

ALTURA MINING LIMITED
ABN 39 093 391 774

PROSPECTUS

For the issue of up to 10,000 New Shares to investors at an issue price of \$0.01 per New Share and up to 5,000 free attaching New Listed Options to raise up to \$100 before issue costs.

This Prospectus has been prepared primarily for the for the purpose of Section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares or Listed Options issued by the Company prior to the Closing Date.

Important Notice

This document is important and should be read in its entirety (including the 'Risk Factors' in section 4) before deciding whether to apply for New Securities. If after reading this Prospectus you have any questions about the New Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

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

IMPORTANT NOTES

This Prospectus is dated 2 June 2015 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. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. The Company will apply to ASX for the New Securities to be granted quotation on ASX.

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. Applications for securities offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person whom, it would be unlawful to issue in 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.

This Prospectus including each of the documents attached to it and which form part of this Prospectus is important and should be read in its entirety prior to making an investment decision. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser.

In particular, it is important that you consider the risk factors (see **section 4** of this Prospectus) that could affect the performance of the Company before making an investment decision.

Some words and expressions used in this Prospectus have defined meanings which are explained in **section 7**.

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1. DETAILS OF THE OFFER

1.1 Purpose of the Offer

On 2 June 2015, Altura Mining Limited (**Altura** or the **Company**) announced the placement to sophisticated and professional investors (**Placees**) of 66,143,562 Shares and 33,071,781 Listed Options (**Placement**).

The issue of the Shares and Listed Options (together, **Placement Securities**) was undertaken without disclosure to investors under Part 6D of the Corporations Act.

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

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

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued; or
 - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act so that the Placees, if they choose to, can sell the Placement Securities within the next twelve months without the issue of a prospectus.

The issue of the Placement Securities is not being undertaken by the Company with the purpose of Placees selling or transferring the Placement Securities. However, the Directors consider that the Placees should be able to sell the Placement Securities should they wish to do so, without being required to issue a prospectus.

1.2 Details of the Offer

The Company is inviting selected investors to apply for up to a total of 10,000 New Shares at an issue price of \$0.01 per New Share, and 5,000 free attaching New Listed Options on the basis of one New Listed Option for every two New Shares subscribed for and allotted under the Offer to raise up to \$100 before issue costs.

The Offer is not underwritten. There is no guarantee that the Offer will proceed or that any applications will be accepted.

1.3 Minimum Subscription

There is no minimum subscription.

1.4 Opening and Closing Dates

The Opening Date of the Offer will be 2 June 2015 and the Closing Date will be 9 June 2015. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

1.5 Applications

This Offer is being extended to investors who are invited by the Company to subscribe for New Securities and is not open to the general public. The Company may determine in its discretion whether to accept any or all Applications.

Applications for New Securities must be made using the Application Form attached to this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Applicants will need to follow the procedures advised to them by the Company for Applications under this Offer.

1.6 Allotment and Application Money

The Directors will determine the allottees of the New Securities. The Directors reserve the right to reject any application or to allocate any applicant fewer New Securities than the number applied for.

Where the number of New Securities allotted is less than the number applied for, the surplus moneys will be returned by cheque as soon as practicable after the Closing Date. Where no allotment is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on moneys refunded.

All Application Money received before the New Securities are issued will be held in a special purpose account. After any Application Money is refunded (if relevant) and New Securities are issued to applicants, the balance of funds in the account plus accrued interest will be received by the Company.

Subject to the ASX granting the New Securities Official Quotation, it is expected that the New Securities (if any) will be issued on 10 June 2015 and that trading of the New Securities on ASX will commence on 11 June 2015.

1.7 ASX Quotation

Application will be made within seven days of the date of issue of this Prospectus for the New Securities to be granted Official Quotation by ASX.

If the New Securities are not quoted by ASX within three months after the date of this Prospectus, the Company will not allot or issue any New Securities and will refund all Application Money in full as soon as practicable, without interest.

The fact that ASX may agree to grant Official Quotation of the New Securities is not to be taken in any way as an indication of the merits of the Company or the New Securities. ASX takes no responsibility for the contents of this Prospectus.

1.8 Offer Outside Australia and New Zealand

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the securities or the Offer or otherwise to permit an offering of the securities in any jurisdiction outside Australia and New Zealand.

1.9 Market Prices of Existing Shares on ASX

The highest and lowest market sale price of the Existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the three months immediately preceding the lodgment of this Prospectus with the ASIC, and the last market sale price on the date before the lodgment date of this Prospectus, are set out below.

	3 months high	3 months low	Last Market Sale Price
Existing Shares	A\$0.033 on 9 March 2015	A\$0.009 on 28 and 29 April 2015	A\$0.012 on 1 June 2015

1.10 CHES

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

Under CHES, applicants will not receive a certificate but will receive a statement of their holding of New Securities.

If you are broker sponsored, ASX Settlement will send you a CHES statement.

The CHES statement will set out the number of New Securities issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Securities issued to you under this Prospectus and your security holder reference number.

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

1.11 Rights and Liabilities attaching to the New Securities

The New Shares will rank equally in respect of dividends and in all other respects (e.g. voting, bonus issues) as Existing Shares.

The New Listed Options will rank equally with the Company's existing Listed Options exercisable at \$0.02 on or before 30 June 2016. Shares issued on exercise of the New Listed Options will rank equally with Shares on issue as at the date of exercise.

A summary of the rights and liabilities attaching to the New Securities is set out in **section 3**.

1.12 Taxation Implications

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

1.13 Enquiries

Any queries regarding the Offer should be directed to Mr Damon Cox, Company Secretary, on +61 8 9488 5110.

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

2. USE OF FUNDS AND EFFECT OF THE ISSUE

2.1 Use of funds

If the Offer does proceed the \$100 raised from the Offer will be applied towards Offer costs.

2.2 Effect of the Offer on capital structure

The effect of the Offer on the capital structure will be to:

- (a) increase the total number of Shares on issue by up to 10,000 (resulting in a total of up to 837,686,732 Shares on issue); and
- (b) increase the total number of Listed Options on issue by up to 5,000 (resulting in a total of up to 184,937,334 Listed Options on issue).

2.3 Statement of Financial Position

The Company does not consider the Offer will have a material effect on the Statement of Financial Position of the Company. As noted above any funds raised from the Offer will be used towards Offer costs.

3. RIGHTS AND LIABILITIES ATTACHING TO NEW SECURITIES

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

The rights attaching to the New Securities arise from a combination of the Company's Constitution, the Corporations Act, the ASX Listing Rules and general law. A copy of the Company's Constitution is available for inspection free of charge during business hours at its registered office.

3.1 Rights attaching to New Shares

The New Shares to be issued pursuant to this Prospectus are ordinary shares and will as from their allotment rank equally in all respects with all Existing Shares.

A summary of the rights attaching to the New Shares is set out below.

(a) Voting Rights

Subject to the Constitution of the Company and any rights or restrictions at the time being attached to a class of shares, at a general meeting of the Company every Shareholder present in person, or by proxy, attorney or representative has one vote on a show of hands, and upon a poll, one vote for each Share held by the Shareholder. In the case of an equality of votes, the chairperson has a casting vote.

(b) Dividends

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends as the Directors resolve. The Directors may determine the method and time for payment of the dividend.

(c) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company the liquidator may, with the sanction of a special resolution, divide among the members whole or any part of the property of the Company.

(d) Transfer of Shares

Generally, shares are freely transferable, subject to satisfying the requirements of the ASX Listing Rules, the ASX Settlement Operating Rules and the Corporations Act. The Directors may decline to register any transfer of Shares but only where permitted to do so by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules, or under the Company's Constitution.

(e) Further Increases in Capital

Subject to the Corporations Act, and the ASX Listing Rules, and any rights attached to a class of shares, the Company (under the control of the Directors) may allot and issue shares and grant options over shares, on any terms, at any time and for any consideration, as the Directors resolve.

(f) Variation of Rights

Subject to the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and the terms of issue of shares in a particular class, the Company may vary or cancel rights attached to shares in that class by either special resolution passed at a general meeting of the holders of the shares in that class, or with the written consent of the holders of at least 75% of the votes in that class.

(g) Meetings and Notices

Each Shareholder will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules.

3.2 Rights attaching to New Listed Options

- (a) Each New Listed Option shall entitle the Listed Option holder, when exercised, to one (1) Share.
- (b) The New Listed Options are exercisable wholly or in part at any time prior to 5.00 pm (EST) on 30 June 2016 (**Expiry Date**). New Listed Options not exercised by that date shall lapse.
- (c) Each New Listed Option may be exercised by notice in writing to the Company, together with the payment for the number of Shares in respect of which the New Listed Options are exercised, at any time before the Expiry Date. Any notice of exercise of a New Listed Option received by the Company will be deemed to be a notice of the exercise of that New Listed Option as at the date of receipt.
- (d) The New Listed Option exercise price is 2.0 cents per New Listed Option.
- (e) A New Listed Option does not confer the right to a change in exercise price or a change in the number of the underlying Shares over which the New Listed Option can be exercised.
- (f) Shares issued upon exercise of the New Listed Options will be issued following receipt of all the relevant documents and payments and will rank equally in all respect with the then issued Shares.
- (g) The Company will apply for quotation on ASX of the New Listed Options and all Shares issued upon exercise of the New Listed Options.
- (h) Subject to the Corporations Act, the Constitution and the Listing Rules, the New Listed Options are freely transferable.
- (i) There are no participating rights or entitlements inherent in the New Listed Options and New Listed Option holders will not be entitled to participate in new issues of securities offered to Shareholders during the currency of the New Listed 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 so as to give New Listed Option holders the opportunity to exercise their New Listed Options before the date for determining entitlements to participate in any issue.
- (j) If at any time the issued capital of the Company is reorganised, the rights of a New Listed Option holder are to be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

4. RISK FACTORS

4.1 Overview

The New Securities offered under this Prospectus, and any investment in the New Securities, should be regarded as speculative due to the inherent risks associated with the Company's activities. Neither the Company nor the Directors warrant the future performance of the Company or any investment made pursuant to this Prospectus.

The Directors recommend that Shareholders and potential investors examine the contents of this document together with previous ASX disclosures and public documents of the Company, including its most recent audited financial statements, and rely on advice of their professional advisers before deciding whether or not to apply for New Securities pursuant to this document.

4.2 Mining and mineral exploration industry risks

(a) Exploration and Evaluation Risk

The success of the Company depends on the delineation of economically mineable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.

(b) Ability to exploit successful discoveries

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploration would involve obtaining the necessary licences or clearances from the relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploration may require participation of other companies whose interests and objectives may not be the same as the Company's.

(c) Mining and development risk

Mineral exploration and mining are speculative operations that may be hampered by circumstances beyond the control of the Company. Profitability depends on successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and proficient financial management.

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

(d) Resource Estimations

Resource estimates are expressions of judgment based on knowledge, experience and resource modelling. As such, resource estimates are inherently imprecise and rely to some extent on interpretations made. Despite employing qualified professionals to prepare resource estimates, such estimates may nevertheless prove to be inaccurate. Furthermore, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

(e) Commodity Price and Exchange Rate Risks

To the extent the Company is involved in mineral production the revenue derived through the sale of commodities may expose the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

In addition to adversely affecting the reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company in its Australian operations are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

(f) Environmental Risks

The operations and exploration activities of the Company in Australia are subject to State and Federal laws and regulation concerning the environment. The Company also has operations and activities in Indonesia which are subject to Indonesian environmental laws and regulations. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. The Company attempts to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

(g) Native Title Risks

It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Directors closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

(h) Title Risks

Interests in tenements in Australia and Indonesia are governed by legislation in their respective jurisdictions and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

(i) Joint Venture Parties, Agents and Contractors

The Directors are unable to predict the risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

(j) Insurance and Uninsured Risks

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. The occurrence of an event that is not covered, or fully covered, by insurance could have a material adverse effect on the business, financial condition and results of the Company.

(k) Government Regulation

The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people, and other matters. Although the exploration and development activities of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

4.3 Company specific risks

(a) Future Capital Requirements

The Company's activities will require significant expenditures. If the Company is unable to use debt or equity to fund expansion there can be no assurances that the Company will have sufficient capital resources or that it will be able to obtain additional resources 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.

(b) Reliance on Key Personnel

The Company's success depends largely on the core competencies of its Directors and management, and their familiarisation with, and ability to operate, in the mining industry as well as the Company's ability to retain its key executives.

(c) Competition

The Company competes with other companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

(d) Potential Acquisitions

As part of its business strategy, the Company may make acquisitions of or significant investments in companies, products, technologies or resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of companies, products, technologies or resource projects.

(e) Country risk

The Company has projects located in Indonesia (held through Altura Asia Pte Ltd, incorporated in Singapore and through Minvest International Corporation, which is incorporated in Mauritius) which is a less developed country than Australia with associated political, economic, legal and social risks. There can be no assurance that the systems of government and political systems in overseas countries will remain stable. There can be no assurance that government regulations relating to foreign investment, repatriation of foreign currency, taxation, and the mining industry in these countries will not be amended or replaced in the future to the detriment of the Company's business and/or projects.

4.4 General securities investment and market risks

(a) Economic risk

General economic conditions in Australia and internationally, movements in interest, inflation and currency exchange rates, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws and changes to dividend imputation in Australia 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.

(b) Market conditions

The market price of New 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.

(c) 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 New Shares and New Listed Options regardless of the Company's performance.

(d) Liquidity risk

There may be relatively few buyers or sellers of securities on ASX at any given time. This may affect the volatility of the market price of the securities and the prevailing market price at which Shareholders are able to sell their Shares. This may result in Shareholders receiving a market price for their Shares that is less or more than the price paid under the Offer.

(e) Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially and adversely affect the financial performance of the Company and the value of the securities offered under this Prospectus. Therefore, the securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

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

4.5 Other

Other risk factors include those normally found in conducting business, including litigation through breach of agreements or in relation to employees (through personal injuries,

industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel and other matters that may interfere with the Company's business or trade.

5. ADDITIONAL INFORMATION

5.1 Continuous Disclosure Obligations

The Company is a "disclosing entity" (as defined in section 111 AC 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. The New Shares and New Listed Options which will be issued pursuant to this Prospectus are in the same class as, or are options to acquire, Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus, and options over such continuously quoted securities. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Securities on the Company and the rights attaching to the New 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 2014 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) the half-year financial report of the Company for the half-year ended 31 December 2014, being the half-year financial report of the Company lodged with the ASIC after lodgement of the financial statements referred to in paragraph (i) above and 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.

Since the lodgement of the 2014 audited financial statements the following announcement have been lodged with the ASX with respect to the Company:

Date	Description of Announcement
02/06/2015	Appendix 3B
02/06/2015	Share Placement Raises Further Funds
01/06/2015	Change of Address for Corporate Head Office
27/05/2015	Change of Director's Interest Notice x 5
22/05/2015	Appendix 3B
20/05/2015	Rights Issue Closes With Strong Take Up
01/05/2015	Rights Issue - Dispatch of Offer Document
30/04/2015	Quarterly Cashflow Report
30/04/2015	Quarterly Activities Report
24/04/2015	Rights Issue - Letter to Non Qualifying Foreign Shareholders
24/04/2015	Rights Issue - Letter to Eligible Shareholders
23/04/2015	Clarification re Letter to Optionholders
23/04/2015	Rights Issue - Letter to Optionholders
23/04/2015	Rights Issue - Investor Presentation
23/04/2015	Appendix 3B
23/04/2015	Rights Issue - Offer Document
23/04/2015	Rights Issue - Section 708AA Cleansing Notice
23/04/2015	Reinstatement to Official Quotation
23/04/2015	Non-Renounceable Rights Issue
22/04/2015	Suspension from Official Quotation
20/04/2015	Trading Halt
24/03/2015	Presentation to Hong Kong Mines and Money 2015
12/03/2015	Half Year Accounts
11/03/2015	Half Year Results Guidance
27/02/2015	Change of Director's Interest Notice x 4
26/02/2015	Appendix 3B
17/02/2015	Settlement of the Sale of Mt Webber JV Stake
13/02/2015	AGO: Investment Update - Mt Webber Project and Shaw River
12/02/2015	General Meeting - Results of Resolutions
02/02/2015	Share Purchase Plan - Extension of Offer Period
30/01/2015	Quarterly Cashflow Report
30/01/2015	Quarterly Activities Report

12/01/2015	Share Purchase Plan Offer Document
12/01/2015	Share Purchase Plan Capital Raising
12/01/2015	Share Purchase Plan - Cleansing Notice
12/01/2015	Notice of General Meeting
24/12/2014	AGO: Atlas To Move To 100% Ownership Of Mt Webber
24/12/2014	Sale of Mt Webber Joint Venture Stake
17/12/2014	Change of Director's Interest Notice x 5
15/12/2014	Appendix 3B
27/11/2014	Results of Annual General Meeting
27/11/2014	Managing Director's Presentation to AGM
18/11/2014	Altura Plans to Spin-out its Coal Assets
31/10/2014	Quarterly Cashflow Report
31/10/2014	Quarterly Activities Report

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.

5.2 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 lodgment 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 issue of securities pursuant to this Prospectus; or
- (c) the issue 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 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 the issue of securities pursuant to this Prospectus.

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

Name	Securities
James Brown	12,018,300 Shares 2,500,001 Listed Options 2,000,000 Unlisted Options exercisable at \$0.20 on or before 30 September 2015 1,000,000 Performance Rights which vest, and will be automatically exercised on 30 November 2015 1,000,000 Performance Rights which vest, and will be automatically exercised on 30 November 2016 1,000,000 Performance Rights which vest, and will be automatically exercised on 30 November 2017

Name	Securities
Paul Mantell	17,479,750 Shares 3,523,334 Listed Options 2,000,000 Unlisted Options exercisable at \$0.20 on or before 30 September 2015 500,000 Performance Rights which vest, and will be automatically exercised on 30 November 2015 500,000 Performance Rights which vest, and will be automatically exercised on 30 November 2016 500,000 Performance Rights which vest, and will be automatically exercised on 30 November 2017
Allan Buckler	138,411,409 Shares 27,682,283 Listed Options 1,000,000 Unlisted Options exercisable at \$0.20 on or before 30 September 2015 100,000 Performance Rights which vest, and will be automatically exercised on 30 November 2015 100,000 Performance Rights which vest, and will be automatically exercised on 30 November 2016 100,000 Performance Rights which vest, and will be automatically exercised on 30 November 2017
B T Kuan	7,182,968 Shares 2,500,000 Listed Options 1,000,000 Unlisted Options exercisable at \$0.20 on or before 30 September 2015 100,000 Performance Rights which vest, and will be automatically exercised on 30 November 2015 100,000 Performance Rights which vest, and will be automatically exercised on 30 November 2016 100,000 Performance Rights which vest, and will be automatically exercised on 30 November 2017
Dan O'Neill	2,777,780 Shares 555,556 Listed Options 1,000,000 Unlisted Options exercisable at \$0.20 on or before 30 September 2015 100,000 Performance Rights which vest, and will be automatically exercised on 30 November 2015 100,000 Performance Rights which vest, and will be automatically exercised on 30 November 2016 100,000 Performance Rights which vest, and will be automatically exercised on 30 November 2017

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

In the two years preceding lodgement of this Prospectus, \$540,527 (excluding GST where applicable) has been paid by the Company by way of remuneration for services provided by all Directors, companies associated with the Directors or their associates in their capacity as Directors, employees, consultants or advisers. 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.

5.3 Interests and Consents of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the two years before the date of this Prospectus, 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 of the offer of New Securities pursuant to this Prospectus; or
- (c) the offer of New Securities pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the offer of New Securities pursuant to this Prospectus.

5.4 Consents

Other than as set out below, each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus, nor is any statement in this Prospectus based on any statement by any of those parties;
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of the party; and
- (c) did not authorise or cause the issue of all or any part of this Prospectus.

5.5 Estimated Expenses of Offer

The estimated expenses of the Offer are approximately \$5,000 including ASIC, ASX and printing costs.

5.6 Litigation

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

5.7 Privacy Act

If you complete an application for New Securities, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

You can access, correct and update the personal information that we hold about you. Please contact the Company or its 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. You should note that if you do not provide the information required on the application for New Securities, the Company may not be able to accept or process your application.

5.8 Directors' Consent

Each Director has consented to the lodgement of this Prospectus with the ASIC.

Signed on behalf of the Directors pursuant to a resolution of the Board.



Paul Mantell
Director

6. CORPORATE DIRECTORY

Directors

Mr James Brown (Managing Director)
Mr Paul Mantell (Non-Executive Director)
Mr Allan Buckler (Non-Executive Director)
Mr BT Kuan (Non-Executive Director)
Mr Dan O'Neill (Non-Executive Director)

Joint Company Secretaries

Mr Damon Cox
Mr Noel Young

Registered Office

Units 5 & 6, 25 Hamilton Street
Subiaco WA 6008
Tel: + 61 8 9488 5100
Fax: +61 8 9488 5199

Share Registry*

Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138

Auditors*

PKF Hacketts Audit
Level 6
10 Eagle Street
BRISBANE QLD 4000

Web Address

www.alturamining.com

ACN

ACN 093 391 774

ASX Code

AJM

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

7. GLOSSARY

A\$, \$ and dollars means Australian dollars, unless otherwise stated.

Application means an application for New Securities pursuant to the Application Form.

Application Form means the Entitlement and Acceptance Form attached to or accompanying this Prospectus.

Application Money means the money received in respect of an Application.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691) or the market operated by that entity, as the context requires.

ASX Settlement means ASX Settlement Pty Ltd (ABN 49 008 504 532).

ASX Settlement Operating Rules means the settlement rules of ASX Settlement.

Board means the board of Directors.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means 5pm WST 9 June 2015, or such other date as may be determined by the Directors under this Prospectus.

Company or **Altura** means Altura Mining Limited (ABN 39 093 391 774).

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

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

Director means directors of the Company at the date of this Prospectus and **Directors** has a corresponding meaning.

EST means Eastern Standard Time.

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

Listed Option means an option to subscribe for a Share, to be listed on ASX, exercisable at \$0.02 on or before 30 June 2016 and otherwise on the terms set out in section 3.2 of this Prospectus.

Listing Rules or **ASX Listing Rules** means the official listing rules of the ASX.

New Listed Option means a Listed Option to be issued at the ratio of one New Listed Option for every two New Shares subscribed for and allotted under the Offer.

New Securities or **Securities** means the New Shares and New Listed Options to be issued under the Offer.

New Share means a fully paid ordinary share in the capital of the Company to be issued under the Offer.

Offer means the offer to selected investors of up to 10,000 New Shares at an issue price of \$0.01 each to raise up to \$100 and up to 5,000 free attaching New Listed Options to be issued at the ratio of one New Listed Option for every two New Shares subscribed for and allotted under the Offer.

Official Quotation means official quotation on ASX.

Opening Date means 2 June 2015.

Prospectus means the prospectus constituted by this document.

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

Shareholder means the holder of a Share.

Unlisted Options means an option to subscribe for a Share that is not listed on ASX.

WST means Australian Western Standard Time.