

**MAXIMUS RESOURCES LIMITED**

**ABN 74 111 977 354**

**PROSPECTUS**

For a non-renounceable rights issue of approximately 76.8 million New Shares at an issue price of 5 cents each on the basis of 1 New Share for every 2 Ordinary Shares held to raise approximately \$3.84 million (before expenses). Each New Share applied for will have 1 free Attaching Option to subscribe for one Share at an exercise price of \$0.10 each, expiring on 29 May 2009.

This document is important and requires your immediate attention. It should be read in its entirety. If you are in doubt as to the course you should follow, you should consult your stockbroker or other professional adviser.

Please read the instructions on the accompanying Entitlement and Acceptance Form if you wish to subscribe for the New Shares and Attaching Options to be issued pursuant to this Prospectus.

## **CORPORATE DIRECTORY**

### **Directors/Senior Management**

Mr Robert Kennedy (Non Exec. Chairman)  
Dr Kevin Wills (Managing Director)  
Mr Gary Maddocks (Exploration Director)  
Mr Ewan Vickery (Non Exec. Director)

### **Company Secretary/CFO**

Mr Richard Willson

### **Registered Office**

62 Beulah Road  
Norwood, South Australia, 5067  
Telephone – (08) 8132 7960  
Facsimile – (08) 8132 7999

### **Share Registry**

Computershare Investor Services Pty Ltd  
Level 5, 115 Grenfell Street  
Adelaide, South Australia, 5000  
GPO Box 1903  
Adelaide, South Australia, 5001  
Enquiries (within Australia): 1300 556 161  
Enquiries(outside Australia):+613 9415 4000  
Facsimile: +61 8 8236 2305

### **Stock Exchange Listing**

ASX Limited  
ASX Code: MXR

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## IMPORTANT NOTICES

This Prospectus is dated 24 October 2008. A copy of this Prospectus was lodged with ASIC on 24 October 2008. ASIC and ASX takes no responsibility as to the contents of this Prospectus.

No securities will be allotted or issued on the basis of this Prospectus after the expiry date of 24 November 2009.

This is an important document. Before deciding to apply for the New Shares you should consider whether they are a suitable investment for you. Persons wishing to subscribe for New Shares should carefully read this Prospectus and consult their professional advisers for the purpose of making an informed assessment of the effect of the Rights Issue on the Company and the rights and liabilities attaching to, and the nature of, the New Shares offered by this Prospectus.

A copy of this Prospectus can be downloaded from the website of the Company at [www.maximusresources.com.au](http://www.maximusresources.com.au). Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be a Shareholder with a registered address in Australia or New Zealand and must only access the Prospectus from within Australia or New Zealand. The Corporations Act prohibits any person distributing the Entitlement and Acceptance Form or Shortfall Application Form unless it is included in or accompanies a paper copy of this Prospectus, which may be obtained by contacting the Company.

## SUMMARY OF IMPORTANT DATES

Announcement of Rights Issue	24 October 2008
Securities quoted on an ex-basis	31 October 2008
Record Date to determine entitlements to New Shares and Attaching Options	7 November 2008
Despatch of Prospectus and Acceptance Forms	13 November 2008
Opening of Offer	13 November 2008
Last day for acceptance and payment in full	27 November 2008
New Shares quoted on a deferred basis	28 November 2008
Allotment and dispatch of holding statements for New Shares and Attaching Options	5 December 2008
Holding statements will be mailed 3 Business Days after allotment	

## NOTE

These dates are indicative only. Subject to the Corporations Act and the ASX Listing Rules, the Company reserves the right to vary the Closing Date without prior notice.

## 1. KEY TERMS OF THE RIGHTS ISSUE

### 1.1 The Offer

This is an offer of approximately 76.8 million New Shares to the Shareholders registered on the Company's register of members on the Record Date. The New Shares are being offered on the basis of one New Share for every two Ordinary Shares held. Applicants for New Shares will receive 1 free Attaching Option for each New Share that they apply for under this Prospectus. Fractional entitlements to New Shares and Attaching Options will be rounded down.

Under this Prospectus, the Company is seeking to raise approximately \$3.84 million (before expenses and assuming none of the Attaching Options are exercised).

### 1.2 Issue Price of New Shares

The issue price is 5 cents per New Share and is payable in full on application.

### 1.3 Entitlements

The number of New Shares and Attaching Options to which Eligible Shareholders are entitled is shown on the accompanying Entitlement and Acceptance Form.

The Rights Issue is non-renounceable meaning that Rights may not be traded.

Eligible Shareholders may take up any Shares and Attaching Options offered on the basis of this Prospectus that are not taken up by other Eligible Shareholders. To do this, Eligible Shareholders must, in addition to completing the portion of their Entitlement and Acceptance Form that relates to their entitlement, complete the portion of that form relating to the additional Shares they wish to take up.

Any Shares and Attaching Options offered on the basis of this Prospectus that are not taken up by Eligible Shareholders may also be taken up by investors that are not Eligible Shareholders. To subscribe for any shortfall, these investors must complete and return a Shortfall Application Form.

The Directors reserve the right to accept, scale back or refuse any application for additional New Shares and Attaching Options in excess of a Shareholder's entitlement or any application in excess of the shortfall available for issue under the Rights Issue. Any excess application money will be refunded without interest.

As at the date of this Prospectus, the Company had on issue approximately 153.7 million Shares. The Company currently also has on issue approximately 66,249,613 listed options exercisable at 20 cents expiring on 30 June 2009. The Company also currently has the following unlisted options on issue:

- 1,000,000 options exercisable at 20 cents each expiring on 12 April 2010;

- 770,000 options exercisable at 14 cents each expiring on 20 March 2012;
- 2,000,000 options exercisable at 50 cents each expiring on 2 July 2010;
- 3,000,000 options exercisable at 50 cents each expiring on 2 July 2012; and
- 890,000 options exercisable at 18 cents expiring on 17 March 2013.

Option holders may participate in the Rights Issue by exercising any or all of these options before the Record Date. The exercise of any options prior to the Record Date will increase the issued capital of the Company and may increase the number of New Shares issued under the Rights Issue and the total amount raised under the Rights Issue. Option holders cannot participate in the Rights Issue without first exercising their options.

#### 1.4 Purpose of the Rights Issue

Net proceeds from the Rights Issue will be used predominantly in the following areas:

- **Sellheim Gold, Queensland**  
Higher than expected gold recoveries and a high proportion of gold nuggets have recently given the Company a high degree of confidence that an increase in production throughput will generate strong cashflows for the Company. To that extent, the Company will move into full-scale production at Sellheim and commence website marketing of gold nuggets. The Company is securing a lease arrangement over production plant and equipment that will operate alongside existing facilities. Rights issue proceeds will be used to provide for working capital requirements as production increases.
- **Bird in Hand Gold, Adelaide Hills, South Australia**  
The Company will continue with essential work on its pre-feasibility study on the Bird in Hand Gold Mine in the Adelaide Hills where an Inferred Gold Resource of 598,000 tonnes at 12.3 gram per tonne has been outlined. Drilling is also planned to establish the presence of an extension to the largest previous gold mine in the Adelaide Hills at Deloraine.
- **Canegrass Magnetite/Vanadium, Western Australia**  
The Company will retain its previously stated intentions to delineate an inferred mineral resource at Canegrass. The 2.0 to 3.5 billion tonne Exploration Target\* at 20-40% iron identified at Canegrass is considered to be of immense strategic value for the Company and Maximus expects to add significant value to shareholders once this resource is defined.

\* This Exploration Target is partly conceptual. It is uncertain if further exploration will result in the determination of a Mineral Resource.

## 1.5 **Opening and Closing Dates**

The Rights Issue will open for receipt of acceptances on 13 November 2008 and will close at 5:00 pm (Adelaide time) on 27 November 2008. The Directors reserve the right to close the Rights Issue early or to extend the Closing Date. Investors are urged to lodge their Entitlement and Acceptance Forms (and any Shortfall Application Forms) as soon as possible.

## 1.6 **Stock Exchange Listing**

Application has been made for the New Shares and Attaching Options offered under this Prospectus to be granted official quotation by the ASX.

If the New Shares and Attaching Options are not admitted to quotation on the ASX within 3 months after the date of this Prospectus, none of the New Shares and Attaching Options offered under this Prospectus will be issued and allotted. In these circumstances, the Company will refund all application monies without interest within the time prescribed by the Corporations Act.

The ASX takes no responsibility for the contents of this Prospectus.

## 1.7 **Rights Attaching to Shares**

The New Shares issued will rank equally with existing Ordinary Shares on issue. The rights and liabilities attaching to the New Shares offered under this Prospectus are set out in the Constitution of the Company and in the Corporations Act.

The principal rights and liabilities attaching to the New Shares and existing Ordinary Shares are summarised in section 5 of this Prospectus.

## 1.8 **Terms of the Attaching Options**

The Attaching Options will be issued on the terms summarised in section 6 of this Prospectus.

## 1.9 **Minimum Capital Raising**

There is no minimum limit to the amount of capital to be raised under the Rights Issue.

## 1.10 **Shortfall in subscription**

The Directors reserve the right to issue any shortfall in subscription for New Shares and Attaching Options at their discretion within 3 months after the close of the Rights Issue.

## 1.11 **Overseas Shareholders**

This Offer is only being extended to Shareholders with registered addresses in Australia and New Zealand. All other Shareholders (**Non-Resident Shareholders**) will not be offered Rights under this Prospectus. The Company has determined, in accordance with the ASX Listing Rules, that it

would be unreasonable to make an offer under this Prospectus to Non-Resident Shareholders having regard to:

- 1.11.1 the number of Shareholders in the places where the offer would be made;
- 1.11.2 the number and value of the rights that would be offered; and
- 1.11.3 the cost of complying with the legal requirements in those places.

No Entitlement and Acceptance Forms are being sent to Non-Resident Shareholders, and this Prospectus may be sent to them for information purposes only.

Neither this Prospectus, the Entitlement and Acceptance Form nor the Shortfall Application Form constitute an offer of, or an invitation by or on behalf of the Company to subscribe for or purchase any of the New Shares and Attaching Options in any jurisdiction or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this Prospectus and Entitlement and Acceptance Form, and the offering of New Shares and Attaching Options, in certain jurisdictions may be restricted by law. Persons into whose possession such documents come should inform themselves about and comply with those restrictions.

#### 1.12 **Taxation**

Shareholders should be aware that there are taxation implications for subscribing for New Shares. These taxation implications will vary between different Shareholders and Shareholders should consult their own professional tax adviser in relation to the taxation implications.

## 2. HOW TO PARTICIPATE IN THE RIGHTS ISSUE

### 2.1 What you may do

The number of New Shares and Attaching Options to which you are entitled is shown in the accompanying Entitlement and Acceptance Form. You may:

2.1.1 take up all of your entitlement to New Shares and Attaching Options;

2.1.2 take up all of your entitlement to New Shares and Attaching Options and apply for any entitlement not taken up by other Eligible Shareholders;

2.1.3 take up part of your entitlement and allow the balance to lapse; or

2.1.4 not take up any of your entitlement and allow it to lapse.

### 2.2 Complete and return the Entitlement and Acceptance Form

Refer to the Entitlement and Acceptance Form for instructions on its completion. Please send your completed Entitlement and Acceptance Form together with your cheque or bank draft for the total amount payable to reach the Company's share registry by 5:00 pm (Adelaide time) on the Closing Date to:

Maximus Resources Limited Rights Issue  
C/- Computershare Investor Services Pty Limited

Delivery address:

Level 5, 115 Grenfell Street  
Adelaide SA 5000

Postal address:

GPO Box 1903  
Adelaide SA 5001

Payment must be made by cheque. Cheques must be made payable to "Maximus Resources Limited Rights Issue".

Entitlement and Acceptance Forms must be accompanied by payment of 5 cents per Share. Receipts will not be issued.

### 2.3 Taking up any shortfall

If an Eligible Shareholder wishes to take up any New Shares and Attaching Options offered on the basis of this Prospectus which are not taken up by other Eligible Shareholders, Eligible Shareholders must, in addition to completing the portion of their Entitlement and Acceptance Form which relates to their entitlement, complete the portion of that form relating to the additional Shares they wish to take up.

Investors other than Eligible Shareholders that wish to take up any New Shares and Attaching Options offered on the basis of this Prospectus which are not taken up by other Eligible Shareholders must complete a Shortfall Application Form.

Shortfall Application Forms will be provided to investors on request. Refer to the Shortfall Application Form for instructions on its completion.

Shortfall Application Forms together with payment for the Shares by cheque must also be sent to the address in 2.2 before the Closing Date. Receipts will not be issued.

To the extent that Shareholders do not take up their Entitlement in full, the resultant Shortfall will be allocated at the discretion of the Directors. In the event that applications for the Shortfall cannot be filled in full or in part, application monies (without interest) will be refunded by the Company in accordance with the provisions of the Corporations Act. The Company does not guarantee that you will receive any Shares applied for in the Shortfall.

### **3. INFORMATION ABOUT THE COMPANY**

#### **3.1 Disclosing Entity**

This Prospectus is issued pursuant to section 713 of the Act as a prospectus for the offer of continuously quoted securities.

The Company is a "disclosing entity" for the purposes of the Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed company, the Company is subject to the ASX Listing Rules which require continuous disclosure to the market of any information the Company has which a reasonable person would expect to have a material effect on the price or value of the Company's shares.

ASX maintains files containing publicly disclosed information about all listed companies. The Company's file is available for inspection at ASX in Adelaide during normal working hours. In addition, copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, any Regional Office of ASIC.

#### **3.2 Information Available to Shareholders and Prospective Investors**

The Company will provide a copy of each of the following documents free of charge, to any person who so requests during the application period under this Prospectus:

- 3.2.1 the annual financial report of the Company for the financial year ended 30 June 2008 (being the last audited financial statements for a financial year of the Company lodged with ASIC before the date of the Prospectus);
- 3.2.2 the half yearly financial report of the Company for the 6 months ending 31 December 2007; and
- 3.2.3 any continuous disclosure announcements made by the Company after the date of the lodgement of the annual financial report for the financial year ended 30 June 2007 and before the lodgement of this Prospectus with ASIC. A list of these continuous disclosure announcements is annexed to this Prospectus.

Alternatively, the above documents can be obtained from the ASX website ([www.asx.com.au](http://www.asx.com.au)) or from the Company's website (refer to the Corporate Directory).

#### **3.3 Market Prices of the Company's Shares on ASX**

The lowest and highest market sale price of Shares on ASX during the 3 months immediately before 24 October 2008, and the respective dates of those sales, were 5.5 cents on 10 October 2008 and 15.5 cents on 23 July 2008, 24 July 2008 and 25 July 2008. The last sale price for Shares on ASX before the date of this Prospectus was 7 cents on 23 October 2008.

### **3.4 Effect of the Rights Issue**

The principal effect of the Rights Issue on the Company will be, if it is fully subscribed, to:

- 3.4.1 increase cash reserves by approximately \$3.84 million (before expenses of the Rights Issue and assuming all Attaching Options are not exercised) or \$11.52 million (before expenses of the Rights Issue and assuming all Attaching Options are exercised) to enable the Company to pursue its objectives;
- 3.4.2 increase the number of issued shares by approximately 153.7 million (figure includes amount if Attaching Options are exercised) to 307,348,763 shares; and
- 3.4.3 provide the Company with additional capital for the purposes described in section 1.4.

These amounts do not take into account the effect of the exercise of any options over unissued Shares that may occur prior to the Record Date.

### **3.5 Statement of Financial Position**

Set out on the following page is a Pro Forma Consolidated Statement of Financial Position of the Company taking into account the Rights Issue. It is based on consolidated financial statements for the year ended 30 June 2008. The Pro Forma Consolidated Statement of Financial Position illustrates the effect of the Rights Issue as if the Rights Issue had occurred on 30 June 2008, fully subscribed.

**MAXIMUS RESOURCES LIMITED**  
**ACN 111 977 354**

**PRO FORMA**  
**CONSOLIDATED BALANCE SHEET**  
**AS AT 30 June 2008**

	30 June 2008 \$	Changes \$	Pro Forma 30 June 2008 \$
<b>CURRENT ASSETS</b>			
Cash & cash equivalents <sup>1</sup>	10,732,827	3,841,860	14,574,687
Trade & other receivables	1,089,747		1,089,747
Other Current Assets	38,500		38,500
<b>TOTAL CURRENT ASSETS</b>	<u>11,861,074</u>		<u>15,702,934</u>
<b>NON-CURRENT ASSETS</b>			
Property, plant & equipment	1,346,717		1,346,717
Exploration & evaluation expenditure	29,477,822		29,477,822
Investments accounted for using the equity method	2		2
<b>TOTAL NON-CURRENT ASSETS</b>	<u>30,824,541</u>		<u>30,824,541</u>
<b>TOTAL ASSETS</b>	<u>42,685,615</u>		<u>46,527,475</u>
<b>CURRENT LIABILITIES</b>			
Trade & other payables	1,591,539		1,591,539
Short-term provisions	47,957		47,957
<b>TOTAL CURRENT LIABILITIES</b>	<u>1,639,496</u>		<u>1,639,496</u>
<b>TOTAL LIABILITIES</b>	<u>1,639,496</u>		<u>1,639,496</u>
<b>NET ASSETS</b>	<u>41,046,119</u>		<u>44,887,979</u>
<b>EQUITY</b>			
Issued capital	27,046,405	3,841,860	30,888,265
Reserves	1,208,755		1,208,755
Retained earnings	(2,545,827)		(2,545,827)
Parent interest	25,709,333		29,551,193
Outside equity interest	15,336,786		15,336,786
<b>TOTAL EQUITY</b>	<u>41,046,119</u>		<u>44,887,979</u>

<sup>1</sup> The cash position of the Company as a stand-alone entity as at 30 June 2008 was \$4,193,772. This Consolidated Balance Sheet shows the position of the Company as a consolidated entity, which includes Eromanga Uranium Limited.

#### 4. **SUMMARY OF RISKS**

As with all investments, investors should be aware that the market price of securities in the Company may fall as well as rise. The potential returns of the Company will be exposed to risks specific to the Company and to general investment risks. While it is impossible to identify all risks, the attention of investors is drawn to the following particular risks:

##### 4.1 **General Market Conditions**

The price of the Shares on ASX may rise or fall due to numerous factors including:

- general economic conditions, including inflation rates and interest rates;
- variations in the local and global markets for listed shares in general, or for mining stocks in particular;
- changes to government policy, legislation or regulation;
- competition in the industry in which the Company operates; and
- general operational and business risks.

In particular, the share prices of many companies have in recent times been subject to wide fluctuations, which in many circumstances arise by reason of matters outside the control of the Company, including global hostilities and tensions and the general state of the economy. Such market fluctuations may materially adversely affect the market price of the Shares.

There can also be no guarantee that an active market in the Shares will develop or that the price of the Shares will increase. There may be relatively few, or many potential buyers or sellers of the Shares on ASX at any given time. This may increase the volatility of the market price of the Shares, and the prevailing market price at which shareholders are able to sell their Shares.

The matters set out above may result in Shareholders receiving a price for their Shares that is more or less than the Offer price.

The demand for and price of commodities is influenced by a variety of factors including the level of forward selling by producers, costs of production, general economic conditions, the level of inflation, interest rates and exchange rates.

##### 4.2 **Future Capital Requirements**

The Company may require additional capital to fund further exploration/development of its existing or new projects. The Company's ability to raise sufficient further capital within an acceptable time frame and on terms acceptable to it will vary according to a number of factors including (without limitation) the prospects of new projects (if any), the results of

exploration and subsequent feasibility studies, stock market and industry conditions and the price of relevant commodities.

#### **4.3 Exploration and Development**

Exploration by its nature contains elements of significant risk. Ultimate success depends on the discovery of economically recoverable resources, obtaining the necessary titles and governmental regulatory approvals and obtaining and servicing of funding for mining operations if and when a decision to mine is made.

There can be no assurance that the Company's existing projects or any other projects or tenements that the Company may acquire in the future will result in the discovery of significant resources. Even if significant resources are identified, there can be no guarantee that they will be able to be economically exploited.

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

- geological conditions;
- limitations on activities due to seasonal weather patterns;
- alterations to joint venture programmes and budgets;
- the availability of drilling rigs and other machinery necessary for the Company to undertake its activities;
- unanticipated operational and technical difficulties encountered in survey, drilling and production activities;
- mechanical failure of operating plant and equipment, adverse weather conditions, industrial and environmental accidents, industrial disputes and other force majeure events;
- unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment; and
- prevention or restriction of access by reason of political unrest, outbreak of hostilities, and inability to obtain consents or approvals (including clearance of work programs pursuant to existing, and any future access agreements entered into with future registered Aboriginal Land Councils and native title claimants).

#### **4.4 Loss of Key Personnel**

The Company's success depends on the competencies of its Directors and senior management. The loss of one or more of the Directors or senior management could have a materially adverse effect on the Company's business, financial position and results of operations. The resulting impact from such an event would depend on the quality of any replacement.

#### **4.5 Native Title & Aboriginal Heritage**

Some of the Company's tenements are located within areas that are the subject of claims or applications for native title determination. The *Native Title Act 1993* (Cth) and related State native title legislation and aboriginal heritage legislation may affect the Company's ability to obtain access to certain of its exploration areas or to obtain mining production titles. Settling any such claims will incur costs to the Company. The degree to which this may impact on the Company's activities will depend on a number of factors, including the status of particular tenements and their locations. At this stage, the Company is not able to quantify the impact, if any, of such matters on its operations.

#### **4.6 Title, Environmental Bonds & Conditions**

All mining tenements which the Company may acquire either by application, sale and purchase or farm-in are regulated by applicable state mining legislation. There is no guarantee that applications will be granted as applied for. Various conditions may also be imposed as a condition of grant. In particular, the Company has interests in tenements in the Adelaide Hills region of South Australia, covering areas situated close to private residences. Although the Company has taken every reasonable step to apply for all relevant authorisations at the earliest opportunity, the proximity of the areas covered by the tenements to private residences increases the risk of delay. In addition the relevant minister may need to consent to any transfer of a tenement to the Company.

#### **4.7 Environment**

The Company's projects are subject to State and Federal laws and regulations regarding environmental matters. Many of the activities and operations of the Company cannot be carried out without prior approval from and compliance with all relevant authorities. Resource activities can be environmentally sensitive and can give rise to substantial costs for environmental rehabilitation, damage control and losses. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws.

#### **4.8 Resource Estimates**

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when made, may change significantly when new information becomes available. In addition, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past sampling and drilling, resource estimates may have to be adjusted and mining plans altered in a way which could impact adversely on the operations of the Company.

#### **4.9 Agreements with Third Parties**

The Company is and will be subject to various contracts and agreements with third parties. There is a risk of financial failure or default by a counterparty to

these arrangements. Any breach or failure may lead to penalties or termination of the relevant contract. In addition, the Company's interest in the relevant subject matter may be jeopardised.

#### 4.10 **Regulation of the Uranium Mining Industry**

Changes to laws and regulations that apply to the Company from time to time could materially adversely impact the Company's business, financial performance, and ultimately, potential returns to prospective investors.

Some of the Company's tenements have potential for uranium mining. Uranium mining is subject to regulation by State and Federal governments in relation to a range of matters.

The Australian Labor Party (**ALP**) announced a new policy with respect to uranium around the beginning of 2007, prior to its members being elected to form the Commonwealth government. The ALP's policy appears to favour increased exploration for, mining and export of uranium but with more stringent conditions in respect of environmental, health and safety issues.

The ALP stated that these plans were put forward to assist the minerals industry, realise the enormous potential for future economic and employment growth, and ensure that future generations are able to share in the benefits of strong international demand for Australia's natural resources. At the date of this Prospectus, the ALP's policies had not been enacted as legislation.

Further, although governments in South Australia and the Northern Territory have expressed support for an expansion of uranium mining operations, the State government in Queensland has policies against the development of uranium mines.

The Company has been successful in locating a uranium inferred resource, but there can be no guarantee that the necessary authorisations will be able to be obtained in order for the uranium to be mined and sold.

## 5. **RIGHTS AND LIABILITIES ATTACHING TO SHARES**

All Shares issued under this Prospectus will be issued on the same terms as each other and as Shares in the Company already on issue. Full details of the rights and liabilities attaching to Shares are set out in the Company's constitution, a copy of which may be inspected at the Company's registered office (refer to the Corporate Directory). Holders of Shares also have common law and statutory rights. A summary of the rights and liabilities attaching to Shares follows.

### **Voting rights**

At a general meeting every shareholder present in person, by proxy, attorney or representative has one vote on a show of hands and every shareholder present in person or by proxy, attorney or representative has one vote for each Share on a poll.

### **Dividends**

Dividends are declared by the Directors at their discretion and subject to any special rights (at present there are none) are payable on all Shares in proportion to the amount of capital for the time being paid up or credited as paid up on those Shares.

### **Transfer of Shares**

Generally, Shares are freely transferable. Where the ASX Listing Rules or the law require the Company to do so, the Directors must decline to register a transfer. If Shares are subject to a restriction agreement entered into by the Company and shareholder, except as permitted by the ASX Listing Rules, a shareholder may not dispose of the Shares and the Directors and the Company will not register a dealing in the Shares.

### **Future increases in capital**

The allotment or issue of any shares of the Company is under the control of the Directors who may, subject to the Corporations Act and the ASX Listing Rules, allot or otherwise dispose of them on such conditions as they see fit.

### **Variation of rights**

The rights and privileges attaching to Shares can be altered by special resolution of the shareholders. A special resolution is a resolution passed by a majority of not less than 75% of those present and voting.

### **Rights on winding up**

In the event of a winding up of the Company:

- any surplus will be divided among the shareholders in the proportion that the amount paid up on the shares bears to the total amount paid up on all shares of the Company on issue;
- surplus assets in kind may, with the sanction of a special resolution, be divided among shareholders in such proportion as the liquidator may determine.

## 6. TERMS OF ATTACHING OPTIONS

The Attaching Options will be issued on the following terms:

- (1) Each option entitles the holder (**Optionholder**) to subscribe for one fully paid ordinary share in the Company.
- (2) Each option is exercisable at any time from the date the option is granted until 29 May 2009 (**Expiry Date**) (inclusive of both dates).
- (3) Some or all of the options may be exercised at any one time or times prior to the Expiry Date provided that no less than 5,000 options are exercised at any one time.
- (4) The Exercise Price of each option is 10 cents.
- (5) Shares issued pursuant to the exercise of any option will rank in all respects on equal terms with the existing fully paid ordinary shares in the Company.
- (6) No adjustment to the number of shares which each Attaching Option entitles the Optionholder to subscribe to will be made, except in accordance with paragraph 8 of these terms.
- (7) An option will not entitle the holder to participate in any new issue of Shares by the Company, unless the option has been duly exercised prior to the relevant record date.
- (8) If there is a reconstruction or reorganisation (including consolidation, subdivision, reduction or return) of the capital of the Company, the rights of the Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of the restructure or reorganisation. Any changes to the terms of the options will not result in any benefit being conferred on the Optionholders which is not conferred on the shareholders of the Company.
- (9) Application will be made by the Company to the ASX for permission for quotation to be granted in respect of shares issued upon exercise of any of the options in the manner required by the ASX Listing Rules.
- (10) The options will be fully transferable in accordance with the constitution of the Company and, for such time as the Company is listed, the ASX Listing Rules and the ASTC Business Rules.
- (11) Shares issued pursuant to the exercise of an option will be issued on a date which will not be more than 10 days after the receipt of a properly executed notice of exercise of option and the Exercise Price in respect of the exercise of the option.

## 7. ADDITIONAL INFORMATION

### 7.1 Directors' Interests

Other than as set out below or elsewhere in this Prospectus:

- (a) no director or proposed director has, or has 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 or the Offer; or
  - the Offer; and
- (b) no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to:
- any director or proposed director to induce him or her to become, or to qualify as, a director of the Company; or
  - any director or proposed director for services which he or she has provided in connection with the formation or promotion of the Company or the Offer.

#### Interests in securities

The securities of the Company in which Directors have Relevant Interests are:

Director	Shares	Options
		30/06/2009
R M Kennedy	4,945,000	1,926,251
K J A Wills	3,250,001	1,462,502
G E Maddocks	2,550,001	1,147,502
E J Vickery	529,639	212,344

## Director fees

The Company has paid or agreed to pay annual director fees to the Directors as follows:

Director	Remuneration (inclusive of superannuation) (2007 – 2008 Financial Year)	Remuneration (inclusive of superannuation) (2008 – 2009 Financial Year)
R M Kennedy	\$85,000	\$85,000
K J A Wills	\$125,000	\$125,000
G E Maddocks	\$895 per day	\$895 per day
E J Vickery	\$50,000	\$50,000

## 7.2 Interests of persons involved in the Offer

Other than as set out below or elsewhere in this Prospectus:

- (a) no promoter of the Company or person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus has, or has in the two years before the date of this Prospectus had, 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 or the Offer; or
  - the Offer; and
- (b) no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any promoter of the Company, underwriter to the Offer or a financial services licensee involved in the Offer or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus or provided in connection with the formation or promotion of the Company, or the Offer.

### **7.3 Expenses of the Rights Issue**

On the assumption that the Rights Issue is fully subscribed, the total expenses connected with the Rights Issue, including legal and other advisory fees, ASX listing, printing and other miscellaneous expenses are estimated to be approximately \$50,000.

### **7.4 Consents**

Computershare Investor Services Pty Ltd has given and as at the date of this Prospectus, has not withdrawn, its written consent to be named as Share Registrar for the Company in the form and context in which it is named.

Computershare Investor Services Pty Ltd has had no involvement in preparation of any part of the Prospectus other than being named as Share Registrar to the Company. Computershare Investor Services Pty Ltd has not caused or authorised the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

### **7.5 Directors' Authorisation and Consent**

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

## 8. GLOSSARY

In this Prospectus, unless the context otherwise requires:

**\$** means Australian dollars (and references to cents are to Australian cents);

**Adelaide time** means Australian Central Daylight Time;

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

**ASX** means Australian Securities Exchange Limited;

**ASX Listing Rules** means the Listing Rules of the Australian Stock Exchange Limited;

**Attaching Options** means the options to be issued pursuant to this Prospectus;

**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 closing date of the Offer, which is 27 November 2008;

**Company** means Maximus Resources Limited (ABN 74 111 977 354);

**Corporations Act** means *Corporations Act 2001* (Cth);

**Directors** means the Directors of the Company;

**Eligible Shareholders** means on the Record Date, Shareholders recorded on the register of members of the Company as holders of Ordinary Shares;

**Entitlement and Acceptance Form** means the Entitlement and Acceptance Form accompanying this Prospectus;

**Issue** means the issue of New Shares and Attaching Options pursuant to the Prospectus;

**Lodgement Date** means the date of lodgement of this Prospectus with ASIC, being 24 October 2008;

**New Shares** means Ordinary Shares in the Company issued pursuant to the Rights Issue;

**Offer** means the offer of New Shares and Attaching Options under this Prospectus;

**Ordinary Shares** means fully paid ordinary shares in the Company;

**Prospectus** means this document dated 24 October 2008;

**Record Date** means the record date to determine the Shareholders entitled to participate in the Rights Issue, being close of business on 7 November 2008;

**Relevant Interest** has the meaning given in the Corporations Act;

**Rights** means the rights to subscribe for New Shares and Attaching Options under this Prospectus;

**Rights Issue** means the non-renounceable rights issue the subject of this Prospectus;

**Shareholders** means a holder of Ordinary Shares; and

**Shares** means fully paid Ordinary Shares in the Company.

9. **ANNEXURE – CONTINUOUS DISCLOSURE NOTICES**

<b>Date</b>	<b>Announcement</b>
25/10/2007	Notice of AGM
25/10/2007	Sample Proxy Form
25/10/2007	Appendix 3B
29/10/2007	Bird-In-Hand Update Lode Length Increased at Shallow Depths
30/10/2007	Appendix 3B
31/10/2007	Quarterly Activities Report Period Ending 30 September 2007
01/11/2007	Letter to Share Optionholders
01/11/2007	Rights Issue Prospectus
02/11/2007	Appendix 3B
02/11/2007	Letter to Shareholders Non Renounceable Rights Issue
05/11/2007	Update to Quarterly Report Period Ending 30 September 2007
13/11/2007	Appendix 3B
13/11/2007	Resource Estimation Commenced at Sellheim Gold Project
19/11/2007	Clarification of Sellheim Announcement dated 13-11-2007
22/11/2007	Iron Ore Potential and Future Program at Windimurra
27/11/2007	Results of AGM
27/11/2007	AGM2007- Presentation
27/11/2007	AGM2007- Chairman's Address
28/11/2007	Audio Broadcast
29/11/2007	Two of Three Holes At Bird In Hand Hit Mineralised Zones
04/12/2007	Rights Issue
06/12/2007	Narndee Project - Iron Ore Drilling to Commence
12/12/2007	Appendix 3Y
12/12/2007	Appendix 3B
20/12/2007	7.5 million pounds inferred for Windimurra Uranium Prospect
20/12/2007	Maximus Announces First Uranium Resource
21/12/2007	Audio Broadcast
10/01/2008	Appendix 3B
10/01/2008	Bonus Issue
14/01/2008	Letter to Optionholders - Free Bonus Option Issue
16/01/2008	Adelaide Hills Gold Project - Drilling of Goldfield Underway
17/01/2008	Bonus Option Prospectus
31/01/2008	Successful Farmouts For Woolanga Project Northern Territory
31/01/2008	MEP:Minotaur Farm in to Copper Gold Project North. Territory

<b>Date</b>	<b>Announcement</b>
01/02/2008	Audio Broadcast
01/02/2008	Appendix 3B
01/02/2008	Quarterly Cashflow Report
01/02/2008	Quarterly Activities Report
12/02/2008	RIU Conference Presentation
13/02/2008	Audio Broadcast
04/03/2008	Audio Broadcast
04/03/2008	Adelaide Hills Mine Study Now Likely After Strong Result
04/03/2008	Adelaide Hills Project Intersects Thick High Grade Gold Lode
14/03/2008	Half Year Accounts Ended 31 December 2007
17/03/2008	Appendix 3B
31/03/2008	Appendix 3B
02/04/2008	Gold Conference Presentation
02/04/2008	First Sellheim Alluvial Gold Resource
03/04/2008	Audio Broadcast
03/04/2008	Audio Broadcast
07/04/2008	Maximus Takes Next Regulatory Step To Reopen Gold Mine
07/04/2008	Mineral Claim Applications Lodged At Bird In Hand
10/04/2008	Appendix 3B
15/04/2008	Clarification of Sellheim Announcement Dated 2 April 2008
23/04/2008	Replacement Surveys Reveal Significant Iron Ore Targets at WA
23/04/2008	Surveys Reveal Significant Iron Ore Targets at WA Prospect
23/04/2008	Significant Iron Ore Targets at Canegrass, Windimurra WA
24/04/2008	Audio Broadcast
29/04/2008	Quarterly Activities and Cashflow Reports
01/05/2008	SAREIC Presentation
09/05/2008	Audio Broadcast
09/05/2008	New WA Iron Ore Drilling Target Of Up To 3 Billion Tonnes
09/05/2008	New Iron Ore Exploration Target at Windimurra WA
19/05/2008	EDS: EDMS signs new drilling contracts in QLD and SA
28/05/2008	Drilling Commences at Canegrass Iron Ore Prospect, WA
29/05/2008	Canegrass Prospect - Encouraging Results
30/05/2008	Appendix 3B
10/06/2008	Appendix 3B
10/06/2008	First Drillhole At Canegrass Intersects Abundant Magnetite
10/06/2008	Trading Halt
11/06/2008	Audio Broadcast
13/06/2008	Canegrass Drillhole MND1 Completed At 620 Metres

<b>Date</b>	<b>Announcement</b>
19/06/2008	Appendix 3B
20/06/2008	Free Bonus Option Issue
20/06/2008	Free Bonus Option Issue
23/06/2008	Notification of Expiry of Options
25/06/2008	New Canegrass Drilling Update
25/06/2008	New Drill Results Enhance WA Iron Ore Prospect
25/06/2008	Appendix 3B
25/06/2008	Appendix 3Y
26/06/2008	FMS Intends to Exercise MXRO Options
27/06/2008	Alluvial Gold Production to Result From Exercising Option
27/06/2008	Move Towards First Mine Production and Maiden Cash Flow
30/06/2008	End of year Activities Update
30/06/2008	Appendix 3Y
30/06/2008	Appendix 3Y Amended
30/06/2008	Appendix 3Y
01/07/2008	Bonus Options Issue Prospectus
01/07/2008	Appendix 3B
01/07/2008	Free Bonus Option Issue
02/07/2008	Appendix 3B
07/07/2008	Response to ASX Query
07/07/2008	Response to ASX Query
07/07/2008	Change of Director's Interest Notice
07/07/2008	Change of Director's Interest Notice
07/07/2008	Change of Director's Interest Notice
07/07/2008	Change of Director's Interest Notice
07/07/2008	Appendix 3B -Exercise of Options
08/07/2008	Audio Broadcast
10/07/2008	Notice Under Section 708A of the Corporations Act 2001
10/07/2008	Appendix 3B
10/07/2008	Maximus Purchases Outstanding Ground At Canegrass
18/07/2008	Appendix 3B
24/07/2008	Notice of Initial Substantial Holder from FMS
31/07/2008	Quarterly Report for Period Ending 30 June 2008
01/08/2008	Appendix 3Y
01/08/2008	Appendix 3Y

<b>Date</b>	<b>Announcement</b>
01/08/2008	Appendix 3Y
01/08/2008	Appendix 3Y
01/08/2008	Bonus Option Notifications including Prospectus
01/08/2008	Audio Broadcast
08/08/2008	Likelihood of Redevelopment of Bird In Hand Gold Mine, SA
11/08/2008	Audio Broadcast
15/08/2008	Appendix 3B - Amended
15/08/2008	Appendix 3B
20/08/2008	Reptem Survey Locates New Targets in Nardee Project Area
21/08/2008	Audio Broadcast
25/08/2008	Magnetite-Rich Zones at WA Project Boost Commercial Hopes
25/08/2008	Audio Broadcast
25/08/2008	Resource Dirling Target to Commence At Canegrass Prospect
27/08/2008	Appendix 3B
29/08/2008	Audio Broadcast
29/08/2008	Sellheim Gold Pre Production Confirms Exploration Results
05/09/2008	Clarification of Previous Announcements - Adelaide Hills
18/09/2008	Recommencement of Evaluation at Windimurra Uranium Deposit
19/09/2008	Commencement of Sellheim Commercial Production
22/09/2008	Audio Announcement
23/09/2008	Appendix 3B
30/09/2008	Financial Report for Year Ended June 2008
02/10/2008	Trial Gold Production Underway at Sellheim
03/10/2008	MXR Audio Broadcast 03-10-08
13/10/2008	Outstanding Trial Production Results from Sellheim
13/10/2008	Nuggets from Qld Gold Mine Offered for Public Sale Via Web
14/10/2008	Audio Broadcast
24/10/2008	MXR Announcement Capital Raising
24/10/2008	MXR News Release 24-10-08
24/10/2008	MXR ASX App3b Rights Issue 24-10-2008
24/10/2008	Audio Broadcast 24-10-08