

MIRAMAR RESOURCES LIMITED
ACN 635 359 965

ENTITLEMENT ISSUE PROSPECTUS

For a pro-rata non-renounceable entitlement issue of 1 Share for every 1 Share held by those Shareholders registered at the Record Date at an issue price of \$0.008 per Share together with one free New Options for every one Share applied for and issued to raise up to \$1,625,589 (**Entitlement Offer**).

This Prospectus also contains an offer of 134,993,389 New Options which is detailed in Section 3.2 (**New Options Offer**). The New Options Offer is conditional upon Shareholder approval for the issue of the New Options under the New Options Offer for the purposes of ASX Listing Rule 7.1, to be sought at the General Meeting. No New Options will be issued under the New Options Offer until that condition is met.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Securities offered by this Prospectus should be considered as highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 21 June 2024 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be made by an original Entitlement and Acceptance Form or Shortfall Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) 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 and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular

needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6.

Overseas shareholders

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offers are not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

For further information on overseas Shareholders please refer to Section 3.10.

Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 7.2 for further details.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for

the offer of New Options issued under this Prospectus. The Company [and the Lead Manager/Broker] will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website (www.miramarresources.com.au). By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.miramarresources.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian or New Zealand resident and must only access this Prospectus from within Australia or New Zealand.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 6166 6302 during office hours or by emailing the Company at info@miramarresources.com.au.

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.

Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued 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 CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. 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.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 9.

All references to time in this Prospectus are references to Australian Western Standard Time.

Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to

persons inspecting the register, including 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 share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

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

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 8 6166 6302.

CORPORATE DIRECTORY

Directors

Allan Kelly
Executive Chair

Marion Bush
Technical Director

Terry Gadenne
Non-Executive Director

Company Secretary

Mindy Ku

Registered Office

Unit 1, 22 Hardy Street
South Perth WA 6152

Telephone: + 61 8 6166 6302
Facsimile: +61 8 6166 6302

Email: info@miramarresources.com.au
Website:
<https://www.miramarresources.com.au/>

Auditor*

RSM Australia Partners
Level 32
Exchange Tower
2 The Esplanade
PERTH WA 6000

Share Registry*

Automic Group
Level 5
191 St Georges Terrace
PERTH WA 6000

Telephone: 1300 288 664
Facsimile: +61 2 8583 3040

Legal Advisers

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

Lead Manager

Cadmon Advisory Pty Ltd
Level 2 & 3
Professional Chambers
120 Collins Street
MELBOURNE VIC 3000

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

TABLE OF CONTENTS

| | | |
|----|---|----|
| 1. | KEY OFFERS INFORMATION..... | 5 |
| 2. | BACKGROUND TO THE NEW OPTIONS OFFER..... | 10 |
| 3. | DETAILS OF THE OFFERS..... | 10 |
| 4. | PURPOSE AND EFFECT OF THE OFFERS..... | 16 |
| 5. | RIGHTS AND LIABILITIES ATTACHING TO SECURITIES..... | 22 |
| 6. | RISK FACTORS | 27 |
| 7. | ADDITIONAL INFORMATION | 39 |
| 8. | DIRECTORS' AUTHORISATION | 46 |
| 9. | GLOSSARY..... | 47 |

1. KEY OFFERS INFORMATION

1.1 Timetable

| | |
|---|-------------------------|
| Lodgement of Prospectus with the ASIC | Friday, 21 June 2024 |
| Lodgement of Prospectus and Appendix 3B with ASX | Friday, 21 June 2024 |
| Ex date | Wednesday, 26 June 2024 |
| Record Date for determining Entitlements | Thursday, 27 June 2024 |
| Entitlement Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed | Tuesday, 2 July 2024 |
| New Options Offer opening date | Tuesday, 2 July 2024 |
| Last day to extend the Closing Date | Tuesday, 9 July 2024 |
| Closing Date as at 5:00pm* | Friday, 12 July 2024 |
| Closing date of New Options Offer as at 5:00pm* | Friday, 11 October 2024 |
| Securities quoted on a deferred settlement basis | Monday, 15 July 2024 |
| ASX notified of under subscriptions | Friday, 19 July 2024 |
| Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Securities | Friday, 19 July 2024 |
| Quotation of Securities issued under the Offers** | Monday, 22 July 2024 |

*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

1.2 Key statistics of the Offers

Shares

| | Full Subscription (\$1,625,589) |
|---|------------------------------------|
| Entitlement Offer Price per Share | \$0.008 |
| Entitlement Ratio (based on existing Shares) | 1:1 |
| Shares currently on issue ² | 203,198,611 |
| Shares to be issued under the Entitlement Offer | 203,198,611 |
| Gross proceeds of the issue of Shares | \$1,625,589 |
| Shares on issue Post-Entitlement Offer | 406,397,222 |

Notes:

1. Refer to Section 5.1 for the terms of the Shares.
2. Assumes that the Director Shares and Wireline Share were issued before the Record Date.

Options

| | Maximum Subscription (\$1,625,589) |
|--|--|
|--|--|

| | |
|---|--------------------|
| Entitlement Offer Price per New Option | Nil |
| Option Entitlement Ratio (based on Shares subscribed for) | 1:1 |
| Options currently on issue | 95,496,076 |
| New Options to be issued under the Entitlement Offer | 203,198,611 |
| New Options to be issued under the New Options Offer | 134,993,389 |
| Gross proceeds of the issue of Options | Nil |
| Options on issue Post-Offers² | 433,688,076 |

Notes:

1. Refer to Section 5.2 for the terms of the New Options.
2. Includes 59,746,076 listed Options (ASX: M2RO) set to expire on 18 July 2024 prior to the issue of any New Options.

1.3 Key Risk Factors

Prospective investors should be aware that subscribing for Securities involves a number of risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 5.

1.4 Directors' Interests in Securities

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

| Director | Shares | Options | Performance Rights | Share Entitlement | New Option Entitlement | \$ | % Full Subscription, Fully Diluted |
|---------------|---------------------------|-------------------------|--------------------|-------------------|------------------------|---------|------------------------------------|
| Allan Kelly | 22,261,677 ^{1,2} | 25,814,431 ² | 581,396 | 22,261,677 | 22,261,677 | 178,093 | 11.08% |
| Marion Bush | 595,000 | 3,877,500 ³ | 465,117 | 595,000 | 595,000 | 4,760 | 0.73% |
| Terry Gadenne | 680,000 ^{1,4} | 4,100,000 ⁴ | Nil | 680,000 | 680,000 | 5,440 | 0.73% |

Notes:

1. Assumes the Director Shares have been issued prior to the Record Date and fully diluted capital structure of 841,131,811 Shares.
2. Comprised of:
 - (a) 6,033,413 shares held by XGS Pty Ltd <Hensman Investments A/C> and 7,894,931 Shares held by Allorah Pty Ltd <Kelly S/F A/C>;
 - (b) 8,333,333 New Shares to be issued subject to receipt of Shareholder approval. Further details are set out in Section 2;
 - (c) 2,000,000 Options exercisable at \$0.031 each on or before 8 November 2027 held directly by Mr Kelly;

- (d) 1,000,000 Options exercisable at \$0.20 each on or before 26 June 2025 held indirectly by XGS Pty Ltd < Hensman Investments A/C> >;
 - (e) 500,000 Options exercisable at \$0.27 each on or before 3 November 2025 held indirectly by XGS Pty Ltd < Hensman Investments A/C> >;
 - (f) 2,797,725 listed Options (ASX: M2RO) exercisable at \$0.25 each on or before 18 July 2024 held by Allorah Pty Ltd <Kelly S/F A/C>;
 - (g) 2,850,040 listed Options (ASX: M2RO) exercisable at \$0.25 each on or before 18 July 2024 held by XGS Pty Ltd < Hensman Investments A/C> >; and
 - (h) 16,666,666 New Options to be issued subject to receipt of Shareholder approval. Further details are set out in Section 2.
3. Comprised of:
- (a) 377,500 listed Options (ASX: M2RO) exercisable at \$0.25 each on or before 18 July 2024;
 - (b) 1,000,000 Options exercisable at \$0.20 each on or before 26 June 2025;
 - (c) 500,000 Options exercisable at \$0.27 each on or before 3 November 2025; and
 - (d) 2,000,000 Options exercisable at \$0.031 each expiring on or before 8 November 2027.
4. Comprised of:
- (a) 200,000 New Shares to be issued subject to receipt of Shareholder approval. Further details are set out in Section 2;
 - (b) 200,000 listed Options (ASX: M2RO) exercisable at \$0.25 each on or before 18 July 2024;
 - (c) 1,000,000 Options exercisable at \$0.20 each on or before 26 June 2025;
 - (d) 500,000 Options exercisable at \$0.27 each on or before 3 November 2025;
 - (e) 2,000,000 Options exercisable at \$0.031 each expiring on or before 8 November 2027; and
 - (f) 400,000 New Options to be issued subject to receipt of Shareholder approval. Further details are set out in Section 2.

The Board recommends all Shareholders take up their Entitlements. The Directors reserve the right to take up their respective Entitlement in whole or in part at their discretion.

1.5 Details of Substantial Holders

Based on the Company's records as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

| Shareholder | Shares | % |
|---|------------|-------|
| XGS Pty Ltd < Hensman Investments A/C> | 22,261,677 | 10.96 |
| Faraday Nominees Pty Limited & Lesamourai Pty Ltd | 10,900,000 | 5.36 |

Notes:

1. XGS Pty Ltd is a company owned by Allan Kelly. Further details of Mr Kelly's holdings are set out in Section 1.4.

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offers.

1.6 Lead Manager

Cadmon has been appointed as the lead manager of the Entitlement Offer. Terms of the lead manager mandate and total fees payable are set out in Section 7.4.1 below.

1.7 Effect on Control

Based on current shareholding and Entitlements of Shareholders (including substantial Shareholders) as at the date of this Prospectus, regardless of the amount raised under the Entitlement Offer, no Shareholder will increase their holding, to an amount in excess of 19.9% through applying for their Entitlements. The maximum increase is to 19.75% by XGS Pty Ltd <Hensman Investments A/C> if it is the only Shareholder to subscribe under the Entitlement Offer.

Further as set out in Section 3.7, on the basis of the allocation policy, no person will acquire, through participation in the Shortfall Offer a holding of Shares of, or increase their holding to, an amount in excess of 19.9% of all the Shares on issue on completion of the Entitlement Offer.

Further there will be no change to any Shareholder's voting power as a result of the issue of the New Options. Where New Options are exercised into Shares, the voting power of the Shareholders who exercise the New Options will increase. The likelihood of New Options being exercised is dependent on the price of Shares from time to time until the New Options expire.

1.8 Potential dilution on non-participating Shareholders

In addition to potential control impacts set out in Section 1.7, Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 50% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

No immediate dilution will occur as a result of the issue of New Options under this Prospectus. However subsequent exercise of any or all of the New Options will result in dilution. Assuming all New Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Entitlement Offer, are likely to be diluted by an aggregate of approximately 66.4% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

For illustrative purposes, the table below shows how the dilution may impact the holdings of Shareholders:

| Holder | Holding as at Record date | % at Record Date | Entitlements under the Entitlement Offer | Holdings if the Entitlement Offer is not taken Up | % post Entitlement Offer |
|---------------|---------------------------|------------------|--|---|--------------------------|
| Shareholder 1 | 10,000,000 | 4.92% | 10,000,000 | 10,000,000 | 2.46% |
| Shareholder 2 | 5,000,000 | 2.46% | 5,000,000 | 5,000,000 | 1.23% |
| Shareholder 3 | 1,500,000 | 0.74% | 1,500,000 | 1,500,000 | 0.37% |
| Shareholder 4 | 400,000 | 0.20% | 400,000 | 400,000 | 0.10% |
| Shareholder 5 | 50,000 | 0.02% | 50,000 | 50,000 | 0.01% |
| Total | 203,198,611 | | 203,198,611 | | 406,397,222 |

Notes:

- For personal use only
1. This is based on a share capital of 203,198,611 Shares as at the date of the Prospectus and assumes no Options currently on issue or other Shares are issued including New Options or Performance Rights are exercised.
 2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

2. BACKGROUND TO THE NEW OPTIONS OFFER

On 4 April 2024, the Company announced it had received firm commitments from new and existing sophisticated investors to raise approximately \$546,600 (before costs) through a placement of 45,550,719 Shares at an issue price of \$0.012 per Share (**Placement**). Participants in the Placement would also receive two free attaching New Option for every one Share subscribed for and issued.

The Placement comprised of two tranches:

- (a) 37,217,386 Shares issued by the Company on 10 April 2024 pursuant to its placement capacity under Listing Rule 7.1 and 7.1A. The issue of the 74,434,772 free attaching New Options is conditional on receipt of shareholder approval for the purposes of Listing Rule 7.1 (to be sought at the general meeting); and
- (b) 8,333,333 Shares and 16,666,666 free attaching New Options to be issued to Allan Kelly (Executive Chair).

On 21 May 2024, the Company announced that Terry Gadenne (Non-Executive Director) provided firm commitments of \$2,400 in the Placement, being 200,000 Shares and 400,000 free attaching New Options.

The 8,533,333 Shares to be issued to Mr Kelly and Mr Gadenne are together referred to as the **Director Shares**. The issue of the Director Shares and 17,066,666 free attaching New Options are conditional on receipt of Shareholder approval for the purposes of Listing rule 10.11 (to be sought at the General Meeting).

The Company entered a lead manager mandate with Cadmon Advisory Pty Ltd (**Cadmon**) (ACN 616 484 756) (Cadmon is a corporate authorised representative (CAR No. 1253390) of Newport Private Wealth Pty Ltd (AFSL No. 451 820)). A summary of the lead manager mandate is set out in Section 7.4.1.

3. DETAILS OF THE OFFERS

3.1 The Entitlement Offer

The Entitlement Offer is being made as a pro-rata non-renounceable entitlement issue of one Share for every one Share held by Shareholders registered at the Record Date at an issue price of \$0.008 per Share together with one New Option for every one Share subscribed for and issued. Fractional entitlements will be rounded down to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, (assuming the Director Shares and Wireline Shares are issued prior to the Record Date and no other Shares are issued including on exercise or conversion of Securities on issue) approximately 203,198,611 Shares and 203,198,611 New Options may be issued under the Entitlement Offer to raise up to \$1,625,589. No funds will be raised from the issue of the New Options.

As at the date of this Prospectus the Company has 95,496,076 Options on issue all of which may be exercised prior to the Record Date in order to participate in the Entitlement Offer. Please refer to Section 5.2 for information on the exercise price and expiry date of the Options on issue.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.1 for further information regarding the rights and liabilities attaching to the Shares. The New

Options will be exercisable at \$0.018 on or before the date that is three years from the issue date and otherwise on the terms set out in Section 5.2.

The purpose of the Entitlement Offer and the intended use of funds raised are set out in Section 4.

3.2 New Options Offer

This Prospectus also includes an offer of up to 134,993,389 New Options to be issued to participants in the Placement (including Mr Kelly and Mr Gadenne) and Cadmon for lead manager services.

The issue of up to 125,812,043 New Options under the New Options Offer is conditional on receipt of Shareholder approval for the purposes of Listing Rule 7.1 and 10.11 (to be sought at the General Meeting). Accordingly, if Shareholder approval is not received the Company will not issue 125,812,043 New Options. The remaining 9,181,346 New Options will be issued under the Company's Listing Rule 7.1 capacity.

No funds will be raised from the issue of New Options (other than funds received on exercise of the New Options) pursuant to the New Options Offer.

Only participants in the Placement and Cadmon will be eligible to apply for the New Options under the New Options Offer. Accordingly, an Application Form for the New Options Offer will be provided by the Company to the Placement participants and Cadmon only.

3.3 What Eligible Shareholders may do

The number of Securities to which Eligible Shareholders are entitled to apply for under the Entitlement Offer is shown on the personalised Entitlement and Acceptance Form which accompanies this Prospectus and can be accessed at <https://investor.automic.com.au>. Eligible Shareholders may choose any of the options set out in the table below.

| Option | Key Considerations | For more information |
|--|--|------------------------------|
| Take up all of your Entitlement | <ul style="list-style-type: none">• Should you wish to accept all of your Entitlement, then your application for Securities under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which accompanies this Prospectus and can be accessed at https://investor.automic.com.au. Please read the instructions carefully.• Payment can be made by the methods set out in Section 3.4. As set out in Section 3.4, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form. | Section 3.4 and Section 3.5. |

| Option | Key Considerations | For more information |
|--|--|-----------------------------|
| Take up all of your Entitlement and also apply for Shortfall Securities | <ul style="list-style-type: none"> Should you wish to accept all of your Entitlement and apply for Shortfall Securities, then your application for your Entitlement and additional Shortfall Securities under this Prospectus must be made by following the instructions on your personalised Entitlement and Acceptance Form which accompanies this Prospectus and can be accessed at https://investor.automic.com.au. Please read the instructions carefully. Payment can be made by the methods set out in Section 3.4. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities is at the Company's absolute discretion as per the allocation policy set out in Section 3.7. Accordingly, your application for additional Shortfall Securities may be scaled-back. The Company's decision on the number of Shortfall Securities to be allocated to you will be final. | Sections 3.4, 3.5 and 3.7. |
| Take up a proportion of your Entitlement and allow the balance to lapse | <ul style="list-style-type: none"> If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus and can be accessed at https://investor.automic.com.au for the number of Securities you wish to take up and making payment using the methods set out in Section 3.4 below. As set out in Section 3.4, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form. | Section 3.4 and Section 3.5 |
| Allow all or part of your Entitlement to lapse | <ul style="list-style-type: none"> If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Entitlement Offer to you will lapse. | N/A |

The Entitlement Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

3.4 Payment options

(a) **By BPAY®**

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00pm (WST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.

Guidance where you have more than one CRN (Shareholding of Shares)

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. **Do not use the same CRN for more than one of your Shareholdings.** This can result in your Application monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any Application in respect of your remaining Shareholdings will not be valid).

(b) **By Electronic Funds Transfer (overseas applicants)**

For payment by Electronic Funds Transfer (EFT) for overseas Eligible Shareholders, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- (i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall

Securities (if any) under the Shortfall Offer, to the extent of the excess.

(c) **No payment by Cheque**

Payment by cheque or cash will not be accepted.

3.5 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® or EFT will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® or EFT payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

3.6 Minimum subscription

There is no minimum subscription.

3.7 Shortfall Offer

Any Entitlement not taken up pursuant to the Entitlement Offer will form the Shortfall Offer (**Shortfall Securities**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share (with one New Option for every one Share subscribed for and issued) to be issued under the Shortfall Offer shall be \$0.008 being the price at which Shares have been offered under the Entitlement Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Shares proposed to be issued under the Entitlement Offer.

Eligible Shareholders who wish to subscribe for Securities above their Entitlement are invited to apply for Shortfall Securities under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Securities in accordance with Sections 3.4.

The Board presently intends to allocate Shortfall Securities as follows:

- (a) to Eligible Shareholders who apply for an excess of their full Entitlement, so long as the issue of Shortfall Securities to that Eligible Shareholder would not take their voting power to in excess of 19.99%; and then
- (b) to other parties identified by the Directors, which may include parties who are not currently Shareholders.

No Shares will be issued to a party under the Shortfall Offer if the effect would be to increase that party's voting power in the Company to an amount greater than 19.99%.

The Company reserves the right to issue an Eligible Shareholder a lesser number of Shortfall Securities than applied for or no Shortfall Securities at all. However, the Directors do not intend to refuse an application for Shortfall Securities from Eligible Shareholders other than in circumstances of oversubscription or where acceptance may result in a breach of the Corporations Act. If the number of Shortfall Securities applied for by Eligible Shareholders exceeds the total Shortfall, the Shortfall Securities will be allocated among applying Eligible Shareholders proportionate to their existing holdings.

All decisions regarding the allocation of Shortfall Securities will be made by the Directors and will be final and binding on all applicants under the Shortfall Offer; as such there is no guarantee that any Shortfall Securities applied for will be issued to Eligible Shareholders.

will be made by the Directors and will be final and binding on all applicants under the Shortfall Offer; as such there is no guarantee that any Shortfall Securities applied for will be issued to Eligible Shareholders.

The Company will have no liability to any Applicant who receives less than the number of Shortfall Securities they applied for under the Shortfall Offer. If the Company scales back any applications for Shortfall Securities under the Shortfall Offer any Application monies will be returned (without interest) as soon as practicable.

3.8 ASX listing

Application for Official Quotation of the Securities offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

Application for Official Quotation of the New Options offered pursuant to this Prospectus will also be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the New Options offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any of the Securities offered under this Prospectus and all application monies will be returned.

The fact that ASX may grant Official Quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities now offered for subscription.

3.9 Issue of Securities

Securities issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1. The Securities issued pursuant to the New Option Offer and the Shortfall Offer will be issued on a progressive basis.

Where the number of Securities issued is less than the number applied for under the Shortfall Offer, or where no issue is made surplus Application monies will be

refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all Application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Securities issued under the Offers will be mailed as soon as practicable after the issue of Securities and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

3.10 Overseas shareholders

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offers is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

New Zealand

The Securities are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

4. PURPOSE AND EFFECT OF THE OFFERS

4.1 Purpose of the offers

The purpose of the Entitlement Offer is to raise up to \$1,625,589 before costs. The purpose of the New Options Offer is to remove any trading restrictions that may otherwise attach to the New Options by virtue of section 707 of the Corporations Act and to facilitate the secondary trading of the Shares to be issued upon exercise of the New Options issued to the Placement participants and Cadmon (or their nominee/s).

The funds raised from the Entitlement Offer are intended to be applied in accordance with the table set out below:

| Item | Proceeds of the Entitlement Offer | Full Subscription (\$) | % |
|------|-------------------------------------|------------------------|------------|
| 1. | Whaleshark project exploration | 50,000 | 3.1 |
| 2. | Bangemall project exploration | 500,000 | 30.8 |
| 3. | Gidji JV exploration | 500,000 | 30.8 |
| 4. | Other projects | 50,000 | 3.1 |
| 5. | Working capital | 365,589 | 22.5 |
| 6. | Expenses of the Offers ¹ | 160,000 | 9.8 |
| | Total | 1,625,589 | 100 |

Notes:

1. Refer to Section 7.8 for further details relating to the estimated expenses of the Offers.

On completion of the Entitlement Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives. In the event the Entitlement Offer is not fully subscribed, operational objectives are likely to be modified, which may result in delay or substantial changes to the Company's future plans. In this event (and after accounting for associated Entitlement Offer costs) it is likely that the Company will reconsider the exploration work programs outlined above.

In addition, it should be noted that the Company's budgets and forecasts will be subject to modification on an ongoing basis depending on the results achieved from its business activities and operations.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

4.2 Effect of the Offers

The principal effect of the Offers, assuming all Entitlements are accepted, all New Options under the New Options Offer are issued and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, will be to:

- increase the cash reserves by \$1,465,589 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer;
- increase the number of Shares on issue from 203,198,611 (assuming the Director Shares and Wireline Shares have been issued prior to the Record Date) to 406,397,222 Shares;
- increase the number of Options on issue from 95,496,076 as at the date of this Prospectus to 433,688,076 Options;
- increase Options on issue as at the date of issue of the New Options after the close of the Offers from 95,496,076 to 373,942,000; and

- (d) to remove any trading restrictions that may otherwise attach to the New Options by virtue of section 707 of the Corporations Act and to facilitate the secondary trading of the Shares to be issued upon exercise of the New Options issued to the Placement participants and Cadmon (or their nominee/s).

4.3 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all Entitlements are accepted and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, is set out below.

Shares

| | Number |
|---|--------------------|
| Shares currently on issue ² | 203,198,611 |
| Shares offered pursuant to the Entitlement Offer | 203,198,611 |
| Shares offered pursuant to the New Options Offer | Nil |
| Total Shares on issue after completion of the Offers | 406,397,222 |

Notes:

- Terms of the Shares are set out in Section 5.1.
- Assumes that the Company has received Shareholder approval at the General Meeting and issued the Director Shares and Wireline Shares.

Options²

| | Number |
|--|--------------------|
| Options currently on issue ¹ | 95,496,076 |
| Total Options on issue as at the date of this Prospectus | 95,496,076 |
| New Options to be issued pursuant to the Entitlement Offer | 203,198,611 |
| New Options to be issued under the New Options Offer | 134,993,389 |
| Total Options on issue after completion of the Offers³ | 373,942,000 |

Notes:

- Comprising of:
 - 25,000,000 Options exercisable at \$0.08 on or before 16 August 2026;
 - 1,500,000 Options exercisable at \$0.27 on or before 3 November 2025;
 - 3,000,000 Options exercisable at \$0.20 on or before 26 June 2025;
 - 250,000 Options exercisable at \$0.07 on or before 15 June 2025;
 - 59,746,076 listed Options (ASX: **M2RO**) exercisable at \$0.25 on or before 18 July 2024; and
 - 6,000,000 Options exercisable at \$0.03 on or before 8 November 2027.
- Terms of the New Options are set out in Section 5.2.
- 59,746,076 M2RO are set out to expire prior to the completion of the Offers.

Performance Rights

| | Number |
|---|------------------|
| Performance Rights currently on issue | 1,046,513 |
| Performance Rights offered pursuant to the Offers | Nil |
| Total Performance Rights on issue after completion of the Offers | 1,046,513 |

Notes:

1. Refer to schedule 2 of the notice of annual general meeting dated 30 September 2022 for the full terms and conditions of the Performance Rights.

The capital structure on a fully diluted basis as at the date of this Prospectus (assuming the Director Shares and Wireline Shares have been issued prior to the Record Date) would be 299,741,200 Shares and on completion of the Offers (assuming all Entitlements are accepted, all New Options are issued under the New Options Offer and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) would be 841,131,811 Shares.

No Shares, Options or Performance Rights on issue are subject to escrow restrictions, either voluntary or ASX imposed.

4.4 Pro-forma balance sheet

The unaudited balance sheet as at 31 May 2024 and the unaudited pro-forma balance sheet as at 31 May 2024 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Options or convertible securities are exercised prior to the Record Date and including expenses of the Offers.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

| | UNAUDITED 31 May 2024 | PROFORMA Full Subscription |
|---|--------------------------|-------------------------------|
| | \$ | \$ |
| CURRENT ASSETS | | |
| CURRENT ASSETS | | |
| Cash | 491,026 | 1,963,074 |
| Trade and other receivables ^{1(c)} | 231,453 | 74,119 |
| Other current assets | 42,373 | 42,373 |
| TOTAL CURRENT ASSETS | 764,852 | 2,079,566 |
| | | |
| NON-CURRENT ASSETS | | |

| | UNAUDITED 31 May 2024 | PROFORMA Full Subscription |
|--|--------------------------|-------------------------------|
| | \$ | \$ |
| Other receivables | 57,485 | 57,485 |
| Property, plant and equipment | 80,338 | 80,338 |
| Rights of use assets | 22,057 | 22,057 |
| Capitalised exploration and evaluation expenditure | 8,859,276 | 8,859,276 |
| TOTAL NON-CURRENT ASSETS | 9,019,156 | 9,019,156 |
| | | |
| TOTAL ASSETS | 9,784,008 | 11,098,722 |
| | | |
| CURRENT LIABILITIES | | |
| Trade and other payables ^{1(b)} | 433,805 | 339,443 |
| Provisions | 34,468 | 34,468 |
| Lease liability | 16,852 | 16,852 |
| TOTAL CURRENT LIABILITIES | 485,125 | 390,763 |
| | | |
| Lease liability | 5,739 | 5,739 |
| TOTAL NON-CURRENT LIABILITIES | 5,739 | 5,739 |
| TOTAL LIABILITIES | 490,864 | 396,502 |
| | | |
| NET ASSETS (LIABILITIES) | 9,293,144 | 10,702,220 |
| | | |
| EQUITY | | |
| Issued capital ¹ | 13,047,907 | 14,704,114 |
| Reserve | 431,206 | 431,206 |
| Accumulated losses ² | (4,185,969) | (4,433,100) |
| TOTAL EQUITY | 9,293,144 | 10,702,220 |

Notes:

1. The following pro forma transactions are yet to occur, but are proposed to occur immediately before or following completion of the Rights Issue:
 - (a) the issue of 8,533,333 Shares at \$0.012 per Share subject to shareholder approval to Company Directors, Mr Allan Kelly and Mr Terry Gadenne, to raise \$102,400, and the payment of associated fees under Placement (T2);
 - (b) the issue of up to Shares for up to \$100,000 as settlement of Wireline invoice subject to shareholder approval;

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- (c) \$157,334 grant receivable under the Exploration Incentive Scheme;
 - (d) the issue of 203,198,611 Shares at \$0.008 per Share pursuant to the Rights Issue; and
 - (e) the payment of cash costs related to the Rights Issue.
2. Total expenses of \$89,797 was made between 1 to 20 June 2024.
 3. The figures do not include accounting adjustments. The audited figures may differ based on the adjustments

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. The Company's constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings), to the extent permitted under the Corporations Act, Listing Rules and applicable law.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

5.2 Terms of New Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the New Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each New Option will be \$0.018 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5 pm (WST) three years from the date of issue (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The New Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each New Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the New Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(k) **Change in exercise price**

An New Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

(l) **Transferability**

The New Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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6. RISK FACTORS

6.1 Introduction

The Securities offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

6.2 Company specific

| Risk Category | Risk |
|---|--|
| Potential for significant dilution | <p>In addition to potential control impacts set out in Section 1.8, Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 50% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).</p> <p>No immediate dilution will occur as a result of the issue of New Options under this Prospectus. However subsequent exercise of any or all of the New Options will result in dilution. Assuming all New Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Entitlement Offer, are likely to be diluted by an aggregate of approximately 66.4% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).</p> <p>It is not possible to predict what the value of the Company, a Share or an Option will be following the completion of the Entitlement Offer being implemented and the Directors do not make any representation as to</p> |

| Risk Category | Risk |
|--|--|
| | <p>such matters.</p> <p>The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.009 is not a reliable indicator as to the potential trading price of Shares after implementation of the Entitlement Offer.</p> |
| Control risk | <p>XGS Pty Ltd <Hensman Investments A/C> (XGS) is currently the largest Shareholder of the Company and has a relevant interest in approximately 10.96% of the Shares in the Company. Assuming XGS takes up its full Entitlement and no other Shareholders accept their entitlements, XGS's voting power in the Company could be as high as 19.75%.</p> <p>XGS's significant interest in the capital of the Company means that it is in a position to potentially influence the financial decisions of the Company, and its interests may not align with those of all other Shareholders.</p> |
| Additional requirements for capital | <p>The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Entitlement Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p> |
| Going Concern | <p>The Company's financial report for the half-year ended 31 December 2023 (Financial Report) notes that the Company recorded a loss of \$1,261,516 for the half year ended 31 December 2023 and had a net cash outflow from operating and investing activities of \$1,387,894 for the half year ended 31 December 2023. The Company had cash and cash equivalents at 31 December 2023 of \$503,921 and has a net current assets of \$605,223.</p> <p>The Financial Report further notes that the Company's cash flow forecast for the period 1 February 2024 to 30 June 2025 reflects that the Company will need to raise additional working capital during the quarter ending 31 March 2024 to enable the Company to meet its current committed exploration and administration expenditure.</p> <p>Notwithstanding the 'going concern' qualification included in the Financial Report, the Directors are satisfied that they will be able to raise additional working capital as required and thus it is appropriate to prepare the financial statements on a going concern basis. In arriving at this position, the Directors have considered the following pertinent matters:</p> <p>(a) the planned exploration expenditure is staged, and expenditure may or may not be spent</p> |

| Risk Category | Risk |
|---------------------------|--|
| | <p>depending on the result of the prior exploration stage; and</p> <p>(b) the Directors are satisfied that they will be able to raise additional funds by either an equity raising and/or implementation of joint ventures agreements to fund ongoing exploration commitments and for working capital.</p> <p>Whilst the Directors are satisfied that they will be able to raise additional working capital as required, in the event that the Company is not successful in managing the discretionary expenditure as well as in raising additional funds, there exists a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern and realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.</p> |
| Climate Risk | <p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <p>(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and</p> <p>(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.</p> |
| Related Party Risk | <p>The Company has a number of key contractual relationships with related parties. If these relationships breakdown and the related party agreements are terminated, there is a risk that the Company may not be able to find a satisfactory replacement.</p> |

| Risk Category | Risk |
|----------------------------|--|
| | <p>Further, the operations of the Company will require involvement of related parties and other third parties including suppliers and manufacturers. With respect to these persons and despite applying best practice in terms of pre-contracting due diligence, the Company is unable to completely avoid the risk of:</p> <ul style="list-style-type: none"> (a) financial failure or default by a participant in any agreement to which the Company may become a party; and/or (b) insolvency, default on performance or delivery by any operators, contractors or service providers. <p>There is also a risk that where the Company has engaged a contractor who is a related party, the contract between the contractor and the Company may terminate for reasons outside of the control of the Company. This may then result in the termination of the contract between the Company and the contractor and the impact the Company's position, performance, and reputation.</p> |
| Equipment | The operations of the Company could be adversely affected if essential equipment and/or processing fails. |
| Exploration Costs | The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability. |
| Exploration success | <p>The Company's exploration licences (Tenements) are at various stages of exploration, and potential investors should understand that mineral exploration and development are speculative and high-risk undertakings that may be impeded by circumstances and factors beyond the control of the Company. Success in this process involves, among other things:</p> <ul style="list-style-type: none"> (a) discovery and proving-up, or acquiring, an economically recoverable resource or reserve; (b) access to adequate capital throughout the acquisition/discovery and project development phases; (c) securing and maintaining title to mineral exploration projects; (d) obtaining required development consents and |

| Risk Category | Risk |
|-----------------------------|--|
| | <p>approvals necessary for the acquisition, mineral exploration, development and production phases; and</p> <p>(e) accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.</p> <p>There can be no assurance that exploration of the Tenements, or any other exploration properties that may be acquired in the future, will result in the discovery of an economic mineral resource. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p> <p>There is no assurance that exploration or project studies by the Company will result in the definition of an economically viable mineral deposit or that the exploration tonnage estimates and conceptual project developments discussed in this Prospectus are able to be achieved.</p> <p>The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process and Aboriginal heritage factors, changing government regulations and many other factors beyond the control of the Company.</p> |
| <p>Joint Venture</p> | <p>The Company is subject to the risk that changes in the status of any of the Company's joint ventures may adversely affect the operations and performance of the Company.</p> <p>There is also a risk of financial failure or default under the joint venture arrangements by a participant in any joint venture to which the Company is, or may become, a party. Any withdrawal by a joint venture party or any issues with their ability to perform the obligations due under the joint venture arrangements could have a material adverse impact on the financial position of the Company. There is also the risk of disputes arising with the Company's joint venture partners, the resolution of which could lead to delays in the Company's proposed development activities or financial loss.</p> |

6.3 Industry specific

| Risk Category | Risk |
|----------------------|--|
| Environmental | <p>The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.</p> <p>Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.</p> <p>The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.</p> <p>Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programs or mining activities.</p> |
| Exploration | <p>The mineral tenements of the Company are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.</p> <p>There can be no assurance that exploration of these tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p> <p>The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.</p> |

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| Risk Category | Risk |
|---------------------------------------|--|
| | <p>The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its Tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Tenements, a reduction in the case reserves of the Company and possible relinquishment of the Tenements.</p> <p>The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.</p> |
| Mine development | <p>Possible future development of a mining operation at any of the Company's Projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.</p> <p>If the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement of hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its Projects.</p> <p>The risks associated with the development of a mine will be considered in full should the Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.</p> |
| Occupational health and safety | <p>The Company is committed to providing a healthy and safe environment for its personnel, contractors and visitors. Mining activities have inherent risks and hazards. The Company provides appropriate instructions, equipment, preventative measures, first aid information and training to all stakeholders through its occupational, health and safety management systems.</p> |

| Risk Category | Risk |
|---|--|
| <p>Operational</p> | <p>The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, insufficient or unreliable infrastructure such as power, water and transport, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.</p> <p>In the event that any of these potential risks eventuate, the Company's operational and financial performance may be adversely affected. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.</p> |
| <p>Resource and reserves and exploration targets</p> | <p>The Company does not presently have any JORC Code compliant resources on the Tenements in which it is earning an interest. The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data, however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploration works with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted.</p> <p>Reserve and resource estimates are expressions of judgement based on knowledge, experience, and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.</p> |
| <p>Failure to satisfy Expenditure Commitments</p> | <p>Interests in tenements in Western Australia are governed by the mining acts and regulations that are current in Western Australia and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.</p> |

6.4 General risks

| Risk Category | Risk |
|--------------------------|---|
| Economic | General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities. |
| Market conditions | <p>Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. <p>The market price of New Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p> |
| Litigation risks | The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation. |
| Dividends | Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company. |
| Taxation | The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the |

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| Risk Category | Risk |
|---|---|
| | <p>consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for New Shares under this Prospectus.</p> |
| <p>Reliance on key personnel</p> | <p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p> |
| <p>Economic conditions and other global or national issues</p> | <p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p> |
| <p>Future funding requirements and the ability to access debt and equity markets</p> | <p>The funds raised under the Entitlement Offer is considered sufficient to meet the exploration and evaluation objectives of the Company. Additional funding may be required in the event exploration costs exceed the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur, additional financing will be required.</p> <p>In addition, should the Company consider that its exploration results justify commencement of production on any of its Projects, additional funding will be required to implement the Company's development plans, the quantum of which remain unknown at the date of this Prospectus.</p> <p>The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means.</p> <p>Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or</p> |

| Risk Category | Risk |
|---|--|
| | <p>production on the Company's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.</p> |
| <p>Retention of key business relationships</p> | <p>The Company relies significantly on strategic relationships with other entities, as well as the State and Federal Governments of Australia and the communities surrounding its operations. Maintaining good relationships with regulatory and governmental departments, partners, customers and third parties to provide essential contracting services is essential. There can be no assurance that its existing relationships will continue to be maintained or that new ones will be successfully formed, and the Company could be materially adversely affected by changes to such relationships or difficulties in forming new ones.</p> |
| <p>Unforeseen expenses</p> | <p>The proposed expenditure on the projects may be adversely affected by any unforeseen expenses which arise in the future, and which have not been considered in this Prospectus. While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were incurred, the expenditure proposals of the Company may be adversely affected.</p> |
| <p>Government policy changes</p> | <p>Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Western Australia may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.</p> |
| <p>Regulatory</p> | <p>The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and Aboriginal heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.</p> <p>While the Company believes that it will operate in substantial compliance with all material current laws and regulations affecting its activities, future changes in applicable laws, regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse</p> |

| Risk Category | Risk |
|--|--|
| | <p>impact on the Company's current operations or planned activities.</p> <p>Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Tenements.</p> |
| <p>Commodity price volatility and exchange rate</p> | <p>If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.</p> <p>Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.</p> |
| <p>Force majeure</p> | <p>The Company's existing projects or projects acquired in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.</p> |

6.5 Speculative investment

The risk factors described above, and other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Securities offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Securities.

Before deciding whether to subscribe for Securities under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

7. ADDITIONAL INFORMATION

7.1 Litigation

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

7.2 Continuous disclosure obligations

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

| Date | Description of Announcement |
|--------------|---|
| 19 June 2024 | Gold and Critical Minerals Exploration Presentation |
| 19 June 2024 | Magnetite Exploration Target Outlined in Whaleshark |
| 18 June 2024 | Notification of Expiry of Quoted Options |
| 18 June 2024 | Gold Coast Investment Showcase Presentation |

| Date | Description of Announcement |
|---------------|--|
| 4 June 2024 | AMEC Investor Presentation |
| 30 May 2024 | Update - Proposed issue of securities - M2R |
| 28 May 2024 | Approval Received for Trouble Bore Drilling |
| 22 May 2024 | Notice of General Meeting - Update |
| 21 May 2024 | Proposed issue of securities - M2R |
| 21 May 2024 | Notice of General Meeting - Jun 2024 |
| 20 May 2024 | Option to Acquire Strategic Eastern Goldfields Tenement |
| 16 May 2024 | High Priority Bedrock Gold Target Identified - Amended |
| 16 May 2024 | JMEI 2023 Entitlement Statements |
| 16 May 2024 | 2023 R&D Refund Received |
| 16 May 2024 | High Priority Bedrock Gold Target Identified at Gidji JV |
| 7 May 2024 | Sydney RIU Conference Update |
| 3 May 2024 | Gidji JV Exploration Update - Amended |
| 3 May 2024 | Gidji JV Exploration Update |
| 29 April 2024 | Miramar secures EIS funding for Bangemall Drilling |
| 26 April 2024 | Quarterly Activities & Cashflow Report |
| 22 April 2024 | Goldfields Exploration Update |
| 18 April 2024 | Becoming a substantial holder (Franca) |
| 18 April 2024 | Change of Substantial Holder's Notice (Faraday) |
| 12 April 2024 | Becoming a substantial holder (Hanlon) |
| 11 April 2024 | Change of Substantial Holder's Notice (XGS) |
| 10 April 2024 | Investor Update |
| 10 April 2024 | Updated Capital Structure & Cleansing Notice |
| 10 April 2024 | Application for quotation of securities - M2R |
| 9 April 2024 | Gold & Nickel Exploration Update |
| 4 April 2024 | Proposed issue of securities - M2R |
| 4 April 2024 | Proposed issue of securities - M2R |
| 4 April 2024 | Capital Raising to Progress Bangemall Exploration & Drilling |
| 2 April 2024 | Trading Halt |
| 19 March 2024 | Bangemall Ground EM Surveys Outline Multiple Drill Targets |
| 8 March 2024 | Half-Year Financial Report |
| 7 March 2024 | Notification of cessation of securities - M2R |

| Date | Description of Announcement |
|-------------------|---|
| 6 March 2024 | Change of Director's Interest Notice (AK) |
| 6 March 2024 | Strong EM Conductors Identified at Mt Vernon Project |
| 29 February 2024 | Change of Director's Interest Notice (AK) |
| 22 February 2024 | Bangemall Ni-Cu-PGE Exploration Update |
| 13 February 2024 | Investor Presentation - Feb 2024 |
| 13 February 2024 | Multiple EM Conductors Outlined at Mt Vernon |
| 8 February 2024 | Multiple Large Uranium Targets Identified in Bangemall |
| 5 February 2024 | Bangemall Exploration Update |
| 25 January 2024 | Quarterly Activities & Cash Flow Report |
| 15 January 2024 | Ground EM Survey Underway at Mt Vernon |
| 2 January 2024 | Tenement Grant Expands Bangemall Project |
| 19 December 2023 | Investor Presentation |
| 19 December 2023 | Large Scale Magnetite Iron Opportunities at Whaleshark |
| 7 December 2023 | Miramar Acquires Uranium & Copper Prospects in Gascoyne |
| 9 November 2023 | Change of Directors' Interest Notices (AK, MB, TG) |
| 9 November 2023 | Notification regarding unquoted securities - M2R |
| 9 November 2023 | AGM Results |
| 9 November 2023 | AGM Presentation |
| 31 October 2023 | IMARC Investor Presentation |
| 30 October 2023 | Quarterly Cash flow Report |
| 30 October 2023 | Quarterly Activities Report |
| 20 October 2023 | Whaleshark IOCG Exploration Update |
| 16 October 2023 | Updated Top 20 Shareholder List |
| 10 October 2023 | Notification of cessation of securities - M2R |
| 3 October 2023 | Date change for AGM & Updated Notice of AGM |
| 3 October 2023 | Notice of Annual General Meeting/Proxy Form |
| 29 September 2023 | Date of AGM & Director Nomination |
| 18 September 2023 | Appendix 4G & 2023 Corporate Governance Statement |
| 18 September 2023 | 2023 Annual Report |

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website www.miramarresources.com.au.

7.3 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, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

| | (\$) | Date |
|---------|---------|--------------|
| Highest | \$0.025 | 9 April 2024 |
| Lowest | \$0.009 | 19 June 2024 |
| Last | \$0.009 | 20 June 2024 |

7.4 Material Contracts

7.4.1 Lead Manager Mandate

The Company has signed a mandate letter to engage Cadmon to act as lead manager of the Entitlement Offer and Placement (**Lead Manager Mandate**), the material terms and conditions of which are summarised below:

| | |
|-------------|---|
| Fees | <p>Under the terms of this engagement, the Company will pay Cadmon:</p> <p>(a) 3% management fee and 3% selling fee on the gross proceeds raised under the Placement, Entitlement Offer and Shortfall Offer, payable in cash (plus GST); and</p> <p>(b) 20 New Options per dollar raised under the Placement, Entitlement Offer and Shortfall Offer with 34,310,605 New Options being subject to Shareholder approval (pursuant to Resolution 6 of the General Meeting) and the remaining 9,181,346 New Options to be issued pursuant to the Company's placement capacity under Listing Rule 7.1. For the avoidance of doubt these New Options are part of the New Options Offer.</p> |
|-------------|---|

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

7.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;

- (b) any property acquired or proposed to be acquired by the Company in connection with:
- (i) its formation or promotion; or
 - (ii) the Offers; or
- (c) the Offers,

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

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (i) the Offers.

Security holdings

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus, together with their respective Entitlement, is set in Section 1.4.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors.

| Director | Proposed remuneration for financial year ending 30 June 2024 | Remuneration for financial year ending 30 June 2023 |
|-----------------|---|--|
| Allan Kelly | \$320,513 ¹ | \$405,443 ⁴ |
| Marion Bush | \$169,528 ² | \$229,329 ⁵ |
| Terry Gadenne | \$30,000 ³ | \$54,067 ⁶ |

Notes:

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1. Comprising of \$288,750 salary & fees and \$31,763 superannuation.
 2. Comprising of \$152,728 salary & fees and \$16,800 superannuation.
 3. Comprising of \$27,027 salary & fees and \$2,973 superannuation.
 4. Comprising of \$288,750 salary & fees, \$24,388 Short-term other benefits (including car allowance and annual leave), \$7,400 D&O Insurance, \$29,046 superannuation and \$55,859 Options based payments.
 5. Comprising of \$152,728 salary & fees, \$5,145 short-term other benefits (including car allowance and annual leave), \$7,400 D&O insurance, \$16,036 superannuation and \$48,020 Options based payments.
 6. Comprising of \$27,149 salary & fees, \$5,145 short-term other benefits (including car allowance and annual leave), \$7,400 D&O insurance, \$2,851 superannuation and \$16,667 Options based payments.

7.6 Interests of experts and advisers

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

- (a) 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;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$25,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$135,656 (excluding GST and disbursements) for legal services provided to the Company.

Cadmon will be paid fees as set out in Section 7.4.1. During the 24 months preceding lodgement of this Prospectus with the ASIC, Cadmon has received \$44,797 (excluding GST) in fees from the Company for broking and corporate advisory services provided to the Company.

7.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus.

Cadmon has given its written consent to being named as lead manager to the Company in this Prospectus.

7.8 Expenses of the Offers

In the event that all Entitlements are accepted, the total expenses of the Offers are estimated to be approximately \$160,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

| | \$ |
|---------------------------|----------------|
| ASIC fees | 3,206 |
| ASX fees | 14,271 |
| Lead Manager fee | 97,535 |
| Legal fees | 25,000 |
| Printing and distribution | 7,000 |
| Miscellaneous | 12,988 |
| Total | 160,000 |

8. DIRECTORS' AUTHORISATION

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

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9. **GLOSSARY**

\$ means the lawful currency of the Commonwealth of Australia.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHES.

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Cadmon has the meaning given in Section 2.

Closing Date means the date specified in the timetable set out at Section 1 (unless extended).

Company means Miramar Resources Limited (ACN 635 359 965).

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

Corporations Act means the *Corporations Act 2001* (Cth).

CRN means Customer Reference Number in relation to BPAY®.

Directors means the directors of the Company as at the date of this Prospectus.

Director Shares has the meaning given in Section 2.

Eligible Shareholder means a Shareholder as at the Record Date who is eligible to participate in the Entitlement Offer .

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Entitlement Offer .

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

General Meeting means the general meeting of the Company to be held on 25 June 2024.

New Option means an Option issued on the terms set out in Section 5.2.

New Option Offer means the offer of New Options to Placement participants and Cadmon, subject to receipt of Shareholder approval at the General Meeting.

Notice of General Meeting means the notice of general meeting dated 22 May 2024.

Entitlement Offer means the non-renounceable entitlement issue the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at Section 1.

Section means a section of this Prospectus.

Securities means Shares, performance rights and/or Options as the context requires.

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

Shareholder means a holder of a Share.

Shortfall means the Securities not applied for under the Entitlement Offer (if any).

Shortfall Application Form means the Shortfall Offer application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall Securities on the terms and conditions set out in Section 3.7.

Shortfall Securities means those Securities not applied for under the Entitlement Offer (if any) and offered pursuant to the Shortfall Offer.

Wireline Shares means the number of Shares when multiplied by the issue price, will equal \$100,000 in consideration for geophysical surveying services provided by Wireline Services Group Pty Ltd, assumed to equal 8,578,348 Shares. Refer to resolution 7 of the Notice of General Meeting.

WST means Western Standard Time as observed in Perth, Western Australia.