

OAKAJEE CORPORATION LIMITED
ABN 79 123 084 453

RIGHTS ISSUE PROSPECTUS

For a non-renounceable pro rata offer to Eligible Shareholders of approximately 17,000,000 New Options at an issue price of \$0.005 per New Option on the basis of one New Option for every three Existing Shares held, to raise up to approximately \$85,000 before issue costs.

The Offer is not underwritten.

Important Notice

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

The securities offered by this Prospectus should be considered speculative.

CONTENTS

1	Corporate Directory	5
2	Managing Director's Letter	6
3	Details of the Offer	7
4	Purpose and Effect of the Offer	10
5	Actions Required by Eligible Shareholders	12
6	Terms of New Options and Underlying Securities	13
7	Risk Factors	15
8	Additional Information	17
9	Glossary	21

SUMMARY OF IMPORTANT DATES	
Lodgement of Prospectus with ASIC and ASX and Appendix 3B	6 February 2017
Notice sent to Shareholders	6 February 2017
Ex date	9 February 2017
Record Date to determine Entitlement	10 February 2017
Prospectus with Application Form despatched to Eligible Shareholders	13 February 2017
Closing date for acceptances	22 February 2017
ASX notified of Shortfall	27 February 2017
Issue date of New Options to Eligible Shareholders and New Options entered into Optionholders' security holdings	28 February 2017

This timetable is indicative only and subject to change. The Company reserves the right to vary the above dates, subject to the ASX Listing Rules and Corporations Act.

RISK FACTORS

Potential investors should consider that an investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the Offer. Key Risks associated with an investment in the Company are summarised in the following table. This list of risks is not exhaustive. Full details of the risks tabled below and other risk factors are set out in **section 7** of this Prospectus. The occurrence of any of the risks or events outlined below could have a materially adverse effect on the Company's operations and the value of the Company's Securities.

Risk Area	Risks	Section Ref
ASX Suspension	The Company's Shares were suspended from quotation on the ASX on 9 September 2016 and will remain suspended until the Company is able to demonstrate compliance with Chapter 12 of the ASX Listing Rules. Chapter 12 requires, amongst other things, that the level of the Company's operations must, in ASX's opinion, be sufficient to warrant the continued quotation of the Company's securities and its continued listing. The reason for the suspension is that the Company does not currently have a main undertaking sufficient to warrant its continued listing. The Company is actively seeking opportunities in the resources sector and in particular early-mid stage exploration. There is no guarantee that the Company will identify a suitable opportunity or proceed with a suitable acquisition and therefore there is no guarantee that the Company's Shares will be readmitted to quotation on ASX.	7.4
Value of Options	The New Options do not provide subscribers with an equity interest in the Company unless the New Options are exercised. The New Options will not be listed on ASX and accordingly there is unlikely to be any market for the sale of the New Options. There is therefore a significant risk that holders of New Options may not be able to realise and value from them unless they exercise them. The Existing Shares are also suspended from quotation and therefore unless and until the Existing Shares are requoted, upon exercise of New Options there is unlikely to be any market for sale of any Shares issued upon exercise. The value of the New Options and any Shares issued on exercise of the Options will also be affected by a number of factors including the ability of the Company to identify suitable acquisition opportunities.	7.5
Investment in EZA	The Company's principal asset is its shareholding in EZA Corporation Limited, a company whose shares are also currently suspended from trading on the ASX. The value of the Company's investment in EZA as well as its ability to realise that value is likely to have a significant effect on for the value of the Company.	7.6
Future Capital Requirements	Whilst the Company has sufficient funds to meet its existing obligations and seek and assess new opportunities in the mining sector, in the event a suitable acquisition or acquisitions are identified it is likely that the Company will require additional capital either to complete the acquisition or to develop any assets acquired. There can be no assurance that the Company will have sufficient resources for this purpose or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing will be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which limit the Company's operations and business strategy. The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's future activities.	7.7

IMPORTANT NOTES

This Prospectus is dated 6 February 2017 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus. No New Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

This Prospectus does not constitute an offer in any place in which or to any person to whom it would not be lawful to make such an offer. Refer to **section 3.4** for treatment of overseas shareholders. Applications for New Options offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

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

This Prospectus is a transaction specific prospectus for an offer of options to acquire 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.

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

In particular, it is important that you consider the risk factors (see **section 7.1** of this Prospectus) that could affect the performance of the Company before making an investment decision.

Some words and expressions used in this Prospectus have defined meanings which are explained in **section 9**.

ELECTRONIC PROSPECTUS

A copy of the Prospectus can be downloaded from the website of the Company at www.oakajecorp.com.au, or the website of the ASX. Any person accessing the electronic version of the Prospectus for the purposes 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 the Application Form unless it is attached to a hard copy of the Prospectus or it accompanies the complete and unaltered version of the Prospectus. Any person may obtain a hard copy of the Prospectus free of charge by contacting the Company.

The Company is not aware of any new information that materially affects the information included in this announcement.

1 CORPORATE DIRECTORY

<p>Directors Mr Mark Jones (Managing Director) Mr Garry Thomas (Non-Executive Director) Mr Douglas Rose (Non-Executive Director)</p>	<p>Share Registry* Advanced Share Registry Services 110 Stirling Highway Nedlands WA 6009 Telephone: +61 8 9389 8033 Fax: +61 8 9262 3723</p>
<p>Company Secretary Ms Krystal Kirou Tel: +61 8 9463 2463</p>	<p>Solicitors Bennett + Co Ground Floor, BGC Centre 28 The Esplanade Perth WA 6000</p>
<p>Auditors* HLB Mann Judd Chartered Accountants Level 4, 130 Stirling Street Perth WA 6000</p>	<p>Web Address http://www.oakajecorp.com.au</p>
<p>Registered Office 39 Clifton Street Nedlands WA 6009 Telephone: +61 8 9389 6032 Fax: +61 8 9389 8226</p>	<p>ASX Code: OKJ ABN: 79 123 084 453</p>

* This entity has not been involved in the preparation of this Prospectus. Their name is included for information purposes only.

2 MANAGING DIRECTOR'S LETTER

Dear Shareholder,

As a Shareholder in the Company, your Directors are pleased to invite you to participate in a non-renounceable Rights Issue to raise up to \$85,000 in funds (before costs) on the basis of one New Option for every three Existing Shares held at the Record Date at an issue price of \$0.005 per New Option pursuant to this Prospectus. The Offer is not underwritten.

If any shortfall remains after the allocation of New Options, the Directors of the Company reserve the right to place the remaining shortfall at their discretion within 3 months of the close of the Offer.

The Company is currently suspended from trading on ASX pending acquisition of suitable assets to enable the Company to satisfy the requirements of Chapter 12 of the ASX Listing Rules including as to a sufficient level of operations, adequate financial condition and investment of cash or assets readily convertible into cash.

The Company is actively seeking opportunities in the resources sector and in particular, early-mid stage exploration. The Board has employed a rigorous approach to sourcing and assessing opportunities.

The funds raised from the issue of New Options will be used as additional working capital for the Company while the Company investigates new opportunities.

The Prospectus should be read carefully before deciding whether to participate in this Offer. On behalf of your Board, I encourage you to consider this opportunity and thank you for your ongoing support for the Company.

Yours faithfully,

Mark Jones
Managing Director

3 DETAILS OF THE OFFER

3.1 The Offer

The Offer is a non-renounceable pro-rata entitlement issue to Eligible Shareholders of approximately 17,000,000 New Options on the basis of one New Option for every three Existing Shares held at the Record Date at an issue price of \$0.005 per New Option to raise up to approximately \$85,000 before costs.

The Company has 51,000,000 Existing Shares on issue.

Assuming the entire shortfall (if any) is successfully placed by the Directors of the Company, the capital structure will be as follows:

Capital Structure	Shares	Options
Existing Securities	51,000,000	-
Issue of New Options	51,000,000	17,000,000
Total Securities on issue after the Offer	51,000,000	17,000,000

Details of the purpose and effect of the Offer are set out in **section 4.1**.

3.2 No Minimum Subscription

There is no minimum subscription for the Offer.

3.3 Entitlement to Rights Issue

Eligible Shareholders who are registered holders of Shares at 5pm (WST) on the Record Date and have a registered address in Australia or New Zealand, are eligible to participate in the Offer.

Fractional Entitlements will be rounded up to the nearest whole number of New Options. For this purpose, holdings in the same name are aggregated for calculation of Entitlements. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements.

An Application Form setting out your Entitlement to New Options accompanies this Prospectus.

3.4 Treatment of Overseas Shareholders

The Offer in this Prospectus is not being extended to any Shareholder, at the Record Date, whose registered address is not situated in Australia or New Zealand because of the small number of such Shareholders and the cost of complying with applicable regulations in jurisdictions outside Australia and New Zealand.

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

Recipients may not send or otherwise distribute this Prospectus or the Application Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

3.5 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 5 and on the Application Form which accompanies this Prospectus.

3.6 Shortfall Placement

If any shortfall remains after the allocation of New Options, the Directors of the Company reserve the right to place the remaining shortfall to parties other than related parties of the Company at their sole discretion within 3 months of the close of the Offer.

3.7 Underwriting

The Offer is not underwritten.

3.8 Effect of the Offer on Control of the Company

Section 606 of the Corporations Act provides that a person cannot acquire a relevant interest in issued voting shares in a company if because of the transaction in relation to securities, a person's voting power in the company increases from 20% or below to more than 20% (or from a starting point that is above 20% and below 90%). Accordingly, a person may be restricted from exercising the New Options the subject of the Offer in the event that their voting power was to exceed 20%.

There are exceptions to that prohibition, including an acquisition made with the approval of shareholders. In the context of the Offer, Shareholder approval would be required if any person were to otherwise increase their shareholding above 20% in the Company upon the issue of Shares on exercise of any New Options.

Accordingly, the Offer itself will not have any effect on the control of the Company and any control issues that might arise upon exercise of the New Options will be subject to Shareholder approval or another applicable Corporations Act exemption.

3.9 Allotment and Application Money

The New Options pursuant to the Offer will be allotted as soon as practical after the Closing Date in accordance with the ASX Listing Rules.

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

The New Options will be unlisted.

3.10 Opening and Closing Dates

The Offer will open for receipt of acceptances on 13 February 2017 and will close on 22 February 2017, subject to the right of the Company to vary these dates in accordance with the ASX Listing Rules.

3.11 Rights and Liabilities attaching to the New Options

A summary of the rights and liabilities attaching to the New Options is set out in **section 6.1**.

3.12 Taxation Implications

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

3.13 Enquiries

Any questions concerning the Offer should be directed to Ms Krystal Kirou, Company Secretary, on +61 8 9463 2463.

Any queries regarding the Entitlement and Acceptance Form should be directed to Advanced Share Registry Services on +61 8 9389 8033.

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

4 PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The purpose of the Offer is to raise up to approximately \$85,000 before costs.

The Directors intend to apply the proceeds from the Offer for general working capital in accordance with the table set out below.

As noted above, the Company's Shares are currently suspended from quotation on ASX pending the acquisition of the Company of suitable assets to enable the Existing Shares to be reinstated for quotation. Whilst the Company investigates opportunities, it is still required to fund the normal working capital requirements of an ASX listed company as well as costs associated with assessing acquisitions including due diligence costs.

In the event that the Company identifies an appropriate acquisition or acquisitions and proceeds with the acquisition or acquisitions it is likely that the Company will require further capital to exploit the assets acquired. Exercise of the New Options by subscribers to the Offer will provide a potential source of capital for this purpose.

The table assumes that Entitlements are taken up in full.

Proceeds of the Offer	\$
Working Capital	75,000
Costs of the Offer	10,000
ESTIMATED TOTAL	85,000

4.2 Effect of the Offer

The effect of the Offer will be (assuming Entitlements are taken up in full) that:

- (a) cash reserves will initially increase by up to approximately \$75,000 (after costs);
- (b) the number of Options on issue will increase from nil to 17,000,000; and
- (c) there will be no change in the number of Shares on issue.

4.3 Statement of Financial Position

Set out below is the Consolidated Statement of Financial Position of the Company as at 30 June 2016 (audited) the Consolidated Statement of Financial Position of the Company as at 31 December 2016 (unaudited) and the Consolidated Pro-Forma Statement of Financial Position following completion of the Offer assuming the Offer is fully subscribed on the basis of the assumptions detailed further below. The significant accounting policies upon which the Statement of Financial Position and the Pro-Forma Statement of Financial Position are based are contained in the audited Annual Report for the 12 month period ended 30 June 2016.

	Consolidated Actual	Consolidated Actual	Consolidated Pro-Forma
	30 June 2016	31 December 2016	Full Subscription
	(audited)	(unaudited)	31 December 2016
			(unaudited)
	\$		\$
Current Assets			
Cash and cash equivalents	878,698	914,039	989,039
Trade and other receivables	7,762	1,827	1,827
Other financial assets	-	23,056	23,056
Total current assets	886,460	938,922	1,013,922
Non-Current Assets			
Plant & equipment	1,771	1,181	1,181
Available-for-sale financial assets	1,467,000	1,362,000	1,362,000
Total non-current assets	1,468,771	1,363,181	1,363,181
Total Assets	2,355,231	2,302,103	2,377,103
Current Liabilities			
Trade and other payables	79,682	94,989	94,989
Total current liabilities	79,682	94,989	94,989
Total Liabilities	79,682	94,989	94,989
Net Assets	2,275,549	2,207,114	2,282,114
Equity			
Issued capital	7,131,169	7,131,169	7,131,169
Reserves	582,000	582,549	667,549
Retained losses	(5,437,620)	(5,506,604)	(5,516,604)
Total Equity	2,275,549	2,207,114	2,282,114

Assumptions for Unaudited Pro Forma Statement of Financial Position

The pro forma Statement of Financial Position has been prepared on the basis that there have been no material movements in the assets and liabilities of the Company between 31 December 2016 and the close of the Offer other than the following:

- Increase in cash of \$75,000 from the Offer after costs of the Offer.
- The Company issues 17,000,000 New Options at \$0.005 per New Option pursuant to the Offer. The Offer will raise \$85,000 before costs.

5 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

5.1 What you may do

As an Eligible Shareholder, you may:

- subscribe for all of your Entitlement (refer **section 5.2**);
- take up only part of your Entitlement (refer **section 5.3**); or
- do nothing and allow all or part of your Entitlement to lapse (refer **section 0**).

5.2 To subscribe for all of your Entitlement

If you wish to subscribe for all of your Entitlement, complete the accompanying Application Form in accordance with the instructions set out in that form. The Application Form sets out the number of New Options you are entitled to subscribe for. You can pay for your New Options either by cheque or BPAY.

The completed Application Form must be accompanied by a cheque or bank draft made payable to “Oakajee Corporation Limited” and crossed “Not Negotiable” for the appropriate Application Money in Australian dollars calculated at \$0.005 per New Option accepted, and received by the Company at the addresses per the Entitlement and Acceptance Form by no later than 5.00 pm (WST) on 22 February 2017. The Company will present the cheque or bank draft on or around the day of receipt of the Application Form. If a cheque is not honoured upon its first presentation, the Directors reserve the right to reject the relevant Application Form.

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

Alternatively, if you are paying by BPAY, refer to your personalised instructions on your Application Form.

5.3 If you wish to take up only part of your Entitlement

Please complete the Application Form, which accompanies this Prospectus, by inserting the number of New Options for which you wish to accept (being less than as specified on the Application Form).

If payment is by cheque, the process in **section 5.2** will apply. Alternatively, if you are paying by BPAY, refer to your personalised instructions on your Application Form.

5.4 Entitlements not taken up

If you are an Eligible Shareholder and do not wish to accept all (or part) of your Entitlement, you are not obliged to do anything.

If you have any queries concerning your entitlement or allocation, please contact:

Ms Krystel Kirou, Company Secretary
Tel: +61 8 9463 2463

or contact your stockbroker or professional adviser.

6 TERMS OF SECURITIES

6.1 Terms of New Options

The following are the terms and conditions of the New Options being offered pursuant to this Prospectus.

- (a) Each Option will entitle the Optionholder to subscribe for one Share in the Company (subject to possible adjustments referred to in paragraph (h), (i) and (j) below).
- (b) Each Option is exercisable at any time after the date of issue and before 5:00pm (WST) on 28 February 2019 (**Expiry Date**). Options not exercised before the Expiry Date will lapse on the Expiry Date.
- (c) The exercise price of each Option is \$0.02 (**Exercise Price**).
- (d) Options are exercisable by notice in writing to the Company, delivered to the registered address of the Company and accompanied by the full payment of the Exercise Price in cleared funds.
- (e) Some or all of the Options may be exercised at any one time or times prior to the Expiry Date.
- (f) Shares issued pursuant to the exercise of any of the Options will rank in all respects on equal terms with the Existing Shares.
- (g) Options will not entitle the Option holder to participate in any new issue of Securities by the Company unless the Option has been duly exercised prior to the relevant record date. The Company will ensure that for the purposes of determining entitlements to participate in any new issues of Securities to holders of Shares, that the record date will be at least five business days after the issue is announced.
- (h) If there is a bonus issue to the holders of Shares:
 - i. the number of Shares over which the Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue; and
 - ii. no change will be made to the Exercise Price.
- (i) If, prior to the Expiry Date, the issued capital of the Company is reorganised, the rights of the Optionholder will be varied to comply with the ASX Listing Rules which apply to the reconstruction at the time of the reconstruction.
- (j) In the event of a pro rata issue of Securities to holders of Shares, the Exercise Price in respect of any unexercised Options will be adjusted in accordance with the adjustment formula for pro rata issues set out in the ASX Listing Rules at the time when the Options were granted.

6.2 Rights and Liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to Shares being the underlying securities of the New Options 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.

(a) Voting Rights

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

(b) Dividends

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

(c) Winding up

Subject to the Corporations Act, the ASX Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus may be divided among the shareholders of the Company.

(d) Transfer of Shares

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

(e) Further Increases in Capital

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

(f) Variation of Rights

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

(g) Meetings and Notices

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

7 RISK FACTORS

7.1 General

An investment in the Company is not risk free and investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for New Options. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Options.

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

7.2 Economic Risks

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

7.3 Market conditions

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

7.4 ASX Suspension

The Company's Shares were suspended from quotation on the ASX on 9 September 2016 and will remain suspended until the Company is able to demonstrate compliance with Chapter 12 of the ASX Listing Rules. Chapter 12 requires, amongst other things, that the level of the Company's operations must, in ASX's opinion, be sufficient to warrant the continued quotation of the Company's securities and its continued listing. The reason for the suspension is that the Company does not currently have a main undertaking sufficient to warrant its continued listing. The Company is actively seeking opportunities in the resources sector and in particular early-mid stage exploration. There is no guarantee that the Company will identify a suitable opportunity or proceed with a suitable acquisition and therefore there is no guarantee that the Company's Shares will be readmitted to quotation on ASX.

7.5 Value of options

The New Options do not provide subscribers with an equity interest in the Company unless the New Options are exercised. The New Options will not be listed on ASX and accordingly there is unlikely to be any market for the sale of the New Options. There is therefore a significant risk that holders of New Options may not be able to realise and value from them unless they exercise them. The Existing Shares are also suspended from quotation and therefore unless and until the Existing Shares are requoted, upon exercise of New Options there is unlikely to be any market for sale of any Shares issued upon exercise. The value of the New Options and any Shares issued on exercise of the Options will also be affected by a number of factors including the ability of the Company to identify suitable acquisition opportunities.

7.6 Investment in EZA

The Company's principal asset is its shareholding in EZA Corporation Limited, a company whose shares are also currently suspended from trading on the ASX. The value of the Company's investment in EZA as well as its ability to realise that value is likely to have a significant effect on for the value of the Company.

7.7 Future Capital Requirements

Whilst the Company has sufficient funds to meet its existing obligations and seek and assess new opportunities in the mining sector, in the event a suitable acquisition or acquisitions are identified it is likely that the Company will require additional capital either to complete the acquisition or to develop any assets acquired. There can be no assurance that the Company will have sufficient resources for this purpose or that it will be able to obtain additional resources on terms acceptable to the Company or at all. Any additional equity financing will be dilutive to Shareholders and any debt financing if available may involve restrictive covenants, which limit the Company's operations and business strategy. The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's future activities.

7.8 Potential Acquisitions

Any acquisitions by the Company in the resources sector will be accompanied by the risks commonly encountered in making acquisitions in the resources sector and developing resources projects.

7.9 Legislative Changes and Government Policy Risk

Changes in government regulations and policies may adversely affect the financial performance of the Company. The Company's capacity to explore and mine, in particular the Company's ability to explore and mine any reserves, may be affected by changes in government policy, which are beyond the control of the Company.

7.10 Reliance on Key Personnel

The Company's success will rely on the core competencies of its directors and management, and their familiarisation with, and ability to operate, in the resources industry, and the Company's ability to retain its key executives.

8 ADDITIONAL INFORMATION

8.1 Continuous Disclosure Obligations

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

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus or options to acquire such securities.

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

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

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the financial statements of the Company for the financial year ended 30 June 2016 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the financial statements referred to in paragraph (i) above until the issue of the Prospectus in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act.

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

The Company has lodged the following announcements with ASX since the lodgement of the 2016 audited financial statements:

Date	Announcement
31 January 2017	Appendix 4C - quarterly
22 December 2016	Non-renounceable Option Rights Issue
30 November 2016	Results of Meeting
28 October 2016	Notice of Annual General Meeting/Proxy Form
18 October 2016	Appendix 4C - quarterly
9 September 2016	Suspension from Official Quotation
7 September 2016	Change in substantial holding
5 September 2016	Becoming a substantial holder
31 August 2016	Appendix 4G

8.2 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 issue of securities pursuant to this Prospectus; or
- (c) the issue of securities pursuant to this Prospectus,

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

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

Director	Fully Paid Ordinary Shares
Mark Jones	4,688,358
Garry Thomas	5,250,000
Douglas Rose	2,196,824

All Directors intend to take up some or all of their Entitlement.

The Constitution of the Company provides that the Directors may be paid for their services as Directors. Non-Executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the Non-Executive Directors and in default of agreement then in equal shares. The applicable sum for the Company is currently \$350,000.

In the two years preceding lodgement of this Prospectus, \$365,000 (excluding GST where applicable) has been paid by the Company by way of remuneration for services provided by all Directors, companies associated with the Directors or their associates in their capacity as Directors, employees, consultants or advisers. Directors, companies associated with the Directors or their associates are also reimbursed for all reasonable expenses properly incurred in the course of conducting their duties which include, but are not in any way limited to, out of pocket expenses, travelling expenses, disbursements made on behalf of the Company and other miscellaneous expenses.

8.3 Interests and Consents of Experts and Advisers

The following parties have given (and not before the date of this document withdrawn) their consent to be named in this document in the form and context in which they are named:

- Bennett + Co, in its capacity as solicitors to the Company;
- HLB Mann Judd, in its capacity as auditor of the Company; and
- Advanced Share Registry Service in its capacity as share registrar for the Company.

Bennett + Co, HLB Mann Judd and Advanced Share Registry Services have not:

- authorised or caused the issue of this Prospectus;
- made, or purported to have made, any statement in this Prospectus or on which a statement in this Prospectus is based except as set out in this section; or
- assumed the responsibility for any part of this Prospectus except as set out in this section and to the maximum extent permitted by law, expressly disclaims 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.

Other than as set out below or elsewhere in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the two years before the date of this Prospectus, any interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the offer of securities pursuant to this Prospectus; or
- the offer of securities pursuant to this Prospectus,

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

Bennett + Co is entitled to be paid approximately \$3,000 for advice and assistance in relation to certain aspects of this Prospectus.

8.4 Estimated Expenses of Offer

The estimated expenses of the Offer are approximately \$10,000 including legal, ASIC, ASX and printing costs.

8.5 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.

8.6 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the Company has no operational business. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

8.7 Privacy Act

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

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

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

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

8.8 Directors' Consent

Each Director has consented to the lodgement of this Prospectus with ASIC. Signed on behalf of the Directors pursuant to a resolution of the Board.

A handwritten signature in black ink, appearing to read 'Mark Jones', with a stylized flourish extending from the end.

Mark Jones
Managing Director

9 GLOSSARY

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

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

Application Form means an Entitlement and Acceptance Form attached to the Prospectus.

Application Money means the money received from Eligible Shareholders in respect of their Application.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors.

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

Closing Date means 5 pm WST on 22 February 2017 or such other date as may be determined by the Directors under this Prospectus.

Company or **OKJ** means Oakajee Corporation Limited (ABN 79 123 084 453).

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

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

Director means directors of the Company at the date of this Prospectus.

Eligible Shareholders means a Shareholder as at the Record Date other than a Non-qualifying Foreign Shareholder.

Entitlement or **Right** means a Shareholder's entitlement to subscribe for New Options offered by this Prospectus.

Entitlement and Acceptance Form means an entitlement and acceptance form in the form accompanying this Prospectus.

Existing Share means a fully paid ordinary share in the capital of the Company on issue at the date of this Prospectus.

Issue means the issue of New Options under this Prospectus.

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

New Option means an option to be issued under this Prospectus.

Non-qualifying Foreign Shareholders means a Shareholder whose registered address is not situated in Australia or New Zealand.

Offer or **Rights Issue** means the offer of one New Option for every three Existing Shares held at the Record Date at an issue price of \$0.005 per New Option issued pursuant to this Prospectus.

Option means an option to subscribe for a Share.

Optionholder means the holder of an Option.

Prospectus means the prospectus constituted by this document.

Record Date means 5pm WST on 10 February 2017

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means the holder of a Share.

Shortfall will occur if the Company does not hold successful valid Applications for all the New Options offered by the Company under this Prospectus by the Closing Date.

WST means Western Standard Time.



ENTITLEMENT AND ACCEPTANCE FORM

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

Sub-Register	
HIN / SRN	
Number of Eligible Shares held as at the Record Date, 10 February 2017	
Entitlement to New Option (on a 1 new Option for every 3 Shares held basis)	
Amount payable on full acceptance at \$0.005 per New Option	


For a non-renounceable entitlement issue of one (1) New Option for every three (3) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.005 per Share to raise up to \$85,000 (based on the number of Shares on issue as at the date of this Prospectus)

IMPORTANT: The Entitlement Offer is being made under the Prospectus. The Prospectus contains information about investing in the Securities. Before applying for Securities, you should carefully read the Prospectus. This Entitlement and Acceptance Form should be read in conjunction with the Prospectus.

NON-RENOUNCEABLE OPTION ENTITLEMENT OFFER CLOSING 5.00PM (WST) WEDNESDAY, 22 FEBRUARY 2017.

To the Directors of OAKAJEE CORPORATION LIMITED

- I/We the above mentioned, being registered on 5.00pm (WST) on 10 February 2017 as the holder(s) of ordinary shares in your Company hereby accept the below mentioned Securities in accordance with the enclosed Prospectus.
- I/We declare that I/we have received a full and unaltered version of the Prospectus in either electronic or paper format.
- I/We understand that if any information on this form is not completed correctly, or the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept this form, and how to construe, amend or complete it shall be final.
- I/We hereby authorise you to place my/our name(s) on the registers of security holders in respect of the number of Securities issued to me/us.
- I/We agreed to be bound by the Constitution of the Company.

ENTITLEMENT					
(A)	(B)				
Number of New Options applied for <i>(being not more than the Entitlement shown above)</i>	AMOUNT ENCLOSED @ \$0.005 PER NEW OPTION				
METHOD OF ACCEPTANCE					
You can apply for Securities and make your payment utilising either cheque/bank draft or BPAY® (further details overleaf). Please indicate which payment option you have chosen by marking the relevant box below.					
<input type="checkbox"/>	Please enter cheque or bank draft details	Drawer	Bank	Branch	Amount
OR					
<input type="checkbox"/>	 Biller Code: 212969 Ref No.:	You can pay by BPAY®. If you choose to pay by BPAY®, you do not need to return this Entitlement and Acceptance Form. Please refer overleaf for details.			

NOTE: Cheques should be made payable to **"OAKAJEE CORPORATION LIMITED – ENTITLEMENT ISSUE ACCOUNT"**, crossed **"NOT NEGOTIABLE"** and forwarded to Advanced Share Registry Ltd (address details overleaf) to arrive no later than **5.00pm (WST) Wednesday, 22 February 2017**.

CONTACT DETAILS	
Name:	
Telephone:	
Email:	

OAKAJEE CORPORATION LIMITED

REGISTERED OFFICE: 39 Clifton Street, Nedlands, Western Australia 6009
SHARE REGISTRY: Advanced Share Registry Ltd, 110 Stirling Highway, Nedlands, Western Australia 6009

EXPLANATION OF ENTITLEMENT

- The front of this form sets out the number of Securities which you are entitled to accept.
- Your Entitlement may be accepted either in full or in part. There is no minimum acceptance.
- The price payable on acceptance of each Entitlement is \$0.005.
- Please complete the Entitlement and Acceptance Form overleaf.

APPLICATION INSTRUCTIONS

Payment Details

You can apply for Securities by utilising the payment options detailed below. There is no requirement to return this Entitlement and Acceptance Form if you are paying by BPAY®. By making your payment using either BPAY® or by cheque/bank draft, you confirm that you agree to all of the terms and conditions of the Entitlement Offer as outlined on this Entitlement and Acceptance Form and within the accompanying Prospectus.

Your cheque/bank draft should be made payable to "**OAKAJEE CORPORATION LIMITED – ENTITLEMENT ISSUE ACCOUNT**" in Australian currency, crossed "**Not Negotiable**" and drawn on an Australian branch of a financial institution. Please complete cheque/bank draft details overleaf and ensure that you submit the correct amount as incorrect payments may result in your Application being rejected.

Cheques will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s)/bank draft(s) to the Entitlement and Acceptance Form. Cash will not be accepted. A receipt for payment will not be forwarded.

If the amount you pay is insufficient to pay for the number of Securities you apply for, you will be taken to have applied for such lower number of Securities as that amount will pay for, or your Application will be rejected. If the amount you pay is more than the amount payable for your full Entitlement, the excess money will be refunded by cheque without interest.

Contact Details

Please enter your contact details where requested overleaf. These details will only be used in the event that the Share Registry has a query regarding this Entitlement and Acceptance Form.

Lodgement of Application

If you are applying for Securities and your payment is being made by BPAY®, you do not need to return this Entitlement and Acceptance Form however you are encouraged to return it to the Share Registry for reconciliation purposes – in that case you can post or deliver by hand (details below). Your payment must be received by no later than 4:00 pm (WST) on Wednesday, 22 February 2017. Applicants should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment and should therefore take this into consideration when making payment. It is the responsibility of the Applicant to ensure that funds submitted through BPAY® are received by this time.

If you are paying by cheque/bank draft, your Application must be received by the Share Registry by no later than 5:00 pm (WST) on Wednesday, 22 February 2017. You should allow sufficient time for this to occur. Please return your Entitlement and Acceptance Form with cheque/bank draft attached. Neither the Share Registry nor the Company accepts any responsibility if you lodge the Entitlement and Acceptance Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by the Share Registry, as registrar for the Securities' issuer, for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to the Share Registry's related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by the Share Registry, or you would like to correct information that is inaccurate, incorrect or out of date, please contact the Share Registry. In accordance with the Corporations Act, you may be sent material (including marketing material) approved by the securities' issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting the Share Registry, using the details provided on this form.

If you have any enquiries concerning this Entitlement and Acceptance Form, please contact the Share Registry on telephone +61 8 9389 8033 or fax +61 8 9262 3723.



Telephone & Internet Banking – BPAY®

Call your bank, credit union or building society to make this payment from your cheque or savings account. More info: www.bpay.com.au.

By Mail

Oakajee Corporation Limited
c/- Advanced Share Registry Ltd
PO Box 1156
Nedlands WA 6909

Hand Delivered

or 110 Stirling Highway
Nedlands WA 6009