



A L I C A N T O

MINERALS LIMITED

ACN 149 126 858

PROSPECTUS

For:

- a pro-rata renounceable issue of 1 New Share for every 4 Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.14 per New Share, together with 1 free attaching New Option for each 2 New Shares subscribed for, exercisable at \$0.28 on or before 28 July 2019 (**Rights Issue**); and
- an offer of Residual Securities on the terms set out in Section 1.15 of this Prospectus (**Residual Offer**),

to raise up to approximately \$3,000,000 before costs of the issue.

The Rights Issue is partially underwritten by CPS Capital Group Pty Ltd to \$1 million. See Section 1.24 for details.

ASX Code: AQI

IMPORTANT NOTICE

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser.

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IMPORTANT NOTICE

Prospectus

This Prospectus is dated 26 June 2017 and was lodged with ASIC on that date. No responsibility for the contents of this Prospectus is taken by ASIC nor ASX.

The New Shares and New Options issued pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus. No New Shares will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

In preparing this Prospectus regard has been had to the fact 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 who investors may consult. No person is authorised to give any information or to make any representation in connection with the Rights Issue described in this Prospectus. Any information or representation which is not contained in this Prospectus or disclosed by the Company pursuant to its continuous disclosure obligations may not be relied upon as having been authorised by the Company in connection with the issue of this Prospectus.

Throughout this Prospectus, for ease of reading, various words and phrases have been defined rather than used in full on each occasion. Those words and phrases (and their associated definitions) are set out in Section 5 of this Prospectus.

Electronic Prospectus

A copy of this Prospectus in electronic format may be viewed at www.alicantominerals.com.au or the website of ASX by Australian investors only. The Rights Issue constituted by this Prospectus in electronic form is only available to Eligible Shareholders receiving this Prospectus in electronic form within Australia.

New Shares, New Options and Residual Securities will only be issued with respect to the Entitlement and Acceptance Form or Residual Securities Application Form, as the case may be if the Company is satisfied the Entitlement and Acceptance Form or Residual Securities Application Form was attached to a complete and unaltered version of this Prospectus. A paper copy of this Prospectus may be obtained free of charge on request by contacting the Company before 5pm (WST) on the Closing Date.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the risk factors that could affect the performance of the Company. Please refer to Section 3 for further information.

Overseas Shareholders

The New Shares and New Options being offered under this Prospectus are being offered to Eligible Shareholders only.

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom it would not be lawful to make such an offer or invitation. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

The offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares or New Options.

Please refer to Section 1.28 for further information.

Forward-looking statements

This Prospectus may contain forward-looking statements that have been based on current circumstances. Any forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

Key Dates

Announce Rights Issue and lodgement of Appendix 3B with ASX	23 June 2017
Lodgement of the Prospectus with ASIC and ASX	26 June 2017
Notice of Rights Issue sent to Optionholders	26 June 2017
Notice of Rights Issue sent to Shareholders	27 June 2017
Ex-Date for Rights Issue	30 June 2017
Rights trading commences	30 June 2017
Record Date	3 July 2017
Prospectus despatched to Shareholders/Opening Date	5 July 2017
Rights trading ends	12 July 2017
Deferred settlement trading commences	13 July 2017
Closing Date	19 July 2017
Notify ASX of Shortfall and Residual Securities	24 July 2017
Issue date – Deferred settlement trading ends	26 July 2017
Commencement of trading of New Shares and New Options*	27 July 2017
Last date to issue Residual Securities	19 October 2017

* 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 New Shares and New Options are expected to commence trading on ASX may vary.

LETTER FROM THE CHAIRMAN

Dear fellow shareholders,

On behalf of the Directors of Alicanto Minerals Ltd ('Alicanto') I am pleased to invite you to participate in the renounceable rights issue ('Rights Issue') announced by the Company on 23 June 2017, providing an opportunity for eligible shareholders to purchase one (1) new share for every four (4) shares held at an issue price of \$0.14 per share to raise approximately \$3,000,000 before costs. In addition, shareholders who take up their rights will receive a free attaching option on the basis of one option for every two shares taken up in the Rights Issue. The options will have an exercise price of \$0.28 per share and expire on 28 July 2019.

The Company is a Guyana focused gold explorer, taking advantage of its early mover status in the highly prospective and under explored Guiana Shield, located along the Caribbean coast of South America. The Guiana Shield is currently enjoying the beginning of a period of growth and recognition of gold endowment which has included multiple discoveries and the development of several mines across the countries of Guyana, Suriname and French Guiana in recent years. This hotspot of gold resource discovery is hosted in similar greenstone rocks to West Africa, which has enjoyed a high rate of discovery and delivery of tens of millions of ounces of gold over the past 15 years.

Barrick Gold Corp. ('Barrick') is currently earning into Alicanto's Arakaka Gold Project through an US\$10 million Earn-In Agreement entered into in March 2016. Alicanto is the operator for the Earn-in phase and the Project is at an exciting stage in the exploration process, having completed a planned phase of reconnaissance drilling in the first year, and currently transitioning to targeted follow-up drilling on prioritised targets for bulk tonnage potential.

Alicanto's strong in-country presence has allowed the Company to define a pipeline of potential projects, and accordingly Alicanto has been able to proceed with low cost acquisition of high prospectivity gold projects, initiated with the acquisition in November 2016 of an exclusive option to acquire the Ianna Gold project.

Exploration at the Ianna Gold Project is relatively advanced, with a number of prospects returning multiple, potentially economic drill results including better mineralised intercepts of 50m @ 2.47g/t Au and 14m @ 4.27g/t Au. Previously drilled mineralisation remains open in all directions, and multiple proximal zones of mineralisation remain un-tested with drilling. For more information, please refer to the Company's ASX Announcement dated 26 July 2016.

Capital raised through the Rights Issue will enable the Company to advance the Ianna Gold Project, with planned exploration throughout the remainder of 2017 including an extensive surface sampling and drilling program. Concurrent with the exploration at Ianna, the Company will continue with its acquisition strategy focussed on consolidating existing land tenure and potentially expanding the Ianna Gold Project area as well as potentially delivering new opportunities throughout the broader Guiana Shield.

The details of the Rights Issue are set out in this Prospectus, together with your personalised Entitlement and Acceptance Form. I encourage you to read the Prospectus in its entirety before making your investment decision. A description of the risk factors you may wish to consider is set out in Section 3. The Rights Issue provides you with the opportunity to participate in this capital raising and maintain your equity interest in the Company at an attractive price and participate in the future growth of the Company. Each of the Company's Directors intends to take up their Entitlement under the Rights Issue in full.

On behalf of the Board, I invite you to consider this investment opportunity and thank you for your ongoing support of our Company.

Yours sincerely

Didier Murcia AM
Non-Executive Chairman

CORPORATE DIRECTORY

DIRECTORS

Mr Didier Murcia (Non-Executive Chairman)
Mr Travis Schwertfeger (Managing Director)
Mr Hamish Halliday (Non-Executive Director)

SECRETARY

Mr Jamie Byrde (Company Secretary)

REGISTERED OFFICE

288 Churchill Avenue
Subiaco, WA 6008
Email: admin@alicantominerals.com.au
Website: www.alicantominerals.com.au

AUDITORS*

Stantons International
Chartered Accountants and Consultants
Level 2, 1 Walker Avenue
West Perth WA 6005
Australia

SOLICITORS TO THE RIGHTS ISSUE

Murcia Pestell Hillard
Suite 183
Level 6, 580 Hay Street
Perth WA 6000
Tel: +61 8 9221 0033
Fax: +61 8 9221 0133

LEAD MANAGER & UNDERWRITER

CPS Capital Group Pty Ltd
Level 45, 108 St Georges Terrace
Perth WA 6000

SHARE REGISTRAR

Security Transfer Australia Pty Ltd
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

ASX Code

AQI

*For information purposes only. This person has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

Section 1 DETAILS OF THE RIGHTS ISSUE

1.1 Rights Issue

This Prospectus invites Eligible Shareholders to participate in a pro-rata renounceable issue of 1 New Share for every 4 Shares held by those Shareholders registered at the Record Date at an issue price of \$0.14 per New Share together with 1 free attaching New Option for each 2 New Shares subscribed for, exercisable at \$0.28 on or before 28 July 2019, to raise up to approximately \$3,000,000 (less expenses of the Rights Issue).

The Lead Manager and Underwriter is CPS Capital Group Pty Ltd (ACN 088 055 636) (**CPS Capital**) and CPS Capital has agreed to underwrite the Rights Issue by subscribing for Shortfall Shares and Shortfall Options up to the value of \$1 million. Please refer to Section 1.24 for more details.

As at the date of this Prospectus, the Company has 85,256,251 Shares,¹ 23,208,000 vested Unlisted Options and 900,000 unvested Unlisted Options on issue. The Company has no listed Options on issue.

Holders of Options will not be entitled to participate in the Rights Issue. However, holders of vested Unlisted Options may exercise their Options prior to the Record Date if they are an Eligible Shareholder and wish to participate in the Rights Issue.

If all of the vested Unlisted Options are exercised prior to the Record Date the Company's cash funds will increase by an additional amount of approximately \$3,803,000 from the exercise of these Options and this Prospectus will (subject to eligibility) also offer to those Shareholders a further maximum of 5,802,000 New Shares and 2,901,000 New Options to raise an additional amount of \$812,280 from the issue of New Shares.

The vested Unlisted Options have an exercise price ranging from \$0.001 to \$0.32 and expiry dates ranging from 21 November 2017 to 30 April 2021. Further information on the Options is set out in Section 2.2 below.

1.2 Purpose of the Rights Issue and Use of Funds

The funds raised will be applied towards the following:

Use of Funds	Underwritten Amount (\$)	Full Subscription (\$)
Cost of Rights Issue	110,000	276,000
Ianna Gold Project - option payment costs over next 12 months	326,000	326,000
Ianna Gold Project - ongoing surface geochemical exploration activity and drilling campaigns	400,000	1,091,000
Estimated cost of applications, permitting and bonds for extension/expansion of the Ianna Gold Project subject to government approval	0	68,000
Regional reconnaissance exploration programmes	60,000	352,000
Regional program - New project acquisition and option costs	0	425,000
General working capital and administrative costs	104,000	445,969
Total	1,000,000	2,983,969

If the Rights Issue is not fully subscribed and the Company only raises the Underwritten Amount, then the funds will be used as per the Underwritten Amount column in the table above.

The above-proposed use of funds is a statement of present intention as at the date of this Prospectus and is subject to ongoing review and evaluation by the Company.

Any additional funds raised from the participation of Shareholders in the Rights Issue as a result of the exercise of any of the 23,208,000 vested Unlisted Options, which may be up to \$812,280 (assuming all exercisable Unlisted Options are exercised - and Shares are issued - prior to the Record Date), will be applied proportionately to the activities of the Company set out under the Full Subscription column of the Use of Funds table above. As at the date of this Prospectus, the applicable exercise prices for 15,260,000 of the vested Unlisted Options are higher than the price at which the

¹ Appendix 3B 22 March 2017

Shares are currently trading on ASX and, accordingly, the Directors consider that it is unlikely any of those relevant options will be exercised by their holders prior to the Record Date.

1.3 Opening and Closing Dates

The Rights Issue will open on 5 July 2017 and close at 5 pm (WST) on 19 July 2017 (except where payment is via BPAY® in which case payment must be made by such earlier cut off time as your own financial institution may implement with regard to electronic payments) or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine.

1.4 Entitlement to Rights Issue

Eligible Shareholders who are recorded on the Company's Share register at 5 pm (WST) on the Record Date are eligible to participate in the Rights Issue. Fractional entitlements will be rounded down to the nearest whole number of New Shares and New Options. An Entitlement and Acceptance Form setting out your entitlement to New Shares and New Options accompanies this Prospectus.

1.5 Actions required

As an Eligible Shareholder you may:

- (a) subscribe for all of your Entitlement (refer to Section 1.6);
- (b) subscribe for part of your Entitlement and allow the balance to lapse (refer to Section 1.7);
- (c) subscribe for all of your Entitlement (refer to Section 1.6) and apply for Additional New Shares and New Options (refer to Section 1.13);
- (d) sell all of your Entitlement (refer to Section 1.8); or
- (e) take up part of your Entitlement and sell the balance (refer to Section 1.9).

You may also choose not to take up any of your Entitlement, in which case no action is required (refer to Section 1.7).

1.6 To subscribe for all of your Entitlement

If you wish to subscribe for all of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out in that form. That form sets out the number of New Shares you are entitled to subscribe for.

The completed Entitlement and Acceptance Form must be accompanied by a cheque or bank draft made payable to "Alicanto Minerals Limited" and crossed "Not Negotiable" for the appropriate Application Money in Australian dollars calculated at \$0.14 per New Share and received by the Company's Share Registrar at either of the below addresses by no later than 5 pm (WST) on 19 July 2017. The Company will present the cheque or bank draft on or around the day of receipt of the Entitlement and Acceptance Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Entitlement and Acceptance Form.

If the amount of your cheque(s) or bank draft(s) for Application Money (or the amount for which those cheque(s) or bank draft(s) clear in time for allocation) is insufficient to pay for the number of New Shares you have applied for in your Entitlement and Acceptance Form, you may be taken to have applied for such lower number of New Shares as your cleared Application Money will pay for (and to have specified that number of New Shares in your Entitlement and Acceptance Form) or your Application may be rejected.

By post:	By hand delivery:
Alicanto Minerals Limited c/- Security Transfer Australia Pty Ltd PO Box 52 Collins St West Vic 8007	Alicanto Minerals Limited c/- Security Transfer Australia Pty Ltd 770 Canning Hwy Applecross WA 6153

Alternatively, if you are paying by BPAY®, you do not need to mail the Entitlement and Acceptance Form. Please refer to your personalised instructions on your Entitlement and Acceptance Form. It is your responsibility to ensure your BPAY® payment is received by the Company by no later than 5 pm (WST) on 19 July 2017. You should be aware your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration.

1.7 If you do not wish to take up any part of your Entitlement

If you do not wish to take up your Entitlement under the Rights Issue, you are not required to take any action. You will receive no benefit or New Shares and your Entitlement will become available as Additional New Shares or Residual Securities.

If you want to take up part of your Entitlement and wish to receive a benefit, you must take action to accept part of your Entitlement in accordance with the instructions above and on the back of the accompanying Entitlement and Acceptance Form.

The number of securities you hold as at the Record Date and the rights attached to those securities will not be affected if you choose not to accept any of your Entitlement.

1.8 If you wish to sell all of your Entitlement

Complete the section marked "Instructions to Your Stockbroker" on the Entitlement and Acceptance Form, which accompanies this Prospectus, in accordance with the instructions contained on the form and lodge it with your stockbroker as soon as possible.

Rights trading will commence on ASX on 30 June 2017. Sale of your Rights must be completed by 12 July 2017 when Rights trading is expected to cease.

1.9 If you wish to take up part of your Entitlement and sell the balance

Please complete the Entitlement and Acceptance Form, which accompanies this Prospectus, by inserting the number of New Shares which you wish to subscribe for (being less than the total specified on the Application Form) and complete the section marked "Instructions to Your Stockbroker" on the Entitlement and Acceptance Form in respect of that part of your Entitlement you wish to sell.

Forward the form to your stockbroker together with your cheque for the total amount payable in respect of the New Shares accepted. Your stockbroker will need to ensure that the completed Application Form reaches the Company's share registry, by 5.00pm (WST) on 19 July 2017. Cash will not be accepted and no receipts will be issued.

Rights trading will commence on ASX on 30 June 2017. Sale of your Rights must be completed by 12 July 2017 when Rights trading is expected to cease.

1.10 If you wish to transfer your Entitlement other than on ASX

If you are a Shareholder and hold Existing Shares on the issuer sponsored sub-register, forward a completed renunciation form (obtainable through your stockbroker or the Share Registrar) together with your Entitlement and Acceptance Form completed by the transferee together with a cheque for the appropriate Application monies to reach the Share Registrar, by 5.00pm (WST) on 19 July 2017.

If you are a Shareholder and hold Existing Shares registered on CHESS, you should contact your sponsoring broker.

Cash will not be accepted and no receipts will be issued.

1.11 Entitlement and Acceptance Form binding

A completed and lodged Entitlement and Acceptance Form or making a BPAY® payment constitutes a binding application to acquire New Shares and New Options on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly, it may still be treated as a valid application for New Shares and New Options. The Directors' decision whether to treat an application as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

1.12 Eligible Shareholder representations and warranties

By completing and returning your Entitlement and Acceptance Form with the requisite Application Monies or making a BPAY® payment, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given this Prospectus does not prohibit you from being given this Prospectus and you:

- (a) agree to be bound by the terms of the Rights Issue;
- (b) declare all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents to do anything on your behalf necessary for the New Shares and New Options to be issued to you, including to act on instructions of the Share Registrar using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare you are the current registered holder of Shares;

- (f) represent and warrant the law of your place of residence does not prohibit you from being given this Prospectus and the Entitlement and Acceptance Form, nor does it prohibit you from making an application for New Shares and New Options and you are otherwise eligible to subscribe for part or all of your Entitlement and to participate in the Rights Issue;
- (g) acknowledge the information contained in or accompanying this Prospectus is not investment or financial product advice or a recommendation that New Shares and New Options are suitable for you given your investment objectives, financial situation or particular needs; and
- (h) acknowledge the New Shares and New Options may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable overseas securities laws, in particular the US Securities Act.

1.13 Applying for Additional New Shares & New Options

Eligible Shareholders may, in addition to their Entitlement, apply for Additional New Shares and New Options regardless of the size of their present holding.

An Eligible Shareholder that wishes to take up Additional New Shares and New Options must do so in accordance with the instructions on the Entitlement and Acceptance Form.

Any Entitlements not taken up may become available as Additional New Shares and New Options, which may be allocated by the Company in consultation with the Underwriter. It is possible that there will be few or no Additional New Shares and New Options available for issue, depending on the level of take up of Entitlements by Eligible Shareholders. There is also no guarantee that if Additional New Shares and New Options are available for issue, they will be allocated to all, or any, of the Eligible Shareholders who have applied for them.

It is an express term of the Rights Issue that applicants for Additional New Shares and New Options will be bound to accept a lesser number of Additional New Shares and New Options allocated to them than applied for if so allocated. If a lesser number of Additional New Shares and New Options is allocated to them than applied for, excess Application Money will be refunded without interest.

A single cheque should be used for the Application Money for your Entitlement and any Additional New Shares and New Options as stated on the Entitlement and Acceptance Form.

Alternatively, if you are paying by BPAY®, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY® must ensure payment is received by no later than 5 pm (WST) on 19 July 2017.

1.14 Underwriting

The Rights Issue is partially underwritten by CPS Capital. Please refer to Section 1.24 for further details.

1.15 Offer of Residual Securities

Any New Shares and New Options not applied for by the Closing Date which are not then subscribed for by the Underwriter will become Residual Securities. The Directors reserve the right to allocate and issue at their absolute discretion any Residual Securities within 3 months after the Closing Date (**Residual Offer**).

The Residual Offer is, to the extent it is made in Australia, made under this Prospectus. To the extent the Residual Offer is made outside Australia, the Residual Offer is made without disclosure, a prospectus, lodgement, filing or registration, or other requirements of any applicable securities law, and only in circumstances where it is lawful to do so (such as to institutional or sophisticated investors). Persons outside Australia who apply for Residual Securities represent to the Company that they can apply for Residual Securities in circumstances which do not require the offer for Residual Securities or this Prospectus to be registered.

Investors who are not Eligible Shareholders may apply for Residual Securities by completing the Residual Securities Application Form attached to this Prospectus and returning it together with a cheque for the value of those Residual Securities (at \$0.14 per New Share) to the Company's Share Registrar.

It is possible that there may be no Residual Securities available for issue.

The Directors reserve the right at their absolute discretion to reject any application for Residual Securities or to issue a lesser number of Residual Securities than that applied for, and it is an express term of the Residual Offer that applicants for Residual Securities will be bound to accept a lesser number of Residual Securities allocated to them than applied for. If a lesser number is allocated, excess application money will be refunded without interest as soon as practicable.

1.16 Allotment and Application Money

New Shares and New Options will be issued only after all Application Money has been received and ASX has granted permission for the New Shares and New Options to be quoted. It is expected New Shares and New Options will be issued on 26 July 2017 and normal trading of the New Shares and New Options on ASX is expected to commence on

27 July 2017. Residual Securities will be issued on a progressive basis (but by no later than 3 months after the Closing Date).

All Application Money received before New Shares and New Options are issued will be held in a special purpose account.

1.17 Market prices of the Shares on ASX

A summary of the sale prices of the Shares on ASX during the last 3 months until the last trading day on ASX immediately prior to lodgement of this Prospectus with ASIC is set out below:

High (\$)	Low (\$)	Volume weighted average price (\$)
\$0.225	\$0.145	\$0.185

The last market sale price of Shares on 23 June 2017 (which was the last day of trading before lodgement of the Prospectus with ASIC) was \$0.16.

1.18 Minimum subscription

The minimum subscription amount for the Rights Issue is the Underwritten Amount.

1.19 No brokerage and stamp duty payable on subscription under Entitlement

No brokerage or stamp duty will be payable by Eligible Shareholders for a subscription for New Shares and New Options pursuant to their Entitlement.

1.20 Tax implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of the Company conducting the Rights Issue or Shareholders applying for New Shares and New Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders.

The Company makes no representation and provides no advice in relation to the tax consequences for any Shareholder taking up their Entitlement under the Rights Issue. Therefore, the Company, its advisers and officers do not accept any responsibility or liability for any taxation consequences to Shareholders in relation to the Rights Issue. Shareholders and Option holders (if applicable) should seek professional taxation advice about the tax consequences of taking up their Entitlement.

1.21 ASX quotation

The Company has applied to ASX for official quotation of the New Shares and New Options offered under the Rights Issue pursuant to this Prospectus. If official quotation of the New Shares and New Options is not granted by ASX within 3 months of the date of this Prospectus, then the Company will not allot or issue any New Shares or New Options and all Application Money received pursuant to this Prospectus will be repaid as soon as practicable, without interest. Where ASX grants official quotation for New Shares but does not grant official quotation for New Options, the New Options will be issued on an unlisted basis.

A decision by ASX to grant official quotation of the New Shares and New Options is not to be taken in any way as an indication of ASX's view as to the merits of the Company, or the New Shares and New Options offered under this Prospectus.

1.22 Notice to custodians and nominees

Custodians and nominees that currently hold Shares should note the Rights Issue is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Rights Issue is compatible with applicable foreign laws.

1.23 No issue of New Shares and New Options after 13 months

No New Shares and New Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

1.24 Lead Manager and Underwriter

CPS Capital is acting as Lead Manager and Underwriter. The Rights Issue is partially underwritten to \$1,000,000 or 7,142,857 New Shares and 3,571,428 New Options (**Underwritten Amount**).

CPS Capital will be paid a fee for managing and underwriting the Rights Issue and the Company will also be required to reimburse the Underwriter for all of the reasonable costs incurred by the Underwriter in relation to the Rights Issue. For more details, please refer to Section 4.8.

The underwriting of the Rights Issue is conditional upon satisfaction or waiver by the Underwriter of certain conditions ordinarily found in agreements for underwriting arrangements of this type, including that:

- (a) the Company has (subject to certain limitations, including where the loss arises through the Underwriter performing its underwriting obligation) agreed to indemnify the Underwriter, its officers, employees, advisers and related bodies corporate, and the officers, employees and advisers of any of its related bodies corporate against losses suffered or incurred in connection with the Rights Issue;
- (b) the Company and the Underwriter have given representations, warranties and undertakings in connection with (among other things) the conduct of the Rights Issue;
- (c) the Underwriter may (in certain circumstances, including having regard to the materiality of the relevant event) terminate the Underwriting Agreement and be released from their obligations under it on the occurrence of certain events, including (but not limited to) where any of the following events has a material adverse effect or could give rise to a liability of the Underwriter under the Corporations Act or otherwise:
 - (i) the S&P ASX 200 falls 7% or more below the closing level on the date of the Underwriting Agreement;
 - (ii) the Rights Issue offer price is greater than the volume weighted average market price for Shares as quoted by the ASX calculated over three successive trading days prior to allotment of New Shares;
 - (iii) an event occurs which gives rise to a material adverse effect or any adverse change or any development including a prospective adverse change after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company or its subsidiaries including, without limitation, if any forecast in the Prospectus becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time;
 - (iv) any of the material contracts or contracts described in this Prospectus (other than the Underwriting Agreement) is breached, not complied with according to its terms, terminated or substantially modified;
 - (v) 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, Israel or any member of the European Union other than hostilities involving Libya, Afghanistan, Iraq, Iran, Syria, Lebanon or Israel, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
 - (vi) a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.

1.25 Rights trading

The Entitlement is renounceable, which enables Shareholders who do not wish to take up some or all of their Entitlements to sell or otherwise transfer all or part of their Entitlement. Trading of Entitlements on the ASX is expected to commence on 30 June 2017 and end on 12 July 2017.

1.26 Withdrawal of Rights Issue

The Company reserves the right not to proceed with the Rights Issue at any time before the issue of the New Shares and New Options to Eligible Shareholders. If the Rights Issue does not proceed, the Company will return all Application Money as soon as practicable after giving notice of its withdrawal, without interest.

1.27 Issue and allotment of New Shares and New Options

The New Shares will be issued fully paid. From the date of issue, the New Shares will rank equally in all respects with the Shares currently on issue. Details of the terms of the New Shares are set out in Section 4.4 and details of the terms of the New Options are set out in Section 4.5. By returning your Entitlement and Acceptance Form, you agree to comply with the Constitution for the New Shares and New Options issued to you.

The New Shares and New Options issued pursuant to Eligible Shareholders' Entitlements as well as the Additional New Shares and associated New Options, are expected to be issued and allotted by no later than 26 July 2017. Residual Securities will be issued on a progressive basis.

Until issue and allotment of the New Shares and New Options under this Prospectus, the Application Money will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on the Application Money will be for the benefit of the Company and will be retained by it irrespective of whether allotment of the New

Shares and New Options takes place.

1.28 Ineligible Shareholders

The Company is of the view it is unreasonable to make the offer under this Prospectus to Ineligible Shareholders having regard to:

- (a) the small number of Ineligible Shareholders;
- (b) the small number and value of New Shares and New Options to be offered to Ineligible Shareholders; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in the various overseas jurisdictions in which Ineligible Shareholders are located.

Accordingly, the Rights Issue is not being extended to, and does not qualify for distribution or sale by, and no New Shares or New Options will be issued to, Shareholders having registered addresses outside Australia and New Zealand.

The New Shares (and associated New Options) being offered under this Prospectus are being offered to Eligible Shareholders only.

This Prospectus does not constitute an offer or invitation in any place outside Australia and New Zealand, in which, or to any person to whom, it would not be lawful to make such an offer or invitation. The Company has not made investigations as to the regulatory requirements that may prevail in countries outside Australia and New Zealand in which the Company's Shareholders reside.

Each Shareholder taking up its Entitlement represents and warrants the law of any place does not prohibit that Shareholder from being given this Prospectus and the Entitlement and Acceptance Form, nor does it prohibit that Shareholder from making an application for New Shares and New Options and that Shareholder is otherwise eligible to participate in the Rights Issue. It is the responsibility of an Eligible Shareholder to ensure compliance with any laws of a country relevant to their Application.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand, may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

The offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares and associated New Options.

1.29 Appointment of Nominee

As the Rights Issue is renounceable and for the purposes of Listing Rule 7.7.1(c), the Company will appoint CPS Capital as nominee to arrange for the sale of the Entitlements that would have been given to Ineligible Shareholders and to account to them for the net proceeds of the sale (**Nominee**).

The Nominee will not be paid a fee in respect of its role, although the Nominee will be paid brokerage on the sale of ineligible Entitlements and the fees as set out in Section 4.7 with respect to the partial Underwriting of this Rights Issue.

The Company has agreed to allot to the Nominee, or its nominee company, the number of Entitlements which would otherwise have been issued to Ineligible Shareholders as if they were able to participate in the Rights Issue.

The Nominee will, during the Rights Trading Period, offer the Entitlements for sale on the market conducted by ASX as soon as is reasonably practicable following their allotment.

The sale of Entitlements will be made in the first instance in the ordinary course of trading on ASX at the prevailing market price. If there is no market for all or some of the Entitlements on ASX, the Nominee may sell all or some of the Entitlements off-market. The net proceeds of these sales, after deducting all reasonable costs associated with the sale, will be provided to the Company for the benefit of the Ineligible Shareholders.

Subject to receiving the net proceeds of Entitlement sales from the Nominee (if any) the Company will distribute those funds to each Ineligible Shareholder, pro rata, in Australian currency. If all of the Entitlements of Ineligible Shareholders are sold, this would result in each Ineligible Shareholder receiving the average price of the Entitlements sold on behalf of the Ineligible Shareholders during the Rights Trading Period. The amount received by each Ineligible Shareholder will be reduced to the extent that Ineligible Shareholders' Entitlements cannot be sold during the Rights Trading Period.

1.30 CHES

The Company participates in the Clearing House Electronic Sub-register System (**CHES**). ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the Listing Rules and the ASX Settlement Operating

Rules. Under CHESS, applicants will not receive a certificate but will receive a statement of their holding of New Shares and New Options.

If you are broker sponsored, ASX Settlement will send you a CHESS statement. The CHESS statement will set out the number of New Shares and New Options issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Share Registrar and will contain the number of New Shares and New Options issued to you under this Prospectus and your security holder reference number.

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

1.31 Privacy

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

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

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

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

1.32 Enquiries regarding this Prospectus

Enquiries regarding this Prospectus should be directed to the Company Secretary by telephone on +61 (08) 6489 0700.

Section 2 CAPITAL STRUCTURE & EFFECT OF THE RIGHTS ISSUE ON THE COMPANY

2.1 Principal effects

- (a) The principal effects of the Rights Issue (assuming full subscription) are:
- (i) Subject to paragraph 2.1(b), the Company's cash funds will increase by approximately \$3,000,000, less expenses of the Rights Issue, which are estimated to be approximately \$276,000; and
 - (ii) Subject to paragraph 2.1(b), the total number of Shares on issue will increase by 21,314,062 to 106,570,313.
- (b) If 100% of the vested Unlisted Options currently on issue are exercised prior to the Record Date and all Entitlements are taken up, then:
- (i) the Company's cash funds will increase by an additional amount of \$3,803,141 from the exercise of the vested Unlisted Options and a further \$812,280 from the take up of the Entitlements; and
 - (ii) the total number of Shares on issue will increase by an additional 23,208,000 from the exercise of the vested Unlisted Options and 5,802,000 from the Entitlements, to 135,580,313 shares on issue.

2.2 Capital structure

As at the date of this Prospectus 85,256,251 Shares are on issue. The pro-forma capital structure of the Company following the Rights Issue pursuant to this Prospectus is set out below (if 100% of the New Shares offered pursuant to this Prospectus are subscribed for and issued):

	Number
Existing Shares	85,256,251
New Shares to be issued under this Prospectus	21,314,062
Shares on issue after this Rights Issue	106,570,313

If 100% of the New Shares offered pursuant to this Prospectus are subscribed for and issued, then 10,657,031 New Options would be issued.

The Company currently has the following Unlisted Options on issue:

Exercise price	Expiry date	Vested	Unvested	No. of Options
\$0.32	21 November 2017	1,250,000	-	1,250,000
\$0.23	7 September 2018	8,050,000	-	8,050,000
\$0.065	25 March 2019	2,000,000	-	2,000,000
\$0.23	28 July 2019	5,960,000	-	5,960,000
\$0.13	31 July 2019	348,000	-	348,000
\$0.001	30 April 2021	5,600,000	900,000	6,500,000
Total		23,208,000	900,000	24,108,000

2.3 Effect on control

There will be no effect on control of the Company if all Shareholders take up their Entitlements.

(a) Underwriter

CPS Capital has agreed to partially underwrite the Rights Issue for up to \$1,000,000 or 7,142,857 New Shares.

CPS Capital has confirmed with the Company that the Underwritten Amount is fully sub-underwritten and, in the event that:

- no Eligible Shareholders take up their rights under this Prospectus; and
- no Residual Securities are issued,

then no sub-underwriter will hold voting power of more than 20%.

(b) Others

No shareholder will increase their voting power in the Company to 20% or more under the Rights Issue.

As the Rights Issue is renounceable and to comply with ASX Listing Rule 7.7.1(c), the Company will appoint CPS Capital as nominee to arrange for the sale of Entitlements that would have been given to Ineligible Shareholders and to account to them for the net proceeds of the sale.

(c) Dilution

Shareholders who do not participate in the Rights Issue will have their holdings diluted. The following is a table which sets out the dilutionary effect at various example shareholding levels, assuming that the Rights Issue is fully subscribed and no further Shares are issued or Options exercised:

Holder	Holding at Record Date		Entitlement	Holding following the Rights Issue if no Entitlement is taken up	
	Number	%		Number	%
1	15,000,000	17.6	3,750,000	15,000,000	14.1
2	10,000,000	11.7	2,500,000	10,000,000	9.4
3	5,000,000	5.9	1,250,000	5,000,000	4.7
4	1,000,000	1.2	250,000	1,000,000	0.9

2.4 Consolidated Statement of Financial Position

Set out below is the unaudited statement of financial position of the Company from the 31 May 2017 management accounts, including the effect of the Rights Issue but excluding the exercise of any Options:

Unaudited Consolidated Statement of Financial Position	Unaudited Management Accounts 31 May 2017	Unaudited Proforma 31 May 2017*
Assets		
Current		
Cash and cash equivalents	2,245,620	4,953,589
Trade and other receivables	104,040	104,040
Total Current Assets	2,349,660	5,057,629
Non-Current		
Trade and other receivables	20,000	20,000
Property, plant and equipment	238,070	238,070
Exploration and evaluation assets	611,288	611,288
Total Non-Current Assets	869,358	869,358
Total Assets	3,219,018	5,926,987
Liabilities & Equity		
Current		
Trade and other payables	820,140	820,140
Provisions	57,152	57,152
Total Current Liabilities	877,292	877,292
Total Liabilities	877,292	877,292
Net Assets	2,341,726	5,049,695
Equity		
Share capital	8,987,717	11,695,686
Reserves	1,881,024	1,881,024
Accumulated losses	(8,527,015)	(8,527,015)
Total Equity	2,341,726	5,049,695

*These figures assume the Rights Issue will be fully subscribed and do not take into account Options that may be exercised prior to the Record Date.

Section 3 RISK FACTORS

3.1 Introduction

This Section 3 identifies the areas the Directors regard as the main risks associated with an investment in the Company. There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of specific risks associated with the Company's business. These risk factors are largely beyond the control of the Company and its Directors because of the nature of the business of the Company. The following summary, which is not exhaustive, represents some of the main risk factors which the Directors consider potential investors need to be aware of.

3.2 Company specific risks

(a) Capital requirements

The continued operations of the Company are dependent on its ability to obtain financing through debt and equity means, or generating sufficient cash flows from future operations. There is a risk that the Company may not be able to access capital from debt or equity markets for future projects or developments, which could have a material adverse impact on the Company's business and financial condition.

The Company's ability to borrow money will be subject to the availability of debt at the time the Company wishes to borrow money and the cost of borrowing.

(b) Exploration risks

There can be no assurance that any exploration tenement, or any other mining tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The exploration costs of the Company will be based on certain 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 any cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

These exploration risks could also result in personal injury, environmental damage and potential legal liability. While the Company intends to maintain insurance with coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover such claims.

The time it takes to explore any project is dependent in part on obtaining various approvals. The time it requires to obtain such approvals is not certain. To the extent that these approvals and licences are issued at the discretion of the relevant regulatory authorities, there is no certainty that the Company will be able to obtain the grant of these necessary licences and approvals within any proposed timeframe, or at all.

(c) Resource and reserve estimates

Resource and reserve estimates are expressions of judgment based on knowledge, experience, industry practice and regulatory codes. Estimates that were valid when made may change significantly when new information becomes available. In addition, resource and reserve estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineral characteristics different from those predicted by past drilling, sampling and similar examinations, resource and reserve estimates may have to be adjusted and development plans may have to be altered in a way which could adversely affect the Company's operations.

(d) Commodity price volatility

The Company's performance and the viability of its projects will rely in part on prevailing commodity prices, which are beyond the control of the Company. The Company gives no assurance that the fluctuations in commodity prices will not affect the timing and viability of its projects.

(e) Exchange rates

International prices of various commodities are denominated in United States dollars whereas the income and expenditure of the Company are and will be accounted for in Guyanese and Australian currencies, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and each of the Australian dollar and the Guyanese Dollar as determined in international markets.

(f) Land owner and access risk

The Company's ability to undertake exploration on tenements will depend in part on its ability to maintain good relations with the relevant local communities. Any failure to adequately manage community expectations with respect to compensation for land access, artisanal mining activity, employment opportunities, impact on local business and any other expectations may lead to local dissatisfaction, disruptions in the exploration program and potential losses to the Company.

The Company may be required to pay compensation to land owners, local authorities, traditional land users and others who may have an interest in the area covered by a mining tenement. The Company's ability to resolve compensation issues and compensation costs involved will have an impact on the future success and financial performance of the Company's operations.

If the Company is unable to resolve such compensation claims on economic terms, this could have a material adverse effect on the business, results or operations and financial condition of the Company. Further, in Guyana if an exploration or mining tenement is located within an area of Amerindian title, then exploration works may only begin on that tenement once an agreement has been reached in relation to compensation of the relevant landowners.

Access to land for exploration purposes can be affected by land ownership, nature reserves and national parks, government regulation and environmental restrictions. Access is critical for exploration and development to succeed and the ability to be able to negotiate satisfactory commercial arrangements with landowners, farmers and occupiers is often essential.

(g) Title risk

Title to a mining tenement will be subject to the holder complying with the terms and conditions of the tenement. There is a risk that if the holder does not comply with the terms and conditions of each tenement, it may lose its interest in the relevant tenement. The Mining Act of Guyana contemplates the grant of large scale exploration and mining tenements, which are subject to terms and conditions including compliance with stated work obligations and the relevant Guyanese reporting standards. If the terms and conditions of any large scale tenements in which the Company has an interest are not complied with, those tenements may be liable to cancellation or forfeiture and the Company may suffer damage through loss of opportunity to develop any mineral resources located on the subject land.

Guyana's Mining Act also contemplates the grant of small and medium scale mining tenements, which can be held subject to the payment of annual rentals and the ongoing demonstration of active exploration, development or mining activities. Only Guyanese citizens, or Guyanese companies whose share capital is held 100% by Guyanese citizens, can be registered as holders of small or medium scale mining tenements. However, an established practice exists (which is acknowledged and recognised by the GGMC) whereby foreign entities enter into private contractual arrangements with Guyanese parties for the joint development of land which is held subject to these types of tenement. Those contractual arrangements frequently involve trust structures whereby the Guyanese party acts as trustee for the foreign beneficiary, which in practice exercises the rights conferred on the tenement holder pursuant to the relevant small or medium scale mining tenement. In addition, such contractual arrangements may contemplate the conversion of small or medium scale mining tenements into large scale ones (ownership of which can then be transferred to the foreign entity). Should the current view of the GGMC or the Guyanese Government towards indirect ownership by way of private agreement change, or if changes are made to the Mining Act to prohibit such arrangements or otherwise render them unattractive, the Company may suffer damage through loss of existing opportunities to develop mineral resources located on land held subject to such small or medium scale mining tenements.

The Company may apply for new tenements from time to time, the grant of which is subject to applicable legislation in the relevant jurisdiction. There is no guarantee the tenements applied for will be granted, or granted in a timely manner, which may result in lost opportunity for the Company.

(h) Sovereign risk

The exploration and mining projects and associated tenements in which the Company has an interest are located in Guyana. As a result, the Company will be subject to political, social, economic and other uncertainties including, but not limited to, changes in policies or the personnel administering them, foreign exchange restrictions, changes of law affecting foreign ownership, changes of sovereignty and territorial integrity, currency fluctuations, royalties and tax increases in that country. Other potential issues contributing to uncertainty such as repatriation of income, exploration licensing, environmental protection and government control over mineral properties, changes to political, legal, regulatory, fiscal and exchange control systems and changes in government may also impact the Company's projects or operations.

(i) Contract risks

The Company's subsidiaries may operate through a series of contractual relationships with operators and sub-contractors. All contracts carry risks associated with the performance by the parties thereto of their obligations

as to time and quality of work performed. Any disruption to services or supply may have an adverse effect on the financial performance of the Company's operations.

The following specific contract risks should also be noted by investors and potential investors.

Earn-In Agreement with Barrick Gold Corporation ("Barrick")

Under the terms of the Arakaka Earn-in Agreement, Barrick has the ability to earn a 65% interest in the Arakaka Gold Project through making expenditure commitments totalling US\$8 million in the aggregate on the project. Barrick has the option, prior to the commencement of each contractual year, to elect to not proceed with making the expenditure commitments on the project, or can elect to not proceed during the course of a contract year with 60 days' notice and, accordingly, there is no certainty that Barrick will proceed with meeting its full US\$8 million expenditure commitment. As a result, the Arakaka Earn-in Agreement may be terminated early, and the Company would need to fund the Arakaka Gold Project through alternative means.

Ianna Gold Project acquisition

Pursuant to the Ianna Option Deed, the Company holds exclusive option rights to acquire the Ianna Gold Project. The option rights have a duration of 3 years and are subject to the Company making various payments to the vendors and expending various amounts on the project in order to maintain them in good standing. Failure to comply with these obligations may result in the option lapsing and, accordingly, the Company losing its rights to acquire the Ianna Gold Project.

(j) Regulatory risk

Exploration activities by the Company may require approvals from regulatory authorities which may be delayed, not be forthcoming or which may not be able to be obtained on terms acceptable to the Company. While the Company has no reason to believe that all requisite approvals will not be forthcoming and whilst the Company's obligations for expenditure will be predicated on any requisite approvals being obtained, applicants should be aware the Company cannot guarantee any requisite approvals will be obtained. A delay or failure to obtain any approvals would mean the ability of the Company to explore any project, or possibly acquire any project, may be limited or restricted either in part or absolutely.

The regulatory environment for the Company's activities could change in ways that could substantially increase the Company's liabilities, tax liability or costs of compliance. This could materially and adversely affect the Company's financial position.

(k) Equipment risk

The exploration activities of the Company could be adversely affected if essential drilling equipment fails, is delayed or is unavailable when required by the Company.

(l) Environmental risk

The Company's projects are subject to various environmental laws. As with all exploration and development projects, the projects have a variety of environmental impacts. The Company will continue to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

Although the Company believes that it is in compliance in all material respects with all applicable environmental laws and regulations, there are certain risks inherent to its activities, such as accidental spills, leakages or other unforeseen circumstances, which could subject the Company to extensive liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations might materially increase the Company's cost of doing business or affect its operations in any area.

There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments which could have a material adverse effect on the Company's business, financial condition and results of operations.

(m) Climate/weather risk

The Company's projects are located in tropical climates and exposed to seasonal rainfall which can be substantial in tenor and/or duration and can lead to a risk of flooding and/or damage to existing infrastructure through either erosion or gradual degradation of roads and surface access. Flooding or damage to surface access routes can result in equipment or personnel being delayed or unavailable when required by the Company.

(n) Litigation

The Company is subject to litigation risks. All industries, including the minerals exploration and mining industry, are subject to legal claims, with and without merit. Defence and settlement costs of legal claims can be

substantial, even with respect to claims that have no merit.

Due to the inherent uncertainty of litigation processes, the resolution of any particular legal proceeding to which the Company is or may become subject could have a material effect on its financial position, results of operations or the Company's activities.

(o) Taxation risk

Any change in laws and regulations applicable to the taxation of income, intercompany transactions, withholding taxes, levies and other transactional taxes affecting the Company in the countries it operates in or in which it is listed, or any change in the current interpretation or any disputes with tax authorities or any changes to the Company's income mix, may adversely affect its tax status and increase its tax payable, which would have a negative effect on financial results.

(p) Key person risk

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management, each of whom has knowledge and experience of the Company's operations that cannot be replicated by others in the short term. The CEO and management may, subject to the relevant periods of notice specified in their employment agreements with the Company, terminate their employment relationship with the Company at any time and the loss of any member of the senior management team could harm the Company's business.

It may be difficult to secure replacements with appropriate experience and expertise and it may be difficult to replace senior management in the short term. This may adversely affect the Company's business.

(q) Employment law risk

From time to time, the Company may receive claims from former employees in the Guyanese labour court system for a variety of labour related matters which may or may not have merit. The Company's approach is to defend these claims as they arise. As with any litigation the outcome of any claim will not be known until heard by the court. Any claim which is not able to be successfully defended may result in a loss to the Company.

3.3 General risks

(a) Securities investments

Applicants should be aware that there are risks associated with any securities investment. The prices at which the Shares trade may be above or below the issue price, and may fluctuate in response to a number of factors. Further, the stock market has experienced price and volume fluctuations. There can be no guarantee trading prices will not be subject to fluctuation. These factors may materially affect the market price of the Shares, regardless of the Company's operational performance.

(b) Share market conditions

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

(c) Economic risk

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption in Guyana, the rate of growth of gross domestic product, interest rates and the rate of inflation.

(d) Policies and legislation

Any material adverse changes in government policies or legislation of Australia, Guyana or any other country in which the Company has economic interests may affect the viability and profitability of the Company.

(e) Investment speculative

The above risk factors ought not to be taken as an exhaustive list of the risks faced by the Company or by prospective 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 New Shares and New Options offered under this Prospectus. Therefore, the New Shares and New Options to be issued pursuant to this Prospectus carry no guarantee for the payment of dividends, returns of capital or their market value. Prospective investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for New Shares and New Options pursuant to this Prospectus.

Section 4 ADDITIONAL INFORMATION

4.1 Continuous disclosure obligations

The Company is a "disclosing entity" under the Corporations Act and is subject to the regime of continuous disclosure and periodic reporting requirements. Specifically, as a listed company, the Company is subject to the Listing Rules, which require continuous disclosure to the market of any information possessed by the Company which a reasonable person would expect to have a material effect on the price or value of its securities.

4.2 Applicability of Corporations Act

As a "disclosing entity", the Company has issued this Prospectus in accordance with section 713 of the Corporations Act applicable to prospectuses for an offer of securities which are continuously quoted securities of a body, or options to acquire such securities.

The New Shares to be issued under this Prospectus are ordinary shares i.e. a class of shares that were continuously quoted securities at all times in the 3 months before the issue of this Prospectus. The Shares to be issued when the New Options are exercised will be in the same class of shares that have been quoted on the ASX during the 3 months prior to the issue of this Prospectus.

Therefore, in preparing this Prospectus, regard has been had to the fact the Company is a disclosing entity for the purposes of the Corporations Act and matters may reasonably be expected to be known to investors and professional advisers whom investors may consult. It must be read in the context of, and having regard to, the Company's continuous disclosure obligations and publicly available information regarding the Company and its business.

The ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Perth during normal working hours. In addition, copies of documents lodged by, or in relation to, the Company with ASIC may be obtained from, or inspected at, any regional office of ASIC.

4.3 Information available to Shareholders

The Company will provide a copy of each of the following documents, free of charge, to any investor who so requests during the application period under this Prospectus. Alternatively, they can be downloaded from ASX's website at www.asx.com.au:

- (a) the Annual Report for the Company for the period ending 30 June 2016, which was lodged with ASIC on 28 September 2016;
- (b) the Half Yearly Report for the Company for the half year ending 31 December 2016; and
- (c) the following documents used to notify ASX of information relating to the Company during the period after lodgement of the Annual Report of the Company for the period ending 30 June 2016 and before the issue of this Prospectus:

Date	Description of ASX Announcement
23/06/2017	Appendix 3B
23/06/2017	Rights Issue to advance Ianna Gold Project
11/05/2017	Investor Presentation – May 2017
27/04/2017	Quarterly Activities Report – 31 March 2017
27/04/2017	Quarterly Cashflow Report – 31 March 2017
22/03/2017	Notice under Section 708A and Appendix 3B
16/03/2017	Company Secretary Appointment/Resignation
14/03/2017	Half Yearly Report and Accounts
10/03/2017	Notice under Section 708A and Appendix 3B
09/03/2017	Ceasing to be a substantial holder
07/03/2017	Successful Trench Program Defines Drill Targets - Xenopsaris
03/03/2017	Investor Presentation – March 2017
15/02/2017	Notice under Section 708A and Appendix 3B
08/02/2017	Section 708A Notice and Appendix 3B
03/02/2017	7,500m Drill Program to Commence at 14 Mile, Arakaka Project
31/01/2017	Quarterly Activities Report – 31 December 2016
31/01/2017	Quarterly Cashflow Report – 31 December 2016
31/01/2017	Trench sampling at Xenopsaris Delivers up to 162g/t Gold

Date	Description of ASX Announcement
7/12/2016	Barrick Elects to Fund Year 2 Approves 7,500m Drill Program
23/11/2016	Results of Annual General Meeting
08/11/2016	Ianna Gold Project Option & Acquisition Agreement Finalised
31/10/2016	Quarterly Cashflow Report – 30 September 2016
31/10/2016	Quarterly Activities Report – 30 September 2016
28/10/2016	15Kms of High Priority Targets Now Defined at Xenopsaris
25/10/2016	Investor Presentation – October 2016
25/10/2016	Change in substantial holding
21/10/2016	Notice of Annual General Meeting/Proxy Form
06/10/2016	Section 708A Notice and Appendix 3B
04/10/2016	Appendix 3B
04/10/2016	Drill Program Identifies Three Major Mineralised Structures
28/09/2016	Appendix 4G and Corporate Governance Statement

4.4 Rights attaching to New Shares

The New Shares to be issued under the Rights Issue pursuant to this Prospectus will rank equally in all respects with existing Shares. Full details of the rights attaching to the Shares are set out in the Company's Constitution, a copy of which can be inspected at the Company's registered office. The following is a summary of the principal rights which attach to the Shares:

(a) Voting

Every holder of Shares present in person or by proxy, attorney or representative at a meeting of Shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Shares who is present in person or by proxy, attorney or representative has;

- (i) one vote for every fully paid Share held by him or her; and
- (ii) a fraction of one vote for each partly paid up Share held by him or her.

A poll may be demanded by the chairman of the meeting, by at least five Shareholders entitled to vote on the particular resolution present in person, or by any one or more Shareholders who are together entitled to not less than 5% of the total voting rights of the Shares held by all Shareholders who have the right to vote on the resolution.

(b) Dividends

The Directors may determine that Dividends are payable on Shares. New Shareholders will be entitled to dividends as a result of ownership of their New Shares in accordance with the Constitution.

(c) Further issue of securities

Subject to the Corporations Act and the Listing Rules, the Directors may allot, grant options over, or otherwise dispose of shares in the Company at the times and on the terms the Directors think fit but the Company shall not issue any share with a voting right more advantageous than that available to any share previously issued by the Company. A share may be issued with a preferential or special right.

(d) Transfer of Shares

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating dealings in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

The Directors of the Company may refuse to register any transfer of Shares, (other than a market transfer) where the Company is permitted or required to do so by the Listing Rules or the ASX Settlement Operating Rules. The Company must not prevent, delay or interfere with the generation of a proper market transfer in a manner which is contrary to the provisions of any of the Listing Rules or the ASX Settlement Operating Rules.

(e) Meetings and notice

Each Shareholder is entitled to receive notice of and to attend general meetings for the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the

Corporations Act or the Listing Rules.

(f) Liquidation rights

A liquidator may, with the authority of a special resolution of Shareholders:

- (i) distribute among the Shareholders the whole or any part of the remaining property of the Company; and
- (ii) decide how to distribute the property as between the Shareholders or different classes of Shareholders.

The liquidator may vest the whole or any part of the assets in trust for the benefit of Shareholders as the liquidator thinks fit, but no Shareholder can be compelled to accept any shares or other securities in respect of which there is any liability.

(g) Alteration and reduction of capital

The Company may, by resolution, alter its capital in any manner permitted by law and subject to the Corporations Act, the Company may by special resolution reduce its capital.

(h) Indemnities

Subject to the Corporations Act, the Company must indemnify each past and present officer against liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(i) Shareholder liability

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

(j) Alteration to the Constitution

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

(k) Listing Rules

Despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Similarly, nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

4.5 Rights attaching to New Options

The New Options intended to be granted under this Prospectus will be granted under the following terms and conditions:

(a) Entitlement

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

(b) Exercise price and end date

The exercise price for each New Option is \$0.28 and the end date of each New Option is 28 July 2019.

(c) Exercise period

New Options are exercisable at any time after they are issued and on or prior to 5pm (WST) on their end date.

(d) Notice of exercise

New Options may be exercised by notice in writing to the Company ("**Notice of Exercise**") and payment of the exercise price for each New Option being exercised. Any Notice of Exercise of a New Option received by the Company will be deemed to be a notice of the exercise of that New Option as at the date of receipt.

(e) Shares issued on exercise

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

(f) Quotation of Shares on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options.

(g) Timing of issue of Shares

After a New Option is validly exercised, the Company must, as soon as possible following receipt of the Notice of Exercise and receipt of cleared funds equal to the sum payable on the exercise of the New Option:

- issue and allot the Share; and
- do all such things necessary to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Share.

(h) 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. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least five Business Days after the issue is announced. This will give the holders of New Options the opportunity to exercise their New Options prior to the date for determining entitlements to participate in any such issue.

(i) Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (i) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the New Option holder would have received if the New Option holder had exercised the New Option before the record date for the bonus issue; and
- (ii) no change will be made to the exercise price for the New Options.

(j) Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the New Option holders will if required be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(k) Quotation of New Options

Application will be made by the Company to ASX for quotation of the New Options.

(l) New Options transferable

New Options are transferable provided the transfer of the New Options does not contravene section 707(3) of the Corporations Act.

4.6 Interests of Directors

(a) Directors' holdings

At the date of this Prospectus the relevant interest of each of the Directors in the Shares and Options of the Company are as follows:

Directors	Ordinary Shares	Vested Unlisted Options ¹	Unvested Unlisted Options
Didier Murcia (Non-Executive Chairman)	520,000	1,500,000	-
Travis Schwertfeger (Managing Director)	200,000	3,500,000	-
Hamish Halliday (Non-Executive Director)	5,665,000	3,500,000	-

¹ Mr Murcia holds 750,000 vested Unlisted Options having an exercise price of \$0.23 and expiring on 7 September 2018 and 750,000 vested Unlisted Options having an exercise price of \$0.001 and expiring on 30 April 2021.

Mr Schwertfeger holds 1,500,000 vested Unlisted Options having an exercise price of \$0.23 and expiring on 7 September 2018 and 2,000,000 vested Unlisted Options having an exercise price of \$0.001 and expiring on 30 April 2021.

Mr Halliday holds 1,500,000 vested Unlisted Options having an exercise price of \$0.23 and expiring on 7 September 2018, 1,000,000 vested Unlisted Options having an exercise price of \$0.065 and expiring on 25 March 2019 and 1,000,000 vested Unlisted Options having an exercise price of \$0.001 and expiring on 30 April 2021.

(b) Remuneration of Directors

Fees and payments to Executive Directors reflect the demands which are made on, and the responsibilities of, the

Directors. Executive Directors' remuneration is reviewed at least annually by the Board. The base remuneration is presently \$240,000 per annum (inclusive of superannuation) for the Managing Director, approximately \$45,000 (exclusive of superannuation) for the Non-Executive Chairman and approximately \$75,000 (exclusive of superannuation) for the Non-Executive Director.

As the whole Board only consist of three (3) members, the Company does not have a remuneration committee and therefore the full Board acts as the remuneration committee. A salary freeze was imposed on all Executive and Non-Executive Directors' base salaries from 2013 to March 2016, during which time the Managing Director also took a voluntary reduction of 50% in his salary.

Details of remuneration provided to Directors and their associated entities during the past 2 financial years are as follows:

Financial year ended 30 June 2016

Directors	Fees / Salaries \$	Superannuation \$	Options \$	Total \$
Didier Murcia	34,558	-	40,047	74,605
Travis Schwertfeger ¹	157,827	14,831	125,320	297,978
Hamish Halliday ²	22,372	2,078	53,396	77,846
Matthew Bowles ³	24,746	2,225	-	26,971

¹ In addition to his base salary and applicable non-cash remuneration, Mr Schwertfeger is also entitled to be paid a cash bonus equal to 9 months of his salary should a recommended takeover offer be made for AQL, as a result of which the bidder is successful in acquiring at least 51% of the Company.

² Appointed as a Director on 17 March 2016

³ Resigned as a Non-Executive Director on 11 April 2016

The fair value of the Options is calculated at the date of the grant using a Black-Scholes model.

Financial year ended 30 June 2015

Directors	Fees / Salaries \$	Superannuation \$	Options \$	Total \$
Didier Murcia	35,242	-	53,338	88,580
Travis Schwertfeger	93,562	8,708	25,938	128,208
Michael McKevitt ¹	7,341	-	-	7,341
Matthew Bowles	33,546	2,960	106,677	143,183

¹ Resigned as a Non-Executive Director on 15 September 2014

The fair value of the Options is calculated at the date of the grant using a Black-Scholes model.

Except as disclosed in this Prospectus, no Director (whether individually or in consequence of a Director's association with any company or firm or in any material contract entered into by the Company) has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

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

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any Director or to any company or firm with which a Director is associated to induce

him to become, or to qualify as, a Director, or otherwise for services rendered by him or his company or firm with which the Director is associated in connection with the formation or promotion of the Company or the Rights Issue.

4.7 Interests of named persons

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

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

Except as disclosed in this Prospectus, no amounts of any kind (whether in cash, Shares, Options or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Rights Issue.

CPS Capital was appointed as the Lead Manager and Underwriter to the Rights Issue under this Prospectus pursuant to an agreement with the Company dated 22 June 2017 (**Underwriting Agreement**). Pursuant to the Underwriting Agreement, CPS Capital will provide services relating to the management and marketing of the Rights Issue. In consideration for the services provided pursuant to the Underwriting Agreement, the Company will pay CPS Capital the following fees (excluding GST, where applicable):

- (a) a lead manager fee of \$60,000;
- (b) a management fee of 1% of the total amount raised under the Rights Issue;
- (c) an underwriting fee of 5 % of the Underwritten Amount;
- (d) a placement fee of 5% of any shortfall placed by CPS; and
- (e) the Company will reimburse CPS Capital for all reasonable expenses properly incurred in the provision of the services under the Underwriting Agreement.

CPS Capital has received no other payment or benefit from the Company prior to the date of this Prospectus.

Murcia Pestell Hillard has acted as solicitors to the Company in relation to the Rights Issue. For their professional services on this Prospectus, the Company will pay approximately \$16,000 (excluding GST). Murcia Pestell Hillard has provided other professional services to the Company during the last 2 years amounting to approximately \$111,005 (excluding GST).

Except where otherwise specified, the amounts disclosed above are exclusive of any amount of goods and services tax payable by the Company for those amounts.

4.8 Expenses of the Rights Issue

The approximate cash expenses of the Rights Issue are \$276,000. These expenses are payable by the Company.

4.9 Consents

Each of the parties referred to in this Section 4.9:

- (a) does not make, or purport to make, any statement in this Prospectus or on which a statement made in the Prospectus is based, other than as specified in this Section 4.9; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes 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 4.9.

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

CPS Capital has given, and has not withdrawn, its consent to being named as Lead Manager and Underwriter to the Rights Issue in the Corporate Directory of this Prospectus in the form and context in which it is named. CPS Capital has not caused or authorised the issue of this Prospectus or the making of this Rights Issue. CPS Capital does not make or

purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus or any omissions from this Prospectus.

Murcia Pestell Hillard has consented to being named in this Prospectus as the solicitors to the Rights Issue and has not withdrawn such consent prior to the lodgement of this Prospectus with ASIC.

4.10 Electronic Prospectus

The offer pursuant to an Electronic Prospectus is only available to Eligible Shareholders receiving an electronic version of this Prospectus within Australia and New Zealand.

If you have received this Prospectus as an Electronic Prospectus please ensure you have received the entire Prospectus accompanied by the Entitlement and Acceptance Form and Residual Securities Application Form. If you have not, please email the Company at admin@alicantominerals.com.au and the Company will send to you, free of charge, either a hard copy or a further electronic copy of the Prospectus or both.

The Company reserves the right not to accept an Entitlement and Acceptance Form and/or and Residual Securities Application Form from a person if it has reason to believe that when that person was given access to the electronic Entitlement and Acceptance Form or Residual Securities 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. New Shares, New Option or Residual Securities will not be issued except upon receipt of valid Entitlement and Acceptance forms or Residual Securities Application Forms, as appropriate, attached to this Prospectus.

Section 5 DEFINED TERMS

\$ means Australian dollars, unless otherwise stated;

Additional New Shares means New Shares in addition to an Eligible Shareholder's Entitlement for which an Eligible Shareholder makes an Application;

Application means an application for New Shares and associated New Options pursuant to the Entitlement and Acceptance Form;

Application Money means the money received from Eligible Shareholders with respect to completed and returned Entitlement and Acceptance Forms;

Arakaka Earn-in Agreement means the Earn-In Agreement dated on or around 1 March 2016 between Barrick Gold Corporation, the Company and Stratagold Guyana Inc;

ASIC means the Australian Securities & Investments Commission;

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

ASX Settlement means ASX Settlement Pty Ltd (ACN 008 504 532);

ASX Settlement Operating Rules means the settlement operating rules of ASX Settlement as amended from time to time;

Business Day means every day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day;

CHESS means ASX Clearing House Electronic Sub-register System;

Closing Date means the closing date of the Rights Issue being 19 July 2017, subject to the right of the Company to vary that date (in accordance with the Listing Rules);

Company and **AQI** means Alicanto Minerals Limited (ACN 149 126 858);

Constitution means the constitution of the Company;

Corporations Act means the *Corporations Act 2001* (Cth);

Directors mean the directors of the Company;

Electronic Prospectus means an electronic version of the Prospectus;

Eligible Shareholder means a Shareholder at the Record Date whose registered address is situated in Australia or New Zealand;

Entitlement means the entitlement of an Eligible Shareholder to participate in the Rights Issue, as shown on the Entitlement and Acceptance Form;

Entitlement and Acceptance Form means the entitlement and acceptance form accompanying this Prospectus;

Existing Shares means Shares on issue as at the Record Date;

Ianna Option Deed means the Ianna Project Option Agreement dated on or around 7 November 2016 between Sheik R Minerals Inc, Calrissian Resources (Guyana) Inc and the Company;

Ineligible Shareholder means a Shareholder (or beneficial holder of Shares) at the Record Date with a registered address outside Australia and New Zealand;

Issue Date means the issue date set out in the key dates timetable on page ii of this Prospectus;

Listing Rules means the Listing Rules of ASX;

New Options means the New Options intended to be granted under this Prospectus, the terms of which are set out in Section 4.5;

New Shares means the Shares offered under this Prospectus, the terms of which are set out in Section 4.4;

Notice of Exercise has the meaning given in Section 4.5(d);

Opening Date means the opening date of the Rights Issue being 5 July 2017, subject to the right of the Company to vary that date;

Option means an option to acquire one Share;

Prospectus means this prospectus dated 26 June 2017 and includes the Electronic Prospectus (where applicable);

Record Date means 5 pm (WST), 3 July 2017;

Residual Offer means the offer of Residual Securities described in Section 1.15;

Residual Securities means New Shares and New Options for which valid Applications have not been received by the Closing Date under the Rights Issue and which the Underwriter has not subscribed for in accordance with the Underwriting Agreement;

Residual Securities Application Form means the residual securities application form either attached to or accompanying this Prospectus;

Rights Issue means the issue pursuant to this Prospectus on a pro-rata renounceable basis of 1 New Share for every 4 Shares held on the Record Date at an issue price of \$0.14 per New Share, together with 1 free attaching New Option for every 2 New Shares subscribed for exercisable at \$0.28 on or before 28 July 2019;

Rights Trading Period means the period between the date rights trading under the Rights Issue begins, being 30 June 2017, and the date rights trading under the Rights Issue ends, being 12 July 2017, as set out in the timetable on page ii of this Prospectus;

Section means a section of this Prospectus;

Share means an ordinary fully paid share in the capital of the Company;

Share Registrar means Security Transfer Australia Pty Ltd (ABN 95 008 894 488), the Company's share registrar;

Shareholder means the holder of a Share;

Shortfall Options means up to 3,571,428 New Options;

Shortfall Shares means up to 7,142,857 New Shares;

Underwriter, Lead Manager or CPS Capital means CPS Capital Group Pty Ltd (ACN 088 055 636);

Underwriting Agreement means the lead manager and underwriting agreement between the Company and the Underwriter dated 22 June 2017 and referred to in Section 4.7;

Underwritten Amount is \$1,000,000;

Unlisted Options means 24,108,000 Options (vested and unvested) that have an exercise price ranging from \$0.001 to \$0.32 and expiry dates ranging from 21 November 2017 to 30 April 2021, none of which are quoted on ASX; and

WST means Australian Western Standard Time.

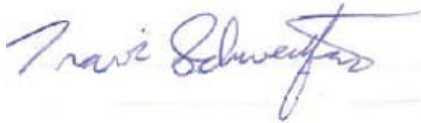
Section 6 DIRECTORS' RESPONSIBILITY STATEMENT & CONSENT

The Directors state they have made all reasonable enquiries and on that basis have reasonable grounds to believe any statements made by the Directors in this Prospectus are not misleading or deceptive and for any other statements made in this Prospectus by persons other than the Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe persons making the statement or statements were competent to make such statements, and those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Director's knowledge, before any issue of New Shares pursuant to this Prospectus.

The Prospectus is prepared on the basis certain matters may be reasonably expected to be known to likely investors or their professional advisers.

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

Dated: 26 June 2017



Travis Schwertfeger
Managing Director

ENTITLEMENT AND ACCEPTANCE APPLICATION FORM

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

REGISTERED OFFICE:

288 CHURCHILL AVENUE
SUBIACO WA 6008
AUSTRALIA

ALICANTO MINERALS LIMITED

ACN: 149 126 858

SHARE REGISTRY:

Security Transfer Australia Pty Ltd

THIS FORM IS FOR DISCLOSURE PURPOSES ONLY
DO NOT USE THIS FORM TO APPLY FOR YOUR ENTITLEMENTS
YOU WILL BE PROVIDED WITH A PERSONALISED FORM.

All Correspondence to:

PO Box 52
Collins Street West VIC 8007

«Post_zone»

«Company_code» «Sequence_number»

T: 1300 992 916 F: +61 8 9315 2233

E: registrar@securitytransfer.com.au

W: www.securitytransfer.com.au

«Holder_name»

«Address_line_1»

«Address_line_2»

«Address_line_3»

«Address_line_4»

«Address_line_5»

Code: Holder Number: Eligible Holding as at 5.00pm WST
on 3 July 2017: Entitlement to Securities 1:4: Amount payable on acceptance
@ \$0.14 per Security: **RENOUNCEABLE SHARE OFFER CLOSING AT 5.00PM WST ON 19 JULY 2017**
ISSUE PRICE OF 14 CENTS PER SHARE WITH 1 FREE ATTACHING OPTION
(EXPIRING 28 JULY 2019 @ \$0.28) FOR EVERY 2 SHARES ISSUED.

IMPORTANT NOTICE: HOLDERS WHOSE EXISTING SHARES ARE HELD ON THE CHESS SUBREGISTER SHOULD IN THE FIRST INSTANCE CONTACT THEIR SPONSORING STOCKBROKER/AGENT IN RESPECT OF ANY PROPOSED ON-MARKET SALE OF THEIR RIGHTS. RIGHTS TRADING COMMENCED ON 30 JUNE 2017 AND IS EXPECTED TO CEASE ON 12 JULY 2017. THE RIGHTS REFERRED TO IN THIS FORM MAY BE TRANSFERRED ELECTRONICALLY ON CHESS BY SURRENDERING THE ENTITLEMENT AND ACCEPTANCE FORM TO YOUR SPONSORING STOCKBROKER BEFORE RIGHTS CEASE TRADING. THIS ENTITLEMENT AND ACCEPTANCE FORM SHOULD NOT BE RELIED UPON AS EVIDENCE OF THE CURRENT ENTITLEMENT OF THE PERSON NAMED IN THIS ENTITLEMENT AND ACCEPTANCE FORM.

(1) I/We the above named being registered at 5.00pm WST on the 3 July 2017 as holder(s) of Shares in the Company hereby accept as follows:

NUMBER OF NEW SHARES
ACCEPTED/APPLIED FORAMOUNT ENCLOSED
@ \$0.14 PER SHARE

Entitlement or Part Thereof

 , , \$, , .

(2) I/We have enclosed/made payment for amount shown above (following the payment instructions as detailed overleaf).

(3) I/We understand that if any information on this form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted.

Any decision of the Directors as to whether to accept this form, and how to construe, amend or complete it shall be final.

(4) I/We authorise the Company to send me/us a substituted form if this form ceases to be current.

(5) I/We declare that I/we have received a full and unaltered version of the Prospectus either in an electronic or paper format.

(6) My/Our contact details in case of enquiries are:

NAME

TELEPHONE NUMBER

()

EMAIL ADDRESS

PAYMENT INFORMATION - Please also refer to payment instructions overleaf.



Biller code: 159483

Ref: <<EFT_REFERENCE_NUMBER>>

Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit, or transaction account. More info: www.bpay.com.au

CHEQUE / MONEY ORDER

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

REGISTRY DATE STAMP

E & O.E.

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

BPAY PAYMENT OR THE RETURN OF THIS FORM WITH THE REQUIRED REMITTANCE WILL CONSTITUTE YOUR ACCEPTANCE OF THE OFFER.**You do not need to return this form if you have made payment via BPAY.**

AQIRRIA190717

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AQIR



LODGEMENT INSTRUCTIONS

PAYMENT INFORMATION



Biller code: 159483

© Registered to BPAY Pty Ltd ABN 69 079 137 518

Contact your bank or financial institution to make this payment from your cheque, savings, debit, or transaction account.

More info: www.bpay.com.au

Your reference number is quoted on the front of this form.

Multiple acceptances must be paid separately.

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

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

If you have purchased or sold Securities prior to 5.00pm on 29 June 2017 (being the last day for trading on a cum rights entitlement basis) and this is not reflected in your holding shown overleaf, you should consult the Stockbroker who acted for you to protect your entitlements or determine the action you should take. If you have sold all your Securities, complete the details below and forward this form to the stockbroker who acted for you.

Broker:

No. of Securities Sold:

Holder No.:

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

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

GENERAL INFORMATION:

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

ENQUIRIES

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

Security Transfer Australia Pty Ltd

PO Box 52, Collins Street West, VIC, 8007

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email: registrar@securitytransfer.com.au

CHEQUE / MONEY ORDER

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

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

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

Do not forward cash as receipts will not be issued.

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

Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007

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

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

These instructions will need to be with your Stockbroker in sufficient time to sell your Rights. Rights trading commenced on 30 June 2017 and is expected to cease on 12 July 2017.

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

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

INSTRUCTIONS TO YOUR STOCKBROKER

To be completed and sent to your Stockbroker only if you wish to sell the whole or part of your Entitlement.

I/We have accepted	<input type="text"/>	Rights (as per overleaf)
and have attached/ made payment for	<input type="text"/>	being application money at \$0.14 per Right.
PLEASE SELL	<input type="text"/>	Rights

This instruction *has / has not previously been notified to you.

* Please delete as appropriate

DISPOSAL OF YOUR ENTITLEMENT OTHER THAN THROUGH A STOCKBROKER:

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

The Renunciation or Transfer Form must be completed by the offeree as seller and by his/her nominated buyer. The duly completed Renunciation or Transfer Form should then be lodged with the Company's share registry by 5.00pm WST on 19 July 2017 together with this form and application money payable (from the buyer).

PRIVACY STATEMENT

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



AQIRRIA190717



RESIDUAL SECURITIES APPLICATION FORM

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

All Correspondence to:
Security Transfer Australia Pty Ltd
PO Box 52
Collins Street West VIC 8007
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

ALICANTO MINERALS LIMITED

ACN: 149 126 858

BROKER STAMP

Broker Code

Advisor Code

PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM

This application relates to the offer of Fully Paid Ordinary Shares at the price of \$0.14 per Share.

I / We apply for:

 , , shares at AUD \$0.14 per share A \$, , . **Every two New Shares applied for will receive one free attaching New Option exercisable at \$0.28 on or before 28 July 2019****Full Name of Applicant / Company**

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #2

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Joint Applicant #3

Title (e.g.: Dr, Mrs) Given Name(s) or Company Name

Account Designation (for example: THE SMITH SUPERFUND A/C)**Postal Address**

Unit Street Number Street Name or PO BOX

Suburb / Town / City

State

Postcode

Country Name (if not Australia)**CHESS HIN** (where applicable)

X

If an incorrect CHESS HIN has been provided (for example, an incorrect number as registration details do not match those registered) any securities issued will be held on the Issuer Sponsored sub-register.

Tax File Number / Australian Business Number**Tax File Number of Security Holder #2 (Joint Holdings Only)****Contact Name****Contact Number****Email Address**

@

DECLARATION

By lodging this Application Form and a cheque for the application money the applicant hereby:

- (1) Applies for the number of Shares specified in the Residual Securities Application Form or such lesser number as may be allocated by the directors;
- (2) Agrees to be bound by the Constitution of the Company;
- (3) Authorises the directors to complete or amend this Residual Securities Application Form where necessary to correct any errors or omissions;
- (4) Authorises the Company to send the applicant a substituted Residual Securities Application Form (if this Residual Securities Application Form ceases to be current) to the applicant's email address set out in this application.

E & O.E.



This Application Form relates to the Offer of Fully Paid Shares and Options in ALICANTO MINERALS LIMITED.

APPLICATION FORMS

Please complete all parts of the Application Form using BLOCK LETTERS. Use correct forms of registrable name (see below). Applications using the wrong form of name may be rejected. Current CHES participants should complete their name and address in the same format as they are presently registered in the CHES system.

Insert the number of Shares you wish to apply for.

No notice of acceptance of the application will be provided by the Company prior to the allotment of Shares. Applicants agree to be bound upon acceptance by the Company of the application.

Please provide us with a telephone contact number (including the person responsible in the case of an application by a company) so that we can contact you promptly if there is a query in your Application Form. If your Application Form is not completed correctly, it may still be treated as valid. There is no requirement to sign the Application Form. The Company's decision as to whether to treat your application as valid, and how to construe, amend or complete it shall be final.

PAYMENT

All cheques should be made payable to **ALICANTO MINERALS LIMITED** and drawn on an Australian bank and expressed in Australian currency and crossed "Not Negotiable". Cheques or bank drafts drawn on overseas banks in Australian or any foreign currency will NOT be accepted. Any such cheques will be returned and the acceptance deemed to be invalid.

Sufficient cleared funds should be held in your account as your acceptance may be rejected if your cheque is dishonoured. Do not forward cash as receipts will not be issued.

LODGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted to:

ALICANTO MINERALS LIMITED

C/- Security Transfer Australia Pty Ltd

PO Box 52

Collins Street West VIC 8007

OR

Delivered to:

ALICANTO MINERALS LIMITED

C/- Security Transfer Australia Pty Ltd

Suite 913, 530 Little Collins Street

Melbourne, VIC, 3000

Applications must be received by no later than 5:00pm WST on the Closing Date 19 July 2017 which may be changed immediately after the Opening Date at any time and at the discretion of the Company.

CHES HIN/BROKER SPONSORED APPLICANTS

The Company intends to become an Issuer Sponsored participant in the ASX CHES System. This enables a holder to receive a statement of holding rather than a certificate. If you are a CHES participant (or are sponsored by a CHES participant) and you wish to hold shares allotted to you under this Application on the CHES sub-register, enter your CHES HIN. Otherwise, leave this box blank and your Shares will automatically be Issuer Sponsored on allotment.

CORRECT FORM OF REGISTRABLE TITLE

Note that only legal entities are allowed to hold securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to ALICANTO MINERALS LIMITED. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the example of the correct forms of registrable names below:

TYPE OF INVESTOR

Individual

Use given names in full, not initials.

Company

Use the company's full title, not abbreviations.

Joint Holdings

Use full and complete names.

Trusts

Use trustee(s) personal name(s). Do not use the name of the trust.

Deceased Estates

Use the executor(s) personal name(s).

Minor (a person under the age of 18)

Use the name of a responsible adult with an appropriate designation.

Partnerships

Use the partners' personal names. Do not use the name of the partnership.

Superannuation Funds

Use the name of the trustee(s) of the super fund.

CORRECT

Mr John Alfred Smith

ABC Pty Ltd

Mr Peter Robert Williams &
Ms Louise Susan Williams

Mrs Susan Jane Smith
<Sue Smith Family A/C>

Ms Jane Mary Smith &
Mr Frank William Smith
<Estate John Smith A/C>

Mr John Alfred Smith
<Peter Smith A/C>

Mr John Robert Smith &
Mr Michael John Smith
<John Smith and Son A/C>

Jane Smith Pty Ltd
<JSuper Fund A/C>

INCORRECT

J A Smith

ABC P/L or ABC Co

Peter Robert &
Louise S Williams

Sue Smith Family Trust

Estate of Late John Smith
or
John Smith Deceased

Master Peter Smith

John Smith and Son

Jane Smith Pty Ltd
Superannuation Fund

PRIVACY STATEMENT

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