

FINDERS RESOURCES LIMITED

ABN 82 108 547 413

PROSPECTUS

For the offer of 1,000 Shares in the capital of the Company at an issue price of \$0.20 per Share to raise up to \$200.

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

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.

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1. SUMMARY OF IMPORTANT DATES AND IMPORTANT NOTES

TIMETABLE AND IMPORTANT DATES

Lodgement of Prospectus with the ASIC and ASX	10 September 2013
Opening Date	10 September 2013
Closing Date	5:00pm (EST) 11 September 2013
Expected date of Official Quotation of the Shares	11 September 2013

*The Company reserves the right to extend the Closing Date or close the Offer early without notice.

IMPORTANT NOTES

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

This Prospectus is dated 10 September 2013 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

The Expiry Date of the Prospectus is 13 months after the date the Prospectus was lodged with the ASIC. No Shares will be allotted or issued on the basis of this Prospectus after the Expiry 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.

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

ELECTRONIC PROSPECTUS

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

RISK FACTORS

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus. For further information in relation to the risk factors of the Company please refer to Section 6 of this Prospectus.

2. CORPORATE DIRECTORY

Directors

Mr Gary E Comb – *Non-Executive Chairman*
Mr Barry J Cahill – *Managing Director*
Mr Christopher B Farmer – *Executive Director, Indonesia*
Mr Gavin A Caudle – *Non-Executive Director*
Mr Gordon T Galt – *Non-Executive Director*

Executive Management

Mr Robert P Thomson – *Development*
Mr James H Wentworth – *Chief Financial Officer*

Company Secretary

Mr James H Wentworth

Registered Office and Principal Place of Business

Suite 901 Level 9
60 Pitt Street
SYDNEY NSW 2000

General Enquiries

Telephone: +61 2 8084 1812
Facsimile: +61 2 8068 2540

Email: info@findersresources.com
Website: www.findersresources.com

Auditor*

PricewaterhouseCoopers
Darling Park Tower 2
201 Sussex Street
SYDNEY NSW 2000

Share Registry*

Boardroom Pty Limited
Level 7
207 Kent Street
SYDNEY NSW 2000

Telephone: +61 2 9290 9600
Facsimile: +61 2 9290 0664

Solicitors

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

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

3. DETAILS OF THE OFFER

3.1 Offer

By this Prospectus, the Company invites investors identified by the Directors to apply for a total of 1,000 Shares in the capital of the Company at an issue price of \$0.20 per Share to raise up to \$200.

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

3.2 Objectives

The Company is seeking to raise only a nominal amount of \$200 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital.

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to the Shares issued by the Company prior to the Closing Date.

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC 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 body that are in the same class of securities as the relevant securities.

3.3 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be 10 September 2013 and the Closing Date will be 11 September 2013 at 5:00pm EST. 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.

3.4 Application for Shares

Applications for Shares must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.20 per Share.

Completed Application Forms and accompanying cheques must be mailed or delivered to:

By Post or Hand

Suite 901 Level 9
60 Pitt Street
SYDNEY NSW 2000

Cheques should be made payable to "**Finders Resources Limited - Share Offer Account**" and crossed "**Not Negotiable**". Completed Application Forms must reach the address set out above by no later than the Closing Date.

3.5 Minimum Subscription

There is no minimum subscription.

3.6 Allotment of Shares

Allotment of Shares will take place as soon as practicable after the Closing Date. Application moneys will be held in a separate subscription account until allotment. This account will be established and kept by the Company in trust for each applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether allotment takes place and each applicant waives the right to claim any interest.

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

Where the number of Shares allotted is less than the number applied for, the surplus monies 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 monies refunded.

3.7 Underwriter

The Offer is not underwritten.

3.8 Australian Securities Exchange Listing

The Company will apply to ASX for Official Quotation of the Shares offered under this Prospectus within seven (7) days after the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus within 3 months after the date of this Prospectus (or such period as varied by the ASIC), all applications will be dealt with in accordance with the Corporations Act and applicants will be entitled to a refund of their application money, in accordance with section 724(2) of the Corporations Act.

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.

3.9 Restrictions on the Distribution of the Prospectus

The distribution of this Prospectus outside the Commonwealth of Australia may be restricted by law.

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

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an application to take up Shares on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

3.10 Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

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

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

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

3.11 Privacy Act

If you complete an application for 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 Shares, facilitate distribution payments and corporate communications to you as a holder of Shares 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.

3.12 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Mr James Wentworth, on +61 2 8084 1812.

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

4.1 Purpose of the Offer

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached to Shares issued by the Company prior to the Closing Date (including prior to the date of this Prospectus).

The effect of the Offer on the capital structure of the Company is set out below.

Shares

	Number
Shares currently on issue ¹	491,197,626
Shares offered pursuant to the Offer	1,000
Total Shares on issue after the Closing Date	491,198,626

Options

	Number
Options currently on issue ²	72,656,048
Options offered pursuant to the Offer	Nil
Total Options on issue after the Closing Date	72,656,048

Notes

- This does not include the:
 - 4,270,310 Shares that the Company intends to issue to Provident Capital Partners Pte Ltd, as set out in the announcement dated 2 September 2013; or
 - Shares that are to be issued to Mr Cahill as short and long term incentives, as set out in the announcement dated 9 September 2013.

The Company does not intend to issue these Shares prior to the close of the Offer.

- These are all unlisted Options on the following terms: 500,000 Options exercisable at \$0.30, on or before 16 April 2014, 2,000,000 Options exercisable at \$0.30, on or before 8 May 2014, 16,000,000 Options exercisable at \$0.50, on or before 24 October 2014, 22,857,144 Options exercisable at \$0.35, on or before 6 June 2017 and 31,298,904 Options exercisable at \$0.2556, on or before 22 October 2017.

Mandatory Convertible Notes

	Number
Mandatory Convertible Notes currently on issue ¹	55
Mandatory Convertible Notes offered pursuant to the Offer	Nil
Total Mandatory Convertible Notes on issue after the Closing Date	55

Notes

- Each Mandatory Convertible Note has an aggregate face value of US\$100,000 and expires on 16 March 2018, with the Mandatory Convertible Notes convertible into a total of 12,248,538 Shares.

After expenses of the Offer of approximately \$15,000, there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$200) will be met from the Company's existing cash reserves.

4.2 Financial effect

The Offer will have an effect on the Company's financial position. Set out below is the consolidated (audit reviewed) balance sheet of the Company as at 30 June 2013 and the consolidated balance sheet of the Company (pro-forma, unaudited) as at 30 June 2013, incorporating the effect of the Offer including issue costs and the other significant events post 30 June 2013.

	Audit Reviewed Consolidated 30 June 2013	Unaudited Pro-forma Consolidated 30 June 2013
Current assets		
Cash and cash equivalents	1,420	14,694
Receivables	202	202
Financial assets	380	380
Inventories	495	495
Other assets	49	49
Total current assets	2,546	15,820
Non-current assets		
Receivables	880	880
Financial assets	96	96
Plant and equipment	18,455	18,455
Development expenditure	18,807	18,807
Total non-current assets	38,238	38,238
Total assets	40,784	54,058
Current liabilities		
Trade and other payables	3,206	3,206
Borrowings	8,912	0
Provisions	384	384
Total current liabilities	12,502	3,590
Non-current liabilities		
Provisions	2,163	2,163
Total non-current liabilities	2,163	2,163
Total liabilities	14,665	5,753
Net assets	26,119	48,305
Equity		
Issued capital	107,934	130,293
Reserves	10,223	10,223
Accumulated losses	(89,359)	(89,532)
Capital and reserves attributable to owners of Finders Resources Limited	28,798	50,984
Non controlling interest	(2,679)	(2,679)
Total equity	26,119	48,305

Notes:

The proforma balance sheet was prepared on the basis that the following transactions had occurred at 30 June 2013:

- (a) the proposed Offer of 1,000 Shares at \$0.20 per Share which will raise \$200;
- (b) the costs of the Offer;
- (c) the issue of 50 million Shares at \$0.20 per Share on 8 August 2013 pursuant to the exercise of 50 million Options, which raised \$10 million and the application of the cost of the issue against the share capital;
- (d) the issue of approximately 20.07 million Shares at \$0.20 per Share on 16 August and 23 August 2013 pursuant to Share placements, which raised approximately \$4.014 million and the application of the cost of the issue against the share capital; and
- (e) the issue of 54.9 million Shares at \$0.165 per Share to the Company's lenders on 1 July 2013, on conversion of outstanding loans and accrued interest, which totalled approximately \$9.06 million.

5. 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.

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

(a) **General meetings**

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

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

(b) **Voting rights**

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for 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).

(c) **Dividend rights**

Subject to the Corporations Act, a dividend may be payable out of profits or otherwise than out of profits. Subject to the rights of persons (if any) entitled to shares with special rights as to dividend all dividends are to be declared and paid according to the amounts paid (not credited) as paid on the Shares in respect of which the dividend is paid. Interest may not be paid by the Company in respect of any dividend, whether final or interim.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, 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 of the Company, 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.

(e) **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.

(f) **Variation of rights**

Pursuant to 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. RISK FACTORS

6.1 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.

6.2 Specific Risks

Additional Funding Requirements

As noted in the Company's financial report for the half year ended 30 June 2013, the continuing viability of the Company and its ability to continue as a going concern and meet its debts and commitments as they fall due are dependent upon the Company being successful in securing project finance and raising additional equity for the development of its Wetar Copper Project and, until project finance is secured, the Company being able to secure interim funding. Equally, funding will need to be secured to exercise its option and develop and operate the Company's Ojolali Gold-Silver Project. Until these matters are finalised, there is a material uncertainty that may cast significant doubt on whether the Company will continue as a going concern and, therefore, whether it will realise its assets and settle its liabilities and commitments in the normal course of business and at the amounts stated in the financial report.

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Market conditions which are then generally prevailing will impact on the price or cost at which the Company will be able to raise such funds and no assurance can be given that such funding will be available on terms acceptable to the Company. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of the Company's business. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company. 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.

Commodity Price Volatility

Substantially all of the Company's future revenues and cash flows will be derived from the sale of copper, gold and silver. Therefore the financial performance of the Company is sensitive to the price prevailing at the time those commodities are sold. Commodity prices are affected by numerous factors and events that are beyond the control of the Company. These factors and events include

general economic activity, world demand, forward selling activity, copper, gold and silver reserve movements at central banks, costs of production by other copper, gold and silver producers and other matters such as inflationary expectations, interest rates, currency exchange rates (particularly the strength of the US dollar) as well as general global economic conditions and political trends.

If copper, gold or silver prices should fall below or remain below the Company's forecast costs of production for any sustained period due to these or other factors and events, the Company's exploration and production could be delayed or even abandoned. A delay in exploration or production or the abandonment of one or more of the Company's projects may require the Company to write-down its copper, gold or silver reserves and/or resources and may have a material adverse effect on the Company's production, earnings and financial position.

No geographical diversification

The Company's projects are both located in Indonesia. Any circumstance or event which negatively impacts the ownership or development of these areas or which negatively affects Indonesia could materially affect the financial performance of the Company and more significantly than if it had a diversified asset base.

Sovereign Risk

The Company's key projects are located in Indonesia. Possible sovereign risks associated with operating in Indonesia include, without limitation, changes in the terms of mining legislation, changes in the foreign ownership requirements in Indonesia, changes to royalty arrangements, changes to taxation rates and concessions, expropriation by the government or private entities and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its shares. No assurance can be given regarding future stability in Indonesia or any other country in which the Company may, in the future, have an interest.

Reliance on Key Management

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment. The Company's future ability to recruit and retain highly qualified management personnel will also be critical to its success.

Operating and Development Risks

The business of copper mining involves many risks and may be impacted by factors including ore tonnes, grade and metallurgical recovery, input prices (some of which are unpredictable and outside the control of the Company), overall availability of free cash to fund continuing development activities, labour force disruptions, cost overruns, changes in the regulatory environment and other unforeseen contingencies. Other risks also exist such as environmental hazards (including discharge of pollutants or hazardous chemicals), industrial accidents, occupational and health hazards, cave-ins and rock bursts. Such occurrences could result in damage to, or destruction of, production facilities, personal injury or death, environmental damage, delays in mining, increased production costs and other monetary losses and possible legal liability to the owner or operator of the mine. The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure,

including those in respect of past mining activities for which it was not responsible.

In addition, the Company's profitability could be adversely affected if for any reason its production and processing of copper or mine development is unexpectedly interrupted or slowed. Examples of events which could have such an impact include unscheduled plant shutdowns or other processing problems, mechanical failures, the unavailability of materials and equipment, pit slope failures, unusual or unexpected rock formations, poor or unexpected geological or metallurgical conditions, failure of mine communications systems, poor water condition, interruptions to electricity supplies, disruptions or unavailability of transport facilities to and from the project, human error, earthquakes, tsunamis and adverse weather conditions.

Mine development

Future further development of mining operations at any of the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of further economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

The Company's 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, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects and treatment of ore.

Uninsured Loss and Liability

Development and production of minerals involves hazards and risks that could result in the Company incurring losses and liabilities to third parties. There is a risk that the Company may not be insured against all losses or liabilities that could arise from its operations. If the Company incurs losses or liabilities which are not covered by its insurance policies, the funds available for exploration and development will be reduced and the value and/or tenure of the Company's assets may be at risk.

6.3 General Risks

Environmental Risks

The operations of the Company are subject to laws and regulations concerning the environment. 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. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Government Policy Changes

Government policies are subject to review and changes from time to time. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

At present, the Company is not aware of any reviews or changes that would affect its tenements. However, changes in community attitudes on matters such as taxation, competition policy, environment and indigenous lands right issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's plans or its rights and obligations in respect of its tenements. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

Economic Risks

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

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

- (a) general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

Share Market Conditions

There are general risks associated with any investment in the share market. The market price of the Company's securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource 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.

6.4 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 Company's Shares. Therefore, the Shares to be issued pursuant to this Prospectus (if exercised) carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

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

7. ADDITIONAL INFORMATION

7.1 Continuous Disclosure Obligations

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

This Prospectus is a “transaction specific prospectus”. In general terms 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
09/09/2013	Barry Cahill Employment Agreement
06/09/2013	Change of Company Secretary
05/09/2013	Positive Feasibility Revision Results
02/09/2013	Additional Placement of Shares
30/08/2013	Half Yearly Report and Accounts 30 June 2013
30/08/2013	Cleansing Notice
29/08/2013	Becoming a substantial holder PT Saratoga
28/08/2013	Initial Director's Interest Notice Galt
28/08/2013	Initial Director's Interest Notice Cahill
27/08/2013	Final Director's Interest Notice Lonergan
27/08/2013	Final Director's Interest Notice Fountain
27/08/2013	Final Director's Interest Notice De Belle
26/08/2013	Change in substantial holding
23/08/2013	Board and Management Changes
22/08/2013	Initial Director's Interest Notice Caudle
21/08/2013	Board Resignations
16/08/2013	Final Director's Interest Notice Thomson
16/08/2013	Final Director's Interest Notice Wentworth
16/08/2013	Appendix 3B
15/08/2013	Finders Board Rejects Taurus
09/08/2013	Cleansing Statement
09/08/2013	Section 249D Notice
08/08/2013	Change in substantial holding
07/08/2013	Appendix 3B
06/08/2013	Reinstatement to Official Quotation

06/08/2013	Successful Capital Raising of \$14 million
05/08/2013	Suspension from Official Quotation
01/08/2013	Trading Halt
31/07/2013	Quarterly Cashflow Report 30 June 2013
31/07/2013	Quarterly Activities Report 30 June 2013
26/07/2013	Project Update - Development Strategy
24/07/2013	Release of Voluntary Restricted Shares
17/07/2013	Increased Ore Reserve for Wetar Copper Project
11/07/2013	Award of Forestry Permit
10/07/2013	Trading Halt
09/07/2013	Change in substantial holding
05/07/2013	Change in substantial holding
02/07/2013	Change in substantial holding
01/07/2013	Appendix 3B
01/07/2013	Results of Meeting
06/06/2013	Becoming a substantial holder Provident Minerals Pte Ltd
06/06/2013	Final Director's Interest Notice Roussel
05/06/2013	Initial Director's Interest Notice Comb
05/06/2013	New Non-Executive Chairman Appointed
04/06/2013	Change in substantial holding
31/05/2013	Notice of General Meeting/Proxy Form
28/05/2013	Change in substantial holding
24/05/2013	Appendix 3B
24/05/2013	Change in substantial holding
23/05/2013	Results of Meeting
21/05/2013	Change in substantial holding
20/05/2013	Conversion of RCF Taurus Loans to Shares Appendix 3B
08/05/2013	RCF and Taurus to Convert Loans to Shares
01/05/2013	Placement to Provident Capital Partners
30/04/2013	Quarterly Cashflow Report 31 March 2013
30/04/2013	Quarterly Activities Report 31 March 2013
30/04/2013	Forestry Permit Application Lodged for Wetar Copper Project
19/04/2013	Annual Report 2012
19/04/2013	Notice of Annual General Meeting/Proxy Form
04/04/2013	Wetar Surveys Completed & Ojolali Permit Extended
02/04/2013	Appendix 3B
18/03/2013	Full Year Statutory Accounts 31 December 2012

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

7.2 Directors' Interests

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

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

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 or director, 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 Offer.

Directors' relevant interests in securities of the Company at the date of this Prospectus and remuneration information (including amounts paid in consulting fees) for the current and last two financial years is set out below:

Name	Shares	Options and Mandatory Convertible Notes
Mr Gary E Comb	250,000	Nil
Mr Barry J Cahill	Nil	Nil
Mr Christopher B Farmer	7,465,695	Nil
Mr Gavin A Caudle	43,696,487	Nil
Mr Gordon T Galt	Nil	Nil

Name	Year End 31 December 2011	Year End 31 December 2012	1 January 2013 to Current
Mr Gary E Comb	Nil	Nil	\$69,559
Mr Barry J Cahill	Nil	Nil	\$92,734
Mr Christopher B Farmer	\$539,472	\$610,609	\$395,500
Mr Gavin A Caudle	Nil	Nil	Nil
Mr Gordon T Galt	Nil	Nil	\$1,616

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 \$350,000.

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

7.3 Interests of Experts and Advisers

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

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

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

Steinepreis Paganin have acted as solicitors to the Company in respect of this Prospectus. Steinepreis Paganin will be paid approximately \$12,000 (excluding GST) for services in relation to this Prospectus.

7.4 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.

7.5 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.

7.6 Estimated Expenses of Offer

The total expenses of the issue are estimated to be approximately \$15,000 comprising legal costs, printing and other administrative expenses, including ASIC fees.

7.7 Market Price of Shares

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

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

Highest	\$0.25	23 July 2013
Lowest	\$0.155	6 and 7 June 2013
Last	\$0.22	9 September 2013

7.8 Electronic Prospectus

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

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on +61 2 8084 1812 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

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

8. DIRECTORS' AUTHORISATION

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

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

Dated: 10 September 2013.

Mr Gary Comb
Non-Executive Chairman
Signed for and on behalf of
FINDERS RESOURCES LIMITED

9. DEFINITIONS

\$ means Australian dollars.

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

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 CHESSE.

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

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

Closing Date means the date specified in Section 1 (unless extended or closed earlier).

Company means Finders Resources Limited (ABN 82 108 547 413).

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.

EST means Eastern Standard Time as observed in Sydney, New South Wales.

Mandatory Convertible Note means a convertible note on the terms set out in section 4.1.

Offer means the offer of Shares referred to in the "Details of the Offer" section of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Prospectus means this prospectus.

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

Shareholder means the holder of a Share.