



BOSS RESOURCES LIMITED
ACN 116 834 336

PROSPECTUS

THIS PROSPECTUS IS BEING ISSUED FOR A NON-RENOUNCEABLE PRO RATA OFFER TO ELIGIBLE SHAREHOLDERS ON THE BASIS OF 2 NEW SHARES FOR EVERY 5 SHARES HELD ON THE RECORD DATE AT AN ISSUE PRICE OF \$0.015 EACH.

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.

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

IMPORTANT INFORMATION

This Prospectus is dated 7 September 2015 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

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

A copy of this Prospectus is available for inspection at the registered office of the Company at Suite 23, 513 Hay Street, Subiaco, Western Australia, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 6.3).

The Securities offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

Acceptances of Securities under the Entitlement Offer can only be submitted on an original Entitlement and Acceptance Form sent with a copy of this Prospectus by the Company. The Entitlement and Acceptance Form sets out an Eligible Shareholder's entitlement to participate in the Entitlement Offer. If acceptance is by BPAY there is no need to return the original Entitlement and Acceptance Form.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

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

No action has been taken to permit the offer of Securities under this Prospectus in any jurisdiction other than Australia.

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 Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

This document is important and should be read in its entirety before deciding to participate in the Offer. This 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 his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay. Some of the risk factors that should be considered by potential investors are outlined in Section 4.

Definitions of certain terms used in this Prospectus are contained in Section 8. All references to currency are to Australian dollars and all references to time are to WST unless otherwise indicated.

CORPORATE DIRECTORY

Directors

Mr Evan Cranston	Non-Executive Chairman
Dr Marat Abzalov	Executive Director - Geology
Mr Peter Williams	Technical Director
Mr Thomas Gladwin-Grove	Non-Executive Director

Company Secretary

Ms Oonagh Malone

Registered Office

Suite 23, 513 Hay Street
Subiaco WA 6008

Tel: +61 (8) 6143 6730

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Share Registry

Security Transfer Registrars
770 Canning Highway
Applecross WA 6153

Lawyers

Bellanhouse Legal
Ground Floor, 11 Ventnor Avenue
West Perth WA 6005

ASX Code: BOE

Website: www.bossresources.com.au

TIMETABLE FOR ENTITLEMENT OFFER

Lodgement of Appendix 3B and Prospectus with ASX Notice of Entitlement Offer sent to Optionholders	8 September 2015
Notice of Entitlement Offer sent to Shareholders	9 September 2015
Shares quoted on an "EX" basis	10 September 2015
Record Date for determining Entitlements	14 September 2015
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders	17 September 2015
Last day to extend the offer closing date	23 September 2015
Closing Date of Entitlement Offer (5pm WST)*	28 September 2015
Shares quoted on a deferred settlement basis	29 September 2015
Notification of Shortfall	1 October 2015
Anticipated date for issue of the Securities. Deferred settlement trading ends Last day to confirm all information required by Appendix 3B	6 October 2015
Anticipated date for commencement of Shares trading on a normal settlement basis	7 October 2015

* The Directors may extend the Entitlement Offer Closing Date by giving at least three (3) Business Days' notice to ASX prior to the Entitlement Offer Closing Date. As such the date the Securities issued under the Entitlement Offer are expected to commence trading on ASX may vary.

LETTER FROM THE BOARD

Dear Shareholder

On behalf of your Directors, I am pleased to present this Prospectus and invite you to participate in the non-renounceable pro rata offer on a two for five basis at a price of \$0.015 per Share.

The Offer will only be made to Eligible Shareholders registered at the Record Date who will be sent an Entitlement and Acceptance Form which will be accompanied by this Prospectus. To accept your entitlement under the Offer, you will need to complete the Entitlement and Acceptance Form in accordance with the instructions on the form and as outlined in this Prospectus.

The funds raised pursuant to the Offer will be used for acquisition costs for the Honeymoon Uranium Project, exploration costs for the Company's Scandinavian nickel-copper assets as well as the Honeymoon Project, and for general working capital.

The Board is excited by the Honeymoon Uranium Project acquisition which complements the Company's current focus on acquisition and development of mineral rich prospects in mining-friendly developed countries. With the additional prospect of near-term production, the acquisition represents a unique opportunity for Boss Resources.

The Board recommends that Shareholders take up their entitlement to the Offer. As a further indication of our belief in the development strategy for the Company, each of the Directors intends to take up their entitlements under the Offer.

The Prospectus includes further details of the Offer and the effect of the Offer on the Company, and a statement of the risks associated with investing in the Company. This is an important document and should be read in its entirety. If you have any doubts or questions in relation to the Prospectus you should consult your stockbroker, accountant, solicitor or other independent professional advisor to evaluate whether or not to participate in the Entitlement Offer.

Yours sincerely

A handwritten signature in black ink, appearing to read 'E. Cranston', with a long horizontal flourish extending to the right.

Evan Cranston
Chairman

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1. Details of the Offer

1.1 Entitlement Offer

The Company is making a non-renounceable pro rata offer of ordinary fully paid Shares at an issue price of \$0.015 each to Eligible Shareholders on the basis of 2 new Shares for every 5 Shares held at 5:00pm (WST) on the Record Date (**Entitlement Offer**).

The Company has as at the date of this Prospectus 547,341,477 Shares and 10,000,000 unquoted Options on issue.

The market price of Shares at the date of this Prospectus is such that it is unlikely that any of the existing Options will be exercised before the Record Date. On the basis that no Options are exercised prior to the Record Date, the Entitlement Offer is for a total of 218,936,590 Shares.

Where the determination of the entitlement of any Eligible Shareholder results in a fraction of a Share, such fraction will be rounded down to the nearest whole Share.

Further details on the rights and liabilities attaching to the Shares under the Offer is contained in Section 6.1.

1.2 Acquisition of UA1

On 1 September 2015, the Company announced that it had executed a share sale and purchase agreement (**SPA**) with Uranium One Inc (**Uranium One**) and Uranium One Australia Pty Ltd (**UA1**) to acquire all the share capital of UA1 (**Acquisition**). UA1 holds the Honeymoon Project, a uranium development project in South Australia currently under care and maintenance.

The consideration payable for the Acquisition and the conditions precedent to complete the Acquisition are set out in Section 5.1.

The Company has also entered into a shareholders' agreement (**Boss Energy Shareholders' Agreement**) with Wattle Mining Pty Ltd (**Wattle Mining**) pursuant to which the Company and Wattle Mining will initially hold 80% and 20% of the shares in Boss Energy Pty Ltd (**Boss Energy**) respectively. Boss Energy will hold 100% of the share capital of UA1 and invest in UA1's business of processing and production of uranium, including with respect to the Honeymoon Project. Wattle Mining shall be free carried until a decision to mine. A summary of the Boss Energy Shareholders' Agreement is set out in Section 5.3.

Following completion of the Acquisition, the Entitlement Offer and related matters, the Company's position will be as follows:

- (a) ownership of an 80% interest in the Honeymoon Project through shareholding in Boss Energy;
- (b) an option to acquire the remaining 20% interest in Boss Energy;
- (c) management control of the Honeymoon Project; and
- (d) issued share capital of 766,278,067 Shares and 10,000,000 unquoted Options, assuming maximum capital raising of 218,936,590 Shares and that no Options are exercised.

Please refer to Section 5 for more detailed summaries of the above material contracts.

1.3 Purpose of the Offer

Completion of the Entitlement Offer will result in an increase in cash at hand of up to approximately \$3,284,000 (before payment of costs).

The funds raised pursuant to the Entitlement Offer will be used to fund the acquisition of the Honeymoon Project, provide funds for exploration of the Company's assets in Scandinavia and for general working capital.

In the event that the Entitlement Offer is not taken up in full and the above funds are not raised, the Company may be required to source alternative means of funding for Completion, which may be done by way of private placement, debt funding or such other alternative means at the Directors' discretion (subject to any required Shareholder approvals).

In the event that the Entitlement Offer is taken up in full but Completion does not occur, the Company intends to use the funds raised to evaluate other potential acquisitions, provide funds for exploration of the Company's assets in Scandinavia and for general working capital. See Section 4.1(l) for risks relating to failure to complete the Acquisition.

The above is a statement of current intentions as at the date of this Prospectus. Shareholders should note that, as with any budget, the allocation of funds may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments and market and general economic conditions. In light of this, the Board reserves the right to alter the way the funds are applied.

1.4 Opening and Closing Dates

For the Entitlement Offer, the Company will accept Entitlement and Acceptance Forms from the Record Date for determining Eligible Shareholders' entitlements under the Entitlement Offer until 5:00pm WST on 28 September 2015 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (**Entitlement Offer Closing Date**).

1.5 Minimum subscription

There is no minimum subscription for the Entitlement Offer.

1.6 Underwriting

The Entitlement Offer is not underwritten.

1.7 Additional Shares

If you do not wish to take up any part of your entitlement under the Entitlement Offer, you are not required to take any action. That part of your entitlement not taken up will form part of the Shortfall and will be dealt with in accordance with this Section. In these circumstances, you will receive no benefit. Accordingly, it is important that you take action if you want to accept your entitlement in accordance with the instructions in Section 2.1.

Eligible Shareholders are also entitled to apply for Additional Shares in excess of their entitlement, at an issue price of \$0.015 per Share, which is the issue price at which

the Entitlement Offer has been made to Eligible Shareholders. The Shares issued as Additional Shares will have the same rights as the Shares set out in Section 6.1.

The offer of any Additional Shares is a separate offer made pursuant to this Prospectus and forms part of the Shortfall Offer.

Additional Shares may be allocated to any Eligible Shareholder who applies for, and provides subscription monies as per the instruction on the Entitlement and Acceptance Form and in accordance with Section 2.1(c). The issue of any Additional Shares under the Shortfall Offer is at the absolute discretion of the Directors and subject to compliance with the Corporations Act and the Listing Rules.

The Directors do not represent that any application for Additional Shares will be successful. The Company reserves the right to issue to an Applicant for Additional Shares a lesser number of Additional Shares than the number applied for or reject an application or not proceed with the issuing of the Additional Shares or part thereof. If the number of Additional Shares issued is less than the number applied for, surplus Application Monies will be refunded in full. Interest will not be paid on any Application Monies refunded.

If Shareholders wish to apply for Additional Shares they should complete the separate section of the Application Form sent with the Prospectus. Refer to Section 2.1(c) for instructions as to how to apply for Additional Shares.

Directors and other related parties of the Company are not eligible to apply for Additional Shares.

1.8 No rights trading

The rights to Shares under the Entitlement Offer are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your entitlement to any other party. If you do not take up your entitlement to Securities under the Entitlement Offer by the Entitlement Offer Closing Date, the Entitlement Offer to you will lapse.

1.9 Effect of the Entitlement Offer on control of the Company

The Company is of the view that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company.

No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offer.

As at the date of this Prospectus, the Company has 2 substantial shareholders listed in its shareholder register being Kingslane Pty Ltd (8.51%) and James David Taylor (8.46%).

1.10 Entitlement and Acceptance Form

Acceptance of a completed Entitlement and Acceptance Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Securities accepted by the Company. The Entitlement and Acceptance Form does not need to be signed to be a binding acceptance of Securities.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Form, is final.

The Company will send this Prospectus, together with an Entitlement and Acceptance Form, to all Eligible Shareholders.

1.11 Issue Date and dispatch

All Securities under the Entitlement Offer are expected to be issued on or before the date specified in the proposed timetable in this Prospectus.

Security holder statements will be dispatched at the end of the calendar month following the issue of the Securities under the Offer.

It is the responsibility of Applicants to determine their allocation prior to trading in the Securities. Applicants who sell Securities before they receive their holding statements do so at their own risk.

1.12 Application Monies held on trust

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

1.13 ASX quotation

Application has been or will be made for the official quotation of the Shares offered by this Prospectus. If permission is not granted by ASX for the official quotation of the Shares offered by this Prospectus within three months after the date of this Prospectus (or such period as ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.14 CHESS

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

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Securities.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of Securities issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Securities, including a notice to exercise the Securities.

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

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

1.15 Residents outside Australia

This Prospectus, and any accompanying Entitlement and Acceptance Form, does not, and is not intended to, constitute an offer of Securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Securities under the Offer. 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.

Shareholders with a registered address outside Australia should consult their professional advisers as to whether any governmental or other consents are required, or other formalities need to be observed to enable them to accept or deal with their entitlement. The return of a completed Entitlement and Acceptance Form from a Shareholder with a registered address outside Australia will be taken by the Company to constitute a representation and warranty by that Shareholder that all relevant approvals have been obtained and that the Company may legally issue the Securities to that Shareholder.

1.16 Risk factors

An investment in Securities of the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 4.

1.17 Taxation implications

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

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

1.18 Major activities and financial information

A summary of the major activities and financial information relating to the Company for the half year ended 31 December 2014 can be found in the Company's Half Year Accounts lodged with ASX on 10 March 2015.

The Company has made continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Half Year Accounts on 10 March 2015.

Copies of the Annual Report are available free of charge from the Company.

The Directors strongly recommend that Applicants review this and all other announcements prior to deciding whether or not to participate in the Offer.

1.19 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's Security holding in the Company.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Acceptance or Application (as applicable).

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.20 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on +61 (8) 6143 6730.

2. Action required by Shareholders

2.1 Action in relation to the Entitlement Offer

(a) Acceptance of Securities under the Entitlement Offer

Should you wish to accept all of your entitlement to Securities under the Entitlement Offer and you are not paying by BPAY, then applications for Securities under this Prospectus must be made on the Entitlement and Acceptance Form which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque for the amount indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Boss Resources Limited" and lodged at any time after the issue of this Prospectus and on or before the Entitlement Offer Closing Date at the Company's share registry (by delivery or by post) at:

By Hand	By Post
Security Transfer Registrars 770 Canning Highway Applecross WA 6153	Security Transfer Registrars PO Box 535 Applecross WA 6953

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the Entitlement Offer Closing Date. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

(b) If you wish to take up only part of your entitlement under the Entitlement Offer

Should you wish to only take up part of your entitlement under the Entitlement Offer and you are not paying by BPAY, then applications for Securities under the Entitlement Offer must be made on the Entitlement and Acceptance Form which accompanies this Prospectus in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of Securities you wish to accept and the amount payable (calculated at \$0.015 per Share accepted), and attach a cheque for the appropriate Application Monies.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed "Not Negotiable" and made payable to "Boss Resources Limited" and lodged at any time after the issue of this

Prospectus and on or before the Entitlement Offer Closing Date at the Company's share registry (by delivery or by post) at:

By Hand	By Post
Security Transfer Registrars 770 Canning Highway Applecross WA 6153	Security Transfer Registrars PO Box 535 Applecross WA 6953

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the Entitlement Offer Closing Date. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

(c) If you wish to apply for Additional Shares

If you wish to apply for Additional Shares in excess of your entitlement under the Entitlement Offer you may do so by completing the relevant separate section of the Entitlement and Acceptance Form relating to the Shortfall Offer and which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Any Additional Shares applied for will be applied for under the Shortfall Offer and will be issued at the absolute discretion of the Directors.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not Negotiable" and made payable to "Boss Resources Limited" and lodged at any time after the issue of this Prospectus and on or before the Entitlement Offer Closing Date at the Company's share registry (by delivery or by post) at:

By Hand	By Post
Security Transfer Registrars 770 Canning Highway Applecross WA 6153	Security Transfer Registrars PO Box 535 Applecross WA 6953

If paying via BPAY, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY by the date and time mentioned above. If you elect to pay via BPAY, you must follow the instructions for BPAY set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

(d) Entitlements not taken up

If you do not wish to accept any of your entitlement, you are not obliged to do anything. The number of Shares you hold and the rights attached to those Shares will not be affected should you choose not to accept any of your entitlement.

(e) Enquiries concerning your entitlement

If you have any queries concerning your entitlement please contact Boss Resources Limited on (08) 6143 6730 (within Australia) or +61 (8) 6143 6730 (outside Australia) from 8:30am to 5:00pm WST, Monday to Friday.

3. Effect of the Offer

3.1 Capital structure on completion of the Offer

	No. of Shares	No. of unquoted Options
Balance at the date of this Prospectus	547,341,477	10,000,000 ⁽²⁾
Maximum number of Securities to be issued under the Offer ⁽¹⁾	218,936,590	Nil
TOTAL	776,278,067	10,000,000

Notes:

- (1) The number of Shares to be issued under the Offer assumes that no Options are exercised before the Record Date.
- (2) The unquoted options consist of 10,000,000 options exercisable at \$0.02 and expiring 31 August 2015.

3.2 Pro forma consolidated statement of financial position

BALANCE SHEET	Balance Sheet as of 31 December 2014	Significant changes since 31 December 2014*	Rights Issue Transaction	Pro Forma Balance Sheet - Post Entitlement Offer**
Current Assets				
Cash and cash equivalents	1,557,569	(641,688)	3,284,049	4,219,930
Trade and other receivables	32,761	3,358	-	36,119
Other Assets	9,235	10,434	-	19,687
Non Current Assets				
Plant and equipment	30,964	(4,276)	-	26,688
Financial assets	186,989	(94,457)	-	92,532
Exploration & evaluation expenditure	5,080,000	-	-	5,080,000
TOTAL ASSETS	6,917,536	(726,629)	3,284,049	9,474,956
Current Liabilities				
Trade and other payables	65,398	30,494	20,000	115,892
Provisions	--	-	-	-
TOTAL LIABILITIES	65,398	30,494	20,000	115,892
NET ASSETS	6,852,138	(757,123)	3,264,049	9,359,064
EQUITY				
Issued capital	43,302,956	-	3,264,049	46,567,005
Reserves	6,333,421	138,664	-	6,472,085
Accumulated Losses	(42,784,239)	(895,787)	-	(43,680,026)
TOTAL EQUITY	6,852,138	(757,123)	3,264,049	9,359,064

* Since the last audit reviewed accounts as at 31 December 2014, the following significant changes (as set out in column 2 above) have been made:

1. Ongoing operations to 30 June 2015.
2. Payment of \$200,000 site access fee in April 2015. This amount has been expensed and recognised in accumulated losses in accordance with the Company's accounting policy for Exploration and Development Expenditure as detailed in Note 1(k) to the audited 30 June 2014 Financial Statements.
3. Grant of 10,000,000 unlisted options to Carbine Resources Limited, exercisable at \$0.02 each with a term of 3 years from the issue date. These options have been valued at \$155,000 based on the Black Scholes valuation with a share price at grant date of \$0.022, a volatility of 115% and a market interest rate of 1.82%. This amount has been expensed and recognised in accumulated losses in accordance with the Company's accounting policy for Exploration and Development Expenditure, with a corresponding increase to the share based payments reserve.

**Approximate expenses relating to the Entitlement Offer have been included. See Section 6.11 for further details.

Basis of Preparation

The above pro forma statement of financial position has been prepared in accordance with the draft ASIC Guide to Disclosing Pro Forma Financial Information (issued July 2005).

The pro forma balance sheets have been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the reviewed financial position as at 31 December 2014 that has then been adjusted to reflect the material transactions as per the notes to the pro forma above.

3.3 Market price of Shares

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

Lowest: \$0.014 cents per Share on 12 August 2015

Highest: \$0.025 cents per Share on 1 September 2015

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was \$0.021 cents per Share on 4 September 2015.

3.4 Dividend Policy

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

4. Risk factors

An investment in Securities offered by this Prospectus should be regarded as speculative. Activities in the Company, as in any business, are subject to risks which may impact on the Company's future performance. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks, however some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which prospective investors need to be aware of in evaluating the Company's business and the risks of investing in the Company. Prospective investors should carefully consider the following factors in addition to the other information presented in the Prospectus.

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

4.1 Specific Risks

A number of specific risk factors that may impact the future performance of the Company are described below. Shareholders should note that this list is not exhaustive.

(a) Contract Risk

Some of the Company's primary assets are interests in the Projects held pursuant to option agreements. The Company is reliant on the vendors complying with the terms and conditions of the option agreements and the conditions attaching to the tenements (as applicable). Should the vendors fail to comply with the terms of the option agreements, the Company's interest in the Projects may be adversely affected.

(b) Status of Tenements

The Company cannot guarantee that its granted exploration licences will be renewed beyond their current expiry date and there is a material risk that, in the event the Company is unable to renew the granted tenements beyond their current expiry date, the Company's proposed interest in the Projects will be relinquished.

(c) Exploration Risk

Potential investors should understand that mineral exploration and development is a high-risk undertaking. There can be no assurance that exploration of acquired projects or any other exploration properties that may be acquired in the future will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

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

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to the Projects and obtaining all required approvals for its activities. In the event that

exploration programs are unsuccessful this could lead to a diminution in the value of the Projects, a reduction in the case reserves of the Company and possible relinquishment of part or all of the Projects.

(d) Operating Risks

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits; failure to achieve predicted grades in exploration and mining; operational and technical difficulties encountered in mining; difficulties in commissioning and operating plant and equipment; mechanical failure or plant breakdown; unanticipated metallurgical problems which may affect extraction costs; adverse weather conditions; industrial and environmental accidents; industrial disputes; and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Unless and until the Company is able to realise value from its Projects, it is likely to incur ongoing operating losses.

(e) Honeymoon Project

The Honeymoon Project is currently under care and maintenance. There are no assurances that the Honeymoon Project will recommence mining. The Company faces customary risks relating to the acquisition of new assets which could delay the recommencement of operations at the Honeymoon Project or adversely affect the Company's recoverability of uranium from this mine. These include delays in allocations and approvals of requisite regulatory permits that are required to commence operations for mining, recruitment of the necessary personnel, initiation of contracts for logistical suppliers and equipment and any inclement weather conditions. The recommencement of operations of the Honeymoon Project may require working capital expenditure, experienced personnel and regulatory approvals. The Company will therefore be subject to all the risks inherent in the establishment of new mining operations.

If operations at the Honeymoon Project are successfully commenced, the Company's ability to achieve production, development, operating cost and capital expenditure estimates on a timely basis cannot be assured.

Furthermore, the Company does not expect to have any revenues from its mining assets until after the recommencement of production of the Honeymoon Project. Accordingly, the Company is subject to all of the risks inherent in companies which have business that may not have cash flow or earnings. This will make it difficult for current and prospective investors to assess the likely future performance of the Company's mining assets.

(f) Uranium Mining

Whilst the Company intends to recommence operations at the Honeymoon Project, uranium mining in Australia is subject to extensive debate and regulation by Commonwealth, State and Territory governments in relation to exploration, development, production, exports, taxes and royalties, labour standards, occupational health, transport and waste disposal, protection and rehabilitation of the environment, mine reclamation, mine safety, toxic and radioactive substances, native title and other matters. Accordingly, the approval processes for uranium mining are more rigorous than for the mining

of other metals. Compliance with such laws and regulations will increase the costs of exploring, drilling, developing, constructing, operating and closing mines and other production facilities.

The Federal government currently permits the mining and export of uranium under strict international agreements designed to prevent nuclear proliferation. The export of uranium is tightly controlled by the Federal government through its licensing process and Australian uranium can only be exported to those countries who undertake to use it for peaceful purposes.

Whilst the Company is not restricted from exploring, evaluating and mining at its uranium prospects, the development of any uranium project will be subject to the strict conditions outlined above. Future changes in governments, regulations and policies may have an adverse impact on the Company.

(g) Uranium as a source of energy

Nuclear energy is in direct competition with other sources of energy including gas, coal and hydro-electricity. Furthermore, any potential growth of the nuclear power industry (and increase in demand for uranium) beyond its current level will depend on the continued and increased acceptance of nuclear technology as a means of generating electricity. One of the arguments in favour of nuclear energy is its lower emissions of carbon dioxide per unit of power generated compared to coal and gas. Alternative energy systems such as wind or solar also have no or very low carbon emissions but to date these have not been cost effective enough to be used for large scale base load power.

(h) Resource Estimates

With the exception of the Honeymoon Project, the Projects do not have any identified resources. Even if a resource is identified, resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(i) Exploration Cost Estimate

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

(j) Title Risks and Native Title

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licenses' or leases. Each license 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 license conditions are not met or if insufficient funds are available to meet expenditure commitments. It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest; there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

(k) Additional Requirements for Capital

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under this Prospectus. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programs as the case may be.

(l) Completion Risk

Completion of the Acquisition is conditional on certain matters, including: no material adverse change, shareholder, board, contractor and credit approvals, the Company obtaining funding letters and U1's existing security interests' being discharged. If any of the conditions are not met, completion of the Acquisition may be deferred or not occur. Shareholders should be aware that completion of the Entitlement Offer will occur prior to the completion of the Acquisition. Failure to complete the Acquisition may have a material adverse effect on the Company's financial position and its Share price. If the Entitlement Offer completes but the Acquisition does not complete, the Company will consider its various options in relation to the use of funds raised from the Entitlement Offer as set out in Section 1.3.

(m) Shareholders' Agreement

The Company and Wattle Mining are parties to the Boss Energy Shareholders' Agreement described at Section 5.2 below, holding 80% and 20% interests in Boss Energy respectively, which in turn holds 100% of the shares in UA1. The Company has agreed to prepare a bankable feasibility study and to free carry Wattle Mining to the date of a decision to mine. Upon a decision to mine, if sufficient funding cannot be obtained, there is a risk that the Company's interest in the shareholding of Boss Energy, and therefore the Company's indirect interest in UA1, may be diluted.

(n) Commodity Price Volatility and Exchange Rate Risks

The price for commodities will depend on available markets at acceptable prices and transmission and distribution costs. Any substantial decline in a commodity or an increase in transmission or distribution costs could have a material adverse effect on the Company. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to price and exchange rate risks. Commodity prices (including uranium) fluctuate and are affected by many factors beyond the control of the Company including the international supply and demand for commodities, the quality of the minerals produced, actions taken by governments, forward selling activities and other macro-economic factors.

(o) Environmental Risks

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

In this regard, government authorities may, from time to time, review the environmental bonds that are placed on permits. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding needs of the Company.

Uranium extraction and processing is an industry that has become subject to increasing environmental responsibility and liability. Future legislation and regulations governing uranium production may impose significant environmental obligations on the Company. The Company intends to conduct its activities in a responsible manner which minimises its impact on the environment, and in accordance with applicable laws.

(p) Competition Risk

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

(q) Reliance on Key Management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees or consultants cease their involvement with the Company.

(r) Burkina Faso, Sweden, Finland and Norway

The Company has tenements located in Burkina Faso, Sweden, Finland and Norway. The Company's ability to carry on its business in these countries in the normal course may be adversely affected by considerations associated with economic, social or political instability or change, hyperinflation, changes to regulatory regimes affecting foreign ownership, government participation, working conditions, taxation, exchange rates and licensing. Any of these events could result in conditions that delay or prevent the Company from exploring or ultimately developing its properties if economic quantities

of minerals are found. The Company does not currently maintain "Political Risk" insurance.

(s) Joint Venture Agreement

The Company is party to a joint venture agreement (JV) with Gryphon Minerals Ltd (**Gryphon**) over its tenements in Burkina Faso whereby Gryphon can earn up to 80% of the Company's Burkina Faso tenements. Gryphon is sole manager of the JV and is responsible for funding the tenements up to the completion of a definitive feasibility study and decision to mine. There is a risk that a failure on the part of Gryphon to meet minimum expenditure commitments on the tenements may result in the Company being either financially responsible for the maintaining the tenements in good standing or the potential loss of the tenements.

4.2 General Risks

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

(a) Economic Risks

General economic conditions, movements in interest and inflation rates, the prevailing global commodity prices 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.

As with any mining project, the economics are sensitive to metal and commodity prices. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for oil and gas, technological advances, forward selling activities and other macro-economic factors. These prices may fluctuate to a level where the proposed mining operations are not profitable. Should the Company achieve success leading to mineral production, the revenue it will derive through the sale of commodities also exposes potential income of the Company to commodity price and exchange rate risks.

Further, 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:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

(b) Market Conditions

The market price of the Company's 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) Government and Legal Risk

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its securities.

4.3 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Shares offered under this Prospectus. The Applicants should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for Shares pursuant to this Prospectus.

5. Material Contracts

5.1 Share Sale and Purchase Agreement

On 31 August 2015, the Company entered into a share sale and purchase agreement (SPA) with Uranium One Inc (Uranium One) and Uranium One Australia Pty Ltd (UA1) to acquire all the share capital of UA1 (Acquisition). Subject to satisfaction of various conditions precedent (see below), it is anticipated that completion of the Acquisition shall occur on or around 30 November 2015 (Completion).

The Company and Wattle Mining have formed a special purpose vehicle to hold the shares in UA1 (Boss Energy) 80% and 20% respectively. The consideration for the Acquisition includes:

- (a) an initial cash payment of approximately \$2.442 million (comprising an amount of \$2,115,000 plus a care and maintenance contribution of approximately \$327,000) payable on Completion (Closing Amount);
- (b) \$3 million under a promissory note and repayable within 24 months of Completion; and
- (c) \$4 million under a promissory note issued and repayable within 48 months of Completion.

Repayment of the amounts due under the promissory notes may be accelerated in certain circumstances, including where the Company raises financing of \$15 million, the sale of the shares in UA1 or the Honeymoon Project (or part thereof) and a change in control of the Company.

The Company will also make the following contingent payments to Uranium One upon successful recommissioning of the Honeymoon Project:

- (a) \$2 million payable in cash and/or shares upon the later of restart of the operations with commercial production or 5 years of Completion; and
- (b) 10% of the net operating cash flow of the operations payable annually up to a maximum of \$3 million.

The Company has paid a \$200,000 site access fee which gives it the exclusive right to access the Honeymoon Project and conduct all its due diligence. If Completion does not occur because of a default of the Company, Uranium One's sole remedies are to terminate the SPA and/or payment of the Site Access Fee.

Completion is subject to a number of conditions, including:

- (a) the Company providing Uranium One with funding letters of support;
- (b) no insolvency event occurring with respect to the Company and its subsidiaries;
- (c) a guarantee from Carbine Resources Limited in favour of Uranium One for the Closing Amount (Carbine Guarantee);
- (d) Uranium One and UA1 obtaining necessary approvals from shareholders, board of directors, contractors and creditors;
- (e) the Company obtaining any Shareholder approvals required by ASX;

- (f) Uranium One and UA1 discharging existing security interests; and
- (g) there being no material adverse changes in the business or assets of UA1 on the completion date.

At Completion, the Company may also be required under the SPA to provide a general security deed in favour of Uranium One over all of its present and after-acquired property (other than the Company's assets in Sweden, Norway and Finland).

5.2 Carbine Guarantee

On 31 August 2015, Carbine Resources Limited (**Carbine**) entered into an agreement to guarantee the Closing Amount (**Carbine Guarantee**). In recompense for the provision of the Guarantee, the Company issued 10,000,000 unlisted options exercisable at \$0.02 each on or before 31 August 2018 to Carbine.

Under the terms of the Carbine Guarantee, in the event that the Company is in default and is unable to comply with its obligations under the SPA that relate to the payment of the Closing Amount at Completion, the Company shall unconditionally indemnify Carbine against any loss or damage that Carbine may suffer in connection with Carbine's obligations to Uranium One under the guarantee if called upon by Uranium One.

5.3 Boss Energy Shareholders' Agreement

On or about 31 August 2015, the Company entered into the Boss Energy Shareholders' Agreement with Wattle Mining to regulate the manner in which the affairs of Boss Energy, the entity which, on Completion, shall hold 100% of the shares of UA1, will be undertaken.

Under the Boss Energy Shareholders' Agreement, the Company is responsible for the management of the Honeymoon Project, including the preparation of a bankable feasibility study and the decision to mine. The Company has the option to purchase Wattle Mining's shares in Boss Energy to acquire a 100% holding following a positive bankable feasibility study. Wattle Mining will be free carried by the Company until a decision to mine.

The terms of the exercise of the option by the Company to acquire Wattle Mining's 20% interest will be mutually agreed or otherwise determined by an independent valuer taking into account the valuation of the Honeymoon Project and the market capitalisation of the Company at the relevant point in time. The consideration of the acquisition of Wattle Mining's 20% interest may, at the election of the Company, be payable in cash and/or shares in the Company.

6. Additional information

6.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General meeting and notices

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting of the Company every holder of fully paid Shares present in person or by an attorney, representative or proxy has one vote on a show of hands and one vote per Share on a poll.

A person who holds a Share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the Share.

(c) Issues of further Shares

The Directors may, on behalf of the Company, issue or grant Options over unissued Shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, the Listing Rules, the Corporations Act and any rights for the time being attached to the Shares in any special class of those Shares.

(d) Variation of rights

At present, the Company has on issue one class of Shares only, namely ordinary Shares. Unless otherwise provided by the Constitution or by the terms of issue of a class of Shares, the rights attached to the Shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued Shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued Shares of the affected class.

(e) Transfer of Shares

Subject to the Constitution, the Corporations Act and the Listing Rules, ordinary Shares are freely transferable.

(f) Dividends

Subject to the Constitution, the Corporations Act, the Listing Rules and to the rights attaching to Shares issued on special conditions (at present there are none), the Directors may from time to time decide to pay a dividend to Shareholders, 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.

(g) Winding up

Subject to the Constitution, the Corporations Act and the rights of holders of Shares with special rights in a winding-up (at present there are none), on a winding-up of the Company, the liquidator may, with the authority of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set the value the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between Shareholders or different classes of Shareholders.

(h) Dividend reinvestment and bonus share plans

The Company, by resolution of the Directors, implement and maintain dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company) and any other share plans (under which any member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead some other entitlement, including the issue of Shares).

(i) Directors

The Constitution states that the minimum number of Directors is 3 and the number of Directors shall not exceed 10.

(j) Powers of the Board

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Constitution, the Directors have power to manage the business of the Company and may exercise all powers of the Company as are not required by the Corporations Act, Listing Rules or Constitution to be exercised by the Company at general meeting.

(k) Unmarketable parcels

The Constitution permits the Company to sell the Shares held by a Shareholder if they comprise less than a marketable parcel within the meaning of the Listing Rules.

(l) Capitalisation of profits

The Directors may resolve to capitalise and distribute any profits of the Company to Shareholders. Subject to the Constitution and the terms of issue of Shares, Shareholders are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

(m) Capital reduction

Subject to the Corporations Act and the Listing Rules, the Company may reduce its share capital.

(n) Preference Shares

The Company may issue preference Shares including preference Shares that are liable to be redeemed. The rights attaching to preference Shares include, without limitation, those in the Constitution.

6.2 Company is a disclosing entity

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

The Company is also required to prepare and lodge with the ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 6.3 below).

6.3 Copies of documents

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

- (a) the Annual Report, being the last financial year for which an annual financial report was lodged with ASIC in relation to the Company before the issue of the Prospectus; and
- (b) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

Date Lodged	Subject of Announcement
02/09/2015	Appendix 3B
01/09/2015	CRB: Enters Into Strategic Agreement with Boss Resources
01/09/2015	Boss Acquires Honeymoon Uranium Project
28/08/2015	Trading Halt
11/08/2015	Change of Director's Interest Notice - Evan Cranston

Date Lodged	Subject of Announcement
11/08/2015	Change of Director's Interest Notice - Tom Grove
11/08/2015	Expiry of Unlisted Options
31/07/2015	Quarterly Activities Report
31/07/2015	Quarterly Cashflow Report
30/04/2015	Quarterly Activities Report
30/04/2014	Quarterly Cashflow Report
10/03/2015	Half Yearly Accounts
17/02/2015	GRY: 27.5gt gold in shallow auger drilling Gourma JV
30/01/2015	Quarterly Activities Report
30/01/2015	Quarterly Cashflow Report
28/01/2015	Boss Acquires Additional Ground at Gourma Gold Project
16/12/2014	New Project in Norway - High Grade Samples AU, CU, AG, PGE
16/12/2014	New Project in Norway - High Grade Samples AU, CU, AG, PGE
15/12/2014	Trading Halt
09/12/2014	Change of Director's Interest Notice
02/12/2014	Boss Applies for Lilltrask Ni-Cu Sulphide Prospect in Sweden
02/12/2014	GRY: New High Tenor Gold in Soils at Hounde Project Burkina Faso
28/11/2014	Results of Meeting
17/11/2014	70m Graphite-Bearing Shale Intersection at Skogtrask
31/10/2014	Quarterly Cashflow Report
31/10/2014	Quarterly Activities Report

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

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 6.12 and the consents provided by the Directors to the issue of this Prospectus.

6.4 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

6.5 Determination by ASIC

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

6.6 Directors' interests

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

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

6.7 Directors' interests in Company Securities

At the time of lodging the Prospectus the Directors have indicated that they (or their respective nominee/s) intend to take up their full entitlement under the Offer. Set out in the table are details of the Directors' relevant interests in Securities at the date of this Prospectus and their entitlements to Shares under the Offer:

	Evan Cranston	Marat Abzalov ⁽¹⁾	Peter Williams ⁽²⁾	Thomas Gladwin-Grove ⁽³⁾
Current number of Shares	Nil	1,470,499	24,172,647	3,352,500
Current percentage holding	Nil	0.27%	4.42%	0.61%
Current number of unquoted Options	Nil	Nil	Nil	Nil
Current number of performance rights ⁽⁴⁾	Nil	9,999,999	30,000,000	Nil
Entitlement to Shares under the Offer	Nil	588,199	9,669,058	1,341,000

Notes:

- (1) Dr Abzalov's interests are held indirectly through Massa Super Fund, of which Dr Abzalov is a trustee and a beneficiary.

- (2) Mr Williams' interests are held indirectly through The Purple Bougainvillea Pty Ltd, of which Mr Williams is a director.
- (3) Mr Gladwin-Grove's interests are held directly.
- (4) Performance rights were approved by shareholders at the Annual General Meeting held on 28 November 2014. As at the date of this Prospectus, the performance rights have not been issued.

John and Loreta Cranston, the parents of Evan Cranston, are Directors of Kingslane Pty Ltd which holds 46,579,002 Shares in the Company. Evan Cranston and Kingslane Pty Ltd have advised the Company that Evan Cranston does not have a relevant interest in the Shares held by Kingslane Pty Ltd in the Company in accordance with section 608 of the Corporations Act.

6.8 Directors' remuneration

The Constitution provides that the Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal shares.

A Director may also be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Directors received the following remuneration for the preceding two financial years:

Director	FY ¹	Salary, Fees and Commissions	Super-annuation	Non-cash Benefits	Share-based payments	Total	Performance related
Dr Marat Abzalov ²	2015	109,589	10,410	-	-	119,999	-
	2014	27,460	2,540	-	-	30,000	-
Mr Evan Cranston	2015	46,667	-	-	-	46,667	-
	2014	30,000	-	-	-	30,000	-
Mr Thomas Gladwin-Grove	2015	30,000	-	-	-	30,000	-
	2014	30,000	-	-	-	30,000	-
Mr Peter Williams ³	2015	135,000	-	-	-	135,000	-
	2014	116,855	-	-	-	116,855	-
Ms Oonagh Malone ⁴	2015	24,000	-	-	-	24,000	-
	2014	24,000	-	-	-	24,000	-
Mr Leigh Ryan ⁵	2015	-	-	-	-	-	-
	2014	11,663	1,551	-	-	13,214	-

Notes:

¹ Figures for 2014 are audited; figures for 2015 are unaudited.

² Dr Abzalov was appointed as Executive Director on 2 April 2014.

³ Mr Williams was appointed as Executive Director on 20 August 2013.

⁴ Ms Malone was appointed as Non-Executive Director on 24 July 2013 and resigned 20 August 2013, Company Secretary for full year.

⁵ Mr Ryan resigned as Managing Director on 24 July 2013.

A company associated with Mr Cranston was paid \$101,000 in the year ending 30 June 2015 (2014: \$113,000) for company secretarial, administrative and accounting services and a trust associated with Mr Cranston was paid \$36,000 in the year ending 30 June 2015 (2014: \$36,000) for the provision of serviced office premises.

A company associated with Mr Williams received \$20,000 in cash plus 7,500,000 Shares at an agreed value of \$0.008 per Share for \$60,000 as part of earn in agreements in the year ending 30 June 2014 and \$875 for other mining consulting services for the year ending 30 June 2014.

6.9 Related party transactions

There are no related party transactions involved in the Offer.

6.10 Interests of other persons

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

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

6.11 Expenses of Offer

The estimated expenses of the Offer are as follows:

	\$
ASIC Lodgment fee	2,320
ASX quotation fee	10,173
Legal and preparation expenses	10,000
Printing, mailing & registry expenses	5,000
Total	27,493

6.12 Consents

In accordance with the Corporations Act, Bellanhouse Legal has given, and as at the date of lodgement of this Prospectus with the ASIC has not withdrawn, their written consent to being named in this Prospectus as solicitors to the Company. Bellanhouse Legal has not authorised or caused the issue of this Prospectus or the making of the Offer. Bellanhouse Legal make no representation regarding, and to the extent permitted by law exclude any responsibility for, any statements in or omissions from any part of this Prospectus.

Security Transfer Registrars has given, and as at the date of lodgement of this Prospectus with the ASIC has not withdrawn, its written consent to being named in this Prospectus as the Company's share registry. Security Transfer Registrars has had no involvement in the preparation of any part of this Prospectus other than being named as share registrar of the Company. Security Transfer Registrars has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

7. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors of the Company.

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



Mr Evan Cranston

Chairman

Dated: 7 September 2015

8. Glossary of Terms

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

\$ means Australian dollars.

Acceptance means a valid acceptance of Shares made pursuant to this Prospectus on a Form.

Acquisition has the meaning given to it in Section 1.2.

Additional Shares means Shares subscribed for by Eligible Shareholders under the Shortfall Offer.

Applicant means a person who submits an Entitlement and Acceptance Form.

Application means a valid application for Securities made on an Entitlement and Acceptance Form.

Application Monies means application monies for Shares received by the Company.

ASIC means Australian Shares and Investments Commission.

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

Board means the Directors meeting as a board.

Boss Energy means Boss Energy Pty Ltd ACN 607 953 515.

Boss Energy Shareholders' Agreement has the meaning given to it in Section 1.2.

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

Carbine means Carbine Resources Limited (ABN 81 122 976 818).

CHESS means ASX Clearing House Electronic Subregistry System.

Company means Boss Resources Limited ACN 116 834 336.

Completion has the meaning given to it in Section 5.1

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

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

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

Eligible Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is in Australia.

Entitlement and Acceptance Form means the entitlement and acceptance form provided by the Company with a copy of this Prospectus that describes the entitlement of Shareholders to subscribe for Shares pursuant to the Entitlement Offer.

Entitlement Offer or **Offer** has the meaning given to it in Section 1.1.

Entitlement Offer Closing Date has the meaning given to it in Section 1.4.

Honeymoon Project means the Honeymoon Uranium Project, an in situ recovery uranium development project in South Australia (located approximately 75km northwest of Broken Hill, New South Wales), owned by UA1.

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

Listing Rules means the Listing Rules of ASX.

Project means the Company's gold exploration projects in Burkina Faso, nickel-copper projects in Finland, Norway and Sweden, and the Honeymoon Project.

Prospectus means this prospectus dated 7 September 2015.

Record Date means 5:00pm (WST) on the date identified in the proposed timetable.

Relevant Interest has the meaning given to that term in the Corporations Act.

Section means a section of this Prospectus.

Securities mean any securities including Shares or Options issued or granted by the Company.

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

Shareholder means a holder of Shares.

Shortfall means Shares not subscribed for under the Entitlement Offer.

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

SPA has the meaning given to it in Section 1.2.

Takeover Bid has the meaning given to that term in section 9 of the Corporations Act.

UA1 means Uranium One Australia Pty Ltd ABN 15 069 420 462.

Uranium One means Uranium One Inc (Org no. 135 015 208).

Wattle Mining means Wattle Mining Pty Ltd ACN 607 831 550.

WST means Australian Western Standard Time.