



Level 7, Exchange Tower
530 Little Collins Street
Melbourne Vic 3000

T (03) 9909 7401
F (03) 9909 7402
E enquiries@bcdresources.com.au
www.bcdresources.com.au
ABN 22 057 793 834

11 March 2011

The Manager
Company Announcements
ASX Limited
Level 45, 525 Collins Street
Melbourne VIC 3000

Dear Sir/Madam,

RE: PROSPECTUS – BCD RESOURCES NL (BCD)

BCD will be issuing a Prospectus pursuant to section 713 of the Corporations Act 2001 (Cth).

Under the Prospectus, BCD will offer 4,000 shares at an issue price of 2.5 cents and 100 convertible notes at an issue price of 1 cent (*Offer*). The purpose of the Offer is to remove any trading restrictions that may have attached, and may attach, to shares issued (now and in the future) upon conversion of 1,763,000,000 convertible notes issued to sophisticated and professional investors on 15 February 2011..

The cleansing prospectus has been lodged with the ASIC today and will be available after lodgement on the ASX website www.asx.com.au and also on BCD's website www.bcdresources.com.au.

The funds raised will be put towards the costs of the Offer.

Yours faithfully,

Brian Coulter
Company Secretary





BCD RESOURCES NL

ABN 22 057 793 834

PROSPECTUS

For the issue of:

- 4,000 shares at an issue price of 2.5 cents each to raise \$100.00; and
- 100 convertible notes at an issue price of 1 cent each to raise \$1.00.

The offer and issue of convertible notes under this Prospectus is strictly limited to the Subscriber.

IMPORTANT NOTICE

The Securities offered by this Prospectus should be considered a speculative investment and potential investors should refer to Section 6 for further details concerning the risk factors. This document is important. It should be read in its entirety. If you do not understand its contents or are in doubt as to the course you should follow, you should consult your stockbroker or professional adviser. Neither BCD Resources NL nor any other person guarantees the performance of the New Securities offered pursuant to this Prospectus, or the performance of BCD Resources NL, or the return of any investment.

5137418_028.doc

BCD Resources NL**ABN 22 057 793 834****Directors**

Neville K Bergin, Chairman, Non-Executive Director

Kevin J Perrin, Non-Executive Director

Andrew J Drummond, Non-Executive Director

Nigel B Webb, Non-Executive Director

Michael D Botting, Non-Executive Director

ASX Code

BCD

Company Secretary

Brian D Coulter

Registered Office

Level 7, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

T (03) 9909 7401

F (03) 9909 7402

Legal Advisor

Mills Oakley Lawyers

Level 6, 530 Collins Street

Melbourne VIC 3000

T (03) 9670 9111

F (03) 9605 0933

Share Registry*

Computershare Investor Services
Pty Limited

452 Johnston Street

Abbotsford VIC 3067

T 1300 850 505

F (03) 9473 2500

*Computershare Investor Services has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. It is named for information purposes only.

TABLE OF CONTENTS

1	Summary of Important Dates and Important Notices	4
2	Details of the Offer	6
3	Purpose and Effect of the Offer	9
4	Rights and Liabilities attaching to New Securities	11
5	Continuous Disclosure Obligations	14
6	Risk Factors	18
7	Additional Information	21
8	Directors' authorisation	24
9	Glossary	25

1 Summary of Important Dates and Important Notices

1.1 Timetable and Important Dates

Lodgement of Prospectus with the ASIC and ASX	11 March 2011
Opening Date	14 March 2011
Closing Date	14 April 2011
Expected date of Official Quotation of the New Shares	21 April 2011
Expected date of issue of the New Convertible Notes	21 April 2011

The Company reserves the right to alter the above dates, including extending the Closing Date or closing the Offer early without notice.

1.2 Important Notices

This document should be read in its entirety and, if in any doubt, potential investors should consult their professional advisors.

This Prospectus is dated 11 March 2011 and a copy of this Prospectus was lodged with the ASIC on that date. The ASIC and ASX take no responsibility for the content of this Prospectus.

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

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

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act and which is deemed to include the New Convertible Notes as a result of an ASIC Class Order) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

1.3 Offer

New Shares are being offered for subscription to the general public under this Prospectus.

New Convertible Notes are not being offered for subscription to the general public under this Prospectus. As detailed elsewhere in this Prospectus, the issue of New Convertible Notes is restricted to the Subscriber.

1.4 Risk Factors

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

2 Details of the Offer

2.1 Offer

By this Prospectus, the Company invites:

- (a) potential investors to apply for a total of 4,000 New Shares at an issue price of 2.5 cents per New Share payable in full on application; and
- (b) the Subscriber to apply for 100 New Convertible Notes at an issue price of 1 cent per New Convertible Note payable in full on application,

for the purposes described below in sections 2.2 and 2.3.

2.2 Background

On 14 February 2011, shareholders approved the issue of 1,763,000,000 Convertible Notes at an issue price of 1 cent per note to 9 investors (**Existing Convertible Notes Issue**). On 16 February 2011, 1,763,000,000 Convertible Notes were allotted raising \$17,630,000 (**Existing Convertible Notes**). The monies raised pursuant to the Existing Convertible Notes Issue were utilised to satisfy the repayment of secured loans previously provided by those 9 investors to the Company.

The Existing Convertible Notes Issue was made to Exempt Offerees only who did not require a disclosure document or prospectus to be issued by the Company in respect of the Existing Convertible Notes. As a result no disclosure document was lodged by the Company for the Existing Convertible Notes Issue.

2.3 Objectives

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached (and may attach in the future) to Shares issued (and to be issued) by the Company upon the conversion of any of the Existing Convertible Notes (**Existing Convertible Notes Shares**).

Generally, section 707(3) of the Corporations Act requires a prospectus to be issued if securities are offered for sale within 12 months of their issue where the issue of those securities is without disclosure to investors under Chapter 6D of the Corporations Act.

In accordance with their conditions of issue, the Existing Convertible Notes Shares may be converted by holders at any time within the 12 months following their issue (i.e. up to 15 February 2012).

On 2 March 2011 the Company received technical relief from ASIC under section 741(1)(b) of the Corporations Act to permit the on-sale of any Existing Convertible Notes Shares issued on conversion of the Existing Convertible Notes without disclosure to investors under Chapter 6D of the Corporations Act. A summary of this relief is set out in section 7.9 of this Prospectus.

2.4 No Minimum Subscription

There is no minimum subscription under this Prospectus.

2.5 Opening and Closing Dates of the Offer

The Opening Date of the Offer will be 14 March 2011 at 9.00am AEST and the Closing Date will be 14 April 2011 at 5.00pm AEST.

The Directors reserve the right to close the Offer early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

2.6 Application for New Securities

An application for New Shares may only be made using an Application Form.

The Directors reserve the right to issue New Shares pursuant to this Offer at their absolute discretion.

A completed Application Form and accompanying cheque must be mailed or delivered to:

BCD Resources NL
Level 7, Exchange Tower
530 Little Collins Street
MELBOURNE VIC 3000

A cheque should be made payable to “BCD Resources NL Shares Account” and crossed “Not Negotiable”. A completed Application Form must reach the Company by the Closing Date.

An application for New Convertible Notes can only be made by the Subscriber.

2.7 Allotment of the New Securities

Allotment of the New Securities will take place as soon as practicable after the Closing Date.

The Company will determine the allottee(s) of the New Shares and reserves the right to reject any Application. The New Convertible Notes can only be issued to the Subscriber.

Until allotment and issue of the New Securities, the Application Moneys will be held in trust in a separate bank account opened and maintained for that purpose only. Any interest earned on the Application Moneys will be for the benefit of the Company and will be retained by it irrespective of whether allotment and issue of the New Securities takes place.

2.8 ASX Listing

The Company will make application to ASX within 7 days following the date of this Prospectus for official quotation of the Shares offered pursuant to this Prospectus. If approval is not granted by ASX within 3 months after the date of this Prospectus, the Company will not allot the New Shares and will repay all Application Moneys (where applicable) as soon as practicable, without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX’s view as to the merits of the Company, or the New Shares.

The Company will not apply for the New Convertible Notes to be granted official quotation. The Company will apply to ASX for official quotation of any Shares issued on conversion of the New Convertible Notes within 7 days after the date of issue of the Shares.

2.9 Underwriter

The Offer is not underwritten.

2.10 Restrictions on the Distribution of the Prospectus

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an 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. Any failure to comply with such restrictions may constitute a violation of applicable securities law. No action has been taken to register or qualify the shares or otherwise permit a public offering of the securities that are the subject of this Prospectus in any jurisdiction outside Australia.

It is the responsibility of potential investors outside Australia to obtain all necessary approvals for the allotment and issue of the Shares pursuant to this Prospectus.

The return of a completed Application Form will be taken by the Company to constitute a representation and warranty by the potential investor that all relevant approvals have been obtained.

2.11 Clearing House Electronic Sub-Register (CHESS) and Issuer Sponsorship

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

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

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

The Company will issue a convertible note certificate in respect of the New Convertible Notes.

2.12 Privacy Act

Security holders provide personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to service your needs as a Security holder, facilitate distribution payments and corporate communications to you as a Security holder and carry out administration.

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

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

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

2.13 Enquiries

Any questions concerning the Offer should be directed to the Company Secretary, Mr Brian Coulter on (03) 9909 7401.

3 Purpose and Effect of the Offer

3.1 Purpose of the Offer

The primary purpose of this Prospectus is to remove any trading restrictions that may have attached (and may attach in the future) to the Existing Convertible Notes Shares. Refer to section 2.2 and 2.3 for further details.

3.2 Effect of the Offer

- (a) The effect of the Offer on the capital structure of the Company is set out below.

Shares

	Number
Shares currently on issue	781,699,439
Shares offered pursuant to the Offer	4,000
Total Shares on issue after the Closing Date	781,703,439

Other securities

	Number
Unlisted partly paid shares	3,250,000
Options on issue	12,200,000
Secured Convertible Notes *	1,403,000,000
Unsecured Convertible Notes *	6,250,000
New Convertible Notes offered pursuant to the Offer *	100
Total other securities on issue after the Closing Date	1,424,700,100

** Each convertible note converts into 1 Share*

- (b) After expenses of the Offer of approximately \$15,000 there will be no proceeds from the Offer. The expenses of the Offer (exceeding \$101.00) will be met from the Company's existing cash reserves.
- (c) The issue of the New Convertible Notes will result in:
- (i) an increase in cash held by the Company (by the amount received by the Company in the amount of \$1.00); and
 - (ii) an increase in the indebtedness of the Company in a corresponding amount.
- (d) Upon conversion of the New Convertible Notes, the Company will issue 100 new Shares in the Company to the Subscriber or its nominee(s). The effect of the issue of these Shares would be to:
- (i) increase the number of Shares on issue by 100; and
 - (ii) decrease the indebtedness of the Company under the New Convertible Notes.

3.3 Use of Funds

Gross proceeds of \$101.00 will be raised by this Offer. These funds will be applied towards the costs of the Offer.

3.4 Financial effect

The issue of 4,000 New Shares and 100 New Convertible Notes under this Prospectus will not have a material impact on the Company's financial position, as

referred to above in section 3.2. For this reason, a pro-forma statement of financial position showing the financial effect of the Offer has not been included in this Prospectus.

4 Rights and Liabilities attaching to New Securities

4.1 New Shares

New Shares will, once issued, rank equally with existing Shares. The rights attached to Shares are:

- (a) set out in BCD's Constitution which may be examined free of charge by appointment between 9.00am and 5.00pm on normal Business Days at the registered office of BCD at Level 7, 530 Little Collins Street, Melbourne, Vic, 3000; and
- (b) in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules and the general law.

Set out below is a summary of the principal rights attaching to Shares:

- (a) General meetings and notices

Each member is entitled to receive notice of, and to attend and vote at, general meetings of BCD and to receive all notices, accounts and other documents required to be sent to members under BCD's Constitution, the Corporations Act or the ASX Listing Rules.

- (b) Voting rights

Each Share confers the right to vote at general meetings. On a show of hands, each person present, whether as a member, proxy, attorney or representative, has one vote. If a poll is held, each Share will confer one vote. Partly Paid Shares do not confer voting rights.

Where there are 2 or more joint holders of a Share and more than one of them is present at a general meeting, in person or by proxy, attorney or representative, and tender a vote in respect of the Share, BCD will count only one vote cast by, or on behalf of, the member whose name appears first in BCD's register of members.

- (c) Issue of further Shares

The Board may, on behalf of BCD, issue, allot or otherwise dispose of unissued Shares to any person on terms, with the rights, and at the times that the Board decides. However, the Board must act in accordance with the restrictions imposed by BCD's Constitution, the ASX Listing Rules, the Corporations Act and any rights for the time being attached to the Shares in any special class of those shares.

- (d) Variation of rights

At present, BCD has on issue two classes of shares only; namely, Shares and Partly Paid Shares.

Subject to the Corporations Act, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the shares of the class.

- (e) Winding up

If BCD is wound up, whether voluntarily or otherwise, and after distribution of assets to repay paid-up capital there remains assets available for distribution to Shareholders, with the sanction of a special resolution, the liquidator may distribute the surplus to Shareholders in proportion to the number of shares they hold, irrespective of the amount paid up on those shares. A member who is in arrears in a payment of any call is not entitled

to share in a distribution of any surplus until the amount owing in respect of the call has been duly paid and satisfied.

(f) Dividends

Subject to BCD's Constitution and the Corporations Act, the Board may resolve to pay any dividend it thinks appropriate and fix the time for payment. Each holder of Shares will participate fully in any dividends declared by BCD, irrespective of the amount paid or credited on the shares and provided no call is due and unpaid on the shares in respect of which the dividend is paid. The Partly Paid Shares carry no right to dividends while partly paid.

(g) Transfer of Shares

Generally, Shares in BCD are freely transferable, subject to satisfying the requirement of the ASX Listing Rules, the ASTC Settlement Rules, the ACH Clearing Rules and the Corporations Act. However, the registration of transfers may be declined if:

- (i) BCD has a lien over the relevant Shares;
- (ii) it would result in a contravention of or failure to observe the provisions of any Australian law or the ASX Listing Rules; or
- (iii) the transfer would create a new shareholding of less than a marketable parcel (as defined in the ASX Listing Rules).

If BCD refuses to register a transfer, it must give the lodging party written notice of the refusal and the reasons for it within 5 Business Days after the transfer is delivered to BCD.

4.2 New Convertible Notes

A summary of the key terms of the New Convertible Notes are as follows:

(a) Issue price

Each New Convertible Note has an issue price of 1 cent.

(b) Interest

Interest accrues daily at 20% per annum and accrues on a New Convertible Note from and including the issue date up to and including the redemption date.

The Company must pay interest on the redemption date. The Company is not obliged to pay interest if a New Convertible Note is converted to Shares.

(c) Security

The New Convertible Notes will be secured by a second ranking fixed and floating charge over all of the material assets of the Company and its subsidiaries, but which permits the use of a cash deposit held by Taylor Woodings for the payment of employee entitlements in relation to employees of the Tasmania Mine, and excludes certain assets that are already charged to the Company's previous banker and certain other deposits.

The charge will rank equally with the charges granted by the Company and its subsidiaries to the holders of the Existing Convertible Notes (other than the charge granted by the Company and its subsidiaries to Minemakers (Gold) Pty Ltd).

(d) Conversion

Upon conversion, each New Convertible Note will convert into 1 Share. The Company will issue the Shares to the Subscriber or its nominee.

(e) Redemption

All of the New Convertible Notes held by the Subscriber must, unless those New Convertible Notes have been, or are to be, converted under a conversion notice, be redeemed on the date being 12 months after the issue date.

New Convertible Notes are redeemable, at the election of the Subscriber, on the occurrence of an event of default, by the Subscriber giving to the Company, within 60 days after the event of default first occurring, a redemption notice requiring the Company to redeem all of the New Convertible Notes the subject of the redemption notice.

An event of default includes:

- (i) the Company not paying any money that becomes payable by the Company on its due date for payment and does not rectify that failure to pay within 10 Business Days of receipt of a notice from the holder stating that payment has not been made; or
- (ii) an insolvency event occurring in respect of the Company.

(f) Transferability

The New Convertible Notes are not transferrable to any person other than an Exempt Offeree.

(g) Changes in share capital

In the event of a change in the share capital of the Company including a bonus issue, consolidation, subdivision, return of capital then the number of Shares to be issued on conversion of a New Convertible Note will be adjusted accordingly.

(h) ASX listing

The New Convertible Notes will not be quoted on ASX or any other securities exchange.

The Company will apply to ASX for quotation of any new Shares issued on the conversion of the New Convertible Notes within 2 Business Days of the issue of those new Shares.

(i) Rights and liabilities attaching to Shares issued on conversion

The new Shares to be issued on the conversion of the New Convertible Notes will rank equally in all respects with all of the existing Shares. The rights and liabilities attaching to Shares, including the new Shares to be issued on the conversion of the New Convertible Notes are set out above in section 4.1.

The Company and the Subscriber will enter into a secured convertible note deed containing the above key terms (and other terms commonly found in such documents) following the Closing Date.

5 Continuous Disclosure Obligations

5.1 Nature of this Prospectus

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities to issue a prospectus with less rigorous disclosure requirements if:

- (a) the securities offered by the prospectus are in a class of securities that have been quoted ED securities at all times in the 3 months before the date of the prospectus; and
- (b) the company is not subject to certain exemptions or declarations prescribed by the Corporations Act.

Securities are quoted securities if:

- (a) the company is included in the official list of ASX; and
- (b) the ASX Listing Rules apply to those securities.

Although the New Convertible Notes are not in a class of securities that were quoted ED securities at all times in the 3 months before the issue of this Prospectus, the Company has relied on ASIC Class Order 00/195 which allows a company to offer securities which are convertible into continuously quoted ED securities by way of a transaction specific prospectus under 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 BCD; and
- (b) the rights and liabilities attaching to the New Securities offered by this Prospectus.

As BCD has been listed on ASX since March 1993, a substantial amount of information concerning BCD has previously been notified to ASX and is therefore publicly available.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to BCD 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. Potential investors and the Subscriber should therefore also have regard to the other publicly available information in relation to BCD before making a decision whether or not to invest in the New Securities. Information can be accessed from ASX or via BCD's website at www.bcdresources.com.au.

5.2 Regular reporting and disclosure obligations

BCD is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules.

These obligations require BCD to notify ASX of information about specified events and matters as they arise for the purposes of ASX making that information available to the stock market conducted by ASX. In particular, BCD has an obligation under the ASX Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information of which it becomes aware concerning BCD which a reasonable person would expect to have a material effect on the price or value of securities in BCD.

BCD is also required to prepare and lodge with ASIC both yearly and half yearly financial statements accompanied by a Directors' statement and report and an auditor's report.

All announcements made by BCD are available from ASX.

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

5.3 Information excluded from continuous disclosure notice

Other than the information set out below, BCD believes there is no other information that Shareholders, the Subscriber or investors would reasonably require for the purposes of making an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of BCD and the rights and obligations attaching to the New Securities under this Prospectus, which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules.

In the Company's 1 March 2011 ASX announcement regarding Board and Management changes the Chairman, Neville Bergin, referred to "a strategy of critically reviewing all assets, practices and costs throughout the Company" in order to return the Company to profitability in a safe manner.

That process has already commenced, and two opportunities have arisen for the Company to dispose of a number of non-core assets to realise cash or other value, as follows:

- (a) Three items of underground mobile mining equipment at the Tasmania Mine have been identified as being surplus to requirements. A cash offer of \$520,000 has been received for these three items, which the Company is considering.
- (b) The second opportunity involves the sale of a number of the Company's exploration licences in north eastern Tasmania. The Company is currently negotiating the terms of a sale agreement for the sale of these exploration licences and will update the market when negotiations have concluded. The key exploration licences surrounding the Tasmania Mine and the Pinafore resource at Lefroy are not subject to this proposed sale and will be retained.

In addition, as announced previously to the market, the Company is continuing to assess its options in seeking to realise value for its Victorian copper exploration assets.

5.4 Your right to obtain copies of BCD's documents

Copies of any documents in relation to BCD which are lodged with ASIC may be obtained from, or inspected at, an ASIC office.

During the period that the Offer remains open, BCD will provide copies of the following to any person on request, free of charge:

- (a) BCD's annual financial report for the year ended 30 June 2010 being the last annual financial report that has been lodged with ASIC before lodgement of this Prospectus;
- (b) BCD's financial report for the half-year ended 31 December 2010 lodged with ASIC after the lodgement of the annual report referred to in paragraph (a) and before the date of lodgement of this Prospectus; and

- (c) any continuous disclosure notices used to notify ASX of information relating to BCD between 25 October 2010 (being the date of lodgement of the financial report referred to in paragraph (a) with ASIC) and the date of lodgement of this Prospectus.

The following documents were lodged by BCD with ASX during this period:

Title of Notice as lodged with ASX	Lodgement Date
Appendix 3B	08/03/2011
Appendix 3B	04/03/2011
Appendix 3X and Appendix 3Z (x2)	01/03/2011
Board and Management Changes	01/03/2011
Half Yearly Report and Accounts	28/02/2011
Board Resignations	28/02/2011
Change of Director's Interest Notice	24/02/2011
Appendix 3B	24/02/2011
CEO Succession	24/02/2011
Change of Director's Interest Notice	18/02/2011
Appendix 3B	17/02/2011
Results of Meeting	14/02/2011
Chairman's Address to General Meeting	14/02/2011
Quarterly Activities Report	31/01/2011
Notice of General Meeting/Proxy Form	14/01/2011
Response to ASX Price Query	10/01/2011
Share Trading Policy	31/12/2010
Change of Director's Interest Notice	20/12/2010
Ceasing to be a substantial holder	17/12/2010
New Funding Arrangements - Update	16/12/2010
Change in substantial holding	16/12/2010
Restructure of Mining Operations	08/12/2010
Board Appointments	01/12/2010
AGM Voting	30/11/2010
CEO Presentation to AGM	30/11/2010
Chairman's Address to AGM	30/11/2010
BDG: Ceasing to be a substantial shareholder in BCD	25/11/2010
Reinstatement to Official Quotation	22/11/2010
New Funding Arrangements	22/11/2010
MAK: Satisfaction of Conditions of Loan to BCD Resources	19/11/2010
Resignations of Three Directors / Appendix 3Z x 3	19/11/2010
MAK: Restructure of Minemakers' Loan to BCD Resources NL	18/11/2010
MAK: Update on Loan to BCD Resources NL	16/11/2010
Resignation of Director	11/11/2010
MAK: Update on Minemakers' Loan to BCD Resources NL	11/11/2010
Suspension from Official Quotation	10/11/2010
Trading Halt	08/11/2010
Notice of 2010 AGM	29/10/2010
Change of Director's Interest Notice	28/10/2010
Quarterly Activities Report	27/10/2010
Annual Report to shareholders	25/10/2010

5.5 Documents available for inspection

The following documents are available for inspection during normal business hours at the registered office of BCD:

- (a) this Prospectus;
- (b) the constitution of BCD; and
- (c) the consent referred to in section 7.4 of this Prospectus.

6 Risk Factors

6.1 General

There are a number of factors, both specific to BCD and of a general nature, which may affect the future operating and financial performance of BCD and the value of an investment in BCD.

Some of these factors can be mitigated by the use of safeguards and appropriate commercial action. However, many are outside the control of BCD and cannot be mitigated.

This section describes certain risks associated with an investment in BCD. Prior to making an investment decision, potential investors and the Subscriber should carefully consider the following risk factors, as well as the other information contained in this Prospectus.

6.2 Share Investment

Potential investors and the Subscriber should be aware that there are risks associated with an investment in shares of companies listed on a stock exchange. The value of Shares can be expected to fluctuate depending on various factors including general worldwide economic conditions, changes in government policies, investor perceptions, movements in interest rates and stock markets, variations in the operating costs and costs of capital replacement which BCD may in the future require. Accordingly, assuming that the New Shares are granted official quotation by ASX, they may trade on ASX at higher or lower prices than the issue price.

Similarly, the level of dividends which will be paid in respect of Shares can move either up or down and it is possible that BCD may not be able to pay any dividends.

Potential investors and the Subscriber should consider whether shares are a suitable investment for them before deciding to invest in the New Securities. Any potential investor in doubt about investing in shares should consult their stockbroker, accountant, lawyer or other professional adviser immediately.

6.3 Economic risks

(a) Economic risks and external market factors

Factors, such as, but not limited to, political movements, stock market trends, changing customer preferences, interest rates, inflation levels, commodity prices, exchange rates, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes, may all have an adverse impact on BCD's operating costs, profit margins and share price. These factors are beyond the control of BCD and BCD cannot, to any degree of certainty, predict how they will impact on BCD.

(b) War and terrorist attacks

War or terrorist attacks anywhere in the world could result in a decline in economic conditions worldwide or in a particular region. There could also be a resultant material adverse effect on the business, financial condition and financial performance of BCD.

(c) Gold price volatility

BCD's revenue is dependent on the international gold price. The international gold price may be cyclical and volatile. The international gold price is affected by numerous factors beyond BCD's control. In the past three years the international gold price has varied between US\$680 and US\$1440 per ounce. A sharp reduction in the international gold price could

substantially reduce the profitability of BCD's revenue from gold production.

6.4 Specific risks

(a) Profitability

Future operating results depend to a large extent on management's ability to successfully manage full expansion and growth, which necessarily requires rapid expansion of all aspects of the business operations, such as revenue forecasting, addressing new markets, controlling expenses, implementing infrastructure and systems and managing its assets. Inability to control the costs and organisational impacts of business growth or an unpredicted decline in the growth rate of revenues without a corresponding and timely reduction in expense growth or a failure to manage other issues arising from growth, could materially adversely affect BCD's operating results.

(b) On-going capital requirements for BCD

If BCD requires access to further funding at any stage in the future, BCD may be adversely affected in a material way if, for any reason, access to that capital is not available. There can be no assurance that additional funds will be available. If additional funds can be raised by issuing equity securities, this might result in dilution to the then existing Shareholders.

While the Existing Convertible Notes and New Convertible Notes are on issue these arrangements may restrict the Company's ability to enter into financing arrangements in the future.

(c) Convertible notes redemption risk

All of the Existing Convertible Notes must, unless they have been, or are to be, converted under a conversion notice, be redeemed on the date being 12 months after the issue date (being on or about 15 February 2012) or at the holder's request where an event of default occurs. The Company is also required to pay interest at the rate of 20% per annum on each note when they are redeemed. If the Company is unable to pay any amounts payable to a holder on redemption of any Existing Convertible Notes, the holder will be permitted to enforce its security over the majority of assets and undertaking of the Company and its subsidiaries, including (without limitation) appointing a receiver.

(d) Ability to attract personnel

BCD's success depends, in part, on its ability to identify, attract, motivate and retain suitably qualified management personnel. Competition for qualified staff is strong. The inability to access and retain the services of a sufficient number of qualified staff could be disruptive to BCD's development efforts or business development and could materially adversely affect its operating results.

(e) Operating risk

The nature of exploration, mining and mineral processing involves hazards which could result in BCD incurring uninsured losses and liabilities to third parties. These could include rock falls, flooding, unfavourable ground conditions or seismic activity, ore grades being lower than expected and the physical or metallurgical characteristics of the ore being less amenable to mining or treatment than expected. The Directors believe that the risk of the BCD mine being flooded in the future is minimal given BCD's current operating practices.

(f) Insurance risk

The Directors believe that BCD has taken out insurance to cover specified risks. The BCD mine is not insured against all operational risks. BCD may incur uninsured losses or liabilities. In the event that insured losses or liabilities occurred, until insurance proceeds are received production may be lost, budgets for exploration, development and operations may be reduced and the value and the tenure of BCD's assets may be reduced.

(g) Occupational health and safety risk

The operations of BCD involve occupational health and safety risk. For example, hazardous chemicals are stored and used at the BCD mine.

(h) Regulatory risk

The regulatory environment for BCD's operations could change in ways that could substantially increase BCD's liabilities, tax liability or costs of compliance. This could materially and adversely affect BCD's financial position.

(i) Equipment risk

The operations of BCD could be adversely affected if essential equipment failed. This could result in a shutdown of the BCD mine, and loss of production and significant repair costs.

6.5 Mining tenements

There is a risk that BCD may lose title to mining tenements if conditions to which the tenements are subject are not complied with, including expenditure requirements. Mining tenements may be forfeited or have conditions imposed upon them for failure to meet government requirements or for breaches of tenement conditions. There are minimum expenditure requirements, periodic relinquishment requirements and lease and licence conditions. BCD may decide to surrender or relinquish areas of tenements as priorities change or to meet budgetary requirements.

6.6 Resource and Reserve estimates

There is a risk that the mineral resources and ore reserves of BCD, which are estimated and published on a regular basis by BCD in accordance with ASX Listing Rules and the Australasian Code for Reporting of Mineral Resources and Ore Reserves, are incorrect. If those estimates are materially in excess of the recoverable mineral content of the tenements, the production and financial performance of BCD would be adversely affected.

6.7 Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities.

Therefore, the New Securities carry no guarantee with respect to the payment of dividends, returns of capital or their market value. Potential investors and the Subscriber should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to invest.

7 Additional Information

7.1 Directors' interests and benefits

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director of BCD, and no firm in which a Director or proposed Director of BCD is a partner, holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Director or proposed director of BCD:

- (d) to induce them to become, or to qualify them as, a Director; or
- (e) for services rendered by them in connection with the formation or promotion of BCD or in connection with the Offer.

Directors are not required under BCD's constitution to hold any Securities.

The table below shows the interest of each Director (whether held directly or indirectly) in Securities as at the date of this Prospectus:

Director	Fully Paid Shares	Partly Paid Shares	Options	Convertible Notes
K J Perrin	4,300,000	-	-	-
A J Drummond	-	-	-	-
N B Webb	330,000,000	-	-	-
N K Bergin	-	-	-	-
M D Botting	-	-	-	-

Directors may hold the relevant interests in Securities shown above directly, or through holdings by companies, trusts or other persons with whom they are associated.

Mr Nigel Webb, non-executive Director, is the sole director and company secretary of Webb Mining Services Pty Ltd (**WMS**). WMS provides development and other services, including all underground services, to the Company at the Tasmania Mine.

7.2 Directors remuneration

The non-executive Directors are paid remuneration for their services as Directors, not exceeding in aggregate a maximum sum, which is fixed by a resolution of Shareholders in general meeting. The current maximum aggregate sum which Shareholders have fixed to be paid as fees to non-executive Directors is \$300,000 per annum.

Remuneration payable by BCD to non-executive Directors is not paid by commission on, or percentage of, profits or operating revenue.

7.3 Interests of other persons

Other than as set out below or elsewhere in this Prospectus, no 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, and no promoter of BCD holds, or held at any time during the last 2 years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of BCD;

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

and no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given to any of these persons for services rendered by them in connection with the formation or promotion of BCD or in connection with the Offer.

Mills Oakley Lawyers have provided various legal services and have or will receive professional fees of approximately \$10,000 for legal work undertaken by them in connection with the Offer and this Prospectus.

7.4 Consents

Each of the parties referred to in this section:

- (a) has not authorised or caused the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus other than as specified in this section;
- (c) has not made any statement on which a statement in this Prospectus is based, other than as specified in this section; and
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus other than the reference to its name and the statement (if any) included in this Prospectus with the consent of that party as specified in this section.

Mills Oakley Lawyers have given and, at the time of lodgement of this Prospectus, have not withdrawn their written consent to being named in this Prospectus as legal advisers to BCD in respect of the Offer in the form and context in which they are named.

7.5 Litigation

Information about litigation BCD is currently involved in has been previously disclosed to the ASX as part of BCD's compliance with the ASX's continuous disclosure obligations.

7.6 Estimated Expenses of Offer

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

7.7 Market Price of Shares

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

The highest and lowest market sale prices of the Company's Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: 3.3 cents per Share on 1 January 2011

Lowest: 1.5 cents per Share on 10 December 2010.

The latest available closing sale price of the Company's Shares on ASX prior to the lodgement of this Prospectus with the ASIC was 1.7 cents on 10 March 2011.

7.8 Electronic Prospectus

Pursuant to Class Order 00/44, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic Application Form on the basis of a paper prospectus lodged with the

ASIC, and the publication of notices referring to an electronic prospectus or electronic Application Form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on (03) 9909 7401 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both.

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

The New Convertible Notes will only be issued to the Subscriber.

7.9 ASIC Declaration

The Company sought relief from ASIC to permit the on sale of the Existing Convertible Notes Shares without disclosure to investors under Chapter 6D of the Corporations Act.

By a declaration under section 741(1)(b) of the Corporations Act dated 2 March 2011 (**ASIC Declaration**) ASIC declared that the offer of Existing Convertible Notes Shares does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
- (b) the relevant securities were issued by reason of the conversion of convertible notes;
- (c) a prospectus is lodged with ASIC before the day on which the sale offer is made; and
- (d) the prospectus included:
 - (i) an offer of convertible notes issued by the body that are in the same class of securities as the convertible notes referred to in paragraph (b); and
 - (ii) an offer of relevant securities.

The effect of the ASIC Declaration is that the Existing Convertible Notes Shares may be on sold once converted without disclosure to investors. The ASIC Declaration does not permit the on sale of the Existing Convertible Notes without disclosure.

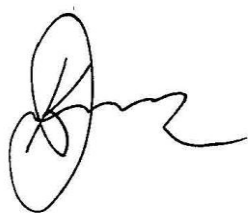
8 Directors' authorisation

The Directors state that they have made all reasonable enquiries and on that basis have reasonable grounds to believe that any statements made by the Directors in this 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 statement or statements were competent to make such statements. Those persons have given their consent to the statements being included in this Prospectus, in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC or, to the Directors' knowledge, before any issue of Securities pursuant to this Prospectus.

Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with section 720 of the Corporations Act and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company pursuant to a resolution of the Board.

Dated 11 March 2011

A handwritten signature in black ink, consisting of a large, stylized capital 'K' followed by a series of loops and a trailing line.

Mr Kevin Perrin
Director

9 Glossary

ACH Clearing Rules	means the official clearing rules of the Australian Clearing House Pty Ltd ABN 48 001 314 503.
AEST	means Australian Eastern Standard Time.
Application	means application for New Shares.
Application Moneys	means money received by BCD in respect of Applications.
ASTC	means ASX Settlement and Transfer Corporation Pty Ltd ABN 49 008 504 532.
ASTC Settlement Rules	means the official settlement rules of ASTC.
ASX	means ASX Limited ABN 98 008 624 691.
ASX Listing Rules	means the official listing rules of the ASX.
BCD or Company	means BCD Resources NL ACN 057 793 834.
Board or Board of Directors	means the board of Directors of BCD.
Business Day	means a day (other than a Saturday, Sunday or public holiday) on which banks are open for general banking business in Melbourne, Australia.
CHESS	means Clearing House Electronic Sub register System operated by ASTC.
Closing Date	means 5pm AEST on 14 April 2011.
Constitution	means the constitution of the Company as at the date of this Prospectus.
Convertible Notes	means the convertible notes issued by the Company.
Convertible Note Shares	means Shares which may be issued upon conversion of the Convertible Notes.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of BCD at the date of this Prospectus.
Electronic Prospectus	means the electronic copy of this Prospectus located at BCD's website at www.bcdresources.com.au .
Exempt Offeree	means: <ul style="list-style-type: none">(a) a "sophisticated investor" within the meaning of section 708(8) of the Corporations Act;(b) a "professional investor" within the meaning of section 708(11) of the Corporations Act;(c) an offeree receiving an offer through a financial services licensee within the meaning of section 708(10) of the Corporations Act; or

- (d) an otherwise "exempt" investor within any meaning contained in section 708 of the Corporations Act.

Existing Convertible Notes	means the convertible notes issued by the Company to 9 investors under agreements dated 16 February 2011 and as described in section 2.2 of this Prospectus.
Existing Convertible Notes Shares	has the meaning given to that term in section 2.3 of this Prospectus.
New Convertible Notes	means the Convertible Notes to be issued under this Prospectus.
New Securities	means New Shares and/or New Convertible Notes, as the context requires.
New Shares	means the Shares to be issued under this Prospectus.
Offer	means the offer of up to 4,000 New Shares and 100 New Convertible Notes on the terms detailed in section 2.1 of this Prospectus.
Opening Date	means 9 am AEST on 14 March 2011.
Privacy Act	means <i>Privacy Act 1988</i> (Cth).
Prospectus	means this prospectus of BCD.
quoted ED security	has the meaning given to that term in the Corporations Act.
Securities	means securities in BCD.
Securityholders	means holders of securities of BCD.
Shareholders	means holders of Shares in BCD.
Share Registry	means Computershare Investor Services Pty Limited ABN 48 078 279 277.
Shares	means fully paid ordinary shares in the capital of BCD.
Subscriber	means P.P.T. Nominees Pty Ltd, who is an Exempt Offeree.
Tasmania Mine	means the underground mine and surface facilities located at Beaconsfield, Tasmania.

BCD RESOURCES NL

ACN 057 793 834

NEW SHARES APPLICATION FORM

IMPORTANT: Relating to a share issue by BCD Resources NL. Instructions for completing this form are set out below and on the reverse. This document is important. The Prospectus should be read in full before an application for New Shares is made. The Prospectus contains important information relevant to the decision to invest in BCD Resources NL. If you do not understand the Prospectus or this form, you should consult your professional adviser. Capitalised terms in this form have the same meaning as in the Prospectus. To meet the requirements of the Corporations Act, this Application Form must not be distributed unless included in, or accompanied by, the Prospectus.

A Contact details

Name of Applicant(s):

Address(es) of Applicant(s):

B Number of New Shares

Number of New Shares applied for	Amount payable Calculated at 2.5 cents per New Share \$
----------------------------------	---

C Cheque, money order or bank draft details

Please complete the details in the box below.

Drawer	Bank	BSB	Account Number
--------	------	-----	----------------

Cheques, money orders or bank drafts should be made payable to "BCD Resources NL Shares Account" and crossed "Not Negotiable" and be in Australian currency drawn on an Australian branch of a financial institution for the total amount payable. Do not forward cash.

DECLARATION

By submitting this Application Form, I/We declare that this form is completed and lodged according to the Prospectus and the instructions on the reverse of the form and declare that all details and statements made by me/us are complete and accurate. I/We agree to be bound by the constitution of the Company. I/We warrant and represent to BCD that our subscription for the above securities will not cause the Company or me/us to violate the securities or other laws of any jurisdiction which may be applicable to this subscription for securities in the Company. Completing and forwarding this form to BCD, together with your payment for the number of New Shares accepted, constitutes a binding application for, and acceptance of, New Shares on the terms set out in the Prospectus.

INSTRUCTIONS

Part A

1. Enter the full name(s) of all legal entities that are to be recorded as the registered holder(s).
2. Enter the postal address for all communications from the Company.

Part B

3. Enter the number of New Shares you wish to apply for.
4. Enter the total amount of Application Moneys payable. To calculate this amount, multiply the number of New Shares you are applying for by the issue price for each New Share.

Part C

5. Enter the details of the cheque for payment of the Application Moneys.
6. Receipt of payment will not be acknowledged.

Please note that if an Application Form is not completed correctly, or if the accompanying payment is for the wrong amount, it may still be accepted. Any decision of the Directors as to whether to accept an Application Form, and how to construe, amend or complete it shall be final. Please return the completed Application Form (accompanied by a cheque for the Application Moneys) at any time prior to the Closing Date to the Company.

If you have received an Application Form without a complete and unaltered copy of this Prospectus, please contact the Company who will send you, free of charge, either a printed or electronic version of the Prospectus (or both).