

# **NAMIBIAN COPPER NL**

## **ACN 118 913 232**

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### **ENTITLEMENT ISSUE PROSPECTUS**

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For a pro rata non-renounceable entitlement issue on the basis of one (1) Option for every one (1) Share held by Shareholders at an issue price of \$0.01 per Option, to raise approximately \$738,250 (**Entitlement Issue**).

The Entitlement Issue is conditionally underwritten. Refer to Section 7.2 for details regarding the terms of the Underwriting Agreement.

#### **IMPORTANT NOTICE**

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

The Securities offered by this Prospectus should be considered as speculative.

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## 1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

### TIMETABLE AND IMPORTANT DATES\*

Lodgement of Prospectus with ASIC	9 May 2011
Notice sent to Shareholders	11 May 2011
Ex Date	12 May 2011
Record Date for determining Shareholder entitlements	18 May 2011
Prospectus despatched to Shareholders	23 May 2011
Closing Date of Offer	14 June 2011
Securities quoted on a deferred settlement basis	15 June 2011
Notify ASX of under-subscriptions	17 June 2011
Despatch date	2 July 2011

\* These dates are determined based upon the current expectations of the Directors and may be changed with 6 Business Days prior notice.

### IMPORTANT NOTES

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 9 May 2011 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 5.00pm WST on that date which is 13 months after the date this Prospectus was lodged with the ASIC (**Expiry Date**). No Options will be allotted or issued on the basis of this Prospectus after the Expiry Date.

Applications for Options offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form which accompanies this Prospectus.

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

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

The Offer to New Zealand investors are regulated offers made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the Corporations Regulations 2001. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008.

The Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act sets out how the Offer must be made.

There are differences in how securities are regulated under Australian law.

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

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

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

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

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

As noted in the Prospectus at Section 3.6, the Company will apply to the ASX for quotation of the Options offered under this Prospectus. If quotation is granted, the Options offered under this Prospectus will be able to be traded on the ASX. If you wish to trade the Options through that market, you will have to make arrangements for a participant in that market to sell the Options on your behalf. As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

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

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

## **ELECTRONIC PROSPECTUS**

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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## 2. CORPORATE DIRECTORY

### Directors

Colin Ikin – *Chairman*  
Clan Marlow – *Non Executive Director*  
Robert Timmins – *Non Executive Director*

### Company Secretary

Jay Stephenson

### Registered Office

Unit 6  
34 York Street  
NORTH PERTH WA 6006

Telephone: +61 8 6468 0388

### Principal Place of Business

Unit 6  
34 York Street  
NORTH PERTH WA 6006

### General Enquiries:

Telephone: +61 8 6468 0388  
Facsimile: +61 8 9228 0704

### Underwriters

John Simpson  
Woolstores Developments Pty Ltd  
Bromius Capital Limited  
Gregorach Pty Ltd  
Lloyd Edward-Jones FZE  
Aragum Pty Ltd

### Share Registry\*

Advanced Share Registry Services  
150 Stirling Highway  
NEDLANDS WA 6009

Telephone: +61 8 9389 8033

### Solicitors

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

### Auditor\*

William Buck  
Audit (WA) Pty Ltd  
Level 3  
South Shore Centre  
83 South Perth Esplanade  
SOUTH PERTH WA 6151

\*This party has been included for information purposes only. It has not been involved in the preparation of this Prospectus.

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### **3. DETAILS OF THE OFFER**

#### **3.1 Offer**

By this Prospectus, pursuant to a pro-rata non-renounceable entitlement issue, the Company offers for subscription one (1) new Option for every one (1) Share held by Shareholders held on the Record Date at an issue price of \$0.01 per Option. Fractional entitlements will be rounded up to the nearest whole number.

The Options issued will be exercisable at \$0.20 on or before 30 June 2016.

Based on the capital structure of the Company (and assuming no existing Options are exercised prior to the Record Date), the maximum number of Options to be issued pursuant to the Offer is approximately 73,850,001. The Offer will raise approximately \$738,250. The purpose of the Offer and the use of funds raised are set out in Section 4 of this Prospectus.

Holders of existing Options will not be entitled to participate in the Offer. The Company currently has 9,600,000 Options on issue as at the date of this Prospectus, which Options may be exercised by the Option holder prior to the Record Date in order to participate in the Offer.

#### **3.2 How to Accept the Offer**

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

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in full:
  - (a) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
  - (b) attach your cheque for the amount indicated on that relevant Entitlement and Acceptance Form; or
- (b) if you only wish to accept part of your Entitlement:
  - (c) fill in the number of Securities you wish to accept in the space provided on the Entitlement and Acceptance Form; and
  - (d) attach your cheque for the appropriate application monies (at \$0.01 per Option); or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Namibian Copper NL – Trust Account" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5.00pm WST on the Closing Date.

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

### 3.3 Minimum Subscription

The minimum subscription in respect of the Offer is \$738,500.

### 3.4 Underwriting

The Offer is conditionally underwritten by the Underwriters who have collectively agreed to underwrite 100% of the Options offered pursuant to this Prospectus as follows:

<b>Underwriter</b>	<b>Underwritten Options</b>	<b>Underwritten Amount</b>
John Simpson	22,155,000	\$221,550
Woolstores Developments Pty Ltd	22,155,000	\$221,550
Bromius Capital Limited	7,385,000	\$73,850
Gregorach Pty Ltd	7,385,000	\$73,850
Lloyd Edward-Jones F.Z.E	7,385,000	\$73,850
Aragum Pty Ltd	7,385,000	\$73,850
<b>Total</b>	<b>73,850,000</b>	<b>\$738,500</b>

Please refer to Section 7.2 of this Prospectus for further details of the terms of the underwriting.

### 3.5 Shortfall

Any Entitlement not taken up pursuant to the Offer will form the Shortfall and will be dealt with in accordance with the Underwriting Agreement. Accordingly, Shareholders should not apply for the Shortfall unless directed to do so by the Underwriter.

The offer of any Shortfall Options is a separate offer made pursuant to this Prospectus and will remain open after the Closing Date. The issue price of any Shortfall Options shall be \$0.01 being the price and terms at which the Entitlement has been offered to Shareholders pursuant to this Prospectus.

### 3.6 Australian Securities Exchange Listing

Application for official quotation by ASX of the Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus (or such period as modified by the ASIC), the Company will not issue any Options and will repay all application monies for the Options within the time prescribed under the Corporations Act, without interest.

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

### **3.7 Allotment of Options**

Options issued pursuant to the Offer will be allotted as soon as practicable after the Closing Date. The Company will allot the Options on the basis of a Shareholder's Entitlement. Where the number of Options issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

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

### **3.8 Overseas Shareholders**

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

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

Shareholders resident in New Zealand should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to exercise their Entitlements under the Offer.

### **3.9 Taxation Implications**

The Directors do not consider that it is appropriate to give Applicants advice regarding the taxation consequences of applying for Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Applicants. Potential Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Options offered pursuant to this Prospectus.

### **3.10 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship**

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



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

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

### **3.11 Privacy Act**

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

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

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

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

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#### **4. PURPOSE AND EFFECT OF THE OFFER**

##### **4.1 Purpose of the Offer**

The purpose of the Offer is to raise approximately \$738,500 (before expenses). The proceeds of the Offer, are planned to be used in accordance with the table set out below:

<b>Proceeds of the Offer</b>	<b>\$</b>
Exploration of Namibian Projects	300,000
Working Capital	371,892
Expenses of the Offer	66,608
<b>Total</b>	<b>738,500</b>

##### **Notes:**

1. Refer to Section 7.6 of this Prospectus for further details relating to the estimated expenses of the Offer.

##### **4.2 Effect of the Offer and Pro Forma Consolidated Balance Sheet**

The principal effect of the Offer will be to:

- (a) increase the cash reserves by approximately \$671,892 immediately after completion of the Offer after deducting the estimated expenses of the Offer; and
- (b) increase the number of Options on issue from 9,600,000 to approximately 83,450,001 Options following completion of the Offer.

##### **4.3 Consolidated Balance Sheet**

The audited Balance Sheet as at 31 December 2010 and the unaudited Pro Forma Balance Sheet as at 31 December 2010 shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all Options pursuant to the Offer in this Prospectus are issued.

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

**Consolidated Balance Sheet (audited) and Pro Forma Balance Sheet (unaudited) as  
at 31 December 2010**

	<b>31-Dec-10</b>	<b>31-Dec-10</b>
	<b>Actual</b>	<b>Pro-forma</b>
	<b>\$</b>	<b>\$</b>
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	1,798,406	2,470,298
Trade and other receivables	22,092	22,092
Other	30,000	30,000
<b>TOTAL CURRENT ASSETS</b>	<b>1,850,498</b>	<b>2,522,390</b>
<b>NON-CURRENT ASSETS</b>		
Intangible Assets	1,966,537	1,966,537
Plant and equipment	10,288	10,288
Exploration and evaluation costs	821,256	821,256
<b>TOTAL NON-CURRENT ASSETS</b>	<b>2,798,081</b>	<b>2,798,081</b>
<b>TOTAL ASSETS</b>	<b>4,648,579</b>	<b>5,320,471</b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	41,909	41,909
<b>TOTAL CURRENT LIABILITIES</b>	<b>41,909</b>	<b>41,909</b>
<b>TOTAL LIABILITIES</b>	<b>41,909</b>	<b>41,909</b>
<b>NET ASSETS</b>	<b>4,606,670</b>	<b>5,278,562</b>
<b>EQUITY</b>		
Issued capital	6,019,663	6,691,555
Reserves	-2,010	-2,010
Accumulated Losses	-1,408,434	-1,408,434
Non-controlling interest	-2,549	-2,549
<b>TOTAL EQUITY</b>	<b>4,606,670</b>	<b>5,278,562</b>

#### 4.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out below, assuming that the Offer is fully subscribed.

##### Shares

	<b>Number</b>
Shares on issue at date of Prospectus	73,825,001
Partly paid shares on issue at date of Prospectus <sup>1</sup>	5,000,000
Shares offered pursuant to the Offer	Nil
<b>Total Shares on issue after completion of the Offer</b>	<b>78,825,001</b>

##### Notes:

1. 5,000,000 Shares are partly paid to \$0.001 with \$0.199 unpaid. These Shares may participate in the Offer pro rata in proportion to the amount paid up.

##### Options

	<b>Number</b>
Unlisted options exercisable at \$0.20 on or before 30 September 2012	9,600,000
Options offered pursuant to the Offer	73,850,001
Options to be issued pursuant to the Underwriting Agreement	10,000,000
<b>Total Options on issue after completion of the Offer<sup>1</sup></b>	<b>93,450,001</b>

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## 5. RIGHTS ATTACHING TO OPTIONS AND UNDERLYING SECURITIES

### 5.1 Rights Attaching to Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will expire at 5.00pm (WST) on 30 June 2016 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.20 (**Exercise Price**).
- (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,**(Exercise Notice)**.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 business days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will apply for quotation of the Options on ASX.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 business days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

## **5.2 Rights Attaching to Shares (being the underlying securities)**

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

The rights, privileges and restrictions attaching to Shares can be summarised as follows:

### **(a) Notice of Meetings**

Each Shareholder is entitled to receive notice of general meetings of the Company. Except in certain circumstances, Shareholders are entitled to be present in person, or by proxy, attorney or representative to speak or to vote at general meetings of the Company or to join in demanding a poll. Shareholders may requisition general meetings in accordance with the Corporations Act.

### **(b) Voting**

At a general meeting, on a show of hands, every person present who is either a member, a proxy, an attorney or a representative of a Shareholder has one vote. At the taking of a poll, every Shareholder present in person or by proxy, attorney or representative has one vote for each Share held.

### **(c) Dividends**

The Directors may from time to time authorise and pay dividends out of the profits of the Company. Dividends are payable in proportion to the number of Shares held by Shareholders.

### **(d) Winding Up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders the whole or any part of the property of the Company. The liquidator may also, with the sanction of a special resolution, vest the whole or any part of the property in a trustee on trust for Shareholders.

### **(e) Transfer of Shares**

A Shareholder may transfer Shares by a written transfer or by a transfer effected under a computerised or electronic system recognised by the Listing Rules or by the Corporations Act. The Directors may refuse to register a transfer of Shares where the Listing Rules permit the Company to do so. On any refusal to register a transfer of Shares, the Company must give written notice to the transferee and the reasons for the refusal.

### **(f) Allotment of Shares**

The Directors may, subject to the Constitution, allot new Shares with such terms and conditions as they think fit.

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## **6. RISK FACTORS**

Applicants should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares. Potential Applicants should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Options.

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

### **6.1 Risks associated with operating in Namibia**

The Company's Ongombo project is located in Namibia. The Company will be subject to the risks associated with operating in Namibia. Such risks can include economic, social or political change, changes of law affecting foreign ownership, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations.

Changes to Namibian mining or investment policies and legislation or a shift in political attitude may adversely affect the Company's operations and profitability.

### **6.2 Operating risks**

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- (a) adverse geological conditions;
- (b) limitations on activities due to seasonal weather patterns and cyclone activity;
- (c) unanticipated operational and technical difficulties encountered in geophysical surveys, drilling and production activities;
- (d) mechanical failure of operating plant and equipment;
- (e) industrial and environmental accidents, industrial disputes and other force majeure events;
- (f) unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;
- (g) unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment; and
- (h) inability to obtain necessary consents or approvals.

### **6.3 Environmental risks and regulations**

The Company's projects are subject to laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by the Company's activities will be rehabilitated as required by the conditions attaching to the Tenements.

#### **6.4 Economic risks**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

#### **6.5 Market conditions**

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

#### **6.6 Security investments**

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

#### **6.7 Legislative changes, Government policy and approvals**

Changes in government regulations and policies may adversely affect the financial performance of the Company. For example, any increased rentals under the relevant mining legislation governing its projects may impact on the Company's actual financial statements. The Company's capacity to explore and mine, in particular the Company's ability to explore and mine any reserves, may be affected by changes in government policy, which are beyond the control of the Company.

#### **6.8 Future capital requirements**

The Company's ongoing activities will require substantial expenditures. There can be no guarantee that the funds raised through the Offer, will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to continue to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer, there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional fundraising on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.



The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

## **6.9 Reliance on key personnel and employees**

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management, technical, sales and marketing personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

An investment in the Company is not risk free and prospective new investors should consider the risk factors described below, together with information contained elsewhere in the Prospectus, before deciding whether to apply for Options.

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

## **6.10 Competition**

The Company's current and future potential competitors include companies with substantially greater resources to develop similar and competing products. There is no assurance that competitors will not succeed in developing services and products that have higher customer appeal.

## **6.11 International Operations**

International sales and operations are subject to a number of risks, including:

- potential difficulties in enforcing agreements and collecting receivables through foreign local systems;
- potential difficulties in protecting intellectual property;
- increases in costs for transportation and shipping; and
- restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

Any of these factors could materially and adversely affect the Company's business, results of operations and financial condition.

## **6.12 Foreign Exchange**

In the future a proportion of the Company's revenues, cash inflows, other expenses, capital expenditure and commitments may be denominated in foreign currencies including Namibian Dollars and United States Dollars.

To comply with Australian reporting requirements the income, expenditure and cash flows of the Company will need to be accounted for in Australian dollars. This will result in the income, expenditure and cash flows of the Company being exposed to the fluctuations and volatility of the rate of exchange between

other currencies and the Australian dollar, as determined in international markets.

Furthermore, the Company has decided to not put in place any hedges in relation to foreign exchange. This may result in the Company being exposed to exchange rate risk, which may have an adverse impact on the profitability and/or financial position of the Company.

### **6.13 General risks**

The value of the Company's Securities are affected by a number of general factors which are beyond the control of the Company and its Directors.

Factors such as inflation, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs, commodity prices, local and international economic conditions and general investor sentiment.

The Company's share price can be afflicted by these factors which are beyond the control of the Directors.

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## 7. ADDITIONAL INFORMATION

### 7.1 Continuous Disclosure Obligations

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

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

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

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the financial statements of the Company for the financial year ended 30 June 2010 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
  - (ii) any half year financial statements of the Company lodged with ASIC since the lodgement of the last financial statements for the

year ended 30 June 2010 lodged with ASIC before the issue of this Prospectus; and

- (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in Section 674(1) of the Corporations Act.

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

The Company has lodged the following announcements with ASX since the lodgement of the 2010 audited financial statements:

<b>Date</b>	<b>Description of Announcement</b>
29/04/2011	Quarterly Activities Report
29/04/2011	Quarterly Cashflow Report
30/03/2011	Option Issue
16/03/2011	Half Year Accounts
28/02/2011	Appendix 3B
31/01/2011	Quarterly Activities Report
28/01/2011	Quarterly Cashflow Report
23/12/2010	Securities Trading Policy
02/12/2010	Clarification of Approval of Shares and Options at AGM
22/11/2010	Results of Meeting
18/11/2010	Option to Purchase Nickel Tenements Update
16/11/2010	Trading Halt
28/10/2010	Quarterly Activities Report
28/10/2010	Quarterly Cashflow Report
27/10/2010	Option to Purchase Nickel Tenements in Guatemala
26/10/2010	Trading Halt

22/10/2010	Notice of Annual General Meeting/Proxy Form - Amended
22/10/2010	Notice of Annual General Meeting/Proxy Form
15/10/2010	Cleansing Notice
15/10/2010	Appendix 3B
04/10/2010	Ceasing to be a substantial holder

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

## 7.2 Material Contracts

The following are summaries of the significant terms of the material agreements which relate to the business of the Company.

### 7.2.2 Underwriting Agreement

On 29 April 2011, the Company entered into an underwriting agreement with the following parties to underwrite the corresponding number of Options offered under the Issue (collectively representing 100% of the Options offered pursuant to the Issue):

Underwriter	Underwritten Options	Underwritten Amount
John Simpson	22,155,000	\$221,550
Woolstores Developments Pty Ltd	22,155,000	\$221,550
Bromius Capital Limited	7,385,000	\$73,850
Gregorach Pty Ltd	7,385,000	\$73,850
Lloyd Edward-Jones F.Z.E	7,385,000	\$73,850
Aragum Pty Ltd	7,385,000	\$73,850
<b>Total</b>	<b>73,850,000</b>	<b>\$738,500</b>

Pursuant to the Underwriting Agreement, the Company has agreed to:

- (a) pay each Underwriter an underwriting fee of 4% of the value of the Options underwritten by that Underwriter; and
- (b) issue 10,000,000 Options (**Underwriter Options**) to the Underwriters collectively, to be apportioned amongst the Underwriters as the

Underwriters determine, subject at all times to the requirements of the Corporations Act and the ASX Listing Rules.

It is noted that Woolstores Developments Pty Ltd is an entity associated with Mr Colin Ikin, a director of the Company. Accordingly, Woolstores Developments Pty Ltd is a related party of the Company, and will not be entitled to receive any of the Underwriter Options unless Shareholder approval is first obtained pursuant to the ASX Listing Rules for the issue of Underwriter Options to Woolstores Developments Pty Ltd.

The Agreement is conditional upon:

- (a) each Underwriter being satisfied with the due diligence program and results in respect of the Company and the Issue;
- (b) each Underwriter being satisfied with the form of this Prospectus and having given its consent to be named in this Prospectus; and
- (c) this Prospectus being lodged with the ASIC.

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

- (d) **(Indices fall)**: the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 10% or more below its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement;
- (e) **(Prospectus)**: the Company does not lodge the Prospectus on the agreed lodgement date or the Prospectus or the Offer is withdrawn by the Company;
- (f) **(No Listing Approval)**: the Company fails to lodge an Appendix 3B in relation to the underwritten Options with ASX within 7 days of the lodgement date;
- (g) **(Supplementary prospectus)**:
  - (i) the Underwriters form the view on reasonable grounds that a supplementary prospectus should be lodged with ASIC for any of the reasons referred to in Section 719 of the Corporations Act and the Company fails to lodge a supplementary prospectus in such form and content and within such time as the Underwriters may reasonably require; or
  - (ii) the Company lodges a supplementary prospectus without the prior written agreement of the Underwriters;
- (h) **(Non-compliance with disclosure requirements)**: it transpires that this Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to the underwritten Options;

- (i) **(Restriction on allotment):** the Company is prevented from allotting the underwritten Options within the time required by the Underwriting Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;
- (j) **(Withdrawal of consent to Prospectus):** any person (other than the Underwriters) who has previously consented to the inclusion of its, his or her name in this Prospectus or to be named in this Prospectus, withdraws that consent;
- (k) **(ASIC application):** an application is made by ASIC for an order under Section 1324B or any other provision of the Corporations Act in relation to this Prospectus, the Shortfall Notice Deadline Date has arrived, and that application has not been dismissed or withdrawn;
- (l) **(ASIC hearing):** ASIC gives notice of its intention to hold a hearing under Section 739 of the Corporations Act in relation to this Prospectus to determine if it should make a stop order in relation to this Prospectus or ASIC makes an interim or final stop order in relation to this Prospectus under Section 739 of the Corporations Act;
- (m) **(Takeovers Panel):** the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel;
- (n) **(Authorisation):** any authorisation which is material to anything referred to in this Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriters;
- (o) **(Indictable offence):** a director or senior manager of a the Company or a subsidiary of the Company is charged with an indictable offence;
- (p) **(Termination Events):** any of the following events occur and have a material adverse affect on the Company or the Issue:
  - (i) **(Hostilities):** there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China, Israel or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
  - (ii) **(Default):** default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking;
  - (iii) **(Incorrect or untrue representation):** any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect;
  - (iv) **(Contravention of constitution or Act):** a contravention by the Company or a subsidiary of the Company of any provision of its

constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;

- (v) (**Adverse change**): an event occurs which gives rise to a material adverse effect 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 a subsidiary of the Company including, without limitation, if any forecast in this Prospectus becomes incapable of being met or in the Underwriters' reasonable opinion, unlikely to be met in the projected time;
- (vi) (**Error in Due Diligence Results**): it transpires that any of the due diligence results or any part of the verification material relating to the Company or the Issue was false, misleading or deceptive or that there was an omission from them;
- (vii) (**Significant change**): a "new circumstance" as referred to in Section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor;
- (viii) (**Public statements**): without the prior approval of the Underwriters a public statement is made by the Company in relation to the Offer, the Issue or this Prospectus;
- (ix) (**Misleading information**): any information supplied at any time by the Company or any person on its behalf to the Underwriters in respect of any aspect of the Offer or the Issue or the affairs of the Company or a subsidiary of the Company is or becomes misleading or deceptive or likely to mislead or deceive;
- (x) (**Change in Act or policy**): there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy;
- (xi) (**Prescribed Occurrence**): a prescribed occurrence (as defined in the Underwriting Agreement)\_ occurs, other than as disclosed in this Prospectus;
- (xii) (**Suspension of debt payments**): the Company suspends payment of its debts generally;
- (xiii) (**Event of Insolvency**): an event of insolvency occurs in respect of a the Company or a subsidiary of the Company;
- (xiv) (**Judgment against a Relevant Company**): a judgment in an amount exceeding \$100,000.00 is obtained against the Company or a subsidiary of the Company and is not set aside or satisfied within 14 days;
- (xv) (**Litigation**): litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against the Company or a subsidiary of the



Company, other than any claims foreshadowed in this Prospectus;

- (xvi) **(Change in shareholdings)**: there is a material change in the major or controlling shareholdings of the Company or a subsidiary of the Company or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company or a subsidiary of the Company;
- (xvii) **(Timetable)**: there is a delay in any specified date in the timetable for the Offer which is greater than 10 business days;
- (xviii) **(Force Majeure)**: a force majeure event affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of 14 days occurs;
- (xix) **(Certain resolutions passed)**: the Company or a subsidiary of the Company passes or takes any steps to pass a resolution under Section 254N, Section 257A or Section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriters;
- (xx) **(Capital Structure)**: the Company or a subsidiary of the Company alters its capital structure in any manner not contemplated by this Prospectus;
- (xxi) **(Breach of Material Contracts)**: any of the Company's material contracts is terminated or substantially modified; or
- (xxii) **(Investigation)**: any person is appointed under any legislation in respect of companies to investigate the affairs of a the Company or a subsidiary of the Company.

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

### 7.3 Directors' interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or Offer pursuant to this Prospectus.

Directors' interests in securities of the Company at the date of this Prospectus are:

<b>Name<sup>1</sup></b>	<b>Shares</b>	<b>Options</b>	<b>Entitlement (Options)</b>	<b>Current Remuneration (\$)</b>
Colin Ikin	7,000,000	-	7,000,000	Nil
Alan Marlow	7,000,000	-	7,000,000	Nil
Robert Timmins	7,000,000	-	7,000,000	Nil

**Notes:**

1. Each of the Directors has indicated that it is their present intention to subscribe for their full Entitlement under the Offer.

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

The Company paid to the Directors a total of \$104,927 the year ended 30 June 2010 and \$13,125 for the year ended 30 June 2009. The Directors have been paid fees from the end of the previous financial year until the date of this Prospectus. Total fees paid to Directors are detailed in the table below:

<b>Name</b>	<b>Year ended 30 June 2010</b>	<b>Year ended 30 June 2009</b>	<b>1 July 2010 to lodgement date</b>
Colin Ikin	-	-	-
Alan Marlow	59,223	13,125	32,507
Robert Timmins	45,704	-	17,438

Directors, companies associated with the directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

**7.4 Interests and Consents of Experts and Advisers**

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, 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 with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

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

- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of securities pursuant to this Prospectus; or
- (c) the Offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, underwriter, 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 this Prospectus, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer pursuant to this Prospectus.

Pursuant to Section 716 of the Corporations Act, each Underwriter has given, and has not withdrawn, its consent to being named as Underwriter to the Offer in the Corporate Directory of this Prospectus in the form and context in which it is named. The Underwriters have not caused or authorised the issue of this Prospectus, do not make or purport to make any statement in this Prospectus and take no responsibility for any part of this Prospectus.

Each Underwriter will be paid an underwriting fee of 4% of the amount underwritten by that Underwriter. The Company will also issue 10,000,000 Options to the Underwriters collectively, to be apportioned amongst the Underwriters as they determine. In the past two years, there have been no fees paid to Underwriters by the Company.

Pursuant to Section 716 of the Corporations Act, Steinepreis Paganin has given, and has not withdrawn, its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Steinepreis Paganin has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Steinepreis Paganin act as solicitors to the Company. Steinepreis Paganin will be paid approximately \$15,000 for services in relation to this Prospectus. In the past two years, Steinepreis Paganin has been paid fees totalling \$21,000 by the Company.

## **7.5 Legal Proceedings**

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

## **7.6 Estimated Expenses of Offer**

In the event that the Offer is fully subscribed, the estimated expenses of the Offer are as follows:

	<b>\$</b>
ASIC fees	2,068
ASX fees	15,000
Underwriting fees	29,540
Legal expenses	15,000
Printing and other expenses	5,000
<b>Total</b>	<b>66,608</b>

## **7.7 Market Price of Shares**

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

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

Highest: \$0.24 on 5 August 2010

Lowest: \$0.11 on 24 December 2010

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.13 on 6 May 2011.

## **7.8 Electronic Prospectus**

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the application form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

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

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**8. AUTHORITY OF DIRECTORS**

**8.1 Directors' Consent**

Each of the Directors of Namibian Copper NL has consented to the lodgement of this Prospectus with the ASIC in accordance with Section 720 of the Corporations Act

Dated the 9th day of May 2011.

A handwritten signature in black ink, appearing to read 'Colin Ikin', is positioned above the printed name and title.

**Colin Ikin  
NAMIBIAN COPPER NL  
Chairman**

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## 9. DEFINITIONS

**Applicant** means a Shareholder or Underwriter or other party instructed by the Underwriter who applies for Options pursuant to the Offer.

**ASIC** means the Australian Securities and Investments Commission.

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

**ASX** means the ASX Limited (ACN 008 624 691).

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

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Closing Date** means the closing date of the Offer, being 5.00pm (WST) on the date specified in Section 1 of this Prospectus (unless extended).

**Company** means Namibian Copper NL (ACN 118 913 232).

**Constitution** means the Company's Constitution as at the date of this Prospectus.

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

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

**Dollar** or "\$" means Australian dollars.

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

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

**Issue** means the issue of Options offered by this Prospectus.

**Listing Rules** or **ASX Listing Rules** means the Listing Rules of the ASX.

**Offer** means the offer pursuant to the Prospectus on the basis of one (1) Option for every one (1) Share held by a Shareholder on the Record Date at an issue price of \$0.01 per Option, to raise approximately \$738,250.

**Official List** means the official list of ASX.

**Option** means an option to acquire a Share.

**Prospectus** means this prospectus.

**Quotation** and **Official Quotation** means official quotation on ASX.

**Record Date** means 5.00pm (WST) on the date specified in Section 1 of this Prospectus.

**Related Corporation** has the meaning given to that term in the Corporations Act.

**Securities** means Shares and Options.

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

**Shareholder** means a shareholder of the Company.

**Shortfall Options** means those Options under the Offer not applied for by Shareholders under their Entitlement.

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

**Shortfall Offer** means the offer of Shortfall Options as described in Section 3.5 of this Prospectus.

**Underwriters** means John Simpson, Woolstores Developments Pty Ltd, Bromius Capital Limited, Gregorach Pty Ltd Lloyd Edward-Jones F.Z.E and Aragum Pty Ltd, and **Underwriter** means any one of them.

**WST** means Western Standard Time.

# **NAMIBIAN COPPER NL**

## **ACN 118 913 232**

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### **ENTITLEMENT ISSUE PROSPECTUS**

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For a pro rata non-renounceable entitlement issue on the basis of one (1) Option for every one (1) Share held by Shareholders at an issue price of \$0.01 per Option, to raise approximately \$738,250 (**Entitlement Issue**).

The Entitlement Issue is conditionally underwritten. Refer to Section 7.2 for details regarding the terms of the Underwriting Agreement.

#### **IMPORTANT NOTICE**

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

The Securities offered by this Prospectus should be considered as speculative.



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## 1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

### TIMETABLE AND IMPORTANT DATES\*

Lodgement of Prospectus with ASIC	9 May 2011
Notice sent to Shareholders	11 May 2011
Ex Date	12 May 2011
Record Date for determining Shareholder entitlements	18 May 2011
Prospectus despatched to Shareholders	23 May 2011
Closing Date of Offer	14 June 2011
Securities quoted on a deferred settlement basis	15 June 2011
Notify ASX of under-subscriptions	17 June 2011
Despatch date	2 July 2011

\* These dates are determined based upon the current expectations of the Directors and may be changed with 6 Business Days prior notice.

### IMPORTANT NOTES

Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisors.

This Prospectus is dated 9 May 2011 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 5.00pm WST on that date which is 13 months after the date this Prospectus was lodged with the ASIC (**Expiry Date**). No Options will be allotted or issued on the basis of this Prospectus after the Expiry Date.

Applications for Options offered pursuant to this Prospectus can only be submitted on an original Entitlement and Acceptance Form which accompanies this Prospectus.

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

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

The Offer to New Zealand investors are regulated offers made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and the Corporations Regulations 2001. In New Zealand, this is Part 5 of the Securities Act 1978 and the Securities (Mutual Recognition of Securities Offerings – Australia) Regulations 2008.

The Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act sets out how the Offer must be made.

There are differences in how securities are regulated under Australian law.

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

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

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

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

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

As noted in the Prospectus at Section 3.6, the Company will apply to the ASX for quotation of the Options offered under this Prospectus. If quotation is granted, the Options offered under this Prospectus will be able to be traded on the ASX. If you wish to trade the Options through that market, you will have to make arrangements for a participant in that market to sell the Options on your behalf. As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

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

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

## **ELECTRONIC PROSPECTUS**

Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company.

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## 2. CORPORATE DIRECTORY

### Directors

Colin Ikin – *Chairman*  
Clan Marlow – *Non Executive Director*  
Robert Timmins – *Non Executive Director*

### Company Secretary

Jay Stephenson

### Registered Office

Unit 6  
34 York Street  
NORTH PERTH WA 6006

Telephone: +61 8 6468 0388

### Principal Place of Business

Unit 6  
34 York Street  
NORTH PERTH WA 6006

### General Enquiries:

Telephone: +61 8 6468 0388  
Facsimile: +61 8 9228 0704

### Underwriters

John Simpson  
Woolstores Developments Pty Ltd  
Bromius Capital Limited  
Gregorach Pty Ltd  
Lloyd Edward-Jones FZE  
Aragum Pty Ltd

### Share Registry\*

Advanced Share Registry Services  
150 Stirling Highway  
NEDLANDS WA 6009

Telephone: +61 8 9389 8033

### Solicitors

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

### Auditor\*

William Buck  
Audit (WA) Pty Ltd  
Level 3  
South Shore Centre  
83 South Perth Esplanade  
SOUTH PERTH WA 6151

\*This party has been included for information purposes only. It has not been involved in the preparation of this Prospectus.

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### **3. DETAILS OF THE OFFER**

#### **3.1 Offer**

By this Prospectus, pursuant to a pro-rata non-renounceable entitlement issue, the Company offers for subscription one (1) new Option for every one (1) Share held by Shareholders held on the Record Date at an issue price of \$0.01 per Option. Fractional entitlements will be rounded up to the nearest whole number.

The Options issued will be exercisable at \$0.20 on or before 30 June 2016.

Based on the capital structure of the Company (and assuming no existing Options are exercised prior to the Record Date), the maximum number of Options to be issued pursuant to the Offer is approximately 73,850,001. The Offer will raise approximately \$738,250. The purpose of the Offer and the use of funds raised are set out in Section 4 of this Prospectus.

Holders of existing Options will not be entitled to participate in the Offer. The Company currently has 9,600,000 Options on issue as at the date of this Prospectus, which Options may be exercised by the Option holder prior to the Record Date in order to participate in the Offer.

#### **3.2 How to Accept the Offer**

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

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement in full:
  - (a) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and
  - (b) attach your cheque for the amount indicated on that relevant Entitlement and Acceptance Form; or
- (b) if you only wish to accept part of your Entitlement:
  - (c) fill in the number of Securities you wish to accept in the space provided on the Entitlement and Acceptance Form; and
  - (d) attach your cheque for the appropriate application monies (at \$0.01 per Option); or
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Namibian Copper NL – Trust Account" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry no later than 5.00pm WST on the Closing Date.

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

### 3.3 Minimum Subscription

The minimum subscription in respect of the Offer is \$738,500.

### 3.4 Underwriting

The Offer is conditionally underwritten by the Underwriters who have collectively agreed to underwrite 100% of the Options offered pursuant to this Prospectus as follows:

<b>Underwriter</b>	<b>Underwritten Options</b>	<b>Underwritten Amount</b>
John Simpson	22,155,000	\$221,550
Woolstores Developments Pty Ltd	22,155,000	\$221,550
Bromius Capital Limited	7,385,000	\$73,850
Gregorach Pty Ltd	7,385,000	\$73,850
Lloyd Edward-Jones F.Z.E	7,385,000	\$73,850
Aragum Pty Ltd	7,385,000	\$73,850
<b>Total</b>	<b>73,850,000</b>	<b>\$738,500</b>

Please refer to Section 7.2 of this Prospectus for further details of the terms of the underwriting.

### 3.5 Shortfall

Any Entitlement not taken up pursuant to the Offer will form the Shortfall and will be dealt with in accordance with the Underwriting Agreement. Accordingly, Shareholders should not apply for the Shortfall unless directed to do so by the Underwriter.

The offer of any Shortfall Options is a separate offer made pursuant to this Prospectus and will remain open after the Closing Date. The issue price of any Shortfall Options shall be \$0.01 being the price and terms at which the Entitlement has been offered to Shareholders pursuant to this Prospectus.

### 3.6 Australian Securities Exchange Listing

Application for official quotation by ASX of the Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If approval is not obtained from ASX before the expiration of 3 months after the date of issue of the Prospectus (or such period as modified by the ASIC), the Company will not issue any Options and will repay all application monies for the Options within the time prescribed under the Corporations Act, without interest.

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

### **3.7 Allotment of Options**

Options issued pursuant to the Offer will be allotted as soon as practicable after the Closing Date. The Company will allot the Options on the basis of a Shareholder's Entitlement. Where the number of Options issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the applicant as soon as practicable after the Closing Date.

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

### **3.8 Overseas Shareholders**

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

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

Shareholders resident in New Zealand should consult their professional advisors as to whether any government or other consents are required, or other formalities need to be observed, to enable them to exercise their Entitlements under the Offer.

### **3.9 Taxation Implications**

The Directors do not consider that it is appropriate to give Applicants advice regarding the taxation consequences of applying for Options under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation consequences. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Applicants. Potential Applicants should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Options offered pursuant to this Prospectus.

### **3.10 Clearing House Electronic Sub-Register System (CHESS) and Issuer Sponsorship**

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

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

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

### **3.11 Privacy Act**

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

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

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

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



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#### **4. PURPOSE AND EFFECT OF THE OFFER**

##### **4.1 Purpose of the Offer**

The purpose of the Offer is to raise approximately \$738,500 (before expenses). The proceeds of the Offer, are planned to be used in accordance with the table set out below:

<b>Proceeds of the Offer</b>	<b>\$</b>
Exploration of Namibian Projects	300,000
Working Capital	371,892
Expenses of the Offer	66,608
<b>Total</b>	<b>738,500</b>

##### **Notes:**

1. Refer to Section 7.6 of this Prospectus for further details relating to the estimated expenses of the Offer.

##### **4.2 Effect of the Offer and Pro Forma Consolidated Balance Sheet**

The principal effect of the Offer will be to:

- (a) increase the cash reserves by approximately \$671,892 immediately after completion of the Offer after deducting the estimated expenses of the Offer; and
- (b) increase the number of Options on issue from 9,600,000 to approximately 83,450,001 Options following completion of the Offer.

##### **4.3 Consolidated Balance Sheet**

The audited Balance Sheet as at 31 December 2010 and the unaudited Pro Forma Balance Sheet as at 31 December 2010 shown on the following page have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position. They have been prepared on the assumption that all Options pursuant to the Offer in this Prospectus are issued.

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

**Consolidated Balance Sheet (audited) and Pro Forma Balance Sheet (unaudited) as  
at 31 December 2010**

	<b>31-Dec-10</b>	<b>31-Dec-10</b>
	<b>Actual</b>	<b>Pro-forma</b>
	<b>\$</b>	<b>\$</b>
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	1,798,406	2,470,298
Trade and other receivables	22,092	22,092
Other	30,000	30,000
<b>TOTAL CURRENT ASSETS</b>	<b>1,850,498</b>	<b>2,522,390</b>
<b>NON-CURRENT ASSETS</b>		
Intangible Assets	1,966,537	1,966,537
Plant and equipment	10,288	10,288
Exploration and evaluation costs	821,256	821,256
<b>TOTAL NON-CURRENT ASSETS</b>	<b>2,798,081</b>	<b>2,798,081</b>
<b>TOTAL ASSETS</b>	<b>4,648,579</b>	<b>5,320,471</b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	41,909	41,909
<b>TOTAL CURRENT LIABILITIES</b>	<b>41,909</b>	<b>41,909</b>
<b>TOTAL LIABILITIES</b>	<b>41,909</b>	<b>41,909</b>
<b>NET ASSETS</b>	<b>4,606,670</b>	<b>5,278,562</b>
<b>EQUITY</b>		
Issued capital	6,019,663	6,691,555
Reserves	-2,010	-2,010
Accumulated Losses	-1,408,434	-1,408,434
Non-controlling interest	-2,549	-2,549
<b>TOTAL EQUITY</b>	<b>4,606,670</b>	<b>5,278,562</b>

#### 4.4 Effect on Capital Structure

A comparative table of changes in the capital structure of the Company as a consequence of the Offer is set out below, assuming that the Offer is fully subscribed.

##### Shares

	<b>Number</b>
Shares on issue at date of Prospectus	73,825,001
Partly paid shares on issue at date of Prospectus <sup>1</sup>	5,000,000
Shares offered pursuant to the Offer	Nil
<b>Total Shares on issue after completion of the Offer</b>	<b>78,825,001</b>

##### Notes:

1. 5,000,000 Shares are partly paid to \$0.001 with \$0.199 unpaid. These Shares may participate in the Offer pro rata in proportion to the amount paid up.

##### Options

	<b>Number</b>
Unlisted options exercisable at \$0.20 on or before 30 September 2012	9,600,000
Options offered pursuant to the Offer	73,850,001
Options to be issued pursuant to the Underwriting Agreement	10,000,000
<b>Total Options on issue after completion of the Offer<sup>1</sup></b>	<b>93,450,001</b>

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## 5. RIGHTS ATTACHING TO OPTIONS AND UNDERLYING SECURITIES

### 5.1 Rights Attaching to Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share. To obtain the right given by each Option, the Optionholder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will expire at 5.00pm (WST) on 30 June 2016 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.20 (**Exercise Price**).
- (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
  - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,**(Exercise Notice)**.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 business days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will apply for quotation of the Options on ASX.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 7 business days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

## **5.2 Rights Attaching to Shares (being the underlying securities)**

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

The rights, privileges and restrictions attaching to Shares can be summarised as follows:

### **(a) Notice of Meetings**

Each Shareholder is entitled to receive notice of general meetings of the Company. Except in certain circumstances, Shareholders are entitled to be present in person, or by proxy, attorney or representative to speak or to vote at general meetings of the Company or to join in demanding a poll. Shareholders may requisition general meetings in accordance with the Corporations Act.

### **(b) Voting**

At a general meeting, on a show of hands, every person present who is either a member, a proxy, an attorney or a representative of a Shareholder has one vote. At the taking of a poll, every Shareholder present in person or by proxy, attorney or representative has one vote for each Share held.

### **(c) Dividends**

The Directors may from time to time authorise and pay dividends out of the profits of the Company. Dividends are payable in proportion to the number of Shares held by Shareholders.

### **(d) Winding Up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders the whole or any part of the property of the Company. The liquidator may also, with the sanction of a special resolution, vest the whole or any part of the property in a trustee on trust for Shareholders.

### **(e) Transfer of Shares**

A Shareholder may transfer Shares by a written transfer or by a transfer effected under a computerised or electronic system recognised by the Listing Rules or by the Corporations Act. The Directors may refuse to register a transfer of Shares where the Listing Rules permit the Company to do so. On any refusal to register a transfer of Shares, the Company must give written notice to the transferee and the reasons for the refusal.

### **(f) Allotment of Shares**

The Directors may, subject to the Constitution, allot new Shares with such terms and conditions as they think fit.

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## **6. RISK FACTORS**

Applicants should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares. Potential Applicants should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Options.

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

### **6.1 Risks associated with operating in Namibia**

The Company's Ongombo project is located in Namibia. The Company will be subject to the risks associated with operating in Namibia. Such risks can include economic, social or political change, changes of law affecting foreign ownership, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations.

Changes to Namibian mining or investment policies and legislation or a shift in political attitude may adversely affect the Company's operations and profitability.

### **6.2 Operating risks**

The current and future operations of the Company, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- (a) adverse geological conditions;
- (b) limitations on activities due to seasonal weather patterns and cyclone activity;
- (c) unanticipated operational and technical difficulties encountered in geophysical surveys, drilling and production activities;
- (d) mechanical failure of operating plant and equipment;
- (e) industrial and environmental accidents, industrial disputes and other force majeure events;
- (f) unavailability of aircraft or drilling equipment to undertake airborne electromagnetic and other geological and geophysical investigations;
- (g) unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment; and
- (h) inability to obtain necessary consents or approvals.

### **6.3 Environmental risks and regulations**

The Company's projects are subject to laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by the Company's activities will be rehabilitated as required by the conditions attaching to the Tenements.

#### **6.4 Economic risks**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

#### **6.5 Market conditions**

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

#### **6.6 Security investments**

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

Exploration in itself is a speculative endeavour, while mining operations can be hampered by force majeure circumstances and cost overruns for unforeseen events.

#### **6.7 Legislative changes, Government policy and approvals**

Changes in government regulations and policies may adversely affect the financial performance of the Company. For example, any increased rentals under the relevant mining legislation governing its projects may impact on the Company's actual financial statements. The Company's capacity to explore and mine, in particular the Company's ability to explore and mine any reserves, may be affected by changes in government policy, which are beyond the control of the Company.

#### **6.8 Future capital requirements**

The Company's ongoing activities will require substantial expenditures. There can be no guarantee that the funds raised through the Offer, will be sufficient to successfully achieve all the objectives of the Company's overall business strategy. If the Company is unable to continue to use debt or equity to fund expansion after the substantial exhaustion of the net proceeds of the Offer, there can be no assurances that the Company will have sufficient capital resources for that purpose, or other purposes, or that it will be able to obtain additional fundraising on terms acceptable to the Company or at all. Any additional equity financing may be dilutive to shareholders and any debt financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

## **6.9 Reliance on key personnel and employees**

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management, technical, sales and marketing personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

An investment in the Company is not risk free and prospective new investors should consider the risk factors described below, together with information contained elsewhere in the Prospectus, before deciding whether to apply for Options.

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

## **6.10 Competition**

The Company's current and future potential competitors include companies with substantially greater resources to develop similar and competing products. There is no assurance that competitors will not succeed in developing services and products that have higher customer appeal.

## **6.11 International Operations**

International sales and operations are subject to a number of risks, including:

- potential difficulties in enforcing agreements and collecting receivables through foreign local systems;
- potential difficulties in protecting intellectual property;
- increases in costs for transportation and shipping; and
- restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.

Any of these factors could materially and adversely affect the Company's business, results of operations and financial condition.

## **6.12 Foreign Exchange**

In the future a proportion of the Company's revenues, cash inflows, other expenses, capital expenditure and commitments may be denominated in foreign currencies including Namibian Dollars and United States Dollars.

To comply with Australian reporting requirements the income, expenditure and cash flows of the Company will need to be accounted for in Australian dollars. This will result in the income, expenditure and cash flows of the Company being exposed to the fluctuations and volatility of the rate of exchange between



other currencies and the Australian dollar, as determined in international markets.

Furthermore, the Company has decided to not put in place any hedges in relation to foreign exchange. This may result in the Company being exposed to exchange rate risk, which may have an adverse impact on the profitability and/or financial position of the Company.

### **6.13 General risks**

The value of the Company's Securities are affected by a number of general factors which are beyond the control of the Company and its Directors.

Factors such as inflation, currency fluctuation, interest rates, supply and demand and industrial disruption have an impact on operating costs, commodity prices, local and international economic conditions and general investor sentiment.

The Company's share price can be afflicted by these factors which are beyond the control of the Directors.

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## 7. ADDITIONAL INFORMATION

### 7.1 Continuous Disclosure Obligations

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

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

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

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the financial statements of the Company for the financial year ended 30 June 2010 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
  - (ii) any half year financial statements of the Company lodged with ASIC since the lodgement of the last financial statements for the

year ended 30 June 2010 lodged with ASIC before the issue of this Prospectus; and

- (iii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the Listing Rules as referred to in Section 674(1) of the Corporations Act.

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

The Company has lodged the following announcements with ASX since the lodgement of the 2010 audited financial statements:

<b>Date</b>	<b>Description of Announcement</b>
29/04/2011	Quarterly Activities Report
29/04/2011	Quarterly Cashflow Report
30/03/2011	Option Issue
16/03/2011	Half Year Accounts
28/02/2011	Appendix 3B
31/01/2011	Quarterly Activities Report
28/01/2011	Quarterly Cashflow Report
23/12/2010	Securities Trading Policy
02/12/2010	Clarification of Approval of Shares and Options at AGM
22/11/2010	Results of Meeting
18/11/2010	Option to Purchase Nickel Tenements Update
16/11/2010	Trading Halt
28/10/2010	Quarterly Activities Report
28/10/2010	Quarterly Cashflow Report
27/10/2010	Option to Purchase Nickel Tenements in Guatemala
26/10/2010	Trading Halt

22/10/2010	Notice of Annual General Meeting/Proxy Form - Amended
22/10/2010	Notice of Annual General Meeting/Proxy Form
15/10/2010	Cleansing Notice
15/10/2010	Appendix 3B
04/10/2010	Ceasing to be a substantial holder

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

## 7.2 Material Contracts

The following are summaries of the significant terms of the material agreements which relate to the business of the Company.

### 7.2.2 Underwriting Agreement

On 29 April 2011, the Company entered into an underwriting agreement with the following parties to underwrite the corresponding number of Options offered under the Issue (collectively representing 100% of the Options offered pursuant to the Issue):

Underwriter	Underwritten Options	Underwritten Amount
John Simpson	22,155,000	\$221,550
Woolstores Developments Pty Ltd	22,155,000	\$221,550
Bromius Capital Limited	7,385,000	\$73,850
Gregorach Pty Ltd	7,385,000	\$73,850
Lloyd Edward-Jones F.Z.E	7,385,000	\$73,850
Aragum Pty Ltd	7,385,000	\$73,850
<b>Total</b>	<b>73,850,000</b>	<b>\$738,500</b>

Pursuant to the Underwriting Agreement, the Company has agreed to:

- (a) pay each Underwriter an underwriting fee of 4% of the value of the Options underwritten by that Underwriter; and
- (b) issue 10,000,000 Options (**Underwriter Options**) to the Underwriters collectively, to be apportioned amongst the Underwriters as the

Underwriters determine, subject at all times to the requirements of the Corporations Act and the ASX Listing Rules.

It is noted that Woolstores Developments Pty Ltd is an entity associated with Mr Colin Ikin, a director of the Company. Accordingly, Woolstores Developments Pty Ltd is a related party of the Company, and will not be entitled to receive any of the Underwriter Options unless Shareholder approval is first obtained pursuant to the ASX Listing Rules for the issue of Underwriter Options to Woolstores Developments Pty Ltd.

The Agreement is conditional upon:

- (a) each Underwriter being satisfied with the due diligence program and results in respect of the Company and the Issue;
- (b) each Underwriter being satisfied with the form of this Prospectus and having given its consent to be named in this Prospectus; and
- (c) this Prospectus being lodged with the ASIC.

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

- (d) **(Indices fall)**: the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 10% or more below its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement;
- (e) **(Prospectus)**: the Company does not lodge the Prospectus on the agreed lodgement date or the Prospectus or the Offer is withdrawn by the Company;
- (f) **(No Listing Approval)**: the Company fails to lodge an Appendix 3B in relation to the underwritten Options with ASX within 7 days of the lodgement date;
- (g) **(Supplementary prospectus)**:
  - (i) the Underwriters form the view on reasonable grounds that a supplementary prospectus should be lodged with ASIC for any of the reasons referred to in Section 719 of the Corporations Act and the Company fails to lodge a supplementary prospectus in such form and content and within such time as the Underwriters may reasonably require; or
  - (ii) the Company lodges a supplementary prospectus without the prior written agreement of the Underwriters;
- (h) **(Non-compliance with disclosure requirements)**: it transpires that this Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to the underwritten Options;

- (i) **(Restriction on allotment):** the Company is prevented from allotting the underwritten Options within the time required by the Underwriting Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;
- (j) **(Withdrawal of consent to Prospectus):** any person (other than the Underwriters) who has previously consented to the inclusion of its, his or her name in this Prospectus or to be named in this Prospectus, withdraws that consent;
- (k) **(ASIC application):** an application is made by ASIC for an order under Section 1324B or any other provision of the Corporations Act in relation to this Prospectus, the Shortfall Notice Deadline Date has arrived, and that application has not been dismissed or withdrawn;
- (l) **(ASIC hearing):** ASIC gives notice of its intention to hold a hearing under Section 739 of the Corporations Act in relation to this Prospectus to determine if it should make a stop order in relation to this Prospectus or ASIC makes an interim or final stop order in relation to this Prospectus under Section 739 of the Corporations Act;
- (m) **(Takeovers Panel):** the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel;
- (n) **(Authorisation):** any authorisation which is material to anything referred to in this Prospectus is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriters;
- (o) **(Indictable offence):** a director or senior manager of a the Company or a subsidiary of the Company is charged with an indictable offence;
- (p) **(Termination Events):** any of the following events occur and have a material adverse affect on the Company or the Issue:
  - (i) **(Hostilities):** there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China, Israel or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
  - (ii) **(Default):** default or breach by the Company under the Underwriting Agreement of any terms, condition, covenant or undertaking;
  - (iii) **(Incorrect or untrue representation):** any representation, warranty or undertaking given by the Company in the Underwriting Agreement is or becomes untrue or incorrect;
  - (iv) **(Contravention of constitution or Act):** a contravention by the Company or a subsidiary of the Company of any provision of its

constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;

- (v) **(Adverse change)**: an event occurs which gives rise to a material adverse effect 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 a subsidiary of the Company including, without limitation, if any forecast in this Prospectus becomes incapable of being met or in the Underwriters' reasonable opinion, unlikely to be met in the projected time;
- (vi) **(Error in Due Diligence Results)**: it transpires that any of the due diligence results or any part of the verification material relating to the Company or the Issue was false, misleading or deceptive or that there was an omission from them;
- (vii) **(Significant change)**: a "new circumstance" as referred to in Section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor;
- (viii) **(Public statements)**: without the prior approval of the Underwriters a public statement is made by the Company in relation to the Offer, the Issue or this Prospectus;
- (ix) **(Misleading information)**: any information supplied at any time by the Company or any person on its behalf to the Underwriters in respect of any aspect of the Offer or the Issue or the affairs of the Company or a subsidiary of the Company is or becomes misleading or deceptive or likely to mislead or deceive;
- (x) **(Change in Act or policy)**: there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy;
- (xi) **(Prescribed Occurrence)**: a prescribed occurrence (as defined in the Underwriting Agreement) occurs, other than as disclosed in this Prospectus;
- (xii) **(Suspension of debt payments)**: the Company suspends payment of its debts generally;
- (xiii) **(Event of Insolvency)**: an event of insolvency occurs in respect of a the Company or a subsidiary of the Company;
- (xiv) **(Judgment against a Relevant Company)**: a judgment in an amount exceeding \$100,000.00 is obtained against the Company or a subsidiary of the Company and is not set aside or satisfied within 14 days;
- (xv) **(Litigation)**: litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against the Company or a subsidiary of the

Company, other than any claims foreshadowed in this Prospectus;

- (xvi) **(Change in shareholdings)**: there is a material change in the major or controlling shareholdings of the Company or a subsidiary of the Company or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company or a subsidiary of the Company;
- (xvii) **(Timetable)**: there is a delay in any specified date in the timetable for the Offer which is greater than 10 business days;
- (xviii) **(Force Majeure)**: a force majeure event affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of 14 days occurs;
- (xix) **(Certain resolutions passed)**: the Company or a subsidiary of the Company passes or takes any steps to pass a resolution under Section 254N, Section 257A or Section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriters;
- (xx) **(Capital Structure)**: the Company or a subsidiary of the Company alters its capital structure in any manner not contemplated by this Prospectus;
- (xxi) **(Breach of Material Contracts)**: any of the Company's material contracts is terminated or substantially modified; or
- (xxii) **(Investigation)**: any person is appointed under any legislation in respect of companies to investigate the affairs of a the Company or a subsidiary of the Company.

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

### 7.3 Directors' interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer pursuant to this Prospectus; or
- (c) the Offer pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director or to any firm in which any such Director is a partner, either to induce him to become, or to qualify him as, a Director or otherwise for services rendered by him or by the firm in connection with the formation or promotion of the Company or Offer pursuant to this Prospectus.



Directors' interests in securities of the Company at the date of this Prospectus are:

<b>Name<sup>1</sup></b>	<b>Shares</b>	<b>Options</b>	<b>Entitlement (Options)</b>	<b>Current Remuneration (\$)</b>
Colin Ikin	7,000,000	-	7,000,000	Nil
Alan Marlow	7,000,000	-	7,000,000	Nil
Robert Timmins	7,000,000	-	7,000,000	Nil

**Notes:**

1. Each of the Directors has indicated that it is their present intention to subscribe for their full Entitlement under the Offer.

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

The Company paid to the Directors a total of \$104,927 the year ended 30 June 2010 and \$13,125 for the year ended 30 June 2009. The Directors have been paid fees from the end of the previous financial year until the date of this Prospectus. Total fees paid to Directors are detailed in the table below:

<b>Name</b>	<b>Year ended 30 June 2010</b>	<b>Year ended 30 June 2009</b>	<b>1 July 2010 to lodgement date</b>
Colin Ikin	-	-	-
Alan Marlow	59,223	13,125	32,507
Robert Timmins	45,704	-	17,438

Directors, companies associated with the directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

**7.4 Interests and Consents of Experts and Advisers**

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, 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 with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

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

- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer of securities pursuant to this Prospectus; or
- (c) the Offer of securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, underwriter, 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 this Prospectus, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offer pursuant to this Prospectus.

Pursuant to Section 716 of the Corporations Act, each Underwriter has given, and has not withdrawn, its consent to being named as Underwriter to the Offer in the Corporate Directory of this Prospectus in the form and context in which it is named. The Underwriters have not caused or authorised the issue of this Prospectus, do not make or purport to make any statement in this Prospectus and take no responsibility for any part of this Prospectus.

Each Underwriter will be paid an underwriting fee of 4% of the amount underwritten by that Underwriter. The Company will also issue 10,000,000 Options to the Underwriters collectively, to be apportioned amongst the Underwriters as they determine. In the past two years, there have been no fees paid to Underwriters by the Company.

Pursuant to Section 716 of the Corporations Act, Steinepreis Paganin has given, and has not withdrawn, its consent to being named as Solicitors to the Company in the Corporate Directory of this Prospectus in the form and context in which it is named. Steinepreis Paganin has not caused or authorised the issue of this Prospectus, does not make or purport to make any statement in this Prospectus and takes no responsibility for any part of this Prospectus.

Steinepreis Paganin act as solicitors to the Company. Steinepreis Paganin will be paid approximately \$15,000 for services in relation to this Prospectus. In the past two years, Steinepreis Paganin has been paid fees totalling \$21,000 by the Company.

## **7.5 Legal Proceedings**

There is no litigation, arbitration or proceedings pending against or involving the Company as at the date of this Prospectus.

## **7.6 Estimated Expenses of Offer**

In the event that the Offer is fully subscribed, the estimated expenses of the Offer are as follows:

	<b>\$</b>
ASIC fees	2,068
ASX fees	15,000
Underwriting fees	29,540
Legal expenses	15,000
Printing and other expenses	5,000
<b>Total</b>	<b>66,608</b>

## **7.7 Market Price of Shares**

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

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

Highest: \$0.24 on 5 August 2010

Lowest: \$0.11 on 24 December 2010

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was \$0.13 on 6 May 2011.

## **7.8 Electronic Prospectus**

Pursuant to Class Order 00/044, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the application form. If you have not, please phone the Company and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

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

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**8. AUTHORITY OF DIRECTORS**

**8.1 Directors' Consent**

Each of the Directors of Namibian Copper NL has consented to the lodgement of this Prospectus with the ASIC in accordance with Section 720 of the Corporations Act

Dated the 9th day of May 2011.

A handwritten signature in black ink, appearing to read 'Colin Ikin', is positioned above the printed name and title.

**Colin Ikin  
NAMIBIAN COPPER NL  
Chairman**

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## 9. DEFINITIONS

**Applicant** means a Shareholder or Underwriter or other party instructed by the Underwriter who applies for Options pursuant to the Offer.

**ASIC** means the Australian Securities and Investments Commission.

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

**ASX** means the ASX Limited (ACN 008 624 691).

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

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Closing Date** means the closing date of the Offer, being 5.00pm (WST) on the date specified in Section 1 of this Prospectus (unless extended).

**Company** means Namibian Copper NL (ACN 118 913 232).

**Constitution** means the Company's Constitution as at the date of this Prospectus.

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

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

**Dollar** or "\$" means Australian dollars.

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

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

**Issue** means the issue of Options offered by this Prospectus.

**Listing Rules** or **ASX Listing Rules** means the Listing Rules of the ASX.

**Offer** means the offer pursuant to the Prospectus on the basis of one (1) Option for every one (1) Share held by a Shareholder on the Record Date at an issue price of \$0.01 per Option, to raise approximately \$738,250.

**Official List** means the official list of ASX.

**Option** means an option to acquire a Share.

**Prospectus** means this prospectus.

**Quotation** and **Official Quotation** means official quotation on ASX.

**Record Date** means 5.00pm (WST) on the date specified in Section 1 of this Prospectus.

**Related Corporation** has the meaning given to that term in the Corporations Act.

**Securities** means Shares and Options.

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

**Shareholder** means a shareholder of the Company.

**Shortfall Options** means those Options under the Offer not applied for by Shareholders under their Entitlement.

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

**Shortfall Offer** means the offer of Shortfall Options as described in Section 3.5 of this Prospectus.

**Underwriters** means John Simpson, Woolstores Developments Pty Ltd, Bromius Capital Limited, Gregorach Pty Ltd Lloyd Edward-Jones F.Z.E and Aragum Pty Ltd, and **Underwriter** means any one of them.

**WST** means Western Standard Time.