

10th July 2020

Options Entitlement Issue Offer

Further to its 25 June 2020 and 8 July 2020 announcements, **Indiana Resources Limited (ASX: IDA)** ('**Indiana**' or '**the Company**') is pleased to announce its Non-Renounceable pro rata Option Entitlement Rights Issue Offer (**Offer**) on the basis of three (3) New Listed Options exercisable at \$0.03 and with an expiry date of 12 months from the date of issue, for every four (4) Shares held by Eligible Shareholders registered at the Record Date, at an issue price of \$0.002 per New Listed Option to raise up to \$325,492 (before costs). The Company intends to apply for quotation of the new Options.

The purpose of the Offer is to recognise the invaluable support the Company has received from its Shareholders.

As announced on 8 July 2020, the Company has entered into an underwriting agreement with Terrain Capital Markets Limited (**Underwriter**) to act as underwriter to the Offer (**Underwriting Agreement**). The Underwriter has agreed to fully underwrite the Offer and will be paid a total fee of 3% (plus GST) of the underwritten amount. The Underwriter will also be issued 1,000,000 listed options (exercisable at \$0.03 on or before the date that is 12 months from the date of issue). The Underwriting Agreement gives the Underwriter the right to enter into sub-underwriting agreements to pass on some or all of its obligations to subscribe for the shortfall under the Underwriting Agreement. Full details regarding the terms of the Underwriting Agreement are set out in the Prospectus.

An electronic copy of the Prospectus, along with information with respect to application for your entitlement under the Offer, is accessible at <https://idaoffer.thereachagency.com>. Eligible Shareholders' acceptance of the Offer must be made on the Entitlement and Acceptance Form which is available at <https://idaoffer.thereachagency.com>.

The Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue the Prospectus. In particular, this document may not be distributed to any person and the New Listed Options may not be offered or sold, in any country outside of Australia and New Zealand.

It is not practicable for the Company to comply with the securities laws of jurisdictions outside Australia and New Zealand, having regard to the number of Shareholders in those jurisdictions, the number and value of Shares held by those Shareholders and the cost of complying with regulatory requirements in each relevant jurisdiction.

The Board of Indiana recommends all Eligible Shareholders take up their Entitlement and each of the Directors of the Company have confirmed that they will take up their entitlements under the Offer.

The Company will release a revised Appendix 3B relating to the Non-Renounceable pro rata Option Entitlement Rights Issue Offer in line with this release.

Ends



This announcement is authorised for release to the market by the Board of Directors of Indiana Resources Limited.

For further information, please contact:

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Executive Chair
T: +61 (0) 417 093 256

Aida Tabakovic
Company Secretary
T: +61 8 9481 0389

INDIANA RESOURCES LIMITED

(ACN 009 129 560)

OPTIONS ENTITLEMENT OFFER PROSPECTUS

For a non-renounceable pro rata entitlement offer of three (3) New Listed Options, exercisable at \$0.03 and with an expiry date of 12 months from the date of issue, for every four (4) Shares held by Eligible Shareholders registered at the Record Date, at an issue price of \$0.002 per New Listed Option to raise up to \$325,492 (before costs) (**Offer**).

The Offer is fully underwritten by Terrain Capital Markets Limited (ACN: 061 986 258) (AFSL: 240 284) (**Underwriter**). Refer to section 9.6 for details regarding the terms of the Underwriting Agreement.

This Prospectus also contains an offer of 1,000,000 New Listed Options to the Underwriter in accordance with the Underwriting Agreement (**Underwriter Offer**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The New Listed Options offered by this Prospectus should be considered as highly speculative.

TABLE OF CONTENTS

1.	CORPORATE DIRECTORY	3
2.	CHAIRPERSON'S LETTER.....	4
3.	TIMETABLE.....	5
4.	IMPORTANT NOTES.....	6
5.	DETAILS OF THE OFFER	8
6.	PURPOSE AND EFFECT OF THE OFFER.....	16
7.	RIGHTS AND LIABILITIES ATTACHING TO SECURITIES.....	20
8.	RISK FACTORS	24
9.	ADDITIONAL INFORMATION	29
10.	DIRECTORS' AUTHORISATION	42
11.	GLOSSARY.....	43

1. CORPORATE DIRECTORY

Directors

Bronwyn Barnes
Executive Chair

Robert Adam
Non-Executive Director

Steven Zaninovich
Non-Executive Director

Company Secretary

Aida Tabakovic

Registered Office

Spectrum Building, Unit 18
Level 2, 100-104 Railway Road
Subiaco WA 6008

Telephone: +61 8 6149 6128

Email: info@indianaresources.com.au
Website: www.indianaresources.com.au

ASX code: IDA

Share Registry*

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth WA 6000

Telephone: 1300 850 505 (within Australia)
or +61 (0)3 9415 4000 (outside Australia)

Auditor*

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

Solicitors

Nova Legal
Level 2, 50 Kings Park Road
West Perth WA 6005

Dentons Australia Limited
567 Collins Street
Melbourne VIC 3000

Underwriter

Terrain Capital Markets Limited
8 Chapel Street
Richmond VIC 3121

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

2. CHAIRPERSON'S LETTER

Dear Shareholders,

I am very pleased to present to you on behalf of the Board of Indiana Resources Ltd the opportunity to participate in the Company's Options Entitlement Offer.

This year has been a challenging one, not only with those brought about by the Covid-19 pandemic, but also in relation to the Company's dispute with the Government of Tanzania following its expropriation of the Ntaka Hill Nickel Project in December 2019. The first six months of this year have been dedicated to protecting the rights of shareholders and seeking to commence arbitration activities through the International Centre for Settlement of Investment Disputes ("ICSID"), part of the World Bank.

Indiana is the majority shareholder and manager of the Joint Venture for the Ntaka Hill Nickel Project and is leading legal and litigation funding activities with regards to this matter. In April 2020 the Company appointed highly experienced international investment arbitration law firm Lalive to represent the Claim to Arbitration against the Government of Tanzania.

In June 2020 Indiana announced that a Litigation Funding Agreement ("LFA") for **USD4,653,400** had been secured with Litigation Capital Management Limited ("LCM") - a firm listed on the Alternative Investment Market ("AIM") of the London Stock Exchange. The terms of the LFA will provide financial support for all legal costs in bringing the Claim to Arbitration against the Government of Tanzania and due diligence activities are well advanced to enable a Funding Confirmation Notice to be issued that provides for the funding facility to commence being used to support legal costs.

The fact the Company now has in place a solution where litigation is funded by an experienced and dedicated party, and costs will not be borne by Indiana's shareholders, is a concrete step in preparing for arbitration to commence as soon as possible.

The Covid-19 pandemic has limited our ability to continue with exploration activities in Mali, and with travel restrictions now in place until well into 2021, as advised by the Federal Government, the Board has commenced reviewing project opportunities in Australia that fit within our overall strategy to create shareholder value. We have assessed a number of opportunities to date and are confident that there remains real potential for exploration success in Australia in the current environment. We look forward to being able to finalise an acquisition in due course when we have found the right project in the right commodity.

In the meantime, the Board has focused on reducing costs and running a tight budget until we have selected a path forward. This options entitlement issue has been designed to provide shareholders with an opportunity to subscribe for options at a low-cost entry point with the ability to convert those options to shares in the next 12 months at today's price. The Company's 15 day volume weighted average price up until 3 July 2020 was 3.3c. The Company has secured an underwriter for any options not subscribed to ensure that sufficient cash is raised from the options issue to provide ongoing funding for the foreseeable future. The Company also intends to apply to have the options listed on the Australian Stock Exchange.

I would like to thank shareholders for their continued support of the Company during what has been a particularly difficult 6 months. We look forward to working through our process to arbitration and also securing additional project opportunities that can create future value for shareholders.

Yours sincerely
Bronwyn Barnes
Executive Chair

3. TIMETABLE

EVENT	DATE
Announcement of Offers and lodgement of Appendix 3B with ASX	Thursday, 25 June 2020
Lodgement of Prospectus with ASIC and ASX	Friday, 10 July 2020
Ex date (date from which Shares trade without entitlements to participate in the Offer)	Tuesday, 14 July 2020
Record Date for determining Entitlements	Wednesday, 15 July 2020
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders, and Company announces that this has occurred	Monday, 20 July 2020
Opening date of the Offers	Monday, 20 July 2020
Last day to extend Closing Date of the Offers	Friday, 24 July 2020
Closing Date (5.00pm WST)	Wednesday, 29 July 2020
Securities quoted on a deferred settlement basis	Thursday, 30 July 2020
Announcement of results of the Offers	Monday, 3 August 2020
Last day for the Company to issue the Securities under the Offers and lodge an Appendix 2A	Wednesday, 5 August 2020

* The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the New Listed Options are expected to commence trading on ASX may vary.

4. IMPORTANT NOTES

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 10 July 2020 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC, ASX, the Underwriter nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Application for Official Quotation of the New Options offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. The fact that ASX may quote the New Listed Options is not to be taken in any way as an indication of the merits of the Company. If ASX does not grant Official Quotation of the New Listed Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by ASIC), the Company will not issue any New Options and will repay all application monies for the New Options within the time prescribed under the Corporations Act, without interest.

No New Listed Options may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

Applications for New Listed Options will only be accepted on an original Entitlement and Acceptance Form provided by the Company with a copy of this Prospectus either in paper or electronic form. No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in the Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

No action has been taken to permit the offer of New Listed Options under this Prospectus in any jurisdiction other than Australia or New Zealand. 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 of New Listed Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. Based on the current shareholding and Entitlements of Shareholders (including substantial Shareholders) as at the date of this Prospectus, regardless of the amount raised under the Offer, no Shareholder will increase their holding to an amount in excess of 19.9% through applying for their Entitlements and exercising their New Options.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to their particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances.

As a consequence, it is important that investors read this Prospectus in its entirety and seek professional advice where necessary.

The New Listed Options the subject of this Prospectus, should be considered highly speculative.

This Prospectus is a transaction specific prospectus for an offer of New Listed Options to acquire continuously quoted securities (as defined in the Corporations Act) and has

been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

4.1 Risk factors

Potential investors should be aware that subscribing for New Listed Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 8 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the New Listed Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for New Listed Options pursuant to this Prospectus.

4.2 Forward-looking statements

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.

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 expected to take place.

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 management.

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.

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.

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 8 of this Prospectus.

4.3 Prospectus availability

A copy of this Prospectus can be downloaded from the Company's website at www.indianaresources.com.au or the share registry's website at <https://idaoffer.thereachagency.com>. The Offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia and New Zealand. A hard copy of this Prospectus may be obtained by contacting the Company.

5. DETAILS OF THE OFFER

5.1 The Offer

The Offer is being made as a non-renounceable entitlement offer of three (3) New Listed Options for every four (4) Shares held by Eligible Shareholders registered at the Record Date, at an issue price of \$0.002 per New Listed Option. Fractional entitlements will be rounded up to the nearest whole number.

The New Listed Options offered under this Prospectus will form a new class of securities of the Company, and will be quoted (subject to satisfaction of ASX Listing Rule requirements), have an exercise price of \$0.03 each and will be exercisable at any time on or before 5.00pm (WST) 12 months from the date of issue. The New Listed Options will only be admitted to Official Quotation if the quotation requirements under the ASX Listing Rule are satisfied. If the quotation requirements are not satisfied or ASX otherwise does not grant Official Quotation of the New Listed Options, the Company will not issue any New Options and will repay all application monies for the New Options within the time prescribed under the Corporations Act, without interest.

Eligible Shareholders (other than Directors and related parties) will be able to apply for Shortfall Options in excess of their Entitlements, further details of which are set out in section 5.3 of this Prospectus.

Based on the capital structure of the Company as at the date of this Prospectus (assuming no Options are exercised or other Shares issued prior to the Record Date), a maximum of 162,746,020 New Listed Options will be issued pursuant to this Offer to raise up to approximately \$325,492 (before costs). If all New Listed Options issued under the Offer are exercised (exercisable at \$0.03, on or before the expiry period, being 12 months from the date of issue), the Company will receive approximately \$4,882,380.

As at the date of this Prospectus the Company has 216,994,693 Shares and 34,062,146 Options on issue. Please refer to section 6.4 of this Prospectus for information on the exercise price and expiry date of the Options currently on issue.

All of the New Options offered under this Prospectus will be issued on the terms and conditions set out in section 7.1 of this Prospectus.

All of the Shares issued upon the future exercise of the New Listed Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 7.2 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the Offer and the intended use of funds raised are set out in section 6.1 of this Prospectus.

5.2 Underwriter Offer

The Underwriter Offer is for an offer of 1,000,000 New Listed Options (**Underwriter Options**) to the Underwriter in accordance with the Underwriting Agreement, the details of which are set out in Section 9.6.

The Underwriter Options will be issued to the Underwriter on the terms and conditions set out in section 7.1 of this Prospectus (being the same terms and conditions as the New Listed Options offered under the Offer).

The primary purpose of the Underwriter Offer is to facilitate secondary trading of the Underwriter Options, as well as to facilitate secondary trading of any Shares issued upon exercise of the Underwriter Options. The Company is precluded from issuing a

'cleansing' notice in respect of the Underwriter Options as they are not in a class of securities that were quoted securities at all times in the last 3 months. Accordingly, the Company is offering the Underwriter Options to the Underwriter under this Prospectus.

All Shares issued on conversion of the Underwriter Options will rank equally with the Shares on issue at the date of this Prospectus.

No funds will be raised from the Underwriter Options as they being issued for nil cash consideration in part payment of fees to the Underwriter in accordance with the Underwriting Agreement.

The Underwriter Offer is a personal offer to the Underwriter. As such, Underwriter Options offered under the Underwriter Offer will be allocated and issued to the Underwriter only.

5.3 Minimum subscription

There is no minimum subscription.

5.4 Shortfall

Any New Listed Options not applied for under the Offer will become Shortfall Options.

Eligible Shareholders (other than Directors and related parties) who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Options by completing the Entitlement and Acceptance Form in accordance with the instructions on that form. It is possible that there will be no Shortfall Options available for issue.

Subject to the above, the Directors (in consultation with the Underwriter) reserve the right at their absolute discretion, and subject to the Corporations Act and Listing Rules, to place Shortfall Options at their discretion, to reject any application for Shortfall Options or to grant a lesser number of Shortfall Options than applied for. Applicants for Shortfall Options will be bound to accept a lesser number of Shortfall Options allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable following issue of the Shortfall Options.

Notwithstanding the above, no Shortfall Options will be allocated or issued to any related party of the Company (including Directors and their associates) or to any person to the extent that the Company is aware that to do so would result in a breach of the Corporations Act, the Listing Rules or any other relevant legislation or law, including without limitation, a breach of section 606 of the Corporations Act.

5.5 Underwriting and sub-underwriting

The Offer is fully underwritten by the Underwriter. Refer to Section 9.6 of this Prospectus for details of the terms of the Underwriting Agreement.

The Underwriting Agreement gives the Underwriter the right to enter into sub-underwriting agreements to pass on some or all of its obligations to subscribe for the Shortfall under the Underwriting Agreement.

The Underwriter has entered into a sub-underwriting agreement with each of Whitehaven Investments Pty Ltd (**Whitehaven**) and Ellamar Pty Ltd (**Ellamar**) to part sub-underwrite the Offer (together, the **Sub-Underwriting Agreements**). Whitehaven will sub-underwrite the Offer up to \$65,098.41 (32,549,205 New Listed Options) and Ellamar will sub-underwrite the Offer up to \$260,393.63 (130,196,815 New Listed Options).

5.6 Acceptance

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus or by following the instructions for online acceptance accessible at <https://idaoffer.thereachagency.com>. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

The number of New Listed Options to which Eligible Shareholders are entitled (your Entitlement) is shown on your personalized Entitlement and Acceptance Form which, along with this Prospectus, is accessible at <https://idaoffer.thereachagency.com>.

You may participate in the Offer as follows:

- (a) if you wish to accept your full Entitlement:
 - (i) complete the Entitlement and Acceptance Form or apply for your full entitlement of New Listed Options online by visiting the IDA Offer website at <https://idaoffer.thereachagency.com>. You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode to access the online application system and follow the instructions provided including making payment by BPAY (or EFT, if applicable); and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form (unless you pay by BPAY as set out in clause 5.7 below); or

- (b) if you wish to accept **part** of your Entitlement;
 - (i) complete the Entitlement and Acceptance Form and apply for the number of Options you wish to accept or apply for your full entitlement of New Listed Options online by visiting the IDA Offer website at <https://idaoffer.thereachagency.com>. You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode to access the online application system and follow the instructions provided including making payment by BPAY (or EFT, if applicable); and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form (unless you pay by BPAY as set out in clause 5.7 below); or

- (c) if you wish to accept your **full Entitlement and apply for additional Shortfall Options**;
 - (i) complete the Entitlement and Acceptance Form plus the number of Shortfall Options you wish to accept or apply for your full entitlement of New Listed Options online by visiting the IDA Offer website at <https://idaoffer.thereachagency.com>. You will need to provide your Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) and postcode to access the online application system and follow the instructions provided including making payment by BPAY (or EFT, if applicable); and
 - (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form (unless you pay by BPAY as set out in clause 5.7 below); or

- (d) if you do not wish to accept all of your Entitlement, you are not obliged to do anything.

5.7 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form which can be accessed at <https://idaoffer.thereachagency.com>. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

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

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

Any application monies received for more than your final allocation of New Options (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

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

5.8 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Indiana Resources Limited" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry (as specified in the Entitlement and Acceptance Form) no later than 5:00 pm WST on the Closing Date.

5.9 Effect on control of the Company

(a) Sub-underwriting by Whitehaven

Whitehaven (and its associates) do not currently hold any Shares or Options. Assuming that Whitehaven is required to sub-underwrite the maximum number of New Options (being 32,549,205 New Options), Whitehaven may accordingly acquire a maximum voting power in the Company of approximately 8.57%, assuming all New Options are issued under the Offer and exercised. Whitehaven's obligation to subscribe for New Options will reduce to the extent that Shareholders take up their Entitlements under the Offer.

(b) Sub-underwriting by Ellamar

Ellamar (and its associates) currently holds 4,976,578 Shares and 6,000,000 Options. Assuming that Ellamar is required to sub-underwrite the maximum number of New Options (being 130,196,815 New Options), Ellamar may accordingly acquire a maximum voting power in the Company of approximately 36.6%, assuming all

New Options are issued under the Offer and exercised, and all existing Options held by Ellamar are exercised. Ellamar's obligation to subscribe for New Options will reduce to the extent that Shareholders take up their Entitlements under the Offer.

The Underwriter presently is neither a shareholder of the Company or a related party of the Company for the purpose of the Corporations Act.

The extent to which Shares are issued upon the future exercise of the New Options offered under this Prospectus pursuant to the Underwriting Agreement will increase the Underwriter's voting power in the Company (which as at the date of this Prospectus, is 0%).

The Underwriter will receive 1,000,000 Underwriter Options as part of the fees payable by the Company to the Underwriter pursuant to the Underwriting Agreement. Please refer to section 9.6 of this Prospectus for details of the terms of the Underwriting Agreement.

The Underwriter's present relevant interest and changes under several scenarios are set out in the table below (assuming that all New Options issued to the Underwriter have been duly exercised, including the Underwriter Options):

Event	Shares held by Underwriter (assuming that all New Options issued to the Underwriter have been duly exercised)	Voting power of Underwriter (assuming that all New Options issued to the Underwriter have been duly exercised)
Date of Prospectus	Nil	Nil
Completion of Entitlement Offer		
Fully subscribed	Nil	Nil
75% subscribed	40,936,505	10.75%
50% subscribed	81,873,010	21.50%
25% subscribed	122,809,515	32.26%
0% subscribed	163,746,020	43.01%

The number of Shares held by the Underwriter and its voting power in the table above show the potential effect of the underwriting of the Offer, following exercise of all New Options issued to the Underwriter. However, it is unlikely that no shareholders, other than the Underwriter, will take up entitlements under the Offer. The underwriting obligation and therefore potential voting power of the Underwriters will reduce by a corresponding amount for the amount of entitlements under the Offer taken up by Shareholders. Furthermore, the voting power of the Underwriter will also be reduced to the extent that sub-underwriters subscribe for any Shortfall.

Any increase in voting power of the Underwriter above 20% will be permitted pursuant to the "underwriting exception" in item 13 of section 611 of the Corporations Act. The Company and the Underwriter have confirmed that no sub-underwriter nor existing Shareholder will increase its voting power to above 20% as a result of the Offer or Shortfall Offer.

In addition, Shareholders should note that if they do not participate in the Offer, their holdings, upon the future exercise of the Options offered under the Offer (provided no existing Options are exercised), are likely to be diluted by approximately 42.86% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders is set out in the

table below:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% post Offer
Shareholder 1	10,000,000	4.61%	7,500,000	10,000,000	2.63%
Shareholder 2	5,000,000	2.30%	3,750,000	5,000,000	1.32%
Shareholder 3	1,500,000	0.69%	1,125,000	1,500,000	0.40%
Shareholder 4	400,000	0.18%	300,000	400,000	0.11%
Shareholder 5	50,000	0.02%	37,500	50,000	0.01%

Notes:

1. This table assumes that all New Options are exercised.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage. Percentages post-Offer have been calculated on the basis that all New Options issued under the Offer are exercised.

5.10 Shortfall Offer

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

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price and terms for each New Option to be issued under the Shortfall Offer will be the same as the New Options being offered under the Offer (**Shortfall Options**).

Eligible Shareholders, who take up their Entitlement in full, who wish to subscribe for New Options above their Entitlement are invited to apply for Shortfall Options under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form.

Eligible Shareholders accepting their full Entitlement can apply for Shortfall Options by following the instructions set out in the Entitlement and Acceptance Form.

Surplus application monies will be returned to Applicants as soon as practicable following the issue of all Shortfall Options. The Company reserves the right to close the Shortfall Offer early.

In respect of the Shortfall Offer, it is the responsibility of any Applicant outside Australia to ensure compliance with all laws of any country relevant to their applications, and any such applicant should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed to enable them to apply for and be issued any securities.

No action has been taken to register or qualify the Shortfall Options or the Shortfall Offer or otherwise to permit a public offering of the Shortfall Securities in any jurisdiction outside Australia and New Zealand.

The Underwriter, in consultation with the Directors, reserves the right to issue Shortfall Options at its absolute discretion and in accordance with the terms of the Underwriting Agreement. The Underwriter reserves the right to refuse an application for Shortfall Options from Eligible Shareholders or issue a lesser number of Shortfall Options than

applied for or no Shortfall Options at all.

The Company notes that no New Options will be issued to an Applicant under this Prospectus or via the Shortfall Offer if the subsequent issue of Shares on exercise of the Options would contravene the takeover prohibition in section 606 of the Corporations Act.

5.11 ASX listing

Application for Official Quotation of the New Options (hereafter including the Shortfall Options) offered pursuant to this Prospectus will be made to ASX within 7 days after the date of this Prospectus.

The quotation of the New Options is conditional on the Company satisfying ASX requirements for quotation of a new class of securities (which includes, amongst other things, there being a minimum of 100,000 New Options on issue, with at least 50 holders holding a marketable parcel).

If ASX does not grant Official Quotation of the New Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by ASIC), the Company will not issue any New Listed Options and will repay all application monies for the New Options within the time prescribed under the Corporations Act, without interest.

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

5.12 Allotment

New Options issued pursuant to the Offer will be allotted in accordance with ASX Listing Rules and timetable set out in this Prospectus.

Where the number of New Options issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without interest to the Applicant as soon as practicable after the issue date of the New Options.

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

Holding statements for New Options (including any Shortfall Options) issued under the Offer will be mailed in accordance with ASX Listing Rules and timetable set out at the commencement of this Prospectus.

5.13 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. In particular, this document may not be distributed to any person and the New Options may not be offered or sold, in any country outside of Australia and New Zealand.

It is not practicable for the Company to comply with the securities laws of jurisdictions outside Australia and New Zealand, having regard to the number of Shareholders in those jurisdictions, the number and value of Shares held by those Shareholders and the

cost of complying with regulatory requirements in each relevant jurisdiction.

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. No action has been taken to register or qualify the New Options the subject of this Prospectus or otherwise permit a public offering of the New Options the subject of this Prospectus in any jurisdiction outside Australia.

New Zealand

The New Options are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of New Options is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Nominees and custodians

Nominees and custodians may not distribute this Prospectus (including an Entitlement and Acceptance Form), and may not permit any beneficial Shareholder to participate in the Offer, in any country outside of Australia and New Zealand. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

5.14 Enquiries

If you have any questions regarding your Entitlement or the Offer, please contact Aida Tabakovic, Company Secretary on (08) 9481 0389.

6. PURPOSE AND EFFECT OF THE OFFER

6.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$325,492 before costs.

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

Item	Proceeds of the Offer	Full Subscription (\$)	%
1.	Expenses of the Offer ¹	45,231	13.9%
2.	Working capital	90,261	27.7%
3.	Support legal and corporate costs – arbitration proceedings against the Government of Tanzania	30,000	9.2%
4.	Project generation and acquisitions	135,000	41.5%
5.	Administration costs for the Mali West Gold Projects	25,000	7.7%
	Total	325,492	100%

Note: Refer to section 9.10 of this Prospectus for further details relating to the estimated expenses of the Offers.

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

6.2 Effect of the Offers

The principal effect of the Offers, assuming all New Options offered under the Prospectus are issued, will be to:

- (a) increase the cash reserves by \$258,261 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Options on issue from 34,062,146 as at the date of this Prospectus to 197,808,166 Options.

6.3 Pro-forma balance sheet

The audited balance sheet as at 31 December 2019 and the unaudited pro-forma balance sheet as at 31 May 2020 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all New Options offered under the Prospectus are issued.

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

	CONSOLIDATED GROUP AUDITED 31 December 2019 \$	CONSOLIDATED PROFORMA (UNAUDITED) 31 May 2020 \$	CONSOLIDATED PROFORMA (UNAUDITED) 5 August 2020 \$
CURRENT ASSETS			
Cash and cash equivalents	241,071	150,772	874,733
Trade and other receivables	351,490	178,701	178,701
TOTAL CURRENT ASSETS	592,561	329,473	1,053,434
NON-CURRENT ASSETS			
Plant and equipment	97,692	99,488	99,488
Exploration and evaluation expenditure assets	977,852	977,852	977,852
TOTAL NON-CURRENT ASSETS	1,075,544	1,077,340	1,077,340
TOTAL ASSETS	1,668,105	1,406,813	2,130,774
CURRENT LIABILITIES			
Trade and other payables	1,133,637	1,179,327	1,179,327
Borrowings	-	-	-
TOTAL CURRENT LIABILITIES	1,133,637	1,179,327	1,179,327
TOTAL LIABILITIES	1,133,637	1,179,327	1,179,327
NET ASSETS	534,468	227,486	951,447
EQUITY			
Issued capital	15,001,374	15,369,324	16,093,285
Reserves	6,352,715	6,739,956	6,739,956
Accumulated losses	(20,819,621)	(21,881,794)	(21,881,794)
Equity attributable to owners of the parent	534,468	227,486	951,447
Non-controlling interests	-	-	-
TOTAL EQUITY	534,468	227,486	951,447

Notes:

1. The above unaudited 31 May 2020 statement of financial position is based on the unaudited Consolidated May 2020 management financial statements.
2. The above unaudited pro-forma 5 August 2020 statement of financial position is based on the unaudited pro-forma statement of financial position, adjusted for:
 - (a) funds raised pursuant to the Placement of \$450,000 less expenses of \$6,300, completed on 26 June 2020; and
 - (b) funds raised pursuant to the Offer of \$325,492 less expenses of the offer of \$45,231.

6.4 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all New Options offered under the Prospectus are issued, is set out below.

Shares

	Number
Shares currently on issue	216,994,693
Shares offered pursuant to the Offer	Nil
Total Shares on issue after completion of the Offer	216,994,693

Options

	Number
Options currently on issue:	
Options exercisable at \$0.125 on or before 23-Nov-2020	2,000,000
Options exercisable at \$0.12 on or before 22-Jul-2021	1,272,022
Options exercisable at \$0.20 on or before 04-Jul-2022	500,000
Options exercisable at \$0.03 on or before 25-Oct-2022	5,000,000
Options exercisable at \$0.0288 on or before 25-Oct-2022	1,340,124
Options exercisable at \$0.036 on or before 25-Oct-2022	5,000,000
Options exercisable at \$0.09 on or before 14-Jan-2023	800,000
Options exercisable at \$0.12 on or before 14-Jan-2023	800,000
Options exercisable at \$0.09 on or before 16-Aug-2023	800,000
Options exercisable at \$0.12 on or before 16-Aug-2023	800,000
Options exercisable at \$0.04 on or before 05-Oct-2023	3,500,000
Options exercisable at \$0.07 on or before 05-Oct-2023	5,000,000
Options exercisable at \$0.025 on or before 06-Oct-2022	2,500,000
Options exercisable at \$0.035 on or before 25-June-2022	3,000,000
Options exercisable at \$0.00 on or before 29-Jun-2022	1,250,000
Options exercisable at \$0.00 on or before 1-July-2022	500,000
Subtotal	34,062,146

Listed Options pursuant to the Offer exercisable at \$0.03, 12 months from the date of issue	162,746,020
Listed Options pursuant to the Underwriter Offer exercisable at \$0.03, 12 months from the date of issue	1,000,000
Total Options on issue after completion of the Offer¹	197,808,166

Note: The Company obtained Shareholder approval at its general meeting held on 7 July 2020 (**General Meeting**) to issue a total of 53,500,000 unlisted Options to Bronwyn Barnes. It is intended that the issue of these Options will occur progressively. The Company also obtained Shareholder approval at the General Meeting to issue 3,000,000 Options to Apollo Corporation in satisfaction of contractual commitments. It is intended that these Options will be issued no later than 3 months after the date of the General Meeting. Refer to the Company's notice of meeting released to ASX on 5 June 2020 for the full terms and conditions of these Options.

No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 251,056,839 Shares (assuming all Options are exercised) and on completion of the Offer (assuming all Entitlements are accepted) would be 414,802,859 Shares.

6.5 Details of substantial holders

Based on publicly available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Betty Jeanette Moore	18,025,000	8.31
Investmet Limited	17,910,728	8.25
Philip Colin Hammond	16,262,500	7.49
Mr Peter Owen Anderton	13,063,414	6.02

The Offers will have no effect on the quantity of Shares held by these substantial shareholders as only New Options are being issued.

7. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

7.1 New Listed Options

(a) **Entitlement**

Each New Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each New Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00 pm (WST) 12 months from the date of Issue (**Expiry Date**).

A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation

on ASX of Shares issued pursuant to the exercise of the New Options.

If a notice delivered under (f)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a New Option holder are to be changed in a manner consistent with the Corporations Act and ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(k) **Change in exercise price**

A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(l) **Transferability**

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(m) **Quotation**

The Company will seek Official Quotation of the New Options, subject to satisfying the quotation conditions of ASX Listing Rules. If ASX does not grant Official Quotation of the New Listed Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus (or such period as varied by ASIC), the Company will not issue any New Options and will repay all application monies for the New Options within the time prescribed under the Corporations Act, without interest.

7.2 Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being the underlying securities of the New Options to be issued pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities attaching to Shares. Full details of provisions

relating to rights attaching to Shares are contained in the Corporations Act, ASX Listing Rules and the Company's Constitution. A copy of the Company's Constitution was released to ASX on 7 July 2020.

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

(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 considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

The allotment and issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing Share or class of Shares), the Directors may issue Shares as they shall, in their absolute discretion, 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), whether or not the Company is being wound up, 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 Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

8. RISK FACTORS

8.1 Introduction

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

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

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

8.2 Company specific

(a) Potential for significant dilution

Upon implementation of the Offers, assuming none of the Company's existing Options are exercised prior to the Record Date and all Entitlements are accepted, the number of existing Options will increase from 34,062,146 currently on issue to 197,808,166 and this has the potential to increase the number of Shares on issue from 216,994,693 to 414,802,859 (assuming the exercise of all Options). This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict how many Options may be exercised and, at that time, what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matter.

The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.048 is not a reliable indicator as to the potential trading price of Shares and New Options after implementation of the Offer.

(b) Future Capital Requirements and Going Concern Risk

The Company's interim financial report for the half-year ended 31 December 2019 includes a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as the going concern.

Notwithstanding the 'going concern' paragraph included in the interim financial report, the Directors believe that the Company will have sufficient funds to adequately meet the Company's current expenditure commitments and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company.

The following actions (either singularly or in combination) have been considered by the Board as factors that will enable the Company to continue as a going concern:

- (i) The Company has been successful in raising capital whenever it has approached the markets in the past including recently with Company's June 2020 Placement, and the Directors are confident in the ability to continue to raise additional funds on a timely basis, as and when required;
- (ii) The ability of the Company to further scale back certain parts of their activities that are non-essential so as to preserve cash;
- (iii) Directors regularly monitor the Company's cash position and, on an on-going basis, consider a number of strategic initiatives to ensure that adequate funding continues to be available.

(c) **Exploration and Evaluation Risks**

By its nature, the business of mineral exploration, mine development, mine production and potential ore processing undertaken by the Company at its exploration projects or future projects, contain risks. The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, favourable commodity prices, securing and maintaining title to the Company's exploration tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing exploration tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration tenements.

(d) **Environmental Risks**

The operations and activities of the Company are subject to State and Federal laws and regulations on a country by country basis concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company conducts its activities in compliance with all environmental laws. The Company is not aware of any non-compliance at this point in time.

(e) **Title Risks**

Interests in tenements in Tanzania and Mali are governed by the local legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to, or its interest in tenements, if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

(f) **Sovereign Risk**

The Company's African projects are subject to the risks associated with operating in a foreign country. These risks may include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exploration licensing, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be

provided to local residents.

(g) Regulatory Risks

The Company's exploration and any future development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the tenements.

(h) Legislative Changes and Government Policy Risk

Changes in government regulations and policies may adversely affect the financial performance of the Company. The Company's capacity and ability to explore and mine any reserves, may be affected by changes in government policy, which are beyond the control of the Company.

(i) 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 or the 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.

(j) Occupational Health and Safety Risk

The Company is committed to providing a healthy and safe environment for its personnel, contractors and visitors. Mining and exploration activities have inherent risks and hazards. The Company provides appropriate instructions, equipment, preventative measures, first aid information, and training to all stakeholders through its occupational, health and safety management systems.

(k) Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies, or resource projects. Any such future transactions would be accompanied by the risks commonly associated with making acquisitions of companies, products, technologies, or resource projects.

(l) Force Majeure

The Company's projects now or in the future 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.

8.3 General risks

(a) Economic

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

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

(b) Market conditions

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

(c) Dividends

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(d) Security Investments

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular, securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market prices of the securities regardless of the Company's performance.

Mineral exploration and mining are speculative activities that may be hampered by circumstances beyond the control of the Company. Profitability depends on

successful exploration and/or acquisition of reserves, design, and construction of efficient processing facilities, competent operation and management and proficient financial management.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

(e) **Reliance on key personnel**

The Company is dependent on its management and technical personnel, the loss of whose services could materially and adversely affect the Company and impede the achievements of its business objectives.

There can be no assurance that the Company will be able to attract or retain sufficiently qualified personnel on a timely basis or retain its key management personnel.

(f) **Coronavirus (COVID-19)**

The outbreak of the coronavirus pandemic (COVID-19) is impacting on global economic markets. The nature and the extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any government or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. With the situation continually evolving, the consequences are therefore inevitably uncertain at this point in time. If any of COVID-19 impacts appear material prior to the close of the Offer, the Company will inform investors under a supplementary Prospectus.

8.4 Speculative investment

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

Therefore, the New Options 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 New Options.

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

9. ADDITIONAL INFORMATION

9.1 Company Update

The Company has been considering complementary exploration opportunities that may add further value for the Company's Shareholders for some time. The Company is currently in negotiations with third parties regarding the potential acquisition of mineral exploration assets, however, no agreement has been entered into and finalisation of any such agreement is uncertain at this stage. The Company will announce further details regarding such acquisition at the appropriate time in accordance with its continuous disclosure obligations.

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at www.indianaresources.com.au.

9.2 Litigation

As at the date of this Prospectus, the Company is involved in a dispute with the Government of Tanzania, through its majority shareholding position in Ntaka Hill Holdings Ltd. ("NNHL", incorporated in the United Kingdom) and the Ntaka Hill Nickel Project located in the Nachingwea Property in the south-eastern Tanzania ("the Ntaka Hill Project").

The Company is the manager of a Joint Venture for the Ntaka Hill Project and is leading activities relating to the dispute arising out of certain acts and omissions of the United Republic of Tanzania. The dispute relates to a breach of the Agreement between the Government of the United Kingdom of Great Britain and Northern Ireland and the Government of the United Republic of Tanzania for the Promotion and Protection of Investments ("BIT") and international law in relation to the Ntaka Hill Project, and the Notice which was delivered by the Company on 14 January 2020, in accordance with Article 8(3) of the BIT, that a dispute has arisen in relation to NNHL's investment in Ntaka Hill Nickel Project, as a result of the Tanzanian Government cancelling all Retention Licences issued prior to 10 January 2018 at which point they ceased to have any legal effect. The rights over all areas under Retention Licences, including the Retention Licence held for the Ntaka Hill Project, were immediately transferred to the Government of Tanzania. During the time from January 2018 to December 2019, the Company actively engaged with the Tanzanian Minister for Energy and Minerals and the Mining Commission in an effort to resolve a suitable tenure mechanism for the Ntaka Hill Project licence to be reinstated. At all times, Tanzanian Government representatives reassured the Company that the historic investment of the Company would be recognised and Company's rights would be respected and protected. In December 2019, the Mining Commission of Tanzania announced a public invitation to tender for the joint development of areas covered previously by Retention Licences. The public invitation was not sent to the Company but was advertised on the website for the Ministry of Energy and Minerals. Through above measures it was clear that the Tanzanian Government removed the ownership of the Ntaka Hill Project from the Company, and in doing so has breached its obligation to the Company under the BIT and the International Law.

Consequently, the Company has notified the Tanzanian Government on 14 January 2020, of the commencement of the six month period. The Notice of Intent is necessary in order to preserve the Company's rights to initiate arbitration should a resolution with the Tanzanian Government not be reached. In April 2020, the Company appointed Lalive, a highly experienced international investment arbitration law firm, as a legal advisor in claim to arbitration. In June 2020, the Company finalised a Litigation Funding Agreement ("LFA") for US\$4.65M with Litigation Capital Management Limited ("LCM"). The Funding Confirmation Notice provides up to US\$4.65M in non-recourse financing which is only repayable to LCM upon successful Claim or settlement of the Dispute that results in the recovery of any monies. In the event of no settlement or award, LCM is not entitled to any repayment of the financing facility.

For further information regarding this matter, please see the Company's announcements on 15 January 2020, 29 January 2020, 17 March 2020, 2 April 2020 and 5 June 2020 respectively.

The Company has previously advised (31 January 2019) that a Notice of Claim relating to the Koussikoto Ouest Project has been received. The exploration licence is held by Olive Mining SARL, a Malian company owned 75% by Mukuyu with the remaining 25% held by a private Malian citizen ('Minority Shareholder'). The Company had received a Notice of Claim from the Minority Shareholder alleging certain breaches of the shareholders' agreement between the Company and the Minority Shareholder, challenging the Company's 75% ownership and disputing responsibility for the Minority Shareholder's percentage of expenditure. The Company has received written legal advice that the claims of the Minority Shareholder were without foundation and continues to work with the Malian court system and the Minority Shareholder to resolve the matters included in the Statement of Claim.

The Directors are not aware of any other legal proceedings pending or threatened against the Company.

9.3 Continuous disclosure obligations

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

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

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing

Date:

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

There is no information which has been excluded from a continuous disclosure notice in accordance with ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus; and
- (b) would reasonably expect to find in this Prospectus.

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

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

Date	Description of Announcement
10/07/2020	Proposed Issue of Securities - IDA
10/07/2020	Options Entitlements Offer Prospectus
08/07/2020	Proposed issue of Securities – IDA
08/07/2020	Revised Timetable to the Proposed Option Entitlement Issue
07/07/2020	Constitution
07/07/2020	Results of Meeting
03/07/2020	Appendix 3G
30/06/2020	Appendix 3G
26/06/2020	Notice Under Section 708A and Appendix 2A
25/06/2020	Proposed issue of Securities - IDA
25/06/2020	Proposed issue of Securities - IDA
25/06/2020	Capital Raising Secured & Proposed Option Entitlements Issue
19/06/2020	Trading Halt
19/06/2020	Pause in Trading
05/06/2020	Letter to Shareholders – General Meeting

05/06/2020	Proposed issue of Securities - IDA
05/06/2020	Notice of General Meeting/Proxy Form
02/06/2020	USD\$4.65m Litigation Funding Agreement
29/05/2020	Trading Halt
29/04/2020	Quarterly Activities and Cashflow Reports
24/04/2020	Ceasing to be a substantial holder
09/04/2020	Notice Under Section 708A and Appendix 2A
09/04/2020	Proposed issue of Securities - IDA
08/04/2020	Notice Under Section 708A and Appendix 2A
08/04/2020	Completion of Placement and Covid-19 Update
08/04/2020	Proposed issue of Securities - IDA
07/04/2020	Trading Halt
03/04/2020	Trading Halt
02/04/2020	Legal Advisor Appointed for Claim Dispute
20/03/2020	Change of Address
19/03/2020	Finalisation of Proceedings – Termite Resources NL
17/03/2020	Legal Update on Claim to Arbitration - Tanzania
16/03/2020	Half Year Accounts
10/02/2020	Appendix 3G – Executive Chair Options
07/02/2020	Board Changes - Revised
07/02/2020	Board Changes
31/01/2020	Quarterly Activities and Cashflow Reports
29/01/2020	Update on Legal Claim - Tanzania
21/01/2020	High Grade Gold Soil Sample Results from Soboussire
15/01/2020	IDA serves Notice over Ntaka Hill Project Retention Licence
13/01/2020	Trading Halt
23/12/2019	Change of Director's Interest Notice x 3
23/12/2019	Appendix 3B
02/12/2019	Corporate Presentation
29/11/2019	Mali Exploration Update
29/11/2019	Results of Meeting
29/11/2019	2019 Annual General Meeting Chairman's Address
11/11/2019	Commencement of Soil Geochemistry Programme - Saboussire
30/10/2019	Quarterly Activities and Cashflow Reports
30/10/2019	Notice of Annual General Meeting/Proxy Form
28/10/2019	Appendix 3B
24/10/2019	Ntaka Hill Nickel Project Update
17/10/2019	Appendix 3B – Placement Shortfall

17/10/2019	Brisbane Resources Conference Presentation
11/10/2019	Completion of Shortfall Placement
03/10/2019	Appointment of General Manager - Exploration
01/10/2019	Appendix 4G Corporate Governance Principles
01/10/2019	Full Year Statutory Accounts

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

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

9.4 Market price of shares

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

	Price (\$)	Date
Highest	0.048	9 July 2020
Lowest	0.021	16 April to 27 April 2020
Last	0.048	9 July 2020

9.5 Material contracts

The following are summaries of the significant terms of the material agreements which relate to the business of the Company.

9.6 Underwriting Agreement

By an agreement between the Underwriter and the Company (**Underwriting Agreement**), the Underwriter agreed to fully underwrite the Offer for \$325,492 (**Underwritten Amount**), being 162,746,020 New Options (**Underwritten Securities**).

The Underwriter may appoint sub-underwriters to sub-underwrite the Offer. The appointment of any sub-underwriter and the allocation of any Underwritten Securities is at the sole discretion of the Underwriter.

Pursuant to the Underwriting Agreement, the Company has agreed to:

- (a) pay the Underwriter an underwriting fee of 3% (plus GST) of the Underwritten Amount; and
- (b) issue 1,000,000 Underwriter Options to the Underwriter (exercisable at \$0.03 on or before 12 months from the date of issue).

The Company is also obligated to pay to the Underwriter all costs and expenses incurred in relation to the Underwriting Agreement, including (but not limited to) legal expenses.

The obligation of the Underwriter to underwrite the Offer is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement if:

- (a) the Company's shares are suspended from trading on the ASX at any time following the lodgment of the Prospectus until the Closing Date;
- (b) ASX does not give approval for the Underwritten Securities to be listed for official quotation, or if approval is granted, the approval is subsequently withdrawn, qualified or withheld;
- (c) the Company or a Related Corporation (as defined in the Corporations Act) takes any steps to undertake a proposal contemplated under section 257A of the Corporations Act or passes or takes any steps to pass a resolution under section 260B of the Corporations Act, without the prior written consent of the Underwriter;
- (d) a profit downgrade and/or a material adverse change in the financial or trading position or prospects of the Company as reasonably determined by the Underwriter;
- (e) any of the following occurs:
 - (i) the introduction of legislation into the Parliament of the Commonwealth of Australia or of any State or Territory of Australia;
 - (ii) the public announcement of prospective legislation or policy by the Federal Government or the Government of any State or Territory; or
 - (iii) the adoption by the ASIC, its delegates, ASX, the Reserve Bank of Australia or any other regulatory authority of any regulations or policy, which does or is likely to prohibit, restrict or regulate the principal business of the Company, the Offer or the operation of stock markets generally;
- (f) a sale of one or more of the Company's material business units or assets;
- (g) litigation, arbitration, administrative or industrial proceedings are, after the date of the Underwriting Agreement, commenced against the Company or any Related Corporation (as defined in the Corporations Act);
- (h) a judgment in an amount exceeding \$250,000 is obtained against the Company or a Related Corporation (as defined in the Corporations Act) and is not set aside or satisfied within 7 days;
- (i) an announcement is made for a takeover bid for the Company;
- (j) the Company suffers an 'insolvency event', which is defined in relation to any person as follows:
 - (i) a receiver, receiver and manager, administrator, trustee or similar official is appointed over any of the assets or undertaking of the person;
 - (ii) the person suspends payment of its debts generally;
 - (iii) the person is or becomes unable to pay its debts when they are due or is unable to pay its debts within the meaning of the Corporations Act or the person may be presumed to be insolvent under section 459C of the Corporations Act;

- (iv) the person enters into or resolves to enter into any arrangement, composition or compromise with, or assignment for the benefit of, its creditors or any class of them;
 - (v) an application or order is made for the winding up or dissolution of, or the appointment of a provisional liquidator to the person or a resolution is passed or steps are taken to pass a resolution for the winding up or dissolution of the person otherwise than for the purpose of an amalgamation or reconstruction; or
 - (vi) an administrator is appointed under Division 2 of Part 5.3A of the Corporations Act;
- (k) a fall in the S&P/ASX 200 index by more than 15% for 3 consecutive days between the date of the Underwriting Agreement and the date the Underwritten Securities are allotted to the Underwriter or its nominees;
 - (l) any materials and information provided by the Company to the Underwriter in relation to the Offer do not comply in all material respects with its constitution, the Corporations Act, the ASX Listing Rules or any applicable policy or guideline of ASIC or ASX;
 - (m) the Company materially breaches the Underwriting Agreement;
 - (n) a 'Force Majeure' occurs which prevents or delays an obligation under the Underwriting Agreement, lasting in excess of 2 weeks occurs. 'Force Majeure' is defined in the Underwriting Agreement to mean risks reasonably outside the control of the Company such as labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions;
 - (o) ASIC, ASX or any other regulator issues a Stop Order, Notice or other document concerning the Offer or the Prospectus which in the reasonable opinion of the Underwriter should cause the Company to withdraw the Offer;
 - (p) a director of the Company or any Related Corporation (as defined in the Corporations Act) is charged with an indictable offence
 - (q) any other event occurs which has, or is likely to have, a materially adverse effect on the Company's share price.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to the Underwriter that are considered standard for an agreement of this type.

9.7 Interests of Directors

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

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

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

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

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

Security holdings

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

Director	Shares	Unlisted Options	Entitlement to New Options	Total Issue Price for Entitlement (\$)
Bronwyn Barnes ¹	8,789,655 ²	7,100,000 ³	6,592,241	13,184
Robert Adam ⁴	1,801,545	3,300,000	1,351,159	2,702
Steven Zaninovich ⁵	1,779,120	3,300,000	1,334,340	2,669

Note:

1. The Company obtained Shareholder approval at its general meeting held on 7 July 2020 to issue a total of 53,500,000 unlisted Options to Bronwyn Barnes. It is intended that the issue of these Options will occur progressively. Refer to the Company's notice of meeting released to ASX on 5 June 2020 for the full terms and conditions of these Options.
2. 2,055,487 Shares held indirectly by Laclos Pty Ltd (an entity controlled by Mrs Barnes) and 6,734,168 Shares held indirectly by Mr Stuart Cameron Barnes and Mrs Bronwyn Bares <S & B Barnes Family Trust> (an entity controlled by Mrs Barnes).
3. 1,600,000 unlisted Options held indirectly by Laclos Pty Ltd (an entity controlled by Mrs Barnes) and 5,500,000 unlisted Options held indirectly by Mr Stuart Cameron Barnes and Mrs Bronwyn Bares <S & B Barnes Family Trust> (an entity controlled by Mrs Barnes).
4. Securities held indirectly by RAAMPB Pty Ltd <The Adam Super Fund> (an entity controlled by Mr Adam).
5. Securities held indirectly by Zivvo Pty Ltd <ATF The Stella Trust> (Mr Zaninovich is a director of Zivvo Pty Ltd).

The Board recommends all Shareholders take up their Entitlements and advises that all Directors intend to take up their respective Entitlements.

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 initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in

accordance with the Constitution, the Corporations Act and ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

A Director may be paid fees or other amounts (ie 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 total annual remuneration paid to both executive and non-executive directors for the two financial years prior to the date of this Prospectus, and proposed to be paid for the current financial year.

Director	Financial Year 2021 (\$) (Proposed)	Financial Year 2020 (\$) Actual	Financial Year 2019 (\$) Actual
Bronwyn Barnes ²	\$220,000 ⁹	\$350,252 ¹⁰	\$151,082 ¹
Robert Adam ³	\$50,000 ⁹	\$78,885 ¹¹	\$30,083
Steven Zaninovich ⁴	\$50,000 ⁹	\$109,883 ¹²	\$39,557
Derek Fisher ⁵	N/A	N/A	\$14,228
Bruce McFadzean ⁶	N/A	N/A	\$11,138
Morgan Barron ⁷	N/A	N/A	\$4,787
Chris van Wijk ⁸	N/A	N/A	\$155,836

Notes:

1. Comprising \$91,082 salary and fees and \$60,000 equity remuneration.
2. Ms Bronwyn Barnes changed her position from Non-Executive Chair to Executive Chair effective 7 February 2020.
3. Mr Robert Adam was appointed as a director on 25 January 2019.
4. Mr Steven Zaninovich was appointed as a director on 27 February 2019.
5. Mr Derek Fisher resigned as a director on 15 October 2018.
6. Mr Bruce McFadzean resigned as a director on 25 February 2019.
7. Mr Morgan Barron was appointed as a director on 15 October 2018 and resigned on 19 November 2018.
8. Mr Chris van Wijk was appointed as a director on 19 November 2018 and resigned on 27 February 2019. Amount excludes superannuation.
9. Proposed remuneration for the financial year ending 30 June 2021 has been estimated based upon agreed contractual fees as at the date of this Prospectus.
10. Comprising \$30,206 salary and fees as Non-Executive Chair, \$77,229 salary and fees as Executive Chair, \$85,385 equity remuneration and \$157,432 services provided outside of scope of ordinary Non-Executive Chair duties until 7 February 2020. Amount excludes superannuation.
11. Comprising \$38,749 salary and fees, \$32,636 equity remuneration and \$7,500 services provided outside of scope of ordinary Non-Executive Director duties.
12. Comprising \$41,798 salary and fees, \$42,699 equity remuneration and \$25,386 services provided outside of scope of ordinary Non-Executive Director duties.

9.8 Interests of experts and advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue.

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

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

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

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

Nova Legal Corporate Lawyers has provided limited advice to the Company in relation to the Offer. The Company estimates it will pay Nova Legal \$10,000.00 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Nova Legal has been paid no fees for legal services provided to the Company.

Terrain Capital Markets will be paid the fees set out in section 9.6 of this Prospectus to as Underwriter to the Offer. During the 24 months preceding lodgement of this Prospectus with the ASIC, Terrain Capital Markets has not been paid any fees by the Company.

9.9 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, 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.

Each of the parties referred to in this section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and
- (b) in light of the above, only 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 Investor Services Pty Limited has given and, has not withdrawn its written consent to be named in this Prospectus as the Share Registrar in the form and context in which it is named. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registrar to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus

Nova Legal Corporate Lawyers has given its written consent to being named as the solicitors to the Company in this Prospectus. Nova Legal has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC. Nova Legal expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus. This applies to the maximum extent permitted by law and does not apply to any matter to the extent to which consent is given in this paragraph above.

Terrain Capital Markets has given its written consent to being named as underwriter to the Offer in this Prospectus. Terrain Capital Markets has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC. Terrain Capital Markets expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus. This applies to the maximum extent permitted by law and does not apply to any matter to the extent to which consent is given in this paragraph above.

9.10 Expenses of the Offers

In the event that all Entitlements are accepted, the total expenses of the Offers are estimated to be approximately \$45,231 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	3,160
Legal fees	15,000
Printing and distribution	10,000
Underwriting fees	9,765
Miscellaneous	4,100
Total	<u>45,231</u>

9.11 Electronic prospectus

Pursuant to ASIC Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Entitlement and Acceptance Form. If you have not, please visit the share registry's website at <https://idaoffer.thereachagency.com>. or phone the Company on +61 8 9481 0389 and the Company will send you, for free, either a hard copy or a further electronic copy of

the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.indianaresources.com.au or the share registry's website at <https://idaoffer.thereachagency.com>.

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

9.12 Financial forecasts

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

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

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

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

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

9.14 Privacy Act

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

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the *Corporations Act* and certain rules such as ASX Settlement Operating Rules. You should note that if you

do not provide the information required on the application for New Options, the Company may not be able to accept or process your application.

9.15 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

10. DIRECTORS' AUTHORISATION

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

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



BRONWYN BARNES
EXECUTIVE CHAIR
For and on behalf of
INDIANA RESOURCES LIMITED

11. GLOSSARY

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

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

Application Monies means application monies for New Listed Options received by the Company.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

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

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

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

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

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

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

Eligible Shareholder means a holder of Shares as at the Record Date with a registered address in Australia or New Zealand.

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

Entitlement Offer means the offer under this Prospectus of up to approximately 162,746,020 New Options to Eligible Shareholders in the proportion of three (3) New Option for every four (4) Shares held on the Record Date.

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

Offer means the non-renounceable Entitlement Offer the subject of this Prospectus.

Offers means the Offer and the Underwriter Offer.

Official Quotation means official quotation on ASX.

New Option or **New Listed Option** means the Options offered under the Offer.

Options means an option to acquire a Share.

Optionholder means a holder of a New Option.

Prospectus means this prospectus.

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

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

Shareholder means a holder of a Share.

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

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

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in section 5.10 of this Prospectus.

Shortfall Options means the New Options not applied for under the Offer (if any). The Shortfall Options have the same rights as the New Options and become New Options once an application for Shortfall Options is accepted by the Company.

Underwritten Amount has the meaning given in section 9.6 of this Prospectus.

Underwriter or **Terrain Capital Markets** means Terrain Capital Markets Limited (ACN: 061 986 258) (AFSL: 240 284).

Underwriting Agreement means underwriting agreement between the Company and the Underwriter.

Underwriter Offer has the meaning given in section 5.2 of this Prospectus.

Underwriter Options means Options to be issued to the Underwriter in accordance with the Underwriting Agreement, on the terms and conditions set out in 7.1 of this Prospectus.

Underwritten Securities has the meaning given in section 9.6 of this Prospectus.

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