

PROSPECTUS

MONO RESOURCES LIMITED

ACN 131 715 645

FOR THIS OFFER OF 20,000,000 SHARES AT AN ISSUE PRICE OF \$0.20 PER SHARE TO RAISE \$4,000,000

Sponsoring Adviser/Broker:

Martin Place Securities Pty Ltd

IMPORTANT INFORMATION

This is an important document that should be read in its entirety. If you do not understand it you should consult your professional advisers without delay. The shares offered by this Prospectus should be considered speculative.

IMPORTANT NOTICES AND STATEMENTS

This Prospectus is dated 8 September 2008 and was lodged with the ASIC on that date. The ASIC and NSX and its respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Before deciding to invest in the Company it is important that investors read this Prospectus in its entirety and seek professional advice before deciding to invest. In particular, investors should consider the risk factors outlined at Section 7 of this Prospectus that could affect the performance of the Company and should carefully consider these factors in light of their own personal circumstances. The Shares described in this Prospectus should be considered speculative.

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

EXPOSURE PERIOD

In accordance with Chapter 6D of the Corporations Act, this Prospectus is subject to an exposure period of 7 days from the date of lodgement with the ASIC. This period may be extended by ASIC for a further period of 7 days. This Prospectus will be circulated during the Exposure Period. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. Potential investors should be aware that this examination might result in the identification of deficiencies in the Prospectus. In such circumstances any application that has been received may need to be dealt with in accordance with Section 724 of the Corporations Act.

Acceptances and applications for Shares under this Prospectus will not be accepted by the Company until after the expiry of the Exposure Period. No preference will be conferred upon persons who lodge acceptances and applications prior to the expiry of the Exposure Period.

This Prospectus has been prepared by the Company. In preparing this Prospectus, the Company has taken reasonable steps to ensure that the information contained in this Prospectus is not false or misleading. In doing so, the Company has had regard to the requirements of the Corporations Act.



CORPORATE DIRECTORY

Chairman of the Board & Director:

Mr George Monemvasitis

Directors:

Mr. Gary Kuo Mr Jonathan Paul Back Mr. Xiao Long Zhang

Company Secretary:

Mr Leigh Cowan

Registered Office:

c/- Duncan Dovico Chartered Accountants Level 4, 5-9 Harbourview Crescent Milsons Point NSW 2061

Independent Accountant:

Duncan Dovico Chartered Accountants Level 4, 5-9 Harbourview Crescent Milsons Point NSW 2061

Auditors:

Duncan Dovico Chartered Accountants Level 4, 5 - 9 Harbourview Crescent Milsons Point NSW 2061

Share Registry:

Computershare Investor Services Pty Limited Level 19, 307 Queen Street Brisbane QLD 4000

Sponsoring Adviser/Broker:

Martin Place Securities Pty Limited
Resource Stockbrokers
Level 3, 14 Martin Place
Sydney NSW 2000

Bankers

ANZ Bank 116 Miller Street North Sydney NSW 2060

CONTENTS

1. INVESTMENT OVERVIEW	6
2. THE PUBLIC OFFER	8
3. COMPANY AND BUSINESS OVERVIEW	9
4. CURRENT DIRECTORS AND KEY PERSONNEL	10
5. INDEPENDENT ACCOUNTANT'S REPORT	13
6. MATERIAL CONTRACTS	21
7. RISK FACTORS	21
8. ADDITIONAL INFORMATION	24
9. DIRECTORS' AUTHORISATION	26
10. GLOSSARY	28
PUBLIC OFFER APPLICATION FORM	29
DIRECTORS' STATEMENT AUTHORISATION AND CONSENT	31



On behalf of the Board, I invite you to invest in our Company and the vision that we believe will provide an excellent opportunity. I request that you carefully read this Prospectus in its entirety before making any investment decision.

By their very nature, investments of this type are speculative, but the Directors and the Company believe the opportunity exists to discover mining and exploration opportunities that may arise at a grass roots level that traditional funding sources are reluctant to consider.

The Directors believe that mining prospectors and promoters have difficulty in attracting risk or seed capital at the early stages of a mineral exploration project. In addition there are projects at a more mature stage of exploration that require funding to take them to an IPO or require interim funding pending a new issue or round of funding. The ability to analyse a project and effectively manage the risk involved can produce substantial rewards. The directors believe they have the expertise and experience to identify investment opportunities in the mining exploration sector.

Before making any decision to invest in this Company you should carefully read the Prospectus and seek professional legal and financial advice.

Yours sincerely

George Monemvasitis

CHAIRMAN

1. INVESTMENT OVERVIEW

1.1 Important Notice

This Section is not intended to provide full or complete information for investors intending to apply for Shares. This Prospectus should be read and considered in its entirety.

1.2 Summary of the Offer

By this Prospectus, the Company invites investors to apply for up to 20,000,000 shares at an issue price of \$0.20 each to raise up to \$4,000,000.

1.3 Indicative Timetable

Lodgement of Prospectus with the ASIC - Exposure Period

Begins 8th September 2008

Opening Date – Exposure Period ends 15h September 2008

Closing Date (5.00 pm AEST) 8th December 2008

Issue of Shares to investors 15th December 2008

The above dates are indicative only and may change without notice. The Company reserves the right to extend the Closing Date or to close this Offer early and without prior notification. Accordingly, investors are encouraged to submit their Applications as early as possible.

1.4 Purpose of the Offer

- 1.4.1 The Company is positioning itself to take advantage of perceived opportunities to seek interests at grass roots or Greenfield level in mining and exploration opportunities in Australia and outside Australia.
- 1.4.2 Although in recent years advanced exploration projects have been funded by public listings and existing companies', prospectors and other entrepreneurs have found difficulty in obtaining seed capital contributions to undertake preliminary work in determining the viability of proceeding to further assessment of a mineral exploration project. Often the amount of seed capital sought is relatively low and although the strategy is high risk the Company believes it can yield access to projects of potential worth.

1.5 NSX Listing and Minimum Subscription

1.5.1 a) Application will be made to the NSX within 7 days after the date of this Prospectus for the Company to be listed on the NSX and for quotation of the Shares and Options issued pursuant to this Prospectus. Application will also be made for the listing 2,000,000 shares already issued.

The NSX and its officers take no responsibility for the contents of this Prospectus. The fact that the NSX may admit the Company to its official list is not to be taken in any way as indication of the merits of the Company or the securities offered pursuant to this Prospectus.

The Directors do not intend to allot any Shares unless and until NSX grants permission for the Shares to be listed for quotation unconditionally or on terms acceptable to the Directors. If permission is not granted for the Shares to be listed for quotation before the end of 3 months after the date of this Prospectus or such longer period permitted by the Corporations Act with the consent of ASIC, all Application Moneys received pursuant to the Prospectus will be refunded without interest to Applicants in full within the time prescribed by the Corporations Act.

- b) No allotment of Shares and Options will be made until the intended minimum subscription has been received and permission has been granted by the NSX for quotation of the Shares and Options unconditionally or on terms acceptable to the Directors. It is expected that allotment of the Shares will take place by 15th December 2008.
- 1.5.2 The minimum subscription to the issue is \$2,500,000. If the minimum subscription is not reached within four months from the date of this Prospectus, the Directors will not allot any shares and the Company will, within 14 days thereafter, refund all application moneys without interest.
- 1.5.3 If the minimum subscription is reached funds will be applied as set out in clause 1.5.4 below. Any excess subscription over two million five hundred thousand (\$2,500,000) up to a maximum of the full amount sought in this Prospectus will be applied to working capital.

1.5.4 Description of Amount

Working Capital	\$2,900,000
Costs of the issue (excluding brokerage)	\$80,000
Total	\$2,820,000

1.6 Capital Structure

The anticipated capital structure of the Company on completion of this Offer is summarised below

(a) If the minimum subscription is reached

Shares	Number
Existing (Ordinary Class Shares at 8th September 2008	34,100,000
Current Offer - New Shares @ \$0.20 each	12,500,000
Total	46,600,000

(b) If the full subscription is reached

Shares	Number
Existing (Ordinary Class Shares as at 8th September 2008	34,100,000
Current Offer	20,000,000

Total 54,100,000

2. THE PUBLIC OFFER

- 2.0.1 Under the Public Offer, members of the general public may apply for Shares pursuant to this Prospectus. The Company does not guarantee that an application for Shares pursuant to the Public Offer will be accepted in full or in part by the Company.
- 2.0.2 An application for Shares (under the Public Offer) will only be accepted on the Public Application Form attached to this Prospectus.

2.1 Application for Shares

Applications for Shares by investors must be made using an Application Form attached to this Prospectus.

Payment for the Shares must be made in full at the issue price of \$0.20 per share. Applications for Shares must be for a minimum of 10,000 Shares and thereafter in multiples of 1,000 Shares. Completed Application Forms and accompanying cheques must be delivered to:

Computershare Investor Services Pty Limited GPO Box 52
Melbourne VIC 8060

2.2 Over-subscriptions

Over-subscriptions will not be accepted.

2.3 Allotments

The allotment of Shares pursuant to this Offer will take place as soon as practicable after the Closing Date. Prior to allotment, all application moneys shall be held by the Company on trust. Irrespective of whether the allotment of Shares takes places, the Company will retain any interest earned on application moneys.

2.4 Underwriting

This Offer is not underwritten.

2.5 Applicants outside Australia

2.5.1 This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction where, or to any person to whom, it would not be lawful to make such offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. failure to comply with such restrictions may constitute a violation of applicable law. No action has been

taken to register or qualify these Shares or otherwise permit a public offering of the Shares the subject of this Prospectus in jurisdictions outside Australia.

2.5.2 Applicants outside Australia are responsible for obtaining all necessary approvals for the allotment and issue of Shares. The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the applicant that all relevant approvals have been obtained.

3. COMPANY AND BUSINESS OVERVIEW

3.1 Background

- 3.1.1 The Company was incorporated on 30 June 2008.
- 3.1.2 Although the Directors have had some preliminary discussions with parties regarding potential projects no project has been identified for exploitation at the date of this Prospectus.

3.2 The Business

3.2.1 Put simply, the business of the Company is to identify and negotiate with the holders of exploration and mining tenements in Australia and elsewhere to determine the potential viability of those projects and to provide seed capital and development capital to assist in determining the potential for further development and commercial exploitation.

The Company's Board is experienced in identifying seed capital opportunities that are capable of future exploitation if funding can be obtained. By making available seed or development capital to projects in a start up mode the returns can be substantial. That said, it must be noted that this strategy is very speculative and high risk and carries no guarantee of success.

3.2.2 Project needs. Seed capital investment of a high risk nature has been the province of wealthy high net worth individuals, privately controlled companies or listed companies in the exploration space. It is difficult for small investors to participate in seed capital investments that, despite the extraordinary high risk factors, can sometime yield significant rewards.

The Company recognises the high-risk nature of the strategy but believes its experienced personnel have the ability to recognise and manage risk effectively in seed capital investments. Properly managed, the Board considers the opportunity exists to use its experience to identify and participate in a number of potentially worthwhile projects in the mineral exploration arena.

Early participation gives the seed capital investors a higher reward opportunity commensurate with the risk.

3.3 The Financials

The Company's financial information since its incorporation is attached together with a report from Messrs Duncan Dovico, Chartered Accountants.

3.4 The Vision

The Company's medium-term goals include:

- (a) Identifying mineral exploration opportunities in Australia and elsewhere at the seed capital stage
- (b) Participating as a promoter in mining and exploration opportunities
- (c) Identifying and where possible creating shareholder value by strategic investment in existing mining and exploration ventures.

3.5 Opportunities

The Directors believe that the current demand for base metals or energy will continue for the immediate future. Present uncertainty in the financial markets presents opportunities for early stage investment in exploration projects.

3.6 Speculative Nature of the Investment

- 3.6.1 Although acquisition of the Shares in the Company brings with it future opportunities, prospective investors should note that any investment in the Company pursuant to this Prospectus should be considered speculative.
- 3.6.2 You should consult your financial, legal or other appropriate adviser if you are in any doubt as to the content in whole or in part of this Prospectus.

4. CURRENT DIRECTORS AND KEY PERSONNEL

The Details of directors and key personnel engaged in the operation of the Company and the business are set out in section four.

4.1 Mr George Monemvasitis (OMIE Aust, MAICD) - Chairman

Mr. George Monemvasitis is an Engineer and an investor. A graduate in Mechanical Engineering from the Institute of Technology, Sydney, Mr Monemvasitis has over 10 years experience in engineering analysis of resource sector capital raising both within Australia and China. A member of the Australian Institute of Company Directors, Mr Monemvasitis brings a wealth of technical knowledge and corporate governance.



4.2 Mr Gary Kuo – Executive Director

Mr. Gary Kuo was a contracted lecturer of computer application for 2 years at the University of Technology, Sydney in the faculty of Architecture, Building and Design.

With more than 8 years experience in international import & exporting, Gary is currently a director of BAAO Mining Australia and Vice General Manager of BAAO (Tianjin) Mining which is a 50/50 JV company with Xiamen C&D Inc. in China. Gary has extensive experiences in commodities trading, international business development and strategic alliance planning.

Having bases in both Australia and China, Gary specializes in dealing with corporations in the mining & producing sector. Gary works closely with his wide network of corporate and governmental contacts in countries such as China, Taiwan, Hong Kong, Singapore, Malaysia and Indonesia.

4.3 Mr Jonathan Paul Back LLB, BCL - Non-Executive Director

Mr. Jonathan Back is a qualified solicitor in England and Wales. Prior to working as a lawyer, Jonathan graduated from Oxford University having won the Vinerian Scholarship for the best performance in the Bachelor of Civil Laws degree.

Jonathan has over 18 years of experience in law and finance internationally, having spent significant periods in Europe, Hong Kong and Australia.

Jonathan first worked as a lawyer for the leading UK firm Linklaters for 4 years, specializing in large project finance transactions. This included the acquisition of the Gladstone Power Station in Queensland by a consortium expanding the Boyne Island aluminium smelter. Jonathan then worked for Schroders in the UK and in Hong Kong where he also focused on large infrastructure and energy projects including large power station projects in Portugal and the UK as well as port and energy projects across Australia and Asia. Following this Jonathan worked with Goldman Sachs in Hong Kong focusing on raising equity capital for telecoms and technology companies. Jonathan was then recruited by JPMorgan to join their equity team in Hong Kong, which he ran until 2007. During this time he worked on numerous transactions across different industries.

Since leaving JPMorgan, Jonathan has been a principal in a partnership investing in a variety of businesses with the largest focus being on natural resources.

4.4 Mr. Xiao Long Zhang – Non-Executive Director

Mr. Xiao Long Zhang is currently the chairman of Baao Mining Australia and the General Manager of Baao (Tianjin) Mining which is a 50/50 JV company with Xiamen C&D Inc. in China.

Xiao Long spent his youth in Australia and later returned to China to start his first company in the local base metal trading market. He has been living in China and involved in the Chinese metal supply industry for more than 10 years.

Xiao Long later established Baao Mining Australia and has shifted his focus on importing base metal products from international suppliers and distributes these products via local regional channels. He had also successfully completed the 50/50 JV partnership of Baao(Tianjin) Mining Co., Ltd with Xiamen C&D Inc. which is a large scale state owned publicly listed company in China.

4.5 Mr. Rado Jacob Rebek – Senior Consulting Geologist

Mr Rado Jacob Rebek is a graduate from the Faculty of Mining & Metallurgy of the University of Ljubljana Slovenia. Mr Rebek graduated in 1967 and was engaged in geological mapping in Slovenia and Algeria for several years before joining CRA Exploration in 1970.

During 34 years of employment with the Rio Tinto Group he was involved in field exploration in PNG and Australia and subsequently management of major exploration projects for the Group. From 1998 to 2000 Mr Rebek was the Exploration Director for Rio Tinto in South America based in Santiago, Chile involved in the review of iron ore potential in Brazil and the development of new copper and iron ore prospects and other base metals. From 2001 to 2004 he was responsible for new project generation based on field work in Western Australia, Eastern Australia, Brazil, Peru, Argentina, Chile, China, Mongolia, Iran and Russia.

After retiring from fulltime employment with Rio Tinto in May 2003 Mr Rebek completed a two year consulting contract with Rio Tinto which terminated by mutual agreement in May 2005.

Since 2005 he has worked on a variety of projects in Australia and Chile for Mineral Securities Limited, Argonaut Resources NL and Hudson Resources Ltd.





RM:SLF/35300

4 September 2008

The Directors Mono Resources Limited 2102/55 Lavender Street MILSONS POINT NSW 2061

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT - MONO RESOURCES LIMITED

Introduction

This report has been prepared at the request of the Directors of Mono Resources Limited ("the company") for inclusion in a prospectus to be lodged with the Australian Securities & Investments Commission (ASIC) on or around 8 September 2008, relating to the issue of up to 20,000,000 ordinary shares at \$0.20 per share in the Company, to raise up to \$4,000,000.

The minimum level of subscription under the Prospectus is \$2,500,000.

Basis of Preparation

The report has been prepared to provide investors with information on historical results and the financial position of the company and to provide investors with a pro forma balance sheet of the company as at 19 August 2008, adjusted to include funds raised by this prospectus, and the completion of other transactions referred to in Note 1B of Appendix 1.

This report does not address the rights attaching to the shares to be issued in accordance with the Prospectus, the risks associated with the investment, nor form the basis of an Experts opinion with respect to a valuation of the company or of the share issue price of \$0.20.

Duncan Dovico Chartered Accountants have not been requested to consider the prospects for Mono Resources Limited, nor the risk associated with becoming a shareholder, and has not done so, nor purports to do so. Accordingly, Duncan Dovico Chartered Accountants takes no responsibility for those matters or for any other matter, or omission in the Prospectus, other than responsibility for this report.



Background

Mono Resources Limited is an Australian investment company that was incorporated on 30 June 2008.

The Board of Mono Resources Limited is seeking to identify holders of exploration and mining tenements, both in Australia and internationally. Once indentified, Mono Resources Limited seeks to investigate the feasibility of these projects, with a view to providing seed capital and development capital to these projects. It is anticipated that such capital would enable the potential of these projects to be examined further, with respect to their ability to be commercially exploited.

Since incorporation, the only activities undertaken by the company have been the issue of share capital to seed capitalists, and preparation for the proposed listing of Mono Resources Limited.

Scope

Duncan Dovico Chartered Accountants ("Duncan Dovico") have been requested by the Board of Mono Resources Limited to prepare a report with respect to the following information:

- Report whether anything has come to our attention which would cause is to believe that the
 historical financial information disclosed in the appendices to this report is not fairly
 presented in accordance with generally accepted accounting principles, as applied in Australia
 for reporting on financial in a public offer document; and
- Report whether anything has come to our attention which would cause is to believe that the
 pro forma financial information disclosed in the appendices to this report is not properly
 drawn up in accordance with the basis of preparation and assumptions set out therein, and
 with generally accepted accounting principles, as applied in Australia for reporting on
 financial in a public offer document.

Mono Resources Limited has prepared, and is responsible for the historical and pro forma financial information that has been included in the appendices to this report.

Review

Duncan Dovico Chartered Accountants have not audited the financial statements of Mono Resources Limited as at 30 June 2008. We have conducted a review of the historical financial information in accordance with Auditing Standard AUS 902 "Review of Financial Reports". We made such enquiries and performed such procedures as we considered reasonable, including:

- Enquiry of directors and key management; and
- Review of accounting records and related documents.

The review procedures were substantially less in scope than an audit examination conducted in accordance with generally accepted auditing standards, and provides less assurance than an audit.

This report does not express an audit opinion on the historical or pro forma information included in the Appendices.



Opinions

1. Historical Financial Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the historical information as set out in Appendix 1 of this report is not presented fairly in accordance with generally accepted accounting principles, as applied for reporting on financial information in a public offer document.

2. Pro Forma Financial Information

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the pro forma information as set out in Appendix 1 of this report is not presented fairly in accordance with generally accepted accounting principles, as applied for reporting on financial information in a public offer document.

Subsequent Events

Apart from the matters dealt with in this report, and having regard to the scope of our report, to the best of our knowledge and belief, no material transactions or events after 30 June 2008 and outside of the ordinary business of Mono Resources Limited have come to our attention that would require comment on, or adjustment to, the information referred to in our report or that would cause such information to be misleading or deceptive.

Independence or Disclosure of Interest

Duncan Dovico does not have any interest in the outcome of this issue other than in the preparation of this report for which normal professional fees will be received. Duncan Dovico were not involved in the preparation of any part of the Prospectus, and accordingly, make no representations or warranties as to the completeness and accuracy of any information contained in any other part of the Prospectus.

Duncan Dovico consents to the inclusion of this report in the prospectus in the form and content in which it is included. As at the date of this report, this consent has not been withdrawn.

Yours faithfully

DUNCAN DOVICO PTY. LIMITED

ROSEMARY MEGALE

Director



APPENDIX 1 - HISTORICAL AND PRO FORMA FINANCIAL INFORMATION

1A BALANCE SHEET AND PRO FORMA BALANCE SHEET

	Reviewed	Reviewed
	Actual	Pro Forma
	30-Jun-08	30-Jun-08
		Maximum
CURRENT ASSETS		
Cash assets	1	4,323,011
Receivables	-	-
TOTAL CURRENT ASSETS	1	4,323,011
NON-CURRENT ASSETS		
Investments		-
TOTAL NON-CURRENT ASSETS		
TOTAL ASSETS	1	4,323,011
CURRENT LIABILITIES		
Payables		
TOTAL CURRENT LIABILITIES		-
NON-CURRENT LIABILITIES		
Interest-bearing liabilities		
TOTAL NON-CURRENT LIABILITIES		
TOTAL LIABILITIES	-	
NET ASSETS	1	4,323,011
EQUITY		
Contributed equity	1	4,323,011
Reserves		
Accumulated losses	-	
TOTAL EQUITY	1	4,323,011



1B ACTUAL AND PROPOSED TRANSACTIONS INCLUDED IN PRO-FORMA FINANCIAL INFORMATION

The pro forma financial information has been included for illustrative purposes to reflect the position of Mono Resources Limited on the assumption that the following transactions had occurred as at 30 June 2008.

Proposed transactions included in the pro-forma Balance Sheet are as detailed below.

- The payment of an estimated \$80,000 in costs incurred by the Company in relation to the Capital Raising, \$29,600 of which have been incurred as at the date of this report;
- b) Issue of 30,100,000 fully paid shares at \$0.0001 per share to Directors;
- Issue of 4,000,000 fully paid shares at \$0.10 per share for seed capitalists;
- d) Issue of 1,000,000 unlisted options, exercisable at \$0.10 per share as sponsoring broker capital;
- The issue pursuant to this Prospectus of 20,000,000 ordinary shares at \$0.20 each, raising \$4,000,000 cash.



APPENDIX 2 - NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Notes to the Financial Statements

1. Summary of Significant Accounting Policies

The reviewed actual and pro forma balance sheets have been prepared in accordance with Australian equivalents to International Financial Reporting Standards (AIFRS), other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

Australian Accounting Standards include Australian equivalents to International Financial Reporting Standards. Compliance with AIFRS ensures that the financial statements and notes of Mono Resources Limited comply with International Financial Reporting Standards (IFRS).

The balance sheets are the first statements to be prepared in accordance with AIFRS, and as such, AASB 1 "First Time Adoption of Australian Equivalents to International Financial Reporting Standards" has been applied.

(i) Basis of Accounting

The balance sheets have been prepared under thehistorical cost convention.

The balance sheet as at 30 June 2008 is in accordance with the Company's reviewed financial position as at that date. The pro forma balance sheet as at 30 June 2008 represents the reviewed financial position as at that date, adjusted for the transactions discussed in this report. The balance sheet should be read in conjunction with the notes set out in this report.

(ii) Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, and cash held on deposit at call with financial institutions.

(iii) Contributed Equity

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.



		Actual 30 June 2008	Pro Forma 30 June 2008
2.	Cash and Cash Equivalents		
	Cash at Bank	\$1	\$4,323,011
	Adjustments arising in the preparation of the pro forma cash balance are summarized as follows:		
	Actual balance as at 30 June 2008		\$1
	Issue of 30,100,000 fully paid shares at \$0.0001 Issue of 4,000,000 fully paid shares at \$0.10 Issue of 20,000,000 fully paid shares at \$0.20 Capital raising costs		3,010 400,000 4,000,000 (80,000)
	Pro forma as at 30 June 2008		\$4,323,011
3.	Share Capital		
	Ordinary shares fully paid	\$1	\$4,323,011
	Ordinary Shares on Issue: 30 June Actual 30 June Pro Forma 54,100,000		
	Movements during the period: Ordinary issued and paid up share capital		
	Opening balance as at 30 June 2008	****	\$1
	Issue of 30,100,000 fully paid shares at \$0.0001 Issue of 4,000,000 fully paid shares at \$0.10 Issue of 20,000,000 fully paid shares at \$0.20,		3,010 400,000
	pursuant to the prospectus Transaction costs relating to the issue		4,000,000 80,000
	Closing balance at pro forma date		\$4,323,011



4. Goods and Services Tax (GST)

Revenues, expenses and assets are recognized net of the amount of GST. The net amount of GST recoverable from, or payable to, the Australian Taxation Office, is included as part of the payables in the Balance sheet.

Cash flows are included in the Statement of Cash Flows on a gross basis, and the GST component of cash flows arising from investing and financing activities, which is recoverable fro, or payable to, the Australian Taxation Office, are classified as operating cash flows.

5. Contingent Assets and Liabilities

At the date of this report, the Directors have not made any specific undertakings regarding any amounts which may become payable in the future.

In the opinion of the Directors, other than the matters disclosed above, there were no material contingent liabilities or assets as at 30 June 2008, and in the interval between 30 June 2008 and the date of this report.

6. Subsequent Events

There have been no events subsequent to balance date not already disclosed or accounted for in the pro forma financial information which are sufficiently material to warrant disclosure.

6. MATERIAL CONTRACTS

There are no material contracts included in the Prospectus.

7. RISK FACTORS

7.1 Introduction

An investment in the Company is not risk free and prospective new investors should consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Shares. The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

7.2 Economic Risks

The Company, in common with other companies, is affected by general economic conditions including the level of interest rates, exchange rates, employment rates, commodity demand and prices including freight rates and insurances, state and federal government levels of spending on infrastructure, global inflation and spending by clients on capital and maintenance works. Any changes in government fiscal, monetary and regulatory policies may also affect the Company's business.

7.3 Market Conditions

This Offer represents the first offering of Company Shares and therefore Shares in the Company have no prior trading market or history. The market price of the 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 Additional Requirements for Capital

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from investments in it, the Company may require further financing in addition to amounts raised in this Offer. Any additional equity financing will dilute share holdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its growth plans.

7.5 Uncertainty of Future Profitability and Competition

7.5.1 The Company's ability to operate profitably in the future will depend on its ability to identify and exploit new opportunities successfully. The availability of projects is uncertain and no guarantee can be given that the Company or its directors will be able to source opportunities that will yield a profit.

7.5.2 Other factors that will determine the Company's profitability are its ability to manage costs, to execute its development and growth strategies, economic conditions in the markets in which the Company operates, competitive factors, and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve a sustained profitability is uncertain. Moreover, the level of such profitability cannot be predicted.

7.6 International Accounting Standards

- 7.6.1 For reporting periods beginning on or after 1 January 2005, the Company must comply with International Financial Reporting Standards (IFRS). These changes will affect the way certain items are reported in the Company's financial statements. The most significant changes to accounting treatment under IFRS as it applies to the Company relates to the accounting for research and development costs, intangible assets being patents and goodwill, share-based payments, and foreign currency translation.
- 7.6.2 All share-based payments to employees and third parties in respect of goods and services must be expensed and a corresponding increase in equity recognised when goods or services are received, (or a liability if the goods or services were acquired in a cash-settled share-based transaction). In relation to foreign currency, the Company can choose in which currency it will present its financial statements. If Australian currency is not used, justification is required in the notes to the accounts.
- 7.6.3 Also in relation to foreign currency, there is no longer a distinction between self-sustaining and integrated foreign operations. Instead, where a foreign operation is required to be consolidated into the Company's financial statements (or vice versa), general translation provisions are included in the Standard which largely follow the current method for translating self-sustaining operations using a separate equity reserve for foreign exchange differences.

7.7 Licences and Registration

The Company is not aware of any legislative or regulatory requirements of any government, public or statutory authority in relation to its products or business with which it has not complied.

7.8 Legislation

7.8.1 The Company's operations are subject to laws and regulations relating to, amongst other things native title issues and environmental issues. It has been forecast that there will be a series of climate change legislative procedures and a carbon emissions scheme in Australia. There can be no assurance that future legislation will not impose further regulation that may adversely affect the business or financial condition of the Company or its ability to trade.

7.8.2 The Company intends to conduct its activities to the highest standards of environmental obligation, including compliance with all environmental laws. Change in environmental laws governing the Company's operations may affect the Company's work processes.

7.9 Lease Arrangements

The Company has not entered into lease arrangements for premises but will need to do so in the future.

7.10 Competition

The Company will be competing with other companies in its activities, many of which may have access to greater resources than the Company and may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

7.11 Investment Speculative

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

7.12 Reliance on Key Personnel

The Company relies on a number of key members. There is a risk that the Company may fail to attract, retain or develop key personnel, which could have an impact on the development of the Company. Success also largely depends on the core competencies of Company Directors and their familiarisation with and ability to operate in the financial resources sector. The loss of one or more of the Directors, or other key persons, could have material adverse effects on the Company's business, financial position and results from operations.



8. ADDITIONAL INFORMATION

8.1 Disclosure of Interests

Directors are not required under the Company's Constitution to hold any Shares. As at the date of this Prospectus, the Directors have relevant interests in Shares as follows:

Mr George Monemvastis 8,600,000

Mr Gary Kuo 7,500,000

Mr Jonathan Paul Back 6,500,000

Mr Xiao Long Zhang 7,500,000

8.2 Fees and Benefits

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

- (a) Director of the Company;
- (b) person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- (c) underwriter:

has, or has had within 2 years before lodgement of this Prospectus with ASIC, any interest in:

- (1) the formation or promotion of the Company;
- (2) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the offer of Shares under this Prospectus; or
- (3) the offer of Shares under this Prospectus.

8.3 Consents

- 8.3.1 Each of the parties referred to in this Section:
 - a. Does not make, or purport to make, any statement in this Prospectus other than those referred to in this section; and
 - b. To the maximum extent permitted by law, expressly disclaims and takes

no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

- 8.3.2 Duncan Dovico Chartered Accountants ('DDCA') has given its written consent to being named as independent accountant in this Prospectus and to the inclusion of the Independent Accountant's Report in Section 5 in the form and context in which the report is included. DDCA has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.
- 8.3.3. DDCA has also given its written consent to being named as auditors to the Company in this Prospectus. DDCA has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.
- 8.3.4 Martin Place Securities Pty Limited has given its written consent to being named as Sponsoring Adviser/Broker in this Prospectus and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.
- 8.3.5 Computershare Investor Services Pty Limited has given its written consent to being named as share registry to the Company in this Prospectus and has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

8.4 Rights Attaching to Shares

Ordinary Shares. The rights and liabilities attaching to Shares can be summarised as follows:

- (a) General Meetings. Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the Constitution of the Company.
- (b) Voting Rights. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:
 - (1) each shareholder entitled to vote may vote in person or by proxy, attorney or representative;
 - on a show of hands, every person present who is a shareholder or a proxy, attorney or representative of a shareholder has one vote; and,
 - (3) on a poll, every person present who is a shareholder or a proxy, attorney or representative of a shareholder shall, in respect of each fully paid share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the shareholder's name as the amount paid or credited) bears to the total amounts paid and payable (including amounts credited).

- (c) Dividend Rights. The Board may from time to time declare a dividend to be paid to shareholders entitled to the dividend. The dividend shall (subject to the rights of any preference shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividends) be payable on all shares in accordance with the Corporations Act. The Board may from time to time pay to the shareholders such interim dividends as they may determine which will be paid according to the proportion that the amount paid (or credited) bears to the total amounts paid and payable (including amounts credited) in respect of such shares. No dividends shall be payable except out of profits. A determination by the Board as to the profits of the Company shall be conclusive. No dividend shall carry interest as against the Company.
- (d) Winding-Up. If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders or different classes of shareholders. Where an order is made for the winding up of the Company or it is resolved by special resolution to wind up the Company, then on a distribution of assets to members, Shares classified by NSX as restricted Shares and which are subject to escrow restrictions at the time of the commencement of the winding up shall rank in priority after all other shares.
- (e) Transfer of Shares. Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the Listing Rules.
- (f) Changes to Capital Structure. The Company may by ordinary resolution and subject to the Corporations Act and the Listing Rules:
 - (1) increase its share capital by the issue of new shares of such amount as is specified in a resolution;
 - (2) consolidate and divide all or any of its share capital into shares of larger amounts than its existing shares; and
 - (3) sub-divide all or any of its shares into shares of smaller amount than is fixed by the Company's Constitution, but so that in the sub-division the proportion between the amount paid and the amount (if any) unpaid on each such share of a smaller amount is the same as it was in the case of the share from which the share of a smaller amount was derived.
- (g) Variation of Rights. Pursuant to Section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of shareholders vary or abrogate the rights attaching to shares. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

8.5 Corporate Governance

The Board monitors the business affairs of the Company on behalf of Shareholders and has formally adopted a corporate governance policy that is designed to encourage the Board to focus their attention on accountability, risk management and ethical conduct.

8.6 Restricted Shares

NSX has indicated that certain existing security holders may be required to enter into agreements that restrict dealings in Shares held by them. These agreements will be entered into in accordance with the Listing Rules. No shares issued under this Prospectus will be subject to restricted trading.

8.7 Expenses of the Offer

The total expenses of this Offer, estimated to be approximately \$80,000, are to be applied towards the items set out in the table below:

ASIC Fees	\$10,000
NSX Fees	\$10,000
Legal Adviser's Fees	\$22,500
Investigating Accountant's Fee	\$15,000
Printing and distribution	\$ 5,000
Sponsoring Broker	\$12,500
Other	\$ 5,000
TOTAL	\$80,000, plus GST

In addition, the sponsoring broker is to be granted one million (1,000,000) options exercisable at 10 cents each in the capital of the Company. These options are to be unlisted.

In addition, normal brokerage will be paid to licensed, authorised dealers.

8.8 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.

9. DIRECTORS' AUTHORISATION

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

9.0.2 In accordance with Sections 716 and 720 of the Corporations Act, each Director has consented in writing to the lodgement of this Prospectus with the ASIC and the inclusion of any statements in the Prospectus attributable to them.

10 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings, unless the context indicates otherwise:

\$ means an Australian dollar.

ABS means Australian Bureau of Statistics.

Application means an application under this Offer made on an Application Form.

Application Form means a Public Application Form.

ASIC means Australian Securities & Investments Commission.

AEST means Australian Eastern Summer Time, Sydney, New South Wales.

Board means the board of Directors as constituted from time to time.

Business Day means a weekday when trading banks are ordinarily open for business in Sydney, New South Wales, Melbourne, Victoria and Brisbane, Oueensland.

Closing Date means the closing date for receipt of Application Forms under this Prospectus, being 5.00 pm (AEST) on 8th December 2008 (unless this Offer is extended or closed early).

Company means Mono Resources Limited (ACN 131 715 645).

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

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company at the date of this Prospectus.

EBIT means earnings before interest and tax.

Exposure Period means the period of 7 days after the date of lodgement of this Prospectus, which period

extended by the ASIC by not more than 7 days pursuant to Section 727(3) of the Corporations Act.

GST has the meaning given to it in the GST Act.

GST Act means A New Tax System (Goods and Services Tax) Act 1999 and any regulations thereto, or such other act or regulations of equivalent effect.

Listing Rules means the official Listing Rules of the NSX.

Martin Place Securities means Martin Place Securities Pty Limited (ACN: 094 927 947)

NSX means National Stock Exchange Limited.

Offer means the invitation to investors to apply for Shares pursuant to this Prospectus at an issue price of \$0.20 per Share as detailed in Section 2.1.

Official List means the official list of NSX.

Official Quotation means official quotation by NSX in accordance with the NSX Listing Rules.

Option means an option to acquire a Share.

Prospectus means this Prospectus.

Public Application Form means the Public Offer Application Form attached to this Prospectus.

Public Offer means the invitation to the general public to apply for Shares pursuant to the general offer detailed in Section 2.1 of this Prospectus.

Section means a section of this Prospectus.

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

Shareholders means a holder of Shares in the Company.

Share Registry means Computershare Investor Services Pty Limited.

DIRECTORS' STATEMENT, AUTHORISATION AND CONSENT

The Directors state that:

- a) They have made all reasonable inquiries and on that basis have reasonable grounds to believe that any statements made by them in this Prospectus are not misleading or deceptive.
- b) In relation to any statements made in this Prospectus other than by them they have made reasonable enquiries and on that basis have reasonable grounds to believe that any person, persons or party making any of those statements were competent to make such statements and that those persons have given their consent to the statements being included in this Prospectus in the form and context of their inclusion and have not withdrawn their consent prior to the lodgement of this Prospectus.
- c) Each Director by his execution of this statement has consented to the lodgement of this Prospectus with ASIC and none of those consents have been withdrawn.
- d) This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.
- e) This Prospectus has been signed by each of the Directors in accordance with the resolution of the Directors.

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Dated: 8th September 2008

George Monemvasitis Gary Kuo

Jonathan Back Mr. Xiao Long Zhang

ONLY COMPLETE THIS APPLICATION FORM IF YOU WISH TO SUBSCRIBE FOR SHARES UNDER THIS PUBLIC OFFER MONORESOURCES Registry Use Only ACN 131 715 645 Application Form Broker Code Adviser Code This Application Form is important. If you are in doubt as to how to deal with it, please contact your stockbroker or professional adviser without delay. You should read the entire prospectus carefully before completing this form. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the prospectus. A I'we apply for I'we lodge full Application Money A\$ Number of Shares in Mono Resources Limited at ASO.20 per Share or such lesser number of Shares which may be allocated to melus Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s) Title or Company Name Given Name(s) Joint Applicant 2 or Account Designation oint Applicant 3 or Account Designation Enter your postal address - Include State and Postcode Street Number Street Name or PO Box /Other Information City / Suburb / Town Shirk Postcode Enter your contact details Cheque details - Make your cheque or bank draft payable to Mono Resources Limited - Share Offer Account

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A\$
Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				AS

By submitting this Application Form, like declare that this application is completed and lodged according to the Prospectus and the declarations/statements on the reverse of this Application form and like declare that all details and statements made by me'us (including the declaration on the reverse of this Application Form) are complete and accurate. Ifwe agree to be bound by the Constitution of the Company.

How to complete this form

A Shares Applied for

Enter the number of Shares you wish to apply for. The application must be for a minimum of 10,000 Shares. Applications for greater than 10,000 Shares must be in multiples of 1,000 Shares.

Application Monies

Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares by the price per Share.

Applicant Name(s)

Enter the full name you wish to appear on the statement of share holding. This must be either your own name or the name of a company. Up to 3 joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHESS) participants should complete their name identically to that presently registered in the CHESS system.

D Postal Address

Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

Contact Details

Enter your contact details. These are not compulsory but will assist us if we need to contact you.

Payment

Make your cheque or bank draft payable to Mono Resources Limited - Share Offer Account in Australian currency and cross it Not Negotiable. Your Cheque or bank draft must be drawn on an Australian Bank.

Complete the cheque details in the boxes provided. The total amount must agree with the amount shown in box B.

Cheque's will be processed on the day of receipt and as such sufficient cleared funds must be held in your account as chequies returned unpaid may not be represented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the Application Form where indicated. Cash will not be accepted. Receipt for payment will not be forwarded.

Before completing the Application Form the applicant(s) should read this prospectus to which this application relates. By lodging the Application Form, the applicant agrees that this application for Shares in Mono Resources Limited is upon and subject to the terms of the prospectus and the Constitution of Mono Resources Limited, agrees to take any number of Shares that may be allotted to the Applicant(s) pursuant to the prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

Application Forms must be received by Computershare Investor Services at the address below by no later than 5pm AEST on 8th December 2008. You should allow sufficient time for this to occur. Return the Application Form with cheque(s) attached to:

Computershare Investor Services Pty Limited GPO Box 52 MELBOURNE VIC 8060

Neither Computershare nor the Company accepts any responsibility if you lodge the Application Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by Computershare Investor Services Pty Limited ("CIS"), as registrar for securities issuers ("the issuer"), for the purpose of maintaining registers of securityhoiders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our 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 CIS, or you would like to correct information that is inaccurate, incorrect or out of date, please contact CIS. In accordance with the Corporations Act 2001, you may be sent material (including marketing material) approved by the issuer in addition to general corporate communications. You may elect not to receive marketing material by contacting CIS. You can contact CIS using the details provided on the front of this form or E-mail privacy@computershare.com.au

If you have any enquiries concerning your application, please contact Martin Place Securities on (02) 1222-9111

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Applications must be made in the name(s) of natural persons, companies or other legal entities in accordance with the Corporations Act. At least one full given name and the sumame is required for each natural person. The name of the beneficial owner or any other registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms of registrable title(s) below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
individual - Use gives name(x) in full, not initials	Mr John Afred Smith	JA Smit
Joint - Use given name(s) in full. not initials	Mr John Affred Smith & Mrs Janet Marie Smith	Jonn Athed & Janet Mone Septin
Company - Use company title, not aboneviations	ABC Pty List	ABC PA. ABC Co
Trusts - Use tructue(x) personal name(x) - Do not use the name of the trust	Ms Panny Smith «Penny Smith Family A/C»	Penny Smith Family Trus*
Deceased Estates -Use executor(s) personal name(s) - Do not use the name of the deceased	Mr Michael Smith «Est John Smith A/C»	Estate of Late John Smith
Minor (a person under the age of 18). Use the name of a responsible adult with an appropriate designation	Mr John Afred Smith <peter afc="" snith=""></peter>	Peter Smith
Partnerships Use partners personal name(s) - Do not use the name of the partnership	Mr John Smith & Mr Michael Smith < John Smith & Son A/C>	John Smath & Son
Clubs Unincorporated Bodies Business Names Use office beaner(s) personal name(s) Do not use the name of the club str	Mrs Janet Smith «ARC Tennis Journation IJC»	ABO Termin Association
Superannuation funds Use the name of trustee of the fund Do not use the name of the fund	John Smith Pty List <super aic="" fund=""></super>	John Smith Pty Ltd Superannuation Fund

Mono Resources Limited Level 39 / 2 Park Street, Sydney, NSW 2000 Australia

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