25 August 2016

Market Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Entitlement Issue Prospectus

Attached is a copy of the prospectus lodged with the Australian Securities & Investments Commission in relation to the fully underwritten non-renounceable pro-rata entitlement offer announced today by Navarre Minerals Limited (**Navarre**).

In accordance with the timetable for the offer, Navarre expects to despatch the prospectus on or about 2 September 2016 to Navarre shareholders with registered addresses in Australia and New Zealand who hold Navarre shares as at the record date (7:00pm AEST on 31 August 2016).

JSNosworthy

Jane Nosworthy
Company Secretary
Navarre Minerals Limited

NAVARRE MINERALS LIMITED
ACN 125 140 105

ENTITLEMENT ISSUE PROSPECTUS

For a non-renounceable entitlement issue of two (2) Shares for every five (5) Shares held by those Shareholders registered at the Record Date at an issue price of $0.029 per Share to raise approximately $1,140,824 (based on the number of Shares on issue as at the date of this Prospectus) (together with one (1) free attaching option exercisable at $0.05 on or before 31 March 2018 (**New Option**) for every two (2) Shares subscribed for and issued) (**Offer**).

The Offer is fully underwritten by Patersons Securities Limited (**Underwriter**). Refer to section 8.4.2 for details regarding the terms of the Underwriting Agreement.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Shares and Options offered by this Prospectus should be considered as speculative.

CONTENTS

1. CORPORATE DIRECTORY 1
2. TIMETABLE 2
3. IMPORTANT NOTES 3
4. DETAILS OF THE OFFER 4
5. PURPOSE AND EFFECT OF THE OFFER 9
6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES 13
7. RISK FACTORS 16
8. ADDITIONAL INFORMATION 22
9. DIRECTORS' AUTHORISATION 35
10. GLOSSARY 36

25 August 2016

Dear Shareholder,

On behalf of the Directors of Navarre, I am pleased to invite you to participate in a pro rata, non-renounceable entitlement issue of approximately 39.3 million new fully paid ordinary shares in Navarre at an offer price of $0.029 per New Share to raise up to approximately $1,140,824 before costs.

The Offer is being made to enable the Company to fund the next phase of exploration, including a maiden drilling program, at our 100%-owned Irvine and Benno gold prospects located within the historic Ararat Goldfield in western Victoria, Australia. The emerging Stawell-style Irvine gold prospect is considered by the Company to be a potential source for a substantial part of Ararat's 1 million ounces of historically mined alluvial gold.

As announced on 28 June 2016, Navarre has recently been awarded a grant of up to $626,150 under the Victorian Government's TARGET Minerals Exploration Initiative to co-fund exploration at the Irvine and Benno prospects. TARGET grant funding is provided on an industry-matched basis, with the grant covering up to half the cost of eligible exploration activities and the Company funding the balance. Together with the proceeds of a private placement to sophisticated investors announced contemporaneously with the Offer, the proceeds from the Entitlement Offer will be used to fund Navarre's share of the estimated $1.2 million cost of its proposed exploration program for the Irvine and Benno prospects, comprising geophysics, aircore and diamond drilling, and to meet the expenses of the Offer and provide additional working capital.

Eligible Shareholders have the opportunity under the Offer to subscribe for two (2) new Shares for every five (5) Shares held by Shareholders registered at the Record Date at an issue price of $0.029 per Share. The issue price represents a discount of 23% to Navarre's volume weighted average price over the 15 trading days prior to the announcement of the Offer, and a discount of 14% to the closing price on 18 August 2016 (the last trading day before the announcement of the Offer).

Eligible Shareholders who participate in the Offer will also receive one (1) free attaching New Option (exercisable at $0.05 on or before 31 March 2018) for every two (2) Shares subscribed for and issued under the Offer.

The Offer is fully underwritten by Patersons Securities Limited.

This Prospectus contains important information, including instructions on how to apply, how to accept all or part of your Entitlement and key dates for the Offer. Before deciding whether to participate in the Offer, I encourage you to read this Prospectus carefully and to consult your stockbroker, accountant or other independent professional adviser if you are uncertain about whether to participate in the Offer.

The Offer closes at 5.00pm (AEST) on Friday 16 September 2016.

I commend this Offer to you and encourage you to consider participating in the Offer in support of the Company and its strategy.

Yours sincerely

Kevin Wilson
Chairman

1. CORPORATE DIRECTORY

Directors

Kevin Wilson (Non-Executive Chairman)
Geoffrey McDermott (Managing Director)
Colin Naylor (Non-Executive Director)
John Dorward (Non-Executive Director)

Company Secretary

Jane Nosworthy

Registered Office

40-44 Wimmera Street
Stawell VIC 3380

Telephone: + 61 3 5358 8625

Email: info@navarre.com.au
Website: http://www.navarre.com.au/

Share Registry*

Boardroom Pty Limited
Grosvenor Place
Level 12, 225 George Street
Sydney NSW 2000

Telephone: 1300 737 760 or + 61 2 9290 9600
Fax: + 61 2 9279 0664
Email:
corporateactions@boardroom.com.au

Solicitors

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

Auditor*

RSM Australia Partners
Level 21
55 Collins Street
Melbourne VIC 3000

Underwriter

Patersons Securities Limited
264 George Street
Sydney NSW 2000

* This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

2. TIMETABLE

Lodgement of Prospectus with the ASIC	Thursday 25 August 2016
Lodgement of Prospectus & Appendix 3B with ASX	Thursday 25 August 2016
Notice sent to Shareholders	Monday 29 August 2016
Ex date	Tuesday 30 August 2016
Record Date for determining Entitlements	Wednesday 31 August 2016
Prospectus despatched to Shareholders & Company announces despatch has been completed	Friday 2 September 2016
Opening Date	Friday 2 September 2016
Closing Date*	Friday 16 September 2016
Securities quoted on a deferred settlement basis	Monday 19 September 2016
ASX notified of under subscriptions	Tuesday 20 September 2016
Despatch of holding statements	Friday 23 September 2016
Quotation of Securities issued under the Offer*	Monday 26 September 2016

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

3. IMPORTANT NOTES

This Prospectus is dated 25 August 2016 and was lodged with the ASIC on that date. The ASIC and its officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares the subject of this Prospectus should be considered highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form or Shortfall Application Form.

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

3.1 Risk factors

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 4 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

3.2 Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in section 4 of this Prospectus.

4. DETAILS OF THE OFFER

4.1 The Offer

The Offer is being made as a non-renounceable entitlement issue of two (2) Shares for every five (5) Shares held by Shareholders registered at the Record Date at an issue price of $0.029 per Share (together with one (1) free attaching New Option for every two (2) Shares subscribed for and issued). Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus (and assuming no existing Options are exercised prior to the Record Date), a maximum of 39,338,779 Shares and 19,669,390 New Options will be issued pursuant to this Offer to raise approximately $1,140,824. No funds will be raised from the issue of the New Options.

As at the date of this Prospectus, the Company has 850,000 Options on issue, 150,000 of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to section 5.4 of this Prospectus for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to section 6 for further information regarding the rights and liabilities attaching to the Shares.

All of the New Options offered under this Prospectus will be issued on the terms and conditions set out in section 6.2 of this Prospectus.

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

The purpose of the Offer and the intended use of funds raised are set out in section 5.1 of this Prospectus.

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

4.2 Minimum subscription

As the Offer is fully underwritten, the minimum subscription is the full subscription of $1,140,824. No shares will be issued until the minimum subscription has been received. If the minimum subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application monies to the Applicant or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application monies.

4.3 Acceptance

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Prospectus. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.

You may participate in the Offer as follows:

(a) if you wish to accept your **full** Entitlement:

  (i) complete the Entitlement and Acceptance Form; and

  (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the amount indicated on the Entitlement and Acceptance Form; or

(b) if you only wish to accept **part** of your Entitlement:

  (i) fill in the number of Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and

  (ii) attach your cheque, drawn on an Australian bank or bank draft made payable in Australian currency, for the appropriate application monies (at $0.029 per Share); or

(c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

4.4 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "NAVARRE MINERALS LIMITED – Entitlement Issue Account" and crossed "Not Negotiable".

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

4.5 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

(a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and

(b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00pm (AEST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of Shares (only where the amount is $1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

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

One (1) New Option with an exercise price of $0.05 and an expiry date of 31 March 2018 will also be issued for every two (2) Shares subscribed for and issued under the Offer.

4.6 Underwriting

The Offer is fully underwritten by the Underwriter. Refer to section 8.4.2 of this Prospectus for details of the terms of the underwriting.

4.7 Effect on control of the Company

The Underwriter is presently not a shareholder of the Company, nor a related party of the Company for the purpose of the Corporations Act.

In accordance with the terms of the Underwriting Agreement, the Underwriter will allocate the Shortfall to its sub-underwriters and/or clients and people who have otherwise agreed to assist with the completion of the Offer such that neither the Underwriter, the sub-underwriters nor any of the Underwriter's clients, individually, will have a voting power in the Company in excess of 20% after the issue of the Shortfall or if required.

The maximum number of Shares which will be issued pursuant to the Offer is 39,338,779. This will equate to approximately 26% of all the issued Shares in the Company following completion of the Offer and the Placement (on an undiluted basis, assuming no existing Options have been exercised). Examples of how dilution may impact individual Shareholders is set out in the table below.

Holder	Holding as at Record Date	% at Record Date	Holding after Placement completed	% post Placement	Entitlements under the Offer	Holdings if Offer not taken Up	% post Offer
Shareholder 1	10,000,000	10.17%	10,000,000	9.24%	4,000,000	10,000,000	6.78%
Shareholder 2	5,000,000	5.08%	5,000,000	4.62%	2,000,000	5,000,000	3.39%
Shareholder 3	1,500,000	1.53%	1,500,000	1.39%	600,000	1,500,000	1.02%
Shareholder 4	400,000	0.41%	400,000	0.37%	160,000	400,000	0.27%
Shareholder 5	50,000	0.05%	50,000	0.05%	20,000	50,000	0.03%
Total	**98,346,946**		**108,176,946**		**39,338,779**	**147,515,725**	

Notes:
The dilutionary effect shown in the table is the maximum percentage on the basis that those Entitlements not accepted are placed under the Shortfall Offer. Percentages post-Offer have been calculated on the basis of there being 147,515,724 Shares on issue on completion of the Offer (including the 9,830,000 Shares to be issued under the Placement). Refer to Section 5.4 for further details of the Company's capital structure.

4.8 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer and any Entitlement that would otherwise have been offered to ineligible Shareholders will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be $0.029 being the price at which Shares have been offered under the Offer.

One (1) New Option with an exercise price of $0.05 and an expiry date of 31 March 2018 will also be issued for every two (2) Shares subscribed for and issued under the Shortfall Offer.

The Directors reserve the right to issue Shortfall Securities at their absolute discretion. Accordingly, do not apply for Shortfall Securities unless instructed to do so by the Directors.

4.9 ASX listing

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

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

The Company will not be applying for Official Quotation of the New Options offered pursuant to this Prospectus.

4.10 Issue

Securities issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

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

Holding statements for Securities issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

4.11 Who is eligible to participate in the Offer?

The Offer is being extended to Shareholders who meet all of the following criteria:

- they were registered as a holder of Shares at 7.00pm (AEST) on the Record Date;
- they have a registered address in Australia or New Zealand;
- they are not in the United States or a U.S. Person or acting for the account or benefit of such persons; and
- they are eligible under all applicable securities laws to receive an offer under the Offer.

By returning a completed Entitlement and Acceptance Form, or making a payment by BPAY, you will be taken to have represented and warranted that you satisfy each of the above criteria. The Company reserves the right to reject any application that it believes comes from any person who does not meet the eligibility criteria set out above.

4.12 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

New Zealand

The Securities are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

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

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

4.13 Enquiries

Any questions concerning the Offer should be directed to Jane Nosworthy, Company Secretary, on + 61 3 5358 8625.

5. PURPOSE AND EFFECT OF THE OFFER

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to approximately $1,140,824. No funds will be raised from the issue of the New Options.

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

Proceeds of the Offer	**$**	**%**
Co-funded exploration – Ararat Gold Project		
- Geological modelling & geophysical surveys[1]	73,000	
- Aircore drill program	151,000	
- Diamond drill program	402,000	
Total exploration[2]	626,000	54.9%
Expenses of the Offer[3]	135,000	11.8%%
Working capital	379,824	33.3%
Total	**$1,140,824**	**100%**

Notes:

1. As preliminary exploration work at the Ararat Gold Project is already underway, this estimate includes some costs already incurred, amounting to approximately $42,000 as at the date of this Offer Document.
2. In June 2016, the Company was awarded a co-funding grant of up to $626,150 under the Victorian Government's TARGET Minerals Exploration Initiative for exploration at the Company's Ararat Gold Project (Irvine and Benno prospects). TARGET grants cover up to half the cost of eligible exploration activities and grant recipients are required to fund the balance by their own means. The exploration expenditure in the above table represents Navarre's 50% share of the $1,252,000 indicative cost of Navarre's proposed exploration program for the Irvine and Benno prospects. On completion of the Offer, the Company believes that it will have sufficient working capital to fund the full upfront costs to achieve each of the three milestones in the TARGET co-funded exploration program by drawing on its cash reserves, the funds received from the Placement and the proceeds of the Offer and, in respect of the third and final milestone, the grant instalments received from the Government in reimbursement for expenditure on the first two milestones. Refer to section 8.5 of this Prospectus for more information about the Company's TARGET Grant Agreement.
3. Refer to section 8.8 of this Prospectus for further details relating to the estimated expenses of the Offer.

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

5.2 Effect of the Offer and the Placement

The principal effect of the Offer and the Placement, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, will be to:

(a) increase the cash reserves by $1,425,894 (before deducting the estimated expenses of the Offer) immediately after completion of the Placement and the Offer;

(b) increase the number of Shares on issue from 98,346,946 as at the date of this Prospectus to 147,515,725 Shares following the issue of the Placement Shares and completion of the Offer; and

(c) increase the number of Options on issue from 850,000 as at the date of this Prospectus to 25,434,390 Options following the issue of the Placement Options and completion of the Offer.

5.3 Pro-forma balance sheet

The unaudited balance sheet as at 30 June 2016 and the unaudited pro-forma balance sheet as at 30 June 2016 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options are exercised prior to the Record Date and including expenses of the Offer.

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

	UNAUDITED 30 June 2016	PROFORMA 30 June 2016
CURRENT ASSETS		
Cash	306,000	1,577,000
Other current assets	154,000	154,000
TOTAL CURRENT ASSETS	**460,000**	**1,731,000**
NON-CURRENT ASSETS		
Other financial assets	50,000	50,000
Property, plant & equipment	22,000	22,000
Exploration	3,721,000	3,721,000
TOTAL NON-CURRENT ASSETS	**3,793,000**	**3,793,000**
TOTAL ASSETS	**4,253,000**	**5,524,000**

	UNAUDITED 30 June 2016	PROFORMA 30 June 2016
CURRENT LIABILITIES		
Creditors and borrowings	260,000	260,000
Provisions	15,000	15,000
TOTAL CURRENT LIABILITIES	**275,000**	**275,000**
NON-CURRENT LIABILITIES		
Provisions	17,000	17,000
TOTAL NON-CURRENT LIABILITIES	**17,000**	**17,000**
TOTAL LIABILITIES	**292,000**	**292,000**
NET ASSETS (LIABILITIES)	**3,961,000**	**5,232,000**
EQUITY		
Share capital	9,860,000	11,131,000
Options reserve	52,000	52,000
Retained loss	(5,951,000)	(5,951,000)
TOTAL EQUITY	**3,961,000**	**5,232,000**

Notes:

The Pro Forma includes the issue of up to 9,830,000 new Shares issued at $0.029 per Share (together with one (1) free attaching Option for every two (2) Shares subscribed for and issued) under the Placement announced on 25 August 2016 raising approximately $285,000 before costs.

5.4 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue	98,346,946
Shares to be issued under the Placement[1]	9,830,000
Shares offered pursuant to the Offer	39,338,779
Total Shares on issue after completion of Placement and Offer	**147,515,725**

Options

	Number
Options currently on issue[2] (Unquoted exercisable at $0.30 on or before 31 December 2016)	150,000
Options currently on issue[2] (Unquoted exercisable at $0.15 on or before 31 December 2017)	300,000
Options currently on issue[2] (Unquoted exercisable at $0.10 on or before 31 December 2018)	250,000
Options currently on issue[2] (Unquoted exercisable at $0.04 on or before 31 December 2019)	150,000
New Options to be issued pursuant to the Placement[1] (Unquoted exercisable at $0.05 on or before 31 March 2018)	4,915,000
New Options offered pursuant to the Offer (Quoted exercisable at $0.05 on or before 31 March 2018)	19,669,390
Total Options on issue after completion of the Offer	**25,434,390**

Notes:

1. Refer to the Company's ASX announcement dated 25 August 2016 for further details relating to the Placement. Investors who receive Shares under the Placement will not be entitled to participate in the Offer. The number of New Options to be issued under the Placement is approximate and subject to the effects of rounding.
2. The exercise price of the existing Options on issue will be varied, after completion of the Offer, in accordance with the formula set out in Listing Rule 6.22.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 99,196,946 Shares and on completion of the Placement and the Offer (assuming all Entitlements are accepted) would be 172,950,115 Shares.

5.5 Details of substantial holders

Based on publicly available information as at 24 August 2016, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
Crocodile Gold Australia Pty Ltd	18,469,272	18.78%
Geoffrey McDermott	6,909,180	7.03%
Kevin Wilson	6,372,431	6.48%

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offer.

6. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

6.1 Shares

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

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares (at present, there are none), at general meetings of shareholders or classes of shareholders:

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

(iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) **Dividend rights**

Dividends are payable upon the determination of the Directors, who may fix the amount, time for payment and method of payment of dividends.

(d) **Winding-up**

All Shares rank equally in the event of a winding up, subject to any amount remaining unpaid on the Shares. Once all the liabilities of the Company are met, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may

determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(e) **Shareholder liability**

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

(f) **Transfer of Shares**

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules. Subject to the Corporations Act, ASC Listing Rules and ASTC Settlement Rules, a Shareholder may transfer Shares by an instrument in writing in a form approved by the Directors. Except as otherwise provided for the in the ASX Listing Rules or the ASTC Settlement Rules, the Directors may in certain circumstances refuse to register a transfer of Shares, or request ASTC or the share registry to apply a holding lock to prevent a proper ASTC transfer of Shares.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

6.2 New Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each New Option will be $0.05 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00 pm (AEST) on 31 March 2018 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

The New Options may be exercised either in whole or in part. If the New Options are exercised in part, each Notice of Exercise must be for not less than 1,000 Shares and thereafter in multiples of 1,000 Shares.

(f) **Exercise Date**

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

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

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

(i) allot and issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and

(ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

A New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised in the event of the Company making a pro-rata issue of Shares or other securities to holders of Shares.

(l) **Unquoted**

The Company will not apply for quotation of the New Options on ASX.

(m) **Transferability**

The New Options are transferable with the prior written approval of the Company, subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

7. RISK FACTORS

7.1 Introduction

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

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

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

7.2 Company specific

(a) Potential for significant dilution

Upon implementation of the Offer and completion of the Placement, assuming all Entitlements are accepted and no Options are exercised prior to the Record Date, the number of Shares in the Company will increase from 98,346,946 currently on issue to 147,515,724. This means that each Share will represent a significantly lower proportion of the ownership of the Company.

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the prospectus being lodged of $0.034 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

Also, if you do not exercise your New Options and you allow them to expire without being exercised, and other investors exercise the New Options, your shareholding will be diluted.

(b) No quotation of New Options

As the Company does not intend to apply for the New Options to be quoted on the ASX, you will not have a market on which to trade the New Options. This will affect the liquidity of the New Options.

(c) Exercise price of New Options

No guarantee can be given that the market price of Shares will be greater than the exercise price of the New Options during the period up to expiry of the New Options on 31 March 2018. Accordingly, there is a risk that the New Options will be out of the money during the exercise period, which would affect the value of the New Options.

(d) Additional requirements for capital

Navarre is a small entity and its capital requirements will depend on numerous factors. Exploration costs will reduce Navarre's cash reserves. Those cash reserves may not be replaced if future operations or other acquisition opportunities prove unsuccessful or perform below expectations. Navarre would then be dependent on seeking additional capital elsewhere, through equity, debt or joint venture financing, to support long term exploration and evaluation of its projects. Navarre's capital requirements depend on numerous factors including but not limited to the success of its planned exploration programs, its ability to generate income from its operations, prevailing commodity prices, market conditions and possible acquisitions or other corporate opportunities.

If the exercise price of the New Options does not exceed the market price of Shares, then it is unlikely the New Options will be exercised. This would mean that the Company will not raise any funds from the exercise of the New Options. Regardless of how many New Options are exercised, it is likely that the Company will continue to consider additional capital raising initiatives as required. If none or a low proportion of New Options

are exercised, the Company will need to rely more heavily on future capital raisings, which could result in dilution to your Shareholding (depending on the nature of the capital raising).

Additional financing may be required to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur. Additional financing may also be required if, for any reason, the Company does not receive the full amount of government co-funding that it anticipates receiving under the TARGET Grant Agreement. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or scale back its exploration programs, as the case may be. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution for Shareholders.

(e) **Reliance on key personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on the executive and non-executive Directors. There can be no assurance given that there will be no detrimental impact on the Company if one or more of the Directors, particularly the Managing Director, no longer acts as a Director (whether executive or non-executive).

7.3 Industry specific

(a) **Failure to satisfy expenditure commitments and licence conditions**

Interests in exploration tenements in the State of Victoria are governed by Victorian legislation and are evidenced by the granting of licences. Each licence is for a specific terms and carries with it annual expenditure, rents and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments and rents as and when they arise.

(b) **Tenement renewals**

Exploration tenements, once granted, are subject to periodic renewal and, if the Company is successful in locating a mineral deposit, then there is a requirement to change the status of the exploration tenement to a mining licence or similar before any development can occur. There is no guarantee that current or future tenement renewals or conversions will be approved. Renewal of the term of a granted tenement is at the discretion of the relevant Minister and may include additional or varied expenditure or work commitments or compulsory relinquishment of the areas comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

(c) **Native title**

In relation to tenements which the Company has an interest in or may in the future acquire an interest in, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. To

the extent to which native title rights exist, the Company's ability to gain access to tenements (through obtaining consent of any relevant landowner) or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

As at the date of this Prospectus, the Company is not aware of any native title rights which it expects to materially adversely affect operations. Whilst the Directors hold this view, no guarantee can be given that these native title rights (or any native title rights over areas in which the Company may in future acquire an interest) will not affect the Company.

(d) **Land access**

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to have access to land in Australia. Negotiations with both native title claimants and land owners/occupiers are generally required before the Company can access land for exploration or mining activities. Inability to access, or delays experienced in accessing, the land may impact on the Company's activities.

(e) **Environmental risks**

The operations and proposed activities of the Company are subject to both Australian Federal and State laws and regulations concerning the environment. As with most exploration projects and mining operations, activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company and Directors intend to conduct their activities to high standards of environmental obligation, including compliance with relevant environmental laws and approvals in order to minimise damage to the environment and risk of liability. However, as with all exploration and mining activities, the Company's operations are expected to have an impact on the environment. There are also risks inherent in the Company's activities including accidental leakages, spills, or other unforeseen circumstances that could subject the Company to extensive liability.

Further, the Company may require approval from relevant regulatory authorities before undertaking activities that are likely to impact on the environment. If the Company fails to obtain such approvals, it will be prevented from undertaking those activities. The Company cannot predict what future legislation and regulations may govern mining, and may impose significant environmental obligations on the Company.

(f) **Production risks**

There can be no assurance given that the Company will achieve production from any of its projects. The capacity of the Company to achieve production will depend on a wide range of factors including capital costs and operating costs that may be applicable to the individual projects and the capacity of the Company to fund those costs. If production is achieved, then unanticipated problems may increase extraction costs and reduce anticipated recovery rates.

(g) **Contract risks**

The Company operates through a series of contractual relationships with operators, sub-contractors and may, with exploration success, sell production through various marketing contracts. All contracts carry risks associated with the performance by the parties as of their obligations as time and quality of works performed.

(h) **Exploration risk**

The mineral tenements of the Company are in the early stages of exploration and potential investors should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration of the tenements currently held by the Company, or any other tenements that may be acquired in the future, will result in the discovery of an economic mineral deposit. Until the Company is able to realise value from the mineral tenements, the Company is likely to incur ongoing operating losses. If exploration is successful, there will be additional costs and processes involved in moving to the development phase.

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

(i) **Government policy**

Changes in government, monetary policy, taxation and laws (including those regulating the resources industry) can have a significant influence on the outlook for mineral exploration or development projects, companies and the return to investors. A change to State or Commonwealth government, government policies and legislation could have a material adverse effect on the Company or its projects.

(j) **Occupational health and safety**

The mining industry has become subject to increasing occupational health and safety responsibility and liability. The Company and Directors intend to conduct their activities to high standards of occupational health and safety, including compliance with relevant laws, but the potential for liability is a constant risk.

7.4 General risks

(a) **Economic**

General economic conditions, movements in interest and inflation rates, currency exchange rates and commodity prices (in particular, the gold price) may have an adverse effect on the Company's exploration activities and the potential for future development and production activities, as well as on its ability to fund those activities. If activities cannot

be funded, there is a risk that tenements may have to be surrendered or not renewed.

(b) **Market conditions**

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

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

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Lack of liquidity may also affect the value of the Company's securities. As a small entity, there is likely to be limited liquidity in the Shares and holders of the Company's Shares may not be able to dispose of their Shares at the prevailing market price. The Shares might not be covered by research analysts.

(c) **Political risk, commodity price volatility and exchange rate risks**

In the event that the Company achieves exploration success, the revenue that may be derived through the sale of commodities exposes potential income to commodity price and exchange rate risks and any profits will be exposed to changes in the taxation or royalty regime in Australia. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for gold or base metals, technological advancements, forward selling activities and other macro-economic factors. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the Company's income and expenditure are and will be taken into account in Australian currency, exposing the Company to fluctuations in the exchange rate between the United States dollar and the Australian dollar, as determined by international markets.

(d) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors.

No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(e) **Taxation**

The acquisition and disposal of Shares and New Options, and the exercise of New Options once acquired, will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares and New Options, or exercising New Options once acquired, from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares and New Options under this Prospectus.

7.5 Speculative investment

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

Therefore, the Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

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

8. ADDITIONAL INFORMATION

8.1 Litigation

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

8.2 Continuous disclosure obligations

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

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

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

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

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

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

    (i) the annual financial report most recently lodged by the Company with the ASIC;

    (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and

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

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

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report for the year ended 30 June 2015 and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Announcement
29/07/2016	Quarterly Activities Report
29/07/2016	Quarterly Cashflow Report
25/07/2016	Investor Update - July 2016
20/07/2016	CYL: RC drilling results at Tandarra Gold Project
28/06/2016	NML receives TARGET grant for Stawell Corridor Gold Project
25/05/2016	Exploration Development Incentive - Record Date
09/05/2016	Compliance review of R&D tax incentive claim concludes
29/04/2016	Quarterly Activities Report
29/04/2016	Quarterly Cashflow Report
21/04/2016	CYL: Drilling commences at Tandarra project
08/03/2016	Half Yearly Report and Accounts
29/01/2016	Quarterly Activities Report
29/01/2016	Quarterly Cashflow Report
08/01/2016	NML securities as at 8 January 2016
24/11/2015	Change of Director's Interest Notice x 4 - 2015 SPP
20/11/2015	Appendix 3B - Share Purchase Plan
20/11/2015	Completion of 2015 Share Purchase Plan
13/11/2015	Results of Annual General Meeting
13/11/2015	Managing Director's AGM presentation
28/10/2015	Extension of SPP closing date
23/10/2015	Quarterly Activities Report
23/10/2015	Quarterly Cashflow Report
02/10/2015	Notice of Annual General Meeting & Proxy Form
28/09/2015	Share Purchase Plan - Investor Presentation
28/09/2015	Share Purchase Plan - Offer Documentation
28/09/2015	Share Purchase Plan - Notice under ASIC Class Order 09/425
28/09/2015	Navarre Minerals announces 2015 Share Purchase Plan
21/09/2015	Issue to Navarre of Catalyst Metals shares

21/09/2015	NML securities as at 21 September 2015
15/09/2015	Corporate Governance Statement & Appendix 4G

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

The announcements are also available through the Company's website http://www.navarre.com.au.

8.3 Market price of shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

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

Highest	4.6 cents	20 July 2016
Lowest	3.2 cents	14 June 2016
Last	3.4 cents	18 August 2016

8.4 Material contracts

8.4.1 TARGET Grant Agreement

By an agreement dated 28 June 2016 between the State of Victoria, acting through the Department of Economic Development, Jobs, Transport and Resources (**Department**), and the Company (**Grant Agreement**), the State of Victoria agreed to provide a grant of funding to the Company pursuant to the TARGET Minerals Exploration Initiative for the Company's proposed exploration activities (**Project**) for its Irvine and Benno gold prospects, which are located within the Company's Exploration Licence EL 5476. The Company received an indicative funding grant of $626,150, representing half of the estimated cost of the Project. Under the Grant Agreement, the grant funding will be released in instalments in respect of each of three Project milestones, on being satisfied that the relevant milestone has been met (by having regard to the milestone reports that the Company is required to submit to the Department and any other information that the Department may request). The first milestone is geological modelling and geophysical surveys, the second milestone is an aircore drill program and the final milestone is a diamond drill program. The Company is required to fund the full cost of each milestone and then seek reimbursement for 50% of the actual costs incurred by the Company in respect of that milestone (which may be less than, but cannot exceed, the amount of the indicative grant for that milestone as approved by the Department).

The State of Victoria may terminate the Grant Agreement if the Company fails to fulfil or breaches any condition or obligation of the Grant Agreement and fails to rectify the breach within 2 weeks after receipt of written notice, if the Company breaches an obligation or condition which cannot be rectified, if the Company is found to have provided incorrect, incomplete, false or misleading information to the Department, if the Company no longer meets the TARGET eligibility requirements. if the Company withdraws from the Project by written notice to the

Department or if the Company suffers an insolvency event. The Company may terminate the Grant Agreement on 14 days' written notice if it no longer wants to undertake or continue with the Project. The Grant Agreement also contains a number of reporting and audit obligations, indemnities, representations and warranties from the Company to the State of Victoria that are considered standard for an agreement of this type.

8.4.2 Underwriting Agreement

By an agreement between the Underwriter and the Company (**Underwriting Agreement**), the Underwriter agreed to conditionally underwrite the Offer for 39,338,779 Shares and 19,669,390 Options (**Underwritten Securities**).

Pursuant to the Underwriting Agreement, the Company has agreed to pay the Underwriter a management fee of $35,000 plus a selling fee of 6% of the value of the Underwritten Securities.

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

(a) (**Indices fall**): the ASX All Ordinaries Index or the ASX Small Ordinaries Index is, at any time after the date of the Underwriting Agreement, 10% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement; or

(b) (**Share price**): the Shares finish trading on the ASX under the ASX code of "NML" on any two (2) consecutive trading days with a closing price that is less than the issue price of Shares under the Offer; or

(c) (**Prospectus**): the Company does not lodge the Prospectus on 25 August 2016 or the Prospectus or the Offer is withdrawn by the Company; or

(d) (**Supplementary prospectus**):

(i) the Underwriter, having elected not to exercise its right to terminate its obligations under the Underwriting Agreement as a result of an occurrence as described in clause (q)(v) below, forms the view on reasonable grounds that a supplementary prospectus should be lodged with ASIC for any of the reasons referred to in Section 719 of the Corporations Act and the Company fails to lodge a supplementary prospectus in such form and content and within such time as the Underwriter may reasonably require; or

(ii) the Company lodges a supplementary prospectus without the prior written agreement of the Underwriter; or

(e) (**Non-compliance with disclosure requirements**): it transpires that the Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of:

(i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

(ii) the rights and liabilities attaching to the Shares and Options offered pursuant to the Prospectus; or

(f) (**Misleading Prospectus**): it transpires that there is a statement in the Prospectus that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Prospectus (having regard to the provisions of Sections 711, 713 and 716 of the Corporations Act) or if any statement in the Prospectus becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Prospectus is or becomes misleading or deceptive or likely to mislead or deceive; or

(g) (**Proceedings**): ASIC or any other person proposes to conduct any enquiry, investigation or proceedings, or to take any regulatory action or to seek any remedy, in connection with the Offer or the Prospectus, or publicly foreshadows that it may do so; or

(h) (**Unable to Issue Securities**): the Company is prevented from issuing the Shares and Options under this Prospectus 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; or

(i) (**Future matters**): any statement or estimate in the Prospectus which relates to a future matter is or becomes incapable of being met or, in the reasonable opinion of the Underwriter, unlikely to be met in the projected timeframe;

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

(k) (**No Quotation Approval**): the Company fails to lodge an Appendix 3B in relation to the Underwritten Securities with ASX within 7 days of the date of the Prospectus; or

(l) (**ASIC application**): an application is made by ASIC for an order under Section 1324B or any other provision of the Corporations Act in relation to the Prospectus, the Shortfall Notice Deadline Date has arrived, and that application has not been dismissed or withdrawn; or

(m) (**ASIC hearing**): ASIC gives notice of its intention to hold a hearing under Section 739 of the Corporations Act in relation to the Prospectus to determine if it should make a stop order in relation to the Prospectus or ASIC makes an interim or final stop order in relation to the Prospectus under Section 739 of the Corporations Act; or

(n) (**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, which in the Underwriter's reasonable opinion has a Material Adverse Effect; or

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

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

(q) (**Termination Events**): any of the following events occurs (provided that, in the reasonable opinion of the Underwriter reached in good faith, it has or is likely to have, or those events together have, or could reasonably be expected to have, a Material Adverse Effect or could give rise to a liability of the Underwriter:

(i) (Hostilities): there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China or any member of the European Union other than hostilities involving Libya, Afghanistan, Iraq, Iran, Syria, Lebanon or Israel and the Underwriter believes (on reasonable grounds) that the outbreak or escalation is likely to result in the S&P ASX 200 Index falling by the percentage contemplated by clause (a) above;

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

(iii) (Incorrect or untrue representation): any representation or warranty given by the Company in the Underwriting Agreement is or becomes untrue or incorrect in a material respect;

(iv) (Contravention of constitution or Act): a material contravention by a Relevant Company 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;

(v) (Adverse change): an event occurs which gives rise to:

(A) a Material Adverse Effect; or

(B) any adverse change or any development including a likely Material Adverse Effect after the date of the Underwriting Agreement;

(vi) (Error in Due Diligence Results): it transpires that any of the Due Diligence Results or any part of the verification material prepared in relation to the Prospectus was, misleading or deceptive, materially false or that there was a material omission from them;

(vii) (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;

(viii) (Public statements): without the prior approval of the Underwriter a public statement is made by the Company in relation to the Offer or the Prospectus other than a statement the Company is required to make in order to comply with its disclosure obligations under the Listing Rules and/or the Corporations Act;

(ix) (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 Offer or the affairs of any Relevant Company is or becomes misleading or deceptive or likely to mislead or deceive;

(x) (Official Quotation qualified): official quotation of the Shares offered under this Prospectus is qualified or conditional other than in the limited circumstances set out in the Underwriting Agreement;

(xi) (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;

(xii) (Prescribed Occurrence): a Prescribed Occurrence occurs;

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

(xiv) (Event of Insolvency): an event of insolvency occurs in respect of a Relevant Company;

(xv) (Judgment against a Relevant Company): a judgment in an amount exceeding $250,000.00 is obtained against a Relevant Company and is not set aside or satisfied within 7 days;

(xvi) (Litigation): litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against any Relevant Company except as disclosed in the Prospectus;

(xvii) (Board and senior management composition): there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the Underwritten Securities without the prior written consent of the Underwriter (such consent not to be unreasonably withheld).

(xviii) (Change in shareholdings): there is a material change in the major or controlling shareholdings of a Relevant Company (other than as a result of the Offer or a matter disclosed in the Prospectus) or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to a Relevant Company;

(xix) (Timetable): there is a delay in any specified date in the Timetable which is greater than 2 Business Days;

(xx) (Force Majeure): a Force Majeure affecting the Company's business or any obligation under the Agreement lasting in excess of 7 days occurs;

(xxi) (Certain resolutions passed): a Relevant Company 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;

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

(xxiii) (Breach of Material Contracts): any of material contract of the Company is terminated or substantially modified; or

(xxiv) (Market Conditions): a suspension or material limitation in trading generally on ASX occurs or any Material Adverse Effect or material disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.

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

8.5 Interests of Directors

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

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offer; or

(c) the Offer,

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

(a) as an inducement to become, or to qualify as, a Director; or

(b) for services provided in connection with:

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

(ii) the Offer.

Security holdings

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

Director	Shares	Options	Entitlement Shares and New Options	$
Geoffrey McDermott	6,909,180	100,000	2,763,672 Shares 1,381,836 New Options	$80,146
Kevin Wilson	6,372,431	0	2,548,973 Shares 1,274,487 New Options	$73,920
Colin Naylor	2,950,963	0	1,180,386 Shares 590,193 New Options	$34,231
John Dorward	4,729,713	0	1,891,886 Shares 945,943 New Options	$54,864

Each of the Directors has advised that they intend to take up either all or a portion of their respective Entitlements as set out in the table below:

Director	Entitlement Shares	New Options	$
Geoffrey McDermott	915,108	457,554	$26,538
Kevin Wilson	2,548,973	1,274,487	$73,920
Colin Naylor	258,621	129,311	$7,500
John Dorward	1,891,886	945,943	$54,864

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed $300,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration* paid to or accrued for both executive and non-executive directors.

Director	FY 14/15	FY 15/16	FY 16/17
Geoffrey McDermott	$282,719**	$167,219***	$161,580
Kevin Wilson	$43,800***	$43,800***	$43,800
Colin Naylor	$32,850***	$32,850***	$32,850
John Dorward	$32,850***	$32,850***	$32,850

* Annual remuneration includes salary and statutory superannuation, but excludes annual leave provisions.

** Mr McDermott's remuneration in FY14/15 also included a short-term incentive cash bonus of $18,000 that was paid on achievement of pre-agreed KPIs for the 2014 calendar year. In February 2015, Mr McDermott also received a grant of 100,000 unlisted options (exercise price 10 cents, expiry 31 December 2018) by way of long-term incentive as approved by shareholders at the Company's Annual General Meeting in November 2014.

*** In 2015, the Company implemented a range of cost reduction measures to manage its cash position while retaining the ability to undertake further exploration. The Managing Director agreed to a 40% salary reduction, while the Company's non-executive directors agreed to defer payment of directors' fees. It was expected that these measures would be in place until such time as the Company's cash position improves significantly through improved economic conditions, exploration success and/or better access to equity markets. As a result, payment of the fees for non-executive directors in respect of the 2014/15 and 2015/16 financial years continues to be deferred. The Company indicated in 2015 that it would consider issuing shares or options in lieu of salary/fees forgone by senior management or directors (subject to necessary shareholder approvals), and this will be considered again ahead of the forthcoming Annual General Meeting in November 2016.

8.6 Interests of experts and advisers

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

(a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

(b) promoter of the Company; or

(c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offer; or

(c) the Offer,

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

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

(e) the Offer.

Patersons Securities Limited will be paid an underwriting fee of approximately $68,450 together with a $35,000 management fee in respect of this Offer. In addition, Patersons Securities Limited will be paid a corporate advisory retainer of $7,500 per month for a period of 6 months after completion of the Offer. During the 24 months preceding lodgement of this Prospectus with the ASIC, Patersons Securities Limited has not been paid any other fees by the Company.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin $10,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has not been paid any other fees by the Company.

8.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus, Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this section:

(a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this section;

(b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section;

(c) Patersons Securities Limited has given its written consent to being named as underwriter to the Offer in this Prospectus, in the form and context in which it is named;

(d) Patersons Securities Limited (including its related entities) is not a Shareholder of the Company and currently has no relevant interest in any of the Company's securities; and

(e) Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.8 Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately $135,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

	$
ASIC fees	2,350
ASX fees	5,592
Underwriting fees	68,450
Manager to the offer fees	35,000
Legal fees	10,000
Printing and distribution	8,500
Miscellaneous	5,108
Total	135,000

8.9 Electronic prospectus

Pursuant to Class Order 00/44, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on +61 3 5358 8625 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at http://www.navarre.com.au.

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

8.10 Financial forecasts

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

8.11 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship

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

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

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

8.12 Privacy Act

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

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

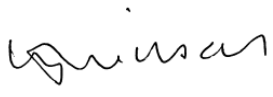
You can access, correct and update the personal information that we hold about you. Please contact the Company or its share registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

9. DIRECTORS' AUTHORISATION

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

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



Kevin Wilson
Chairman
For and on behalf of
NAVARRE MINERALS LIMITED

10. GLOSSARY

$ means the lawful currency of the Commonwealth of Australia.

AEST means Australian Eastern Standard Time as observed in Melbourne, Australia.

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

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means the Australian Securities and Investments Commission.

ASTC means the ASX Settlement and Transfer Corporation.

ASTC Settlement Rules means the operating rules of the settlement facility provided by ASTC.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

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

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

Company means Navarre Minerals Limited (ACN 125 140 105).

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

Corporations Act means the Corporations Act 2001 (Cth).

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

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

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

Force Majeure means any act of God, war, revolution, or any other unlawful act against public order or authority, an industrial dispute, a governmental restraint, or any other event which is not within the control of the Company or the Underwriter.

Material Adverse Effect means:

(a) a material adverse effect on the outcome of the Offer or on the subsequent market for the Shares and Options offered under the Prospectus (including, without limitation, a material adverse effect on a decision of an investor to invest in the Shares and Options); or

(b) a material adverse effect on the condition, trading or financial position and performance, profits and losses, results, prospects, business or operations of the Relevant Company taken as a whole.

New Option means an Option issued on the terms set out in section 6.2 of this Prospectus.

Offer means the non-renounceable entitlement issue the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement means the offer of new Shares and New Options to sophisticated and professional investors, announced on 25 August 2016 and to be completed on or about 1 September 2016.

Prescribed Occurrence means:

(c) a Relevant Company converting all or any of its shares into a larger or smaller number of shares;

(d) a Relevant Company resolving to reduce its share capital in any way;

(e) a Relevant Company:

(i) entering into a buy-back agreement; or

(ii) resolving to approve the terms of a buy-back agreement under Section 257D or 257E of the Corporations Act;

(f) a Relevant Company making an issue of, or granting an option to subscribe for, any of its shares or any other securities, or agreeing to make such an issue or grant such an option, other than:

(i) pursuant to the placement of Shares and Options by the Company contemporaneously with the Offer;

(ii) pursuant to the Offer;

(iii) on conversion of convertible securities on issue as at the date of the Underwriting Agreement; or

(iv) as previously notified to the Underwriter prior to the date of the Underwriting Agreement;

(g) a Relevant Company issuing, or agreeing to issue, convertible notes;

(h) a Relevant Company disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;

(i) a Relevant Company charging, or agreeing to charge, the whole, or a substantial part, of its business or property;

(j) a Relevant Company resolving that it be wound up;

(k) the appointment of a liquidator or provisional liquidator of a Relevant Company;

(l) the making of an order by a court for the winding up of a Relevant Company;

(m) an administrator of a Relevant Company, being appointed under Section 436A, 436B or 436C of the Corporations Act;

(n) a Relevant Company executing a deed of company arrangement; or

(o) the appointment of a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of a Relevant Company.

Prospectus means this prospectus.

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

Relevant Company means the Company and each subsidiary of the Company.

Securities means Shares and/or New Options offered pursuant to the Entitlement.

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

Shareholder means a holder of a Share.

Shortfall means the Shares and New Options not applied for under the Offer (if any) and any Entitlement that would otherwise have been offered to ineligible Shareholders.

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

Shortfall Notice Deadline Date means 20 September 2016, or such other date as the Underwriter and the Company may agree.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in section 4.8 of this Prospectus.

Shortfall Securities means those Securities issued pursuant to the Shortfall.

TARGET Grant Agreement means a Grant Agreement dated 28 June 2016 between the Company and the State of Victoria acting through the Department of Economic Development, Jobs, Transport and Resources, pursuant to which the Department has agreed to provide a grant of co-funding to the Company in respect of proposed exploration activities on Exploration Licence EL 5476.

Underwriter means Patersons Securities Limited (ACN 008 896 311).

Underwriting Agreement means the underwriting agreement entered into between the Company and the Underwriter on 24 August 2016 and as summarised in Section 8.4.2 of this Prospectus.

U.S. Person is as defined in Regulation S of the U.S. Securities Act of 1933.