

SIBURAN RESOURCES LIMITED

ACN 137 176 393

PROSPECTUS

For the offer of up to 20,000,000 Shares in the capital of the Company at an issue price of \$0.05 per Share to raise up to \$1,000,000 (before costs).

The Offer is not underwritten.

Bridge Global Securities is acting as lead manager to the Offer.

The Offer is conditional on upon satisfaction of the Conditions, which are detailed further in Section 2.1 of the Prospectus. No Shares will be issued pursuant to this Prospectus until such time as the Conditions are satisfied.

IMPORTANT NOTICE

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

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

For personal use only

TABLE OF CONTENTS

| | | |
|-----|---|----|
| 1. | CORPORATE DIRECTORY | 2 |
| 2. | IMPORTANT NOTES | 3 |
| 3. | INDICATIVE TIMETABLE* | 5 |
| 4. | DETAILS OF THE OFFER..... | 6 |
| 5. | UPDATE ON ACTIVITIES AND PURPOSE AND EFFECT OF THE OFFER..... | 10 |
| 6. | RIGHTS AND LIABILITIES ATTACHING TO SHARES | 15 |
| 7. | RISK FACTORS | 18 |
| 8. | ADDITIONAL INFORMATION | 23 |
| 9. | DIRECTORS' AUTHORISATION | 32 |
| 10. | DEFINITIONS | 33 |

For personal use only

1. CORPORATE DIRECTORY

Directors

James Schwarz
Chairman

Mr Noel Ong
Managing Director

Mr Kah Hui Tan
Executive Director

Mr Nathan Carbone
Non-Executive Director

Ms Hao Ming Peng
Executive Director

Mr Siew Wei Mak
Non-Executive Director

Mr Chiong Ong Tiong
Non-Executive Director

Proposed Directors[^]

Guo Qing Li
Proposed Non Executive Director

Peng Peng "Mark" Ding
Proposed Independent Non Executive Director

Company Secretary

Mr Kah Hui Tan

Registered Office

79 Broadway
NEDLANDS, WA 6009

Telephone: +61 8 9386 3600
Facsimile: +61 8 9386 3900

Website: www.siburan.com.au
Email: info@siburan.com.au

Auditor*

PKF Mack & Co
4th Floor
35 Havelock Street
WEST PERTH WA 6005

Share Registry*

Security Transfer Registrars Pty. Limited
770 Canning Highway
APPLECROSS, WA, AUSTRALIA

Solicitors

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

Lead Manager

Bridge Global Securities
Suite 4
100 Hay Street
Subiaco, WA. 6009

* These entities have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus. They have been included for information purposes only.

[^] To be appointed on Settlement, subject to approval by Shareholders at the General Meeting.

2. IMPORTANT NOTES

This Prospectus is dated 2 July 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 or the merits of the investment to which this Prospectus relates.

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

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

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

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

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

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

2.1 Conditional Offer

The Offer is conditional on the passing of all of the Essential Resolutions that are being put to Shareholders at the General Meeting.

In the event that Shareholders do not approve all of the Essential Resolutions at the General Meeting, the Offer will not proceed and no Shares will be issued pursuant to this Prospectus. If this occurs, Applicants will be reimbursed their Application monies (without interest).

2.2 Risk factors

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 7 of this Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

2.3 Website

A copy of this Prospectus can be downloaded from the website of the Company at www.siburan.com.au. 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 Application 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.

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.

2.4 Forward-looking Statements

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

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

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

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

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

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5 of this Prospectus.

3. INDICATIVE TIMETABLE*

| | |
|---|--------------|
| Lodgement of Prospectus with the ASIC and ASX | 2 July 2015 |
| Opening Date | 2 July 2015 |
| General Meeting | 21 July 2015 |
| Closing Date | 21 July 2015 |
| Expected date of Official Quotation of the Shares | 21 July 2015 |
| Settlement of Transaction [^] | 28 July 2015 |

** The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or close the Offer early without prior notice. The Company also reserves the right not to proceed with the Offer at any time before the issue of Shares to Applicants.*

[^] The above stated date for Settlement of the Acquisition is only a good faith estimate by the Directors and may have to be extended.

For personal use only

4. DETAILS OF THE OFFER

4.1 Background on the Transaction

On 15 May 2015, the Company announced that it had entered into a conditional binding heads of agreement (**Agreement**) to acquire 16.67% (being 100,000,000 China Automobile Shares) of the issued capital of China Automobile Parts Holding Limited, a company listed on the Main Market of Bursa Malaysia which manufactures chassis components (**China Automobile**), from the majority shareholder of China Automobile, Guotai International Holding Limited, a company incorporated in the British Virgin Islands (**Guotai International**) (**Transaction**).

China Automobile has a strong presence in the business sector of China and valuable contractual arrangements with end users of many metals including tungsten. Additionally, Mr Li, the sole shareholder and director of Guotai International and one of the Proposed Directors, has a number of strategic relationships in China.

In consideration for the 16.67% interest in the issued capital of China Automobile, being 100,000,000 China Automobile Shares), SBU has agreed to issue 417,360,000 Shares to Guotai International (**Consideration Shares**).

A summary of the material terms of the Agreement is set out in Section 8.4(a) of this Prospectus.

Following the issue of the Consideration Shares, Guotai International will have a 59.85% relevant interest in the Company (assuming that no other Shares are issued (other than pursuant to the Offer and the BGS Placement) or Options are exercised).

The Company has called the General Meeting for the purpose of seeking the approval of Shareholders to a number of resolutions required to implement the Transaction, specifically Shareholder approval for the purpose of section 611 Item 7 of the Corporations Act and all other purposes to enable the Company to issue the Consideration Shares to Guotai International.

For further details in respect of the prospective interest of Guotai International and its associates and their future intentions refer to the Notice of Meeting.

As a condition to Settlement of the Transaction, the Company must raise \$1,000,000. Accordingly, the completion of the Offer is a condition precedent to the Transaction.

It is a condition to completion of the Offer under this Prospectus (and the Transaction) that each of the following resolutions is approved by Shareholders:

- (a) the issue of Shares under the Offer;
- (b) the issue to Guotai International (or its nominees) of the Consideration Shares;
- (c) election of the Proposed Directors;
- (d) the issue to Bridge Global Securities (**BGS**) (or its nominees) in satisfaction of lead manager services provided by BGS in relation to the Offer,

(each, an **Essential Resolution**).

For further details in respect of the Essential Resolutions, investors should refer to the Notice of Meeting.

If any of the Essential Resolutions are not approved by Shareholders the Transaction (including the Offer under this Prospectus) will not be completed.

4.2 Offer

By this Prospectus, the Company invites investors to apply for a total of 20,000,000 Shares in the capital of the Company at an issue price of \$0.05 per Share to raise up to \$1,000,000 (before costs).

All of the Shares offered under this Prospectus will rank equally with Shares on issue at the date of this Prospectus.

Please refer to Section 5.6 of this Prospectus for further information regarding the rights and liabilities attaching to the Shares offered pursuant to this Prospectus.

4.3 Objectives

The Company is seeking to raise \$1,000,000 under this Prospectus in order to fund further exploration at its active projects and to satisfy the relevant condition precedent to the Agreement. Details of the proposed use of funds is set out further in Section 5.2 of this Prospectus.

4.4 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be 2 July 2015 and the Closing Date will be 21 July 2015 at 5:00pm WST. The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be) in their absolute discretion, should it be considered by them necessary to do so.

4.5 Minimum Subscription

The minimum subscription to be raised pursuant to this Prospectus is \$1,000,000. In the event the minimum subscription is not achieved within four (4) months of the date of lodgement of the Prospectus with the ASIC, no Shares will be issued to any of the Applicants, all application monies will be returned and all applications will otherwise be dealt with in accordance with the Corporations Act.

4.6 Application for Shares

Applications for Shares must be made by investors using the Application Form accompanying this Prospectus. By completing an Application Form, applicants will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of the Prospectus.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form, with sufficient time to be received by or on behalf of the Company by **no later than 5.00pm (WST) on the Closing Date**, which is currently scheduled to occur on 21 July 2015.

Applications under the Offer must be accompanied by payment in full at the issue price of \$0.05 per Share in Australian currency by cheque or direct debit in accordance with the instructions set out in the Application Form.

The Company reserves the right to close the Offer early.

If you require assistance in completing an Application Form, please contact the Share Registry on +61 8 9315 2333 or the Company on +61 8 9386 3600.

4.7 Underwriter

The Offer is not underwritten.

4.8 Lead Manager

BGS has been appointed as Lead Manager to the Offer. The terms of the appointment of BGS are summarised in Section 8.4(b) of this Prospectus.

4.9 Issue

Subject to the minimum subscription to the Offer being reached and the satisfaction of the Conditions (see Section 2.1), the issue of Shares offered by this Prospectus will take place as soon as practicable after the Closing Date and in accordance with the timetable set out in Section 3.

Pending the issue of the Shares 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.

The Directors will determine the recipients of the issued Shares in their sole discretion. The Board reserves the right to reject any Application or to allocate any Applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus Application monies will be refunded (without interest) to the Applicant as soon as practicable after the Closing Date.

If an Application Form is not completed correctly or if the accompanying payment is the wrong amount, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an Application as valid, or how to construe, amend or complete it, will be final.

4.10 ASX Listing

The Company will apply for Official Quotation of all Shares issued under this Prospectus within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all application monies for the Shares within the time prescribed under the Corporations Act, without interest.

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

4.11 Applicants outside Australia

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. 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. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in any jurisdiction outside Australia. 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.

If you are outside Australia it is your responsibility to obtain all necessary approvals for the issue of the Shares pursuant to this Prospectus. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by you that all relevant approvals have been obtained.

4.12 Clearing House Electronic Sub-Register System and Issuer Sponsorship

The Company participates in the Clearing House Electronic Sub-register System (**CHES**). ASX Settlement Pty Ltd, a wholly owned subsidiary of ASX, operates CHES. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

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

Electronic sub-registers also mean ownership of Securities can be transferred without having to rely upon paper documentation. 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. Shareholders may request a holding statement at any other time, however a charge may be made for such additional statements.

4.13 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Mr Kah Hui Tan, on +61 8 9386 3600.

5. UPDATE ON ACTIVITIES AND PURPOSE AND EFFECT OF THE OFFER

5.1 Update on Activities

Following Settlement of the Transaction, SBU's intention is that it will continue to focus on identifying prospective mineral projects with the view of developing SBU into a mineral producer.

The Company currently has 2 active projects, being the Kirwan Hill Tungsten Project located in New Zealand (**Kirwan Project**) and the recently acquired Ora Banda South Gold Project located north of Kalgoorlie (**Ora Banda Project**).

(a) Kirwan Project

SBU is unwavering in its primary goal to establish the project as the largest tungsten mine outside China.

The Transaction will enable SBU to form a strategic partnership with China Automobile and Guotai International and will enable SBU to gain a presence in China. This will provide SBU with the potential to develop relationships with major players in the tungsten industry and potential end-user/off-takers to participate in its Kirwan Project.

The Company intends that its investment in China Automobile will be a long term strategic holding to develop a strong collaboration with China Automobile and Guotai International. This will be strengthened by the relationship developed through the board appointments as set out in Section 8.4(a)(iii) which will see SBU director Noel Ong being appointed to the Board of China Automobile and the two Proposed Directors being appointed to the Board of SBU.

These board appointments will assist the development of the strategic relationship and accordingly, benefit SBU's future proposed activities.

In the coming months and following Settlement, SBU will be seeking to establish a JORC resource for the Kirwan Project. This will be established with a series of drilling programs to outline the extent of the mineralisation. SBU intends to initiate logistical and drilling preparation within the next 3 months.

(b) Ora Banda Project

Concurrently, SBU will be seeking to test the recently acquired Ora Banda Project. The prospect has good bedrock gold mineralisation and the testing will be staged in two parts. The first is to establish the orientation of the mineralisation with a diamond tail drilling program adjacent to the "discovery" hole, which is currently underway. The second stage will involve a series of air-core drill holes to seek any potential mineralisation that is associated with the historical bedrock gold mineralisation.

In addition to the two active projects, SBU is also actively reviewing additional projects, specifically with a Chinese focus, while the commodities prices are low and vendors are more willing to transact projects.

The Directors consider that the Transaction is an effective way to structure funding for SBU's existing and potential resource projects. In the last financial year, China Automobile paid a dividend equivalent to \$0.006 per share or 4.53% dividend yield. If the Transaction had been implemented and SBU had held the

16.67% interest in China Automobile, this dividend would have resulted in SBU receiving a distribution of approximately \$600,000. This potential to earn a dividend revenue stream will provide a source of exploration funding to allow SBU more scope to continue with its core business of exploring and developing mineral projects.

5.2 Purpose of the Offer

As set out above, one of the conditions precedent to Settlement is that SBU is required to raise \$1,000,000 through a public offer.

Funds raised from this Prospectus are intended to be used in the manner set out in the table below:

| Total funds raised (\$1,000,000) | Total |
|---|--------------------|
| Logistical and drilling at the Kirwan Project | \$500,000 |
| Testing at the Ora Banda Project | \$100,000 |
| Expenses associated with the Transaction ¹ | \$143,000 |
| Review of other potential new projects | \$50,000 |
| Working capital | \$207,000 |
| Total | \$1,000,000 |

Notes:

1. Refer to Section 8.8 for details in respect of the estimated expenses of the Offer.

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

5.3 Effect of the Offer

The principal effect of the Offer prior to Settlement of the Transaction and assuming no Options are exercised will be to:

- (a) increase the cash reserves by \$857,000 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 239,157,200 as at the date of this Prospectus to 259,157,200 Shares.

The principal effect of the Offer and all related matters following Settlement of the Transaction assuming no Options are exercised will be to increase the number of Shares on issue from 239,157,200 as at the date of this Prospectus to 697,385,200 Shares.

5.4 Financial effect

The Offer will have an effect on the Company's financial position. Set out below is the consolidated unaudited balance sheet of the Company as at 31 March 2015 and the consolidated balance sheet of the Company (pro-forma, unaudited) as at 31 March 2015, incorporating the effect of the Offer and related matters (including the Transaction) including issue costs and the other significant events post 31 March 2015.

The pro-forma consolidated balance sheet has been prepared on the basis that the Essential Resolutions have been passed and all Shares are issued under the Offer and in accordance with the Transaction, including expenses of the Offer (and no Options exercised prior to the Offer closing).

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

| Pro-Forma Balance Sheet | 31 March 2015 Unaudited | 31 March 2015 Pro-Forma |
|--|-------------------------|-------------------------|
| Current Assets | | |
| Cash and cash equivalents ¹ | 1,713,037 | 2,570,037 |
| Trade and other receivables | 4,933 | 4,933 |
| Other current assets | 16,640 | 16,640 |
| Total Current Assets | 1,734,610 | 2,591,610 |
| Non Current Assets | | |
| Trade and other receivables | 2,498 | 2,498 |
| Share Investments ² | 192,823 | 21,060,823 |
| Property, plant and equipment | 60,217 | 60,217 |
| Exploration and evaluation assets | 1,890,126 | 1,890,126 |
| Total Non Current Assets | 2,145,664 | 23,013,664 |
| TOTAL ASSETS | 3,880,274 | 25,605,274 |
| Current Liabilities | | |
| Trade and other payables | 32,234 | 32,234 |
| Provisions | 14,876 | 14,876 |
| Total Current Liabilities | 47,110 | 47,110 |
| Non Current Liabilities | | |
| Loans and borrowings | 1,378 | 1,378 |
| Total Non Current Liabilities | 1,378 | 1,378 |
| TOTAL LIABILITIES | 48,488 | 48,488 |
| NET ASSETS | 3,831,786 | 25,556,786 |
| EQUITY | | |
| Contributed equity | 13,298,927 | 35,023,927 |
| Reserves | 120,583 | 120,583 |
| Accumulated losses | (9,587,724) | (9,587,724) |
| TOTAL EQUITY | 3,831,786 | 25,556,786 |

Notes:

1. Adjustment reflects net funds raised of \$1,000,000 less estimated costs of issue.
2. Adjustment reflects investment in China Automobile taken up at \$20,868,000 being equal to 417,360,000 Consideration Shares in SBU at \$0.05 per Share, which will occur subject to Settlement.

5.5 Effect on capital structure

The principal effect of the Offer (and all related matters) on the capital structure of the Company, assuming no existing Options are exercised, is set out below.

Shares – following the Offer (prior to Settlement)

| | Number |
|---|--------------------|
| Shares on issue as at the date of this Prospectus | 239,157,200 |
| Issued under the Offer | 20,000,000 |
| Total Shares on completion of the Offer | 259,157,200 |

Shares – following Settlement

| | Number |
|---|--------------------|
| Shares on issue as at the date of this Prospectus | 239,157,200 |
| Issued under the Offer | 20,000,000 |
| Consideration Shares | 417,360,000 |
| BGS Placement | 20,868,000 |
| Total Shares on Settlement | 697,385,200 |

Notes:

1. Refer to Section 8.4(a)(i) for further details on the Consideration Shares.
2. Refer to Section 8.4(b)(ii) for further details on the BGS Placement.

Options – both on completion of the Offer (prior to Settlement) and following Settlement

| | Number |
|--|--------------------------|
| Options on issue as at the date of this Prospectus | 183,624,151 ¹ |
| Issued under the Offer | Nil |
| Total Options on completion of the Offer and the Settlement | 183,624,151 |

Notes

1. 178,624,151 listed Options exercisable at \$0.02 each on or before 31 December 2017, 4,000,000 unlisted Options exercisable at \$0.30 each on or before 31 January 2016 and 1,000,000 unlisted Options exercisable at \$0.30 each on or before 9 December 2015.

5.6 Details of substantial holders

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

| Shareholder | Shares | % |
|--------------------------|------------|-------|
| Han Hong Capital Limited | 58,999,850 | 24.67 |

| | | |
|---------------------------------|------------|-------|
| VCAP Global Incorporated | 46,500,000 | 19.44 |
| Hunan Australian Mining Pty Ltd | 30,600,000 | 12.79 |
| Mr Noel Ong | 13,705,150 | 5.73 |
| Mr Jong Kan Foo | 13,000,000 | 5.43 |

On completion of the Offer prior to Settlement (assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Offer) those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

| Shareholder | Shares | % |
|---------------------------------|------------|-------|
| Han Hong Capital Limited | 58,999,850 | 22.76 |
| VCAP Global Incorporated | 46,500,000 | 17.94 |
| Hunan Australian Mining Pty Ltd | 30,600,000 | 11.81 |
| Mr Noel Ong | 13,705,150 | 5.29 |
| Mr Jong Kan Foo | 13,000,000 | 5.02 |

On Settlement of the Transaction (assuming no existing substantial Shareholder subscribes and receives additional Shares pursuant to the Offer and the Consideration Shares and the Shares under the BGS Placement are issued) those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

| Shareholder | Shares | % |
|--------------------------|-------------|-------|
| Guotai International | 417,360,000 | 59.85 |
| Han Hong Capital Limited | 58,999,850 | 8.46 |
| VCAP Global Incorporated | 46,500,000 | 6.67 |

6. RIGHTS AND LIABILITIES ATTACHING TO SHARES

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

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

6.1 General meetings

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

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

6.2 Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of shareholders:

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

6.3 Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such

terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

6.4 Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

6.5 Shareholder liability

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

6.6 Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.

6.7 Future increase in capital

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

6.8 Variation of rights

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

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

6.9 Alteration of constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of

Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

7. RISK FACTORS

7.1 General

The Shares offered under this Prospectus should be considered speculative.

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 Shares.

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

7.2 Company specific

(a) Contractual risk

The ability of the Company to achieve its stated objectives will depend on the performance by the parties of their respective obligations under the Agreement. If any party defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly and there can be no guarantee that seeking enforcement of or compensation under such agreements will provide an efficient or satisfactory outcome.

Specifically, the Offer and issue of Consideration Shares are subject to the Conditions and Shareholder approval of the Essential Resolutions, which must be satisfied prior to issue of Shares pursuant to the Offer and completion of the Agreement by issue of the Consideration Shares. If the applicable conditions are not satisfied, the Offer and completion of the Agreement and Transaction may not proceed.

(b) Concentration of ownership

It is anticipated that Guotai International and its associates will own 59.85% of Shares on issue immediately after the Settlement of the Transaction. As a result, Guotai International and its associates will have significant influence over all matters that require approval by the Company's Shareholders, including the election of directors and approval of significant corporate transactions. This concentration of ownership might also have the effect of delaying or preventing a change of control transaction in respect of the Company that other Shareholders may view as beneficial. This is because the Guotai International's and its associates' Shareholding interest will mean that they can block any proposal by a third party to acquire all of the Shares in the Company.

(c) Ability to affect the Company's direction

Following Settlement of the Transaction, New investors who subscribe under the Offer may own a relatively small proportion of the Company. These new investors will be unlikely to be able to significantly affect the Company's direction by exercising their voting rights in the usual manner.

(d) **Guotai International may sell their Shares**

Guotai International may elect to sell their Shares, subject to any escrow restrictions required by the ASX Listing Rules following completion of the Transaction. If Guotai International elects to sell a sufficiently large number of Shares, then this may negatively impact the price or value of Shares.

(e) **Liquidity**

There is no guarantee that there will be an ongoing liquid market for the Company's securities. Accordingly, there is a risk that, should the market for the Company's securities become illiquid, Shareholders will be unable to realise their investment in the Company.

(f) **Trading risks**

Investment in China Automobile is subject to risks and there is no guarantee of the Company's returns as it pursues its new direction. As China Automobile is listed, the price of its shares is subject to varied and often unpredictable influences on the market for equities, including, but not limited to general economic conditions including the performance of inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving China Automobile shares.

(g) **Exploration costs**

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

(h) **Reliance on third parties**

The Company does not presently hold full legal title to a number of the mining tenements in which it holds an interest, specifically the tenements the subject of Ora Banda Project and its rights in respect of those mining tenements are held through its interest in applicable agreements. The Company is, therefore, reliant on third parties to comply with the terms and conditions of such agreements and conditions attaching to the mining tenements. Should the third parties breach the terms of these agreements or the conditions attaching to the mining tenements, the Company's rights in respect of the relevant mining tenements may be adversely affected.

7.3 Industry specific

(a) **Exploration**

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

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

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its Tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Tenements, a reduction in the case reserves of the Company and possible relinquishment of the Tenements.

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

(b) **Mineral Resource Estimates**

The Company does not presently have any JORC Code compliant resources on the tenements in which it has or is earning an interest. In the event a resource is delineated this would be an estimate only. An estimate is an expression of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(c) **Development and mining**

The operations of the Company may be affected by various factors including, but not limited to, failure to acquire and/or delineate economically recoverable ore bodies; failure to achieve predicted grades in exploration and mining; unfavourable geological conditions; failing to receive the necessary approvals from all relevant authorities and parties; unseasonal weather patterns; unanticipated technical and operational difficulties encountered in extraction and production activities; mechanical failure of operating plant and equipment; unanticipated metallurgical problems which may affect extraction costs; unexpected shortages or increase in the price of consumables, spare parts and plant and equipment; cost overruns; risk of access to

the required level of funding and contracting risk from any third parties providing essential services.

In the event that the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, lack of skilled labour, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions and other accidents.

(d) **Native Title and access risk**

The mining tenements in which the Company holds an interest extend over areas in which legitimate native title rights of indigenous Australians exist. The ability of the Company to gain access to some or all of the mining tenements and to conduct exploration development and mining operations remains subject to native title rights and the terms of registered native title agreements.

(e) **Environmental**

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment applicable in the jurisdiction of those activities. As with most production operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or production proceeds. It is the Company's practice to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Nevertheless, there are certain risks inherent in the Company's activities such as accidental leakages or spills, or other unforeseen circumstances which could subject the Company to extensive liability.

7.4 **General risks**

(a) **Economic**

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

(b) **Market conditions**

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

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

- terrorism or other hostilities.

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

(c) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may be required to source additional financing. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its development and research programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(d) **Reliance on key personnel**

Siburan's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract qualified personnel could have a material adverse effect on Siburan's business.

7.5 **Investment speculative**

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

Therefore, the Shares 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 Shares.

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

8. ADDITIONAL INFORMATION

8.1 Litigation

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

8.2 Continuous Disclosure Obligations

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

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on 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 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;

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

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

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

| Date | Description of Announcement |
|------------|---|
| 19/06/2015 | Notice of General Meeting/Proxy Form |
| 10/06/2015 | Ora Banda South gold project drilling update |
| 27/05/2015 | Appendix 3B |
| 15/05/2015 | Acquisition in China Automobile Parts Holding Ltd |
| 15/05/2015 | Trading Halt |
| 30/04/2015 | Quarterly Cash Flow Report |
| 30/04/2015 | Quarterly Activities Report |
| 14/04/2015 | Appendix 3B |
| 20/03/2015 | Exploration Update and Ora Banda South gold project |
| 12/03/2015 | Half Year Accounts |
| 09/03/2015 | Share Trading Activities |
| 23/02/2015 | Canegrass Project Update |
| 30/01/2015 | Quarterly Activities Report |
| 30/01/2015 | Quarterly Cashflow Report |
| 15/01/2015 | Initial Director's Interest Notice |
| 15/01/2015 | Appointment of Chairman and Non-executive Director |
| 23/12/2014 | Canegrass Drilling Update |
| 17/12/2014 | Response to ASX Price Query |
| 27/05/2015 | Appendix 3B |
| 15/05/2015 | Acquisition in China Automobile Parts Holding Ltd |
| 15/05/2015 | Trading Halt |
| 30/04/2015 | Quarterly Cash Flow Report |
| 30/04/2015 | Quarterly Activities Report |
| 14/04/2015 | Appendix 3B |
| 20/03/2015 | Exploration Update and Ora Banda South gold project |

| | |
|------------|--|
| 12/03/2015 | Half Year Accounts |
| 09/03/2015 | Share Trading Activities |
| 23/02/2015 | Canegrass Project Update |
| 30/01/2015 | Quarterly Activities Report |
| 30/01/2015 | Quarterly Cashflow Report |
| 15/01/2015 | Initial Director's Interest Notice |
| 15/01/2015 | Appointment of Chairman and Non-executive Director |
| 23/12/2014 | Canegrass Drilling Update |
| 17/12/2014 | Response to ASX Price Query |
| 23/12/2014 | Canegrass Drilling Update |
| 17/12/2014 | Response to ASX Price Query |
| 02/12/2014 | Response to ASX Price Query |
| 28/11/2014 | Results of meeting |
| 28/11/2014 | Appendix 3Z |
| 28/11/2014 | Resignation of director |
| 25/11/2014 | Final Director's Interest Notice |
| 25/11/2014 | Resignation of Non-executive director |
| 20/11/2014 | Ceasing to be a substantial holder |
| 20/11/2014 | Change in substantial holding |
| 20/11/2014 | Additional AGM Resolution |
| 19/11/2014 | Change in substantial holding |
| 19/11/2014 | Appendix 3Y |
| 19/11/2014 | Change in substantial holding |
| 19/11/2014 | Appendix 3Y |
| 19/11/2014 | Change in substantial holding |
| 19/11/2014 | Becoming a substantial holder |
| 14/11/2014 | Completion of Rights Issue |
| 14/11/2014 | Appendix 3X |
| 14/11/2014 | Appointment of Non-executive director |
| 10/11/2014 | Rights Issue Closure and Notice of Shortfall |
| 31/10/2014 | September 2014 Quarterly Report and Appendix 5B |
| 28/10/2014 | Notice of Annual General Meeting/Proxy Form |
| 23/10/2014 | Supplementary Prospectus |
| 17/10/2014 | Extension to Closing Date for Rights Issue |
| 13/10/2014 | Dispatch of Prospectus |
| 02/10/2014 | Letter of notice of rights issue to shareholders |
| 01/10/2014 | Rights Issue notice to option holders |
| 30/09/2014 | Appendix 3B |
| 30/09/2014 | Non renounceable Rights Issue Prospectus |

| | |
|------------|-------------------------------|
| 30/09/2014 | Non Renounceable Rights Issue |
| 30/09/2014 | Annual Report to Shareholders |

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

The announcements are also available through the Company's website www.siburan.com.au.

8.3 Market price of shares

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

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

| | | |
|---------|---------|-------------|
| Highest | \$0.085 | 3 June 2015 |
| Lowest | \$0.035 | 6 May 2015 |
| Last | \$0.064 | 1 July 2015 |

8.4 Material contracts

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

(a) Agreement

The material terms of the Agreement are as follows:

- (i) **(Consideration)**: In consideration for the 16.67% interest in the issued capital of China Automobile, being 100,000,000 China Automobile Shares), SBU has agreed to issue 417,360,000 Shares to Guotai International (**Consideration Shares**).
- (ii) **(Conditions Precedent)**: Settlement is conditional upon the following outstanding conditions being satisfied or waived by 31 July 2015:
 - (A) SBU completing the Offer to raise a minimum of \$1,000,000;
 - (B) SBU holding the General Meeting and obtaining Shareholder approval for all the Essential Resolutions;
 - (C) China Automobile and Guotai International each obtaining all shareholder and regulatory approvals necessary to give effect to the Transactions and all related matters contemplated by the Agreement being obtained; and
 - (D) the parties obtaining any other third party consents or regulatory approvals required by the parties to lawfully complete the matters set out in this HOA.

- (iii) (**Board appointments**): Subject to all necessary approvals, upon Settlement, Noel Ong (current Director of SBU) will be appointed to the board of China Automobile as SBU's nominee and the Proposed Directors will be appointed to the Board of SBU, as nominees of Guotai International.
- (iv) (**Lead manager**): Bridge Global Securities will be engaged as lead manager of the Offer.

Although the Proposed Director, Mr Li is the sole shareholder and director of Guotai International, the Directors resolved that Shareholder approval pursuant to Chapter 2E of the Corporations Act was not required in respect of the entry into the Agreement and the issue of Consideration Shares because the issue of Shares to Guotai International was negotiated on arm's length terms.

(b) **Lead Manager Mandate**

The Company entered into an equity capital markets mandate with BGS on 20 April 2015 (**Mandate**) pursuant to which the Company have engaged BGS to assist with the Transaction and act as lead manager to the Offer.

In consideration for the services provided, BGS:

- (i) have been paid an engagement fee of \$20,000 (excluding GST) which has been paid;
- (ii) will be paid a 5.0% deal arrangement and manager fee (excluding GST) in relation to the gross deal value of the Transaction (including the Offer) (amounting to a total of \$1,093,400) which will be paid as follows:
- (A) \$50,000 in cash in relation to the Offer; and
- (B) the issue of 20,868,000 Shares at a deemed issue price of \$0.05 in respect of remainder of the Transaction (**BGS Placement**) which will be issued following Settlement.

BGS will also be entitled to reimbursements for any reasonable expenses incurred.

Additionally, Mr Carbone, a director of the Company, is an adviser to BGS through services provided by Convalo Capital Management Pty Ltd, a company controlled by Mr Carbone and which is remunerated by BGS through a corporate advisory retainer for various on-going services. The Company confirms that all arrangements with BGS and the Company including the Mandate have been made on arm's length terms.

8.5 Directors' and proposed Directors' Interests

Other than as set out in this Prospectus, no Director or proposed director holds or has held within 2 years preceding 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
- (i) its formation or promotion or
- (ii) the Offer; or
- (c) the Offer,

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

- (a) as an inducement to become, or to qualify him as, a Director; or
- (b) for services provided in connection with:
- (i) the formation or promotion of the Company; or
- (ii) the Offer.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus is set out in the table below.

| Director | Shares | Options |
|--------------------------|---------------|------------------------|
| James Schwarz | Nil | Nil |
| Noel Ong | 13,705,225 | 2,337,500 ¹ |
| Kah Hui Tan | 3,555,000 | 2,937,500 ² |
| Nathan Carbone | Nil | Nil |
| Hao Ming Peng | Nil | Nil |
| Siew Wei Mak | Nil | Nil |
| Chiong Ong Tiong | 10,000,000 | Nil |
| Proposed Director | Shares | Options |
| Guo Qing Li ³ | Nil | Nil |
| Peng Peng "Mark" Ding | Nil | Nil |

Notes

- Being 2,000,000 Options exercisable at \$0.30 per Option on or before 31 January 2016 and 337,500 Options exercisable at \$0.02 on or before 31 December 2017.
- Being 2,000,000 Options exercisable at \$0.30 per Option on or before 31 January 2016 and 937,500 Options exercisable at \$0.02 on or before 31 December 2017.
- Assuming all the Essential Resolution are passed at the General Meeting and following Settlement of the Transaction, Mr Guo Qing Li will have a relevant interest in up to 59.85% or 417,300,000 Shares (being the Consideration Shares) which he will hold indirectly through Guotai International, a company of which he is the sole director and shareholder. For further details in respect of Mr Guo Qing Li's interest and future intentions refer to the Notice of Meeting.

None of the Directors or Proposed Directors will participate in the Offer.

Remuneration of Directors

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 maximum aggregate remuneration for non-executive Directors has been set at no more than \$250,000.

In addition, a Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

The table below shows the total annual remuneration paid to both executive and non-executive directors and proposed directors in each of the past two financial years and the proposed remuneration for the current financial year.

| Director | FY 2013/2014 \$ | FY 2014/2015 \$ | Proposed FY 2015/2016 \$ |
|--------------------------------|--------------------|--------------------|--------------------------------|
| James Schwarz ¹ | Nil | 13,500 | 24,000 |
| Noel Ong | 191,338 | 79,723 | 60,000 |
| Kah Hui Tan | 129,419 | 56,115 | 60,000 |
| Nathan Carbone ² | Nil | 6,000 | 12,000 |
| Hao Ming Peng | 57,981 | 12,769 | 12,000 |
| Siew Wei Mak ³ | Nil | 7,000 | 12,000 |
| Chiong Ong Tiong | 13,840 | 7,000 | 12,000 |
| Proposed Director ⁴ | FY 2013/2014 \$ | FY 2014/2015 \$ | Proposed FY 2015/2016 \$ |
| Guo Qing Li | Nil | Nil | 12,000 |
| Peng Peng "Mark" Ding | Nil | Nil | 12,000 |

Notes:

1. Mr Schwarz was appointed on 14 November 2014.
2. Mr Carbone was appointed on 15 January 2015.
3. Mr Mak was appointed on 8 July 2014.
4. Mr Li and Mr Ding will be appointed as Directors at Settlement, subject to Shareholder approval.

8.6 Interests of Experts and Advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion or
 - (ii) the Offer; or
- (c) the Offer,

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

- (a) the formation or promotion of the Company; or
- (b) the Offer.

Steinepreis Paganin has acted as solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin approximately \$60,000 (excluding GST and disbursements) for these services and other services relating to the Transaction generally. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$21,641 (excluding GST and disbursements) for legal services provided to the Company.

Bridge Global Securities has acted as lead manager to the Company in relation to the Offer. The Company estimates it will pay Bridge Global Securities approximately \$70,000 (excluding GST and disbursements and including the \$20,000 already paid). During the 24 months preceding lodgement of this Prospectus with the ASIC, Bridge Global Securities has not been paid any fees in addition to the \$20,000 mentioned above in consideration for services provided to the Company. As set out above in Section 8.4(b)(ii) the Company will also issue Bridge Global Securities an additional 20,868,000 Shares, subject to Shareholder approval for services provided in connection with the Transaction.

8.7 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

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

Bridge Global Securities has given its written consent to being named as the lead manager to the Company in this Prospectus. Bridge Global Securities has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.8 Estimated Expenses of Offer

The total expenses of the Offer are estimated to be approximately \$143,000 (excluding GST), and are expected to be applied towards the items set out in the table below:

| Expenses of the Offer | \$ |
|---|----------------|
| ASIC lodgement fee | 2,320 |
| ASX quotation fees | 5,000 |
| Legal expenses | 60,000 |
| Management Fees | 70,000 |
| Share Registry | 2,000 |
| Printing, distribution and other expenses | 3,680 |
| Total | 143,000 |

8.9 Electronic Prospectus

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 on +61 8 9386 3600 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.siburan.com.au.

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

8.10 Privacy Act

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

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

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

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

9. DIRECTORS' AUTHORISATION

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

In accordance with section 720 of the Corporations Act, each Director and Proposed Director has consented, and as at the date of this Prospectus has not withdrawn his consent, to the lodgement of this Prospectus with the ASIC.

Mr James Schwarz
Non-Executive Chairman
Signed for and on behalf of
SIBURAN RESOURCES LIMITED

For personal use only

10. DEFINITIONS

\$ means Australian dollars.

Agreement has the meaning given in Section 4.1 and as summarised in Section 8.4(a).

Applicant means an investor who applies for Shares pursuant to the Offer.

Application means an application for Shares made on an Application Form.

Application Form means an application form either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the Listing Rules of the ASX.

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

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

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

BGS Placement has the meaning given to that term in Section 8.4(b)(ii).

China Automobile means China Automobile Parts Holding Limited, a company incorporated in Bermuda and listed on the Main Market of Bursa Malaysia.

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

Closing Date means the closing date specified in Section 3 of this Prospectus (unless extended or closed earlier).

Company or **SBU** or **Siburan** means Siburan Resources Limited (ACN 137 176 393).

Conditions means the conditions to the Offer as set out in Section 2.1.

Consideration Shares has the meaning given to that term in Section 8.4(a)(i).

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

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

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

Essential Resolutions has the meaning given to that term in Section 4.1.

General Meeting means the general meeting of Shareholders to be held on 21 July 2015 which seeks Shareholder approval for the matters set out in the Notice of Meeting (including the Essential Resolutions).

Kirwan Project has the meaning given to that term in Section 5.1 of this Prospectus.

Notice of Meeting means the Notice of General Meeting and Explanatory Statement of SBU in relation to the General Meeting which was released on the ASX on 19 June 2015.

Offer means the offer of Shares the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Opening Date means the opening date specified in Section 3 of this Prospectus.

Option means an option to acquire a Share.

Ora Banda Project has the meaning given to that term in Section 5.1 of this Prospectus.

Proposed Directors mean Mr Guo Qing Li and Mr Peng Peng "Mark" Ding which will be appointed on Settlement.

Prospectus means this prospectus.

Settlement means settlement of the Transaction in accordance with the terms of the Agreement.

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

Shareholder means the holder of a Share.

Transaction has the meaning given to that term in Section 4.1 of this Prospectus.

WST means Western Standard Time as observed in Perth, Western Australia.

For personal use only

SHARE OFFER APPLICATION FORM

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

All Correspondence to:
SIBURAN RESOURCES LIMITED
 PO Box 208
 NEDLANDS, WA 6909
 T: +61 8 9386 3600 F: +61 8 9386 3900
 W: www.siburan.com.au
 E: info@siburan.com.au

SIBURAN RESOURCES LIMITED

ACN: 137 176 393

BROKER STAMP

Broker Code

Advisor Code

PLEASE READ CAREFULLY ALL INSTRUCTIONS ON THE REVERSE OF THIS FORM

This application relates to a Prospectus dated 2 July 2015 for the offer of Fully Paid Ordinary Shares at the price of \$0.05 per Share.

I / We apply for:

, , shares at AUD \$0.05 per share A \$, , .

Full Name of Applicant / Company

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

Joint Applicant #2

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

Joint Applicant #3

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

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

< >

Postal Address

Unit Street Number Street Name or PO BOX

Suburb / Town / City

State

Postcode

Country Name (if not Australia)

CHESS HIN (where applicable)

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

Tax File Number / Australian Business Number

Tax File Number of Security Holder #2 (Joint Holdings Only)

Contact Name

Contact Number

()

Email Address

@

DECLARATION

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

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

This Application Form relates to the Offer of Fully Paid Shares in Siburan Resources Limited.

APPLICATION FORMS

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

Insert the number of Shares you wish to apply for.

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

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

PAYMENT

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

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

Alternatively, funds can be transferred to the Westpac Banking Corporation as below:

BSB No.: 036-000

A/C No.: 367333

Siburan Resources Limited – Subscription Account

LOGGING OF APPLICATIONS

Completed Application Forms and cheques must be:

Posted to:

Siburan Resources Limited

PO Box 208

NEDLANDS, WA 6909

OR

Delivered to:

Siburan Resources Limited

Suite 8/18 Stirling Highway,

NEDLANDS, WA 6009

Applications must be received by no later than 5.00pm WST on the Closing Date 21 July 2015 which may be changed immediately after the Opening Date at any time and at the discretion of the Company.

CHES HIN/BROKER SPONSORED APPLICANTS

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

CORRECT FORM OF REGISTRABLE TITLE

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

TYPE OF INVESTOR

Individual

Use given names in full, not initials.

CORRECT

Mr John Alfred Smith

INCORRECT

J A Smith

Company

Use the company's full title, not abbreviations.

ABC Pty Ltd

ABC P/L or ABC Co

Joint Holdings

Use full and complete names.

Mr Peter Robert Williams &
Ms Louise Susan Williams

Peter Robert &
Louise S Williams

Trusts

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

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

Sue Smith Family Trust

Deceased Estates

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

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

Estate of Late John Smith
or
John Smith Deceased

Minor (a person under the age of 18)

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

Mr John Alfred Smith
<Peter Smith A/C>

Master Peter Smith

Partnerships

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

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

John Smith and Son

Superannuation Funds

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

Jane Smith Pty Ltd
<JSuper Fund A/C>

Jane Smith Pty Ltd Superannuation Fund

PRIVACY STATEMENT

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