

ARUNTA RESOURCES LIMITED

[ABN 73 089 224 402]

PROSPECTUS

A renounceable pro-rata Rights Issue of 1.5 new Shares for every 1 Share held on the Record Date at an issue price of 0.1 cents (\$0.001) each together with 1 free-attaching new Option, exercisable at 0.2 cents (\$0.002) and expiring on 31 July 2019, for every 2 new Shares issued to raise up to approximately \$1.096 million before costs of the issue.

The Rights Issue is underwritten by BW Equities Pty Ltd [ABN 66 146 642 462] [AFSL No. 389 353]. Refer to Section 1.5 for details.

The Rights Issue closes at 5.00pm WST on 19 August 2014 (which date may change without notice).

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

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

The securities offered under this Prospectus are considered speculative.

CORPORATE DIRECTORY

Directors

Neil Biddle (Chairman)
Angus Edgar (Executive Director)
Adrien Wing (Non-Executive Director)

Secretary

Adrien Wing

Registered Office

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Share Registry

Security Transfer Registrars Pty Limited
770 Canning Highway, Applecross, WA, 6153
Telephone: +61 8 9315 2333
Facsimile: +61 8 9315 2233
Email: registrar@securitytransfer.com.au

Postal Address for Return of Acceptances

Security Transfer Registrars Pty Limited
PO Box 535
APPLECROSS WA 6953

Underwriter

BW Equities Pty Ltd
Australian financial services licence (AFSL) number 389 353
Level 25, 360 Collins Street, Melbourne, VIC, 3000
Telephone: +61 3 9601 4800
Facsimile: +61 3 9691 5498

ASX Code

AJR

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TIMETABLE

Announcement of Rights Issue	28 July 2014
Lodgement of prospectus	28 July 2014
“Ex” date - existing Shares quoted ex rights. Rights trading commences	31 July 2014
Record date to identify Shareholders entitled to participate in the Rights Issue (“the Record Date”), at 5pm WST (Australian Western Standard Time)	5 August 2014
Prospectus sent to Shareholders entitled to participate in the Rights Issue	8 August 2014
Rights trading ends	12 August 2014
Deferred settlement trading of securities begins	13 August 2014
Closing Date 5pm WST	19 August 2014
Notice of under subscriptions given to ASX	22 August 2014
Issue date. Deferred settlement trading of securities ends.	26 August 2014

*The above dates should be regarded as **indicative only**. Subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws, the Company reserves the right to change the above dates, to close the Rights Issue before the date stated above, to extend the Closing Date and subsequent dates, or not to proceed with the Rights Issue described in this Prospectus.*

No securities will be issued on the basis of this Prospectus after 27 July 2015, being the expiry date of this Prospectus.

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KEY INVESTMENT RISKS - SUMMARY

Please read and consider this Prospectus in full in conjunction with any specific matters which have or may be referred to in the Company’s ASX announcements before making any decision regarding your entitlement to new Shares and Options or investment in the Company, including deciding whether to accept your entitlement to Shares and Options. In particular, the risks described in Section 3, include risk areas considered specific to the Company:

- mining and exploration risks including environmental regulation, compliance with standards, native title and Aboriginal Cultural Heritage requirements;
- whether applications for new tenements or renewal of existing tenements will be achieved;
- whether requirements for maintaining tenements will be achieved;
- financing and being able to raise further funds in the future, particularly as substantial further funding may be required to continue and complete the Company’s programs and projects;
- there being no certainty that any program or project will be successful, or that if any resources are identified that they can or will be successfully or economically exploited within a particular timeframe or at all;
- reliance on key management;
- the Company having no demonstrated history of production or income and it not being envisaged that dividends will be paid in the foreseeable future;
- the Options issued under this Prospectus may not be admitted to quotation (see Section 1.6);
- the shareholding in the Company of shareholders who do not take up their entitlements pursuant to the Rights Issue will be diluted;
- the speculative nature of investment in the Company;

as well as other risks of a more general nature, such as general economic and market conditions.

ABOUT THE RIGHTS ISSUE OFFER - SUMMARY

The following summary provides only a limited overview. Further detail is set out in this Prospectus. Please read and consider this Prospectus in full before making any decision regarding your entitlement to new Shares and Options or investment in the Company.

Topic	Summary	For more information see:
What is the offer?	The offer (called the “Rights Issue”) is a pro-rata, renounceable offer made to eligible Shareholders to acquire up to a specified number of new Shares and Options.	Section 1.1
What is my entitlement to new Shares and Options?	If you are an eligible shareholder, you are entitled to acquire 1.5 new Shares for every 1 existing Shares you hold (as at 5.00 pm WST on the Record Date, 5 August*), on and subject to the terms of this Prospectus. One free attaching new Option will also be issued to you for every 2 new Shares you acquire. If you are an eligible shareholder, your entitlement to new Shares and Options is set out in a personalised Entitlement and Acceptance Form accompanying this Prospectus.	Section 1.1 and the personalised Entitlement and Acceptance Form accompanying this Prospectus
What is the offer price?	0.1 cents (\$0.001) per new Share.	Section 1.1

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Topic	Summary	For more information see:
What is payable for new Options?	No amount is payable to acquire free attaching new Options. If you chose to exercise your new Options, 0.2 cents (\$0.002) is payable upon exercise.	Section 1.1
Am I an eligible shareholder?	Eligible shareholders are shareholders of the Company registered as holders of Shares as at 5.00 pm (WST) on the Record Date (5 August 2014*) whose address in the Company's register of members is in Australia, New Zealand or Monaco.	Section 1.1
What if I am not an eligible shareholder?	If you are not an eligible shareholder, no offer is made to you and the rights to the new Shares and Options to which you would otherwise have been entitled may be sold by a nominee appointed by the Company, BW Equities Pty Ltd. If rights are sold, the proceeds less costs of the sales will be distributed among all non-qualifying foreign shareholders in proportion to their respective shareholdings. If not sold, the new Shares and Options that would have been represented by the non-qualifying foreign shareholders' entitlements will form part of the underwritten shortfall.	Section 1.4
What is the purpose of the offer and how will the funds raised be used?	The Company is undertaking the offer to raise capital for exploration and development of the Hatches Creek and Southern Cross Bore projects, working capital and the costs of the offer.	Section 2
How much will be raised by the offer?	The offer will raise approximately \$1.096 million (before costs).	Section 1.1
Is the offer underwritten?	The full amount of the offer is underwritten by BW Equities Pty Ltd [ABN 66 146 642 462] [AFSL No. 389 353].	Sections 1.5 and 7
Are there any risks associated with an investment in the Company?	<p>There are risks associated with an investment in the Company. These include risks relating to the Company's business, risks associated with resource exploration, risks relating to the offer and risks associated with financial investment generally.</p> <p>Please carefully consider the risks and the information contained in this Prospectus in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements before making any decision regarding your entitlement to new Shares and Options or investment in the Company, including deciding whether to accept your entitlement to Shares and Options.</p>	Page 3 and Section 3
What can I do with my entitlement?	<p>You can do any of the following:</p> <ul style="list-style-type: none"> - take up all of your entitlement (by accepting the offer in full); - sell or transfer your right to the whole of your entitlement; - take up part of your entitlement (by accepting part of the offer) and sell or transfer your right to the balance; - take up part of your entitlement (by accepting part of the offer) and allow the balance to lapse (and the balance will form part of the underwritten shortfall); - do nothing, in which case all your entitlement will lapse and form part of the underwritten shortfall. 	Section 6.1

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Topic	Summary	For more information see:
Can I trade my entitlement?	Yes - the offer is renounceable, meaning you can trade your entitlement. There is, however, no certainty that a market will exist or that your entitlement will be sold at any particular price or at all.	Sections 6.2, 6.3, 6.5 & 6.7
What happens if I do not take my entitlement, or take up only part of my entitlement?	Not taking up your entitlement in full will result in your interest in the Company being diluted. If you do not take up all of your entitlement by the Closing Date, unless the rights are sold and taken up by the buyer of the rights then the new Shares and Options to which you were entitled will form part of the underwritten shortfall.	Sections 6.4 & 6.6
How do I take my entitlement (accept the offer)?	<p>If you wish to take up (accept the offer for) all or part of your Entitlement you must either:</p> <p>(a) pay by BPAY using the BPAY details in the personalised Entitlement and Acceptance Form, so payment is received by no later than 5.00 pm (WST) on the Closing Date (19 August 2014*).</p> <p>(b) complete and return the personalised Entitlement and Acceptance Form to the Share Registry together with payment by cheque, bank draft or money order so the form and payment are received by the Share Registry by no later than 5.00 pm (WST) on the Closing Date (19 August 2014*).</p> <p>The amount payable if you are taking up your full entitlement is set out in the personalised Entitlement and Acceptance Form.</p> <p>If taking up less than your full entitlement, the amount payable is calculated by multiplying the number of new Shares you wish to take up by 0.1 cents (\$0.001).</p>	Section 6.8
Is there a minimum subscription amount?	There is no minimum subscription amount. Shares and Options will be issued in response to all valid acceptances of entitlements received.	
What are the tax implications of participating in the Offer?	Taxation implications will vary depending upon the specific circumstances of shareholders. You should obtain your own professional advice as to the particular taxation treatment that will apply to you.	Section 12
How and when will I know if my acceptance was successful?	A holding statement confirming the issue of your new Shares and Options will be sent to you on or about 26 August 2014*.	Section 6.9
Where can I find more information about the Company?	For more information on the Company and its projects please see the Company's website (www.aruntaresources.com.au) and the Company's ASX announcements (also available on the Company's website, and on the ASX's website www.asx.com.au).	Section 9

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Topic	Summary	For more information see:
What if I have any questions about the offer or how to accept or deal with my entitlement?	<p>You should consult your stockbroker, accountant, solicitor or other professional adviser before making any decision regarding your entitlement to new Shares and Options or investment in the Company, including deciding whether to accept your entitlement to Shares and Options.</p> <p>If you have any questions regarding how to complete and return the Entitlement and Acceptance Form, please contact the Company's Share Registry on +61 8 9315 2333 (or by facsimile on +61 8 9315 2233 or by email registrar@securitytransfer.com.au).</p> <p>Questions concerning the Rights Issue can also be directed to the Company on +61 3 8610 8633.</p>	Section 19

* *All dates are subject to change without notice – see the timetable on page 2 for the anticipated timetable for the Rights Issue and further information about dates.*

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1. Details of the offer

1.1 Rights Issue Entitlement

Arunta Resources Limited ("the Company" or "Arunta Resources") offers its shareholders, as recorded on the share registry records on the Record Date and who are otherwise eligible to accept the Rights Issue offer made under this Prospectus (each an "Eligible Shareholder"), the right to participate in a renounceable rights issue of 1.5 new fully paid ordinary shares ("Shares") for every 1 Share held at the Record Date at an issue price of 0.1 cents (\$0.001) each together with free attaching options issued on the basis of 1 Option for every 2 new Shares issued ("the Rights Issue"). Each free attaching option will have an exercise price of 0.2 cents (\$0.002) and will expire on 31 July 2019 (each an "Option").

Fractional entitlements to Shares and Options will be rounded up.

1.3 Rights Trading

Entitlements to Shares pursuant to the Rights Issue are renounceable and accordingly, rights may be traded on ASX. Details on how to sell rights are set out in Section 6.2 below.

1.4 Non-qualifying Foreign Shareholders

Only shareholders with addresses in the Company's register of members in Australia, New Zealand and the Principality of Monaco ("Monaco") are eligible to participate in the Rights Issue. The Company has appointed BW Equities Pty Ltd [ABN 66 146 642 462] [AFSL No. 389 353] to sell the rights to the Shares and Options that would otherwise have been offered to shareholders with addresses outside of Australia, New Zealand and Monaco ("Non-qualifying Foreign Shareholders"). Further detail is provided in Section 13.1.

Assuming no existing options are exercised, a total of 5,863,479 Shares (0.8% of existing issued Shares) are held by 33 Non-qualifying Foreign Shareholders, equivalent to entitlements to 8,795,219 Shares and 4,397,609 free attaching Options (approximately \$8,795 at the 0.1 cent issue price) (all subject to rounding). If the rights are not sold, those Shares and Options will form part of the underwritten shortfall.

1.5 Underwriting

BW Equities Pty Ltd ("the Underwriter") has agreed to underwrite the shortfall in acceptances under the Rights Issue, up to \$1,096,174 (representing approximately 1,096,174,000 Shares and 548,087,000 free attaching Options, subject to rounding).

As consideration for underwriting the Rights Issue, the Underwriter will receive an underwriting fee of \$10,000 plus 6% of the amount underwritten (plus GST if applicable). The Company will also pay out-of-pocket expenses of the Underwriter. The Underwriter may pay fees to sub-underwriters in connection with their agreements to sub-underwrite the Rights Issue. The payment of any such fees will be the obligation of the Underwriter and not the Company. As nominee for the sale of Non-qualifying Foreign Shareholders' rights the Underwriter will also receive a fee of the greater of 1% of the sale price of rights sold or \$2,000 (plus GST).

The Underwriter may terminate its agreement to underwrite the Rights Issue in the event that one or more of the events summarised in Section 7 of this Prospectus occurs.

1.6 ASX Listing

The Company will apply to ASX for admission of the Shares and Options to official quotation.

Official quotation of Options will be conditional upon there being a sufficient number of holders of the Options to satisfy the requirements of ASX for the creation of a new class of listed security. No acceptance monies will be repaid if the Options offered under this Prospectus are not admitted to official quotation.

If ASX does not grant permission for the Official Quotation of the Shares within three months after the date of issue of this Prospectus (or such period as is permitted by the Corporations Act), the Company, in its absolute discretion, will either repay the acceptance monies to applicants without interest or (subject to any necessary ASIC or ASX waivers or consents being obtained) issue a supplementary or replacement Prospectus and allow applicants one month to withdraw their acceptances and be repaid their acceptance monies without interest.

2.7 Placements after Closing Date

The Board reserves the right, in consultation with the Underwriter, to issue shortfall Shares and Options at their discretion within three (3) months after the Closing Date.

2. Purpose of the offer

Funds raised by the Rights Issue will be used for exploration and development of the Hatches Creek and Southern Cross Bore projects, working capital and the costs of the offer, as detailed below:

	\$	\$
Exploration and development on the Company's projects:		
- Hatches Creek		
Environmental survey	\$25,000	
Complete Resource Estimate	\$70,000	
Preliminary drilling	\$180,000	
Data administration	<u>\$7,000</u>	\$282,000
- Southern Cross Bore		
EM survey and drill hole planning	\$20,000	
Drilling	<u>\$250,000</u>	\$270,000
General Working Capital		\$396,700
Costs of the Rights Issue (see Section 5.3)		\$147,300
TOTAL		\$1,096,000

3. Risks

The Company' business activities are subject to a range of risks that may affect the performance of the Company and the value of existing or new Shares and Options in the future.

The summary below represents some of the major risk factors to be aware of in evaluating the Company's business and the risks of an investment in the Company before making any decision regarding accepting or dealing with entitlements to new Shares and Options. The summary is not exhaustive. All information contained in this Prospectus should be considered, in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements, and professional advisors consulted before making any decision regarding entitlements to new Shares and Options or investment in the Company including deciding whether to accept entitlements to Shares and Options.

The New Shares and New Options offered under this Prospectus are considered speculative.

3.1 Company Specific Risks

(A) Mining and exploration risk

The Company's programs and projects are undertaken on exploration tenements with significant exploration risk.

The business of exploration, mineral development and production by its nature is subject to risk. The success of the Company will depend on the successful development of resources and successful management of operations.

There is no certainty that any program or project will be successful, or that if any resources are identified that they can or will be successfully or economically exploited within a particular timeframe or at all.

(B) Environmental regulation and risk

State and federal laws and regulations regarding environmental hazards set various standards regulating certain aspects of health and environmental quality, and with penalties and other liabilities for the violation of such standards. The laws and regulations establish, in certain circumstances, obligations to remediate facilities or locations where operations are or were conducted.

Significant liability can be imposed on the Company for damages, clean up costs, or penalties for non compliance with environmental laws or regulations, for example, due to discharges into the environment, and can include environmental damage caused by previous holders of locations held or acquired by the Company or its subsidiaries.

(C) Native title risk

The effect of the Native Title Act 1993 (Commonwealth) is that existing and new tenements held by the Company may be affected by native title claims and procedures.

The Company has not undertaken the historical, legal or anthropological research and investigations at the date of this Prospectus that would be required to form an opinion as to whether any existing or future claim for native title could be upheld over a particular parcel of land covered by a tenement.

There is a potential risk that a determination could be made that native title exists in relation to land the subject of a tenement held or to be held by the Company or its subsidiaries, which may affect the operation of the Company's business and development activities. If it is determined that native title does exist or a native title claim is registered, the Company may need to comply with procedures under the Native Title Act 1993 (Commonwealth) in order to carry out its operations or to be granted any additional rights such as a mining lease. Such procedures may take considerable time, involve the negotiation of significant agreements, may involve a requirement to negotiate for access rights, and require the payment of compensation to those persons holding or claiming native title in the land that is the subject of a tenement.

The administration and determination of native title issues may have a material adverse effect on the Company and its business. Satisfactory completion of negotiations may be required before some activities can be undertaken by the Company, which may cause delays.

(D) Aboriginal Cultural Heritage

Aboriginal cultural heritage legislation imposes duties requiring the Company and others to take all reasonable and practical measures to avoid damaging or destroying Aboriginal cultural heritage. The Company is required to develop suitable internal procedures to discharge its duty of care in order to avoid exposure to substantial financial penalties if its activities damage items of cultural significance. Under this legislation, indigenous people can exercise control over land with respect to cultural heritage without necessarily having established the connection element (as required under native title law). This creates a potential risk that the tenement holder may have to deal with several indigenous individuals or corporations, notwithstanding that native title may not have been established or claims finalised, to identify and manage cultural heritage issues. This could result in lengthy lead times being required to manage cultural heritage on projects.

(E) Tenements

The Company's exploration activities are dependent upon the grant and maintenance of appropriate licences, permits, resource consents, access arrangements and regulatory authorities (authorisations), which may not be granted or may be withdrawn or made subject to limitations. As noted above, renewals and transfers may be affected by completing remediation obligations or allocating responsibility for environmental liabilities.

The Company's failure to meet its work or expenditure obligations under its authorisations may lead to dilution of its interest in, or the loss of, such authorisations.

Exploration tenements may not be able to be renewed or extended or converted to mining leases without requiring significant further investment and incurring significant further expense, or at all.

(F) Application risk

The Company has a number of applications for exploration permits. Although the Company is not aware of any reason why the applications will not be granted, the grant involves the exercise of administrative functions (including discretion), which are beyond the control of the Company.

Any failure of these applications to be granted may have a material adverse effect on the ability of the Company to explore for minerals on the areas in those applications.

(G) Financing

Substantial further funding may be required to continue and complete the Company's programs and projects. The Company's ability to take advantage of opportunities may depend in part on its ability to raise additional funds. There can be no assurance that any such funding will be available to the Company on favourable terms or at all.

(H) Reliance on key management and employees

The Company is reliant upon individuals with responsibility of overseeing the operations and management of the Company and will be dependent on the Company being able to attract and retain qualified management, technical and other personnel. Cessation of the availability, employment or engagement of one or more of its officers, employees or contractors may have a detrimental impact on the Company.

(I) Lack of production, income or dividends

The Company has no demonstrated history of production or of generating income. There is no certainty that production may start or income be generated at any particular time or at all, or that production or the levels of revenue (if achieved) will be profitable.

The Directors cannot give any assurance concerning the extent and timing of future dividends (if any) as this will depend on the future profitability and financial position of the Company as well as other economic factors. It is not envisaged that dividends will be paid on the Company's increased capital in the foreseeable future.

(J) Quotation of Options

The Options issued under this Prospectus may not be admitted to quotation (see Section 1.6). Official quotation of Options will be conditional upon there being a sufficient number of holders of the Options to satisfy the requirements of ASX for the creation of a new class of listed security. No acceptance monies will be repaid if the Options are not admitted to official quotation. If the Options are not admitted to official quotation there will be no ready market in which to offer the Options for sale.

(K) Dilution

The percentage shareholding in the Company of shareholders who do not take up all of their rights pursuant to the Rights Issue will be diluted.

(L) Speculative nature of investment

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

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

No guarantee can be given that the Company's share price will be greater than the exercise price of the Options during the period up to the expiry of the Options. Accordingly, there is a risk that the Options will be out of the money during the exercise period, which would affect the value of the Options.

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(M) Economic risks

General economic conditions (see further below) may have an adverse effect on the Company's activities, as well as on its ability to fund those activities. The exploration and mining industry is competitive and there is no assurance that, even if significant quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same.

3.2 Other Risks

(A) General Economic Climate

Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on the Company's operating costs. The Company's future income, asset values and share price can be affected by these factors and, in particular, by the market price for any services or products that the Company may sell.

(B) Market Conditions

The value of the Company's quoted securities may be affected by sharemarket conditions regardless of the Company's prospectus or performance.

The market price of the Company's securities may be subject to a variety of unpredictable influences on the market for equities in general and resource sector stocks in particular. These market conditions may affect the value of the Company's securities regardless of the Company's performance. Lack of liquidity may also affect the value of the Company's securities. The trading price of the Shares, the Options (if admitted to official quotation on ASX) and any shares issued upon exercise of the Options, may fall as well as rise.

(C) Government Policy Changes

Any material adverse changes in government policies or legislation of any countries in which the Company operates or may operate in may affect the viability and profitability of the Company.

(D) Foreign Currency and Exchange Rate Fluctuations

Revenue and expenditure of the Company may be domiciled in currencies other than Australian dollars and as such expose the Company to foreign exchange movements, which may have a positive or negative influence on the Australian dollar equivalent of such revenue and expenditure.

The Company will appropriately monitor and assess such risks and may from time to time implement measures, such as foreign exchange currency hedging, to assist managing these risks. However the implementation of such measures may not eliminate all such risks and the measures themselves may expose the Company to related risks.

(E) Commodity prices and demand

Whilst the Company's projects are not yet in production, changes in prices of commodities which are potential targets for exploration or development may have a significant effect on whether work and expenditure are considered economically justified, and on the availability of further funding. It may also affect the assessment of a company or its projects by the market if resources or reserves have been identified.

(F) Future Performance of Business Activities

The value of the Company's business activities is subject to the various and unpredictable influences of the market it operates in and the economy in general. Accordingly, adverse economic and market conditions may be experienced by the Company which are outside of its control and may have an adverse effect on the Company.

(G) Security Investments

Applicants should be aware that there are risks associated with any securities investment. Shares listed on the stock market and, in particular, securities of resources companies, have experienced extreme price and volume fluctuations

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that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

3.3 Above risk factors not exhaustive

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

Therefore, the Shares and 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 the Shares and Options. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisors before making any decision regarding entitlements to new Shares and Options or investment in the Company including deciding whether to accept entitlements to Shares and Options.

4. Effect of the offer on the Company

The effect of the Rights Issue on the Company will be to:

- provide the funds to undertake the activities described in Section 2; and
- alter the capital structure of the Company as described in Section 5.

5. Effect on the Capital Structure of the Company

5.1 Shares and Options

Capital Structure:

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

SHARES

Existing issued ordinary shares	730,782,408
Shares offered under this Prospectus [^]	1,096,173,612
TOTAL[^]	1,826,956,020

OPTIONS

Existing options*	291,354,457
Options proposed to be issued subject to shareholder approval ⁺	42,500,000
Free attaching Options offered under this Prospectus [^]	548,086,806
TOTAL[^]	881,941,263

* Existing options:

Number	Description	Exercise Price	Expiry Date
246,354,457	Listed (ASX: AJROB)	2 cents (\$0.02)	20 December 2014
30,000,000	Unlisted	2 cents (\$0.02)	21 March 2015
15,000,000	Unlisted	3 cents (\$0.03)	18 December 2016

⁺ These proposed options, having an exercise price of 0.2 cents (\$0.002) and an expiry date of 31 July 2019, will only be issued if shareholder approval is received at the General Meeting proposed to be held on 30 July 2014. The result of the meeting will be announced to ASX and be available on the Company's website. If the issue of those options is not approved, the total number of options above would be 839,441,263. The offer of Options under this Prospectus is not conditional upon shareholder approval or the issue of the 42,500,000 options.

^ subject to rounding

Dilution:

Shareholders who not take up their rights pursuant to the Rights Issue will not be diluted, and will maintain their existing proportional (percentage) interest in the Company. This assumes no existing options are exercised before the Record Date.

The percentage shareholding in the Company of shareholders who do not take up their rights pursuant to the Rights Issue will be diluted. Examples of the impact of dilution on existing holdings where a shareholder does not take up its entitlement are set out below, assuming no existing options are exercised before the Record Date.

Shareholder (example)	Holding at the Record Date	% at the Record Date	1.5 for 1 entitlement under the Offer	Holding if entitlement not taken up	As % of total Shares on issue after the Offer
A	50,000	0.00684%	75,000	50,000	0.00274%
B	100,000	0.01368%	150,000	100,000	0.00547%
C	500,000	0.06842%	750,000	500,000	0.02737%
D	1,000,000	0.13684%	1,500,000	1,000,000	0.05474%
E	5,000,000	0.68420%	7,500,000	5,000,000	0.27368%
F	10,000,000	1.36840%	15,000,000	10,000,000	0.54736%

Underwriter:

Presently the Underwriter holds no Shares or Options. The maximum percentage of the issued Shares of the Company which would be held by the Underwriter and its associates if no entitlements were accepted and the Underwriter were required to subscribe for all the Shares offered is 60% (1,096,173,612 Shares). However, the Underwriter has informed the Company that it has made arrangements for sub-underwriters to acquire the total number of Shares (and free attaching Options) underwritten and therefore it is anticipated that the Underwriter will not receive any Shares as Underwriter and percentage of Shares in the Company held by the Underwriter and its associates (if any) will not increase.

Sub-underwriting by Directors and shareholders:

Each of the Directors and the following shareholders, and/or their respective associates, has agreed to sub-underwrite the Rights Issued up to the amounts shown against each of them. The maximum effect on their holdings if only the Directors take up entitlements (each having informed the Company he and/or his associates intends to do so) and all remaining Shares and Options are taken up under the underwriting and sub-underwriting arrangements are set out below.

Director/Shareholder (and/or associate(s))	Existing			Amount Sub-underwritten (up to)	Post Issue*		
	Shares	%	Options [^]		Shares	%	Options
Mr Neil Biddle	43,940,873	6.01%	16,250,000	\$246,000	318,320,022	17.42%	153,439,575
Mr Angus Edgar	55,614,630	7.61%	65,451,021	\$250,000	350,745,251	19.20%	213,016,332
Mr Adrien Wing	18,562,500	1.69%	6,937,500	\$150,000	157,962,706	8.65%	79,731,353

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Director/Shareholder (and/or associate(s))	Existing			Amount Sub- underwritten (up to)	Post Issue*		
	Shares	%	Options [^]		Shares	%	Options
Ackerman Group Holdings Ltd	49,550,073	6.78%	25,000,000	\$150,000	250,900,388	13.73%	125,675,158
Oceanic Capital Pty Ltd	15,000,000	2.05%	2,800,000	\$200,000	206,866,941	11.32%	98,733,471

* After the Directors and their associates taking up their entitlements and the respective sub-underwriter taking up its sub-underwritten proportion of the shortfall.

[^] Details of Directors' direct and indirect existing option holdings are set out in Section 11.1.

5.2 Pro-Forma Balance Sheet of the Company

Set out below is the pro-forma balance sheet of the Company as at 31 May 2014.

The financial information has been extracted from unaudited, consolidated management accounts for May 2014. The pro-forma Balance Sheet assumes the Rights Issue is fully subscribed (refer further below for Pro Forma adjustments) and raises \$1,096,174 less the estimated costs of the Rights Issue.

	Management (consolidated, unaudited) 31 May 2014 \$	Post-offer proforma (consolidated, unaudited) 31 May 2014 \$
Assets		
Current assets		
Cash and cash equivalents	127,636	1,161,509
Trade and other receivables	125,701	125,701
Other	16,230	16,230
Total current assets	<u>269,567</u>	<u>1,303,440</u>
Non-current assets		
Available-for-sale financial assets	18,074	18,074
Property, plant and equipment	16,280	16,280
Exploration and evaluation	2,353,827	2,353,827
Goodwill	252,490	252,490
Deferred tax	12,662	12,662
Total non-current assets	<u>2,653,333</u>	<u>2,653,333</u>
Total assets	<u>2,922,900</u>	<u>3,956,773</u>
Liabilities		
Current liabilities		
Trade and other payables	154,848	154,848
Employee benefits	14,850	14,850

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	Management (consolidated, unaudited) 31 May 2014	Post-offer proforma (consolidated, unaudited) 31 May 2014
	\$	\$
Provisions	12,000	12,000
Total current liabilities	<u>181,698</u>	<u>181,698</u>
Non-current liabilities		
Total non-current liabilities	<u>-</u>	<u>-</u>
Total liabilities	<u>181,698</u>	<u>181,698</u>
Net assets	<u>2,741,202</u>	<u>3,775,075</u>
Equity		
Issued capital	27,991,848	29,025,721
Reserves	160,000	160,000
Accumulated losses	(25,410,646)	(25,410,646)
Equity attributable to the owners of Arunta Resources Limited	<u>2,741,202</u>	<u>3,775,075</u>
Total equity	<u>2,741,202</u>	<u>3,775,075</u>

Basis of Preparation

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

The consolidated, reviewed statement of financial position as at 31 December 2013 was 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 financial report for the six (6) months to 31 December 2013 contains historical financial information including the directors' report and financial statements of the type issued by Australian public companies, and the auditor's review report. The auditor's review report contains a going concern emphasis of matter. The 31 December 2013 half year financial report is taken to be included in this Prospectus by operation of section 712 of the Corporations Act. Any person may request a copy of the 31 December 2013 half year financial report during the application period of this Prospectus, which the Company will provide free of charge.

The consolidated statement of financial position as at 31 May 2014 (unaudited) has been prepared to provide Shareholders with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company and its controlled entities. 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.

Pro-forma Adjustments

The pro forma statement of financial position is based on the unaudited, consolidated statement of financial position as at 31 May 2014 and has then been adjusted to reflect the following pro-forma adjustments:

- The receipt of \$85,000 from the issue by the Company of 85,000,000 fully paid ordinary shares at an issue price of \$0.001 each on 5 June 2014; and
- Receipt of proceeds of the Rights Issue net of capital raising costs of \$948,872 (gross proceeds of the Rights Issue would be \$1,096,173, subject to rounding, and estimated capital raising costs

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associated with the rights issue are \$147,300). The Company's total number of ordinary shares on issue would be 1,826,956,020.

5.3 Costs of the offer

The estimated anticipated costs of the Rights Issue (if fully subscribed) are as follows:

Particulars	Amount (\$)
Legal, printing, postage and administrative	\$54,390
ASIC and ASX Fees	\$12,140
Underwriting Fees	\$80,770
TOTAL	\$147,300

6. Acceptance Instructions

6.1 Choices available under Rights Issue

Eligible Shareholders may:

- exercise their rights to participate in the Rights Issue (and take up their Rights Issue Entitlement) in full; or
- exercise their rights to participate in the Rights Issue (and take up their Rights Issue Entitlement) in part; or
- sell or transfer the right to the whole or part of their Rights Issue Entitlement (and if only part is sold or transferred, take up all or part of the remainder of their Rights Issue Entitlement, or allow it to lapse); or
- take no action under this Offer, and allow their Rights Issue Entitlement to lapse.

Shares and Options represented by Rights Issue Entitlements not sold or transferred, or not taken up, will become part of the underwritten shortfall Shares and Options.

6.2 Selling your Rights Issue Entitlement on ASX

If you wish to sell your right take up to your Rights Issue Entitlement on ASX, complete the appropriate section on your personalised Entitlement and Acceptance Form marked "Instructions to your Stockbroker" and lodge the Entitlement and Acceptance Form with your stockbroker as soon as possible, or otherwise provide instructions to your stockbroker regarding the number of Rights you wish to sell on ASX. You can sell your Rights on ASX from 31 July 2014 until 12 August 2014 (which dates may change without notice). The Company accepts no responsibility for failure by your stockbroker to carry out your instructions.

6.3 Taking up part of your Rights Issue Entitlement and selling the balance on ASX

If you wish to take up only part of your Rights Issue Entitlement and sell the balance of your right take up to your Rights Issue Entitlement, complete the accompanying personalised Entitlement and Acceptance Form for the number of New Shares and Options you wish to take up and follow the steps required in accordance with the instructions below and on the Entitlement and Acceptance Form. You may then provide instructions to your stockbroker regarding any remaining rights to take up your Rights Issue Entitlement you wish to sell on ASX.

6.4 Taking up part of your Rights Issue Entitlement and allowing the balance to lapse

If you wish to take up part of your Rights Issue Entitlement and allow the balance to lapse, complete the accompanying Entitlement and Acceptance Form for the number of New Shares and Options you wish to take up and follow the steps required in accordance with the instructions below and on the Entitlement and Acceptance Form. If you take no further action, the balance of your Rights Issue Entitlement will lapse and you will have forfeited any potential benefit to be gained from selling/trading your rights.

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6.5 Dealing with part or all of your Rights Issue Entitlement other than on ASX

You may transfer all or part of your rights to take up your Rights Issue Entitlement to another person other than on ASX provided that the purchaser is not a Non-qualifying Foreign Shareholder or would be a Non-qualifying Foreign Shareholder if the purchaser were the registered holder of Shares.

If you wish to transfer all of your rights to take up your Rights Issue Entitlement to another person other than on ASX, forward a completed standard renunciation form (obtainable from the Company's Share Registry) and the applicable transferee's cheque or bank draft for the acceptance amount payable for the New Shares and Options for which they wish to accept their entitlement to the Company's Share Registry by 5.00pm (WST) on 19 August 2014.

If you wish to transfer part of your rights to take up your Rights Issue Entitlement to another person other than on ASX only, but also want to take up all or some of the balance of your Rights Issue Entitlement, you will need to take the steps described above in relation to the rights you wish to transfer and complete the accompanying Entitlement and Acceptance Form in respect of the rights you wish to take up. You will need to lodge the form in accordance with the instructions below and on the Entitlement and Acceptance Form.

If the Share Registry receives both a completed renunciation form and a completed Entitlement and Acceptance Form in respect of the same rights, the renunciation will be given effect in priority to the acceptance.

6.6 Allow all or part of your Rights Issue Entitlement to lapse

Your Rights may have value. Rights are renounceable, which enable Eligible Shareholders who do not wish to accept some or all of their Rights Issue Entitlement to sell or trade all or part of their Rights on ASX.

6.7 Rights Trading

Trading of Rights commences on ASX on 31 July 2014 with the last day of trading being 12 August 2014 (which dates may change without notice). All or part of Eligible Shareholders Rights may be traded on ASX or otherwise sold between these dates should you choose not to accept all or part of your Rights Issue Entitlement.

6.8 Completing an Entitlement and Acceptance Form

Unless paying by BPAY®* (see below), all acceptances of entitlements to New Shares and Options must be made on the personalised Entitlement and Acceptance Form accompanying this Prospectus in accordance with the instructions set out in on the form.

* ® Registered to Bpay Pty Ltd ABN 69 079 137 518

For payments by cheque, money order or BPAY:

Your acceptance of entitlements to New Shares and Options or payment may not be effective if received after 5:00pm (WST) on the Closing Date or such later date as the Company may specify, in which case no Shares or Options would be issued to you in respect of your acceptance or payment, and any payment received will be refunded to you after the date of allotment in accordance with the Corporations Act, without interest.

The amount payable on acceptance will be deemed not to have been received until the Company is in receipt of cleared funds. Payments in cash will not be accepted.

If the amount of payment received is insufficient to pay in full for the number of Shares you have accepted or is more than required for the number of Shares you have accepted you will be taken to have accepted the lesser of your entitlement or such whole number of Shares (together with free attaching Options) which is covered in full by your payment.

If you pay for Shares and Options in excess of your entitlement the relevant overpayment will be refunded to you after the date of allotment in accordance with the Corporations Act, without interest.

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If paying by BPAY:

To accept your entitlement and pay via BPAY, you should:

- read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- make your payment via BPAY for the number of Shares you wish to subscribe for (being the Rights Issue offer price of 0.1 cents (\$0.001) per Share multiplied by the number of Shares for which you are accepting your entitlement) so that it is received no later than 5:00pm (WST) on the Closing Date, or such later date as the Company may specify. You can only make a payment via BPAY if you are the holder of an account with an Australian financial institution.

If you choose to pay via BPAY you are not required to submit the Entitlement and Acceptance Form.

If your BPAY payment is received by 5:00pm (WST) on the Closing Date or such later date as the Company may specify, Shares and free attaching Options accepted anticipated to be issued to you on or before the date set out in the timetable on page 2 of this Prospectus (which date may change without notice).

You should be aware that your financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit. The Company and Security Transfer Registrars Pty Limited (“the Share Registrar”) accept no responsibility for unsuccessful, delayed, incomplete BPAY payments.

If you have multiple holdings you will have multiple BPAY reference numbers. To ensure that you receive your entitlement in respect of each holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any Shares that you wish to accept your entitlement for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding, and the excess will be refunded.

If paying by cheque or money order:

To accept your entitlement and pay by cheque or money order, you should:

- read this Prospectus and the Entitlement and Acceptance Form in their entirety and seek appropriate professional advice if necessary; and
- complete the personalised Entitlement and Acceptance Form which accompanies this Prospectus (instructions for completing and returning the Entitlement and Acceptance Form are set out on the form); and
- return the completed Entitlement and Acceptance Form together with a cheque or money order for the applicable amount (being the Rights Issue offer price of 0.1 cents (\$0.001) per Share multiplied by the number of Shares for which you are accepting your entitlement) to:

IN AUSTRALIA (or if sent from Monaco)

Security Transfer Registrars Pty Limited
PO Box 535
APPLECROSS WA 6953
Australia

IN NEW ZEALAND

Arunta Resources Limited
c/- Tavendale and Partners Limited
PO Box 442
Christchurch 8140
New Zealand

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so that it is received by no later than 5:00pm (WST) on the Closing Date (which is set out in the timetable on page 2 of this Prospectus), or such later date as the Company may specify. The Company, Security Transfer Registrars Pty Limited ("the Share Registrar") and Tavendale and Partners Limited accept no responsibility for delayed or misdelivered Entitlement and Acceptance Forms or payments.

If you choose to pay by cheque or money order you must submit the completed Entitlement and Acceptance Form.

Cheques should be made payable to "Arunta Resources Ltd" and crossed "Not Negotiable". Cheques must be payable in Australian dollars, drawn on an Australian branch of an Australian bank.

6.9 Further Information

If you have any questions about your entitlement, please contact the Company's Share Registry on +61 8 9315 2333 (or by facsimile on +61 8 9315 2233 or by email registrar@securitytransfer.com.au). Alternatively, contact your stockbroker or other professional adviser.

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

The Company may reject an acceptance where payment of the acceptance amount is not received or a cheque is not honoured, or without prejudice to its rights, issue Shares and Options in response to the acceptance and recover the outstanding acceptance amount from the recipient.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons resident in countries outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consent are required or whether formalities need to be observed to enable them to acquire Shares and Options. Return of an Entitlement and Acceptance Form or payment will be taken by the Company to constitute a representation that there has been no breach of such requirements.

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

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

7. Underwriting Arrangements

Pursuant to an agreement between BW Equities Pty Ltd, as Underwriter, and the Company on 28 July 2014 ("the Underwriting Agreement"), the Underwriter has agreed to underwrite the shortfall in acceptances of Shares and Options under the Rights Issue up to the sum of \$1,096,173.61 (1,096,173,612 Shares and 548,086,806 Options) (subject to rounding), being the amount to be raised by the Rights Issue. The number of shares underwritten by the Underwriter will not be affected by the issue of any new shares by the Company prior to the Record Date as a result of the exercise by shareholders of existing options (if any). Details of the underwriting including fees payable to the Underwriter are set out in Section 1.5 of this Prospectus.

The Underwriter has informed the Company that it has entered into sub-underwriting arrangements for the entire underwritten amount. Fees and other amounts payable to sub-underwriters are the responsibility of the Underwriter and not the Company (and are not in addition to amounts the Company is to pay the Underwriter as set out in Section 1.5).

The obligation of the Underwriter to underwrite the Offer is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of any of the following specified events, if in the opinion of the Underwriter (in good faith and acting reasonably) the event has or could have a materially adverse effect on the success of the Rights Issue:

- **(Indices Fall)** The Ordinaries Index Number or the Dow Jones Industrial Average is, at the close of trading on any three (3) consecutive ASX trading days time, more than 15.0% below its level as at the close of trading on the ASX trading day immediately preceding the date of the Underwriting Agreement.
- **(Material Event)** A new circumstance has arisen since the date of lodgement of this Prospectus that would in the reasonable opinion of the Underwriter be required by section 711 or section 713 of the Corporations Act to be included in this Prospectus if it has arisen before the Prospectus was lodged.
- **(Default)** The Company defaults in, or is in breach of, a material obligation under the Underwriting Agreement and, following consultation between the Company and the Underwriter, that default is not remedied within five (5) business days.
- **(Breach of Warranty)** Any warranty or representation by the Company in the Underwriting Agreement ceases to be true in any material respect and, following consultation between the Company and the Underwriter, the matters rendering the warranty untrue are not remedied within five (5) business days.
- **(Material Adverse Change)** Any material adverse change occurs in the financial position of the Company.
- **(Indictable Offence)** Any director or officer of the Company named in this Prospectus dies or is charged with or convicted of an indictable offence.
- **(Misleading Statement or Notice)** Any material statement in this Prospectus is found to be or becomes misleading or deceptive or there is found to be a material omission from this Prospectus of material required by section 711 or section 713 of the Corporations Act.
- **(Change in Act or Policy)** The adoption or announcement by, or on the authority of, the government of Commonwealth of Australia of any future change in fiscal, monetary or taxation policy which would materially adversely affect companies generally or the Company in particular or investment in stocks and shares in Australia including but not limited to any change which is likely to materially and adversely affect interest rates not previously announced or anticipated, or of any law or prospective law or other measure having the effect of restraining capital issues, corporate profits or foreign investment, which would materially and adversely affect the Rights Issue.
- **(Withdrawal of Consent)** Any person who has previously consented to the inclusion of his, her or its name in this Prospectus withdraws that consent by notice in writing to the Company.
- **(Information Misleading)** Any information supplied at any time by, or on behalf of, the Company to the Underwriter in respect of any aspect of the Rights Issue is or becomes materially false or misleading.
- **(Error in Due Diligence Results)** Any of the results of investigations by the Company conducted pursuant to the Company's due diligence program and verification material is or becomes materially false or misleading.
- **(Breach of Law)** Any material contravention by the Company or an officer of the Company of any provision of the Corporations Act, the ASX Listing Rules or any requirement of the ASX or the Australian Securities and Investments Commission ("ASIC") or any governmental agency.
- **(Winding Up)** A resolution is passed or an order made by a Court of competent jurisdiction for the winding up of the Company, other than an order for the purpose reconstruction or amalgamation made with the prior consent of the Underwriter.
- **(Appointment of Receiver)** A receiver or receiver and manager is appointed to all or any part of the assets or undertaking of the Company.
- **(Scheme of Arrangement)** The Company enters into any scheme of arrangement with its creditors or any class of them or indicates its intention to do so.
- **(Suspension of Debt Payments)** The Company suspends payments of its debts or is unable to pay its debts within the meaning of the Corporations Act.

- **(Liquidation)** A liquidator is appointed to the Company.
- **(Administration)** The Company is placed under external administration or an external administrator is appointed.
- **(Appointment of Inspector)** An inspector is appointed to the Company pursuant to any law to investigate all or any part of the affairs of the Company.
- **(Failure to provide certificate)** The Company fails to furnish a certificate regarding the Rights Issue offer in accordance with the requirements of the Underwriting Agreement and that failure is not remedied within five (5) business days after receipt of notice from the Underwriter of the failure.
- **(Outbreak of Hostilities)** There is an outbreak of hostilities (whether or not war has been declared) not presently existing or a major escalation in existing hostilities occurs involving any one or more of the Commonwealth of Australia, the Republic of South Africa, the United States of America, the Russian Federation, a member state of the European Union, the Peoples Republic of China, or Japan.

The Underwriting Agreement also contains indemnities, representations and warranties by the Company to the Underwriter and other provisions of the kind commonly included in agreements of its type.

8. Continuous Disclosure Obligations

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

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities or options offered to acquire securities under that prospectus are continuously quoted securities within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities that were quoted enhanced disclosure securities at all times during the 12 months before the date of this Prospectus.

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

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the date of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

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

The Company seeks and engages in discussions on an ongoing basis in respect of potential opportunities for the establishment of new and the expansion of existing activities and business development opportunities. While the Company continues to seek and negotiate potential commercial opportunities in this respect, there is no certainty that any arrangement(s) will be finalised on particular terms, at a specific time, or at all. The Company will make further announcements in respect of any such discussions or negotiations in accordance with its disclosure obligations as developments occur.

As a disclosing entity under the Corporations Act, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

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

- (a) the annual financial report of the Company for the financial year ended 30 June 2013 (lodged with ASIC and released to ASX on 28 August 2013), being the most recent annual financial report of the Company lodged with ASIC before the lodgement of this Prospectus with ASIC;
- (b) financial report of the Company for the half year ended 31 December 2013, the financial statements of the Company for the financial year ended 30 June 2013 (lodged with ASIC and released to ASX on 6 March 2014) if applicable; and
- (c) any continuous disclosure notices given by the Company since the lodgement of the annual financial report referred to in (a) above before lodgement of this Prospectus. Continuous disclosure notices given by the Company since the lodgement of the annual financial report to the date of this Prospectus are listed in Section 9 of this Prospectus.

9. ASX Announcements

The following announcements (continuous disclosure notices) have been made by the Company to ASX since lodging its audited financial statements (annual financial report) for the year ended 30 June 2013:

Date	Headline
24/07/2014	Quarterly Activities and Cashflow Report
27/06/2014	Notice of General Meeting/Proxy Form
12/06/2014	Further High Grade Tungsten Results Confirm Potential
05/06/2014	708 Notice
05/06/2014	Appendix 3B
29/05/2014	Company Update and Proposed Capital Raising
29/04/2014	Quarterly Activities and Cashflow Report
27/03/2014	Tungsten Concentrates Successfully Produced in Met test work
13/03/2014	Four Priority IOCG Target Areas Identified at SXB
06/03/2014	Half Yearly Accounts
06/02/2014	Change of Director's Interest Notices
06/02/2014	Change in substantial holding
06/02/2014	Shallow high-grade Tungsten results - Hatches Creek revised
05/02/2014	Shallow high-grade Tungsten results - Hatches Creek
23/01/2014	Quarterly Activities and Cashflow Report
24/12/2013	Appendix 3B - revised
18/12/2013	708 Notice
18/12/2013	Appendix 3B
04/12/2013	Disclosure under Listing Rule 3.10.5A and 7.1A 4(b)
02/12/2013	Exploration commences at Hatches Creek Tungsten project - NT
29/11/2013	Results of Meeting
24/10/2013	Notice of Annual General Meeting/Proxy Form
23/10/2013	Quarterly Activities and Cashflow Report
22/10/2013	Airborne EM Survey Commences at Southern Cross - NT
09/10/2013	708 Notice

Date	Headline
30/09/2013	Reinstatement to Official Quotation
30/09/2013	Successfully completes Placement
26/09/2013	Suspension from Official Quotation
24/09/2013	Trading Halt
23/09/2013	Johnnies Reward moves towards maiden Resource
17/09/2013	Targeting IOCG in the NT - corporate presentation
16/09/2013	Outstanding Gold-Copper Intersections at SXB Project
11/09/2013	Targeting IOCG in the NT - Mining the Territory Presentation
28/08/2013	Full Year Statutory Accounts including Appendix 4E

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

The Company may make further announcements to ASX from time to time, including announcing the results of voting on resolutions at the general meeting proposed to be held on 30 July 2014. Copies of announcements are released by ASX on its website, www.asx.com.au, and will also be made available on the Company's web site, www.aruntaresources.com.au. Copies of announcements can also be obtained from the Company upon request. Prospective investors are advised to refer to ASX's website or the Company's website for updated releases about events or matters affecting the Company.

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

10. Terms of Securities Offered

10.1 Shares

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

10.2 Options

Rights attaching to the Options offered under this Prospectus are set out below:

- Each Option entitles the holder to acquire one ordinary fully paid share in the capital of the Company.
- Each Option will have an exercise price of 0.2 cents (\$0.002).
- The Options will expire on 31 July 2019 ("the Expiry Date"). The Options can be exercised by completing an option exercise form and delivering it together with the payment for the number of shares in respect of which the options are exercised to the registered office of the Company. Any option that has not been exercised prior to the Expiry Date automatically lapses. Holders shall not be entitled to exercise their options (and the Company will not be required to issue shares upon such exercise) if it would be unlawful to do so.
- The exercise price is payable in full on exercise.
- Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company, and unless otherwise specified at the time of issue options are freely transferable. All shares issued upon exercise of options will rank *pari passu* in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid shares. The Company will apply for official quotation by ASX of all shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.
- The options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant options.

- There are no participation rights or entitlements inherent in the options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the options. Subject to any waiver granted by ASX, the Company will send notices to option holders at least five (5) business days prior to the record date applying to offers of securities made to shareholders during the currency of the options.
- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the exercise price of the options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

Shares issued upon the exercise of Options will be fully paid ordinary shares and will have the same voting and other rights as the existing shares of the Company.

11. Directors' Interests

11.1 Securities

Existing Interests

As at the date of this Prospectus, the Directors' direct and indirect interests in shares and options of the Company are as follows:

<i>Director</i>	<i>Shares</i>	<i>Shareholding (%)</i>	<i>Options</i>		
			<i>Number</i>	<i>Exercise Price</i>	<i>Expiry Date</i>
Neil Biddle	43,940,873	6.01%	16,250,000*	\$0.02	20 December 2014
Angus Edgar	55,614,630	7.61%	40,451,021* 25,000,000	\$0.02 \$0.02	20 December 2014 21 March 2015
Adrien Wing	18,562,500	1.69%	1,937,500* 5,000,000	\$0.02 \$0.02	20 December 2014 21 March 2015

* Listed AJROB options

Participation by Directors in the Rights Issue

The Directors are entitled to participate in the Rights Issue without the need for shareholder approval.

Each of the Directors has informed the Company that he and/or the entities associated with him will accept their full entitlements.

Each of the Directors and/or the entities associated with him has agreed to sub-underwrite the Rights Issue. The maximum number of Shares and options each could potentially hold as a result of sub-underwriting is set out in Section 5.1.

Except as disclosed in this Prospectus, no Director or proposed Director has, or has had within two years of lodgement of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Rights Issue; or
- the Rights Issue.

11.2 Remuneration & Payments to Directors

Fees and other remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company. Details of the remuneration paid to Directors to 30 June 2013 are set out in the financial statements of the Company for the financial year ended 30 June 2013.

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The total amounts payable (exclusive of GST) to current Directors as fees and executive service remuneration in the two (2) year period prior to lodgement of this Prospectus are:

Director	August 2012 – July 2013 (\$)	August 2013 – July 2014 (\$)
Neil Biddle	\$45,000	\$134,000
Angus Edgar	\$206,106	\$179,665
Adrien Wing*	\$40,000	\$30,000

** An entity controlled by Mr Wing, Northern Star Nominees Pty Ltd [ACN 086 208 951], also received fees for secretarial and administrative services of \$79,400 and 73,400 (exclusive of GST) during the financial years ending 30 June 2013 and 30 June 2014, respectively.*

Sub-underwriting

Each of the Directors and/or the entities associated with him has agreed to sub-underwrite the Rights Issue. The Directors and/or the entities associated with them will be entitled to receive sub-underwriting fees of 6% of their respective sub-underwriting commitments. These amounts are payable by the Underwriter and are not payable by the Company to the Directors, nor are they in addition to the amounts payable to the Underwriter by the Company.

Other

Except as disclosed in this Prospectus, no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director of the Company or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the Rights Issue.

12. Taxation

Recipients of the Rights Issue offer should seek and obtain their own taxation advice before accepting entitlements to Shares and Options so that they may first satisfy themselves of any taxation implications associated with acquiring Shares and Options.

13. Overseas Shareholders

13.1 Overseas Investors

This Prospectus and the accompanying Entitlement and Acceptance Form do not constitute an Offer in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

Shareholders holding Shares on behalf of persons who are resident overseas (except in New Zealand and Monaco) are responsible for ensuring that taking up the Rights Issue offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form or payment will be taken by the Company to constitute a representation that there has been no breach of such regulations. Shareholders who are nominees are therefore advised to seek independent advice as to how they should proceed. The Rights Issue offer has not been, and will not be, registered under the US Securities Act and has not been made in the United States of America or to persons resident in the United States of America.

The Company is of the view that it is unreasonable to make the Rights Issue offer to Shareholders outside of Australia, New Zealand, and Monaco having regard to:

- (a) The number of Shareholders registered outside of Australia, New Zealand and Monaco;
- (b) The number and value of securities to be offered to Shareholders registered outside of Australia, New Zealand and Monaco; and
- (c) The cost of complying with the legal requirements and requirements of regulatory authorities in overseas jurisdictions.

Accordingly, the Company is not required to make the Rights Issue offer to Non-qualifying Foreign Shareholders (Shareholders with addresses on the Company's register of Members outside of Australia, New Zealand and Monaco).

The Company has appointed BW Equities Pty Ltd, as nominee for Non-qualifying Foreign Shareholders, to arrange the sale of the Rights Issue Entitlements which would have been offered to the Excluded Shareholders. The Company will transfer the Rights Issue Entitlements of the Excluded Shareholders to the nominee who will account to the Company's Share Registry who will then despatch the net proceeds of sale (if any) to each individual Excluded Shareholder. The nominee will have absolute and sole discretion to determine the timing and the price of at which the Rights Issue Entitlements may be sold and the manner of any such sale. Neither the Company nor the nominee will be subject to any liability for failure to sell the Rights Issue Entitlements that would have been offered to Excluded Shareholders or to sell them at a particular price. The nominee will receive a fee of the greater of 1% of the sale price of rights sold or \$2,000 (plus GST), and is also entitled to deduct its costs in connection with sales.

If, in the reasonable opinion of the nominee, there is not a viable market for the Rights Issue Entitlements or a surplus over the expenses of sale cannot be obtained for the Rights Issue Entitlements that would have been offered to Excluded Shareholders, then those Rights Issue Entitlements will be allowed to lapse and will form part of the underwritten shortfall Shares and Options.

13.2 New Zealand Regulatory Requirements

This Rights Issue to New Zealand investors is a regulated Rights Issue made under Australian and New Zealand Law. In Australia, this is Chapter 8 of the Corporations Act 2001 and Regulations. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings - Australia) Regulations 2008. This Rights Issue and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 and Regulations (Australia) set out how the Rights Issue must be made.

There are differences in how securities are regulated under Australian law. For example, the disclosure of fees for collective investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian securities may differ from the rights, remedies and compensation arrangements for New Zealand securities.

Both the Australian and New Zealand securities regulators have enforcement responsibilities in relation to this Rights Issue. If you receive this Offer in New Zealand and need to make a complaint about this Rights Issue, please contact the Securities Commission, Wellington, New Zealand. The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian securities is not the same as for New Zealand securities.

If you are uncertain as to whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial advisor.

The Rights Issue may involve a currency exchange risk. The currency for the securities is not New Zealand dollars. The value of the securities will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant. If you expect the securities to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the securities are able to be traded on a financial market and you wish to trade the securities through that market, you will have to make arrangements for a participant in that market to sell the securities on your behalf. If the securities market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from markets that operate in New Zealand.

13.3 Monaco

Shares and Options of the Company may not be sold (directly or indirectly) to members of the public in Monaco, other than existing shareholders of the Company. Participation in the Rights Issue is available shareholders at the Record Date whose address in the Company's register of members is in Monaco and who are residents of Monaco who may lawfully receive and accept offers of the Company's Shares and Options. No offer is made under this Prospectus to any person who:

- (a) is not already registered as a holder of Shares of the Company; or
- (b) is not eligible to receive and accept offers of the Company's Shares and Options, whether due to being a resident or deemed resident of jurisdiction other than Monaco or otherwise.

13.4 Other Countries

This Prospectus does not constitute an offer for securities in any place where, or to any person whom, it would be unlawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia, New Zealand and Monaco may be restricted by law, and persons outside Australia, New Zealand and Monaco who comes into possession of this Prospectus should seek advice on, and observe any, such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Shares and Options or the Rights Issue or otherwise to permit a public offering of the securities in any jurisdiction outside Australia, New Zealand and Monaco. The Shares and Options have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA. Any person accessing the electronic version of this Prospectus for the purpose of investing in the Company must only access it from within Australia, New Zealand or Monaco.

14. Privacy

Personal information is collected on the Entitlement and Acceptance Form by the Company and its Share Registrar for maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Acceptances might not be processed efficiently, or at all, if the information requested is not provided. Personal information about recipients may be disclosed to external service providers such as print or mail service providers as required or permitted by law. A recipient who would like details of their personal information held by the Company or its Share Registrar, or who would like to correct information that is incorrect or out of date, should contact the Share Registrar by telephone on +61 8 9315 2333 or at the address shown in the Corporate Directory on page 1 of this Prospectus. In accordance with the Corporations Act, recipients may be sent material (including marketing material) in addition to general corporate communications. Recipients may elect not to receive marketing material by contacting the Share Registrar. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

15. Electronic Prospectus

This Prospectus is available in electronic format at www.aruntaresources.com.au.

Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by telephoning +61 8 9315 2333 (or by facsimile on +61 8 9315 2233 or by email to registrar@securitytransfer.com.au, or alternatively the Company on +61 3 8610 8633).

Acceptances of Rights Issue entitlements may only be made by BPAY or on the personalised Entitlement and Acceptance Form which accompanied or was attached to a copy of this Prospectus in its paper copy form or a print out of the form which formed part of or was accompanied by the complete and unaltered electronic version of this Prospectus. The Corporations Act prohibits any person from passing on to another person an Entitlement and Acceptance Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.

The Company reserves the right not to accept an 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 complete and unaltered electronic version of this Prospectus.

16. Investment Decisions

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

17. Future Performance

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

18. Consents

BW Equities Pty Ltd has given, and at the time of lodgement of this Prospectus, has not withdrawn its consent to be named as Underwriter of the offer of securities under this Prospectus and nominee for ineligible foreign shareholders, in the form and context in which it is named. BW Equities Pty Ltd was not involved in the preparation of any part of this

Prospectus other than the provision of information about its relevant interests in issued shares of the Company and the identities, details and relevant interests in issued shares of the Company of sub-underwriters, and did not authorise or cause the issue of this Prospectus. BW Equities Pty Ltd makes no express or implied representation or warranty in relation to the Company, the Prospectus or the Rights Issue and does not make any statement in this Prospectus, nor is any statement in it based on any statement made by BW Equities Pty Ltd. To the maximum extent permitted by law, BW Equities Pty Ltd expressly disclaims and takes no responsibility for any material in, or omission from, this Prospectus other than the reference to its name

Security Transfer Registrars Pty Limited has given and, at the date hereof, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named. Security Transfer Registrars Pty Limited has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registrar to the Company. Security Transfer Registrars Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus

Tavendale and Partners Limited has given, and at the time of lodgement of this Prospectus, has not withdrawn its written consent to be named in this Prospectus, in the form and context in which it is named. Tavendale and Partners Limited was not involved in the preparation of any part of this Prospectus and did not authorise or cause the issue of this Prospectus. Tavendale and Partners Limited makes no express or implied representation or warranty in relation to the Company, the Prospectus or the Rights Issue and does not make any statement in this Prospectus, nor is any statement in it based on any statement made by Tavendale and Partners Limited. To the maximum extent permitted by law, Tavendale and Partners Limited expressly disclaims and takes no responsibility for any material in, or omission from, this Prospectus.

19. Enquiries

You should contact your stockbroker, accountant or independent professional financial adviser before making any decision regarding your entitlement to new Shares and Options or investment in the Company, including deciding whether to accept your entitlement to Shares and Options.

If you have any questions regarding how to complete the Entitlement and Acceptance Form, please contact the Company's Share Registry on +61 8 9315 2333 (or by facsimile on +61 8 9315 2233 or by email to registrar@securitytransfer.com.au).

Questions concerning the Rights Issue can also be directed to the Company on +61 3 8610 8633.

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

Directors' Authorisation Statement

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



Angus Edgar
Non-executive Director

ENTITLEMENT AND ACCEPTANCE APPLICATION FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

REGISTERED OFFICE:
LEVEL 14
31 QUEEN STREET
MELBOURNE VIC 3000
AUSTRALIA

ARUNTA RESOURCES LIMITED

ABN : 73 089 224 402

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535,
APPLECROSS WA 6953 AUSTRALIA
770 Canning Highway,
APPLECROSS WA 6153 AUSTRALIA
T: +61 8 9315 2333 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Code:

Holder Number:

Eligible Holding as at 5.00pm WST
on 5 August 2014:

Entitlement to Securities 1.5:1:

Amount payable on acceptance
@ \$0.001 per Security:

RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 19 AUGUST 2014
ISSUE PRICE OF \$0.001 CENT PER SHARE WITH ONE (1) FREE AT-TACHING OPTION
(EXPIRING 31 JULY 2019 @ \$0.002) FOR EVERY TWO (2) SHARES ISSUED.

IMPORTANT NOTICE: HOLDERS WHOSE EXISTING SECURITIES ARE HELD ON THE CHESS SUBREGISTER SHOULD IN THE FIRST INSTANCE CONTACT THEIR SPONSORING STOCKBROKER/AGENT IN RESPECT OF ANY PROPOSED ON-MARKET SALE OF THEIR RIGHTS. RIGHTS TRADING COMMENCED ON 31 JULY 2014 AND IS EXPECTED TO CEASE ON 19 AUGUST 2014. THE RIGHTS REFERRED TO IN THIS FORM MAY BE TRANSFERRED ELECTRONICALLY ON CHESS BY SURRENDERING THE ENTITLEMENT AND ACCEPTANCE FORM TO YOUR SPONSORING STOCKBROKER BEFORE RIGHTS CEASE TRADING. THIS ENTITLEMENT AND ACCEPTANCE FORM SHOULD NOT BE RELIED UPON AS EVIDENCE OF THE CURRENT ENTITLEMENT OF ANY PERSON NAMED IN THIS ENTITLEMENT AND ACCEPTANCE FORM.

(1) I/We the above named being registered at 5.00pm WST on the 5 August 2014 as holder(s) of Shares in the Company hereby accept as follows:

Entitlement or Part Thereof	NUMBER OF NEW SHARES ACCEPTED/APPLIED FOR	AMOUNT ENCLOSED @ \$0.001 PER SHARE
<input type="text"/>	<input type="text"/>	\$ <input type="text"/>

- (2) I/We have enclosed/made payment for amount shown above following the payment instructions as detailed overleaf.
- (3) I/We hereby authorise you to place my/our name(s) on the register of members in respect of the number of New Securities allotted to me/us.
- (4) I/We agree to be bound by the Constitution of the Company.
- (5) I/We understand that if any information on this form is not completed correctly or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept this form, and how to construct and complete it shall be final.
- (6) I/We authorise the Company to send me/us a substituted form if this form ceases to be current.
- (7) I/We declare that I/we have received a full and unaltered version of the Prospectus either in an electronic or paper format.
- (8) My/Our contact details in case of enquiry are:

NAME

TELEPHONE NUMBER
()

EMAIL ADDRESS

BPAY PAYMENT OR THE RETURN OF THIS DOCUMENT WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Billers Code: 159483

Ref:



CHEQUE/MONEY ORDER

All cheques (expressed in Australian currency) are to be made payable to **ARUNTA RESOURCES LIMITED** and crossed "Not Negotiable".

BPAY® this payment via internet or phone banking.

Your **BPAY®** reference number is unique to this offer and is not to be used for any other offer.

REGISTRY DATE STAMP

E & O.E.

PAYMENT INSTRUCTIONS



Billers Code: 159483

BPAY@ this payment via internet or phone banking.
Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

Applicants should be aware of their financial institution's cut-off time (the time payment must be made to be processed overnight) and ensure payment is processed by their financial institution on or before the day prior to the closing date of the offer. BPAY applications will only be regarded as accepted if payment is received by the registry from your financial institution on or prior to the closing date. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time.

You do not need to return this form if you have made payment via BPAY.

Your BPAY reference number will process your payment to your entitlement electronically and you will be deemed to have applied for such Securities for which you have paid.



CHEQUE/MONEY ORDER

All cheques should be drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable".

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured.

Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Do not forward cash as receipts will not be issued.

When completed, this form together with the appropriate payment should be forwarded to the share registry:

Security Transfer Registrars Pty Ltd
PO Box 535, APPLECROSS WA 6953.

Applications must be received by Security Transfer Registrars Pty Ltd no later than 5.00pm WST on the closing date.

SALE OF YOUR ENTITLEMENT BY YOUR STOCKBROKER IN FULL OR IN PART -

These instructions will need to be with your Stockbroker in sufficient time to sell your Rights. Rights trading commenced on 31 July 2014 and is expected to cease on 12 August 2014.

To sell your entitlement, complete the panel below titled "Instructions to your Stockbroker" and forward this form to your Stockbroker with sufficient time to sell your Rights before the last day of Rights trading.

To sell part of the balance of your entitlement, complete the front of this form as to the New Securities being accepted and forward it together with your payment to your Stockbroker with sufficient time to sell your Rights before the last day of Rights trading(see payment instructions above). Your Stockbroker will then lodge your acceptance and cheque with the Company's share registry.

If you have purchased New Securities prior to 5.00pm on 30 July 2014 (being the last day for trading on a cum rights entitlement basis) and this is not reflected on your existing share overleaf, you should consult the Stockbroker nominated for you to protect your entitlements or determine the action you should take. If you have sold all your Securities, complete the details below and forward this form to the stockbroker who acted for you.

Holder No.:

Securities Sold:

INSTRUCTIONS TO YOUR STOCKBROKER

To be completed and sent to your Stockbroker on with to sell the whole or part of your Entitlement.

I/We have accepted Rights (as detailed overleaf)

and have attached/ being applied for on money at made payment for per Right.

PLEASE SELL Rights

This instruction *has previously been notified to you.

* Please delete as appropriate

IMPORTANT NOTICE TO HOLDERS WITH SECURITIES ON THE CHESSE SUB-REGISTER-

Holders whose existing Securities are held on the CHESSE Sub-registry as detailed overleaf should, in the first instance, contact their sponsoring Broker in respect of any proposed sale of their Rights.

GENERAL INFORMATION

Entitlements either not accepted and/or renounced by 5.00pm WST on the closing date will revert to the Company and the New Securities may be placed by the Directors at their discretion, in conjunction with the Underwriter.

ENQUIRIES

All enquiries should be directed to the Company's share registry:

Security Transfer Registrars Pty Ltd

PO Box 535, Applecross WA 6953 AUSTRALIA

770 Canning Highway, Applecross WA 6153 AUSTRALIA

Telephone +61 8 9315 2333

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

DISPOSAL OF YOUR ENTITLEMENT OTHER THAN THROUGH A STOCKBROKER-

A Standard Renunciation or Transfer Form must be used for all disposals of entitlements other than through a Stockbroker. These may be obtained from your Stockbroker or our share registry, Security Transfer Registrars Pty Ltd.

The Renunciation or Transfer Form must be completed by the offeree as seller and by his/her nominated buyer. The duly completed Renunciation or Transfer Form should then be lodged with the Company's share registry by 5.00pm WST on 19 August 2014 together with this form and application money payable (from the buyer).

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.