set out in Section 2.3(b).

It is not expected that the Entitlement Offer will have any effect on the control of the Company.

Funds raised from the Entitlement Offer (after costs) will be used for ongoing exploration activities at the Company's West Mali Gold projects, supporting negotiations with the Government of Tanzania with regards to tenure for Ntaka Hill and company administration and corporate costs.

Sections 2 and 4.2

Indicative capital structure and pro forma balance sheet

	Shares	Unquoted Options ¹
Balance at the date of this Prospectus	105,994,876	6,590,088 ²
Maximum number of New Shares to be issued under the Placement ³	12,500,000	
Maximum number of New Shares to be issued under the Entitlement Offer	52,997,438	
TOTAL³	171,492,314	6,590,088

Sections 2.3(a), 2.3(b) and 2.5

1. All Options currently on issue are unquoted Options, exercisable at prices ranging from Nil to \$0.50 each, with expiry dates ranging from 22 July 2019 to 14 January 2023. Details of outstanding options are available in the Appendix 3B dated 13 March 2019.
2. Does not include a further 1,600,000 Options which will be issued subject to Shareholder approval (see Section 4.8(b) for details of these Options).
3. It is intended that the Placement will complete after the Record Date.

The indicative pro forma balance sheet demonstrating the effect of the Entitlement Offer is in Section 2.5.

Risk factors

Section 3

Potential investors should be aware that subscribing for the New Shares under the Offers involves a number of risks. The key risk factors of which investors should be aware are in Section 3, including (but not limited to) risks in respect of:

- **Future capital needs:** The Company is engaged in mineral exploration and does not have a continuing source of revenue or operating cash flow. Accordingly, the Company can only continue as a going concern if it is able to raise equity or debt capital in the future to fund its operations. There can be no guarantee that the Company will be able to raise additional equity or debt capital and, if the Company is unable to do so, the financial and operating position of the Company may be adversely affected. In that case the value of an investment in the Company may be significantly diminished, or at worst, become valueless.
- **Sovereign risks:** The Company will be subject to the risks associated in operating in Mali and Tanzania. These risks include the ability to obtain key approvals on a timely basis, economic, social or political instability or change, hyperinflation, currency non-convertibility or instability, changes of law affecting foreign ownership, government participation, imposition of sanctions, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over natural resources or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.
- **Exploration risk:** Mineral exploration is a high-risk undertaking. There can be no assurance that further exploration on the Company's projects will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.
- **Development risk:** Future development of a mining operation is dependent on many factors and risks outside of the Company's control which may disrupt the Company's proposed operations and result in increased costs. There can be no assurance that the Company will achieve commercial viability through the development or mining of its projects.
- **Emerging markets risk:** By virtue of conducting operations on foreign assets in emerging markets such as Mali, the Company may face additional risks that companies within Australia may not face.
- **General market risks:** The Company is exposed to general market and economic condition risks including adverse changes in levels of economic activity, exchange rates, interest rates, commodity prices, government policies, employment rates and industrial disruption.

Applications for Entitlement Offer

Applications to subscribe for all or part of your Entitlement are to be made by payment via your unique BPAY® reference number or by mailing a completed Entitlement and Acceptance Form and payment to:

Computer Investor Services Pty Limited
GPO Box 505
Melbourne, VIC 3001
Australia

An Eligible Shareholder may pay the Application Monies by cheque, bank draft or via BPAY®. All cheques must be in Australian currency and made payable to 'Indiana Resources Limited' and crossed 'Not Negotiable'. For further details see Section 1.5.

Directors' interests in Shares

The relevant interest of each of the Directors in Securities as at the date of this Prospectus is set out in the table below:

Director	Shares	Entitlement
Bronwyn Barnes	5,231,958	2,615,979
Robert Adam	233,334	116,667
Steven Zaninovich	Nil	Nil

It is the present intention of Ms Bronwyn Barnes and Mr Robert Adam to take up all, or part of, their Entitlements specified above under the Entitlement Offer.

Further details of the Directors' Security holdings are in Section 4.8(b).

Enquiries regarding this Prospectus should be directed to the Company Secretary on +61 8 9388 7877.

Section 4.8(b)

<p>Forward-looking statements</p> <p>This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.</p> <p>These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable.</p> <p>Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management.</p> <p>The Directors 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.</p> <p>The Directors have no intention 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.</p> <p>These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 3.</p>	<p>Section 3</p>
<p>Disclaimer</p> <p>Except as required by law, and only to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to, or in connection with, this Prospectus.</p>	

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1. Details of the Entitlement Offer

1.1 Summary of Offers

(a) Entitlement Offer

The Company is offering, pursuant to this Prospectus, a non-renounceable pro rata entitlement offer to Shareholders with registered addresses in Australia (**Eligible Shareholders**) on the basis of 1 New Share for every 2 existing Shares held on the Record Date at an issue price of \$0.024 per Share to raise up to approximately \$1,271,939 (before costs) (**Entitlement Offer**).

The New Shares issued under the Entitlement Offer will be issued as fully paid ordinary shares and will rank equally in all respect with the existing Securities on issue. Refer to Section 4.2 for a summary of the rights and liabilities attaching to the New Shares.

The market price of Shares at the date of this Prospectus is such that it is unlikely that any of the existing Options on issue will be exercised before the Record Date. On the basis that no Options are exercised prior to the Record Date, 52,997,438 New Shares can be issued pursuant to the Entitlement Offer, raising a maximum amount of \$1,271,939 (before associated costs).

For the purposes of calculating Entitlements, fractions will be rounded up to the nearest whole number. Please refer to Section 4.2 for the rights and liabilities attaching to New Shares to be issued pursuant to the Entitlement Offer.

(b) Placement

As announced on Wednesday, 26 June 2019, the Company is offering up to a maximum of 12,500,000 Shares to Placement Participants at an issue price of \$0.024 per Share (being the same issue price as the Entitlement Offer) to raise approximately \$300,000 (before costs) (**Placement**). It is intended that the Placement will complete after the Record Date, as such, the Placement Participants will not be eligible to participate in the Entitlement Offer.

The New Shares issued under the Placement will rank equally with existing Shares on issue. Please refer to Section 4.2 for the rights and liabilities attaching to New Shares to be issued pursuant to the Placement.

(c) Shortfall Offer

Any Entitlements that Eligible Shareholders do not take up pursuant to the Entitlement Offer will form the Shortfall Offer. The Shortfall Offer is a separate offer that is made pursuant to this Prospectus. The issue price of the Shortfall Shares will be at \$0.024 each, being the same price as the New Shares to be issued under the Entitlement Offer. The Board reserves the discretion to issue the Shortfall to the extent required to make up any Shortfall in the subscriptions, or, may not issue any Shortfall under the Shortfall Offer at all.

The allocation policy for the issuance of Shortfall will be as follows:

- (i) Eligible Shareholders that wish to take up additional Shares in excess of their Entitlement may apply for Shortfall Shares under the Shortfall Offer by completing the appropriate section of their personalised

Entitlement and Acceptance Form or by processing a BPAY payment (refer to Section 1.5(c)). The maximum amount of Shortfall Shares that the Company will allocate, and issue:

- (A) to each Eligible Shareholder who has applied for Shortfall Shares under the Shortfall Offer, up to \$200,000 of Shortfall; and
 - (B) if following the allocation in Section 1.1(c)(i)(A) there remains Shortfall Shares, to those investors who apply for Shortfall Shares following an invitation from the Company in its absolute discretion within three months of the close of the Entitlement Offer;
- (ii) Directors and related parties will not be issued with any Shortfall Shares; and
 - (iii) no Shortfall Shares will be issued under the Shortfall Offer if such issue would contravene the takeover provisions in section 606 of the Corporations Act.

The Board reserves the absolute right to not proceed with the Shortfall Offer (for whatever reason) or issue to an Applicant a lesser number of Shortfall Shares than the number applied for or reject an Application. If the number of Shortfall Shares issued is less than the number applied for then the surplus Application Monies will be refunded in full as soon as practicable and without interest. There is no guarantee that Eligible Shareholders applying for Shortfall under the Shortfall Offer will be issued Shortfall Shares. Any Shortfall Shares that are issued shall be issued within three months after the close of the Entitlement Offer.

1.2 General Meeting

The Company intends to hold a shareholder meeting on or about 8 August 2019 (**General Meeting**) to approve, amongst other resolutions, the conversion of the initial drawdown amount of \$300,000 (**Conversion Amount**), together with the accrued interest, under the loan agreement between the Company and an entity formerly associated with Mr Michael Fotios dated, and announced on, 31 October 2018 as amended and announced on 13 March 2019 (**Loan Agreement**).

The Company will seek Shareholder approval to convert the drawn down amount and interest as at 8 August 2019 under the Loan Agreement into an equity instrument to permit Apollo Corporation (WA) Pty Ltd as trustee for the Apollo Investment Trust (an entity formerly associated with Mr Fotios) to convert the Conversion Amount into Shares at a conversion price of \$0.06 and the outstanding interest at \$0.024 (being the same price as the issue price of the Entitlement Offer).

1.3 Opening and Closing Date

The Company will accept Entitlement and Acceptance Forms from the opening date of the Entitlement Offer until 5:00pm WST Thursday, 18 July 2019 (**Closing Date**). The Company reserves the right, subject to the Corporations Act and the Listing Rules to extend or shorten the Closing Date without prior notice.

The Shortfall Offer will remain open for a period of up to three months from the Closing Date (or such shorter period of time as determined by the Directors). Eligible Shareholders who wish to participate in the Shortfall Offer must submit their personalised Applications to the Company by no later than the Closing Date.

If the Closing Date is varied, subsequent dates may also be varied accordingly.

1.4 No minimum subscription and no underwriting

There is no minimum subscription for the Entitlement Offer and the Entitlement Offer is not underwritten.

1.5 Entitlement and Acceptance Forms

The Entitlement Offer is being extended to Eligible Shareholders to subscribe for their respective Entitlement pursuant to the Entitlement Offer.

To accept all or part of your Entitlement, you must subscribe to the Entitlement Offer by completing and returning the personalised Entitlement and Acceptance Form accompanying this Prospectus, in accordance with the instructions set out in the Entitlement and Acceptance Form.

If paying by cheque, bank draft or money order please complete the Entitlement and Acceptance Form by filling in the details on the form, specifying all, or the part, of your Entitlement you wish to subscribe for.

If you do not wish to take up any part of your Entitlement, you are not required to take any action.

If you are an Eligible Shareholder and wish to subscribe for Shortfall Shares under the Shortfall Offer (refer to Section 1.1(b)) you may do so by completing the relevant separate section of the Entitlement and Acceptance Form relating to the Shortfall Offer which accompanies this Prospectus. Please refer to Section 1.1(b) for the Company's allocation policy with respect to the Shortfall Offer.

To subscribe for the New Shares under either of the Offers, please pay the Application Monies (at \$0.024 per Share) in the form of any of the following:

- (a) cheque, you should make the cheque payable to 'Indiana Resources Limited' and crossed 'Not Negotiable';
- (b) bank draft or money order drawn on and payable at any Australian bank; or
- (c) BPAY®, payment should be made in accordance with the instructions set out on your personalised Entitlement and Acceptance Form using the reference number shown on the form. If you make your payment by BPAY® you do not need to complete and return the Entitlement and Acceptance Form. Your BPAY® payment cannot be withdrawn.

Your payment must be in Australian currency. The amount payable on application will be deemed not to have been received until cleared funds are received. Completed Application Forms (and, if paying by cheque a cheque for the Application Money) must be mailed to the postal address set out on the Application Form.

All acceptances must be received by 5:00pm (WST) on the relevant Closing Date.

A completed and lodged Entitlement and Acceptance Form or a payment by BPAY constitutes a binding offer to acquire your Entitlement (in whole or in part) on the terms and conditions set out in this Prospectus and, once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance is not completed correctly it may still be treated as a valid Application Form. The Directors' decision whether to treat an application as valid and how to construe, amend or complete, the Entitlement and Acceptance Form is final.

If we receive your Entitlement and Acceptance Form after 5.00pm (WST) on Thursday, 18 July 2019, the Directors may, at their discretion, accept or reject your application.

We will allot and issue the New Shares as soon as practicable in accordance with the indicative timetable set out on page iii of this Prospectus and the Listing Rules. We will also despatch holding statements in relation to the New Shares as soon as practicable after the date of this Prospectus.

1.6 Entitlement not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Securities you hold and the rights attached to those Securities will not be affected if you do not accept any of your Entitlement.

1.7 No rights trading

The Entitlement Offer is non-renounceable. There will be no trading of rights on ASX and you may not dispose of your right to receive all or part of your Entitlement to any other party. If you do not take up your right to receive your Entitlement by the Entitlement Offer Closing Date, the offer to you will lapse.

1.8 Issue and dispatch

Subject to the Corporations Act and the Listing Rules, the Company intends to issue the New Shares subscribed for under the Entitlement Offer on or about Monday, 29 July 2019.

Shareholder statements will be dispatched as soon as possible after the issue of the New Shares under the Entitlement Offer.

1.9 Application Monies held on trust

All Application Monies received for the New Shares will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Shares are issued. All Application Monies will be returned (without interest) if the New Shares are not issued.

1.10 ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for Official Quotation of the New Shares under the Offers. If permission is not granted by ASX for the Official Quotation of the New Shares by this Prospectus within 3 months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.11 CHES

The Company participates in the Clearing House Electronic Sub-register System, known as CHES. ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHES, Applicants will not receive a certificate but will receive a statement of their holding of New Shares.

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

The CHESS statement will specify the number of New Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by the Share Registry and will contain the number of Securities issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.12 Ineligible Shareholders

This Prospectus and the accompanying Application Form do not, and are not intended to, constitute an offer of Securities 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. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Any persons who come into possession of this Prospectus outside of Australia must seek advice on, and adhere to, any legal restrictions regarding this Prospectus. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Company believes it is unreasonable to make the Entitlement Offer to Ineligible Shareholders and has formed such view having regard to the following:

- (a) the number and value of the New Shares that would be made to those Shareholders; and
- (b) the cost of complying with the legal requirements, and requirements of regulatory authorities, in the overseas jurisdictions.

1.13 Risk factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 3.

1.14 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for the New Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for the New Shares under this Prospectus.

1.15 Major activities and financial information

A summary of the major activities and financial information relating to the Company can be found in the Company's Annual Financial Report for the financial year ended

30 June 2018 lodged with ASX on 17 September 2018 and the Half-Yearly Financial Report for the half-year ended 31 December 2018 lodged with ASX on 13 March 2019.

For completeness, Section 4.4 contains an outline of the continuous disclosure notices (i.e. ASX announcements) made by the Company since the lodgement of its previous Annual Report for the year ended 30 June 2018 with ASX on 17 September 2019.

Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Entitlement Offer.

1.16 Privacy

Applicants will be providing personal information to the Company (directly or by the Share Registry) on the Application Form. The Company collects, holds and will use that information to assess the acceptance, service Shareholders' needs, facilitate distribution payments and corporate communications to Shareholders, and carry out administration.

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

Shareholders can access, correct and update the personal information the Company holds about them by contacting the Company or the Share Registry 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.

Applicants should note that if they do not provide the information required on the Application Form, the Company may not be able to accept or process their Application.

1.17 Withdrawal

The Directors may at any time decide to withdraw this Prospectus and the Offers, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

1.18 Enquiries concerning Prospectus

Enquiries should be directed to the Company Secretary on +61 8 9388 7877.

For all general shareholder enquiries, please contact Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

2. Purpose and effect of the Entitlement Offer

2.1 Purpose of Entitlement Offer

The purpose of the Entitlement Offer is to raise approximately \$1,271,939 (before costs) for ongoing exploration activities at the Company's West Mali Gold projects, supporting negotiations with the Government of Tanzania with regards to tenure for Ntaka Hill, and company administration and corporate costs.

2.2 Use of funds

On the basis that the Entitlement Offer is fully subscribed and no Options are exercised on or prior to the Record Date, the proceeds raised from the Entitlement Offer will be approximately \$1,271,939 (before associated costs).

As at the date of this Prospectus, the Company intends to use the funds as follows:

Proposed use of funds ¹	\$	%
Exploration activities across the Company's Mali gold assets	850,000	66.83
Ongoing discussion to resolve tenure and holding costs for Ntaka Hill Nickel Sulphide Project	50,000	3.93
Expenses of the Entitlement Offer	129,631	10.19
Working capital	242,308	19.05
Total	\$1,271,939	100

Notes:

1. The funds raised assume the Entitlement Offer is fully subscribed and no Options are exercised prior to the Record Date. Please refer to Section 4.11 for details of the expenses of the Entitlement Offer.
2. The above table is a statement of the Directors' current intention as at the date of this Prospectus. However, Shareholders should note that, as with any budget, the allocation of funds may change depending on a number of operational, regulatory and economic factors which may alter the way funds are ultimately applied. As such, the Board reserves the right to change the way the funds are applied on this basis.

2.3 Effect of the Entitlement Offer

The effect of Entitlement Offer (on a fully subscribed basis) will be to increase the cash reserves by \$1,271,939 (before associated costs of the Entitlement Offer) and increase the number of Shares on issue, as set out in the pro forma capital structure and the pro-forma balance sheet set out in Section 2.3(a) and Section 2.5 respectively.

(a) Capital structure

	Shares	Unquoted Options ¹
Balance at the date of this Prospectus	105,994,876	6,590,088 ²
Maximum number of New Shares to be issued under the Placement	12,500,000	
Maximum number of New Shares to be issued under the Entitlement Offer	52,997,438	
TOTAL	171,492,314	6,590,088

Notes:

1. All Options currently on issue are unquoted Options, exercisable at prices ranging from Nil to \$0.50 each, with expiry dates ranging from 22 July 2019 to 14 January 2023. Details of outstanding options are available in the Appendix 3B dated 13 March 2019.
2. Does not include a further 1,600,000 Options which will be issued subject to Shareholder approval (see Section 4.8(b) for details of these Options).
3. It is intended that the Placement will complete after the Record Date.

(b) Potential dilution

Shareholders should note that if they do not participate in the Entitlement Offer, their holdings may be diluted on and from completion of the Offer.

The table below provides an example of the potential dilution effect on Shareholders on completion of the Entitlement Offer, assuming:

- (i) the Entitlement Offer is fully subscribed;
- (ii) the Placement is fully subscribed; and
- (iii) the Company does not issue any additional Securities and no other Equity Securities are issued, converted or exercised.

Holder	Shares ¹	Shares ¹ (%)	Entitlement	Shares post Entitlement Offer ²	Shares post Entitlement Offer ³ (%)
Shareholder 1	15,000,000	14.15	7,500,000	15,000,000	8.75
Shareholder 2	10,000,000	9.43	5,000,000	10,000,000	5.83
Shareholder 3	5,000,000	4.72	2,500,000	5,000,000	2.92

Notes:

1. Shareholding held at the Record Date.
2. Shareholding post-Entitlement Offer.
3. Shareholders should note that if the Entitlement Offer is not fully subscribed (either under the Entitlement Offer or with the placement of Shortfall under the Shortfall Offer, the dilution effect may be less).

2.4 Statement of financial position

An unaudited pro forma balance sheet as at 31 December 2018 is set out below and shows the effect of the Offers.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted and no Options are exercised prior to the Record Date. The pro forma balance sheet also takes into account the expenses of the Offers.

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

2.5 Pro forma balance sheet

	Audited Balance Sheet as at 31 December 2018	Effect of Capital Raising	Unaudited Pro Forma Balance Sheet post Capital Raising
Current Assets			
Cash & cash equivalents	\$276,000	\$1,486,588	\$1,762,588
Trade & other receivables	\$207,000	\$0	\$207,000
Non Current Assets	\$483,000	\$1,486,588	\$1,969,588
Exploration & Evaluation Expenditure assets	\$7,247,000	\$0	\$7,247,000
Plant & Equipment	\$162,000	\$0	\$162,000
TOTAL ASSETS	\$7,892,000	\$1,486,588	\$9,378,588
Current Liabilities			
Trade & other payables	\$382,000		\$382,000
Provisions	\$4,000	\$0	\$4,000
Loans and borrowings	\$300,000	\$0	\$300,000
TOTAL LIABILITIES	\$686,000	\$0	\$686,000
NET ASSETS	\$7,206,000	\$1,486,588	\$8,692,588
EQUITY			
Contributed Equity	\$12,587,000	\$1,486,588	\$14,073,588
Reserves	\$4,800,000	\$0	\$4,800,000
Accumulated Losses	(\$11,103,000)	\$0	(\$11,103,000)
EQUITY ATTRIBUTABLE TO OWNERS OF PARENT ENTITY	\$6,284,000	\$1,486,588	\$7,770,588
Non-Controlling Interest	\$922,000	\$0	\$922,000
TOTAL EQUITY	\$7,206,000	\$1,486,588	\$8,692,588

Notes:

- Offer costs have been deducted from gross proceeds from the Placement and the Entitlement Offer.
- Assumes the Entitlement Offer is fully subscribed.

2.6 Effect of the Entitlement Offer on control of the Company

Subject to acceptance by Eligible Shareholders of the New Shares to be issued by the Company under the Entitlement Offer, the Company is of the view that the Entitlement Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No new investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Entitlement Offer. If no Eligible Shareholders participate in the Entitlement Offer, Shareholders may have their shareholding diluted by up to 50%.

2.7 Market price of Shares

The highest and lowest recorded closing market sale prices of the Shares quoted on the ASX during the three month period immediately prior to the lodgement of this Prospectus with ASIC is set out below.

Lowest	\$0.027 on 14 June 2019
Highest	\$0.048 on 25 March 2019

The latest available market closing price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.030 per Share on 21 June 2019.

2.8 Dividend policy

The Directors are not able to state when, or if, dividends will be paid in the future as the determination of any dividends will depend on the future revenue, financial position and cash requirements of the Company.

3. Risk Factors

The New Shares offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company. Eligible Shareholders should consider whether subscribing for all, or part of, their Entitlement is a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out below. This list is not exhaustive and Eligible Shareholders should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Entitlement Offer.

The principal risks include, but are not limited to, the following:

3.1 Risks specific to the Company

(a) Future capital requirements

The Company has finite financial resources and currently has no cash flow from producing assets. As such, the Company will require additional financing in order to meet its minimum expenditure commitments for its tenements and to implement the Company's strategy.

The Company will require further financing in the future, in addition to amounts raised pursuant to this Entitlement Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the current market price (or the Entitlement Offer price) or may involve restrictive covenants which limit the Company's operations and business strategy. Debt

financing, if available, may involve restrictions on financing and operating activities.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Shares and of Securities convertible into Shares in the future. The increase in the number of Securities issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of Securities. In addition, as a result of such additional Securities, the voting power of the Company's existing Shareholders will be diluted.

(b) Joint venture parties, agents and contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party. Further, the Company is unable to predict the risk of insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity. The effects of such failures may have an adverse effect on the Company's operations.

(c) Mali and Tanzania governmental approvals

Exploration and mining activities are dependent upon the grant of appropriate licences, concessions, leases, permits and regulatory consents, which may be withdrawn or made subject to limitations. The maintaining of tenements, obtaining renewals, or getting tenements granted often depends on the Company being successful in obtaining statutory approvals for the proposed activities and that the licences, concessions, leases, permits or regulatory consents the Company holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith.

(d) Foreign legal systems and operating risks

There are risks attached to exploration and mining operations in a developing country which are not necessarily present in a developed country. These include economic, social or political instability or change, hyperinflation, currency instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties as well as government control over mineral properties.

Any future material adverse changes in government policies, representatives or legislation that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company's rights to title or tenure.

(e) **Emerging markets**

When conducting operations on foreign assets in emerging markets such as Mali, ASX-listed entities may face a number of additional risks that companies with operations wholly within Australia may not face. For example, the ability to implement effective internal control and risk management systems and good corporate governance principles, having regard to the separation of executive management and the Board from the location of the projects and the need to rely on consultants and professional advisors in those jurisdictions.

(f) **Sovereign risks**

The Company will be subject to the risks associated in operating in a foreign country. These risks include ability to obtain key approvals on a timely basis, economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, imposition of sanctions, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, labour relations as well as government control over natural resources or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

The Company and its advisers will undertake all reasonable due diligence in assessing and managing the risks associated with mineral exploration and production in Mali. However, any future material adverse changes in government policies or legislation in foreign jurisdictions in which the Company may have projects is outside the control of the Company. Such changes may affect the foreign ownership, exploration, development or activities of companies involved in mining exploration and production and in turn may affect the viability and profitability of the Company.

In July 2017, the Tanzanian Government passed legislation which included a number of changes with respect to the legal and regulatory framework governing the natural resources sector in Tanzania (**Amending Legislation**). In January 2018, the Mining Regulations (**Tanzania Regulations**), which accompany the Amending Regulations were published.

Key aspects of the Amending Legislation and Tanzania Regulations include:

- (i) depending on the scale of the project and the minerals being mined, the Tanzanian Government may hold a free carried interest of at least 16%;
- (ii) an increase in the royalty rate for certain minerals (including gold and copper) from 4% to 6%;
- (iii) retention of earnings in Tanzania, with repatriation of profits permitted in accordance with Tanzanian law;
- (iv) disputes to be adjudicated in Tanzania under Tanzanian law;
- (v) local content, corporate social responsibility (CSR) and the requirement for mineral rights' holders to make an integrity pledge;
- (vi) cancellation of retention licences; and

- (vii) restrictions on the export of raw resources for beneficiation outside Tanzania.

Due to the uncertainty associated with certain aspects of the Amending Legislation, the Company decided that it was prudent to place its Tanzanian exploration activities on hold until the uncertainty associated with the Amending Legislation and Tanzania Regulations has been removed.

While the Company considers that the Amending Legislation and Tanzania Regulations appear to be designed to address the mining and export of precious metals and metal concentrates from existing operations in Tanzania, which have been the focus of a review conducted by Presidential Committees, there is no certainty that is the case. Accordingly, the Tanzanian exploration activities will remain on hold for the foreseeable future.

(g) **Ntaka Hill license**

As announced on 31 January 2019, the Company noted that it was working with the Tanzanian Government to reach a satisfactory resolution regarding its interest in the Ntaka Hill project which was held in the form of the Ntaka Hill licence (**Ntaka Hill Licence**). In accordance with the Tanzanian Regulations, all retention licenses issued prior to the date of publication of the Tanzanian Regulations were to be cancelled and cease to have legal effect. On 16 May 2019, the Company announced it was continuing to work with the Tanzanian Government and has requested a prospecting licence to replace the withdrawal of its Ntaka Hill License in early 2018.

The Company does not have any further updates in relation to the status of its ongoing discussions with the Tanzanian Government. Shareholders should be aware that there is no guarantee that the Tanzanian Government will issue the Company with a prospecting or mining license and until such a time that the Company's legal position is clarified, the Company is not lawfully able to continue its exploration activities in Tanzania.

(h) **Environmental risk**

The Company's projects are subject to certain regulations regarding environmental matters. The governments and other authorities that administer and enforce environmental laws determine these requirements. As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits. Further, the Company may require additional approvals from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such

respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

(i) **Force majeure**

The Company's projects may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(j) **Community risks**

The Company's activities at its exploration tenements in Mali may draw the negative attention of local communities. While the Company engages with local communities and local regulatory bodies, there is a risk that the reaction of local communities may have an adverse impact on the Company's capacity to carry out exploration at its exploration licences in Mali.

(k) **New projects and acquisitions**

The Company may make acquisitions in the future as part of future growth plans. In this regard, 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. Such acquisitions may result in use of the Company's cash resources and issuances of equity securities, which might involve a substantial dilution to Shareholders.

3.2 Mining industry Risks

(a) **Exploration, development mining and processing risks**

The exploration licences of the Company are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of these licences, or any other licences that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a wide range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, tribal and traditional ownership processes, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend on the Company having access to sufficient development capital to allow for progressing exploration opportunities towards mining operations, being able to maintain title to its licences and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful, this could lead to a diminution in the value of the licences, a reduction in the base reserves of the Company and possible relinquishment of the licences.

Each of the Company's mining licences and permits are for a specific term and carry with them annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in these tenements if licence conditions are not met or insufficient funds are available to meet expenditure commitments.

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

(b) Estimation of Mineral Resources and Ore Resources

There is a degree of uncertainty to the estimation of Mineral Resources and Ore Reserves and corresponding grades being mined or dedicated to future production. Until Mineral Resources or Ore Reserves are actually mined and processed, the quantity of Mineral Resources and Ore Reserves must be considered as estimates only. In addition, the grade of Mineral Resources and Ore Reserves may vary depending on, among other things, metal prices. Any material change in quantity and grades of Mineral Resources, Ore Reserves, or stripping ratio may affect the economic viability of the properties. In addition, there can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

Fluctuation in the prices of nickel, base or precious metals and graphite, results of drilling, metallurgical testing and the evaluation of mine plans subsequent to the date of any estimate may require revision of such estimate. Any material reductions in estimates of Mineral Resources and/or Ore Reserves, could have a material adverse effect on the Company's financial condition.

(c) Metallurgical Risks

The economic viability of base metal and gold recovery depends on a number of factors such as the development of an economic process route for metal concentrates. Further, changes in mineralogy may result in inconsistent metal recovery.

(d) Commodity price volatility and exchange rate risk

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity prices and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand for minerals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, prices of various commodities and services may be denominated in United States dollars or other foreign currencies including those of Tanzania and Mali, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar and the Tanzanian and Mali currencies against the Australian dollar as determined in international markets.

(e) **Competition risk**

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

3.3 **General risks**

(a) **Market conditions**

The market price of the Company's Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular.

Further, share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as: general economic outlook; interest rates and inflation rates; currency fluctuations; changes in investor sentiment; the demand for, and supply of, capital; and terrorism or other hostilities.

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

(b) **Government and legal risk**

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

The Company is not aware of any reviews or changes that would affect its current or proposed permits. However, changes in political and community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's exploration and/or development plans or its rights and obligations in respect of its permits. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

(c) **Litigation risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. To the best of the current Directors' knowledge, the Company is not currently engaged in any other litigation.

(d) **Insurance risks**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive.

(e) **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 acquiring the New Shares from a taxation point of view 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 applying for the New Shares or Shortfall Shares (if applicable) under this Prospectus.

3.4 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus. Therefore, the New 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 the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for the New Shares pursuant to this Prospectus.

4. Additional information

4.1 Material contracts

(a) Discovery Mandate

On 16 May 2019, the Company entered into an agreement with Discovery Capital Partners (**Discovery**) pursuant to which it will provide the Company with corporate advisory services in connection with, and following, the Offers (**Discovery Mandate**).

Pursuant to the Mandate, the following terms apply.

- (i) Term: The term commenced on 16 May 2019 and will continue for a period of at least 12 months, or such longer period on a rolling basis as required.
- (ii) Fees: The Company will pay Discovery the following fees:
 - (A) a management fee of 1% of funds raised under the Entitlement Offer;
 - (B) a capital raising fee of 5% of all funds raised under the Entitlement Offer;
 - (C) on completion of the capital raising, a corporate advisory fee of \$7,500 (payable monthly in arrears from 16 May 2019);
 - (D) a documentation and rebranding fee of \$7,500; and
 - (E) on completion of the capital raising, Discovery (or its nominee) has the right to subscribe for an amount of Options to acquire such number of Shares as is equal to 1% of the Shares on issue at completion at an issue price of \$0.0001 per Option, exercisable at a \$0.0288 per Option (being a 20% premium to the price of the New Shares) and expiring three years after the issue date.
- (iii) Termination: The Discovery Mandate will terminate on 16 May 2020 unless extended by mutual agreement or where either party gives seven days written notice to the other party of its termination.

(b) JP Equity Partners mandate

On or about 24 June 2019, the Company entered into an agreement with Discovery and JP Equity Partners for JP Equity Partners to act as lead manager for the Offers (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate the following terms apply.

- (i) Term: The Lead Manager Mandate has a term of 6 months unless it is extended by mutual agreement or terminated earlier by the parties.
- (ii) Services: JP Equity Partners will assist Discovery in generating demand for the Offers, assist with roadshow and promotional activities and perform such additional services as agreed with Discovery.

- (iii) Fees: JP Equity Partners will receive the following fees:
 - (A) a fee of 5% from the proceeds raised under the Placement for Placement subscriptions that are accepted by the Company (as part of the fees that Discovery receives under the Discovery Mandate); and
 - (B) the right, but not the obligation, to subscribe for 5,000,000 Options to acquire 5,000,000 Shares at an issue price of \$0.0001 per Option, exercisable at \$0.036 per Option (being a 50% premium to the price of the New Shares) and expiring three years after the issue date.

4.2 Rights and liabilities attaching to Shares

The following is a summary of the more material rights and liabilities attaching to the New Shares offered pursuant to this Prospectus. The New Shares will rank equally with all existing Shares on issue in the capital of the Company.

The 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 in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) 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.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) 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:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) 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
- (iii) 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 Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **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 the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

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. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the 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.

(d) **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 or she 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.

(e) **Shareholder liability**

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

(f) **Transfer of Securities**

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 or the Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Board as appointed from time to time. Subject to restrictions on the issue or grant of Securities contained in the 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 Securities and other Securities as they shall determine.

(h) **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 abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may be varied or abrogated 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.

(i) **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 votes validly cast for Shares at the general meeting. In addition, the Company must give at least 28 days written notice specifying the intention to propose the resolution as a special resolution.

4.3 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 4.4 below). Copies of all documents announced to the ASX can be found on the Company's website.

4.4 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer a copy of:

- (a) the financial statements of the Company for the financial year ended 30 June 2018 and the half year ended 31 December 2018, being the last two financial statements of the Company lodged with ASIC before the issue of this Prospectus; and
- (b) the following continuous disclosure notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the financial statements referred to in Section 4.4(a) above until the date of this Prospectus:

Date lodged	Subject of Announcement
26 June 2019	Successful Completion of Placement
24 June 2019	Trading Halt

Date lodged	Subject of Announcement
19 June 2019	RC Drilling Completed – West Mali Gold Project
17 June 2019	Update on Due Diligence for JV Gold Projects, Mali
11 June 2019	Drilling Commences – West Mali Gold Project
31 May 2019	Completion of Due Diligence for Saboussire JV, West Mali Gold
16 May 2019	A New Mali Gold Explorer
14 May 2019	Geochem Review Identifies Multiple Anomalies – West Mali Gold
13 May 2019	Change of Registered Office & Principal Place of Business
6 May 2019	Option to Acquire Nrthn Strike Extn to West Mali Ground Pkg
3 May 2019	Update on Due Diligence for JV Projects, Mali
1 May 2019	March Quarterly Activities and Cashflow Report
17 April 2019	Ntaka Hill Nickel Project - Update on Status and Activities
10 April 2019	Progress Report
27 March 2019	Ceasing to be a substantial holder
21 March 2019	Change of Director's Interest Notice
14 March 2019	Appendix 3B
14 March 2019	Due diligence confirms anomaly at Lakanfla
13 March 2019	Share Placement Completed
13 March 2019	Half Year Accounts
13 March 2019	Cleansing Prospectus
1 March 2019	Final Director's Interest Notice
1 March 2019	Initial Director's Interest Notice
28 February 2019	Appointment of Non-Executive Director

Date lodged	Subject of Announcement
14 February 2019	Share placement and Appendix 3B
12 February 2019	Appendix 3B
8 February 2019	Reinstatement to Official Quotation
8 February 2019	Gold Exploration JV and funding arrangements
5 February 2019	Voluntary Suspension Extension
31 January 2019	Final Director's Interest Notice
31 January 2019	December Quarterly Activities Report and Appendix 5B
31 January 2019	Suspension from Official Quotation
29 January 2019	Initial Director's Interest Notice
29 January 2019	Appointment of Non-Executive Director
29 January 2019	Trading Halt
14 January 2019	Change of Director's Interest Notice
14 January 2019	Appendix 3B
7 January 2019	Details of Company Address
30 November 2018	Results of Meeting
30 November 2018	Chairman's address and AGM presentation
20 November 2018	Final Director's Interest Notice
20 November 2018	Initial Director's Interest Notice
19 November 2018	Appointment of Managing Director
1 November 2018	September Quarterly Activities Report and Appendix 5B
1 November 2018	Indiana obtains loan funding
30 October 2018	Notice of Annual General Meeting/Proxy Form
17 October 2018	Corporate Presentation
17 October 2018	Exploration update
16 October 2018	Final Director's Interest Notice

Date lodged	Subject of Announcement
16 October 2018	Initial Director's Interest Notice
15 October 2018	Appointment of Non-Executive Director
3 October 2018	Becoming a substantial holder
24 September 2018	Change of Director's Interest Notice
18 September 2018	Change in substantial holding
17 September 2018	Appendix 4G and Corporate Governance Statement
17 September 2018	Annual Report to shareholders

The following documents are available for inspection, throughout the period of the Entitlement Offer, during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 4.12 and the consents provided by the Directors to the issue of this Prospectus.

4.5 Information excluded from continuous disclosure notices

There is no information that has not been disclosed in accordance with the continuous disclosure requirements of the Listing Rules which has not otherwise been disclosed, and which the Board considers would reasonably require disclosure to assess the Company's assets and liabilities, financial position and the rights and liabilities attaching to the New Shares, in this Prospectus. Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

4.6 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Shares under this Prospectus.

4.7 Substantial Shareholders

Based on the substantial holder notices provided to the Company and a review of the Company's share registry as at the date of this Prospectus, those persons which together with their associates have a voting power in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Shareholding	Shareholding (%)
Investment Limited	17,710,727	16.71

Substantial Shareholder	Shareholding	Shareholding (%)
Peter Anderton	13,063,414	12.32
BPM Capital Limited	8,000,000	7.55
Betty Moore ¹	6,915,757	6.52
Phillip Hammond ¹	5,940,102	5.60

Notes:

- Ms Moore and Mr Hammond jointly hold 765,102 Shares.

4.8 Interests of Directors

(a) Information disclosed in this Prospectus

Except as disclosed in this Prospectus, no Director and no firm in which a Director is a partner:

- has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the New Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Shares offered under this Prospectus; or
- has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the New Shares offered under this Prospectus.

(b) Security holdings

The Directors have the following relevant interests in the Securities as at the date of this Prospectus:

Director	Shares	% ¹	Options		
			Number	Exercise price	Expiry date
B Barnes	5,231,958	4.94	2,000,000	\$0.125	30 November 2020
			800,000	\$0.09	14 January 2023
			800,000	\$0.12	14 January 2023
R Adam	233,334	0.22	400,000 ²	\$0.09	25 January 2023
			400,000 ²	\$0.12	25 January 2023
S Zaninovich	Nil	N/A	400,000 ²	\$0.09	27 February 2023
			400,000 ²	\$0.12	27 February

Director	Shares	% ¹	Options		
			Number	Exercise price	Expiry date
					2023

Notes:

1. Percentage of total Shares on issue as at the date of this Prospectus.
2. The issue of these Options is subject to the receipt of Shareholder approval at the next general meeting of Shareholders.

It is the present intention of Ms Bronwyn Barnes and Mr Robert Adam present to take up all, or part of, their Entitlements specified above under the Entitlement Offer.

(c) **Remuneration**

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 determined by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the Listing Rules, as applicable. Subject to the Listing Rules, the aggregate maximum sum will be divided among non-executive Directors in such a proportion and manner as the Board agrees or in the absence of agreement, equally.

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 respectively in or about the performance of their duties as Directors.

The following table shows the annual remuneration paid to both executive and non-executive Directors inclusive of superannuation for the financial year ended 30 June 2018.

Director	Salary & fees (\$)	Superannuation (\$)	Share based payments (\$)	TOTAL (\$)
B. Barnes	50,000	-	186,254	236,254
D. Fisher	49,500	-	-	49,500
B. McFadzean	49,500	-	-	49,500
C. Baird	42,500	4,038	34,467	85,331

The following table shows the proposed annual remuneration to both executive and non-executive Directors inclusive of superannuation for the financial year ended 30 June 2019:

Director	Salary & fees (\$)	Superannuation (\$)	Share based payments (\$)	TOTAL (\$)
B. Barnes	50,000	-	35,000	85,000
D. Fisher ¹	13,613	-	15,809	15,809
B. McFadzean ²	12,375	-	26,809	28,609
C. van Wijk ³	52,312	4,970	-	57,282
R. Adam ⁴	14,583	-	23,920 ⁷	38,503
M. Barron ⁵	3,208	-	-	3,208
S. Zaninovich ⁶	11,667	-	23,600 ⁷	35,267

Notes:

1. Resigned as director on 15 October 2018.
2. Resigned as a director on 25 January 2019.
3. Resigned as a director on 27 February 2019.
4. Appointed as a non-executive director on 25 January 2019.
5. Appointed as a non-executive director on 15 October 2019 and resigned on 19 November 2018.
6. Appointed as a non-executive director on 27 February 2019.
7. Subject to Shareholder approval:
 - a. 800,000 options exercisable for a period of four years from the date of grant at an exercise price of \$0.09 per share; and
 - b. 800,000 options exercisable for a period of four years from the date of grant at an exercise price of \$0.12 per share.

4.9 Related party transactions

There are no related party transactions involved in the Entitlement Offer.

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

4.10 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the New Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the New Shares offered under this Prospectus.

4.11 Expenses of Offers

Estimated expenses of the Offers	\$
Quotation fees	6,425
Discovery fees	75,000
ASIC lodgement fee	3,206
Legal and preparation expenses	40,000
General administrative expenses	5,000
TOTAL	129,631

4.12 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Securities under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Dentons has given its written consent to being named as the solicitors to the Company in this Prospectus. Dentons has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. Dentons does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section and, 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.

Discovery has given its written consent to being named as the corporate adviser to the Company in this Prospectus. Discovery has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. Discovery does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section and, 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.

JP Equity Partners has given its written consent to being named as the lead manager to the Company in this Prospectus. JP Equity Partners has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. JP Equity Partners does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section and, 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.

Computershare has given its written consent to being named as the share registry to the Company in this Prospectus. Computershare has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. Computershare does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section and, 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.

5. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors.

This Prospectus is signed for and on behalf of Company by:

A handwritten signature in black ink that reads "Bronwyn Barnes". The signature is written in a cursive style with a period at the end.

Bronwyn Barnes
Non-Executive Chair
Dated 26 June 2019

6. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ or A\$ means Australian dollars.

Amending Legislation has the meaning in Section 3.1(f).

Applicant means a person who submits an Application Form.

Application means a valid application for Share made on an Application Form.

Application Form means the Entitlement and Acceptance Form provided by the Company with a copy of this Prospectus.

Application Monies means the amount of money in dollars and cents payable for the New Shares pursuant to the Entitlement Offer and the Shortfall Shares under the Shortfall Offer (as the context requires).

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Limited (ACN 008 504 532).

ASX Settlement Operating Rules means ASX Settlement Operating Rules of ASX Settlement.

Board means the Directors meeting as a board.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Sub-registry System.

Closing Date means the date specified in Section 1.3, as extended or shortened in accordance with that Section.

Company means Indiana Resources Limited (ACN 009 129 560).

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

Conversion Amount has the meaning given in Section 1.2.

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

Dentons means Dentons Australia Limited (ACN 100 963 308).

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

Discovery means Discovery Capital Partners (ACN 009 129 560).

Entitlement means number of New Shares that an Eligible Shareholder is entitled to subscribe for under the Entitlement Offer, being 1 New Share for every 2 existing Shares held at the Record Date.

Entitlement and Acceptance Form means the personalised form accompanying this Prospectus that sets out the Entitlement of the Eligible Shareholder pursuant to the Entitlement Offer.

Entitlement Offer means an offer under this Prospectus to apply for New Shares.

General Meeting means the shareholder meeting to be held on or about 8 August 2019.

Group means the Company and each of its subsidiaries.

Ineligible Shareholder means a Shareholder with a registered address outside of Australia.

Issuer Sponsored means Securities issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESSE.

JORC means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Resources

JP Equity Partners means JP Equity Holdings Pty Ltd (ACN 626 933 364).

Lead Manager Mandate means the agreement between the Company, Discovery and JP Equity Partners dated 24 June 2019.

Listing Rules means the official listing rules of ASX and any other rules of ASX which are applicable while any Securities are admitted to the Official List, each as amended or replaced from time to time, except to the extent of any express waiver by ASX.

Loan Agreement means the loan agreement between the Company and an entity formerly associated with Mr Michael Fotios dated, and announced on, 31 October 2018 as amended and announced on 13 March 2019.

Mineral Resources and Ore Reserves has the meaning as defined in JORC.

New Shares means a Share offered to Eligible Shareholders under the Entitlement Offer and Shortfall Offer, or a Share offered to the Placement Participants, under this Prospectus (as the context requires).

Offers means the Entitlement Offer and the Shortfall Offer.

Official List means the official list of ASX.

Official Quotation means quotation of Shares on the Official List.

Option means an option to acquire a Share, subject to certain terms and conditions.

Placement means the issue of 12,500,000 Shares to Placement Participants at an issue price of \$0.024 per Share (being the same issue price as the Entitlement Offer) to raise approximately \$300,000 (before costs).

Placement Participants means sophisticated or professional investors (as those terms are defined under sections 708(8) and 708(11) of the Corporations Act respectively), none of whom are a related party of the Company.

Prospectus means this prospectus dated 26 June 2019.

Record Date means 5:00pm (WST) on 1 July 2019.

Section means a section of this Prospectus.

Securities mean any securities including Shares and Options issued or granted by the Company, as applicable.

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

Share Registry or **Computershare** means Computershare Investor Services Pty Limited (ACN 078 279 277).

Shareholder means a holder of Shares.

Shortfall or **Shortfall Shares** means New Shares that are not subscribed for under the Entitlement Offer and which constitute Shortfall.

Shortfall Offer means the offer of Shortfall under this Prospectus, which includes the offer in relation to the Shortfall Shares.

Tanzania Regulations has the meaning in Section 3.1(f).

WST means Western Standard Time, being the time in Perth, Western Australia.