WEST WITS MINING LIMITED

[ABN 89 124 894 060]
("the Company")

PROSPECTUS

A non-renounceable pro-rata Rights Issue of 1 new share (**New Share**) for every 4 Shares held on the Record Date at an issue price of 1.4 cents ($0.014) issued to raise approximately $1,109,370 before costs of the issue.

The Rights Issue is underwritten by Far East Capital Limited [ACN 068 838 193] [AFSL 253003].

The Rights Issue closes at 5.00pm (Perth, WA time) on 9 October 2015 (which date may change without notice).

THIS DOCUMENT IS A REPLACEMENT PROSPECTUS.
IT REPLACES THE COMPANY'S PROSPECTUS DATED 17 SEPTEMBER 2015.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

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

The New Shares offered under this Prospectus are considered speculative.

IMPORTANT NOTE – REPLACEMENT PROSPECTUS

This Replacement Prospectus is dated 23 September 2015. A copy of this Replacement Prospectus copy was lodged with the Australian Securities & Investments Commission (ASIC) on that date. This Prospectus replaces the Company's prospectus dated and lodged with ASIC on 17 September 2015. For the purpose of this document this Replacement Prospectus is referred to as either the "Replacement Prospectus" or the "Prospectus".

Neither the ASIC nor ASX Limited (**ASX**) nor their respective officers take any responsibility as to the contents of this Prospectus.

Key changes made in this Replacement Prospectus are:

- Identifying in Section 1.6 that the Company has applied to ASX for quotation of the New Shares offered under this Prospectus.
- Correcting the heading of the pro forma statement of financial position in Section 5.2 to refer to the column for 31 December 2014 which was extracted from the half year financial statement as "Reviewed", not "Audited".
- Advising that the audited financial statements for the year ending 30 June 2015 which are anticipated expected to be lodged during the offer period of the Rights Issue will be made available to shareholders.
- Updating the announcements made by the Company listed in Section 8 to include the announcements since lodgement of this Prospectus with ASIC.
- The inclusion in Section 18 of a statement that Twynam Agricultural Group Pty Ltd has consented to being named in this Prospectus as a sub-underwriter to part of the Rights Issue.

As at the date of this Replacement Prospectus no application monies, and no acceptances of entitlements have been received by the Company or the Share Registry. Any application monies or acceptances received before this Replacement Prospectus is sent to shareholders will be returned in full without interest.

This Prospectus contains and applies to the offer of New Shares under the Rights Issue, the offer (if any) of New Shares from the shortfall during the 3 months after the Closing Date, and the offer of the unlisted options to the Underwriter (and/or its nominee) referred to in Sections 1.4 and 10.

You should read this document carefully before you make a decision to apply for New Shares. An investment in the Company has risks, which you should consider before making a decision to invest.

The New Shares offered under this Prospectus should be considered speculative.

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CORPORATE DIRECTORY

West Wits Mining Limited
[ABN 89 124 894 060]

Directors

Michael Quinert - Chairman
Vincent Savage – Executive Director
Niel Pretorius – Non-executive Director
Hulme Scholes - Non-executive Director

Joint Company Secretaries

Terri Bakos
Phillip Hains

Registered Office

Suite 1, 1233 High Street, Armadale, Victoria, 3143
Telephone: +61 3 9824 5254
Facsimile: +61 3 9822 7735

Share Registry
and Address for Return of Applications

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

ASX Code

WWI

Web Site

www.westwitsmining.com

TIMETABLE

Lodgement of Prospectus	17 September 2015
"Ex" date (existing shares quoted on an ex rights basis)	22 September 2015
Record date to identify shareholders entitled to participate in the Rights Issue (**Record Date**) at 7pm (Perth, WA time)	24 September 2015
Prospectus dispatched to shareholders entitled to participate in Rights Issue	29 September 2015
Closing Date at 5pm (Perth, WA time)	9 October 2015
Notice of under-subscriptions given to ASX	14 October 2015
Issue Date	16 October 2015

*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.*

No securities will be issued on the basis of this Prospectus after 16 October 2016, being the expiry date of this Prospectus.

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 applying for New Shares, exercising any existing options or making an investment in the Company. In particular, the risks described in Section 3 include risk areas considered specific to the Company which are summarised below.

- Risks inherent in mining and exploration, including environmental and regulatory risks.
- Safe and secure site access to the Company's Indonesian project site not yet having been obtained, which means alluvial gold circuit operations have not commenced and exploration pans have been delayed.
- Maintaining safe and secure site access to the Company's South African project sites.
- The Company's South African exploration target being at an early stage and there being no certainty that investigations will successfully result in a resource being delineated.
- The transfer to the Company of the South African project tenement not being complete.
- The remote location of the Company's Indonesian project.
- Country-specific risks of operating in South Africa and Indonesia which may affect the Company's operations.
- The necessity of undertaking works and expending funds to maintain tenements.
- The likelihood of requiring funds from other sources in the future, and the uncertainty regarding obtaining those funds if and when required to continue and further develop the Company's projects.
- Exchange rate fluctuations, particularly as a substantial portion of costs are and of potential future revenue would be likely to be denominated in non-Australian currencies.
- Reliance of key managers and personnel, and the possibility that replacements with desirable skills and experience may not be readily available to the Company.
- The Company's limited history of generating returns and there being no certainty that production may start, generate income or be profitable.
- The requirements in South Africa and Indonesia for local participation and ensuring that the Company is able to meet those requirements including entering agreements and maintaining requisite levels of participation by people or entities with the required characteristics.
- The percentage 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.
- Risks due to changes in political, social, legal, economic and other conditions that may affect countries in which the Company operates.

In addition to the above, there are other risks of a more general nature, such as general economic and market conditions.

ABOUT THE 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 applying for New Shares, exercising 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, non-renounceable offer made to eligible shareholders to acquire up to a specified number of New Shares.	Section 1.1
What is my entitlement to New Shares?	If you are an Eligible Shareholder, you are entitled to acquire 1 New Share for every 4 Shares you hold (at 7.00 pm (Perth, WA time) on the Record Date, 24 September 2015), on and subject to the terms of this Prospectus. If you are an Eligible Shareholder, your entitlement to New Shares 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?	1.4 cents ($0.014) per New Share.	Section 1.1
Am I an eligible shareholder?	Eligible Shareholders are shareholders of the Company registered as holders of Shares as at 7.00 pm (Perth, WA time) on the Record Date (24 September 2015) whose address in the Company's register of members is in Australia or New Zealand.	Sections 1.1 and 1.3
What if I am not an eligible shareholder?	The Company has decided that it is unreasonable to make the Rights Issue offer outside Australia and New Zealand having regard to: • the number of holders in places where the Rights Issue would be made; • the number and value of securities those holders would be offered; and • the cost of complying with the legal and regulatory requirements in those jurisdictions. Accordingly, if you are not an Eligible Shareholder, no offer is made to you.	Section 1.3
What is the purpose of the offer and how will the funds raised be used?	The Company is undertaking the Rights Issue to raise funds for: • expenses and working capital requirements for its existing South African and Indonesian projects (see further below). • the Company's general working capital requirements and administrative costs, and to pay the costs of the Rights Issue	Section 2
How much will be raised by the offer?	The offer will raise up to approximately $1,109,370 (before costs).	Section 1.1
Is the offer underwritten?	Yes, the Rights Issue is fully underwritten by Far East Capital Limited.	Sections 1.4 and 10

Topic	Summary	For more information see:
Are there any risks associated with an investment in the Company?	There are risks associated with an investment in the Company. These include risks relating to the Company, risks relating to the offer and risks associated with financial investment generally. 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 or otherwise making an investment in the Company.	Page 3 and Section 3
What can I do with my entitlement?	You can do any of the following: • take up all of your entitlement (by accepting the offer in full); • 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
Can I trade my entitlement?	No, the offer is non-renounceable.	Section 1.2
What happens if I do not take my entitlement, or take up only part of my entitlement?	Not taking up your entitlement will result in your interest in the Company being diluted. If you do not take up all of your entitlement by the Closing Date the New Shares to which you were entitled will form part of the underwritten shortfall.	Sections 1.5, 3.1(N) and 5.1
How do I take my entitlement (accept the offer)?	If you wish to take up (accept the offer for) all or part of your entitlement you must either: (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 (Perth, WA time) on the Closing Date (9 October 2015); or (b) complete and return the personalised Entitlement and Acceptance Form to Security Transfer Registrars Pty Limited 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 (Perth, WA time) on the Closing Date (9 October 2015). The amount payable if you are taking up your full entitlement is set out in the personalised Entitlement and Acceptance Form. 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 1.4 cents ($0.014).	Section 6.2
Is there a minimum subscription amount?	There is no minimum subscription amount. New Shares will be issued in response to all valid acceptances of entitlements received. Entitlements not accepted will form part of the underwritten shortfall to be taken up by the Underwriter, Far East Capital Limited, or as allocated by it to sub-underwriters.	Section 1.5

Topic	Summary	For more information see:
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 will be sent to you on or about (16 October 2015).	Section 6.3
Where can I find more information about the Company?	For more information on the Company please see the Company's website (www.westwitsming.com) or refer to the Company's ASX announcements (available on the ASX's website www.asx.com.au).	Section 8
What if I have any questions about the offer or how to accept or deal with my entitlement?	You should consult your stockbroker, financial advisor, accountant or other professional advisor before making any decision regarding applying for New Shares. If you have any questions concerning the Rights Issue or regarding how to complete and return the application form, please contact Ms Terri Bakos (Joint Company Secretary) on +61 3 9824 5254, or by facsimile on +61 3 9822 7735.	Section 19

1. Details of the offer

1.1 The Offer

West Wits Mining Limited ("**the Company**" or "**West Wits Mining**") offers to 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 non-renounceable rights issue of 1 new fully paid ordinary share ("**New Share**") for every 4 existing shares ("**Shares**") held at the Record Date at an issue price of 1.4 cents ($0.014) ("**the Rights Issue**"). The Rights Issue will raise up to approximately $1,109,370 (before costs).

Fractional entitlements to Shares will be rounded up.

1.2 No Rights Trading

Entitlements to New Shares pursuant to the Rights Issue are not renounceable and accordingly, there is no ability to trade rights on ASX or elsewhere.

1.3 Non-qualifying Foreign Shareholders

Only shareholders with addresses in the Company's register of members in Australia and New Zealand are eligible to participate in the Rights Issue.

The Company has decided that it is unreasonable to make the Rights Issue offer outside Australia and New Zealand having regard for:

- the number of holders in places where the Rights Issue would be made;
- the number and value of securities those holder would be offered; and
- the cost of complying with the legal and regulatory requirements of regulatory authorities in those jurisdictions.

A total of 64,449,462 Shares (20.33% of existing issued Shares) are held by 16 non-qualifying foreign shareholders in 11 different countries. These Shares of the non-qualifying foreign shareholders are equivalent to entitlements to 16,112,366 New Shares ($225,573 at the 1.4 cent issue price). The entitlements of non-qualifying foreign shareholders will form part of the underwritten shortfall.

1.4 Underwriting

The Offer is underwritten by Far East Capital Limited [ACN 068 838 193] [AFSL 253003] ("**the Underwriter**").

The Company has agreed to pay the Underwriter, on completion of the Rights Issue:

(a) a management fee of 2% (being approximately $22,190) of all funds raised by the Company under the Rights Issue, multiplied by the issue price of $0.014 per share; and

(b) an underwriting fee of 4% (being approximately $44,375) of all funds raised by the Company under the Rights Issue (Underwriting Fee). The Underwriter reserves the right to pass on some, or all, of the Underwriting Fee to nominees;

The Company has also agreed to issue to the Underwriter (and/or its nominee(s)) 2,000,000 unlisted options each to acquire one ordinary share, having an exercise price of $0.03 (3 cents) and an expiry date three years after the date of issue upon the successful completion of the Rights Issue. The options are offered to the Underwriter (and/or its nominee(s)) under this Prospectus. The terms of the proposed options are set out in Section 9.2.

The Underwriter is entitled to reimbursement of and indemnity against all reasonable costs and expenses of and incidental to the Rights Issue up to a maximum amount of $5,000 (plus GST).

The percentage of Shares in the Company directly or indirectly held by the Underwriter must not exceed 19.9%. The Underwriter will arrange sub-underwriters or others not associated with it to receive New Shares, ensuring that this limit is not exceeded.

For further details of the underwriting agreement including events of termination refer to Section 10.

1.5 Shortfall

Any part of your entitlement to New Shares under this Prospectus not taken up will form part of the underwritten shortfall.

There is no minimum subscription amount.

Subject to the underwriting agreement the Company reserves the right to offer and issue New Shares from the shortfall at its discretion within 3 months after the Closing Date. An offer of New Shares from the shortfall (if any) is an offer of the New Shares offered under the Rights Issue not otherwise taken up by Eligible Shareholders.

1.6 ASX Listing

The Company was required within 7 days of the lodgement of the prospectus to apply to, and has since has applied to, ASX for admission of the New Shares to official quotation. The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or those securities.

If ASX does not grant permission for the Official Quotation of the New 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. Purpose of the Offer

The Company is undertaking the Rights Issue to raise funds for:

- expenses and working capital requirements for its existing South African and Indonesian projects (see further below).

- the Company's general working capital requirements and administrative costs, and to pay the costs of the Rights Issue (estimated to be approximately $98,500).

It is not possible to state with certainty the allocation of expenditure of funds between the Company's South African and Indonesian projects, general working capital requirements and administrative costs.

At present the Company is not incurring substantial expenditure in connection with its Indonesian project as its designated local partner is funding costs of current activities at that project. If the local partner were to withdraw, the Company would assess how it would proceed based on circumstances at the time. The Company may allocate part of the funds raised under this Prospectus to that project in that case.

The Company anticipates that in the next approximately one year it may be necessary to allocate up to approximately AUD$150,000 to other expenses and working capital requirements for its Indonesian project, assuming its local partner continues to fund the current activities at that project and until such time as the alluvial mine planned for Derewo River, Indonesia, is operational.

The Company is engaged in discussions with various third parties including its Black Economic Empowerment ("BEE") partner and others regarding potential proposals for its South African project, which include discussions regarding the potential manner of funding those proposals. The Company is also engaged in discussions with a landowner which will in its view secure contributions from that party towards certain exploration works planned for the South African project. Discussions have also commenced with third party mineral processing operations in close proximity to the South African project regarding possible contributions to develop and exploit certain deposits within the Company's South African project. There is no certainty that any particular proposal, or method of funding a proposal, will be finalised. The Company may allocate part of the funds raised under this Prospectus to that project.

The Company anticipates that in the next approximately one year it may be necessary to allocate up to approximately AUD$200,000 to other expenses and working capital requirements for its South African project, in the absence of a decision to proceed with a potential proposal entirely or substantially funded by a third party.

The balance of approximately AUD$674,000 after costs of the Rights Issue available for the Company's general working capital requirements and administrative costs such as directors' fees, audit, legal costs, company secretarial services and accounting, would be anticipated to be sufficient to meet those requirements and costs for the next approximately one year.

The Company may seek other or further opportunities, whether in connection with or ancillary to its existing projects or in other areas, however there is no certainty that any other or further opportunity will be identified or, if identified, would be secured by the Company on satisfactory terms, at any particular time or at all. The Company may consider the allocation of part of the funds raised under this Prospectus to those opportunities depending on its assessment of those opportunities, alternative sources of funding those opportunities (if any) that might be available, and its other working capital and expenditure requirements at the time.

3. Risks

The Company's business activities are subject to a range of risks that may in the future affect the performance of the Company and the value of New Shares.

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 applying for New Shares or investing in the Company. The summary is not exhaustive.

The Company's activities and proposals, and greater detail of its interests in projects, are set out in announcements of the Company, including the 2014 Annual Report and updated information in the Company's announcements to ASX including in particular announcements made on 26 November 2014, 23 December 2014, 14 April 2015 29 July 2015 and 28 August 2015. A review of operations is included as part of quarterly activities reports of the Company to ASX, the most recent of which was released to ASX on 31 July 2015. The Company also will continue to make announcements regarding its activities, proposals and projects in accordance with its obligations as a continuously disclosing entity. Shareholders should therefore refer to and consider announcements made by the Company to ASX after the date of this Prospectus.

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 applying for New Shares under this Prospectus.

The New Shares offered under this Prospectus should be considered speculative.

3.1 Company Specific Risks

(A) Mining and exploration risk

The Company's programs and projects are undertaken on exploration and mining tenements in Indonesia and South Africa with significant exploration and development risk.

The business of mining exploration, development and, if commenced, 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) Derewo River project site access and use

The Company is yet to achieve a safe and secure site to enable it to commence operating the alluvial gold circuit at its Derewo River project in Papua Province, Indonesia. If the Company is not able to achieve sign off, or if having achieved sign off, safety and security cannot be maintained, the Company will not be able to operate at the site.

Exploration plans continue to be held in abeyance pending commencement of operation of the alluvial gold circuit. While sign off on safety and security of the site is sought pursuing exploration plans will be further delayed.

Currently, costs of and associated with seeking sign off on safety and security have been borne by the Company's local partner, PT Intan Angasa Aviation ("PTIA"). Were PTIA to withdraw, the Company would need to consider whether to incur costs presently borne by PTIA or to modify its plans for and activities at the alluvial gold project.

PTIA's representative liaises with each of the various law enforcement forces present in Papua Province on behalf of the Company's local subsidiary and PTIA. If PTIA's representative were to cease to be available the ability of the Company's local subsidiary and its partner to deal with the various law enforcement agent forces present in Papua would be substantially reduced, and the Company and PTIA would need either to seek a replacement (the availability of which is not certain) or to reconsider proposals for the alluvial gold project.

If safety and security of the site is unable to be resolved adequately, the Company's investment in the preparation of the site, delivery of supplies, fuel and provisions in anticipation of the commencement of the alluvial circuit will be lost to the extent that the Company is not able to retrieve and realise value from plant, fuel and provisions already delivered economically.

(C) South African exploration target at early stage of investigation

The Company recently announced further exploration targets within its South African project area. There is no certainty that the investigations of the areas which the Company intends to undertake will successfully result in a resource being delineated.

The further exploration targets were identified through assessments of historic data as well as earlier exploration work completed by the Company. To the extent that the identification is reliant upon historic data, the Company is reliant upon the accuracy and sufficiency of that data. If further work does not validate that data, the Company's opportunities' would likely be reduced and the desirability of proceeding in those areas would be reduced. Also, any expenditure by the Company in respect of the identification and further work would not be likely to be recoverable.

The cost of undertaking a compliant investigation of the further exploration targets has not been determined with certainty, and will not be able to be determined until further work is done in respect of the areas of the targets. The Company may not consider it economic to proceed, or may determine that proceeding is of lower priority than other activities. Undertaking detailed work and further development will be reliant upon being able to obtain adequate capital, as well as further regulatory and third party approvals and consents, and there is no certainty that these will be able to be obtained, or if obtained, that they will be on terms satisfactory to the Company.

Whilst these targets are considered to potentially form a mixture of short term toll treating opportunities to generate early stage cashflow through to further potential long term projects, there is no certainty that short term toll treating opportunities will be able to be established or operated economically or that longer term projects will be justified or feasible. In the absence of achieving profitable short term toll treating opportunities, the Company will be reliant on other sources of funding for its activities and would need to place greater emphasis on other sources of funding were it to proceed with seeking to develop further potential long term projects.

A number of funding opportunities are being assessed as to how to complete initial exploration on these targets. These include discussions with the Company's Black Economic Empowerment ("BEE") partner to fund exploration on selected exploration programs and seeking to generate cashflow from remediation work on old foundations. There is, however, no certainty that these discussions or the potential of remediation work will result in positive outcomes or any cashflow. In the absence of one or more of these funding options being achieved, the Company will need to consider alternative funding sources, which may not be available to the Company on appropriate terms, or at all, or to discontinue its pursuit of these opportunities.

(D) South African project rights

The transfer of the South African project tenement rights to the Company's South African subsidiary is not yet complete and registered. There is a risk that the transfer will not be completed. This would mean the Company would rely on its contractual rights against the existing holder and necessitate that party's co-operation in dealing with the tenement rights, administration and management.

The Company has previously obtained a court order establishing its standing and rights to the tenement. However, until the transfer is completed, the Company is reliant upon enforcing its rights against the transferor and or enforcing rights against the Department of Minerals and Resources or other third parties through or with the cooperation of the transferor.

Following completion of the transfer, the Company may lose its rights in respect of the underground project, or will not be able to exploit those rights, if it is unable to meet the tenement conditions permit or if there is a change in South African law, departmental practice, or social and political conditions.

(E) Remote location of Derewo River project

The Company's Derewo River project is located in remote areas of Papua Province in Indonesia. Access to the site is dependent upon, among other things, air transport particularly helicopters for transport of personnel and equipment. Adverse weather conditions can prevent or affect access, and the effect of adverse weather may extend beyond the occurrence of a particular event where, for example, airstrips, landing sites or roads need to be repaired.

There are greater costs of access and for moving equipment, personnel, supplies and provisions as a result of the reliance on air transport.

Accidents or other adverse occurrences at the site may also have a greater than usual impact on the Company and its activities particularly in terms of cost and delays due to the time required to transport personnel to or from the site if rescue, medical services or hospital treatment is required, or to obtain and transport specialised or replacement personnel, equipment or other resources.

(F) Sovereign, social, and other country specific risks

The Company is subject to country-specific risks associated with its business of mining exploration, development and, if commenced, production.

The Company's ability to carry on business in the normal course may be adversely affected by considerations associated with economic, social or political instability, changes in regulatory regimes affecting foreign ownership, government participation or working conditions, exchange rate fluctuations, and/or changes to mining licensing and regulatory regimes. Political, economic and social conditions including potential social unrest, wide spread adverse health conditions or events, and occupation of sites by squatters and/or illegal or artisanal miners in both countries affects and may in the future affect the Company's activities.

In addition, the Company's ability to successfully explore, develop, commence and undertake production (if achieved) and to realise opportunities commercially will depend on robust transport and service infrastructure and availability of labour. Material delays in the transportation of equipment, supplies or resources or the lack of availability of reliable and adequately skilled labour may have an adverse effect on the Company's business and financial condition.

Legal, judicial and law enforcement systems in both South Africa and Indonesia are not necessarily as well developed, accessible or reliable as Australian equivalents. The effect of these factors has, for example, been demonstrated by delays in achieving a safe and secure site for the Derewo River project, and the previous refusal to grant the Company's South African subsidiary's tenement extension application (which was reinstated and granted). The Company will be reliant upon the ability to obtain appropriate court and/or administrative orders, and the enforcement of those orders, for the operation of its activities. This would include, in particular, the exclusion of third parties from areas in which it has exclusive rights.

Government administration processes in both South Africa and Indonesia can be unreliable and prone to error or maladministration. The Company has already taken action to successfully overturn decisions made at a bureaucratic level which impinged on its rights to tenements. The exchange control rules in South Africa can also operate to inhibit the flow of funds out of the country and can lead to delays and disputes concerning the repatriation of funds. At various times the Company has and it may again have reason to dispute decisions made by taxation authorities in Indonesia and South Africa regarding the application of consumption tax levies and/or entitlements to rebates on tax paid, or other taxation matters. The Company seeks to mitigate the risks in these areas by taking appropriate professional advice and acting in accordance with same however there can be no guarantee that this will eliminate the prospect for disputes especially where sometimes complex matters are evaluated at bureaucratic levels where professional standards may be lacking.

Law enforcement forces are also a key part of the Company obtaining safe and reliable access and continued use of its project sites. It may be necessary for the Company to withdraw from sites or to suspend operations either temporarily or permanently if law enforcement forces are unable to achieve or maintain access and security, if third parties are unable to be removed from sites or access to sites by third parties may make sites unsafe. The Company may decide to withdraw from a project if its assessment is that safe and secure access, occupation and operations cannot be

obtained or maintained reasonably, reliably and economically. A variety of social, political and institutional factors beyond the control of the Company, or which the Company is only able to influence in a limited fashion, may affect these matters.

(G) Environmental regulation and risk

National, state and provincial 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 rights in locations held or acquired by the Company.

(H) Tenements

The Company's exploration activities are dependent upon the grant and maintenance of appropriate authorisations including grants, licences, permits, consents, access arrangements and regulatory authorisations, which may not be granted or may be withdrawn or made subject to limitations. 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.

The Company must interact with local landowners and occupants in South Africa and Indonesia to enable orderly and timely conduct of its exploration and other activities. Whilst local laws regarding mineral rights ensure a legal framework within which to ensure landowners provide access, the negotiation and formalisation of specific access arrangements can be sometimes difficult and complex. Whilst the Company believes it has adequate arrangements in place with local landowners and occupiers there can be no guarantee these arrangements will continue on a satisfactory basis.

(I) 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.

(J) 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 appropriately monitors and assesses 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.

(K) 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.

(L) Lack of production, income or dividends

The Company has a limited history of generating returns from its activities. 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.

(M) Local participation

The laws of South Africa and Indonesia mandate various levels of participation by local or particular categories of persons or minimum local ownership levels.

At present ownership structures of the Company's projects meet these requirements. The ability of the Company to conduct its activities in those countries will be in part dependant on entering further agreements with appropriate persons or entities depending on the development of its projects, and maintenance of the interests of persons or entities which meet the applicable criteria.

(N) Dilution

The percentage shareholding in the Company of existing shareholders who do not take up their rights pursuant to the Rights Issue will be diluted. Further details of the potential dilutive impact of the Rights Issue are set out in Section 5.1.

(O) Speculative nature of investment

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

No guarantee can be given about the market value or price of the New Shares (which may be less than the issue price).

The New Shares carry no guarantee with respect to the payment of dividends, return of capital or their market value or price.

(P) 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 New Shares may fall as well as rise.

(A) Government Policy Changes

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

(B) 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.

(C) 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.

(D) Security Investments

Shareholders 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 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 New Shares offered under this Prospectus.

Shareholders should consider that investment in the Company is speculative and should consult their professional advisors before making any decision regarding applying for New Shares or investment in the Company.

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 New Shares offered under this Prospectus.

SHARES*

Existing issued ordinary shares	316,962,696
Shares offered under this Prospectus	79,240,674
Total	**396,203,370**

OPTIONS*

Exercise Price	Expiry Date	Description	Number
Existing:			
$0.100	26 May 2016	Unlisted	1,150,000
$0.080	28 July 2016	Unlisted	30,000,000
$0.080	30 September 2017	Unlisted	19,000,000
$0.025	19 February 2018	Unlisted	5,000,000
$0.30	19 February 2018	Unlisted	5,000,000
Sub-total:			**60,150,000**
Proposed^:			
$0.03	Three years from date of issue	Unlisted	2,000,000
TOTAL:			**62,150,000**

** **Note 1:** The above tables are subject to rounding and assume that no options are exercised between the date of this Prospectus and completion of the Rights Issue.*
***^ Note 2:** Options proposed to be issued to the Underwriter upon successful completion of the Rights Issue as referred to in Sections 1.4 and 10.*

Dilution

Shareholders who take up their rights pursuant to the Rights Issue will not be diluted, and will maintain their existing proportional (percentage) interest in the Company.

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 holders where a shareholder does not take up its entitlement are set out below:

Shareholder (example)	Holding at the Record Date	% at the Record Date	1 for 4 entitlement under the Rights Issue	Holding if entitlement not taken up	As % of total Shares on issue after the Rights Issue
A	500,000	0.158%	125,000	500,000	0.126%
B	1,000,000	0.315%	250,000	1,000,000	0.252%
C	2,000,000	0.631%	500,000	2,000,000	0.505%
D	5,000,000	1.577%	1,250,000	5,000,000	1.262%

Note to Table:

** The table above assumes that the total number of issued shares of the Company following completion of the Rights Issue is 396,203,370 shares. It is further assumed that the notional Shareholders in the examples above do not acquire or dispose of shares and do not exercise any existing options they might hold.*

Substantial Shareholders

As at the date of this Prospectus three shareholders have advised the Company that they (alone or with their associates) hold relevant interests in 5% or more of the voting shares of the Company.

The number of shares these substantial shareholders (and their associates, if applicable) will hold if they were to take up New Shares pursuant to the Rights Issue, assuming no options are issued, would be as follows:

Shareholder (and associates, if applicable)	Holding	%	New Shares (1 for 4)	Post Rights Issue Holding if New Shares taken up	As % of total Shares on issue after the Rights Issue
DRD Gold Ltd	38,250,000	12.1%	9,562,500	47,812,500	12.1%
Twynam Agricultural Group Pty Ltd	20,001,708	6.3%	5,000,427	25,002,135	6.3%
Queensland Marketing Management Pty Ltd	19,466,896	6.1%	4,866,724	24,333,620	6.1%

The Underwriter has informed the Company that Twynam Agricultural Group Pty Ltd has agreed to sub-underwrite part of the Rights Issue. The maximum number of New Shares which may be received by Twynam Agricultural Group Pty Ltd as a sub-underwriter is 54,234,576 New Shares, being the difference between its post Rights Issue holding (above) and 19.9% of the total post Rights Issue number of Shares, which is the maximum percentage relevant interest it may hold after the Rights Issue is complete. The actual percentage will be less depending on the level of acceptances of entitlements by other shareholders. Twynam Agricultural Group Pty Ltd will not receive any fees in respect of taking up its entitlement to New Shares.

The Underwriter

As at the date of this Prospectus the Underwriter directly or indirectly holds 10,983,301 Shares (3.47% of presently issued Shares).

The Underwriter has informed the Company that:

- it and its associates will take up their entitlements to New Shares (as shareholders, and not as underwriter);
- none of Underwriter or the sub-underwriters (or their respective associates) will receive or increase a relevant interest in 20% or more of the total issued Shares of the Company.

5.2 Pro-Forma Statement of Financial Position of the Company

Set out below is the pro-forma Statement of Financial Position of the Company as at 30 June 2015.

The financial information provided in the pro-forma Statement of Financial Position has been extracted from the unaudited management accounts to 30 June 2015.

The pro-forma Statement of Financial Position assumes the Rights Issue is fully subscribed (refer further below for Pro Forma adjustments) and raises $1,109,370 less the estimated costs of the Rights Issue (being $98,500).

	Reviewed 31 December 2014 $ '000	Unaudited[1] 30 June 2015 $ '000	Adjustments $ '000	Unaudited Pro Forma 30 June 2015 $ '000
Assets				
Non-current assets				
Property, plant and equipment	135	111		111
Exploration and evaluation	15,548	15,853		15,853
Intangible asset	110	110		110
Other assets	15	15		15
Total non-current assets	15,808	16,089	-	16,090
Current assets				-
Cash and cash equivalents	1,459	412	1,012[1]	1,424
Trade and other receivables	830	867		867
Other assets	11	15		15
Total current assets	2,300	1,294	1,012	2,306
Total assets	**18,109**	**17,383**	**1,012**	**18,395**
Equity and Liabilities				
Equity attributable to owners of the parent entity				
Share capital	30,523	30,538	1,012[1]	31,550

	Reviewed 31 December 2014 $ '000	Unaudited[1] 30 June 2015 $ '000	Adjustments $ '000	Unaudited Pro Forma 30 June 2015 $ '000
Accumulated losses	(10,462)	(11,241)		(11,241)
Other components of equity	(2,375)	(2,072)		(2,072)
Equity attributable to the owners of the parent entity	17,686	17,225	1,012	18,237
Non-controlling interests	(1,389)	(1,433)	-	(1,433)
Total equity	16,297	15,792	1,012	16,804
Non-current liabilities				
Other financial liabilities	4	124		124
Total non-current liabilities	4	124	-	124
Current liabilities				
Trade and other payables	1,382	1,467		1,467
Other financial liabilities	425	-		-
Total current liabilities	1,808	1,467	-	1,467
Total liabilities	1,812	1,591	-	1,591
Total equity and liabilities	**18,109**	**17,383**	**1,012**	**18,395**

Notes:

[1] The Balance Sheet as at 30 June 2015 is currently in the process of being audited.

[2] This figure is based on a capital raising of $1,110,000 (1 for 4 at 1.4 cents per shares) and $98,500 estimated capital raising cost (both rounded).

Adjustments

The Statement of Financial Position at 30 June 2015 has been adjusted to reflect the following pro-forma adjustments:

- The Rights Issue raising $1,109,370, less costs of the Offer of $98,500.

The Company's total number of ordinary shares on issue would be 396,203,370 (subject to rounding).

Basis of Preparation

The above pro forma Statement of Financial Position has been prepared in accordance with the ASIC Regulatory Guide 230 *Disclosing non-IFRS Financial Information* issued in December 2011.

The Pro-Forma Statement of Financial Position is based on actual, unaudited management accounts financial figures at 30 June 2015 and 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 following the Rights Issue. 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.

Most recent audited financial statement

The Interim Financial Report for the half year ended 31 December 2014 was been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business. The Interim Financial Report for the six months ended 31 December 2014 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 2014 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 2014 half year Interim

Financial Report during the application period of this Prospectus, which the Company will provide free of charge. In addition, a copy may be downloaded from company announcements which are published on the ASX web site.

The Company anticipates it will release the audited financial statements for the year ending 30 June 2015 to ASX during the offer period of the Rights Issue. The audited financial statements for the year ending 30 June 2015 will be made available to shareholders during the offer period of the Rights Issue. A copy of the audited financial statements for the year ending 30 June 2015 will be able to be downloaded from the ASX website (www.asx.com.au) under the Company's ASX code WWI. A copy of the audited financial statements will also be available from the Company's website, www.westwitsming.com. A copy of the audited financial statements when released to ASX can be requested by contacting the Ms Terri Bakos (Joint Company Secretary) on +61 3 9824 5254, or by facsimile on +61 3 9822 7735.

5.3 Costs of the offer

The estimated anticipated costs payable from proceeds of the Rights Issue are as follows:

Particulars	Amount ($) (plus GST)
Legal, printing, postage and administrative	$25,000
Management and Underwriting Fees*	$66,000
ASIC and ASX Fees	$7,500
TOTAL	**$98,500**

** Refer to Sections 1.4 and 10.*

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
- take no action under this offer, and allow their Rights Issue entitlement to lapse.

Shares represented by Rights Issue entitlements not taken up will become part of the underwritten shortfall.

6.2 Completing an Entitlement and Acceptance Form

Unless paying by BPAY®* (see below), all acceptances of entitlements to New Shares 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*

<u>For payments by cheque, money order or BPAY:</u>

Your acceptance of entitlements to New Shares or payment may not be effective if received after 5:00pm (Perth, WA time) on the Closing Date or such later date as the Company may specify, in which case no New Shares 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 New Shares you have accepted or is more than required for the number of New Shares you have accepted you will be taken to have accepted the lesser of your entitlement or such whole number of New Shares which is covered in full by your payment.

<u>If paying by BPAY:</u>

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 New Shares you wish to subscribe for (being the Rights Issue offer price of 1.4 cents ($0.014) per New Share multiplied by the number of New Shares for which you are accepting your entitlement) so that it is received no later than 5:00pm (Perth, WA time) 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 (Perth, WA time) on the Closing Date or such later date as the Company may specify, New Shares accepted are 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 the Share Registrar accept no responsibility for unsuccessful, delayed, or 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 New 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 to the applicant without interest.

<u>If paying by cheque or money order:</u>

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 1.4 cents ($0.014) per New Share multiplied by the number of New Shares for which you are accepting your entitlement) to:

  West Wits Mining Limited
  c/ Security Transfer Registrars Pty Limited
  770 Canning Highway, Applecross, WA, 6153

  so that it is received by no later than 5:00pm (Perth, WA time) 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 and the Share Register 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 "West Wits Mining Ltd" and crossed "Not Negotiable". Cheques must be payable in Australian dollars, drawn on an Australian branch of an Australian bank.

6.3 Further Information

If you have any questions about your entitlement, please contact the please contact Ms Terri Bakos (Joint Company Secretary) on +61 3 9824 5254, or by facsimile on +61 3 9822 7735. Alternatively, contact your stockbroker, financial advisor, accountant or other professional advisor.

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

The Company in consultation with the Underwriter 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 New Shares in response to the acceptance and recover outstanding acceptance amount from the recipient. If your Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' decision in consultation with the Underwriter whether to treat a form as valid and how to construe, amend or complete the form is final. The Company accepts no responsibility for failure by your stockbroker, financial advisor or other third parties to carry out your instructions.

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 advisors as to whether any governmental or other consent is required or whether formalities need to be observed to enable them to acquire new Shares. 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 New Shares or other securities of the Company.

7. 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 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 3 months before the date of this Prospectus and that other requirements relating to the Company not being subject to various exemptions and orders under the Corporations Act within the last 12 months are met.

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.

From time to time the Company seeks and engages in discussions on an ongoing basis in respect of potential new investment opportunities. Funds may be used to fund the costs associated with identifying, investigation and pursuing new opportunities. While the Company may to seek and negotiate potential investment 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 ASX and ASIC in relation to the Company may be obtained from or inspected by accessing the respective web sites.

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. Such documents are also available on-line from the ASX web site.

(a) the Interim Financial Report of the Company for the half year ended 31 December 2014 (lodged with ASX on 13 March 2015).

(b) the Annual Financial Report of the Company for the financial year ended 30 June 2014 (lodged with ASX on 1 October 2014), being the most recent annual financial report of the Company before the lodgement of this Prospectus with ASIC;

(c) any continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report referred to in (b) 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 8 of this Prospectus.

8. ASX Announcements

The following announcements (continuous disclosure notices) have been made by the Company to ASX since lodging its audited financial statements (Annual Report) for the year ended 30 June 2014:

Date	Headline
22/09/2015	New Exploration Target for the Soweto Cluster to 400m Depth
21/09/2015	Letter to shareholders
22/09/2015	Letter to Optionholders
17/09/2015	Prospectus – Underwritten 1 for 4 Rights Issue
17/09/2015	Appendix 3B
17/09/2015	Underwritten 1 for 4 Non-Renounceable Rights Issue
15/09/2015	Trading Halt
28/08/2015	Restatement of Historical Resources in South Africa
31/07/2015	Quarterly Activities and Cashflow Report
29/07/2015	Derewo Update
30/04/2015	Quarterly Cashflow and Activities Report
14/04/2015	South African Prospecting Right Reinstated
13/03/2015	Half Yearly Report and Accounts
24/02/2015	Change in substantial holding
20/02/2015	Appendix 3B and 708A
30/01/2015	Quarterly Cashflow and Activities Report
23/12/2014	Company Update
27/11/2014	Results of Meeting

Date	Headline
26/11/2014	Agreement Signed With New Local Partner
31/10/2014	Quarterly Activities and Report
27/10/2014	Notice of Annual General Meeting/Proxy Form
01/10/2014	Annual Report to shareholders

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. Copies of announcements are released by ASX on its website, www.asx.com.au. Copies of announcements can also be obtained from the Company upon request and will be made available at the Company's website www.westwitsmining.com. Prospective investors are advised to refer to ASX's website for updated releases about events or matters affecting the Company.

In making statements in this Prospectus it is noted 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 advisors whom potential investors may consult.

9. Terms of Securities Offered

9.1 New 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.

9.2 Underwriter's Options

Rights attaching to the options offered to the Underwriter and/or its nominee(s) under this Prospectus are as follows:

(a) Each option entitles the holder to acquire one ordinary fully paid Share in the capital of the Company.

(b) The options are exercisable at any time prior to 5:00 pm Melbourne time on the date three years after the issue of the options ("the Expiry Date") 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 5:00pm Melbourne time on Expiry Date automatically lapses.

(c) The exercise price is 3 cents ($0.03) per option, payable in full on exercise.

(d) Subject to the Corporations Act, the ASX Listing Rules, and the Constitution of the Company, the 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 fully paid ordinary shares. The Company will apply for official quotation by ASX of all shares issued upon exercise of options.

(e) An option will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the option.

(f) 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 the time required by the Listing Rules prior to the record date applying to offers of securities made to shareholders during the currency of the options.

(g) 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 New Options will be fully paid ordinary Shares and will have the same voting and other rights as the existing Shares of the Company.

10. Underwriting

Pursuant to an agreement between Far East Capital Limited, as Underwriter, and the Company dated 17 September 2015 ("the Underwriting Agreement"), the Underwriter has agreed to fully underwrite 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).

All valid acceptances of entitlements will go in relief of the Underwriter's obligations.

The Company has agreed to pay the Underwriter, on completion of the Rights Issue:

(a) a management fee of 2% (being approximately $22,190) of all funds raised by the Company under the Rights Issue, multiplied by the issue price of $0.014 per share; and

(b) an underwriting fee of 4% (being approximately $44,375) of all funds raised by the Company under the Rights Issue (Underwriting Fee). The Underwriter reserves the right to pass on some, or all, of the Underwriting Fee to nominees;

The Company has also agreed to issue to the Underwriter (or its nominee(s)) 2,000,000 unlisted share options with an exercise price of 0.03 ($3 cents), issued upon the successful completion of the Rights Issue and expiring three (3) years thereafter.

The Underwriter is entitled to reimbursement of and indemnity against all reasonable costs and expenses of and incidental to the Rights Issue up to a maximum amount of $5,000 (plus GST).

The percentage of Shares in the Company directly or indirectly held by the Underwriter must not exceed 19.9%. The Underwriter will arrange sub-underwriters or others not associated with it to receive New Shares, ensuring that this limit is not exceeded.

The obligation of the Underwriter to underwrite the Rights Issue is subject to certain events of termination. The Underwriter may terminate its obligations under the Underwriting Agreement on the occurrence of any of the events summarised below:

(a) (Indices fall): the All Ordinaries Index as published by ASX on any three (3) consecutive trading days is at closing 15% or more below its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement;

(b) (Share Price): the Company's shares finish trading on the ASX under the ASX code of WWI on any five (5) consecutive trading days with a closing price that is $0.013 ($1.3 cents) or less;

(c) (Prospectus): the Company does not lodge the Prospectus offering the Rights Securities to Shareholders on the Lodgement Date or the Prospectus is withdrawn by the Company; or

(d) (Copies of Prospectus): the Company fails to provide 25 copies of the Prospectus to the Underwriter within seven (7) days of the Lodgement Date, or fails to provide additional copies of the Prospectus to the Underwriter, upon its request, prior to the Closing Date;

(e) (No Official Quotation): approval for official quotation has not been granted by the Shortfall Notice Deadline Date (which for the avoidance of doubt may be subject to conditions that are capable of satisfaction or fulfilment) or, having been granted, is subsequently withdrawn, withheld or qualified;

(f) (Supplementary Prospectus):

(i) Where validly required by the Underwriter pursuant to the Underwriting Agreement and the Corporations Act, the Company fails to lodge a supplementary or replacement Prospectus or notice in such form and content and within such time as the Underwriter may reasonably require; or

(ii) otherwise than as permitted by the Underwriting Agreement the Company lodges a supplementary or replacement Prospectus without the prior written agreement of the Underwriter other than as permitted by the Underwriting Agreement;

(g) (Non compliance with disclosure requirements): the Prospectus does not contain all the information required by sections 711 and 713 of the Corporations Act; or

(h) (Misleading Prospectus): a statement within the Prospectus or its issue is or becomes misleading or deceptive or likely to mislead or deceive, or there is an omission from this Prospectus;

(i) (Restriction on allotment): the Company is prevented from allotting the securities within the time required by the Underwriting Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi governmental agency or authority;

(j) (Withdrawal of consent to Prospectus): any person (other than the Underwriter or a sub-underwriter) who has previously consented to the inclusion of its, his or her name in this Prospectus or to be named in this Prospectus, withdraws that consent;

(k) (ASIC application): an application is made by ASIC for an order under the Corporations Act in relation to the Prospectus, the Shortfall Notice Deadline Date has arrived and the ASIC application being dismissed or withdrawn;

(l) (ASIC hearing): ASIC gives notice of its intention to hold a hearing to determine if it should make a stop order or ASIC makes an interim or final stop order under the Corporations Act;

(m) (Takeovers Panel): the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act;

(n) (Hostilities): there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, or the Peoples Republic of China or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;

(o) (Authorisation) any authorisation which is material to anything referred to in this Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter;

(p) (Indictable offence): a director or senior manager of the Company or a subsidiary is charged with an indictable offence;

(q) (Termination Events): any of the following events occurs and, in the reasonable opinion of the Underwriter reached in good faith, the occurrence of a Termination Event has or is likely to have, or two or more Termination Events together have or are likely to have a Material Adverse Effect or could give rise to a liability of the Underwriter under the Corporations Act or otherwise:

(i) (Default): default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking;

(ii) (Incorrect or untrue representation): any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect;

(iii) (Contravention of constitution or Act): a material contravention by the Company or a subsidiary of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;

(iv) (Adverse change): an event occurs that gives rise to a Materially Adverse Event or adverse change or any development including a likely Materially adverse event after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any Relevant Company or a subsidiary including without limitation, if any forecast in the Prospectus becomes incapable of being met or in the Underwriters reasonable opinion, unlikely to be met in the projected time;

(v) (Error in Due Diligence Results): any of the Due Diligence Results or any part of the Verification Material was misleading or deceptive, materially false or that there was a material omission from them;

(vi) (Significant change): a "new circumstance" as referred to in section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor;

(vii) (Public statements): without the prior approval of the Underwriter (such approval not to be unreasonably withheld), a public statement is made by the Company in relation to the Rights Issue, or this Prospectus, unless such public statement is required by law, the Listing Rules or a governmental agency;

(viii) (Misleading information): any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Rights Issue or the affairs of the Company or a subsidiary is or becomes misleading or deceptive or likely to mislead or deceive;

(ix) (Change in Act or policy): there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy that has not been publicly disclosed or proposed as at the date of the Underwriting Agreement;

(x) (Prescribed occurrences): an alteration to the Company's share capital (including conversion and reduction of share capital or issuing/granting shares and options other than in accordance with the Prospectus), entering into, or resolving to approve the terms of, a buy-back agreement, an alteration to the Company's capital (including by issuing or agreeing to issue convertible notes), business or assets (including the creation of a security interest) occurs, or a winding up, liquidation or external administration commencing.

(xi) (Suspension of debt payments): the Company suspends payment of its debts generally;

(xii) (Event of Insolvency): an event of insolvency occurs in respect of the Company or a subsidiary;

(xiii) (Judgment): a judgment in an amount exceeding $50,000 is obtained against the Company or a subsidiary and is not set aside or satisfied within 10 business days;

(xiv) (Litigation): litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced or threatened against the Company or a subsidiary, other than any claims foreshadowed in the Prospectus;

(xv) (Board and senior management composition): there is a change in the composition of the Company's Board or a change in the senior management of the Company before Completion without the prior written consent of the Underwriter;

(xvi) (Change in shareholdings): there is a material change in the major or controlling shareholdings of the Company or a subsidiary or a takeover offer or scheme of arrangement is publicly announced in relation to the Company or a subsidiary;

(xvii) (Timetable): there is a delay in any specified date in the timetable which is greater than 15 business days;

(xviii) (Force Majeure): force majeure affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of 15 Business Days occurs;

(xix) (Certain resolutions passed): the Company or a subsidiary passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;

(xx) (Capital Structure): the Company or a subsidiary alters its capital structure in any manner not contemplated by this Prospectus, excluding the issue of any Shares upon exercise of Options, such Options having been disclosed to the ASX as at the date of this Agreement;

(xxi) (Investigation): any person is appointed under any legislation in respect of companies to investigate the affairs of the Company or a subsidiary;

(xxii) (Market Conditions): a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, the United Kingdom, the United States of America or other international financial markets;

(xxiii) (Suspension): the Company is removed from the Official List or its shares become suspended from Official Quotation and that suspension is not lifted within 15 Business Days following such suspension.

The Company will immediately give notice to the Underwriter of the occurrence of any event which will or which the giving of notice or lapse of time will, give the Underwriter the right to terminate its obligations under the Underwriting Agreement.

The Company may, without cost or liability and without prejudice, by notice in writing given upon or at any time prior to completion of the Prospectus, terminate its obligations under the Underwriting Agreement if any of the following events occurs:

(a) (Default): default by the Underwriter under the Underwriting Agreement; or

(b) (Incorrect or untrue representation): any representation, warranty or undertaking given by the Underwriter in the Underwriting Agreement is or becomes untrue or incorrect.

The Underwriting Agreement also contains a number of indemnities and representations and warranties from the Company to the Underwriter commonly included in an agreement of its type.

11. Directors' Interests

11.1 Securities

Directors' existing interests in securities and participation in the Rights Issue

The Directors' direct and indirect interests in securities of the Company as at the date of this Prospectus are as set out in the following table.

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

Each Director has indicated that he (or his respective associates, if any) will take up their entitlements, if any.

The effect of the offer on the direct and indirect share holdings of Directors is set out in the following table.

SHARES & OPTIONS

Director/Shareholder (and/or associate(s))	Existing Shares		Post Issue Shares		Existing and Post Issue Options
	Number	%	Number	%	
Michael Quinert	12,404,541	3.91%	15,505,677	3.91%	5,476,192
Vincent Savage	9,002,318	2.84%	11,252,898	2.84%	15,000,000
Niel Pretorius	-	-	-	-	-
Hulme Scholes	-	-	-	-	250,000
TOTAL:	21,406,859	6.75%	26,758,574	6.75%	20,726,192

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 or agreed to be paid to Directors in the two years prior to the lodgement of this Prospectus are as follows:

Director	17 September 2013 to 16 September 2014	17 September 2014 to 16 September 2015
Michael Quinert	$194,000	$108,000
Vincent Savage	$180,000	$98,000
Niel Pretorius	$35,000	$35,000
Hulme Scholes	$35,000	$35,000

In addition to the above, in the past 2 years:

- Quinert Rodda and Associates Pty Ltd [ACN 137 818 985], a company of which Mr Quinert is a director and a company associated with him is a shareholder, has received fees and disbursements for the provision of legal services to the Company totalling $21,600 including GST. Quinert Rodda and Associates Pty Ltd has informed the Company that in addition to anticipated fees of approximately $20,000 plus GST in connection with advising in respect of the Rights Issue including this Prospectus there are accrued, unbilled fees of approximately $1,500 plus GST.

- Brickwick Pty Ltd [ACN 165 785 277], a company of which Mr Quinert is a director and a company associated with him is a shareholder, has been paid or agreed to be paid licence fees and/or other occupancy costs by the Company of $50,600 including GST for the provision of office space and facilities.

Other

Except as disclosed in this Prospectus:

(a) 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.

(b) 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.

12. Taxation

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

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) 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 and New Zealand having regard to:

(a) the number of Shareholders registered outside of Australia and New Zealand;

(b) the number and value of securities to be offered to Shareholders registered outside of Australia and New Zealand; 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 and New Zealand) whose entitlements will form part of the underwritten shortfall.

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 and Corporations 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 and Corporations Regulations set out how the Rights Issue must be made.

The Company's address for service of documents in New Zealand in respect of the Rights Issue is care of its agent Tavendale and Partners Limited, PO Box 442, Christchurch, New Zealand, 8140. Tavendale and Partners Limited has had no involvement in the preparation of any part of the Prospectus other than being named as New Zealand agent.

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 Financial Markets Authority, 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 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 and New Zealand may be restricted by law, and persons outside Australia and New Zealand 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 or the Rights Issue or otherwise to permit a public offering of the securities in any jurisdiction outside Australia and New Zealand. The Shares 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 and New Zealand.

14. Privacy

Personal information is collected on the Entitlement and Acceptance Forms 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 Company Secretary at the Company's address shown in the Corporate Directory on page 2 of this Prospectus or on +61 3 9824 5254 or by facsimile to the Company on +61 3 9822 7735. 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 via the ASX website, www.asx.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 contacting Ms Terri Bakos (Joint Company Secretary) on +61 3 9824 5254, or by facsimile to the Company on +61 3 9822 7735.

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 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 offered by this Prospectus should be considered speculative.

18. Consents

Security Transfer Registrars Pty Limited has given and, as at the date hereof, not withdrawn, its written consent to be named as share registry 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 the Prospectus other than being named as share registry to the Company. Security Transfer Registrars Pty Limited has not authorised or caused the issue of any part of the Prospectus and, to the extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus.

Tavendale and Partners Limited has given, and, as at the date hereof, not withdrawn, its written consent to be named as New Zealand agent to the Rights Issue in the form and context in which it is named. Tavendale and Partners Limited has had no involvement in the preparation of any part of the Prospectus other than being named as New Zealand agent to the Rights Issue. Tavendale and Partners Limited has not authorised or caused the issue of any part of the Prospectus and, to the extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus.

Far East Capital Limited has given, and at the time of lodgement of this Prospectus, has not withdrawn its consent to be named as Underwriter of the Rights Issue under this Prospectus, in the form and context in which it is named. Far East Capital Limited was not involved in the preparation of any part of this Prospectus other than the provision to the Company 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. Far East Capital 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 Far East Capital Limited other than the information provided to the Company referred to above. To the maximum extent permitted by law, Far East Capital Limited expressly disclaims and takes no responsibility for any material in, or omission from, this Prospectus other than the reference to its name and statements based on the information provided to the Company referred to above.

Twynam Agricultural Group Pty Ltd has given, and at the time of lodgement of this Prospectus, has not withdrawn its consent to be named as a sub-underwriter to part of the Rights Issue under this Prospectus, in the form and context in

which it is named. Twynam Agricultural Group Pty Ltd was not involved in the preparation of any part of this Prospectus other than the provision to the Underwriter of information about its relevant interests in issued shares of the Company which was communicated to the Company by the Underwriter and included in the Prospectus, and did not authorise or cause the issue of this Prospectus. Twynam Agricultural Group 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 Twynam Agricultural Group Pty Ltd other than the information it provided as referred to above. To the maximum extent permitted by law, Twynam Agricultural Group Pty Ltd expressly disclaims and takes no responsibility for any material in, or omission from, this Prospectus other than the reference to its name and statements based on the information it provided as referred to above.

19. Enquiries

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

If you have any questions regarding how to complete the Entitlement and Acceptance Form, please contact Ms Terri Bakos (Joint Company Secretary) on +61 3 9824 5254, or by facsimile on +61 3 9822 7735.

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.



Michael Quinert
Chairman

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.

WEST WITS MINING LIMITED

ACN: 124 894 060

REGISTERED OFFICE:
SUITE 1
1233 HIGH STREET
ARMADALE VIC 3143
AUSTRALIA

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

«HOLDER_NAME»
«ADDRESS_LINE_1»
«ADDRESS_LINE_2»
«ADDRESS_LINE_3»
«ADDRESS_LINE_4»
«ADDRESS_LINE_5»

Code:	WWI
Holder Number:	
Eligible Holding as at 5.00pm WST on 24 September 2015:	
Entitlement to Securities 1:4:	
Amount payable on acceptance @ $0.014 per Security:	

NON-RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 9 OCTOBER 2015

(1) I/We the above named being registered at 5.00pm WST on the 24 September 2015 as holder(s) of Shares in the Company hereby accept as follows:

	NUMBER OF NEW SHARES ACCEPTED/APPLIED FOR	AMOUNT ENCLOSED @ $0.014 PER SHARE
Entitlement or Part Thereof	, ,	$, , .

(2) I/We have enclosed/made payment for amount shown above following the payment instructions as detailed overleaf).
(3) 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 construe, amend or complete it shall be final.
(4) I/We authorise the Company to send me/us a substituted form if this form ceases to be current.
(5) I/We declare that I/we have received a **Replacement Prospectus dated 23 September 2015** either in an electronic or paper format.
(6) My/Our contact details in case of enquiries 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.
You do not need to return this form if you have made payment via BPAY.

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.

Biller code: 159483

Ref: EFT_REFERENCE_NUMBER

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.

CHEQUE / MONEY ORDER

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

REGISTRY DATE STAMP

<SEQUENCE_NUMBER>

E & O.E.

Example

LODGEMENT INSTRUCTIONS

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.

PAYMENT INFORMATION

Biller 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.

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.

EXPLANATION OF ENTITLEMENT

1. The front of this form sets out the number of Securities and the price payable on acceptance of each Security.

2. Your entitlement may be accepted either in full or in part. There is no minimum acceptance.

Example

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

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.