



ASX ANNOUNCEMENT 8 AUGUST 2008

OPTIONS OFFER PROSPECTUS

RECENT ASX ANNOUNCEMENTS

6 August 2008
[Drilling Re-Commences At
Hutabargot Julu](#)

4 August 2008
[Appendix 3Y - Change of Director's
Interest Notice x 5](#)

31 July 2008
[Quarterly Activities Report with
Appendix 5b](#)

CORPORATE

25 Charles Street
South Perth WA 6151

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Fax: +61 8 9368 4522

Email: oropa@oropa.com.au
www.oropa.com.au

ABN: 77 009 241 374

BOARD OF DIRECTORS

Brian Hurley-	Chairman
Philip Christie-	Director
Rod Murchison-	Non-Executive Director
Bruce Tomich-	Non-Executive Director
Misha Collins-	Non-Executive Director

ASX Code: ORP



The Manager
Company Announcements
Australian Stock Exchange Limited
Level 10, 20 Bond Street
SYDNEY NSW 2000

Dear Sir

Options Offer Prospectus

On 12 May 2008, Shareholders of Oropa Limited (the **Company**) approved the issue of up to 13,280,376 Options at the issue price of \$0.002 per 2011 Option to those persons recorded as holders of options which expired unexercised on the expiry date of 31 December 2007. Shareholders also approved the placement of the Shortfall (if any) by the Directors in their discretion.

As previously advised, a total of 13,280,376 options expired unexercised on the expiry date of 31 December 2007.

The Company has today lodged a Prospectus for the offer of the 2011 Options to those persons and a copy of that Prospectus is attached. An Appendix 3B in relation to the issue will follow separately.

Yours faithfully
OROPA LIMITED

Philip C Christie
Director

Attach.

OROPA LIMITED

ABN: 77 009 241 374

PROSPECTUS

For an issue of up to 13,280,376 options to the registered holders of options that expired on 31 December 2007 at an issue price of \$0.002 (0.2 cent) each to raise up to \$26,560.75.

THIS PROSPECTUS IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY
If you do not understand the contents of this Prospectus, you should consult your stockbroker,
accountant or other professional adviser without delay.

This prospectus is dated 8 August 2008. A copy of this Prospectus was lodged with the
Australian Securities & Investments Commission ("ASIC") on 8 August 2008.

Neither ASIC nor its officers take any responsibility as to the contents of this Prospectus.

THE SECURITIES OFFERED UNDER THIS PROSPECTUS SHOULD BE CONSIDERED
SPECULATIVE.

The offer is not underwritten.

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CORPORATE DIRECTORY

DIRECTORS

Brian J Hurley *AWASM, MausIMM*
(Chairman)

Philip C J Christie
(Chief Executive Officer)

Roderick G Murchison
(Non Executive Director)

Bruce N V Tomich *B.Sc(Hons)*
(Non Executive Director)

Misha A Collins *CFA*
(Non Executive Director)

SECRETARY

Dean W Calder B.Bus CA

REGISTERED OFFICE AND BUSINESS ADDRESS

25 Charles Street
South Perth WA 6951

Telephone: (08) 9368 4544
Facsimile: (08) 9368 4522
E-mail: oropa@oropa.com.au
Website: www.oropa.com.au

SHARE REGISTRY

Security Transfer Share Registry Pty Ltd
Alexandria House
770 Canning Highway
Applecross WA 6153

Telephone: (08) 9315 2333
Facsimile: (08) 9315 2233

HOME EXCHANGE

Australian Stock Exchange (Perth) Limited
Exchange Plaza
2 The Esplanade
Perth WA 6000

AUDITORS

Stantons International
Level 1 / 1 Havelock St
West Perth WA 6005

TIMETABLE

Lodgment of Prospectus	8 August 2008
Opening Date	8 August 2008
Closing Date of Applications (5:00pm Perth, WA time)	22 August 2008
Date of the Company's General Meeting approving the options issue	12 May 2008
Issue date of options	24 August 2008

The above dates are indicative only and are subject to change. The Company reserves the right to amend this indicative timetable. In particular, the Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to extend the Closing Date or withdraw the Offer without prior notice. Any extension of the Closing Date will have a consequential effect on the date for the issue of the new Options.

IMPORTANT NOTICE

This Prospectus is dated 8 August 2008. It was lodged with the Australian Securities and Investment Commission ("ASIC") on 8 August 2008. Neither the ASIC nor the Australia Stock Exchange Limited ("ASX") takes any responsibility for the content of this Prospectus. No securities will be allotted or issues on the basis of this Prospectus later than the expiry date, being the date that is 13 months after the date of this Prospectus.

No person is authorised to give any information or to make representation regarding the Offer. Any information or representation in relation to the Offer that is not contained in this Prospectus may not be relied upon as having been authorised by Oropa Limited ("the Company") or its Directors.

This Prospectus provides information for investors to decide if they wish to invest in the Company and should be read in its entirety.

This Prospectus is available for downloading in electronic form from the Company's website www.oropa.com.au. The offer pursuant to an electronic Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. The Corporations Act prohibits any person from passing to another person the Application Form unless it is attached to or accompanies the complete and unaltered version of the Prospectus. During the Offer Period, any person may obtain a hard copy of this Prospectus by contacting the Company.

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

There is no facility for online applications.

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

This Prospectus is issued under the special prospectus content rules for continuously quoted securities and options to acquire continuously quoted securities, in section 713 of the Corporations Act. The information in this Prospectus principally concerns the terms and conditions of the Offer and the information necessary to make an informed assessment of:

- (a) The effect of the Offer on the Company; and

- (b) The rights and liabilities attaching to the 2011 Options offered by this Prospectus.

As the Company has been listed on ASX since 31 March 1988, a substantial amount of information concerning the Company has previously been notified to ASX and is therefore publicly available.

The Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the 2011 Options.

In preparing this Prospectus regard has been given to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. A list of announcements made to ASX is set out in this Prospectus. A copy of any announcement can be obtained free of charge by contacting the Company at the address in the Corporate Directory on the inside front cover. Copies of announcements can be obtained from the Company's web site www.oropa.com.au.

The Options offered by this Prospectus should be considered speculative.

1. The Option Issue

This Prospectus is issued by The Company for an offer of up to 13,280,376 Options at an issue price of \$0.002 (0.2 cents) ("2011 Option Issue") to raise up to \$26,560.75 before costs of the issue.

Each Option will entitle the holder to subscribe for one Share, exercisable at 20 cents on or before 31 January 2011 ("2011 Options") and otherwise be granted on the terms set out in Section 7 of this Prospectus. **The 2011 Options will be offered to persons who were registered with the Company as holders of listed Options (ASX code: ORPOA) as at the Record Date, being 31 December 2007 ("2007 Option Holders"), which options have now expired.**

The Directors reserve the right to place any shortfall of the 2011 Options not taken up by 2007 Option Holders subject to the terms and conditions approved by the Company's shareholders for the issue of the 2011 Options at a General Meeting of the Company held on 12 May 2008 ("General Meeting").

The issue of the 2011 Options was approved by shareholders at the General Meeting.

Results of the General Meeting have been announced to ASX and posted on the Company's website.

Allocation

The Company retains an absolute discretion on allocating 2011 Options under the Offer amongst 2007 Options Holders, or in the event of a shortfall among other persons, and reserves the right to allot to an applicant a lesser number of 2011 Options than the applicant applied for or to reject the application. If the number of 2011 Options allotted is fewer than the number applied for, surplus application money will be refunded without interest. The acceptance of applications and the allocation of 2011 Options is at the absolute discretion of the Company's directors. In the event of an oversubscription the Company reserves the right to accept larger applications in priority (but is under no obligation to do so). The Company will not be liable to any person not allocated any 2011 Options.

2007 Option Holders should note that by virtue of the matters referred to above, they are not automatically entitled to be allotted the same number of 2007 Options which they held.

Application Monies Held in Trust

All application monies will be held in trust until allotment. All interest earned on application monies (including those which do not result in allotment of 2011 Options) will be retained by the Company.

2. Capital Structure

Existing Ordinary Shares	192,088,724
Total number of Ordinary Shares on the completion of the 2011 Option Issue (assuming no Options exercised)	192,088,724
Number of existing listed Options (ORPO) expiring on 31 January 2010, exercisable at 20 cents each	12,791,441
Number of listed Options ORPOA that expired on 31 December 2007	13,280,376
Maximum Number of 2011 Options to be issued pursuant to this Prospectus	13,280,376

3. **Proforma Consolidated Balance Sheet**

An audited balance sheet of the Company as at 31 December 2007 has been released to ASX and ASIC. Following is a pro forma consolidated balance sheet of the Company as at 31 December 2007 incorporating the audited accounts to 31 December 2007. The pro forma consolidated balance sheet is based on the Company's audited balance sheet for the year ended 31 December 2007 adjusted to show the effects of the 2011 Option Issue as if it had been successfully completed on that date.

Prospective investors may obtain, free of charge, copies of the latest financial reports lodged with ASIC and copies of any continuous disclosures notices lodged or provided after lodgment of the latest financial report by contacting the Company at any time during the application period specified in this Prospectus.

PROFORMA CONSOLIDATED BALANCE SHEET

Oropa Limited and Controlled Entities

	Audited Accounts 31 December 2007 \$	Pro-forma 31 December 2007 Post Option Issue \$
Current Assets		
Cash and cash equivalents	738,385	754,946
Trade and other receivables	122,929	122,929
Financial assets	1,333	1,333
	862,647	879,208
Total Current Assets	862,647	879,208
Non-Current Assets		
Plant & equipment	98,340	98,340
Other	61,864	61,864
	160,204	160,204
Total Non-Current Assets	160,204	160,204
Total Assets	1,022,851	1,039,412
Current Liabilities		
Trade and other payables	167,910	167,910
Provisions	370,732	370,732
Other	27,270	27,270
	565,912	565,912
Total Current Liabilities	565,912	565,912
Non-Current Liabilities		
Non interest bearing loans	36,544	36,544
	36,544	36,544
Total Non-Current Liabilities	36,544	36,544
Total Liabilities	602,456	602,456
Net Assets	420,395	436,956
Equity		
Issued capital	34,322,825	34,339,386
Reserves	1,661,958	1,661,958
Accumulated losses	(35,662,839)	(35,662,839)
	321,944	338,505
Total parent entity interest	321,944	338,505
Minority interest in controlled entities	98,451	98,451
	420,395	436,956
Total Equity	420,395	436,956

Prospective investors may obtain, free of charge, copies of the latest financial reports lodged with the ASIC and copies of any continuous disclosure notices lodged or provided after the lodgement of the latest financial reports by contacting the Company at any time during the application period specified in this Prospectus.

4. **Use of Funds**

It is intended that the funds raised by the 2011 Option Issue will be applied by the Company in the manner set out in the following table. The application of funds received from the 2011 Option Issue is summarised below depending on the amount raised from this 2011 Option Issue.

Description	Use of Funds
Cost of 2011 Option Issue	\$10,000.00
Working Capital	\$16,560.75
TOTAL	\$26,560.75

5. **The Company's Projects**

The Company's projects are described in more detail in the 2007 Annual Report and the 31 December 2007 Half Yearly Report each of which has been lodged with ASX and consequently lodged with ASIC, and are deemed to be incorporated into this Prospectus as if set out in full.

The 2007 Annual Report and the 31 December 2007 Half Yearly Report also contain detailed financial information about the Company. The 2007 Annual Report contains the 2007 Director's Report. The information in the 2007 Annual Report and 31 December 2007 Half Yearly Report should be read in conjunction with this Prospectus, and as being updated or supplemented by the information contained in this Prospectus.

The Company will provide free copies of the 2007 Annual Report and 31 December 2007 Half Yearly Report to anyone who requests them during the application period of this Prospectus. Copies may also be downloaded from the Company's website www.oropa.com.au.

6. **When to Apply**

The Offer will be opened on 8 August 2008 and will remain open until 5:00pm (Perth, WA time) on 22 August 2008, subject to the right of the Company to either close this 2011 Option Issue at an earlier time and date or to extend the closing time and date without prior notice. Applicants are encouraged to submit their applications as early as possible.

7. **Application instructions**

All applications for the 2011 Options offered under this Prospectus must be made on an Application Form attached to or accompanying this Prospectus.

Cheques must be made payable to "Oropa Limited" and crossed "Not Negotiable". All payments must be in Australian currency.

This Prospectus expires 13 months from the date of this Prospectus. No 2011 Options will be issues or allotted on the basis of this Prospectus later than 13 months after the date of this Prospectus.

Completed Application Form and accompanying cheques should be sent to or lodged with:

Oropa Limited
PO Box 1013
South Perth WA 6951

Tel: 08 9368 4544
Fax: 08 9368 4522

Your completed Application Form and cheque must reach the Company no later than 5:00pm (Perth, WA time) on 22 August 2008 (the Closing Date). However, the Company may close the Offer early at any time, prior to the Closing Date. The Company may also extend the Closing Date at its sole discretion.

8. **Allotments**

The anticipated date for the Directors to issue the Options offered under this Prospectus is 24 August 2008.

The Directors reserve the right to place any shortfall of the 2011 Options not taken up by the 2007 Option Holders at their sole discretion. The Company also reserves the right to issue 2011 Options in response to Application Forms received after the Closing Date, but is under no obligation to do so. If a cheque for Application Monies is not honoured, the Company may at its election reject the Application (and cancel the allotment made in response to the Application) or issue some or all of the 2011 Options applied for and recover the Application Monies together with associated costs.

9. **Overseas Shareholders**

Applications by residents in countries outside Australia should consult their professional advisers as to whether any governmental or other consent are required or whether formalities need to be observed to enable them to accept this invitation to take up option under this Prospectus. Accordingly, this Prospectus does not constitute an offer in any place in which, to any person to whom, it would not be lawful to make such an offer.

10. **Australian Stock Exchange Listing**

Application will be made to ASX within seven days after the date of this Prospectus for quotation of the 2011 Options granted to applicants under this Prospectus. The ASX takes no responsibility for the contents of this Prospectus.

11. **CHESS**

The Company participates in the Clearing House Electronic Subregister System ("CHESS"). ASX Settlement and Transfer Corporation Pty Ltd ("ASTC") a wholly owned subsidiary of the ASX, operated CHESS in accordance with the Listing Rules and the SCH Business Rules.

Under CHESS, a shareholder will not receive a certificate, but will receive a statement of their holding in the Company.

If a shareholder is broker sponsored, ATSC will send the shareholder a CHESS statement. The CHESS statement will set out the number of 2011 Options allotted to each option holder under this Prospectus, give details of the optionholder's HIN and give the participant identification number of the sponsor.

Optionholders registered on the Issuer Sponsored subregister, a statement will be dispatched by the Company's Share Registry, and will contain the number of 2011 Options allotted under this Prospectus and the holder's securityholder reference number ("SRN").

A CHESSE statement or issuer sponsored statement will routinely be sent to shareholders and option holders at the end of any calendar month during which the balance of their shareholding or option holding changes. A shareholder or option holder may request a statement at any other time; however a charge may be made for additional statements.

12. **Risk Factors**

The future performance of the Company and the future investment performance of the 2011 Options offered under this Prospectus may be influenced by a range of factors. Some of these factors can be mitigated. However, many are outside the control of the Company. Prior to making any decision to apply for or acquire the Company's shares or options, investors should carefully consider the following general and specific risk factors applicable to the Company.

(i) Future Capital Needs and Additional Funding

Should the Company require additional funding to further explore and develop its current projects or any projects acquired in the future there can be no assurance that additional financing will be available on acceptable terms, or at all. An inability to obtain additional funding, if required, would have a material adverse effect on the Company's ability to exploit the projects and its financial conditions and performance.

(ii) Legislative Changes

Should the Company require additional funding to further explore and develop its current projects or any projects acquired in the future, there can be no assurance that additional financing will be available on acceptable terms, or at all. Any inability to obtain additional funding, if required, would have a material adverse effect on the Company's ability to exploit the projects and its financial condition and performance.

(iii) General Economic Conditions

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors which may contribute to that economic climate include the general level of economic activity, interest rates, inflation and other economic factors. The price of commodities and level of activity within the mining industry will also be of particular relevance to the Company.

(iv) Unforeseen Expenses

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

(v) Operation and Development

By its nature, the business of exploration and mineral development which the Company may continue to participate in contains risks. Prosperity depends on the successful exploration and/or acquisition of reserves, design and construction of efficient processing facilities, competent operation and management and efficient financial management. For its part, exploration is a speculative endeavor, while mining operations can be hampered by force majeure circumstances, environment consideration and cost overruns for unforeseen events.

(vi) Government Policy

Capacity to explore and mine, as well as industry profitability generally, can be affected by changes in government policy which are beyond the control of the Company.

(vii) Commodity Price Risk

The Company's prospects and share price will be influenced by the price obtained from time to time for the commodities targeted in its exploration programs. Commodity prices fluctuate and are affected by factors including the relationship between global supply and demand, forward selling by producers, the cost of production and general global economic conditions.

Commodity prices are also affected by the outlook for inflation, interest rates, currency exchange rates and supply and demand issues. These factors may have an adverse affect on the Company's prospects, as well as its ability to fund its future activities.

(viii) Environmental risks

The Company's operations and projects are subject to laws and regulations regarding environmental hazards. The Company intends to conduct its activities in an environmentally responsible manner, in accordance with applicable laws and regulations.

(ix) Share Market Risk

The market price of shares can be expected to rise and fall in accordance with the general market conditions and factors specifically affecting the Australian resources sector and exploration companies in particular.

Neither the Company nor its Directors warrant the future performance of the Company or any return on investment in shares or options.

13. Current Directors

The Directors of the Company at the date of this Prospectus are:

- **Brian J Hurley** *AWASM, MAusIMM*
(Chairman)
- **Phillip C J Christie**
(Chief Executive Officer)
- **Roderick G Murchison**
(Non Executive Director)
- **Bruce N V Tomich** *B.Sc(Hons)*
(Non Executive Director)
- **Misha A Collins** *CFA*
(Non Executive Director)

14. Company History

The Company was incorporated as a public company and was admitted to the ASX on 31 March 1988.

15. Issued and New Equity

Ordinary Fully Paid Shares

Number		\$
192,088,724	Existing Fully Paid Ordinary Shares (ASX: ORP)	35,566,724
	Costs of the 2011 Option Issue	(10,000)
<u>192,088,724</u>	Total All Shares *	<u>35,555,724</u>

Options

Number	Description	Exercise Price	Expiry Date
12,791,441	Options Offered pursuant to 2010 Option Issue	20 cents	31 January 2010
13,280,376	Options offered pursuant to 2011 Option Issue *	20 cents	31 January 2011
	Total Options		

Notes:

*Options to be issued as approved by shareholders at the Company's General Meeting held on 12 May 2008. Further details are set out below.

16. Rights Attaching To The Shares

Set out below is a summary of the rights attaching to ordinary fully paid shares in the Company.

Voting Rights

Subject to the Constitution of the Company and to any rights or restrictions attaching to any class of shares at a general meeting, every shareholder or class of shareholder present in Perth or by proxy, attorney or representative has:

- (a) one vote on a show of hands; and
- (b) on a poll:
 - i. one vote each fully paid share; and
 - ii. voting rights pro rata to the amount paid upon each partly paid share held by the shareholder.

General Meetings

Subject to the Constitution of the Company, the ASX Listing Rules and to the terms of issue of general meeting of the Company, are to receive all notices, accounts and other documents required to be furnished to shareholders under the Constitution of the Company or the Corporations Act.

Dividend Rights

Subject to the right of holders of shares issued with any special or preferential rights (at present there are none), the profits of the Company, which the Directors may from time to time determine to distribute by way of dividend, are divisible among the shareholders in proportion to the shares held by them respectively, irrespective of the amount paid up or credited as paid up on the shares. An amount paid or credited as being paid on shares in advance of a call is not to be taken as paid or credited for the purpose of determining the entitlement of a shareholder to dividends. Dividends may be paid in cash, by granting options or issuing shares or transferring property.

Rights on Winding Up

Subject to the rights of holders of shares issued with any special or preferential rights (at present there are none), all shares entitle the holders thereof in a winding up to participate equally in the distribution of the assets of the Company subject only to any amounts unpaid on the share.

Transfer of Shares

Subject to the constitution of the Company, the Corporations Act and the ASX Listing Rules, the shares in the Company are freely transferable.

Future Increases in Capital

The allotment and use of any share is under the control of the Directors of the Company. Subject to restrictions on the allotment of shares to Directors or their associates, the ASX Listing Rules, the Constitution of the Company and the Corporations Act, the Board may allot or otherwise dispose of shares on such terms and conditions as it considers appropriate.

Variation of Rights

At present the Company only has fully paid and partly paid shares on issue. If shares of another class were issued, the rights and privileges attaching to ordinary shares could only be altered with the consent in writing of the holders of three quarters of the votes that may be cast in respect of the issued ordinary shares or with the sanction of a special resolution passed at a separate General Meeting of the holders of ordinary shares (ie. By a three quarters majority of such holders as being entitled to vote at that meeting).

17. Terms of Options

Options offered under this Prospectus shall entitle the holder to apply for and be allotted one ordinary fully paid share in Oropa Limited at an exercise price of 20 cents per share on the following terms and conditions:

- (a) the options expire at 5:00pm Western Australia Standard Time on 31 January 2011 ("Expiry Date")
- (b) each option entitles the holder to apply for one share at an exercise price of 20 cents ("exercise price") payable in cash in full on application;
- (c) share issues on exercise of the option will rank equally in all respects with the then existing issued fully paid ordinary shares in the capital of the Company from the date of issue and will be subject to the Constitution of the Company. The Company will apply to the ASX for quotation of the share issues upon the exercise of options;
- (d) the option may be exercised in whole or in part;
- (e) the option may be transferred at any time subject to and in accordance with the Corporations Law, the SCH Business Rules and/or the Listing Rules;
- (f) any notices of exercise of any of the options received by the Company prior to the Expiry Date will be deemed to be a notice of exercise of any of the options received by the Company prior to the Expiry Date will be deemed to be a notice of exercise received on the earlier of the Expiry Date or the last business day of the month in which the notice is received.

- (g) There are no participating rights or entitlements inherent in the options to participate in any new issues of capital which may be offered to shareholders of the Company from time to time prior to the Expiry Date. The Company will notify holders of any proposed issue at least 10 business days before the record date in order to give holders sufficient opportunity to exercise their options if they wish; and
- (h) In event of any reconstruction of the issued capital of the Company, the rights of holders of the options will be re-organised to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

18. **Dividends**

The Company did not pay a dividend for the financial year ended 30 June 2008.

The payment of any future dividends will be dependant upon the Company undertaking activities to generate revenue and profits. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and financial conditions and other factors considered relevant by the Directors. No assurance in relation to the payment of future dividends or the franking credits attached to such dividends can be given to shareholders.

19. **ASX Announcements**

The following announcements (continuous disclosure notices) have been made by the Company after lodgment of the financial statements contained in the 31 December 2007 Half Yearly Report and before the issue of this Prospectus.

- 04/08/2008 Appendix 3Y - Change of Director`s Interest Notice x 5
- 31/07/2008 Quarterly Activities Report with Appendix 5B
- 15/07/2008 Appendix 3B - New Issue Announcement
- 14/07/2008 Issue of Shares - Placement
- 08/07/2008 Letter to Shareholders
- 08/07/2008 Appendix 3X Initial Director`s Interest Notice
- 08/07/2008 Appointment of Director
- 06/06/2008 Appendix 3B New Issue Announcement
- 27/05/2008 Total Pungkut Resources Top 1 Million Ounces
- 19/05/2008 Detailed Sampling Results From Malawi Sampling Programs
- 15/05/2008 Change of Director`s Interest Notices x 4
- 15/05/2008 Appendix 3B - New Issue Announcement
- 15/05/2008 Bonanza Grades Intercepted at Ali Vein
- 13/05/2008 Results of General Meeting
- 12/05/2008 Encouraging Results From Initial Sampling Programs Malawi
- 30/04/2008 Quarterly Activities Report with Cashflow
- 14/04/2008 Notice of General Meeting for the Shareholders of Oropa Ltd
- 26/03/2008 Progress Report
- 17/03/2008 Change in substantial holding
- 17/03/2008 Form 604 Notice of Change of Interests of Substantial Holder
- 17/03/2008 Becoming a substantial holder
- 14/03/2008 Half Yearly Report and Accounts
- 14/03/2008 Appendix 3B 14 March 2008
- 14/03/2008 Oropa Raises Additional Funds
- 11/02/2008 PowerPoint Presentation 11 February 2008

- 31/01/2008 Quarterly Activities Report with Cashflow
- 30/01/2008 Progress Report - Further Significant Gold Hits
- 29/01/2008 Further Amended Change of Director`s Interest Notice
- 29/01/2008 Amended Change of Director`s Interest Notice
- 29/01/2008 Change of Director`s Interest Notice Appendix 3Y
- 23/01/2008 Oropa Limited`s Uranium Portfolio Expands
- 15/01/2008 Further Encouraging Gold Hits - Sihayo 1 North Resource
- 11/01/2008 Lapsed Options

Any person may request, and the Company will provide free a charge, a copy of any announcement during the application period of this Prospectus. The Company from time to time makes announcements to the ASX in accordance with its continuous disclosure obligations and the ASX Listing Rules. Announcements can be viewed by visiting the website of ASX, www.asx.com.au, or the Company`s website www.oropa.com.au.

20. Tenements

A list of the tenements comprising the Company`s projects is contained in the 2007 Annual Report, as updated by the Company`s 31 December 2007 Half Yearly Report. Free copies of these documents can be obtained from the Company during the application period of this Prospectus. Copies can also be downloaded from the Company`s website www.oropa.com.au.

21. Cost of the Option issue

The estimates costs associated with this 2011 Option Issue are as follows:

Costs	Subscription
Legal, ASIC, and ASX Fees, printing, postage and dispatch costs	\$10,000
Total	\$10,000

22. Taxation Implications

The Company`s Directors consider that it is not appropriate to give investors advice regarding the taxation consequences of subscribing for 2011 Options under this Prospectus. The Company, its advisers and its officers do not accept any responsibility or liability for any taxation consequences. As a result, investors should consult their own professional tax advisers in connection with subscribing for 2011 Options under this Prospectus.

23. Directors' Interests

Except as disclosed in this Prospectus, no Director or proposed Director has, or has had within two years of lodgment of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Option issue; or
- (c) the 2011 Option Issue as provided for in this Prospectus.

Except as disclosed in this Prospectus, no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any director, to induce the Director to become, or to qualify as a Director of the Company or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the 2011 Option Issue.

Directors' Interests in Shares and Options

As at the date of this Prospectus, the Directors' direct and indirect interests in shares and listed options in the Company are as follows:

Director	Shares	Listed Options	Unlisted Options
Brian Hurley	741,092	-	2,200,000
Philip C J Christie	574,852	25,202	2,700,000
Roderick G Murchison	749,852	101,408	1,300,000
Bruce N V Tomich	239,000	-	1,300,000
Misha Collins	15,665,000	-	1,000,000

Directors' Remuneration

Director	Year ended 30 June 2007	1 July 2007 to the date of this Prospectus
Brian Hurley	44,544	46,540
Philip C J Christie	216,016	236,680
Roderick G Murchison	49,472	47,483
Bruce N V Tomich	31,213	30,360
Misha Collins	-	-

Non-executive Directors are also entitled to be paid reasonable travelling, accommodation and other expenses incurred in consequence of their attendance at Board meetings and otherwise in the execution of their duties as Directors. Where the Company requests non-executive Directors or their related entities to perform annual services outside the normal scope of their duties as Directors, further amounts may be paid at ordinary commercial rates for such services.

Further details of the remuneration of Directors are set out in the Remuneration Report contained in the Company's 30 June 2007 Annual Report. A copy of that report will be provided free to anyone who requests it during the application period of this Prospectus. A copy may also be downloaded from the Company's website www.oropa.com.au.

24. **Consents**

Stanton International has given, and not withdrawn before the lodgment of this Prospectus, its written consent to being named in this Prospectus as the Company's Auditor. Stanton International was not involved in the preparation of any part of this Prospectus other than the Audit Report and Auditor's Independence Letter forming part of the Company's 31 December 2007 Half Yearly Report which is taken to be incorporated in and forms part of this Prospectus, and expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and the Audit Report and Auditor's Independence Letter.

25. **Privacy Act**

By completing an Application Form, investors will be providing information to the Company (directly or via the Share Registry). The Company collects, holds and will use that information to assess the application and, in the case of a successful application, communicate with shareholders in relation to shareholding and the activities of the Company.

The information received by the Company may also be disclosed to persons inspecting the register, bidders for shares in the context of takeovers, regulatory bodies, authorised share brokers, print service providers, mail houses and the Company's Share Registry's personnel, or as otherwise required or permitted by the Corporations Act and other laws.

Shareholders will be able to access, correct and update the personal information held by the Company in relation to them by contacting the Company or the Share Registry.

In accordance with the Corporations Act, you may be sent material (including marketing material) approved by the Company in addition to general corporate communications. You may elect not to receive marketing material by contacting the share registry. The Company will continue to send you general corporate communications as required by law.

Collection, maintenance and disclosure of certain personal information are governed by legislation including the Privacy Act 1988, the Corporation Act and certain rules applicable to ASX listed shares.

26. **Enquiries**

If you have any questions about the desirability of or procedure for investing, please contact your stockbroker, accountant or independent licensed financial adviser.

27. **Lodgment**

The Directors state that they have made all reasonable enquiries and on the basis have reasonable grounds to believe that any statements made by the Directors in the Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors, the Directors have made reasonable enquiries and on that basis have reasonable grounds to believe that persons making the statements were competent to make such statements, those persons have given their consent to the statement being included in this Prospectus in the form and context in which they are included and have not withdrawn that content before lodgment of this Prospectus with the ASIC, or the Directors knowledge, before any issue of Options pursuant to the Prospectus.

Each of the Directors of Oropa Limited have consented to the lodgment of this Prospectus in accordance with Section 720 of the Corporations Act 2001 and have not withdrawn that consent.

A handwritten signature in black ink, appearing to read 'Philip Christie', with a long horizontal stroke extending to the right.

Philip Christie
Director
Dated: 8 August 2008