



GTI Energy Limited

ACN 124 792 132

Entitlement Issue Prospectus

This Prospectus contains the following offers:

- (a) a pro-rata non-renounceable entitlement issue of one (1) New Share for every five (5) existing Shares held by those Shareholders registered at the Record Date at an issue price of \$0.0045 per New Share to raise up to \$2,294,952.38 (before costs), together with one (1) free attaching listed New Option for every three (3) New Shares subscribed for and issued (**Entitlement Issue Offer**);
- (b) an offer of 166,666,667 New Options to eligible sophisticated and institutional investors who participated in the Placement announced on 19 June 2024 (**Placement**), representing one (1) free attaching New Option for every three (3) Shares placed under the Placement (**Placement Options Offer**) with the issue of the Placement Options remaining subject to shareholder approval;
- (c) an offer of one (1) New Option for every four (4) listed GTRO Options owned on the record date at an issue price of \$0.0005 per New Option to raise up to \$57,798.39 (**Priority Option Offer**), with the issue of New Options under the Priority Option Issue subject to shareholder approval;
- (d) one (1) New Option for every three (3) Shares placed in the Placement and Entitlement Issue Offer to the Lead Manager (and or its nominee/s) issued at \$0.000001 per New Option (**Broker Offer**), with the issue of the New Options under the Broker Offer subject to shareholder approval; and
- (e) 40,000,000 New Options to the Lead Manager (and or their nominee/s) issued at \$0.000001 per New Option (**Lead Manager Offer**), with the issue of the New Options under the Lead Manager Offer subject to shareholder approval.

The Entitlement Issue Offer and the Priority Option Offer are partially underwritten to \$1,600,000 by CPS Capital Group Pty Ltd (ABN 73 088 055 636) (AFSL: 294848). Refer to Section 5.4 for details regarding the terms of the Underwriting Agreement.

The Lead Manager to the Entitlement Issue Offer, Placement and the Priority Option Issue is CPS Capital Group Pty Ltd (ABN 73 088 055 636) (AFSL: 294848). Refer to Section 5.5 for details regarding the terms of the Lead Manager Mandate.

The Entitlement Issue Offer, Placement Option Offer, Broker Offer and Lead Manager Offer close at 5:00pm (WST) on 9 September 2024. The Priority Option Offer closes at 5:00pm (WST) on 3 October 2024.

Important Notice

This is an important document and should be read in its entirety.

This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. If you have any queries about any part of the Prospectus, please contact your professional adviser without delay. The Securities offered by this Prospectus should be considered speculative.

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Corporate Directory

Directors

Bruce Lane
Executive Director

Matthew Hartmann
Executive Director

James Baughman
Non-Executive Director

Petar Tomasevic
Non-Executive Director

Simon Williamson
Non-Executive Director

Company Secretary

Matthew Foy

Registered Office and Principal Place of Business

333C Charles Street
North Perth WA 6006

Telephone: (08) 6285 1557
Email: info@gtienergy.au
Website: <https://www.gtienergy.au/>

ASX Code

GTR

Share Registry*

Automic Group
Level 5, 191 St Georges Terrace
Perth WA 6000

Solicitors

Nova Legal Pty Ltd
Level 2, 50 Kings Park Road
West Perth WA 6005

Auditor*

BDO Audit (WA) Pty Ltd
Level 9, Mia Yellagonga Tower 2
5 Spring St
Perth WA 6000

Underwriter

CPS Capital Group Pty Ltd
Level 41, 108 St Georges Tce
Perth WA 6000

Lead Manager

CPS Capital Group Pty Ltd
Level 41, 108 St Georges Tce
Perth WA 6000

** These entities are included for information purposes only and they have not been involved in the preparation of this Prospectus.*

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IMPORTANT INFORMATION

GENERAL

This Prospectus is dated 24 July 2024 and was lodged with ASIC on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus.

This Prospectus expires 13 months from the date it was lodged with ASIC. No Securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. An application will be made to ASX for the quotation of the Securities the subject of this Prospectus in accordance with the timetable set out at the commencement of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities or options to acquire continuously quoted 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 information that would be included in a prospectus for an initial public offering.

This document is important and it should be read in its entirety. The Securities to be issued pursuant to this Prospectus should be viewed as a speculative investment and Eligible Participants should refer to the Section 2 for details of certain risk factors which are considered to be relevant for the purposes of the Offers. Eligible Participants should consult their stockbroker, solicitor, accountant or other professional adviser if necessary.

No person is authorised to give any information or to make any representation in relation to the Offers which is not contained in this Prospectus and any such information may not be relied upon as having been authorised by the Directors.

A copy of this Prospectus can be downloaded from the Company's website at <https://www.gtienergy.au/>. The Offers constituted by an electronic version of this Prospectus are only available to persons receiving an electronic version of this Prospectus within Australia and New Zealand. Any Shareholder may obtain a hard copy of this Prospectus by contacting the Company.

A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 7.

OVERSEAS SHAREHOLDERS

Securities will not be issued pursuant to this Prospectus in jurisdictions outside Australia and New Zealand. The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the applicable securities law.

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 are not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia and New Zealand.

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or issue. This

Prospectus has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country.

RISK FACTORS

Refer to Section 2 for details of the risks associated with an investment in the Company. As with any securities investment, there are risks associated with investing in the Company. Investors should be aware that an investment in the Company involves risks that may be greater than risks associated with an investment in some other companies. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Securities on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

Careful consideration should be given to all matters raised in this Prospectus and the relative risk factors prior to applying for Securities offered for subscription under this Prospectus. Investors should consider the risk factors described in Section 2, together with the information contained elsewhere in this Prospectus, before deciding whether to apply for Securities.

TARGET MARKET DETERMINATION

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the various target markets for the offer of Securities issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website at <https://www.gtienergy.au/>. By making an application for Securities under this Prospectus, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

TIMETABLE AND IMPORTANT DATES

| EVENT | DATE |
|--|------------------------------|
| Announcement of the Offers and lodgement of Appendix 3B with ASX | Wednesday, 24 July 2024 |
| Lodgement of Prospectus with ASIC and ASX | Wednesday, 24 July 2024 |
| Ex date for Entitlement Issue Offer | Friday, 9 August 2024 |
| Record Date for determining Shareholders entitled to participate in the Entitlement Issue Offer | Monday, 12 August 2024 |
| Prospectus and Application Forms despatched to Eligible Shareholders, Placement Participants and CPS, and Company announces that this has occurred | Thursday, 15 August 2024 |
| Opening date of the Entitlement Issue Offer, Placement Option Offer, Broker Offer and Lead Manager Offer (Initial Offers) | Thursday, 15 August 2024 |
| Last day to extend Closing Date of the Initial Offers | Wednesday, 4 September 2024 |
| Closing Date (5:00pm WST)* of the Initial Offers | Monday, 9 September 2024 |
| Securities for Entitlement Issue Offers quoted on a deferred settlement basis | Tuesday, 10 September 2024 |
| Entitlement Issue Shortfall Notice Deadline Date | Wednesday, 11 September 2024 |
| Last day for the Company to issue the Entitlement Issue Securities under the Entitlement Issue Offers and lodge an Appendix 2A | Monday, 16 September 2024 |
| Entitlement Issue Underwriting Settlement Date | Wednesday, 18 September 2024 |
| Shareholder General Meeting held for approval of the issue of the Placement Options, Priority Options, Broker Options and Lead Manager Options. | Wednesday, 11 September 2024 |
| Issue Placement Options, Broker Options and Lead Manager Options | Friday, 13 September 2024 |
| Announcement of the Priority Options Offer and lodgement of Appendix 3B with ASX | Friday, 13 September 2024 |
| Ex date for Priority Options Offer | Wednesday, 18 September 2024 |
| Record Date for determining Eligible Optionholders entitled to participate in the Priority Option Offer | Thursday, 19 September 2024 |
| Prospectus and Priority Option Application Form despatched to Eligible Optionholders, and Company announces that this has occurred | Tuesday, 24 September 2024 |

| | |
|---|----------------------------|
| Opening date of the Priority Option Offer | Tuesday, 24 September 2024 |
| Last day to extend Priority Option Offer | Monday, 30 September 2024 |
| Closing Date (5:00pm WST)* of Priority Option Offer | Thursday, 3 October 2024 |
| Priority Options quoted on a deferred settlement basis | Friday, 4 October 2024 |
| Priority Options Shortfall Notice Deadline Date | Tuesday, 8 October 2024 |
| Last day for the Company to issue the Priority Options under the Entitlement Issue Offer and lodge an Appendix 2A | Tuesday, 8 October 2024 |
| Priority Options Underwriting Settlement Date | Tuesday, 15 October 2024 |

* The Directors may extend the Closing Dates of the Offers by giving at least three (3) Business Days' notice to ASX prior to the Closing Dates. As such the date the Securities are expected to commence trading on ASX may vary.

**Quotation of the New Options is subject to the Company satisfying the quotation requirements set out in Chapter 2 of the ASX Listing Rules.

1. DETAILS OF THE OFFERS

1.1 Entitlement Issue Offer

The Company is making a pro-rata non-renounceable entitlement issue comprised of new fully paid ordinary Shares in the capital of the Company (**New Shares**) on the basis of 1 New Share for every 5 existing Shares held at the Record Date, at an issue price of \$0.0045 per New Share, together with 1 free attaching Option (exercisable at \$0.01 and having an expiry of 4 years from the date of issue) (**New Options**) for every 3 New Shares subscribed for and issued. In the calculation of any Entitlement, fractions will be rounded down to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, approximately 509,989,418 New Shares and 169,996,473 New Options will be issued pursuant to the Entitlement Issue Offer to raise approximately \$2,294,952.38 (before costs). No funds will be raised from the issue of the New Options.

All of the New Shares offered under the Entitlement Issue Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to Shares.

The New Options will be exercisable at \$0.01 and expire 4 years from the date of issue, and will otherwise be issued on the terms set out in Section 4.2 of this Prospectus (being the same terms as all other Options offered under this Prospectus). In the event that the Company can satisfy the ASX requirements for quotation of a new class of securities (which includes, among other things, there being a minimum of 100,000 New Options on issue, with at least 50 holders holding a marketable parcel), the Company will seek quotation of the New Options. The Company makes no guarantee that any such application for quotation will be successful.

Details of the purpose and effect of the Entitlement Issue Offer and the proposed use of funds raised are set out in Section 3.

The Entitlement Issue Offer and Priority Option Offer are partially underwritten to \$1,600,000 by CPS (**Underwriter**). Refer to Section 5.4 for a summary of the terms of the Underwriting Agreement.

CPS has been appointed as lead manager to the Entitlement Issue Offer (**Lead Manager**). Refer to Section 5.5 for a summary of the terms of the Lead Manager Mandate.

1.2 The Placement Options Offer

On 19 July 2024 the Company completed a placement for the issue of 500,000,000 Shares at an issue price of \$0.0045 per Share (**Placement**). The Placement Shares have been issued in two tranches, under the Company's Listing Rule 7.1 and 7.1A capacities, on 28 June 2024 and 19 July 2024. The offer of the Placement Options is for the issue of 166,666,667 New Options to applicants who participated in the Placement (**Placement Participants**).

Each Placement Participant will be able to apply for one Placement Option for every three Placement Shares they subscribed for. The issue of New Options under the Placement Option Offer is subject to Shareholder approval.

Each Placement Option is exercisable at \$0.01 and has an expiry date of 4 years from the date of issue, and will otherwise be issued on the same terms set out in Section 4.2 of this Prospectus (being the same terms as all other New Options offered under this Prospectus). In the event that the Company can satisfy the ASX requirements for quotation of a new

class of securities, the Company will seek quotation of the New Options. The Company makes no guarantee that any such application for quotation will be successful.

All of the Shares issued upon the exercise of New Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares underlying the New Options.

Only Placement Participants may apply under the Placement Option Offer. A personalised Placement Options Offer Application Form in relation to the Placement Options Offer will be issued to the Placement participants together with a copy of this Prospectus. You should not complete a Placement Options Offer Application Form unless specifically directed to do so by the Company.

CPS has been appointed as lead manager to the Placement Options Offer. Refer to Section 5.5 for a summary of the terms of the Lead Manager Mandate

1.3 Priority Option Offer

The Priority Option Offer is an offer of up to 115,596,790 New Options at an issue price of \$0.0005 per New Option to Eligible Option holders on the basis of 1 New Option for every 4 listed GTRO Options held as at the Priority Option Record Date. The issue of New Options under the Priority Option Issue is subject to Shareholder approval.

Assuming the Priority Option Offer is fully subscribed, the Priority Option Offer will raise approximately \$57,798.39 (before costs).

The purpose of the Priority Option Offer and the intended use of funds raised are set out in Section 3.1 of this Prospectus.

The New Options offered under the Priority Option Offer will be issued on the terms set out in Section 4.2 of this Prospectus (being the same terms as all other New Options offered under this Prospectus). In the event that the Company can satisfy the ASX requirements for quotation of a new class of securities, the Company will seek quotation of the New Options. The Company makes no guarantee that any such application for quotation will be successful.

All of the Shares issued upon the exercise of Priority Options will rank equally with the Shares on issue as at the date of this Prospectus. Refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares underlying the Priority Options.

The Priority Options Offer and Entitlement Issue Offer are partially underwritten to \$1,600,000 by CPS. Refer to Section 5.4 for a summary of the terms of the Underwriting Agreement.

1.4 The Broker Offer

The Broker Offer is an offer to CPS (or their nominee/s) of 1 New Option for every 3 Shares placed in the Placement and Entitlement Issue Offer (**Broker Options**). Assuming full uptake under the Placement and Entitlement Issue Offer, CPS will receive 336,663,139 New Options under the Broker Offer. The issue of the Broker Options is subject to Shareholder approval.

The New Options offered under the Broker Offer will be issued on the terms set out in Section 4.2 of this Prospectus (being the same terms as all other New Options offered under this Prospectus). In the event that the Company can satisfy the ASX requirements for quotation of a new class of securities, the Company will seek quotation of the Broker

Options. The Company makes no guarantee that any such application for quotation will be successful.

All of the Shares issued upon the exercise of the Broker Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 4.1 for further information regarding the rights and liabilities attending to the Shares underlying the Broker Options.

Only CPS (or its nominee/s) may apply under the Broker Offer. A personalised Broker Offer Application Form in relation to the Broker Offer will be issued to the CPS together with a copy of this Prospectus. You should not complete a Broker Offer Application Form unless specifically directed to do so by the Company.

1.5 The Lead Manager Offer

The Lead Manager Offer is an offer of up to 40,000,000 New Options to the Lead Manager (or their nominees), in part consideration for services provided by the Lead Manager in connection with the Placement. The issue of the Lead Manager Options is subject to Shareholder approval.

The New Options offered under the Lead Manager Offer will be issued on the terms set out in Section 4.2 of this Prospectus (being the same terms as all other New Options offered under this Prospectus). In the event that the Company can satisfy the ASX requirements for quotation of a new class of securities, the Company will seek quotation of the New Options. The Company makes no guarantee that any such application for quotation will be successful.

All of the Shares issued upon the exercise of the Lead Manager Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 4.1 for further information regarding the rights and liabilities attending to the Shares underlying the Lead Manager Options.

Only the Lead Manager (or its nominee/s) may apply under the Lead Manager Offer. A personalised Lead Manager Offer Application Form in relation to the Lead Manager Offer will be issued to the Lead Managers together with a copy of this Prospectus. You should not complete a Lead Manager Offer Application Form unless specifically directed to do so by the Company.

1.6 Minimum Subscription

There is no minimum subscription under the Offers.

1.7 Opening and Closing Dates

The Entitlement Issue Offer, Placement Option Offer, Broker Offer and Lead Manager Offer will open for receipt of acceptances on 15 August 2024, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least three (3) Business Days prior to the Closing Date.

The closing date for the Entitlement Issue Offer, Placement Option Offer, Broker Offer and Lead Manager Offer is 9 September 2024 (5:00pm WST).

The Priority Option Offer will open for receipt of acceptances on 24 September 2024 and close on 3 October 2024, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least three (3) Business Days prior to the Closing Date.

1.8 How to Accept the Offers

(a) Entitlement Issue Offer

The number of Securities to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which will be despatched with the Prospectus.

(i) What Eligible Shareholders may do

Eligible Shareholder may participate in the Entitlement Issue Offer as follows:

- (A) if you wish to accept your **full** Entitlement:
 - (1) take up all of your Entitlement in accordance with the instructions on the accompanying Entitlement and Acceptance Form; and
 - (2) pay the application monies for the amount indicated on your Entitlement and Acceptance Form (in full) by BPAY or Electronic Funds Transfer (**EFT**), so that it is received by no later than 5:00pm (WST) on the Closing Date; or
- (B) if you only wish to accept **part** of your Entitlement:
 - (1) fill in the number of Securities you wish to accept in the space provided on the Entitlement and Acceptance Form; and
 - (2) pay the appropriate application monies, by BPAY or EFT so that is received no later than 5:00pm (WST) on the Closing Date; or
- (C) if you wish to accept your full Entitlement **and** apply for additional Shortfall Securities:
 - (1) fill in the number of Shortfall Securities you wish to apply for in addition to your full Entitlement in the space provided on the Entitlement and Acceptance Form; and
 - (2) pay the application monies for the amount indicated on your Entitlement and Acceptance Form plus any additional Shortfall Securities you wish to apply for (in full) by BPAY or EFT, so that it is received by no later than 5:00pm (WST) on the Closing Date;

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 (working alongside the Underwriter) as per the allocation policy set out in Section 1.8(b). 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; or

- (D) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

(ii) Payment options

(A) 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®:

- (1) 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; and
- (2) 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 Securities which is covered in full by your application monies.

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

(B) Electronic Funds Transfer

For payment by EFT, please follow the instructions on the Entitlement and Acceptance Form. Multiple acceptances must be paid separately. You should be aware of your financial institution's cut-off time and any associated fees with processing an EFT. It is your responsibility to ensure funds are submitted correctly by the Closing Date and time. Please note that should you choose to pay by EFT:

- (1) 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; and
- (2) 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 Securities which is covered in full by your application monies.

Please ensure you use your unique payment reference number located on the Entitlement and Acceptance Form. This will ensure your payment is processed correctly. Failure to do so may result in your funds not being allocated to your application and your Entitlement subsequently not being issued.

It is your responsibility to ensure that your completed Entitlement and Acceptance Form and payment of application monies is received by the share registry by no later than 5:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more

than your final allocation of Securities will be refunded. No interest will be paid on any application monies received or refunded.

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:

- (i) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (ii) 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.

(b) **Shortfall Offer**

Any Entitlement not taken up pursuant to the Entitlement Issue Offer will form part of the Shortfall Offer. The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Closing Date of the Entitlement Issue Offer, although it is intended that the Shortfall Offer will close soon after the Closing Date for the Entitlement Issue Offer under the terms of the Underwriting Agreement.

The issue price for each New Share to be issued under the Shortfall Offer shall be \$0.0045 being the price at which New Shares have been offered under the Entitlement Issue Offer. New Options will be issued under the Shortfall Offer on the same terms and ratio as New Options offered under the Entitlement Issue Offer.

Eligible Shareholders who take up their Entitlement in full may, in addition to their Entitlement, apply for Shortfall Securities regardless of the size of their present holding by completing the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. Separate application forms may be provided, together with a copy of this Prospectus, to other investors who are not currently Shareholders who are invited to participate in the Shortfall Offer. It is possible that there may be few or no Shortfall Securities available for issue, depending on the level of take up of Entitlements by Eligible Shareholders. There is also no guarantee that in the event Shortfall Securities are available for issue, they will be allocated to all or any of the Eligible Shareholders who have applied for them.

The Directors (with the assistance of CPS) reserve the right to issue Shortfall Securities at their absolute discretion, subject to any restrictions imposed by the Corporations Act and the Listing Rules. As such there is no guarantee that Applicants under the Shortfall Offer will receive any Shortfall Securities applied for under the Shortfall Offer.

The Directors reserve the right to issue to an Applicant a lesser number of Shortfall Securities than the number for which the Applicant applies, or to reject or scale back an Application for Shortfall Securities, or to not proceed with placing the Shortfall Securities. In that event, application Monies will be refunded by the Company (without interest) in accordance with the provisions of the Corporations Act. The Company and will have no liability to any Applicant who receives less than the number of Shortfall Securities they applied for under the Shortfall Offer.

All decisions regarding the allocation of Shortfall Securities will be made by the Directors in consultation with the Underwriter. It is presently intended that Shortfall Securities will be allocated as follows:

- (i) to Eligible Shareholders who apply for an excess of their full Entitlement;

- (ii) to other parties identified by the Directors in consultation with CPS; and then.
- (iii) to the Underwriter in accordance with the Underwriting Agreement.

No New 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%.

No Securities will be issued to an applicant under this Prospectus or via the Shortfall Offer if the issue of Securities would contravene the takeover prohibition in section 606 of the Corporations Act. Similarly, no Securities will be issued via the Shortfall Offer to any related parties of the Company.

(c) **Priority Option Offer**

The number of Priority Options to which Eligible Optionholders are entitled is shown on the personalised Priority Option Application Form which will be despatched with the Prospectus.

(i) What Eligible Optionholders may do

Eligible Optionholders may participate in the Priority Option Offer as follows:

(A) if you wish to accept your **full** Entitlement:

- (1) take up all of your Entitlement in accordance with the instructions on the provided Priority Option Application Form; and
- (2) pay the application monies for the amount indicated on your Priority Option Application Form (in full) by BPAY or Electronic Funds Transfer (**EFT**), so that it is received by no later than 5:00pm (WST) on the Closing Date; or

(B) if you only wish to accept **part** of your Entitlement:

- (1) fill in the number of Priority Options you wish to accept in the space provided on the Priority Option Application Form; and
- (2) pay the appropriate application monies, by BPAY or EFT so that is received no later than 5:00pm (WST) on the Closing Date; or

(C) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

(ii) Payment options

Refer to Section 1.8(a)(ii) for payment options.

(d) **Placement Options Offer**

A personalised Placement Options Offer Application Form in relation to the Placement Options Offer will be issued to the Placement Participants together with a copy of this Prospectus. You should not complete a Placement Options Offer Application Form unless specifically directed to do so by the Company.

Eligible Placement Participants are not required to make any payment for the Placement Options. The Placement Options are free quoted New Options issued to Placement Participants pursuant to the terms of the Placement. The issue of Placement Options remains subject to the Company obtaining Shareholder approval at the Shareholder General Meeting.

(e) **Broker Options Offer**

The Broker Offer will only be extended to CPS. A Broker Offer Application Form will be provided by the Company to CPS. The issue of Broker Options remains subject to the Company obtaining Shareholder approval at the Shareholder General Meeting.

(f) **Lead Manager Offer**

The Lead Manager Offer will only be extended to CPS. A Lead Manager Offer Application Form will be provided by the Company to CPS. The issue of Lead Manager Options remains subject to the Company obtaining Shareholder approval at the Shareholder General Meeting.

1.9 Non-renounceable

The Entitlement Issue Offer and the Priority Option Offer are non-renounceable. Accordingly, a Shareholder or Optionholder may not sell or transfer all or part of their Entitlement.

1.10 Underwriting and sub-underwriting

The Entitlement Issue Offer and Priority Option Offer is partially underwritten by CPS to the value of \$1,600,000. Refer to Section 5.4 for details regarding the terms of the Underwriting Agreement. The Underwriter may enter into sub-underwriting agreements in respect of these Offers with various other unrelated sub-underwriters to take up shortfall Securities.

The Underwriter nor any of the sub-underwriters will increase their shareholding to above 19.99% as a direct result of the issue of Shares under the Offer.

1.11 Lead Managers

CPS has been appointed as Lead Manager to the Placement, Entitlement Issue Offer and the Priority Option Offer. The terms of the appointment of the Lead Manager are summarised in Section 5.5 of this Prospectus.

1.12 Effect on control of the Company

As at the date of this Prospectus, the Underwriter is not a shareholder of the Company and the extent to which New Shares are issued pursuant to the Underwriting Agreement will increase the Underwriter's voting power in the Company.

In accordance with the terms of the Underwriting Agreement, the Underwriter will partially underwrite the Entitlement Issue Offer and the Priority Option Offer such that neither the Underwriter, the sub-underwriter nor any of the Underwriter's clients individually, will have a voting power in the Company in excess of 19.99% after the issue of the Shortfall. The Underwriter's present relevant interest and change under several scenarios are set out in the table below (note that the below only factors in Shares to be issued to CPS for an underwriting of the Entitlement Issue Offer). It does not factor in any New Options being issued to CPS pursuant to the Offers or pursuant to the Underwriting Agreement).

| Event | Shares held by Underwriter | Voting power of Underwriter |
|--|----------------------------|-----------------------------|
| Date of Prospectus | 0 | 0 |
| Completion of Entitlement Issue | | |
| Fully subscribed | 0 | 0 |
| 75% subscribed | 127,497,355 | 25% |
| 50% subscribed | 254,944,709 | 50% |
| 25% subscribed | 382,492,064 | 75% |
| 0% subscribed | 509,989,418 | 100% |

The number of Shares held by the Underwriter and its voting power in the table above show the potential effect of the underwriting of the Entitlement Issue Offer. However, it is unlikely that no Shareholders will take up entitlements under the Entitlement Issue Offer. The underwriting obligations and therefore potential voting power of the Underwriter will reduce by a corresponding amount for the amount of entitlements under the Entitlement Issue Offer taken up by Shareholders. Furthermore, the voting power of the Underwriter will also be reduced to the extent that sub-underwriters take up any Shortfall. Note that CPS is also underwriting the Priority Option Offer and any exercise of these Options will increase the voting power of CPS. Any relevant interest acquired by the Underwriter or sub-underwriters will also be diluted if any Optionholders exercise and convert their Options to Shares.

The Company and the Underwriter have confirmed that no sub-underwriter nor existing Shareholder will increase its voting power to above 20% as a result of the Offers.

The Company, in consultation with the Underwriter, will ensure that the Offers (including the equitable dispersion of any Shortfall Securities) complies with the provisions of Chapter 6 of the Corporations Act and are otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17 (GN 17).

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.

The Company considered GN 17 in seeking to put in place appropriate strategies to mitigate the potential control effects of the Offers. In the Board's opinion, in the current commercial environment and having explored all options, the underwriting by the Underwriter of a non-renounceable entitlement issue (and the Priority Option Offer) was the most commercially feasible option available to the Company in the context of the Company's current requirement for capital.

No Shares will be issued to an applicant under the Offers or via the Shortfall Offer if the issue of Shares would contravene the takeover prohibition in section 606 of the Corporations Act. To that end, in exercising their discretion regarding the shortfall, the Company will not do so in a manner which is likely to exacerbate a potential unacceptable control effect on the Company (having regard to paragraph 7(b)(iii) of GN 17).

By reference to paragraphs 8 and 9 of GN 17:

- (a) the Lead Managers have been appointed to assist with procuring applications for any Shortfall Securities;
- (b) the Underwriter may seek out sub-underwriters which will reduce the control impact;
- (c) sufficient time and detailed disclosure have been given to Shareholders and other investors to assess the Securities being offered; and
- (d) the acquisition of New Shares by the Underwriter is in its capacity as such pursuant to a negotiated Underwriting Agreement (i.e. it is not facilitation of a capital raising by a contract to subscribe for Shortfall before the Offer is made).

The Company has a clear need for funds which has not been contrived (noting paragraph 10 of GN 17), and having regard to all available options, the Company has considered that entering into the Underwriting Agreement with the Underwriter provides the Company with the highest degree of certainty in the time available that the Offers will be successful.

The Company did consider the issue of renounceability of the Entitlement Issue Offer and Priority Option Offer. Having regard to paragraphs 19-22 of GN 17, the fact that the Entitlement Issue Offer and Priority Option Offer is non-renounceable should not be considered a significant factor given the Company considers that a market for rights is unlikely (given low liquidity in trading of the New Shares) and the additional costs to make the Entitlement Issue Offer renounceable.

In light of the above, the Company considers that the structure of the Offers should not give rise to unacceptable circumstances.

1.13 Potential dilution

Shareholders should note that if they do not participate in the Entitlement Issue Offer, their holdings are likely to be diluted by approximately 16.67% (as compared to their holdings and number of Shares on issue as at the date of the 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 (not including exercise of the GTRO Options), Shareholders who do not participate in the Offers, are likely to be diluted by an aggregate of approximately 34.43% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

Examples of how the dilution may impact Shareholders is set out in the table below:

| Holder | Holding as at Record Date | % at Record Date | Entitlement | % if full Entitlement taken up | % if no Entitlement taken up |
|---------------|---------------------------|------------------|-------------|--------------------------------|------------------------------|
| Shareholder 1 | 85,000,000 | 3.33% | 17,000,00 | 3.33% | 2.78% |
| Shareholder 2 | 45,000,000 | 1.76% | 9,000,000 | 1.76% | 1.47% |
| Shareholder 3 | 20,000,000 | 0.78% | 4,000,000 | 0.78% | 0.65% |

| | | | | | |
|---------------|------------|-------|-----------|-------|-------|
| Shareholder 4 | 15,000,000 | 0.59% | 3,000,000 | 0.59% | 0.49% |
| Shareholder 5 | 10,000,000 | 0.39% | 2,000,000 | 0.39% | 0.33% |

Note: The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. Percentages have been calculated on the basis of there being 2,549,947,091 Shares on issue at the date of this Prospectus and 3,059,936,509 Shares on issue on completion of the Entitlement Issue Offer. The table only shows the dilution effect of the Shares to be issued under the Entitlement Issue Offer and does not factor in the dilutionary effect upon the exercise of any New Options. Refer to Section 3.7 for further details of the Company's capital structure.

1.14 ASX Listing

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made in accordance with the Timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the New Shares offered pursuant to this Prospectus before the expiration of three (3) months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any New Shares and will repay all application monies for the New Shares within the time prescribed under the Corporations Act, without interest.

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

The Company will also apply for Official Quotation of the New Options issue pursuant to this Prospectus in accordance with the Timetable set out at the commencement of this Prospectus. If ASX does not grant Official Quotation of the New Options offered pursuant to this Prospectus, or if the Company does not meet the minimum requirements to be granted Official Quotation of the New Options, then those Options will still be issued, however will not be quoted on ASX.

1.15 Issue of Securities

The Securities issued pursuant to the Offers will be allotted in accordance with the ASX Listing Rules and Timetable set out at the commencement of this Prospectus. Shortfall Securities issued pursuant to the Shortfall Offer will be allotted pursuant to the terms of the Underwriting Agreement.

Where the number of Securities issued is less than the number applied for, or where no allotment is made surplus application monies will be refunded without an interest to the Applicant as soon as practicable.

Pending the allotment and 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 the Securities issued under the Offers will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus and for Shortfall Securities issued under the Shortfall Offer (if any) as soon as practicable after their issue.

1.16 CHES and Issuer Sponsorship

The Company is a participant in Clearing House Electronic Sub-Register System (**CHES**), for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do

not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

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

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

1.17 Risks

As with any securities investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 0 of this Prospectus. The Securities on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

1.18 Overseas Shareholders

The Offers and Shortfall Offer 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 are not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

In relation to the Shortfall Offer, the distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. No action has been taken to register or qualify the Shortfall Offer or the Shortfall Options, or to otherwise permit a public offering of the Shortfall Options under the Shortfall Offer in any jurisdiction outside Australia.

New Zealand

The Offers (and Shortfall Offer) are not being made to the public in New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the Offers are being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021*.

This document 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.

Nominees and custodians

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that applying for Securities under the Offers (or Shortfall Offers) does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

1.19 Representations

The return of an Application Form or otherwise applying for Securities under the Offers (or Shortfall Offer) will be taken by the Company to constitute a representation by the Applicant that it:

- (a) has received a printed or electronic copy of this Prospectus accompanying the form and has read it in full;
- (b) agrees to be bound by the terms of this Prospectus and the Constitution;
- (c) has obtained all necessary approvals and complied with all relevant laws and regulations for the purposes of Section 1.18 (to the extent that they are applicable) and confirms its eligibility in respect of an offer of securities under the applicable Offer;
- (d) declares that all details and statements in the Application Form are complete and accurate;
- (e) declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Application Form;
- (f) acknowledges that once the Application Form is returned or payment is made its acceptance may not be varied or withdrawn;
- (g) agrees to being issued the number of new Securities that it applies for (or such other number issued in accordance with this Prospectus);
- (h) authorises the Company to register it as the holder(s) of the Securities issued to it under the applicable Offer;
- (i) acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the New Shares and New Options are suitable for it, given its investment objectives, financial situation or particular needs; and
- (j) authorises the Company and its officers or agents to do anything on its behalf necessary for the new securities to be issued to it, including correcting any errors in its Application Form or other form provided by it and acting on instructions received by the share registry using the contact details in the Application Form.

1.20 Taxation

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liability or responsibility in respect of the taxation consequences of

the matters referred to above or any other taxation consequences connected with an investment in the securities of the Company.

1.21 Privacy Disclosure

If you complete an application for Securities, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

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

1.22 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

If you have any questions regarding your Entitlement or the Offers, please contact the Company Secretary on (08) 6285 1557 from 8:30am (WST) to 5:00pm (WST), Monday to Friday.

2. RISK FACTORS

2.1 Introduction

The Securities offered under this Prospectus should be considered speculative because of the nature of the Company's business.

Whilst the Directors recommend that Eligible Participants subscribe for Securities, there are however numerous risk factors involved. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which the Securities will trade.

The following is a summary of the more material matters to be considered and should be read in conjunction with specific matters referred to in the Company's announcements and reports. However, the summary is not exhaustive and potential investors should examine the contents of this Prospectus in its entirety and consult their professional advisors before deciding whether to apply for the Securities.

2.2 Company specific

2.2.1 Changes in Legislation and Government Regulation

Changes to legislation or government policy in Australia and the United States, including changes to the taxation system, may affect future earnings and the relative attractiveness of investing in the Company.

2.2.2 Economic Conditions

Economic conditions in Australia, the United States and globally, may affect the performance of the Company. Factors such as currency fluctuations, inflation, interest rates, supply and demand and industrial disruption may have an impact on operating costs and share market prices. The Company's future possible revenue and securities' price can be affected by these factors all of which are beyond the control of the Company or its Directors. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. In addition, the Company's ability to raise additional capital, should it be required, may be affected.

2.2.3 Foreign Exchange Risk

The Company has substantial business undertakings based in the United States. The business undertakings are primarily denominated in United States dollar. The Company functional and presentational currency is Australian Dollars. This will result in the income, expenditure, assets, liabilities and cash flows of the Company being exposed to the fluctuations and volatility of the price of uranium and the exchange rates, as determined in international markets.

2.2.4 Uranium Price Volatility - United States Market

The demand for, and price of, uranium is dependent on a variety of factors, including supply and demand, the level of consumer product demand, weather conditions, the price and availability of alternative fuels, actions taken by governments and international cartels, and global economic political developments.

2.2.5 Competition

The uranium exploration and mining industry is highly competitive, and the Company competes with other companies that have greater resources. Many of these companies not only explore for and produce uranium, but also market uranium and other products on a regional, national, or worldwide basis. These companies may be able to pay more for productive uranium properties and exploratory prospects or define, evaluate, bid for and purchase a greater number of properties and prospects than our financial or human resources permit. In addition, these companies have a greater ability to continue exploration activities during periods of low uranium market prices. The larger competitors may be able to absorb the burden of present and future federal, state, local or other laws and regulations more easily than the Company can, which adversely affects the Company's competitive position. The Company's ability to acquire additional properties and to discover productive prospects in the future depend upon its ability to evaluate and select suitable properties and to consummate transactions in a highly competitive environment. In addition, because the Company has fewer financial and human resources than many companies in this industry, it may be at a disadvantage in bidding for exploratory prospects and producing uranium properties.

2.2.6 Uranium Exploration and Mining Operations in the United States

Mineral Operations on State and Federal Lands; Mineral titles are issued either by the Schools and Institutional Trust Land Administration of the States of Utah or Wyoming or the Bureau of Land Management, an agency of the federal United States Department of the Interior. These agencies each have exclusive authority over minerals on state and federal lands. Under existing law, metalliferous mineral leases in Utah do not provide exclusive access to the area within the lease. Other co-existing leases, including surface grazing rights, issued by the same agencies may exist, for example for coal, oil and gas, industrial minerals, bituminous sands and for surface rights. Presently, oil and gas leases issued by the United States Bureau of Land Management cover the majority of lands subject to unpatented mining claims owned by the Company. Both the Company and entities with rights to develop other minerals or use the land surface may be limited to the extent their activities interfere with operations of the other parties. The Lo Herma Project area is partially covered by existing surface grazing rights and therefore access to and the conduct of, exploration, development and mining operations on parts of the Lo Herma Project are subject to successful negotiations with the holders of these surface grazing rights.

2.2.7 Regulation in the United States – General

Uranium mining operations are subject to comprehensive regulation in the United States, which may cause substantial delays or require capital outlays in excess of those anticipated, causing an adverse effect on the Company.

If economic quantities of uranium are found on any permit owned by the Company in sufficient quantities to warrant uranium mining operations, such mining operations are subject to federal, state, and local laws relating to the protection of the environment, including laws regulating removal of natural resources from the ground and the discharge of materials into the environment. Uranium mining operations are also subject to federal, state, and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of mining methods and equipment. Various permits from government bodies are required for mining operations to be conducted; no assurance can be given that such permits will be received. Environmental standards imposed by federal, state, or local authorities may be changed, and any such changes may have material adverse effects on the Company's activities. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus resulting in an adverse effect on the Company. Additionally, the Company may be subject to liability for pollution or other environmental damages which it may elect not to insure against due to prohibitive premium costs and other reasons. To date the Company has not been required to spend material amounts on compliance with environmental regulations.

However, it may be required to do so in future, and this may affect its ability to expand or maintain its operations.

Permits are required by the state for drilling operations, drilling bonds and the filing of reports concerning operations and they impose other requirements relating to the exploration and production uranium.

The Company is required to comply with various federal and state regulations regarding rehabilitation and abandonment of uranium exploration and mining works, which impose a substantial rehabilitation obligation on the Company, which may have a material adverse effect on the Company's financial performance.

2.2.8 Environmental Regulation of Mining Operations in Particular

Uranium minerals exploration and development and mining activities are subject to certain environmental regulations which may prevent or delay the commencement or continuance of the Company's operations.

Uranium minerals exploration and development and future potential uranium mining operations are or will be subject to stringent federal, state, and local laws and regulations relating to improving or maintaining environmental quality. The Company's operations are also subject to many environmental protection laws. Environmental laws often require parties to pay for remedial action or to pay damages regardless of fault. Environmental laws also often impose liability with respect to divested or terminated operations, even if the operations were terminated or divested of many years ago.

Many of these problems are compounded by the fact that many former mining operations were not rehabilitated upon mine closure. This has meant that the Federal and State governments were left with the responsibility for the cleanup and rehabilitation of many former mine and processing sites. Whilst the authorities have implemented a rehabilitation program for several sites, there are still many others which remain in a disturbed state. As a result, there are several environmental factions who strongly oppose the recommencement of uranium mining and processing operations. Costs associated with environmental liabilities and compliance are expected to increase with the increasing scale and scope of operations and the Company expects these costs may increase in the future.

Any change to government regulation/administrative practices may have a negative impact on the Company's ability to operate and its profitability. The laws, regulations, policies or current administrative practices of any government body, organization or regulatory agency in the United States may be changed, applied or interpreted in a manner which will fundamentally alter the Company's ability to carry on business. The actions, policies or regulations, or changes thereto, of any government body or regulatory agency, or other special interest groups, may have a detrimental effect on the Company. Any or all of these situations may have a negative impact on the Company's ability to operate and/or its profitability.

2.2.9 Regulation in the United States- Sale of Uranium

Sales of uranium are not regulated and are generally made at market prices. The price received from the sale of these products is affected by the cost of transporting the products to market.

2.2.10 Exploration and Development Risks

Uranium exploration involves significant risk. There is no assurance that exploration and development of the prospects in the Company's properties in the United States, or any other projects that may be acquired in the future, will result in the discovery of an economic

uranium deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.

Furthermore, the Company may only proceed to the next stage of exploration or development when data supports the existence of an economically viable uranium deposit. Should the empirical data not support the existence of economically viable uranium deposit, the Company may not proceed to the next stage of exploration.

2.2.11 Drilling and Operating Risks

Uranium drilling activities are subject to numerous risks, many of which are beyond the Company's control. The Company's operations may be curtailed, delayed or cancelled as a result of such risks. Hazards incident to the exploration and development of uranium properties such as unusual or unexpected geological formation, ground conditions or other factors are inherent in drilling and operating mines and may be encountered by the Company. Success in mining uranium is also impacted by the ground and water conditions present on the properties and adverse conditions or adverse claims to water rights would likely have a material adverse effect in the Company and the financial results of operations.

Industry operating risks include the risk of fire, explosions, equipment failure, environmental and geological hazards, the occurrence of any of which could result in substantial losses to the Company. Although the Company believes that it or the operator will carry adequate insurance with respect to its operations in accordance with industry practice, in certain circumstances the Company's or the operator's insurance may not cover or be adequate to cover the consequence of such events. In addition, the Company may be subject to liability for pollution or other hazards against which the Company or the operator does not insure or against which it may elect not to insure because of high premium costs or other reasons.

Poor weather conditions over a prolonged period may adversely affect mining and exploration activities and the timing of earning revenues. Exploration is costly and involves exacting techniques which must be applied over extended periods of time. The Company's projects are at an exploration stage and the Company cannot foresee whether the planned exploration programmes will generate positive results. Furthermore, there is no guarantee that the Company's exploration activities will succeed in the discovery of a commercially viable ore deposit.

2.2.12 Ability to Exploit Successful Discoveries

It may not always be possible for the Company to participate in the exploitation of successful discoveries made in any areas in which the Company has an interest. Such exploitation will involve the need to obtain the necessary licenses or clearances from the relevant authorities, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. The decision to proceed to further exploitation may require the participation of other companies whose interests and objectives may not be the same as those of the Company. As described above, such further work may require the Company to meet or commit to financing obligations for which it may not have planned. Rig or equipment availability may also affect the timing of further development.

2.2.13 Contractors and Joint Venturers

The Company may also be exposed to risks associated with the financial or performance failure, default or litigation (actual or potential) by a participant in any joint ventures or other contractual relationships to which the Company is, or may become, a party.

2.2.14 Title Risk

(a) Filing Requirements

The Company owns unpatented mining claims in a majority of the lands in which it intends to acquire interests. The United States of America owns mineral rights in these lands. Under United States federal law maintenance fees must be paid every year and documents must be filed with the United States Bureau of Land Management and in the records of the county where the mining claims are located. Failure to timely pay the fees or file these documents results in the claims becoming null and void. The Company also holds (or will hold) state lease land which is the subject of annual rental fees which must be paid to the respective offices of state revenue in Utah and Wyoming.

(b) **Possessory Rights and Exploration Obligations**

Until the Company discovers minerals in commercial quantities, it must diligently search for minerals and exclude rival claimants from the unpatented mining claims. There is no guarantee that the Company will find minerals and be able to retain rights to the unpatented mining claims.

2.2.15 Exploration and Development Capital

Exploration reduces the cash reserves of the Company. The Company may be dependent on seeking development capital elsewhere, through equity raisings, debt, spin offs or joint venture financing, to support long term exploration and evaluation of its projects. In the event that an economic deposit is discovered, the ability to exploit such a deposit is likely to be subject to the Company's ability to raise the necessary development finance through equity raisings, debt, spin offs or joint venture financings. The Company cannot provide any guarantees that such finance for exploration, or for mining will be available to the Company at such time in the future as it may be required and this could lead to the loss of tenements.

2.2.16 Investment Risk

The price of the Company's securities quoted on the ASX is influenced by international and domestic factors or even on a day to day basis by individual investor's decisions to buy or sell the Company's securities. Should these produce a negative effect on the securities' price, this may also affect the Company's ability to raise additional development capital.

There can be no guarantee that an active market in securities will develop or that the price of the securities will increase. Moreover, there may be relatively few buyers or a relatively high number of sellers of the securities on the ASX at any given time, which may increase not only the volatility of the market price of the securities but also the prevailing price at which the Shareholders can sell their securities. This may result in holders of securities receiving a market price for their securities that is less than the price paid for their securities.

The Company's projects were principally selected on the basis of their prospectivity for uranium as perceived by the Company. Therefore, it would be reasonable to expect that the Company's market appeal and in the event, it produces uranium, its revenues will be affected by the price of uranium. Uranium prices may fluctuate widely and are affected by numerous industry factors beyond the Company's control. These factors may include currency exchange rates and global and regional demand and supply and political and economic factors. Also, the value of international investors' shareholdings could diminish due to currency exchange rate fluctuations.

General economic conditions may affect inflation and interest rates, which in turn may impact upon the Company's operating costs and financing. Other factors that may adversely affect the Company's activities in Australia, the United States or elsewhere include changes in government policies, natural disasters, industrial disputes and social unrest or war on a local or global scale.

Changes to tax legislation and regulation or their interpretation may adversely affect the value of an investment in Shares and may affect Shareholders differently.

Changes in accounting standards or the interpretation of those accounting standards that occur after the date of this Prospectus may impact adversely on the Company's reported financial performance.

2.2.17 Acts of Terrorism or an Outbreak of International Hostilities

Acts of terrorism or an outbreak of international hostilities may adversely affect the demand for the Company's products. These, or an associated adverse change in sentiment with respect to the share market, could negatively impact on the value of an investment in the Company.

Acts of terrorism may also directly impact the Company's projects in the United States.

2.2.18 Reliance on key personnel

The Company is reliant on a number of key personnel and consultants. The Company has a small management team and the loss of one or more of these key contributors could have a material adverse impact on the business and operational performance of the Company. The Company may be unable to retain key employees or consultants or recruit additional qualified personnel. Whilst the Board has sought to and will continue to ensure the Directors and any key employees are appropriately incentivised, their services cannot be guaranteed. The Company may be required to spend significant sums of money to locate and train new employees in the event any of its employees resign or terminate their employment with the Company for any reason.

2.2.19 Other Risks

The future viability and profitability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries, including, but not limited to, the following:

- (a) currency exchange rate fluctuations;
- (b) the strength of the equity and share markets in Australia and throughout the world;
- (c) general economic conditions in Australia and its major trading partners and, in particular, inflation rates, interest rates, commodity supply and demand factors and industrial disruptions;
- (d) financial failure or default by a participant in any of the joint ventures or other contractual relationship to which the Company is, or may become, a party; and
- (e) industrial disputation in Australia, the United States and elsewhere.

2.3 General risks

2.3.1 Economic and government risks

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the oil and gas industry including, but not limited to, the following:

- (a) general economic conditions in jurisdictions in which the Company operates;

- For personal use only
- (b) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
 - (c) the interpretation of taxation laws by the relevant taxation authority differing from the Company's interpretation;
 - (d) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the oil and gas industry;
 - (e) movement in, or outlook on, exchange rates, interest rates and inflation rates in jurisdictions in which the Company operates; and
 - (f) natural disasters, industrial dispute, social upheaval or are in jurisdictions in which the Company operates.

2.3.2 Financial markets risks

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions may be affected by many factors including, but not limited to, the following:

- (a) general economic outlook;
- (b) interest rates and inflation rates;
- (c) currency fluctuations;
- (d) changes in investor sentiment toward particular market sectors;
- (e) the demand for, and supply of, capital; and
- (f) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general, and oil and gas securities in particular. Neither the Company, nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

2.3.3 Risk of litigation, claims and disputes

The Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of claims by joint venture partners, personal injury and property damage claims, environmental and indemnity claims, employee claims and other litigation and disputes. There is a risk such litigation, claims and disputes could materially and adversely affect the Company's operating and financial performance due to the cost of defending and/or settling such claims, and could affect the Company's reputation.

2.3.4 Management of risk

There is a risk that management of the Company will not be able to implement the Company's growth strategy after completion of the Offers. The capacity of management to properly implement and manage the strategic direction of the Company may affect the Company's financial performance.

2.4 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically

referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus.

Therefore, the Securities carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

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3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Entitlement Issue Offer and the Priority Option Offer

The purpose of the Entitlement Issue Offer and the Priority Option Offer is to raise up to approximately \$2,352,750.78 (before costs). The funds raised from the Entitlement Issue Offer and the Priority Option Offer are intended to be used in accordance with the table set out below:

| Item | Amount (\$) | Proportion (%) |
|---|-----------------------|----------------|
| Exploration on the Company's properties | \$2,000,000 | 85% |
| Expenses of the Offers ¹ | \$231,876 | 9.86% |
| Working Capital ² | \$120,874.73 | 5.14% |
| Total | \$2,352,750.78 | 100% |

Notes:

1. Refer to Section 5.11 of this Prospectus for details regarding the estimated expenses of the Offers.
2. Funds allocated to working capital will be used for future administration expenses of the Company including administration fees, Directors' remuneration and other administration and corporate overheads.

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events (such as project and general market risk factors affecting the Company) and new circumstances have the potential to affect the ultimate way funds will be applied. The Directors reserve the right to alter the way funds are applied on this basis.

On completion of the Entitlement Issue Offer and the Priority Option Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives.

3.2 Purpose of the Placement Options Offer

Section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to who securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of the New Options as they are not in a class of securities that were quoted securities at all times in the last 3 months.

The purpose of the Placement Options Offer is to facilitate secondary trading of the Placement Options and Shares to be issued upon exercise of the Placement Options.

3.3 Purpose of the Broker Offer

As per Section 3.2 above, the Company is precluded from issuing a 'cleansing' notice in respect of the New Options as they are not in a class of securities that were quoted securities at all times in the last 3 months.

The purpose of the Broker Offer is to satisfy part of the Company's obligations under the Lead Manager Mandate and to facilitate secondary trading of the Broker Options and Shares to be issued upon exercise of the Broker Options.

3.4 Purpose of the Lead Manager Offer

As per Section 3.2 above, the Company is precluded from issuing a 'cleansing' notice in respect of the New Options as they are not in a class of securities that were quoted securities at all times in the last 3 months.

The purpose of the Lead Manager Offer is to satisfy part of the Company's obligations under the Lead Manager Mandate and to facilitate secondary trading of the Lead Manager Options and Shares to be issued upon exercise of the Lead Manager Options.

3.5 Effect of the Offers

The principal effect of the Offers, assuming all Securities offered under the Prospectus are issued, will be to:

- (a) increase cash reserves by approximately \$2,352,750.78 (not including cash expenses of the Offers) immediately after completion of the Offers;
- (b) increase the number of Shares on issue from 2,549,947,091 as at the date of this Prospectus to 3,059,936,509 Shares; and
- (c) increase the number of Options on issue from 462,387,159 as at the date of this Prospectus to 1,291,310,228 Options.

A summary of all the Shares and Options the Company will have on issue after the Offers is outlined in Section 3.7.

3.6 Pro-forma statement of financial position

Set out in Annexure A is an unaudited pro-forma statement of financial position of the Company prepared using the audited statement of financial position of the Company as at 31 December 2023 and on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position has been prepared assuming all Entitlements are accepted and all New Options are issued, no New Options or convertible securities are exercised prior to the Record Date and including expenses of the Offer.

The unaudited pro-forma statement of financial position has been prepared for illustrative purposes only and gives effect to the transactions described in the notes to the pro-forma statement of financial position and the assumptions described therein as if they had occurred as of 31 December 2023. The historical and pro-forma financial information is presented in abbreviated form, insofar as it does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

3.7 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all Securities offered under the Prospectus are issued (ignoring the effects of rounding of fractional Entitlements, and assuming no Options or convertible securities are exercised, is set out below.

| Security | Number ⁵ |
|---------------------|---------------------|
| Shares ¹ | |

| | |
|--|----------------------|
| Shares on issue as at the date of this Prospectus | 2,549,947,091 |
| New Shares to be issue pursuant to the Entitlement Issue Offer | 509,989,418 |
| Total Shares on issue on completion of the Offers | 3,059,936,509 |
| Options | |
| Options on issue as at the date of this Prospectus (expiring 20/10/2024) ² | 462,387,159 |
| New Options to be issued pursuant to the Entitlement Issue Offer ³ | 169,996,473 |
| New Options to be issued pursuant to the Priority Option Offer ⁴ | 115,596,790 |
| New Options to be issued pursuant to the Lead Manager Offer ⁴ | 40,000,000 |
| New Options to be issued pursuant to the Broker Offer ⁴ | 336,663,139 |
| New Options to be issued pursuant to the Placement Options Offer ⁴ | 166,666,667 |
| Total Options on issue on completion of the Offers | 1,291,310,228 |
| Performance Rights | |
| Class A Performance Rights ⁵ | 37,500,000 |
| Class B Performance Rights ⁶ | 5,500,000 |
| Class C Performance Rights ⁷ | 8,000,000 |
| Total Performance Rights on completion of the Offers | 51,000,000 |

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 4.1.
2. 462,387,159 GTRO listed options expiring 20 October 2024, exercisable at \$0.03
3. Exercisable at \$0.01 and expiring four (4) years from the date of issue. The full terms and conditions of the New Options to be issued pursuant to the Offer are set out in Section 4.2.
4. The issue of the Placement Options; the Lead Manager Options, Broker Options and Priority Options is subject to the Company receiving Shareholder approval.
5. Expiring on 2 November 2024.
6. Expiring on 16 November 2024.
7. Expiring on 23 February 2027.

3.8 Details of substantial holders

Based on public information as at the date of this Prospectus, no person holds (together with their associates) a relevant interest in 5% or more of the Shares on issue.

In the event all Entitlements are accepted there will be no change and no person (together with their associates) will hold a relevant interest in 5% or more of the Shares on issue. It is noted that, dependent on the amount of any Shortfall, the Underwriter may end up becoming a substantial Shareholder in the Company. Changes in the Underwriter's relevant

interest following completion of the Offer under various scenarios are set out in Section 1.12.

3.9 Underwriting

The Entitlement Issue Offer and Priority Option Offer are partially underwritten by CPS. The terms of the Underwriter's appointment and total fees payable are set out in Section 5.4 below.

The Underwriter may enter into sub-underwriting agreements in respect of the Shortfall Securities.

The Underwriter, nor any sub-underwriter, will increase their shareholding to above 19.99% as a direct result of the issue of Securities under the Offers.

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4. RIGHTS ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares. All New Shares issued under this Prospectus (and on exercise of the New Options) will rank equally in all respects with the Company's existing Shares.

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 meeting and notices

Each eligible Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

(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 eligible 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 an eligible Shareholder or a proxy, attorney or representative of an eligible Shareholder has one vote; and
- (iii) on a poll, every person present who is an eligible Shareholder or a proxy, attorney or representative of an eligible 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 per Share, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Issues of further Shares

Subject to any rights and restrictions attached to a class of Shares, the Company may issue unissued Shares and grant options over unissued Shares, on any terms, at any time and for any consideration, as the Directors resolve. Such powers of the Company may only be exercised by the Directors.

(d) Variation of Rights

Subject to the terms of issue of Shares in a particular class, the Company may vary or cancel rights attached to Shares in that class or convert Shares from one class to another, by a special resolution of the Company and:

- (i) a special resolution passed at a meeting of the Shareholders holding Shares in that class; or

- (ii) the written consent of Shareholders who are entitled to at least 75% of the votes that may be cast in respect of Shares in that class.

(e) **Transfer of Shares**

Generally, Shares in the Company are freely transferable, subject to the applicable law, including the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules.

The Company may refuse to register a transfer of Shares where the applicable law permits the Company to do so.

(f) **Dividend rights**

Subject to and in accordance with the Corporations Act and the ASX Listing Rules, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend.

A Dividend as declared 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.

Subject to any rights or restrictions attached to a class of Shares, the person entitled to a dividend on a Share is entitled to:

- (i) if the Share is fully paid (whether the issue price of the Share was paid or credited or both), the entire dividend; or
- (ii) if the Share is partly paid, a proportion of that dividend equal to the proportion which the amount paid (excluding amounts credited) on that Share is of the total amounts paid or payable (excluding amounts credited) on that Share.

The Company is not required to pay any interest on a dividend.

(g) **Winding up**

Subject to any rights or restrictions attached to a class of Shares, on a winding up of the Company, any surplus must be divided among the Shareholders in the proportions which the amount paid (including amounts credited) on the Shares of a Shareholder is of the total amounts paid and payable (including amounts credited) on the Shares of all Shareholders.

Subject to any rights or restrictions attached to a class of Shares, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the Shareholders:

- (i) distribute among the members the whole or any part of the property of the Company; and
- (ii) decide how to distribute the property as between the members or different classes of members.

4.2 Terms and conditions of New Options

(a) **Entitlement**

Each New Option entitles the holder to subscribe for one (1) Share upon exercise of the New Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each New Option is \$0.01 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00 pm (WST), four (4) 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 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**

Following the Exercise Date and within the time period specified by the ASX Listing Rules, 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) **Quotation of New Options**

The Company will seek quotation of the New Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the minimum quotation conditions of the ASX Listing Rules. In the event that quotation of the New Options cannot be obtained, the New Options will remain unquoted.

(i) **Shares issued on exercise**

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

(j) **Reconstruction of capital**

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

(k) **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.

(l) **Transferability**

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

5. ADDITIONAL INFORMATION

5.1 Nature of this Prospectus

This Prospectus is issued under the special prospectus content rules for continuously quoted securities in section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities (and options to acquire continuously quoted securities) with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offers and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offers on the Company; and
- (b) the rights and liabilities attaching to the New Shares and New Options offered pursuant to this Prospectus (and the underlying Shares issued on exercise of the New Options).

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 securities in an entity that is not already listed on a stock exchange. Shareholders should therefore also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

5.2 Continuous reporting and disclosure obligations

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

Investors are encouraged to check and monitor any further announcements made by the Company to ASX prior to securities being issued under the Offers. To do so, please refer to the Company’s ASX announcements platform via www.asx.com.au.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

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

- (a) it is subject to regular reporting and disclosure obligations;

- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of 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:
- (d) the annual financial report of the Company for the financial year ended 31 December 2023;
- (e) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and
- (f) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

As at the date of this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
- (b) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
- (c) the rights and liabilities attaching to the Securities the subject of this Prospectus; and
- (d) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offers. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with ASX in respect of the Company since the Company lodged its annual financial report for the financial year ended 31 December 2023 on 28 March 2024.

| Date | Title |
|--------------|--|
| 23 July 2024 | Cleansing Notice |
| 23 July 2024 | Application for Quotation of Securities |
| 22 July 2024 | Lo Herma Resource Drilling Permitted -Rig Mobilising to Site |
| 8 July 2024 | Cleansing Notice |
| 3 July 2024 | Lo Herma ISR Uranium Project - Resource Drilling Funded |
| 1 July 2024 | Application for quotation of securities - GTR |
| 27 June 2024 | Initial Director's Interest Notice |
| 27 June 2024 | ISR Uranium Specialist Appointed to the Board |

| Date | Title |
|---------------|---|
| 19 June 2024 | Proposed issue of securities – GTR |
| 19 June 2024 | Placement to Fund Resource Drilling at Lo Herma Completed |
| 17 June 2024 | Trading Halt |
| 4 June 2024 | Initial Director's Interest Notice |
| 4 June 2024 | Final Director's Interest Notice |
| 4 June 2024 | GTI Board Appoints Ex-Head of Cameco Australia |
| 22 May 2024 | Results of Meeting |
| 2 May 2024 | Lo Herma Drilling Services Contracted |
| 26 April 2024 | Quarterly Activities Report/ Appendix 5B Cash Flow Report |
| 22 April 2024 | Change of Auditor |
| 22 April 2024 | Letter to Shareholders – Notice of Annual General Meeting |
| 22 April 2024 | Notice of Annual General Meeting/Proxy Form |
| 17 April 2024 | Activity Update – Drill Permitting on Track |
| 28 March 2024 | Annual Report to Shareholders |

5.3 Market Price of Shares

The highest and lowest closing prices of Shares on the ASX during the three (3) months preceding the date of this Prospectus, and the closing price on the trading day before the date of this Prospectus, are set out below.

| | Price | Date |
|---------|---------|---|
| Highest | \$0.007 | 29 May 2024 |
| Lowest | \$0.004 | 27 – 28 June 2024; 1 – 2 July 2024; 10 July 2024; 15 – 19 July 2024; 22 July 2024 |
| Last | \$0.004 | 23 July 2024 |

5.4 Underwriting Agreement

By an agreement between CPS and the Company dated 22 July 2024 (**Underwriting Agreement**), CPS has agreed to partially underwrite the Entitlement Issue and the Priority Option Offer of up to the value of \$1,600,000. The Underwriting Agreement has the following material terms:

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- (a) **(Conditions):** The obligation of CPS to underwrite the Entitlement Issue Offer and the Priority Option Offer is subject to the Prospectus being lodged with ASX in accordance with the agreed timetable.
 - (b) **(Sub-underwriting):** The Underwriter and the Company may appoint sub-underwriters to sub-underwrite the Offers, subject to ensuring that no person will acquire, through participation in the underwriting or the sub-underwriting of the Offers, a holding of Shares of, or increase their holding, to an amount in excess of 19.99% of all the Shares on issue on completion of the Offers.
 - (c) **(Fees):** Pursuant to the Underwriting Agreement, the Company has agreed to compensate CPS (and/or its nominees) as follows:
 - (i) the Company must pay to the Underwriter a fee of 6% on the amount raised under the Entitlement Issue Offer and Priority Option Offer, plus GST where applicable; and
 - (ii) the Company will issue to the Underwriter, or its nominee, one (1) New Option for every three (3) Shares taken-up and / or placed in the Placement and Entitlement Issue Offer subject to Shareholder approval.
 - (d) **(Termination):**

The Underwriter, in its sole discretion, may terminate its obligations under the Underwriting Agreement if any of the following events occur (**Termination Events**):

- (i) **(Offer Withdrawn):** the Offers are withdrawn by the Company;
- (ii) **(No Listing Approval):** the Company fails to lodge an Appendix 2A in relation to the Underwritten Securities with ASX by the time required by the Listing Rules, the Corporations Act or any other regulations;
- (iii) **(Corrective Disclosure):**
 - (A) The Underwriter, having elected not to exercise its right to terminate its obligations under this Agreement as a result of an occurrence as described in clause 10.2(i)(4) of the Underwriting Agreement, forms the view on reasonable grounds that a corrective document should be lodged with ASX and ASIC to comply with the Corporations Act and the Company fails to lodge a corrective document in such form and content and within such time as the Underwriter may reasonably require; or
 - (B) The Company lodges a corrective disclosure without the prior written agreement of the Underwriter (which agreement the Underwriter may not unreasonably withhold);
- (iv) **(Misleading Documents):** subject always to clause 10.3 of the Underwriting Agreement, it transpires that there is a statement in the Offer Document that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Offer Document or if any statement in the Offer Document becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Offer Document is or becomes misleading or deceptive or likely to mislead or deceive;
- (v) **(Restriction on Issue):** the Company is prevented from issuing the Underwritten Securities within the time required by this Agreement, the Corporations Act, the Listing Rules, any statute, regulation or order of a court

of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;

- (vi) **(ASIC Application)**: an application is made by ASIC for an order under section 1324B or any other provision of the Corporations Act in relation to the Offers, provided that the relevant Entitlement Issue Shortfall Notice Deadline Date or the Priority Option Shortfall Notice Deadline Date has arrived, and that application has not been dismissed or withdrawn;
- (vii) **(Takeovers Panel)**: the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel and is not withdrawn or disposed of by the Shortfall Notice Deadline Date, either of which in the Underwriter's reasonable opinion has a Material Adverse Effect;
- (viii) **(Indictable Offence)**: subject always to clause 10.3 of the Underwriting Agreement, a Director or senior manager of the Company is charged with an indictable offence;
- (ix) **(Market Movement)**: the S&P/ASX Small Ordinaries index falls by 10% or more below the level of the S&P/ASX Small Ordinaries index on the Execution Date at the close of trading;
- (A) For at least two consecutive Business Days in the period between the Execution Date and the Business Day prior to the Settlement Date; or
- (B) On the Business Day immediately prior to the Settlement Date; or
- (x) **(Termination Events)**: subject always to clause 10.3 of the Underwriting Agreement, any of the following events occurs:
- (A) **(Default)**: default or breach by the Company under this Agreement of any terms, condition, covenant or undertaking and the default or breach is either incapable of remedy or is not remedied within 10 Business Days after the Underwriter notifies the Company of the default or breach or by the Entitlement Issue Shortfall Notice Deadline Date or the Priority Option Shortfall Notice Deadline Date, whichever is earlier;
- (B) **(Incorrect or untrue representation)**: any representation, warranty or undertaking given by the Company in this Agreement is or becomes untrue or incorrect to a material respect;
- (C) **(Contravention of constitution or Act)**: a material contravention by the Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
- (D) **(Adverse change)**: an event occurs which gives rise to a Material Adverse Effect in relation to the assets, liabilities, financial position, trading results, profits, losses, prospects, business or operations of the Company;
- (E) **(Misleading information)**: any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect

of any aspect of the Offers or the Issue or the affairs of the Company is or becomes misleading or deceptive or likely to mislead or deceive to a material respect;

- (F) **(Change in Act or policy)**: there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy;
- (G) **(Prescribed Occurrence)**: a Prescribed Occurrence occurs;
- (H) **(Suspension of debt payments)**: the Company suspends payment of its debts generally;
- (I) **(Event of Insolvency)**: an Event of Insolvency occurs in respect of the Company;
- (J) **(Judgment against the Company)**: a judgment in an amount exceeding \$100,000 is obtained against the Company and is not set aside or satisfied within seven days;
- (K) **(Litigation)**: litigation, arbitration, administrative or industrial proceedings seeking damages in an amount exceeding \$100,000 are brought after the Execution Date commenced against the Company;
- (L) **(Board and senior management composition)**: there is a change in the composition of the Board or a change in the senior management of the Company before the Issue without the prior written consent of the Underwriter (such consent not to be unreasonably delayed or withheld);
- (M) **(Change in shareholdings)**: a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to the Company;
- (N) **(Timetable)**: there is a delay in any specified date in the Timetable which is greater than 3 Business Days, without the prior written consent of the Underwriter (such consent not to be unreasonably delayed or withheld);
- (O) **(Force Majeure)**: a Force Majeure affecting the Company's business or any obligation under the Agreement lasting in excess of seven days occurs;
- (P) **(Certain resolutions passed)**: the Company passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;
- (Q) **(Hostilities)**: hostilities not presently existing commence (whether war has been declared or not) or a major escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of Australia, New Zealand the United States of America, the United Kingdom any member state of the European

Union, Japan, the Peoples Republic of China or Indonesia, or a terrorist act is perpetrated on any of those countries or any diplomatic or political establishment of any of those countries elsewhere in the world, or a national emergency is declared by any of those countries; or

- (R) **(Adverse Change in Financial Markets)**: there occurs any material adverse change or material adverse disruption to the political or economic conditions of financial markets in Australia, the United Kingdom, the United States of America or the international financial markets or any change or development involving a prospective change in national or international political, financial or economic conditions, including but not limited to the collapse of a major bank or financial institution.

The Underwriting Agreement also contains a number of indemnities, representations and warranties from the Company to CPS that are considered standard for an agreement of this type.

5.5 Lead Manager Mandate

The Company has entered into a mandate with CPS dated 19 July 2024 (**Lead Manager Mandate**). The Lead Manager Mandate has the following material terms:

- (a) **(Engagement)**: CPS has been engaged to co-ordinate, & lead manage the:
- (i) Placement;
 - (ii) Entitlement Issue Offer (CPS will also partially underwrite the Entitlement Issue Offer pursuant to the Underwriting Agreement).
 - (iii) Priority Option Offer (CPS will also partially underwrite the Priority Option Offer pursuant to the Underwriting Agreement).

This includes CPS having the first right of refusal for any capital raise contemplated by the Company for 12 months.

- (b) **(Fees)**:
- (i) **Placement Fees**:
 - (A) CPS will receive a management fee of 2%, plus GST where applicable, for managing the Placement (**Management Fee**);
 - (B) CPS will receive a placing fee of 4%, plus GST where applicable, for funds raised via the Placement (**Placement Fee**). By negotiation, CPS may be liable to pay a placing fee to parties, of up to 4%, plus GST where applicable (**Third Party Fee**);
 - (C) CPS or its nominee/s will receive 40,000,000 Options (**Lead Manager Options**). The Lead Manager Options are to be on the same terms as the Placement Options, subject to shareholder approval and will be issued at \$0.000001 per option; and
 - (D) Cash fees will not exceed 6%, plus GST where applicable, of the amount raised under the Placement.

(ii) **Entitlement Issue Offer and Priority Option Offer Fees**

- (A) CPS will receive a Rights and Priority Option Issue Management Fee of 6% of the total amount raised, plus GST where applicable, for managing the Rights and Priority Option Issues (**Rights and Priority Option Issue Fees**);
- (B) By negotiation, CPS may be liable to pay a fee to parties, of up to 4%, plus GST where applicable for placing of any shortfall (**Rights Issue Fee**);
- (C) CPS or its nominee/s will receive one (1) option for every three (3) Shares taken-up and/or placed in the Placement and the Rights Issue (**Broker Options**). The Broker options are to be on the same terms as the Placement Options, subject to shareholder approval and will be issued at \$0.000001 per option.
- (D) Cash fees will not exceed 6%, plus GST where applicable, of the amount raised under the Entitlement Issue Offer.

(iii) **Corporate Fees:**

- (A) CPS will receive a monthly Corporate Advisory fee of AUD\$8,000.00 plus GST, per month, where applicable, payable in cash, for the services performed by CPS and is for a minimum term of twelve (12) months from the date of Lead Manager Mandate and the full amount of the twelve (12) month term is due and payable should this mandate be terminated by the Company otherwise than for cause (**Corporate Advisory Fee**). This Corporate Advisory fee will be renewed on the same terms, at the expiry of each twelve (12) month period unless otherwise notified by the Company. This Corporate Advisory Fee supersedes and replaces the existing corporate advisory fee arrangement;
- (B) CPS will receive a one off completion fee of AUD\$20,000.00 plus GST upon completion of the Placement and Rights Issue.

CPS will receive the above fees in cash or stock at their election, at the same terms as the Placement. CPS will pay \$0.00001 per Share or a nominal value per Share for the Placement Fee.

- (c) (**Termination**): CPS may terminate the Lead Manager Mandate by fourteen (14) days' notice in writing in the event that the Company commits or allows to be committed a material breach of any of the terms or conditions of the Lead Manager Mandate; or if a warranty or representation given by the Company is not complied with or proves to be untrue in any respect. CPS may also terminate immediately by notice in writing if the Company becomes insolvent, has a receiver, administrative receiver or manager or administrator appointed over the whole of or any of their assets, enters into any composition with creditors generally or has an order made or resolution passed for it to be wound up; or if a court makes an administration order with respect to the Company or any composition in satisfaction of its debts of or a scheme of arrangement of the affairs of the Company. The Lead Manager Mandate may be terminated by the Company by seven (7) days written notice.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of this nature.

5.6 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.

5.7 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

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

Remuneration

The remuneration (including superannuation, bonus and employee entitlements) paid to the Directors for the two financial years prior to the date of this Prospectus, and proposed to be paid to the Directors for the current financial year (on an annualised basis), is set out below.

| Director | FY 2022 | FY 2023 | FY 2024 |
|-------------------------------|-----------|-----------|-----------|
| James Baughman ¹ | \$46,391 | \$90,441 | \$45,315 |
| Bruce Lane ² | \$248,238 | \$281,836 | \$268,200 |
| Petar Tomasevic ³ | \$77,704 | \$39,690 | \$40,502 |
| Simon Williamson ⁴ | - | - | \$23,400 |
| Matthew Hartmann ⁵ | - | - | \$121,550 |

Notes:

- 1 James Baughman was appointed as Director on 21 June 2022. James Baughman also received performance rights pertaining to 2021 & 2022 that were vested during 2022 but remain unexercised.
- 2 Bruce Lane was appointed as Executive Director on 3 September 2019. Bruce Lane also received share based payments in the form of performance rights pertaining to 2021 & 2022 that were vested and exercised during 2022.
- 3 Petar Tomasevic was appointed as a Director on 9 May 2020. Petar Tomasevic also received performance rights pertaining to 2021 & 2022 that were vested during 2022 but remain unexercised.
- 4 Simon Williamson was appointed as Non-Executive Director on 3 June 2024.
- 5 Matthew Hartmann was appointed to the executive role of President US Operations on 15 January 2024 and subsequently as a Director on 27 June 2024. Matthew Hartmann also received performance rights pertaining to 2024 that have not vested.

Further information relating to the remuneration of Directors can be found in the Company's annual financial report for the financial year ended 31 December 2023, which was announced to ASX on 28 March 2024.

Securities

The securities in which the Directors and their associates have or are proposed to have relevant interests in at the date of this Prospectus are set out below.

| Director | Shares | Options | Performance Rights | Entitlement to New Shares | Entitlement to New Options ⁵ |
|-------------------------------|------------|---------|--------------------|---------------------------|---|
| Bruce Lane ¹ | 13,333,696 | 320,381 | Nil | 2,666,739 | 969,008 |
| Petar Tomasevic ² | 2,475,000 | Nil | 2,500,000 | 495,000 | 165,000 |
| Simon Williamson | Nil | Nil | Nil | Nil | Nil |
| James Baughman ³ | 7,437,000 | Nil | 1,875,000 | 1,487,400 | 495,800 |
| Matthew Hartmann ⁴ | Nil | Nil | 8,000,000 | Nil | Nil |

Notes:

1. Comprising:
 - (i) 733,696 Shares held by Bruce James Lane <Oscella Family A/C>;
 - (ii) 6,600,000 Shares held indirectly by Bellevue Mutual Pty Ltd <Laneco Super Fund A/C>;
 - (iii) 6,000,000 Shares held by Bruce James Lane and Mrs Anna Lucette Lane <The Oscella Family A/C>;
 - (iv) 300,000 Options exercisable at \$0.03 and expiring 20 October 2024 are held indirectly by Bellevue Mutual Pty Ltd <Laneco Super Fund A/C>; and
 - (v) 20,381 Options exercisable at \$0.03 and expiring 20 October 2024 are held by Bruce James Lane <Oscella Family A/C>.
2. Comprising:
 - (i) 2,475,000 Shares held indirectly by Vert Capital Pty Ltd, an entity which Petar Tomasevic is a director; and
 - (ii) 2,500,000 Class B Performance Rights held directly by Petar Tomasevic, issued on the vesting conditions stated within the Company's Financial Report for the financial year ended 31 December 2023 (**Financial Report**).
3. Comprising:
 - (i) 7,437,000 Shares held directly by James Baughman; and
 - (ii) 1,875,000 Class A Performance Rights held directly by James Baughman, issued on the vesting conditions stated within the Company's Financial Report.
4. Comprising 8,000,000 Class C Performance Rights held directly by Matthew Hartmann issued on the vesting conditions stated within the Company's Financial Report.
5. The Entitlement to New Options includes the entitlement under the Entitlement Issue Offer and the entitlement under the Priority Option Offer.

The Board advises that Bruce Lane and Petar Tomasevic intend to take up their full Entitlements under the Offer.

5.8 Related party transactions

There are no related party transactions entered into in respect of the Offers that have not otherwise been disclosed in this Prospectus.

Section 208 of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 24 months following such approval,

unless the giving of the financial benefit falls within an exception set out in section 210 to 216 of the Corporations Act. Section 210 of the Corporations Act states that Shareholder approval is not required if the terms of the benefit are at arm's length or no less favourable than arm's length.

5.9 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;
 - (i) promoter of the Company; or
 - (ii) 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 two (2) years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (i) the formation or promotion of the Company;
- (ii) any property acquired or proposed to be acquired by the Company in connection with:
 - (A) its formation or promotion; or
 - (B) the Offers; or
- (iii) the Offer,

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

- (i) the formation or promotion of the Company; or
- (ii) the Offer.

Nova Legal Pty Ltd has acted as solicitors to the Company in relation to the Offers. The Company estimates it will pay \$30,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Nova

Legal Pty Ltd has been paid fees totalling \$45,523.82 (including disbursements and including GST) for legal services provided to the Company.

CPS been appointed as Lead Manager and Underwriter (to the Entitlement Issue Offer and the Priority Options Offer) and will be paid (for the Placement, Entitlement Issue Offer and Priority Options Offer) the fees set out in Sections 5.4 and 5.5 for those services. During the 24 months preceding lodgement of this Prospectus with ASIC, CPS has been paid fees totalling \$386,805 (excluding GST and disbursements) for capital raising and corporate advisory services to the Company.

Automic Pty Ltd (trading as "Automic Group") has been appointed to conduct the Company's share registry functions and to provide administrative services in respect of the procession of Application Forms receive pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

5.10 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the securities), the Directors, any 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 lodgement of this Prospectus with ASIC.

CPS has given its written consent to being named as:

- (a) Lead Manager to the Placement Offer, the Entitlement Issue Offer and Priority Option Offer;
- (b) Underwriter to the Entitlement Issue Offer and the Priority Option Offer,

in this Prospectus.

Nova Legal Pty Ltd has given its written consent to being named as the solicitors to the Company in this Prospectus.

Automic Pty Ltd has given its written consent to being named as the share registry to the Company in this Prospectus.

5.11 Estimated expenses of the Offers

The estimated cash costs of the Offers (exclusive of GST) are set out below:

| Item | Amount (\$) |
|---------------------------------------|------------------|
| ASIC lodgement fee | \$3,206 |
| ASX quotation fee | \$32,505 |
| Lead Manager and Underwriting fees | \$141,165 |
| Legal fees | \$30,000 |
| Printing, registry and other expenses | \$25,000 |
| Total | \$231,876 |

5.12 Electronic Prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the relevant Application Forms. If you have not, please phone the Company on the number set out in the Corporate Directory to this Prospectus and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website as set out in the Corporate Directory to this Prospectus.

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

6. 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.



Bruce Lane
Executive Director
For and on behalf of GTI Energy Ltd

For personal use only

7. DEFINITIONS

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

Applicant means an Eligible Shareholder, an Eligible Optionholder, CPS or other party who applies for Securities pursuant to the Offers or Shortfall Offer.

Application Form means an:

- (a) Entitlement and Acceptance Form (which includes an application for Shortfall Securities);
- (b) Placement Options Offer Application Form;
- (c) Priority Option Application Form;
- (d) Broker Offer Application Form;
- (e) Lead Manager Offer Application Form; or

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 CHESS.

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

Broker means CPS.

Broker Offer has the meaning given on the front page of this Prospectus.

Broker Offer Application Form means the application form for the Broker Offer to be provided to the Broker.

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.

Broker Options has the meaning given in Section 1.4.

CHESS means Clearing House Electronic Sub-Register System.

Closing Date means the relevant closing dates for the relevant Offers specified in the Timetable set out at the commencement of this Prospectus (unless extended).

Company or **GTR** means GTI Energy Limited (ACN 124 792 132).

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

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

CPS means CPS Capital Group Pty Ltd.

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

Eligible Optionholder means an optionholder who holds listed GTRO Options on the Priority Option offer Record Date.

Eligible Participants means an Eligible Shareholder; an Eligible Optionholder; a Placement Participant and CPS.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date for the Entitlement Issue as shown in the Timetable and who have a registered address in Australia or New Zealand.

Entitlement means the entitlement of:

- (a) a Shareholder who is eligible to participate in the Entitlement Issue Offer; or
- (b) an Optionholder who is eligible to participate in the Priority Option Offer,

as the context relevantly requires.

Entitlement Issue Offer has the meaning given on the front page of this Prospectus.

Entitlement Issue Shortfall Notice Deadline Date means the date specified in the Timetable, or any other date agreed in writing between the Company and the Underwriter as the date by which the Company must give the Underwriter written notice of the number of shortfall shares.

Entitlement Issue Underwriting Settlement Date means the issue date of the underwritten Shares under the Entitlement Issue Offer to the Underwriter (or sub-underwriters) as specified in the Timetable, or such other date as the Company and the Underwriter agree in writing and otherwise in accordance with the timetable requirements of ASX as described in Appendix 7A of the Listing Rules.

Entitlement and Acceptance Form means the entitlement and acceptance form for the Entitlement Issue Offer.

Exercise Date has the meaning given in 4.2(f).

Exercise Period has the meaning given in Section 4.2(d).

Exercise Price has the meaning given in Section 4.2(b).

Lead Manager means CPS.

Lead Manager Mandate means the lead manager mandate dated 19 July 2024 between the Company and the Lead Manager, as summarised in Section 5.5.

Lead Manager Offer has the meaning given on the front page of this Prospectus.

Lead Manager Offer Application Form means the application form for the Lead Manager to apply for Lead Manager Options under the Lead Manager Offer.

Lead Manager Options has the meaning given in Section 5.5(b)(i)(C).

New Options means an Option issued on the terms and conditions set out in Section 4.2.

New Share means a Share having the rights and liabilities set out in section 4.1.

Notice of Exercise has the meaning given in Section 4.2(e).

Offer or Offers means the:

- (a) Entitlement Issue Offer;
- (b) Placement Options Offer;
- (c) Priority Options Offer;
- (d) Broker Offer; and
- (e) Lead Manager Offer,

together or separately as the context requires.

Official Quotation means official quotation on ASX.

Opening Date means the date specified in the Timetable set out at the commencement of this Prospectus.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 1.2.

Placement Participants has the meaning in Section 1.2.

Placement Options means the New Options to be issued pursuant to the Placement Options Offer.

Placement Options Offer has the meaning given on the front page of this Prospectus.

Placement Options Offer Application Form means the application form for the Placement Options Offer to be provided to Placement Participants to apply for the Placement Options Offer.

Priority Options means the New Options offered under to the Priority Offer.

Priority Option Offer has the meaning given on the front page of this Prospectus.

Priority Option Application Form means the application form provided to Eligible Optionholders to apply for Priority Options under the Priority Option Offer.

Priority Option Record Date means the record date for the Priority Options specified in the Timetable set out at the commencement of this Prospectus.

Priority Options Shortfall Notice Deadline Date means the date specified in the Timetable, or any other date agreed in writing between the Company and the Underwriter as the date by which the Company must give the Underwriter written notice of the number of shortfall options.

Priority Options Underwriting Settlement Date means the issue date of the underwritten Options to the Underwriter (or sub-underwriters) as specified in the Timetable, or such other

date as the Company and the Underwriter agree in writing and otherwise in accordance with the timetable requirements of ASX as described in Appendix 7A of the Listing Rules.

Prospectus means this prospectus.

Record Date means the relevant record date for the relevant offers specified in the Timetable set out at the commencement of this Prospectus.

Section means a section of this Prospectus.

Securities means the New Shares and/or New Options, issued under this Prospectus, as the context requires.

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

Shareholder means a holder of a Share.

Shareholder General Meeting means the extraordinary general meeting of Shareholders to be held on the date shown in the Timetable.

Share Registry means Automic Group.

Shortfall means those Securities under the Entitlement Issue Offer not applied for by Shareholders under their Entitlement (if any).

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 1.8(b).

Shortfall Options means those New Options issued pursuant to the Shortfall.

Shortfall Securities means the Shortfall Options and Shortfall Shares.

Shortfall Shares means those New Shares issued pursuant to the Shortfall.

Termination Event has the meaning given in Section 5.4.

Timetable means the timetable on page 7.

TMD means target market determination.

Underwriter means CPS.

Underwriting Agreement means the agreement between the Company and CPS executed on 22 July 2024 in respect of the partial underwriting of Entitlement Issue Offer and Priority Option Offer, as summarised in Section 5.4.

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

Annexure A – Pro Forma Statement of Financial Position

| | 31-Dec-23 Audited \$ | Adjustments \$ | Notes | Unaudited \$ |
|----------------------------------|----------------------------|-------------------|-------|-------------------|
| Current Assets | | | | |
| Cash & cash equivalents | 2,072,065 | 4,236,251 | 1,2,3 | 6,308,317 |
| Trade & other receivables | 210,382 | - | | 210,382 |
| Other current assets | 28,997 | - | | 28,997 |
| Total current assets | 2,311,444 | 4,236,251 | | 6,547,695 |
| Non-Current Assets | | | | |
| Property, plant & equipment | 355 | - | | 355 |
| Mineral Exp & Eval | 20,594,381 | - | | 20,594,381 |
| Loans, intercompany, investments | 650,000 | - | | 650,000 |
| Total non-current assets | 21,244,736 | - | | 21,244,736 |
| Total assets | 23,556,180 | 4,236,251 | | 27,792,431 |
| Current liabilities | | | | |
| Trade & other payables | 508,057 | - | | 508,057 |
| Provisions | 61,263 | - | | 61,263 |
| Total current liabilities | 569,320 | - | | 569,320 |
| Total liabilities | 569,320 | - | | 569,320 |
| Net assets | 22,986,860 | 4,236,251 | | 27,223,111 |
| Equity | | | | |
| Contributed equity | 33,216,090 | 3,011,967 | 2,3,4 | 36,228,057 |
| Reserve | 4,935,873 | 1,224,285 | 4 | 6,160,158 |
| Accumulated losses | (15,165,103) | - | 1 | (15,165,103) |
| Total equity | 22,986,860 | 4,236,251 | | 27,223,111 |

Notes:

1. No adjustment has been made for working capital.
2. Adjustments include the following post-balance date events:
 - a. \$2,294,952 rights issue of 509 million Shares at \$0.0045 p/Share with 1 free attaching Option for every 3 Shares (exercisable @ \$0.01, expiring 4yrs) (rights issue)
 - b. Costs of the Offer of \$231,876
 - c. \$2,250,000 via the issue of 500 million Shares at \$0.0045 each (Placement) less 6% capital raising fees paid in cash.
 - d. an offer of one (1) New Option for every four (4) listed GTRO Options owned on the record date at an issue price of \$0.0005 per New Option
3. Assumes full subscription of \$2,294,952 is raised and \$57,798 under the New Options and costs of the Offer totalling \$231,876.
4. Broker Options have been valued using a Black and Scholes valuation by management.