No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This short form prospectus has been filed under legislation in all provinces of Canada other than Quebec that permits certain information about these securities to be determined after the prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities.

A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in all provinces of Canada other than Quebec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form base shelf prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form base shelf prospectus is obtained from the securities regulatory authorities.

*The securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under the securities laws of any state of the United States. Accordingly, the securities may not be offered or sold in the United States or to U.S. persons (as such terms are defined in Regulation S under the U.S. Securities Act) unless registered under the U.S. Securities Act and applicable state securities laws, or an exemption from such registration is available. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities distributed hereby within the United States or to U.S. persons.*

***Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar authorities in Canada.** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Company Secretary of Nautilus Minerals Inc. at Level 7, 303 Coronation Drive, PO Box 1213, Milton, Queensland, Australia 4064 (Telephone +61-73318-5555) or 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5 (Telephone +1 604-687-1224) and are also available electronically at www.sedar.com.*

PRELIMINARY SHORT FORM BASE SHELF PROSPECTUS

New Issue November 18, 2014

NAUTILUS Minerals

NAUTILUS MINERALS INC.

Cdn$500,000,000

COMMON SHARES

WARRANTS

DEBT SECURITIES

Nautilus Minerals Inc. (the "**Company**" or "**Nautilus**") may offer and issue from time to time, the securities listed above or any combination thereof with the aggregate initial offering price not to exceed $500,000,000 during the 25 month period that this prospectus, including any amendments thereto, remains effective. The Company's securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of sale and set forth in an accompanying shelf prospectus supplement.

The persons signing the Company's certificate page for this prospectus, the balance of the Company's directors and certain persons for whom the Company is required to file a consent in connection herewith, reside outside of Canada. See "Enforcement of Judgments Against Foreign Persons".

Owning the securities may subject you to tax consequences. This prospectus or any applicable prospectus supplement may not describe these tax consequences fully. You should read the tax

discussion contained in any applicable prospectus supplement with respect to a particular offering of our securities.

An investment in our securities involves a high degree of risk. You should carefully read the "Risk Factors" section detailed in this prospectus and in the AIF (as defined herein).

The specific terms of the securities offered in a particular offering will be set out in the applicable prospectus supplement and may include, where applicable: (i) in the case of common shares in the capital of the Company ("**Common Shares**"), the number of such shares offered, the issue price, and any other terms specific to the Common Shares being offered; (ii) in the case of warrants ("**Warrants**"), the designation, number and terms of the equity or debt securities issuable upon exercise of the Warrants, any procedures that will result in the adjustment of these numbers, the exercise price, dates and periods of exercise, the currency in which the Warrants are issued and any other specific terms; and (iii) in the case of debt securities ("**Debt Securities**"), the specific designation, the aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, the maturity, the interest provisions, the authorized denominations, the offering price, whether the Debt Securities are being offered for cash, the covenants, the events of default, any terms for redemption or retraction, any exchange or conversion rights attached to the Debt Securities, whether the debt is senior or subordinated to the Company's other liabilities and obligations, whether the Debt Securities will be secured by any of the Company's assets or guaranteed by any other person and any other terms specific to the Debt Securities being offered.

All shelf information permitted under applicable laws to be omitted from this prospectus will be contained in one or more prospectus supplements that will be delivered to purchasers together with this prospectus. Each prospectus supplement will be incorporated by reference into this prospectus for the purposes of securities legislation as of the date of the prospectus supplement and only for the purposes of the distribution of the securities to which the prospectus supplement pertains.

This prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. Nautilus may offer and sell securities to, or through, underwriters or dealers and also may offer and sell certain securities directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable securities laws. The prospectus supplement relating to each issue of securities offered thereby will set forth the names of any underwriters, dealers, or agents involved in the offering and sale of such securities and will set forth the terms of the offering of such securities, the method of distribution of such securities, including, to the extent applicable, the proceeds to the Company and any fees, discounts or any other compensation payable to underwriters, dealers or agents, and any other material terms of the plan of distribution. No underwriter has been involved in the preparation of, or has performed a review of, the contents of this prospectus.

In connection with any offering of securities, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

The Company's common shares are listed on the Toronto Stock Exchange ("**TSX**") under the symbol "NUS" and are quoted under the symbol "NUSMF" on the OTCQX.

Unless otherwise specified in a prospectus supplement, there is no market through which Warrants or Debt Securities may be sold and you may not be able to resell any of such securities, purchased under this short form prospectus or any prospectus supplement. This may affect the pricing of such securities on the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

The Company's head office is located at Suite 1400, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6. The Company also has a project and operations office located at Level 7, 303 Coronation Drive, Milton, Queensland, Australia 4064, PO Box 1213. The Company's registered and records office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The Company also has a corporate office located at Suite 1702, 141 Adelaide Street West, Toronto, Ontario M5H 3L5.

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ABOUT THIS PROSPECTUS

You should rely only on the information contained in or incorporated by reference into this prospectus. Nautilus has not authorized anyone to provide you with different information. Nautilus is not making an offer of these securities in any jurisdiction where the offer is not permitted. You should bear in mind that although the information contained in this prospectus and any prospectus supplement is accurate as of any date on the front of such documents, such information may also be amended, supplemented or updated by the subsequent filing of additional documents deemed by law to be or otherwise incorporated by reference into this prospectus and by any subsequently filed prospectus amendments.

This prospectus provides a general description of the securities that the Company may offer. Each time the Company sells securities under this prospectus, it will provide you with a prospectus supplement that will contain specific information about the terms of that offering. The prospectus supplement may also add, update or change information contained in this prospectus. Before investing in any securities, you should read both this prospectus and any applicable prospectus supplement together with additional information described below under "Documents Incorporated by Reference" and "Available Information".

Unless stated otherwise or the context otherwise requires, all references to dollar amounts in this prospectus and any prospectus supplement are references to Canadian Dollars. The Company prepares its annual financial statements, including those incorporated herein by reference, in accordance with International Financial Reporting Standards ("**IFRS**"), as issued by the International Accounting Standards Board, and its interim financial statements, including those incorporated herein by reference, in accordance with International Accounting Standard 34, Interim Financial Reporting. As a result, the Company's financial statements may not be comparable to financial statements of United States companies that report in accordance to United States Generally Accepted Accounting Principles ("**U.S. GAAP**").

Unless the context otherwise requires, references in this prospectus and any prospectus supplement to "Nautilus", the "Company", "we", "us" or "our" includes Nautilus Minerals Inc. and each of its material subsidiaries.

Except where specifically indicated otherwise, scientific and technical information included in this prospectus regarding the Company's mineral properties has been prepared by or under the supervision of Jonathan Lowe, Vice President - Strategic Development and Exploration of the Company, and a Qualified Person as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects* ("**NI 43-101**").

CAUTIONARY NOTE TO UNITED STATES INVESTORS

This prospectus has been, and any prospectus supplement will be, prepared in accordance with the requirements of securities laws in effect in Canada, which differ from the requirements of United States securities laws. In Canada, an issuer is required to provide technical information with respect to mineralization, including reserves and resources, if any, on its mineral exploration properties in accordance with Canadian requirements, which differ significantly from the requirements of the United States Securities and Exchange Commission (the "**SEC**") applicable to registration statements and reports filed by United States companies pursuant to the United States Securities Act of 1933, as amended, or the United States Securities Exchange Act of 1934, as amended (the "**Exchange Act**"). As such, information contained or incorporated by reference in this prospectus and in any prospectus supplement concerning descriptions of mineralization under Canadian standards may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements of the SEC.

Mineral resource estimates included in this prospectus, in any prospectus supplement and in any document incorporated by reference herein or therein have been, or will be, prepared in accordance with NI 43-101 and the Canadian Institute of Mining and Metallurgy Classification System, as required by Canadian securities regulatory authorities. In particular, this prospectus, any prospectus supplement and any document incorporated by reference herein or therein, include or may include the terms "measured mineral resource", "indicated mineral resource" and "inferred mineral resource." While these terms are recognized and required by Canadian regulations (under NI 43-101), the SEC does not recognize them. In addition, a prospectus supplement, or a document incorporated by reference in this prospectus or a prospectus supplement, may include disclosure of "contained ounces" of mineralization. Although such disclosure is permitted under Canadian regulations, the SEC only permits issuers to report mineralization as in place tonnage and grade without reference to unit measures.

The definitions of proven and probable reserves used in NI 43-101 differ from the definitions in SEC Industry Guide 7. Under SEC Industry Guide 7 (under the Exchange Act), as interpreted by the staff of the SEC, mineralization may not be classified as a "reserve" for United States reporting purposes unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. Among other things, all necessary permits would be required to be in hand or issuance imminent in order to classify mineralized material as reserves under the SEC standards.

United States investors are cautioned not to assume that any part or all of the mineral deposits identified as a "measured mineral resource", "indicated mineral resource" or "inferred mineral resource" will ever be converted to reserves as defined in NI 43-101 or SEC Industry Guide 7. Further, "inferred mineral resources" have a great amount of uncertainty as to their existence and economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of "inferred mineral resources" may not form the basis of feasibility or other economic studies. U.S. investors are cautioned not to assume that part or all of an inferred mineral resource exists, or is economically or legally mineable.

See "Glossary of Terms" for a description of certain of the terms used in this prospectus and any prospectus supplement and the documents incorporated by reference herein and therein.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus and the documents incorporated by reference herein contain "forward-looking statements" within the meaning of securities legislation. These forward-looking statements are made as of the date of this prospectus or, in the case of documents incorporated by reference herein, as of the date of such documents and, except as required under applicable securities legislation, the Company does not intend, and does not assume any obligation, to update these forward-looking statements, other than as required by applicable securities laws.

Forward-looking statements include, but are not limited to, statements with respect to the future price of copper, gold and other metals; the estimation of mineral resources; the realization of mineral resource estimates; the timing and amount of estimated future production; the fulfillment of the conditions of the PNG Equity Agreement and the release of escrowed funds; the construction of the PSV; the fulfillment of the obligations under the Tongling sales agreement and the timing and sustainability of such arrangements; costs of production; capital expenditures; costs and timing of the development of the seafloor production system including its re-commencement; the Company’s SMS prospects (including Solwara 1) and new deposits; success of exploration and development activities; permitting time lines; currency fluctuations; requirements for additional capital; government regulation of exploration operations; the Company's financial position; business strategy; plans and objectives of management for future operations; the design and performance of the PSV, SPTs; and the procurement of the PSV. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, the risk of failure to obtain required equity or debt funding, the risk that the conditions of the PNG Equity Agreement are not met which could impair the Company's relationship with the State and have a negative impact on the Company's ability to develop the Solwara 1 Project; the risk that material assumptions listed in the paragraph below will not be borne out; risks related to the identification of a vessel solution; changes in project parameters as plans continue to be refined; any additional permitting or licensing requirements associated with any modifications to the scope of the Solwara 1 Project; future prices of copper, gold and other metals being lower than expected; the over-arching risk that the Company will not commence production of mineralized material; and possible variations in resources, grade or recovery rates; the risk that the obligations under the Tongling sales agreement are not fulfilled; late delivery of the PSV and SPTs or other equipment, assuming the full development of the seafloor production system is re-commenced; variations in the cost of the PSV and SPTs or other equipment; variations in exchange rates; the failure to obtain regulatory approval for financings; changes in the cost of fuel and other inflationary factors; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, as well as those factors discussed in the section entitled "Risk Factors" in this prospectus.

Such forward-looking statements are current only as at the date of this prospectus and are based on numerous material assumptions (that management believes were reasonable at the time they are made) regarding the Company's present and future business strategies and the environment in which the Company will operate in the future, including the Company's satisfaction of the conditions of the PNG Equity Agreement, the continued compliance with regulatory requirements, the proposed mine plan, the estimated cost and availability of funding for the continued exploration of the Company's tenements, and the ability of the Company to identify a suitable arrangement with respect to the PSV build. The Company has also assumed that market fundamentals will result in sustained copper and gold demand and prices; that the proposed development of its mineral projects will be viable operationally and economically and proceed as expected; and that any additional financing needed will be available on reasonable terms. Other assumptions are discussed throughout this prospectus and, in particular, under "Risk Factors" herein, under "Risk Factors" in the AIF (as hereinafter defined) incorporated herein by reference, and under "Critical Accounting Estimates and Judgments" and "Critical Accounting Estimates" of the management's discussion and analysis incorporated herein by reference.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

TECHNICAL INFORMATION

Certain technical information contained in this prospectus is derived from, and in some instances is an extract from:

(a) the technical report dated March 23, 2012 entitled "Mineral Resource Estimate, Solwara Project, Bismarck Sea, PNG" prepared for the Company by Ian Lipton of Golder, along with the accompanying certificates of Qualified Persons (as defined in NI 43-101) (the "**Solwara 1 and 12 Report**"), which was filed on SEDAR on March 23, 2012; and

(b) the technical report dated March 20, 2013 entitled "Updated NI 43-101 Technical Report, Clarion-Clipperton Zone Project, Pacific Ocean" prepared for the Company by Matthew Nimmo of Golder, Davey Banning, an independent consulting geologist and Charles Morgan of Planning Solutions Inc., along with the accompanying certificates of Qualified Persons (as defined in NI 43-101) (the "**Updated CCZ Report**") which was filed on SEDAR on March 21, 2013.

See "Documents Incorporated by Reference".

As noted in the Solwara 1 and 12 Report, Nautilus commissioned an independent definition and cost study for its proposed Bismarck Sea offshore production system in 2010. The independent definition and cost study concerning the Company's Solwara 1 Project prepared in accordance with NI 43-101 entitled "Offshore Production System Definition and Cost Study", was dated June 21, 2010 (the "**System Definition and Cost Study**"), which was filed on SEDAR on June 23, 2010. The System Definition and Cost Study continues to be relevant, but only as a presentation of the production system and as a cost estimate as of the dates specified in the System Definition and Cost Study and not as of the date of the AIF, the Solwara 1 and 12 Report nor this prospectus. The cost estimates in the System Definition and Cost Study are not current as of the date of the AIF, the Solwara 1 and 12 Report or this prospectus and should not be relied on as reflecting the current costs associated with Nautilus' present production plans. The Solwara 1 and 12 Report contains a summary of the System Definition and Cost Study, which is reproduced in the AIF under "Description of the Business – Significant Projects – Solwara 1 – Summary of the Cost Study".

Certain technical information contained in this prospectus is derived from the summary of the System Definition and Cost Study contained in the Solwara 1 and 12 Report and the Updated CCZ Report.

Reference should be made to the full text of the Solwara 1 and 12 Report and the Updated CCZ Report, which has been filed with certain Canadian securities regulatory authorities pursuant to NI 43-101 and is available for review under the Company's profile on SEDAR at www.sedar.com.

CURRENCY AND EXCHANGE RATE INFORMATION

This prospectus, and/or documents incorporated herein by reference, contains references to United States dollars, Canadian dollars, Great Britain pounds and Australian dollars. All dollar amounts referenced, unless otherwise indicated, are expressed in Canadian dollars. References to "**$**" or "**Cdn$**" are to Canadian dollars, with U.S. dollars referred to as "**US$**", Great Britain pounds referred to as "**GBP**" and Australian dollars referred to as "**A$**".

The closing, high, low and average exchange rates for the United States dollar in terms of Canadian dollars for each of the nine months ended September 30, 2014 and September 30, 2013 and for each of the three years ended December 31, 2013, December 31, 2012 and December 31, 2011 as reported by the Bank of Canada, were as follows:

	Nine Months Ended September 30		**Year Ended December 31**		
	2014 (Cdn$)	**2013 (Cdn$)**	**2013 (Cdn$)**	**2012 (Cdn$)**	**2011 (Cdn$)**
Closing	1.1200	1.0303	1.0636	1.0636	0.9949
High	1.1279	1.0609	1.0697	1.0697	1.0397
Low	1.0589	0.9815	0.9839	0.9839	0.9683
Average(1)	1.0942	1.0235	1.0299	1.0299	0.9996

(1) Calculated as an average of the daily noon rates for each period.

On November 17, 2014, the Bank of Canada noon rate of exchange was Cdn$1.00 = US$0.8843 or US$1.00 = Cdn$1.1308.

The closing, high, low and average exchange rates for the United States dollar in terms of Great Britain pounds for each of the nine months ended September 30, 2014 and September 30, 2013, as reported by Oanda Forex Trading, and for each of the three years ended December 31, 2013, December 31, 2012 and December 31, 2011 as reported by the Bank of Canada, were as follows:

	Nine Months Ended September 30(1)		**Year Ended December 31**		
	2014 (GBP)	**2013 (GBP)**	**2013 (GBP)**	**2012 (GBP)**	**2011 (GBP)**
Closing	0.6158	0.6196	0.6034	0.6034	0.6150
High	0.6213	0.6718	0.6740	0.6740	0.6536
Low	0.5828	0.6140	0.6034	0.6034	0.6147
Average	0.5991	0.6470	0.6423(2)	0.6423(2)	0.6311(2)

(1) Midpoint value, between bid price and ask price.

(2) Calculated as an average of the daily noon rates for each period.

On November 17, 2014, the Bank of Canada noon rate of exchange was US$1.00 = GBP0.6392 or GBP1.00 = US$1.5645.

The closing, high, low and average exchange rates for the United States dollar in terms of Australian dollars for each of the nine months ended September 30, 2014 and September 30, 2013, as reported by Oanda Forex Trading, and for each of the three years ended December 31, 2013, December 31, 2012 and December 31, 2011 as reported by the Bank of Canada, were as follows:

	Nine Months Ended September 30(1)		**Year Ended December 31**		
	2014 (A$)	**2013 (A$)**	**2013 (A$)**	**2012 (A$)**	**2011 (A$)**
Closing	1.1460	1.0734	0.8928	0.8928	0.9623
High	1.1518	1.1237	1.1289	1.1289	1.0321
Low	1.0573	0.9462	0.9453	0.9453	0.9255
Average	1.0894	1.0223	1.0400(2)	1.0400(2)	0.9658(2)

(1) Midpoint value, between bid price and ask price.

(2) Calculated as an average of the daily noon rates for each period.

On November 17, 2014, the Bank of Canada noon rate of exchange was US$1.00 = A$1.1474 or A$1.00 = US$0.8715.

The annual financial statements incorporated by reference in this prospectus and any prospectus supplement have been prepared in accordance with IFRS, and the interim financial statements, incorporated by reference in this prospectus and any prospectus supplement have been prepared in accordance with International Accounting Standard 34, Interim Financial Reporting. IFRS differs in some material respects from U.S. GAAP and so these financial statements may not be comparable to the financial statements of U.S. companies that report in accordance with U.S. GAAP. As a result, certain financial information included or incorporated in the prospectus may not be comparable to financial information prepared by companies in the U.S.

SUMMARY DESCRIPTION OF BUSINESS

Nautilus is a seafloor resource exploration and development company and the first publicly listed company to commercially explore the ocean floor for copper, gold, silver and zinc rich seafloor massive sulphide deposits and for manganese, nickel, copper and cobalt nodule deposits. Nautilus holds tenement licences and exploration applications in various locations in the western and central Pacific Ocean and is establishing a pipeline of prospects for development. The Company's goal is to develop a seafloor production system that can be used to extract resources from its seafloor prospects.

Nautilus' seafloor production system, once developed, has the potential to open a new frontier of resource development as land-based mineral deposits continue to be depleted and the cost of development and extraction continue to rise and grades continue to fall.

Nautilus has completed both an independent NI 43-101 resource estimate for its Solwara 1 Project and an independent NI 43-101 system definition and cost study for its seafloor production system (see the Risk Factors in the AIF titled "No pre-feasibility study or feasibility study" and "Cost Study"). The Company has received both the mining lease and environmental permit for its Solwara 1 Project from the State of PNG.

Nautilus has also released, through one of its 100% owned subsidiaries, Tonga Offshore Mining Limited, an independent NI 43-101 resource estimate in respect of its Clarion-Clipperton Fracture Zone polymetallic nodule project, located within the Central Pacific Ocean ("**CCZ Project**").

Nautilus' Strategy

Nautilus' business model for the western pacific prospects is based on the concept of ongoing resource accumulation from its prospective tenements and aggregation of numerous high grade SMS systems for sequential development using a vessel-based floating production system. The concept is in keeping with land-based VHMS systems that occur in camps and has been supported by Nautilus' strong record of discovery of new SMS systems in the Bismarck Sea and the waters of Tonga.

In addition but subject to capital constraints, Nautilus plans to undertake further exploration with a view to establishing an Indicated Resource in respect of its CCZ Project.

The Company has four key elements to its strategy:

1) Identify prospective exploration territory and secure licences;

2) Demonstrate that seafloor resource development is commercially viable and environmentally sustainable subject to the risks as described under "Risk Factors";

3) Undertake further exploration to identify additional mineral resources and create a project pipeline; and

4) Add value for shareholders by expanding operations and bringing on stream duplicated seafloor production systems.

Seafloor Production System

The seafloor production system being developed by Nautilus, which will be employed first at the Company's Solwara 1 Project, comprises the following elements:

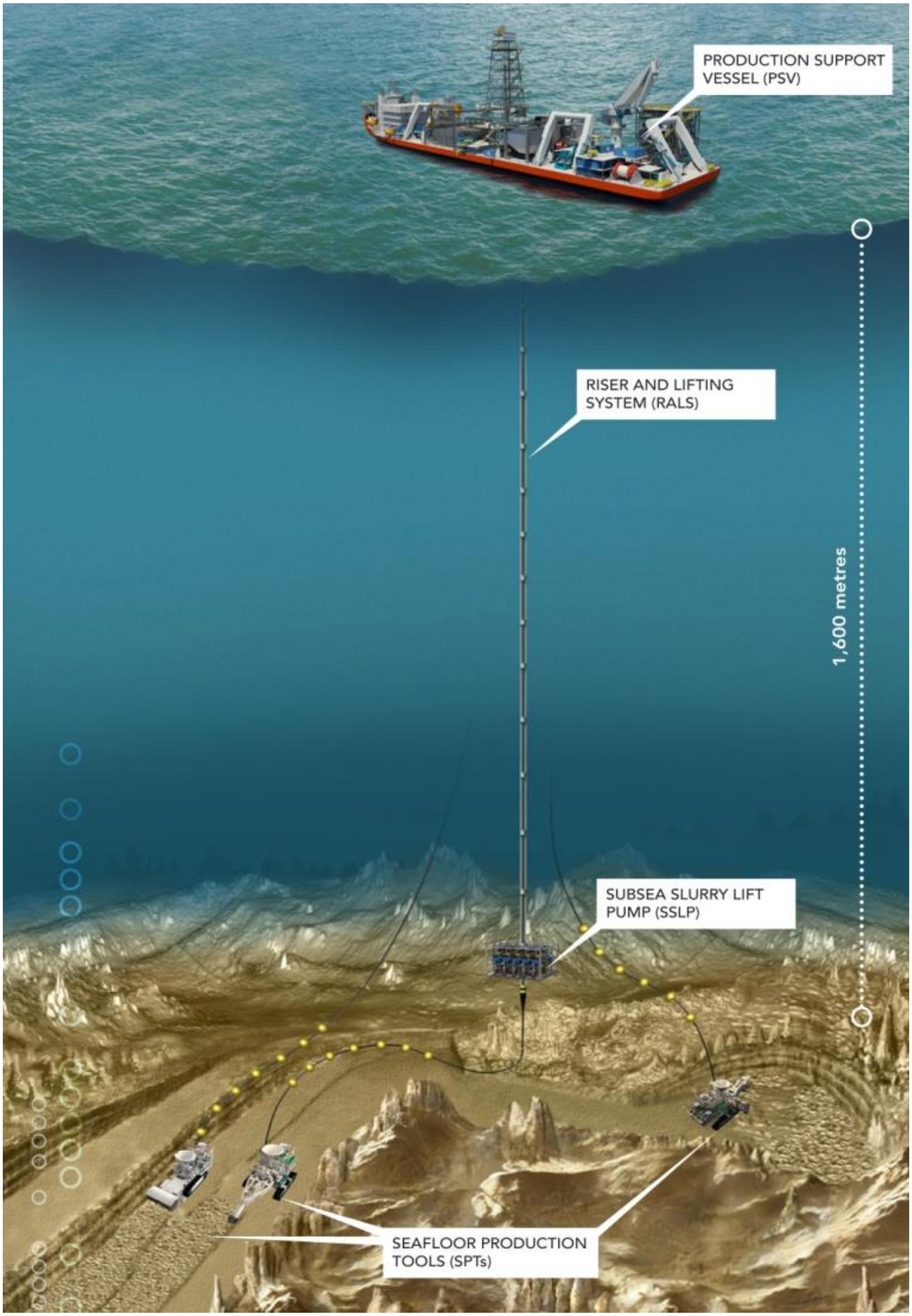
- Seafloor Production Tools ("**SPTs**")

- Riser and Lifting System ("**RALS**"), including the Subsea Slurry Lift Pump ("**SSLP**")

- Production Support Vessel ("**PSV**") with Dewatering Plant ("**DWP**")

- Load-out and transportation to a third party processing facility for toll treatment or direct ore sales

The following diagram provides a graphic of Nautilus' seafloor production system.



Source: Nautilus Minerals

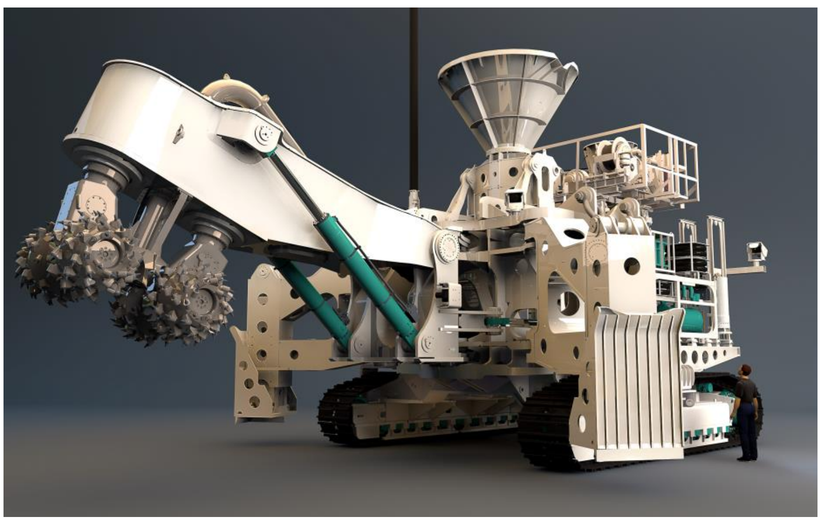
Seafloor Production Tools

The development of the SPTs is based on the consolidation of technologies that exist in the offshore (deepwater) oil and gas, telecommunications, trenching, marine dredging and mining industries. While the precise design of this equipment will be bespoke, each element of the equipment has an existing analogue within the above industries.

The current approach for SPTs is analogous to surface mining systems where it is common for a flexible and mobile machine to prepare the site which is usually followed by a separate dedicated bulk production system. Due to the topography of the site at the Solwara 1 Project and other typical terrain, three different SPTs are under design and construction, namely the auxiliary cutter, bulk cutter and collecting machine.

Auxiliary Cutter

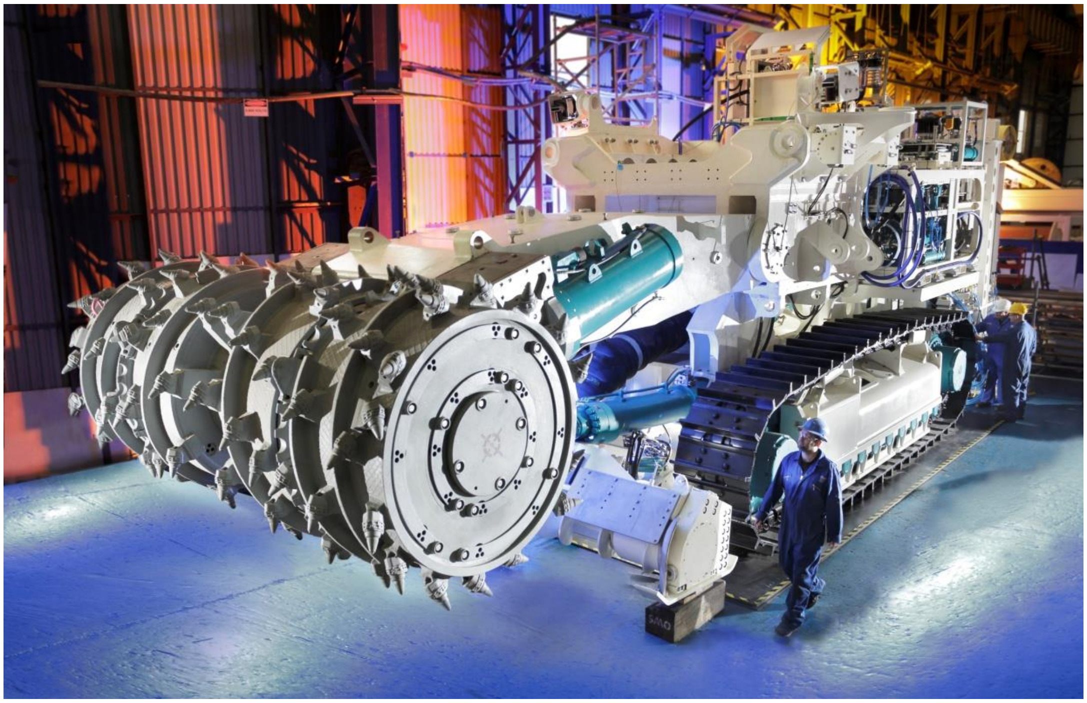
The auxiliary cutter is primarily designed to access and prepare level landing and work areas. It has a design length of 15.8 m, a width of 6.0 m, a height of 7.6 m and a weight in air of 245 tons. The auxiliary cutter is designed to pump overburden away from the mine site and to pump cut materials to a central seabed location as required. The auxiliary cutter is shown below.



Source: Nautilus Minerals

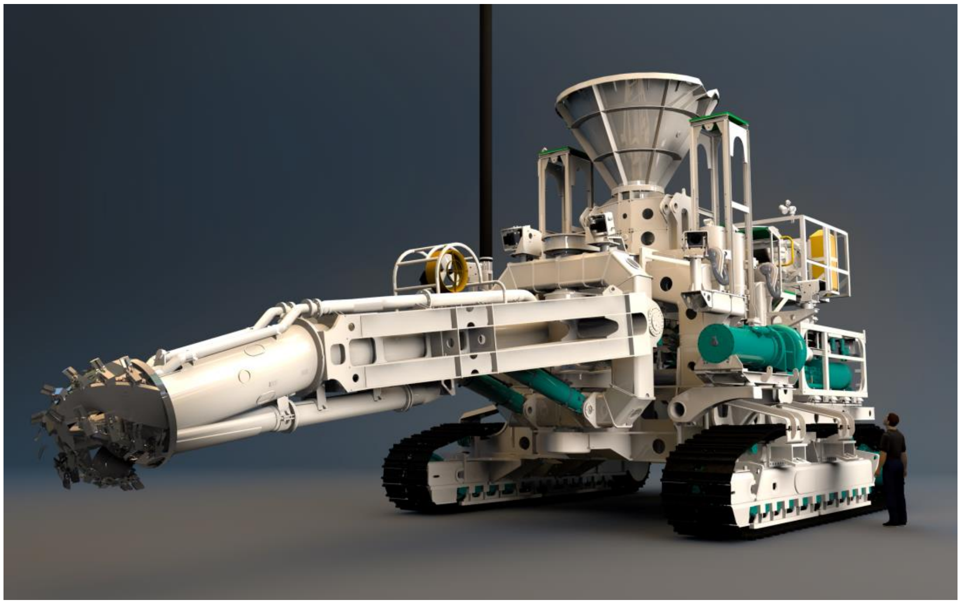
Bulk Cutter

The bulk cutter is designed to cut at higher productivities in the prepared areas. It has a design length of 14.2 m, a width of 4.2 m, a height of 6.8 m and a weight in air of 310 tons. The bulk cutter is also designed to pump cut materials to a central seabed location as required. The bulk cutter is shown below in its fully assembled form.


Source: Nautilus Minerals

Collecting Machine

The collecting machine is designed to gather the cut material from the seafloor and deliver it to the RALS. It has a design length of 16.5 m, a width of 6.0 m, a height of 7.6 m and a weight in air of 175 tons and is shown below.


Source: Nautilus Minerals

A contract is in place for the design and supply of the SPTs with Soil Machine Dynamics, a market leader in offshore / subsea trenching and remotely operated vehicles. The build of the equipment is nearing completion, with the bulk cutter assembled in April 2014.

As far as practicable, flexibility and higher instantaneous production rates have been incorporated into the designs to optimise over-all production rates.

An extensive period of trials and testing has been conducted during the design and early build stages of the Solwara 1 Project. Further proving trials will be carried out on completion of factory acceptance testing before on site commissioning commences.

Riser and Lifting System ("RALS")

The RALS is a critical component to the Solwara 1 Project development plan. Components and technology of the system has been adapted from the well-established offshore oil and gas (drilling and production) industry. An EPCM contract with Technip USA Inc. was put in place for the over-all system design and a supply contract with GE Oil & Gas is in place for the design and build of an SSLP. Detailed design and equipment test work is ongoing.

Production Support Vessel ("PSV")

The PSV will be the floating platform for the mobilization and remote operation of production machinery operating on the seafloor at water depths of approximately 1,700 meters and will provide on board storage for approximately 45,000 tonnes of mineralised material. The PSV is similar to vessels that service the large markets of subsea construction, drilling and production for the offshore oil and gas industry. The PSV in operating form is shown below.

Source: Nautilus Minerals

Dewatering Plant ("DWP")

The DWP process design is based on well known and well established technology from the mineral processing industry. A design study for the DWP was performed originally by Parsons Brinkerhoff. A DWP detailed design has been completed by DRA Pacific, the Australian subsidiary of a South African materials handling and minerals processing specialist with experience in the offshore diamond mining industry. This design is now subject to review and revision to suit the final PSV layout and space availability. A further contract for this review and revision has been awarded to DRA Pacific. DRA will also provide construction management during the fabrication of the DWP.

The unit processes within the DWP flow sheet and the equipment selected are generally consistent with normal design practice.

Recent Developments

Below is a summary of recent developments since September 30, 2014.

Nautilus satisfies intellectual property condition precedent

On October 22, 2014, the Company announced that it had satisfied one of the conditions precedent to completion of the PNG Equity Agreement, by securing certain intellectual property rights.

Nautilus secures vessel charter

On November 6, 2014, the Company announced that it had entered into an agreement for the charter of a PSV to be first deployed for use at the Solwara 1 Project. Marine Assets Corporation ("**MAC**"), a marine solutions company based in Dubai specializing in the delivery of new build support vessels for the offshore industry, will own and provide the marine management of the vessel. The vessel will be chartered to Nautilus for a minimum period of five years at a rate of US$199,910 per day, with options to either extend the charter or purchase the vessel at the end of the five year period.

Under the terms of the arrangement, MAC is to enter into a contract (the "**Shipbuilding Contract**") with Fujian Mawei Shipbuilding Ltd. to design and construct the PSV in accordance with Nautilus' specifications. Completion of the State Nominee's purchase of the 15% interest in the Solwara 1 Project pursuant to the PNG Equity Agreement is to occur within 10 business days after the payment by MAC of the first installment under the Shipbuilding Contract, which is to be made by no later than November 28, 2014. On completion, the State Nominee's funds of US$113,000,000 will be released to Nautilus from escrow and a joint venture in respect of the Solwara 1 Project will be formed between Nautilus and the State Nominee.

Nautilus continues rationalization of tenement holdings

As disclosed in the AIF, Nautilus has been rationalizing its property holdings in light of its focus on the Solwara 1 Project. In this regard, Nautilus has continued to allow certain non-material exploration licences in the Bismarck Sea to expire, which has reduced its ongoing costs. The Company can re-apply for such exploration licences at any time. The Company's current Bismarck Sea holdings comprise an area of approximately 820 km^2, including the Mining Lease, with a further 509 km^2 under application.

RISK FACTORS

Any investment in the Common Shares, Warrants or Debt Securities is subject to a number of risks. A prospective purchaser of such securities should carefully consider the information and risks faced by the Company described in this prospectus, any prospectus supplement and the documents incorporated by reference including, without limitation, the risk factors set out under the heading "Risk Factors" in each of the AIF and the MD&A.

Dilution

It is likely that the Company will issue additional securities including Common Shares either at the market price or a discount to the market price to fund its growth plans, and that such issue will be on a non pre-emptive basis. Any such issue would dilute the interests of shareholders and could impact the price of the Common Shares.

In the event that all of the Company's stock options and loan shares are exercised, there will be additional Common Shares available for trading in the public market. The increase in the number of Common Shares in the market will result in the dilution of the voting power of the Company's existing shareholders.

Trading Market

The Company is unable to predict whether a large number of its Common Shares will be sold in the open market. Any future sales of substantial amounts of Common Shares in the public market by any significant shareholder or a block of shareholders, or even the perception that such sales could occur, may decrease the market price of the Company's Common Shares.

The market price of the Company's Common Shares may be volatile, and at times, subject to wide fluctuations. The market price of the Common Shares may fluctuate as a result of a variety of factors, including but not limited to period-to-period variations in operating results or changes in turnover or profit estimates by the Company, industry participants or financial analysts. The market price could also be adversely affected by developments unrelated to the Company's operating performance, such as: the operating and share price performance of other companies that investors may consider comparable to the Company; speculation about the Company in the press or the investment community; strategic actions by competitors, such as acquisitions and restructurings; changes in market conditions; and regulatory changes.

Negative Cash Flow

The Company has no producing mines and has no source of operating cash flow other than through equity, joint ventures and/or debt financing. As such, it has and it is expected to continue to have negative operating cash flow. To the extent the Company has negative cash flow in future periods, the Company may use a portion of its general working capital to fund such negative cash flow.

Discretion in the Use of Proceeds

Management will have broad discretion concerning the use of the proceeds of the Offering as well as the timing of their expenditures. As a result, an investor will be relying on the judgment of management for the application of the net proceeds of the Offering. While the Company intends to use the net proceeds as described under "Use of Proceeds", future results from the Company's operations, external events or other sound business reasons may make it desirable for the Company to re-allocate some or all of the net proceeds. Management may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Company's results of operations may suffer.

CORPORATE INFORMATION

Nautilus Minerals Inc. was incorporated under the laws of the Province of British Columbia, Canada, on January 26, 1987 under the name "Premier Gold Resources Inc." On April 8, 1991, the Company changed its name to "Cryptic Ventures Inc." The Company continued into the Yukon on November 21, 1996 under "Zen International Resources Ltd.", continued to Alberta on March 27, 2002 under "Orca Petroleum Inc." and then continued to British Columbia on April 27, 2006 under "Nautilus Minerals Inc." under the provisions of the *Business Corporations Act* (British Columbia).

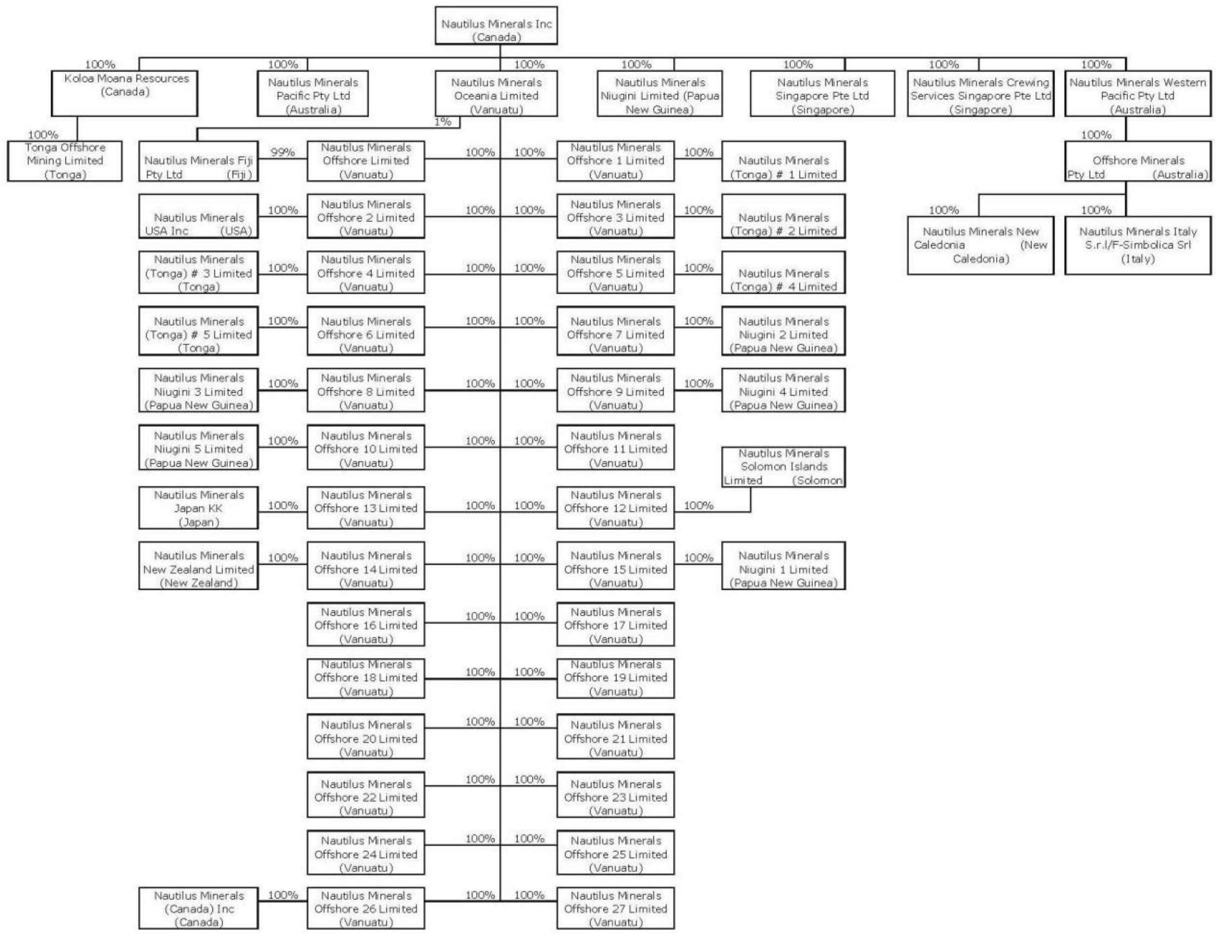
The Common Shares commenced trading on the TSX Venture Exchange (formerly the Vancouver Stock Exchange) on March 6, 1989 and on August 24, 2007 the Company's shares were listed on the Toronto Stock Exchange.

The Company, as it is currently structured, was formed on May 8, 2006 when the Company completed a reverse takeover comprised of a series of transactions whereby it disposed of substantially all of its oil and gas businesses and assets and acquired NMN and NMO (the "**RTO**"). The Company's principal business prior to the RTO was oil and gas exploration in Bolivia, which business was done through its wholly owned subsidiaries: Zen International Resources Limited, Orca Energy Corp., Orca International Corp., Compania Petrolera Orca S.A and Orca Petroleo S.A.

The Company’s head office is located at Suite 1400, 400 Burrard Street, Vancouver, British Columbia, V6C 3A6. The Company also has a project and operations office located at Level 7, 303 Coronation Drive, Milton, Queensland, Australia 4064, PO Box 1213. The Company's registered and records office is located at 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5. The Company also has a corporate office located at Suite 1702, 141 Adelaide Street West, Toronto, Ontario M5H 3L5.

The following chart illustrates the Company's corporate structure, as at the date of this prospectus, listing each of its subsidiaries, together with the jurisdiction of incorporation of each subsidiary and the percentage of voting securities beneficially owned or over which control or direction is exercised by the Company:

Nautilus Group Structure



USE OF PROCEEDS

Unless otherwise specified in a prospectus supplement, the net proceeds of any offering of securities under a prospectus supplement will be used for general working capital including funding potential future acquisitions, exploration and capital expenditures in Solwara 1 and other prospects held by the Company. See the disclosure in the AIF titled "Overview of Business – Development Plan for Bismarck Sea Prospects". More detailed information regarding the use of proceeds from a sale of securities will be included in the applicable prospectus supplement.

Nautilus has not yet achieved positive operating cash flow. It is anticipated that a majority or all of the net proceeds of any offering of securities under a prospectus supplement will be used to fund negative cash flow from operating activities.

All expenses relating to an offering of securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of the Company's general funds, unless otherwise stated in the applicable prospectus supplement.

PRIOR SALES

The following table sets forth for the 12 month period prior to the date of this prospectus the details of the price at which securities have been issued or are to be issued by the Company, the number of securities issued at that price and the date on which the securities were issued:

Date of Issue	Type of Securities	Number of Securities	Issue or Exercise Price per Security	Reason for Issue
May 6, 2014	Common Shares	80,000	$0.22	Options exercised
September 2, 2014	Common Shares	5,050,000	$0.57	Loan shares issued as part of employee remuneration plan
September 2, 2014	Common Shares	400,000	$0.52	Loan shares issued as part of director remuneration plan
September 2, 2014	Stock options	450,000	$0.57	Options granted as part of employee remuneration plan
September 2, 2014	Stock options	2,200,000	$0.52	Options granted as part of director remuneration plan

TRADING PRICE AND VOLUME

The following table sets forth for the 12 month period prior to the date of this prospectus details of the trading prices and volume on a monthly basis of the Common Shares traded through the facilities of the TSX:

Period	High	Low	Volume
2013			
November	0.38	0.25	1,674,738
December	0.28	0.205	4,704,896
2014			
January	0.30	0.24	1,944,168
February	0.25	0.215	2,316,640
March	0.25	0.215	1,792,184
April	0.79	0.205	33,170,118
May	0.64	0.465	7,924,489
June	0.58	0.50	2,975,857
July	0.56	0.51	1,649,037
August	0.55	0.51	1,466,643
September	0.54	0.52	1,292,696
October	0.54	0.43	1,817,639
November 1-17	0.56	0.51	1,134,088

In addition, the Common Shares were quoted under the symbol "NUSMF" on OTCQX International effective as at April 27, 2012.

DIVIDEND POLICY

Nautilus has not declared or paid any dividends on its Common Shares since the date of formation. Nautilus does not have not current plans to pay dividends, however, Nautilus may pay dividends on its Common Shares in the future if it generates profits. Any decision to pay dividends on Common Shares in the future will be made by the board of directors on the basis of the earnings, financial requirements and other conditions existing at such time.

CONSOLIDATED CAPITALIZATION

As of the date of this prospectus, there have been no material changes in the share and loan capital of the Company since the date of its unaudited interim financial statements for the nine months ended September 30, 2014, being the Company's most recently completed financial period and which is incorporated by reference in this prospectus.

DESCRIPTION OF SHARE CAPITAL

Authorized Capital

The authorized share capital of Nautilus consists of an unlimited number of Common Shares without par value and an unlimited number of preference shares, issuable in series. As of the date of this prospectus, there are 445,302,965 Common Shares issued and outstanding, including 11,325,000 loan shares. The loan shares and the associated Share Loan Plan of the Company are described in the Company's most recent management information circular. See "Documents Incorporated by Reference".

Common Shares

The holders of Common Shares are entitled to one vote per Common Share at all meetings of shareholders, to receive dividends as and when declared by the directors, and to receive a pro rata share of the remaining property and assets of the Company in the event of liquidation, dissolution or winding up of the Company. The Common Shares have no pre-emptive, subscription, conversion, exchange, redemption, retraction, purchase for cancellation or surrender provisions. There are no sinking fund provisions in relation to the Common Shares and they are not liable to further calls or to assessment by the Company. The Company's Articles provide that the rights and provisions attached to any class of shares, in which shares are issued, may not be modified, amended or varied unless consented to by special resolution passed by a majority of not less than 66 2/3% of the votes cast in person or by proxy by holders of shares of that class.

Options

As of the date of this prospectus, there were options outstanding to purchase 4,945,000 Common Shares at exercise prices ranging from Cdn$0.22 to Cdn$1.01 with expiry dates ranging from October 2015 to July 2017.

Warrants

As of the date of this prospectus, there were no Warrants outstanding to purchase Common Shares.

DESCRIPTION OF WARRANTS

This section describes the general terms that will apply to any Warrants that may be offered by the Company pursuant to this prospectus.

Warrants may be offered separately or together with other securities. Each series of Warrants will be issued under a separate warrant indenture to be entered into between the Company and one or more banks or trust companies acting as warrant agent. The applicable prospectus supplement will include details of the warrant agreements covering the Warrants being offered. The warrant agent will act solely as the Company's agent and will not assume a relationship of agency with any holders of warrant certificates or beneficial owners of Warrants. The following sets forth certain general terms and provisions of the Warrants offered under this prospectus. The specific terms of the Warrants, and the extent to which the general terms described in this section apply to those Warrants, will be set forth in the applicable prospectus supplement.

Warrants

The particular terms of each issue of Warrants will be described in the related prospectus supplement. This description will include, where applicable:

- the designation and aggregate number of Warrants;
- the price at which the Warrants will be offered;
- the currency or currencies in which the Warrants will be offered;
- the designation and terms of the securities purchasable upon exercise of the Warrants;
- the date on which the right to exercise the Warrants will commence and the date on which the right will expire;
- the number of securities that may be purchased upon exercise of each warrant and the price at which and currency or currencies in which the securities may be purchased upon exercise of each Warrant;
- the designation and terms of any securities with which the Warrants will be offered, if any, and the number of the Warrants that will be offered with each security;
- the date or dates, if any, on or after which the Warrants and the related securities will be transferable separately;
- whether the Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- material Canadian tax consequences of owning the Warrants; and
- any other material terms or conditions of the Warrants.

DESCRIPTION OF DEBT SECURITIES

This section describes the general terms that will apply to any Debt Securities that may be offered by the Company pursuant to this prospectus.

The Debt Securities may be offered separately or together with other securities. The following sets forth certain general terms and provisions of the Debt Securities offered under this prospectus. The specified terms and provisions of the Debt Securities offered pursuant to an accompanying prospectus supplement, and the extent to which the general terms described in this section apply to those Debt Securities, will be set forth in the applicable prospectus supplement.

Unless otherwise indicated in an applicable prospectus supplement, the Debt Securities will be direct unsecured obligations of the Company. The Debt Securities will be senior or subordinated indebtedness of the Company as described in the applicable prospectus supplement. In the event of the insolvency or winding up of the Company, the subordinated indebtedness of the Company, including the subordinated Debt Securities, will be subordinate in right of payment to the prior payment in full of all other liabilities of the Company (including senior indebtedness), except those which by their terms rank equally in right of payment with or are subordinate to such subordinated indebtedness.

The Debt Securities will be issued under one or more trust indentures (each, a "**Trust Indenture**"), in each case between the Company and a trustee (each, an "**Indenture Trustee**"). The statements made hereunder relating to any Trust Indenture and the Debt Securities to be issued thereunder are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Trust Indenture.

Each Trust Indenture may provide that Debt Securities may be issued thereunder up to the aggregate principal amount which may be authorized from time to time by the Company.

The particular terms of each issue of Debt Securities will be described in the related prospectus supplement. This description will include, where applicable:

(a) the designation, aggregate principal amount and authorized denominations of such Debt Securities;

(b) the currency or currency units for which the Debt Securities may be purchased and the currency or currency unit in which the principal and any interest is payable (in either case, if other than Canadian dollars);

(c) the percentage of the principal amount at which such Debt Securities will be issued;

(d) the date or dates on which such Debt Securities will mature;

(e) the rate or rates at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any);

(f) the dates on which any such interest will be payable and the record dates for such payments;

(g) the Indenture Trustee under the Trust Indenture pursuant to which the Debt Securities are to be issued;

(h) the designation and terms of any securities with which the Debt Securities will be offered, if any and the number of Debt Securities that will be offered with each security;

(i) whether the Debt Securities are subject to redemption or call and, if so, the terms of such redemption or call provisions;

(j) whether such Debt Securities are to be issued in registered form, bearer form or in the form of temporary or permanent global securities and the basis of exchange, transfer and ownership thereof;

(k) any exchange or conversion terms;

(l) whether the Debt Securities will be subordinated to other liabilities of the Company and, if so, to what extent;

(m) certain material Canadian tax consequences of owning the Debt Securities, if any; and

(n) any other material terms and conditions of the Debt Securities.

Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

DENOMINATIONS, REGISTRATION AND TRANSFER

The securities will be issued in fully registered form without coupons attached in either global or definitive form and in denominations and integral multiples as set out in the applicable prospectus supplement (unless otherwise provided with respect to a particular series of Warrants or Debt Securities pursuant to the provisions of the applicable indenture). Other than in the case of book-entry only securities, securities may be presented for registration of transfer (with the form of transfer endorsed thereon duly executed) in the city specified for such purpose at the office of the registrar or transfer agent designated by the Company for such purpose with respect to any issue of securities referred to in the prospectus supplement. No service charge will be made for any transfer, conversion or exchange of the securities, but we may require payment of a sum to cover any transfer tax or other governmental charge payable in connection therewith. Such transfer, conversion or exchange will be effected upon such registrar or transfer agent being satisfied with the documents of title and the identity of the person making the request. If a prospectus supplement refers to any registrar or transfer agent designated by the Company with respect to any issue of securities, we may at any time rescind the designation of any such registrar or transfer agent and appoint another in its place or approve any change in the location through which such registrar or transfer agent acts.

In the case of book-entry only securities, a global certificate or certificates representing the securities will be held by a designated depository for its participants. The securities must be purchased or transferred through such participants, which includes securities brokers and dealers, banks and trust companies. The depository will establish and maintain book-entry accounts for its participants acting on behalf of holders of the securities. The interests of such holders of securities will be represented by entries in the records maintained by the participants. Holders of securities issued in book-entry only form will not be entitled to receive a certificate or other instrument evidencing their ownership thereof, except in limited circumstances. Each holder will receive a customer confirmation of purchase from the participants from which the securities are purchased in accordance with the practices and procedures of that participant.

PLAN OF DISTRIBUTION

Nautilus may sell the securities to or through underwriters or dealers, and also may sell securities to one or more other purchasers directly or through underwriters, dealers or agents. Each prospectus supplement will set forth the terms of the offering, including the name or names of any underwriters or agents, the purchase price or prices of the securities and the proceeds to the Company from the sale of the securities. Only those underwriters, dealers or agents named in a prospectus supplement will be the underwriters, dealers or agents in connection with the securities offered thereby.

The securities may be sold, from time to time, in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices. The prices at which the securities may be offered may vary as between purchasers and during the period of distribution.

Unless otherwise specified in a prospectus supplement, there is no market through which the Warrants or Debt Securities may be sold and you may not be able to resell any such securities purchased under this short form prospectus or any prospectus supplement. Unless otherwise specified in the applicable prospectus supplement, the securities (excluding any Common Shares) will not be listed on any securities exchange. This may affect the pricing of such securities on the secondary market, the transparency and availability of trading prices, the liquidity of the securities, and the extent of issuer regulation. See "Risk Factors".

In connection with the sale of securities, underwriters, dealers and agents may receive compensation from the Company or from purchasers of the securities from whom they may act as agents in the form of discounts, concessions or commissions. Any such commissions will be paid out of the Company's general funds. Underwriters, dealers and agents that participate in the distribution of securities may be deemed to be underwriters and any discounts or commissions received by them from the Company and any profit on the resale of securities by them may be deemed to be underwriting discounts and commissions under applicable securities legislation.

Underwriters, dealers and agents who participate in the distribution of the securities may be entitled under agreements to be entered into with the Company to indemnification by the Company against certain liabilities, including liabilities under Canadian securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Those underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, the Company in the ordinary course of business. In connection with any underwritten offering of securities, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

CERTAIN INCOME TAX CONSIDERATIONS

Owning any of the Company's securities may subject you to tax consequences both in Canada and elsewhere. Although the applicable prospectus supplement may describe certain Canadian and United States federal income tax consequences of the acquisition, ownership and disposition of any securities offered under this prospectus by an initial investor, the prospectus supplement may not describe these tax consequences fully. You should consult your own tax advisor with respect to your particular circumstances.

AUDITORS, TRANSFER AGENT AND REGISTER

The Company's auditors are PricewaterhouseCoopers LLP, Chartered Accountants, of Suite 700, 250 Howe Street, Vancouver, British Columbia, V6C 3S7.

The registrar and transfer agent for the Common Shares is Computershare Investor Services Inc. at its principal offices in Vancouver, British Columbia and Toronto, Ontario.

PricewaterhouseCoopers LLP has advised the Company that it is independent within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of Nautilus, filed with securities commissions and similar authorities in Canada, are specifically incorporated by reference into, and form an integral part of, this prospectus:

1) Annual Information Form dated and filed on SEDAR on March 28, 2014;

2) Audited consolidated financial statements for the years ended December 31, 2013 and December 31, 2012, together with the notes thereto and the auditors' report thereon, filed on SEDAR on March 28, 2014;

3) Management's Discussion & Analysis for the years ended December 31, 2013 and December 31, 2012,filed on SEDAR on March 28, 2014;

4) Unaudited consolidated financial statements for the three and nine month periods ended September 30, 2014 and September 30, 2013, together with the notes thereto, filed on SEDAR on November 12, 2014;

5) Management's Discussion & Analysis for the nine months ended September 30, 2014, filed on SEDAR on November 12, 2014;

6) Management Information Circular dated May 8, 2014, filed on SEDAR on May 20, 2014 prepared in connection with Nautilus' annual meeting of shareholders held on June 25, 2014;

7) Material Change Report dated and filed on SEDAR on May 2, 2014 with respect to the PNG Equity Agreement;

8) Material Change Report dated and filed on SEDAR on February 17, 2014 with respect to the termination of the State Equity Option Agreement signed by the Company and the State of PNG in March 2011;

9) The Solwara 1 and 12 Report; and

10) The Updated CCZ Report.

Any documents of the type required by section 11.1 of National Instrument 44-101 *Short Form Prospectus Distributions* of the Canadian Securities Administrators ("NI 44-101") to be incorporated by reference in a short form prospectus including any material change reports (excluding confidential material change reports), any interim and annual consolidated financial statements and related management discussion and analysis, information circulars (excluding those portions that, pursuant to NI 44-101, are not required to be incorporated by reference herein), any

business acquisition reports, any news releases or public communications containing financial information about the Company for a financial period more recent than the periods for which financial statements are incorporated herein by reference, and any other disclosure documents required to be filed pursuant to an undertaking to a provincial or territorial securities regulatory authority that are filed by the Company with various securities commissions or similar authorities in Canada after the date of this prospectus and prior to the termination of this offering under any prospectus supplement, shall be deemed to be incorporated by reference in this prospectus.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not constitute a part of this prospectus, except as so modified or superseded.

A prospectus supplement containing the specific terms of an offering of securities, updated disclosure of earnings coverage ratios, if applicable, and other information relating to the securities, will be delivered to prospective purchasers of such securities together with this prospectus and the applicable prospectus supplement and will be deemed to be incorporated into this prospectus as of the date of such prospectus supplement only for the purpose of the offering of the securities covered by that prospectus supplement.

Upon a new annual information form and the related annual financial statements being filed by the Company with, and, where required, accepted by, the applicable securities commissions or similar regulatory authorities during the currency of this prospectus, the previous annual information form, the previous annual financial statements and all quarterly financial statements, material change reports and information circulars filed prior to the commencement of the Company's financial year in which the new annual information form is filed shall be deemed no longer to be incorporated into this prospectus for purposes of further offers and sales of securities hereunder.

ENFORCEMENT OF JUDGMENTS AGAINST FOREIGN PERSONS

The following individuals reside outside of Canada and each will, prior to the filing of a final short form base shelf prospectus, have appointed the agent listed below for service of process in Canada:

Name of Person	Name and Address of Agent
Michael Johnston, the President and Chief Executive Officer of the Company	DuMoulin Black LLP, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5
Shontel Norgate, the Chief Financial Officer of the Company	DuMoulin Black LLP, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5
Geoff Loudon, the Chairman and a director of the Company	DuMoulin Black LLP, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5
Russell Debney, a director of the Company	DuMoulin Black LLP, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5

Cynthia Thomas, a director of the Company	DuMoulin Black LLP, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5
Mohamed Al Barwani, a director of the Company	DuMoulin Black LLP, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5
Usama Al Barwani, a director of the Company	DuMoulin Black LLP, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5
Mark Horn, a director of the Company	DuMoulin Black LLP, 10th Floor, 595 Howe Street, Vancouver, British Columbia, V6C 2T5
Ian Lipton, an author of the Solwara 1 and 12 Report	Nautilus Minerals Inc., Suite 1702, 141 Adelaide Street West, Toronto, Ontario M5H 3L5
Peter Munro, an author of the Solwara 1 and 12 Report	Nautilus Minerals Inc., Suite 1702, 141 Adelaide Street West, Toronto, Ontario M5H 3L5
Phil Jankowski, an author of the Solwara 1 and 12 Report	Nautilus Minerals Inc., Suite 1702, 141 Adelaide Street West, Toronto, Ontario M5H 3L5
James Jonathan Lowe, an author of the Solwara 1 and 12 Report	Nautilus Minerals Inc., Suite 1702, 141 Adelaide Street West, Toronto, Ontario M5H 3L5
Matthew Nimmo, an author of the Updated CCZ Report	Nautilus Minerals Inc., Suite 1702, 141 Adelaide Street West, Toronto, Ontario M5H 3L5
Charles Morgan, an author of the Updated CCZ Report	Nautilus Minerals Inc., Suite 1702, 141 Adelaide Street West, Toronto, Ontario M5H 3L5
Davey Banning, an author of the Updated CCZ Report	Nautilus Minerals Inc., Suite 1702, 141 Adelaide Street West, Toronto, Ontario M5H 3L5

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, or resides outside of Canada, even if the party has appointed an agent for service of process.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RECISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of a prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment thereto. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or damages if the prospectus, the accompanying prospectus supplement relating to securities purchased by a purchaser and any amendment thereto contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

Original purchasers of securities which are convertible, exchangeable or exercisable for other securities of the Company, including any Warrants and Debt Securities if offered separately, are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial securities legislation, to the price at which the Warrant or Debt Security is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces, if the purchaser pays additional amounts upon exercise of the Warrant or upon exchange or conversion of the Debt Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of this right of action for damages or consult with a legal adviser.

GLOSSARY OF TERMS

The following is a glossary of certain terms used in this prospectus:

"**AIF**"	Annual Information Form of Nautilus dated and filed on SEDAR on March 28, 2014
"**Bathymetry**"	The measurement of the depths of oceans, seas, or other large bodies of water
"**Board**"	The directors of the Company as at the date of this prospectus
"**CCZ**"	The Clarion-Clipperton Zone administered by the International Seabed Authority
"**CIM**"	Canadian Institute of Mining, Metallurgy and Petroleum
"**CIM Standards**"	CIM Standards on Mineral Resource and Mineral Reserves, adopted by the CIM Council on December 11, 2005
"**Common Shares**"	Common shares in the capital of Nautilus
"**Debt Securities**"	Debt securities of the Company or a subsidiary that may be created and issued from time to time
"**DWP**"	Dewatering plant
"**EPCM**"	Engineering, procurement, construction, management
"**Golder**"	Golder Associates Pty Ltd.
"**ISA**"	International Seabed Authority
"**km^2**"	Kilometres squared
"**m**"	Metres
"**MD&A**"	Management's Discussion & Analysis for the nine months ended September 30, 2014, filed on SEDAR on November 12, 2014;
"**Mining Lease**" or "**Mining Lease (ML 154)**"	The mining lease granted to the Company by the State of PNG in January 2011 in regards to the Solwara 1 Project for a period of 20 years
"**Nautilus**" or "**Company**"	Nautilus Minerals Inc., a company existing under the *Business Corporations Act* (British Columbia) and incorporated in British Columbia, Canada; references to "we", "our" and similar expressions are to Nautilus Minerals Inc.
"**NMN**"	Nautilus Minerals Niugini Limited (formerly Nautilus Minerals Corporation Limited)
"**NMO**"	Nautilus Minerals Oceania Limited

"**PNG Equity Agreement**"	The agreement between the State and the Company dated April 24, 2014, as amended on October 31, 2014, under which, subject to certain conditions, the State shall take an initial 15% interest in the Solwara 1 Project
"**polymetallic nodules**"	Also called manganese nodules, are rock concretions formed of concentric layers of iron and manganese hydroxides around a core
"**PSV**"	Production support vessel
"**RALS**"	Riser and lifting system
"**ROV**"	Remote operated vehicle
"**SEDAR**"	The computer system for the transmission, receipt, acceptance, review and dissemination of documents filed in electronic format known as the System for Electronic Document Analysis and Retrieval whereby certain documents filed by Nautilus may be accessed at www.sedar.com under Nautilus' profile
"**SMS**"	Seafloor massive sulphide
"**Solwara 1 and 12 Report**"	The technical report dated March 23, 2012 entitled "Mineral Resource Estimate, Solwara Project, Bismarck Sea, PNG" prepared for the Company by Ian Lipton of Golder, along with the accompanying certificates of Qualified Persons (as defined in NI 43-101)
"**Solwara 1 Project**"	A prospect within the Mining Lease in the Bismarck Sea in the territorial waters of PNG
"**SPTs**"	Seafloor production tools
"**SRK**"	SRK Consulting (Australasia) Pty Ltd.
"**SSLP**"	Subsea slurry lift pump
"**the State of PNG**" "**the State**" or "**PNG**"	Independent State of Papua New Guinea
"**State Nominee**"	Eda Kopa (Solwara) Limited, a company incorporated under the laws of PNG, being a subsidiary of Petromin PNG Holdings Limited and the nominee of the State pursuant to the PNG Equity Agreement
"**UK**"	The United Kingdom of Great Britain and Northern Ireland
"**Updated CCZ Report**"	The technical report dated March 20, 2013 entitled "Updated NI 43-101 Technical Report, Clarion-Clipperton Zone Project, Pacific Ocean" prepared for the Company by Matthew Nimmo of Golder, Davey Banning, an independent consulting geologist and Charles Morgan of Planning Solutions Inc., along with the accompanying certificates of Qualified Persons (as defined in NI 43-101).
"**US**"	The United States of America, its territories and possessions, any state of the United States of America and the District of Columbia
"**VHMS**"	Volcanic hosted massive sulphide
"**Warrants**"	Warrants to purchase securities of the Company that may be created and issued from time to time

Conversion Factors

To Convert From	To	Multiply By
Feet	Metres	0.305
Metres	Feet	3.281
Miles	Kilometres	1.609
Kilometres	Miles	0.6214
Acres	Hectares	0.405
Hectares	Acres	2.471
Grams	Ounces (Troy)	0.03215
Grams/Tonnes	Ounces (Troy)/Short Ton	0.02917
Tonnes (metric)	Pounds	2,205
Tonnes (metric)	Short Tons	1.1023

NI 43-101 Definitions

"**NI 43-101**" National Instrument 43-101 - *Standards of Disclosure for Mineral Projects*. An instrument developed by the Canadian Securities Administrators (an umbrella group of Canada's provincial and territorial securities regulators) that governs public disclosure by mining and mineral exploration issuers. The instrument establishes certain standards for all public disclosure of scientific and technical information concerning mineral projects.

"**Mineral resource**" Refers to a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge.

The terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" used in this prospectus are Canadian mining terms as defined in accordance with NI 43-101 under the guidelines set out in the CIM Standards.

"**Measured mineral resource**" Refers to that part of a mineral resource for which quantity grade or quality, densities, shape and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

"**Indicated mineral resource**" Refers to that part of a mineral resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to

	be reasonably assumed.
"**Inferred mineral resource**"	Refers to that part of a mineral resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes.
"**Mineral reserve**"	Refers to the economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. The study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A mineral reserve includes diluting materials and allowances for losses that might occur when the material is mined. Mineral reserves are categorized as proven or probable on the basis of the degree of confidence in the estimate of the quantity and grade of the deposit.
"**Proven mineral reserve**"	Means, in accordance with CIM Standards, for the part of a deposit which is being mined, or which is being developed and for which there is a detailed mining plan, the estimated quantity and grade or quality of that part of a measured mineral resource for which the size, configuration and grade or quality and distribution of values are so well established, and for which economic viability has been demonstrated by adequate information on engineering, operating, economic and other relevant factors, so that there is the highest degree of confidence in the estimate.
"**Probable mineral reserve**"	Means, in accordance with CIM Standards, the estimated quantity and grade or quality of that part of an indicated mineral resource for which economic viability has been demonstrated by adequate information on engineering, operating, economic and other relevant factors, at a confidence level which would serve as a basis for decisions on major expenditures.
"**Preliminary Assessment**" **or** "**Scoping Study**"	The term "preliminary assessment" or "preliminary economic assessment", commonly referred to as a scoping study, means a study that includes an economic analysis of the potential viability of mineral resources.
"**Pre-feasibility Study**"	Means, in accordance with CIM Standards, a comprehensive study of the viability of a mineral project that has advanced to a stage where the mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, has been established and an effective method of mineral processing has been determined, and includes a financial analysis based on reasonable assumptions of technical, engineering, legal, operating, economic, social, and environmental factors and the evaluation of other relevant factors which are sufficient for a Qualified Person, acting reasonably, to determine if all or part of the Mineral Resource may be classified as a Mineral Reserve.

"**Qualified Person**"	Conforms to that definition under NI 43-101 and means an individual who (a) is an engineer or geoscientist with a university degree, or equivalent accreditation, in an area of geoscience, or engineering, relating to mineral exploration or mining; (b) has at least five years of experience in mineral exploration, mine development or operation, or mineral project assessment, or any combination of these, that is relevant to his or her professional degree or area of practice; (c) has experience relevant to the subject matter of the mineral project and the technical report; (d) is in good standing with a professional association; and (e) in the case of a professional association in a foreign jurisdiction, has a membership designation (i) requires attainment of a position of responsibility in their profession that requires the exercise of independent judgment; and (ii) requires a favourable confidential peer evaluation of the individual's character, professional judgment, experience, and ethical fitness, or a recommendation for membership by at least two peers and demonstrated prominence or expertise in the field of mineral exploration or mining.

CERTIFICATE OF NAUTILUS

Dated: November 18, 2014

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of all provinces of Canada other than Quebec.

(Signed)	**MIKE JOHNSTON** Chief Executive Officer	(Signed)	**SHONTEL NORGATE** Chief Financial Officer

On behalf of the Board of Directors

(Signed)	**CYNTHIA THOMAS** Director	(Signed)	**RUSSELL DEBNEY** Director