Prospectus

ESTRELLA RESOURCES LIMITED

ACN 151 155 207

ASX Code: ESR

This Prospectus is to facilitate secondary trading of the Placement Shares issued by the Company on 8 September 2015 and 18 September 2015 and the Offer is only made to persons nominated by the Company.

This Prospectus provides important information about the Company. You should read the entire document. If you have any questions about the New Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Shares offered under this Prospectus is highly speculative.

Important Notice

This Prospectus is dated 22 September 2015 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the New Shares the subject of this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

This document may not be distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy securities in the United States. Any securities described in this document have not been and will not be, registered under the US Securities Act 1993 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act 1993 and applicable US state securities law.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Web Site – Electronic Prospectus

A copy of this Prospectus is available and can be downloaded from the website of the Company at www.estrellaresources.com.au . Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. Persons who access the electronic version of this Prospectus should ensure that they download and read the entire Prospectus.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company. If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please contact the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus or both.

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

Suitability of Investment & Risks

Before deciding to invest in the Company prospective investors should read entirely this Prospectus and, in particular the risk factors in section 3. They should carefully consider these factors in the light of their personal circumstances (including financial and taxation issues) and seek professional advice from their accountant, stockbroker, lawyer or other professional adviser before deciding to invest.

Any investment in the New Shares of the Company should be regarded as speculative.

Definitions

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary.

Privacy

Please read the privacy information located in section 4.3 of this Prospectus. By submitting an Application Form, you consent to the matters outlined in that section.

Consolidation

The Company undertook a 4 for 1 share consolidation on 10 September 2015. All references to securities in this Prospectus are on a post consolidation basis, unless otherwise specified.

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Corporate Directory

Directors

Mr Guy Robertson (Non Exec. Director)
Mr Ray Shorrocks (Non Exec. Director)
Mr Howard Digby

Company Secretary

Mr Guy Robertson

Auditor*

Grant Thornton Audit Pty Ltd
Tel: +61 2 8297 2400
Fax: +61 2 9299 4445

Registered and Business Office

C/- Alexander Cable Pty Ltd
Level 15, 1 Alfred Street
Sydney NSW 2000
Tel: +61 2 9078 7671
Fax: +61 2 9078 7661
Email: info@estrellaresources.com

Share Registry*

Boardroom Pty Limited
Tel: 1300 737 760 (within Australia)
+61 2 9290 9600 (outside of Australia)
Fax: +61 2 9279 0664

Solicitors to the Offer

Kings Park Corporate Lawyers
Level 2, 45 Richardson Street
West Perth WA 6005

Website

www.estrellaresources.com.au

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

1 PURPOSE AND EFFECT OF THE OFFER

1.1 Purpose of the Offer

On 3 August 2015 Estrella Resources Limited (**Estrella**) announced that it proposed to undertake a share placement of 400 million Shares at $0.003 to raise $1.2 million. The capital raising consisted of an issue of 12,000,000 Placement Shares at an issue price of $0.003 on 8 September 2015 and a further issue of 388,000,000 Placement Shares at an issue price of $0.003 on 18 September 2015 (**Placement**).

The funds raised from the Placement will be used by the Company for general working capital for existing assets, business and administration costs (including the costs of the capital raising) and to assess further new venture opportunities.

The Placement Shares were issued without disclosure under Chapter 6D of the Corporations Act.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to offer those securities for sale within 12 months of their issue.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

(a) the relevant securities are in a class of securities of the company that are quoted securities of the body; and

(b) a prospectus is lodged with ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made.

The purpose of this Prospectus and the Offer made under it is to comply with section 708A(11) of the Corporations Act so that the Placement Shares can be offered for sale within 12 months of their issue. That section requires that this Prospectus include an offer of securities in the same class as the Placement Shares.

1.2 New Shares offered for subscription

By this Prospectus the Company offers for subscription 1,000 New Shares at an issue price of $0.03 per New Share to raise $30. The Offer is made to unrelated persons identified by the Board at its sole discretion. Applications for New Shares must be made using the Application Form attached to this Prospectus.

The rights and liabilities of the New Shares offered under this Prospectus are summarised at section 2.

1.3 Capital structure

At the close of the Offer, the capital structure of the Company will be:

Shares	
Shares currently on issue	158,249,959
Shares offered under this Prospectus	1,000
Total Shares on issue following the Offer	158,250,959

Options	
Options currently on issue	40,537,857
New Options offered under this Prospectus	0
Total Options on issue following the Offer	**40,537,857**

Offer	
Full amount to be raised under the Offer	$30

1.4 Effect on control

There will be no effect on control as a result of the Offer.

1.5 Effect on financial position of the Company

The effect of the Offer after costs is not material.

1.6 Opening and Closing Dates

The Opening Date of the Offer will be 22 September 2015 and the Closing Date will be determined by the Board.

1.7 Application money held in trust

All Application Moneys will be deposited into a separate bank account of the Company and held in trust for Applicants until the New Shares are issued or Application Moneys returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

1.8 Quotation

The Company will, in the event the Offer is still open, apply to ASX within 7 days after the date of this Prospectus for quotation of the New Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New

Shares offered under this Prospectus within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all Application Moneys without interest. A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the New Shares.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the New Shares are dispatched.

1.9 Enquiries

Any queries regarding the Offer should be directed to Mr Guy Robertson, Company Secretary, on +61 2 9078 7671.

2 RIGHTS AND LIABILITIES ATTACHING TO NEW SHARES

Full details of the rights and liabilities attaching to the New Shares are:

- detailed in the Company's Constitution a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and
- in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

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

(a) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(b) Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share.

(c) Future issues of securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(d) Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(e) Meetings and notices

Each shareholder is entitled to receive notice of, and to attend, general meetings for the Company and to receive all notices, accounts and other

documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

Shareholders may requisition meetings in accordance with the Corporations Act.

(f) Election of Directors

There must be a minimum of 3 but not exceeding 10 Directors. At every annual general meeting one third of the Directors (rounded up to the nearest whole number) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the managing director.

(g) Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(h) Winding up

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Shareholders:

(i) divide the assets of the Company among the members in kind;

(ii) for that purpose fix the value of assets and decide how the division is to be carried out as between the members and different class of members; and

(iii) vest assets of the Company in trustees on any trusts for the benefit of the members as the liquidator thinks appropriate.

(i) Shareholder liability

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

(j) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(k) Listing Rules

If the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done,

the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

3 RISK FACTORS

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

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

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

3.1 Company and industry risks

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company operates.

(a) Payments due under agreements with Sociedad Quimica y Minera de Chile S.A. (**SQM**) (NYSE:SQM)

The Company is, with respect to parts of its Chilean assets (known as the Altair Project), a party to two option agreements with SQM. Under those agreements the Company is required to pay option fees to SQM and undertake minimum expenditure obligations, with the amounts determined by the number of hectares the subject of the option and the date of the payment/expenditure. Further payments are required if the Company wishes to exercise the option over parts of the project area.

Further details on the amounts to be paid and methods of calculation are set out in the Company's announcements to ASX on 6 December 2012, 18 February 2013, 20 January 2015 and 15 June 2015.

Whilst the total annual to be paid to SQM and minimum exploration expenditure the project area depends upon the number of hectares the subject of the Option Agreement, following revision of the agreement as outline in the ASX announcement on 15 June 2015 the Company estimates that it will be up to approximately US$375,000 for the period to 31 March 2016.

Whilst the Company has an unfettered right to reduce some or all of the option fees and exploration commitments at any time by reducing part or all of the concession area within the Option Agreement area, there is a risk

that in doing so the Company may relinquish areas of value and which the Company has incurred significant amounts on.

(b) Exploration

The Company is an exploration company with various concessions and projects located in Chile that are in the exploration phase and with no known resources or reserves. Investors should understand that mineral exploration is a high risk activity. The Company does not provide any assurances that its exploration activities will guarantee the discovery and/or economic exploitation of a significant mineral resource.

The exploration and operating costs of the Company are based on certain assumptions with respect to exploration methods and the timing of exploration activities undertaken. By their nature, these estimates and assumptions are subject to uncertainties and as such, actual costs may materially differ from the estimates and assumptions. No assurances can be provided that cost estimates and their underlying assumptions will be realised in practice which could adversely affect the Company.

(c) Future capital needs and additional funding

The Company recorded an unaudited net loss of $1,308,757 and a net outflow from operating and investing activities of $1,406,338 for the full year ending 30 June 2015. As at 30 June 2015, it had $399,378 cash on hand.

The funds raised by the Offer will primarily be used to undertake further exploration at the Company's Chilean projects. There is a risk that these funds will not be sufficient to complete the proposed exploration and that further funding will be required.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

(d) Operations are in Chile

The Company's projects are located in Chile, which is a less developed country than Australia, and has associated political, economic, legal and social risks. There can be no assurance that its government and political

systems will remain stable or that there will not be any changes to government regulations regarding foreign investment, repatriation of foreign currency, taxation or mining laws in Chile.

(e) Copper and gold and other commodity prices

As an explorer for copper and gold and potentially other minerals, any earnings of the Company are expected to be closely related to the price of copper and gold and other commodities.

Commodities prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include worldwide and regional supply and demand for commodities, general world economic conditions and the outlook for interest rates, inflation and other economic factors on both a regional and global basis. These factors may have a positive or negative effect on the Company's exploration, project development and production plans and activities, together with the ability to fund those plans and activities.

(f) Title and application risk

The Company's mining concessions are governed by the Government of Chile. The tenements pertaining to Antucoya West, Altair, Dania and Ivannia are registered in SQM's name and duly maintained by SQM. Estrella is the primary title holder of 6,700 ha of tenements (Saturno 1 to 17 and Mercurio A, B, 26 to 35), which Estrella has paid its annual fees in March 2015. Each concession is for a specific term and carries with it an annual lease payment and reporting commitments as well as other conditions requiring compliance. There is a risk that the Company could lose title to one or more of its concessions if concession conditions or annual lease commitments are not met or if SQM (as concession holder) is in breach of the terms of the concessions. Furthermore, there is a risk that any breach by SQM of the terms of the concessions may result in those concessions being lost. All tenements under Option Agreements with SQM are registered with Sernageomin (Chilean mines department) and are protected by the Chilean Mining Code.

(g) Joint venture, acquisitions or other strategic investments

The Company may in the future become a party to joint venture agreements governing the exploration and development of its projects. There is a risk that one of the Company's joint venture partners may default in their joint venture obligations or not act in the best interests of the joint venture. This may have an adverse effect on the interests and prospects of the Company.

The Company may enter into strategic investments in complementary businesses, or enter into strategic alliances or partnerships with third

parties in order to enhance its existing or new businesses. Such arrangements involve a wide range of risks.

There can be no assurance that the Company, upon any acquisition, will be successful in realising the anticipated benefits and synergies. The ability to realise these benefits will depend upon a range of factors and risks.

3.2 Operating risks

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

No assurances can be provided that the Company will achieve commercial viability through the successful exploration and/or mining of its concession interests. Until the Company is able to extract value from its projects, the Company is likely to incur ongoing operating losses.

(a) Resource estimates

Whilst the Company has announced a JORC Code compliant exploration target for its Colupo project, the Company has not announced resource estimates. Resource estimates are expressions of judgement based on knowledge, experience and industry practice (refer to the JORC Code for further information on resource estimation). In addition, by their very nature, resource estimates are imprecise and depend on interpretations which may prove to be inaccurate, and whilst the Company will employ industry-standard techniques including compliance with the JORC Code to reduce the resource estimation risk, there is no assurance that this approach will alter the risk. As further information becomes available through additional fieldwork and analysis, resource estimates may change. This may result in alterations to mining and development plans which may in turn adversely affect the Company.

(b) Environmental

The exploration and operational activities of the Company are subject to Chilean laws concerning the environment. The Company is required under the laws to obtain environmental approval to commence drilling.

The Company's activities are expected to have an impact on the environment particularly if advanced exploration or mine site recommissioning or development proceeds. It is the Company's intention to continue to conduct its operations and activities to the highest standard of

environmental obligation including but not limited to compliance with all environmental laws and regulations.

(c) Access risk

The Company's concession interests are governed by legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it expenditure and reporting commitments. The Company could lose title to its interests in its concessions if expenditure and reporting commitments are not met when they arise.

Adverse weather conditions may also restrict access to land for the purpose of carrying out activities such as drilling.

(d) Uninsured loss and liability

Exploration for and development of minerals involves hazards and risks that could result in the Company incurring losses and liabilities to third parties. There is a risk that the Company may not be insured against all potential losses or liabilities that could arise from its activities. If the Company incurs losses or liabilities that are not covered by its insurance policies, the funds available for exploration with be reduced and could create risk for the value of the Company's assets.

3.3 General investment risks

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) Liquidity risk

The market for the Company's Shares may be illiquid. As a consequence investors may be unable to readily exit or realise their investment.

(c) Economic risk

Changes in both Australia, Chile and world economic conditions may adversely affect the financial performance of the Company. Factors such as

inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings. The Company's possible revenues and price of its securities can be affected by these factors which are beyond the control of the Company and its Directors.

4 ADDITIONAL INFORMATION

4.1 Disclosing entity

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

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the period from lodgment of the Company's annual financial statements of the Company for the financial year ended 30 June 2014 to the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

(a) it is subject to regular reporting and disclosure obligations;

(b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

(c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

(i) the annual financial report of the Company for the financial year ended 30 June 2014 being the last financial report for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;

(ii) any half-year financial report lodged with ASIC by the Company after the lodgment of that annual report and before the lodgment of this Prospectus; and

(iii) any continuous disclosure notices given by the Company after the lodgment of that annual report and the lodgment of this Prospectus.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours. The Company has lodged the following announcements with ASX since the 30 June 2014 audited financial statements:

Date	Description of Announcement
28/09/2015	Completion of Capital Raising and Appendix 3B
10/09/2015	Results of Meeting
09/09/2015	Consolidation/Split - ESR
08/09/2015	Appendix 3B
26/08/2015	Supplementary Notice of Meeting & Proxy Form
11/08/2015	Notice of General Meeting/Proxy Form
05/08/2015	Director Final Interest 1 Director Initial Interest 1
03/08/2015	Capital Raising and Consolidation of Share Capital
30/07/2015	Trading Halt
29/07/2015	Quarterly Activities Report
29/07/2015	Quarterly Cashflow Report
20/07/2015	Appointment / Resignation of Company Secretary
16/07/2015	Appendix 3B
06/07/2015	Change in substantial holding
06/07/2015	Share Issue, Appendix 3B, Top 20 and Analysis
30/06/2015	Director Resignation and Appendix 3Z
25/06/2015	Director Appointment, Appendix 3X

25/06/2015	Issue of Underwriters Shares, Top 20, Holding Analysis
19/06/2015	Ceasing to be a substantial holder
17/06/2015	Issue/Quotation of Shares, Top 20
15/06/2015	Closure of Rights Issue / Shortfall Placement
15/06/2015	Estrella and SQM Re-Structure Option Terms
01/06/2015	Prospectus Dispatch
22/05/2015	Rights Issue - Letter to Optionholders
22/05/2015	Rights Issue - Letter to Shareholders
21/05/2015	New Prospectus and Appendix 3B
15/05/2015	Change of registry address
15/05/2015	Supplementary Prospectus
14/05/2015	Reinstatement to Official Quotation
14/05/2015	Withdrawn and Re-Priced Rights Issue
13/05/2015	Voluntary Suspension
11/05/2015	Trading Halt Request
11/05/2015	Trading Halt
30/04/2015	Appendix 3B
30/04/2015	Letter to Shareholders – Rights Issue
30/04/2015	Rights Issue Prospectus
27/04/2015	Rights Issue Timetable - Update
24/04/2015	Quarterly Activities Report and 5B
20/4/2015	Optionholder Letter
13/4/2015	Substantial Shareholder Notice
1/4/2015	Capital raising, Appendix 3B, Appendix 3X and 3Z

27/3/2015	Change of Director's Interest Notice
23/3/2015	Results of Meeting
23/3/2015	Change of Director's Interest Notice
16/3/2015	Half Yearly Report and Accounts
17/2/2015	Notice of General Meeting
10/2/2015	Details of registered office address
29/1/2015	Quarterly Activities report and Appendix 5B
20/1/2015	Antucoya West Option Agreement Signed
6/1/2015	Change in substantial holding from EQT
2/1/2015	Change in substantial holding
30/12/2014	Appendix 3B
30/12/2014	Completion of Placement/Share Issue
15/12/2014	Notice of Change in Substantial Shareholder – Aetas Global Markets
15/12/2014	Capital raising and reinstatement to official quotation
11/12/2014	Request for Continuation of voluntary suspension
10/12/2014	Voluntary Suspension
8/12/2014	Voluntary Suspension
4/12/2014	Trading Halt
27/11/2014	Aetas Global Capital – Notice of Initial Substantial Holder
26/11/2014	Colupo prospect Exploration Target
17/11/2014	Appendix 3B
14/11/2014	Appendix 3B and 3Y
14/11/2014	Estrella Presentation (November 2014)

13/11/2014	2014 AGM Results
31/10/2014	Quarterly Activities report
31/10/2014	Quarterly Cash Flow report
27/10/2014	Change of Director's Interest Notice
27/10/2014	Appendix 3B
14/10/2014	Notice of Annual General Meeting/Proxy Form
14/10/2014	Antucoya West Clawback Removal
1/10/2014	Heath Roberts Appointed as Company Secretary

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

4.2 No prospective financial forecasts

The Directors have considered the matters outlined in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings because the proposed future operations of the Company do not have an operating history from which reliable forecasts can be made. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Notwithstanding the above, this Prospectus includes, or may include, forward looking statements including, without limitation, forward looking statements regarding the Company's financial position, business strategy, and plans and objectives for its business and future operations (including development plans and objectives), which have been based on the Company's current expectations. These forward-looking statements are, however, subject to known and unknown risks, uncertainties and assumptions that could cause actual results, performance or achievements to differ materially from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward looking statements are based on numerous assumptions regarding the Company's present and future business strategies and environment in which the Company will operate in the future.

Matters not yet known to the Company or not currently considered material to the Company may impact on these forward looking statements. These statements reflect views held only as at the date of this Prospectus. In light of these risks, uncertainties and assumptions, the forward-looking statements in this Prospectus

might not occur. Investors are therefore cautioned not to place undue reliance on these statements.

4.3 CHESS

The Company will apply to participate in the Clearing House Electronic Subregister System (**CHESS**). CHESS is operated by ASX Settlement, a wholly owned subsidiary of ASX.

Under CHESS, the Company will not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company. If an investor is broker sponsored, ASX Settlement will send a CHESS statement.

4.4 Privacy

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

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related body corporates, agents, contractors and third party service providers, including mailing houses and professional advisors, and to ASX and regulatory authorities.

If an Applicant becomes a Shareholder, the Corporations Act requires the Company to include information about the Shareholder (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

4.5 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and remuneration as set out below.

Director	Shares	Options
Mr Guy Robertson	Nil	Nil
Mr Ray Shorrocks[1]	714,285	Nil
Mr Howard Digby[2]	833,334	Nil

[1] Mr Ray Shorrocks was appointed as a director with effect from 24 June 2015.

[2] Mr Howard Digby was appointed as a director with effect from 31 July 2015.

Remuneration paid to Directors in the two years prior to the date of this Prospectus[1]		
	2016	2015
Mr Guy Robertson	16,000	10,000
Mr Ray Shorrocks	6,666	Nil
Mr Howard Digby	3,333	Nil

Notes:

1 Inclusive of short-term benefits and superannuation.

Non-executive Directors are entitled to directors' fees of $40,000 per annum inclusive of superannuation.

No person has paid or agreed to pay any amount or has given any benefit to any Director to induce them to become, or qualify as a Director or for services provided by the Director, in connection with:

(a) the formation or promotion of the Company; or

(b) the offer of New Shares under this Prospectus, except asset out below or elsewhere in this Prospectus.

Information regarding the remuneration received by Directors for the preceding two financial years can be found in the 2014 Annual Report.

The Company has entered into indemnity, insurance and access deeds with each of the Directors (**Deeds**). Under the Deeds, the Company agrees to indemnify each of the Directors to the extent permitted by the Corporations Act against certain liabilities incurred by the Directors whilst acting as an officer of the Company, and to insure each Director against certain risks to which the Company is exposed as an officer of the Company. The Deeds also grant each Director a right of access to certain records of the Company for a period of up to 7 years after the Director ceases to be an officer of the Company.

The Deeds were entered into as part consideration for the Directors agreeing to hold office as directors of the Company.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors as they from time to time agree and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

4.6 Expenses of the Offer

The total estimated expenses of this Prospectus are estimated to be $4,320, consisting of the following:

Cost	**$**
ASIC fees	2,320
Legal fees	2,000
Total	**$4,320**

These expenses have or will be paid by the Company.

4.7 No other interests

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgment of this Prospectus with ASIC, any interest in:

(a) the formation or promotion of the Company; or

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

(c) the Offer,

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person:

(d) to a Director or proposed Director to induce him or her to become, or to qualify as, a Director; or

(e) for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

4.8 Interests of promoters and named persons

Except as disclosed in this Prospectus, no other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

(a) the formation or promotion of the Company; or

(b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

(c) the Offer.

Kings Park Corporate Lawyers has acted as solicitors to the Offer. Kings Park Corporate Lawyers have received fees of approximately $14,000 (excluding GST and disbursements) for services to the Company in the 2 years prior to the date of this Prospectus. Kings Park Corporate Lawyers will be paid approximately $2,000 (excluding GST) with respect to the Offer and this Prospectus.

4.9 Consents

Each of the persons referred to in this section:

(a) has given and has not, before the date of lodgment of this Prospectus with ASIC, withdrawn their written consent:

  (i) to be named in the Prospectus in the form and context which it is named; and

  (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;

(b) has not caused or authorised the issue of this Prospectus;

(c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;

(d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Kings Park Corporate Lawyers	Lawyers

4.10 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any other legal proceedings pending or threatened against the Company.

5 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgment of this Prospectus with the ASIC and has not withdrawn that consent.

Dated: 22 September 2015



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Signed for and on behalf of
Estrella Resources Limited

Howard Digby

6 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

$, A$ or Dollars	Australian dollars unless otherwise stated.
AEST	Australian Eastern Standard Time.
Applicant	a person who submits a valid Application Form pursuant to this Prospectus.
Application	a valid application made on an Application Form to subscribe for New Shares pursuant to this Prospectus.
Application Form	the application form attached to this Prospectus.
Application Moneys	money paid by an Investor upon Application.
ASIC	the Australian Securities & Investments Commission.
ASX	the ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
ASX Settlement	ASX Settlement Pty Ltd (ACN 008 504 532).
Board	the board of Directors.
Closing Date	the closing date for receipt of Application Forms under this Prospectus, as determined by the Board.
Company	Estrella Resources Limited (ABN 39 151 155 207).
Constitution	the constitution of the Company.
Corporations Act	the *Corporations Act 2001* (Cth).
Deeds	the indemnity, insurance and access deeds between the Company and each of the Directors.
Director	a director of the Company and, where the context requires, the proposed Directors.
Listing Rules	the listing rules of the ASX.
New Shares	a Share issued pursuant to this Prospectus.

Offer	the offer of New Shares made under this Prospectus.
Opening Date	means 22 September 2015.
Options	an option to be issued a Share.
Option Agreement	the agreement signed with SQM on 15 February 2013.
Placement	as defined in section 1.1
Placement Shares	means 400,000,000 Shares.
Prospectus	this prospectus and includes the electronic prospectus.
Share	a fully paid ordinary share in the Company.
Shareholder	the registered holder of Shares in the Company.
Share Registry	Boardroom Pty Limited.

The singular includes the plural and vice versa.