



SALT LAKE POTASH LIMITED
ACN 117 085 748

PROSPECTUS

For the offer of 1,000 Shares at \$0.36 each to raise \$360

**THIS PROSPECTUS IS BEING ISSUED UNDER SECTION 708A(11) OF THE
CORPORATIONS ACT FOR THE PURPOSE OF FACILITATING SECONDARY
TRADING OF THE PLACEMENT SHARES.**

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE
ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.**

**IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR
PROFESSIONAL ADVISER WITHOUT DELAY.**

**THE SHARES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A
HIGHLY SPECULATIVE NATURE.**

IMPORTANT INFORMATION

This Prospectus is dated 1 June 2021 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the registered office of the Company at Level G, 239 Adelaide Terrace, Perth Western Australia, 6000 during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 4.3).

The Shares offered by this Prospectus should be considered speculative. Please refer to Section 3 for details relating to investment risks.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

This Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's principal place of business by contacting the Company. The Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

Applications for Shares under the Offer will only be accepted on an Application Form that is attached to, or provided by the Company with a copy of this Prospectus in either paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

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

No action has been taken to permit the offer of Shares under this Prospectus in any jurisdiction

other than Australia.

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

This Prospectus is important and should be read in its entirety before deciding to participate in the Offer. This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to their particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult their stockbroker, solicitor, accountant or other professional adviser without delay. Some of the risk factors that should be considered by potential investors are outlined in Section 3.

This Prospectus includes forward looking statements that have been based on current expectations about future acts, events and circumstances. These forward looking statements are, however, subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in the forward looking statements.

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to WST, unless otherwise indicated.

CORPORATE DIRECTORY

Directors

Mr Ian Middlemas (Non-Executive Chairman)
Mr Tony Swiericzuk (CEO and Managing Director)
Mr Matthew Bungey (Non-Executive Director)
Mr Phillip Montgomery (Non-Executive Director)
Mr Peter Thomas (Non-Executive Director)

Company Secretary

Mr Matt Worner

Registered Office

Salt Lake Potash Limited
Level G, 239 Adelaide Terrace
Perth WA 6000

Telephone: (61 8) 6559 5800
Facsimile: (61 8) 6559 5820
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ASX Code: SO4

Share Registry

Link Market Services Limited
QV1 Building, Level 12, 250 St Georges Terrace
Perth WA 6000

Auditor

Ernst & Young
11 Mounts Bay Road
Perth WA 6000
Australia

Lawyers

DLA Piper Australia
Level 21
240 St Georges Terrace
Perth WA 6000

PROPOSED TIMETABLE

Event	Date*
Lodgement of Prospectus with ASIC and ASX	1 June 2021
Opening Date of Offer	1 June 2021
Closing Date (unless extended)	8 June 2021

** These dates are indicative only and subject to change. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice.*

TABLE OF CONTENTS

Section	Page No
1. Details of the Offer.....	4
2. Effect of the Offer	9
3. Risk Factors	10
4. Additional Information	21
5. Directors' Statement and Consent	28
6. Glossary	29

RISK FACTORS

There a number of risks associated with investing in the Company and in the share market generally. The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can affect the value of an investment in the Company.

An investment in the Company is speculative in nature and investors should be aware that they may lose some or all of their investment. Prospective investors should read this Prospectus in its entirety, and in particular, consider the risk factors detailed in Section 3.

1. Details of the Offer

1.1 The Offer

The Company is offering, pursuant to this Prospectus, up to 1,000 Shares (**New Shares**) at an issue price of \$0.36 each (**Offer**).

Shares issued under the Offer will be issued as fully paid ordinary shares and will rank equally in all respect with the existing Shares on issue. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the Shares under the Offer.

The Company is only extending the Offer to specific parties on invitation from the Directors. The Company will only provide Application Forms to these parties.

On 24 May 2021, the Company announced that it was undertaking a capital raising to raise up to approximately \$28 million (**Placement**) by the issue of up to approximately 79,947,858 Shares at an issue price of \$0.35 each (**Placement Shares**), comprising:

- (a) 77,142,858 Placement Shares under Listing Rule 7.1 to sophisticated and professional investors who are not related parties of the Company (**Tranche 1 Shares**); and
- (b) subject to the Company obtaining Shareholder approval, 2,805,000 Placement Shares to certain Directors (**Tranche 2 Shares**).

Refer to the ASX announcement dated 24 May 2021 for further details.

1.2 Purpose of the Offer

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom 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.

Section 708A(5) of the Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). The Company has been suspended from trading on the ASX for more than 5 days in the last 12 months and as a result is precluded from issuing a 'cleansing' notice in accordance with section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

The primary purpose of this Prospectus is to comply with section 708A(11) of the Corporations Act to remove any trading restrictions that may have attached to the Tranche 1 Shares issued by the Company so that the holders of the Tranche 1 Shares, if they choose to, may sell those Tranche 1 Shares within the twelve months following their issue, without the issue of a prospectus. The Company did not issue the Tranche 1 Shares with the purpose of the persons to whom they

were issued selling or transferring the Tranche 1 Shares, or granting, issuing or transferring interests in the Tranche 1 Shares within 12 months of the issue, however this Prospectus provides them with the ability to do so should they wish.

Accordingly, the purpose of this Prospectus is to:

- (d) make the Offer; and
- (e) ensure that the on-sale of the Tranche 1 Shares does not breach section 707(3) of the Corporations Act by relying on the exemption to the secondary trading provisions in section 708A(11) of the Corporations Act.

1.3 Closing Date

The Closing Date for the Offer is 5.00pm (WST) on 8 June 2021. The Company reserves the right, subject to the Corporations Act and the Listing Rules to extend the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

1.4 Minimum subscription

There is no minimum subscription in relation to the Offer.

1.5 Oversubscriptions

The Company will not accept any oversubscriptions in relation to the Offer.

1.6 Applications

The Offer is being extended to investors who are invited by the Company to subscribe for New Shares and is not open to the general public. The Company may determine in its discretion whether to accept any or all of the Applications.

Applications must be made using the Application Form provided with a copy of this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Completed Application Forms, together with application monies, must be received by the Company prior to the Closing Date. Application Forms should be delivered to the Company in accordance with the instructions on the Application Form. If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of the Shares under the Offer.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form is final.

1.7 Defects in applications

If an Application Form is completed incorrectly or if the accompanying payment is the wrong amount, the Company may, in its absolute discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

1.8 Issue and Dispatch

The issue of New Shares pursuant to the Offer will take place as soon as practicable after the Closing Date of the Offer. Pending the issue of the New Shares 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 will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

The Directors will determine the recipients of all the New Shares under the Offer. The Directors reserve the right to reject any application or to allocate any Applicant fewer New Shares than the number applied for. Where the number of New Shares issued is less than the number applied for, or when no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date of the Offer. Interest will not be paid on monies refunded.

The Company's decision on the number of New Shares to be issued to an Applicant under the Offer will be final.

1.9 ASX Quotation

Application for Official Quotation by ASX of the New Shares will be made within seven days after the date of this Prospectus. If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of the Prospectus, or such period as varied by 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 of the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

1.10 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASX Settlement will send you a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Shares.

If you are registered on the Issuer Sponsored Sub-register, your statement will be dispatched by Link Market Services Limited and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time. However, a charge may be made for additional statements.

1.11 Applicants outside Australia

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of Securities 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 or the Securities. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and

persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.12 Risks of the Offer

An investment in Shares of the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company, which are explained in Section 3.

1.13 Taxation Implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Shares under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for New Shares under this Prospectus.

1.14 Major Activities and Financial Information

A summary of the activities and financial information relating to the Company for the half year ended 31 December 2020 is in the Company's Interim Financial Report lodged with ASX on 16 March 2021 and for the year ended 30 June 2020 is in the Annual Report which was lodged with ASX on 28 September 2020.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report are listed in Section 4.3.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that potential Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

1.15 Existing activities of the Company

The Company is developing a series of primary Sulphate of Potash (**SOP**) operations across the West Australian goldfields. The Company plans to produce premium SOP from extracting hypersaline brine from salt lakes, transporting the brine in a series of solar evaporation ponds to produce potassium-rich harvest salts which can then be converted in SOP for the domestic and international markets.

Initial development efforts are focused on the Lake Way project (**Lake Way Project**) which is now 88% complete, with the first sales expected in the second quarter of 2021. The Lake Way Project is located in the Goldfields region of Western Australia, 15 kilometres south of Wiluna.

On 5 August 2020, the Company announced it had executed a \$203,000,000 (US\$138,000,000) debt financing package and launched a fully underwritten equity placement and accelerated non-renounceable offer for \$98,500,000 to complete the construction of the Lake Way Project on schedule.

On 11 December 2020, the Company announced that it had received binding commitments for a share placement to raise \$52,000,000, enabling the first drawdown of US\$105,000,000 under the debt financing package. The Company also completed a share purchase plan raising a further \$8,000,000.

Approximately 27,000 tonnes of potassium rich kainite and schoenite salts have been harvested for commissioning plant feed from the train 1 cells. Process plant commissioning commenced in February 2021, and first feed salt was introduced to the plant in March 2021.

1.16 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's Security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's or Group's agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Acceptance.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

1.17 Not underwritten

The Offer is not underwritten.

1.18 Enquiries Concerning the Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on +61 8 6559 5800.

2. Effect of the Offer

2.1 Effect on the Capital Structure

The effect of the Offer on the capital structure on the Company, assuming the New Shares are issued, is as follows:

Class	Shares	Options	Performance Rights
Shares on issue as at the date of this Prospectus	813,670,721 ¹	49,925,000 ²	18,068,443 ³
New Shares to be issued under the Offer	1,000	Nil	Nil
Total on issue on completion of the Offer	813,671,721	49,925,000	18,068,443

Notes:

- (1) 813,670,721 Shares, comprising:
 - (a) 736,527,863 quoted Shares; and
 - (b) 77,142,858 Tranche 1 Shares.
- (2) 49,925,000 unquoted Options, comprising:
 - (a) 1,000,000 exercisable at \$0.60 each and expiring on 29 April 2021;
 - (b) 250,000 exercisable at \$0.40 each and expiring on 30 June 2021;
 - (c) 500,000 exercisable at \$0.50 each and expiring on 30 June 2021;
 - (d) 750,000 exercisable at \$0.60 each and expiring on 30 June 2021;
 - (e) 400,000 exercisable at \$0.70 each and expiring on 30 June 2021;
 - (f) 9,375,000 exercisable at \$0.85 each and expiring on 30 June 2023;
 - (g) 2,400,000 exercisable at \$0.60 each and expiring on 1 November 2023;
 - (h) 5,250,000 exercisable at \$1.00 each and expiring on 1 November 2023;
 - (i) 5,000,000 exercisable at \$1.20 each and expiring on 1 November 2023;
 - (j) 1,000,000 exercisable at \$0.702 each and expiring on 30 June 2023;
 - (k) 9,000,000 exercisable at \$0.702 each and expiring on 4 August 2024; and
 - (l) 15,000,000 exercisable at \$0.564 each and expiring on 28 September 2024.
- (3) 18,068,443 Performance Rights which are subject to various performance conditions to be satisfied prior to the relevant expiry dates between 30 June 2021 and 1 November 2023.

2.2 Effect of the Offer on the Company and Use of Funds

After paying for the expenses of the Offer of approximately \$20,128, there will be no proceeds from the Offer. The expenses of the Offer exceeding \$360 (being the amount raised if the Offer is fully subscribed) will be met from the Company's existing cash reserves. The Offer will have a minimal effect on the Company's financial position, being receipt of funds of \$360 less costs of preparing the Prospectus.

2.3 Effect on control

The Offer will have no impact on the control of the Company as no person as a result of the Offer will increase their voting power in the Company:

- (a) from 20% or below to more than 20% of issued capital of the Company; or
- (b) from a starting point that is above 20% and below 90% of issued capital of the Company.

3. Risk Factors

An investment in New Shares offered by this Prospectus should be regarded as speculative. Activities in the Company, as in any business, are subject to risks which may impact on the Company's future performance. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks, however some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which prospective investors need to be aware of in evaluating the Company's business and the risks of investing in the Company. Prospective investors should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

3.1 Specific Risks Associated with the Company

(a) Development of the Lake Way Project

The Company's ability to successfully develop and commercialise the Lake Way Project may be affected by factors including project delays and additional costs overruns. If the Company experiences project delays or additional cost overruns this could result in the Company not realising its operational or development plans or result in such plans costing more than expected or taking longer to realise than expected.

The Company has endeavoured to take appropriate action to mitigate the risks of further project delays and additional cost overruns (including by entering into "lump-sum" contracts with some of its third party contractors and varying certain of its existing contractual arrangements) but the occurrence of an event that results in project delays and/or additional cost overruns may have a material adverse effect on the Company's performance and the value of its assets.

The Company has prepared estimates of capital expenditure and costs and, where possible and appropriate, has entered into "lump-sum" contracts with some of its third party contractors to mitigate and reduce the risk of increases in the capital expenditure for the development of the Lake Way Project. However, as is the case with all "lump-sum" contracts, if the scope of what is required to be delivered under those contracts changes because of, for example, the impact of COVID-19, inclement weather, force majeure events, changes in law, directions or actions from the Company, unforeseen design changes, or delivery failures, the relevant "lump-sum" price will increase.

In addition, although the various components of the production plant and associated infrastructure for the Lake Way Project will be designed and constructed by a number of separate contractors, these components being designed and constructed by the separate contractors must technically interface together in order for the Lake Way Project to be complete and for production to commence. The Company retains the legal and technical risk in those various components technically interfacing and must manage this risk throughout the design and construction of the Lake Way Project. Failure to achieve this may result in delays in the construction and development of the Lake Way Project, which may adversely impact on the Company's future cash flows, profitability, results of operations and financial condition.

(b) Risks as to Forecasts

The Company has prepared operating cash costs, future production targets and revenue profiles for its future operations at the Lake Way Project.

These forecasts, although considered to have reasonable grounds, may be adversely affected by a range of factors including: changes or variation in hydrogeological conditions, weather conditions effecting evaporation and/or recharge or other

conditions; mining, processing and loading equipment failures and unexpected maintenance problems; limited availability or increased costs of mining, processing and loading equipment and parts and other materials from suppliers; mine safety accidents; adverse weather and natural disasters; and a shortage of skilled labour.

If any of these or other conditions or events occur in the future, they may increase the cost of mining or delay or halt planned commissioning, ramp up any production, which could adversely affect our results of operations or decrease the value of our assets.

The Company has in place a framework for the management of operational risks and an insurance program which provides coverage for a number of these operating risks. However, any unforeseen increases in capital or operating costs of the Lake Way Project could have an adverse impact on the Company's future cash flows, profitability, results of operations and financial condition. No assurance can be given that the Company's estimates will be achieved or that the Company will have access to sufficient capital to develop the Lake Way Project due to an increase in capital and operating costs estimates.

(c) **Funding Risk**

As disclosed in this announcement, the Company has entered into the Syndicated Facility Agreement (**SFA**) pursuant to which Taurus Mining Finance Fund No. 2 L.P. (**Taurus**), Clean Energy Finance Corporation (**CEFC**), Sequoia IDF Asset Holdings S.A. (**Sequoia**) and Commonwealth Bank of Australia (**CBA**) have agreed to make available to the Company funding of up to US\$138 million.

The Company's obligations under the SFA are secured. Accordingly, there is a risk that if the Company is unable to satisfy its obligations under the SFA, Taurus, CEFC, CBA or SEQI may seek to enforce their security over the Company and its assets, and the Company may become an externally-administered body corporate.

The Company expects to have the ability to repay the facility amount the subject of the SFA as and when required.

The Company has entered into a binding term sheet with SEQI, pursuant to which SEQI has agreed to provide a bank guarantee facility for A\$18m (**Guarantee Facility**). The funding to be provided under the Guarantee Facility will be used by the Company to cash back a bank guarantee issued to cover gas payments to APA Operations over the life of the Company's project, enabling the existing A\$18m of cash backing to be returned to the Company for use in project operations. The provision of the Guarantee Facility remains subject to satisfactory full form documentation being entered into and the satisfaction of conditions precedent typical for a facility of this nature, including a requirement that at least A\$25m of net equity funds are received by the Company through the Placement.

There is a risk that the full form documentation for the Guarantee Facility is not executed on the agreed terms set out in the binding terms sheet and that the conditions precedent to accessing that funding are not satisfied or waived. As the Placement is not underwritten, there is a risk that all commitments under the Placement may not settle and the A\$25m net equity requirement may not be achieved. In that event, the Company may not be able to proceed with the Guarantee Facility and may not be able to make the final drawdown under the SFA.

(d) **Foreign Exchange Risk**

The SFA is denominated in US dollars whilst many of the planned development and operational activities are denominated in Australian dollars. The Company's ability to fund these activities from the SFA and the Offer may be adversely affected if the Australian dollar rises against the US dollar. No assurance can be given that the Company's estimates will be achieved or that the Company will have access to sufficient

capital to develop the Lake Way Project due to an unanticipated movement in the Australian dollar.

(e) **Contractual Risk**

The Company is reliant on contractual access rights to conduct certain activities on certain tenements relating to the Lake Way Project, including, for the purposes of constructing the processing plant pending the grant and transfer to Piper Preston Pty Ltd (**Piper Preston**) of general purpose lease G53/25, which is intended to provide ultimate tenure for the processing plant. The grant of the general purpose lease is contingent on finalization of a variation to the Native Title Agreement. In the event a deed of variation to the Native Title Agreement to procure the grant of G53/25 is not entered into, the Company will continue to be reliant on contractual rights to conduct its activities (including for the purposes of constructing the processing plant).

As with any contract generally, there is a risk that the business could be disrupted in situations where there is a disagreement or dispute in relation to a term of the contract. Should such a disagreement or dispute occur, this may have an adverse impact on the Company's operations and performance generally. It is not possible for the Company to predict or protect itself against all such risks.

(f) **Commodity Price Volatility**

The revenue the Company will derive through the sale of sulphate of potash product (SOP Product) exposes the Company to commodity price and exchange rate risk (see above).

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. Such factors include the supply and demand for commodities such as potash, forward selling activities, technological advancements and other macro-economic factors. If the Company achieves development success which leads to viable production, its financial performance will be highly dependent on the prevailing commodity prices and exchange rates.

(g) **Resource and Reserve Estimates and Classification**

The Mineral Resource and Ore Reserve estimates for the Company's projects are estimates only and are expressions of judgement based on knowledge, experience and industry practice. In addition, by their very nature, Mineral Resource and Ore Reserve estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. No assurances can be given that any particular level of recovery of potash will in fact be realised.

(h) **Coronavirus (COVID-19) Risk**

The global economic outlook is facing uncertainty due to the current COVID-19 pandemic, which has been having, and will likely continue to have, a significant impact on global capital markets, commodity prices and foreign exchange.

To date, the COVID-19 pandemic has not had any material impact on the Company's operations, however, any infections occurring on site at the Lake Way Project could result in the Company's operations being suspended and construction otherwise disrupted for an unknown period of time, which may have an adverse impact on the Company's operations as well as adverse implications on the Company's future cash flows, profitability and financial condition.

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of

economic uncertainty caused by the COVID-19 pandemic, also adversely impact the Company's operations, financial position and prospects.

Generally, most contractors engaged to design and construct the Lake Way Project will have an entitlement to claim additional costs if COVID-19 increases the cost of performing their works and services or delays the provision of those works and services.

The Company has implemented a COVID-19 mitigation plan in order to minimise the risk of infection for individuals and will continue to review and update its COVID-19 mitigation plan and update its plan based on the latest guidance from health professionals and the government as the situation develops.

In addition, the Company has also minimised the risk in respect to COVID-19 by developing an optimised execution strategy and construction schedule to allow for major activities to be done sequentially.

The Company will continue to review its COVID-19 mitigation plan and update its plan based on the latest guidance from health professionals and the government as the situation develops.

(i) **Dependence on Key Contractors and Third Party agreements**

The Company has outsourced substantial parts of the development and construction of the Lake Way Project to third party contractors. Such contractors may not be available to perform services for the Company, when required, or may only be willing to do so on terms that are not acceptable to the Company. Further, performance may be constrained or hampered by capacity constraints, mobilisation issues, plant, equipment and staff shortages, labour disputes, managerial failure and default or insolvency. Contractors may not comply with provisions in respect of quality, safety, environmental compliance and timeliness, which may be difficult to control. In the event that a contractor underperforms or is terminated, the Company may not be able to find a suitable replacement on satisfactory terms within time or at all. These circumstances could have a material adverse effect on the Company's operations and the development and construction of the Lake Way Project.

The operations of the Company generally require the involvement of a number of third parties, including suppliers, contractors and clients. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the Company's operations and performance. It is not possible for the Company to predict or protect the Company against all such risks.

The Company is currently in negotiations in relation to a number of material contracts with third parties for key processing plant components, including feeders, slurry pumps, thickeners, agitators, heaters, dryer compressed air equipment, chillers and impact crusher. There is no guarantee that negotiations in relation to these third-party agreements will progress or conclude. Failure to obtain key processing plant components under such agreements may have an adverse impact on the Company's operations.

(j) **Future Capital Requirements**

The Company may require further financing to continue to operate in the future if, for example, it fails to meet its construction timeline or there is otherwise a material departure from the Company's production or cost guidance for the Lake Way Project.

The Company may also require further financing in the future to progress its other projects.

Any additional equity financing will likely be dilutive to Shareholders, may be undertaken at lower prices than the current market price or may involve restrictive covenants which

limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

Although the Directors believe that additional capital can be obtained if it becomes required, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.

The Company may undertake additional offerings of Shares and of securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.

(k) **Offtake Risk**

The Company has binding term-sheets for offtake for 92% of the production from the Lake Way Project.

The Company's operations and revenues are dependent on the counterparties to existing and future offtake agreements performing their obligations. Notwithstanding the offtake arrangements contain price floor and 'take or pay' obligations, if counterparties do not take their obligated quantities of product or seek to renegotiate the price or quantity of product, the Company's revenue could be adversely affected.

(l) **Variability in Brine**

The brine deposit may be variable due to the geological layering of the lake sediments and inflows of other groundwater which will affect the brine chemistry across the deposit. Added to this there is also the potential for dilution after rainfall which may influence changes in the chemistry of brine recovery. The variability may cause different evaporation rates, alternative salt evaporates being formed in the evaporation ponds or require additional trenches due to lower grades.

(m) **Operational Risks**

The Company's operational and development activities will be subject to numerous operational risks, many of which are beyond the Company's control. The Company's operations may be curtailed, delayed or cancelled as a result of factors such as adverse weather conditions, mechanical difficulties, shortages in or increases in the costs of labour, consumables, spare parts, plant and equipment, external services failure (including energy and water supply), industrial disputes and action, difficulties in commissioning, ramp up and operating plant and equipment, IT system failures, mechanical failure or plant breakdown, and compliance with governmental requirements.

Hazards incidental to the mining, exploration and development of mineral properties such as unusual or unexpected geological formations, difficulties and/or delays associated with groundwater and dewatering of existing pits may be encountered by the Company. Industrial and environmental accidents could lead to substantial claims against the Company for injury or loss of life, and damage or destruction to property, as

well as regulatory investigations, clean up responsibilities, penalties and the suspension of operations.

Production guidance and targets are subject to assumptions and contingencies which are subject to change as operations performance and market conditions change or other unexpected events arise.

There is no certainty that the production ramp up process will not uncover failures or deficiencies in processes, systems, plant and equipment required for the Beyondie Sulphate of Potash Project, and addressing such failures or deficiencies may result in the Company incurring unexpected costs and production ramp-up delays. Any of these outcomes could have a material adverse impact on the Company's results of operation and financial performance, including but not limited to the Company's ability to operate on a cashflow positive basis.

Any inability to resolve any unexpected problems relating to these operational risks or adjust costs profiles on commercial terms could adversely impact continuing operations, production targets, Mineral Resources and Ore Reserves estimates and the assessment of recoverable amount of the Company's assets. Production guidance and targets are subject to assumptions and contingencies which are subject to change as operations performance and market conditions change or other unexpected events arise.

(n) **Title Risk**

The Company's granted tenements permit the Company to undertake exploration. Each tenement carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in a tenement if the conditions are not met or if there are insufficient funds available to meet expenditure commitments.

The Company's wholly owned subsidiary, Piper Preston, is the beneficial owner of, and entitled to become the registered holder of, a further 24 mining tenements or applications for mining tenements acquired in accordance with a binding sale agreement with Wiluna Mining Corporation Limited and its affiliates Kimba Resources Pty Ltd (Kimba) and Matilda Operations Pty Ltd (**Matilda**). It is noted that Piper Preston is reliant on beneficial ownership of the tenements on which the majority of the physical assets constructed by Piper Preston to date are located, pending lodgement of tenement transfers. Subject to transfer of beneficial ownership of the tenements (where applicable), Piper Preston will become the registered holder of the tenements following registration of tenement transfers..

(o) **Process plant design, operation, recovery and product specifications**

Project development is inherently risky due to a number of variables that needs to be managed. This could lead to equipment not performing as required or expected, resulting in difficulty maintaining product specification, not achieving nameplate design capacity, not achieving expected potassium recoveries, increased maintenance and overall operating costs.

(p) **Energy Supply**

The Company's projects will require a considerable amount of energy to run the process plant and site infrastructure.

There is a risk that such supply of energy may be disrupted for a number of reasons, including inclement weather, which will impact the Company's ability to continue running

the process plant and all other energy reliant equipment on site, which will impact production.

(q) **Inclement Weather and Natural Disaster**

The Company's operational activities are subject to a variety of risks and hazards that are beyond its control including hazardous weather conditions such as excessive rain, flooding and fires.

Severe storms and high rainfall leading to flooding and associated damage may result in disruption to the evaporation process in the ponds, scouring damage to trenches, roadways and pond walls. Flood waters within the pond areas will increase the total evaporation time and impact the production schedule.

Additionally, as the brine production is from surface trenches, these trenches may become flooded during severe weather. This may impact the quality and consistency of the brine and the ability to continue surface extraction by trenches within the lake areas, until the flood waters subside.

Any of the above occurrences will impact profitability.

(r) **Regulatory risk**

The development of the Company's projects are subject to obtaining further key approvals from relevant government authorities. The Company has an approvals schedule and a management team with significant experience in approvals required for mining projects in Western Australia. A delay or failure to obtain required permits may affect the Company's schedule or ability to develop the project.

Any material adverse changes in government policies or legislation in Western Australia and Australia that affect mining, processing, development and mineral exploration activities, income tax laws, royalty regulations, government subsidies and environmental issues may affect the viability and profitability of any planned development the Company's Lake Way Project and other lakes in the Company's portfolio. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could adversely impact the Company's mineral properties.

(s) **Environmental Risk**

The Company's projects are subject to rules and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mineral projects, the Company's projects are expected to have a variety of environmental impacts should development proceed. Development of any of the Company's projects will be dependent on the Company satisfying environmental guidelines and, where required, being approved by government authorities.

For environmental impact assessment purposes, the Lake Way Project includes the proposal for construction and operation of additional on-lake infrastructure (including trenches, bores, ponds and associated infrastructure) over an additional area of up to 2,750 hectares and extension of the operating life of the processing plant, together with minor modifications to the processing plant to support an increase in production capacity of up to 260,000 tonnes per annum of sulphate of potash (nameplate capacity 245,000 tonnes per annum).

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws but may still be subject to accidents or other

unforeseen events which may compromise its environmental performance and which may have adverse financial implications.

(t) **Insurance Risk**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be available or of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Company.

(u) **Key Personnel and Staff Risk**

The responsibility of overseeing the day-to-day operations and the Company's strategic management depends substantially on its senior management and key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

The Company's ability to execute its de-risking strategy is dependent on the performance and expertise of its key management personnel and the owners team. The Company relies on experienced and qualified technical staff in respect to the development, construction and operation of the Lake Way Project and there is a risk that the Company may not be able to attract and retain key staff, and members of the owners team, or be able to find effective replacements in a timely manner. The loss of staff, or any delay in their replacement, and the inability of the Company to hire additional staff could impact the Company's development of the Lake Way Project and its ability to achieve its de-risking strategy.

There is also a risk that the Company will be unable to retain existing staff, or recruit new staff, on terms of retention that are as attractive to the Company's past agreements. The loss of key personnel could cause a significant disruption to the business and could adversely affect our operations.

There is a risk that the Company may not be able to recruit suitably qualified and talented staff in a time frame that meets the growth objectives of the Company. This may result in delays in the construction and development of the Lake Way Project, which may adversely impact on the Company's future cash flows, profitability, results of operations and financial condition.

(v) **Native Title and Aboriginal Heritage**

There are areas of the Company's projects, including the Lake Way Project, over which legitimate common law and/or statutory native title rights of Aboriginal Australians exist. Where native title rights do exist, the Company must obtain consent of the relevant landowner to progress the exploration, development and mining phases of its operations. Where there is an 'Aboriginal Site' for the purposes of the *Aboriginal Heritage Act 1972* (WA), the Company must obtain consents in accordance with the Act.

The entirety of the Lake Way Project is registered as an 'Aboriginal site' under the *Aboriginal Heritage Act 1972* (WA). The consent of the Minister for Aboriginal Affairs under section 18 of that Act is required prior to the conduct of all activities on the surface of the lake, which consent is unlikely to be forthcoming without the concurrence of TMPAC, the registered native title body corporate.

The Native Title Agreement provides that the Tarlka Matuwa Piarku. Aboriginal Corporation (TMPAC) must not unreasonably withhold its agreement to an application by Piper Preston for consent, provided Piper Preston is compliant with the Native Title Agreement and consults with TMPAC prior to making an application. The consent of the

Minister for Aboriginal Affairs has been obtained in relation to all activities conducted to date on the surface of Lake Way.

The Company has established a framework for obtaining required consents for the continuity of works, but in the event that it is unable to obtain these consents, its activities may be adversely affected.

(w) **No Market Sector Diversification**

As the Company will be entirely exposed to the mining, and in particular the SOP production sector, its business performance may be affected should this sector perform poorly.

(x) **Occupational Health and Safety Risks**

Mining activities have inherent risks and hazards. The Company is committed to providing a safe and healthy workplace and environment for its personnel, contractors and visitors. The Company provides appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders through its occupational health and safety management systems. A serious site safety incident may expose the Company to significant penalties and the Company may be liable for compensation to the injured personnel. These liabilities may not be covered by the Company's insurance policies or, if they are covered, may exceed the Company's policy limits or be subject to significant deductibles. Also, any claim under the Company's insurance policies could increase the Company's future costs of insurance. Accordingly, any liabilities for workplace accidents could have a material adverse impact on the Company's liquidity and financial results.

It is not possible to anticipate the effect on the Company's business from any changes to workplace occupational health and safety legislation or directions or necessitated by concern for the health of the workforce. Such changes may have an adverse impact on the financial performance and/or financial position of the Company.

(y) **New Projects and Acquisitions**

The Company may make an acquisition in the future. There can be no guarantee that any new project acquisition will eventuate from these pursuits, or that any acquisitions will result in a return for Shareholders. Such acquisitions may result in use of the Company's cash resources and issuances of equity securities, that might involve a dilution to Shareholders.

The Directors will use their expertise and experience in the sector to assess the value of potential projects that have characteristics that are likely to provide returns for Shareholders.

(z) **Going Concern**

The Company's interim financial report for the half year ended 31 December 2020 has been prepared on a going concern basis, which contemplates continuity of normal business activities and realisation of assets and discharge of liabilities in the normal course of business. In the event that the Company does not complete all aspects of the Placement, there would be material uncertainty regarding whether the Company would continue as a going concern.

3.2 General Risks

A summary of the major general risks are described below.

(a) **Securities investments and share market conditions**

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) **Force Majeure**

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, pandemics, explosions or other catastrophes, epidemics or quarantine restrictions. See above for discussion on the impact of COVID-19 on the Company.

(c) **Liquidity Risk**

The market for the Company's Shares may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

(d) **Economic Risk**

Changes in both Australian and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

(e) **Government and Legal Risk**

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company and may affect industry profitability as well as the Company's capacity to explore and mine.

The Company is not aware of any reviews or changes that would affect its current or proposed interests in tenements. However, changes in political and community attitudes on matters such as taxation, competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's exploration and/or development plans or its rights and obligations in respect of the tenements in which it holds interests. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

(f) **Litigation Risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. To the best

of the current Directors' knowledge, the Company is not currently engaged in any material litigation.

(g) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Shares under this Prospectus.

(h) **Climate Change Risk**

Climate change is a risk the Company has considered, particularly related to its operations in the mining industry. The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

3.3 **Speculative Investment**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by prospective 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 Shares offered under this Prospectus. Therefore, the new Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

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

4. Additional Information

4.1 Rights and Liabilities Attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) Voting rights

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

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

(c) Dividend rights

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

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend will carry interest as against the Company.

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit, under which participants may elect in respect of all or part of their Shares to receive a dividend or to forego a dividend from the Company and receive some other form of distribution or entitlement (including securities) from the Company or another body corporate or a trust.

(d) Winding-up

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

(e) **Shareholder liability**

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

(f) **Transfer of Shares**

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

(g) **Variation of Rights**

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

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

(h) **Alteration of Constitution**

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

4.2 **Company is a Disclosing Entity**

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares are in the same class as Shares that have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or operation to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is

not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

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

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 4.3 below).

4.3 Copies of Documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer, a copy of:

- (a) the Annual Report, being the last financial year for which an annual financial report was lodged with ASIC in relation to the Company before the issue of the Prospectus; and
- (b) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a) and before the date of issue of this Prospectus are as follows:

Date Lodged	Title of Announcement
01/06/2021	Appendix 2A
24/05/2021	Proposed issue of Securities – SO4
24/05/2021	Proposed issue of Securities – SO4
24/05/2021	Investor Presentation
24/05/2021	Institutional Placement to enable final Deb Drawdown
21/05/2021	Trading Halt
07/05/2021	Final Director's Interest Notice
04/05/2021	Board Change
30/04/2021	March 2021 Quarterly Report

Date Lodged	Title of Announcement
29/04/2021	Grant of Environmental Permit
28/04/2021	Appointment of Company Secretary
26/03/2021	Change in substantial holding
22/03/2021	Lake Way Process Plant commissioning commences
16/03/2021	Half Year Accounts
10/03/2021	Company Presentation Euroz Hartleys Institutional Conference
04/03/2021	Senior debt syndication to Sequoia and CBA
12/02/2021	Change of Director's Interest Notice
11/02/2021	Change of Director's Interest Notice x 5
11/02/2021	Appendix 2A
11/02/2021	Proposed issue of Securities - SO4
11/02/2021	Proposed issue of Securities - SO4
11/02/2021	Prospectus
03/02/2021	Appendix 2A
29/01/2021	December 2020 Quarterly Report
28/01/2021	SO4 Successfully Completes Share Purchase Plan
22/01/2021	Results of Meeting
22/01/2021	Company Presentation - Lake Way Virtual Site Tour
18/01/2021	Lake Way Project nearing completion
24/12/2020	Change of Director's Interest Notice x 3
22/12/2020	Funds From First Drawdown Received
21/12/2020	Notice of General Meeting/Proxy Form
18/12/2020	Resignation of CFO
18/12/2020	Share Purchase Plan Opens
18/12/2020	Section 708A Notice
18/12/2020	Appendix 3G
18/12/2020	Appendix 3G
18/12/2020	Appendix 2A
17/12/2020	Appendix 2A
17/12/2020	Update - Proposed issue of Securities - SO4
11/12/2020	Reinstatement to Official Quotation
11/12/2020	Proposed issue of Securities - SO4
11/12/2020	Investor Presentation
11/12/2020	Institutional Placement to achieve Financial Close
10/12/2020	Request for Extension of Voluntary Suspension
03/12/2020	Suspension from Official Quotation
27/11/2020	Trading Halt
27/11/2020	Pause in Trading
20/11/2020	Results of Annual General Meeting
20/11/2020	Company Presentation - Lake Way Project Update
21/10/2020	Notice of Annual General Meeting/Proxy Form
19/10/2020	Notice under Section 708A
19/10/2020	Final Director's Interest Notice
19/10/2020	Initial Director's Interest Notice x 2
19/10/2020	SO4 Adds Operational and Potash Experience to Board
16/10/2020	Appendix 2A
16/10/2020	Proposed issue of Securities - SO4
16/10/2020	September 2020 Quarterly Reports
14/10/2020	Company Presentation - Diggers and Dealers 2020
29/09/2020	Change of Director's Interest Notice
29/09/2020	Appendix 2A

Date Lodged	Title of Announcement
29/09/2020	Becoming a substantial holder
29/09/2020	Appendix 2A
29/09/2020	Appendix 3G
28/09/2020	Appendix 4G and Corporate Governance Statement

The following documents are available for inspection throughout the period of the Offer during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 4.15 and the consents provided by the Directors to the issue of this Prospectus.

4.4 Information Excluded from Continuous Disclosure Notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

4.5 Determination by ASIC

ASIC has not made a determination that would prevent the Company from relying on section 713 of the Corporations Act in issuing New Shares under this Prospectus.

4.6 Market Price of Shares

The highest and lowest market sale prices of the Shares (on a post-consolidation basis) on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$0.525 per Share on 23 March 2021

Lowest: \$0.355 per Share on 24 May 2021

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was \$0.36 per Share on 31 May 2021.

4.7 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

4.8 Substantial Shareholders

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

Shareholder	Shares	Voting Power
FIL Limited	80,553,442	9.93%
Lombard Odier Asset Management (Europe) Limited	72,568,106	8.95%
Ellerston Capital Limited	45,631,068	5.63%
Equatorial Resources Limited	44,222,223	5.45%

4.9 Directors' Interests

Except as disclosed in this Prospectus, no Director and no firm in which a Director or proposed director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the New Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Shares offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or New Shares offered under this Prospectus.

4.10 Directors' Interests in Securities

The Directors' relevant interests in Securities at the date of this Prospectus are detailed below:

Director	Shares	Voting Power	Unquoted Options	Performance Rights
Ian Middlemas ¹	20,000,000	2.71%	Nil	Nil
Tony Swiericzuk ²	5,204,470	0.71%	5,000,000	5,879,377
Matthew Bungey ³	2,014,075	0.27%	450,000	750,000
Philip Montgomery ⁴	1,250,000	0.17%	500,000	Nil
Peter Thomas ⁵	245,000	Nil	500,000	Nil

- (1) Shares are held by Arredo Pty Ltd, an entity associated with Ian Middlemas.
- (2) Securities are held in Tony James Swiericzuk & Beverley Jean Eaton Swiericzuk <Bevton Family A/C>, an entity associated with Tony Swiericzuk.
- (3) Securities are held as follows:
 - (a) 106,958 Shares are held directly by Matthew Bungey; and
 - (b) 1,907,117 Shares, 450,000 unquoted Options and 750,000 Performance Rights are held by Trigg Capital Pty Ltd, an entity associated with Matthew Bungey.
- (4) Shares are held by P&G Montgomery Superannuation Pty Ltd an entity associated with Philip Montgomery.
- (5) Securities are held directly by Peter Thomas.

4.11 Directors' Remuneration

The Constitution provides that the non-executive Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by the Shareholders in general meetings, to be divided among the Directors as the Directors shall determine, and in default of agreement then in equal shares. The maximum aggregate amount of fees payable to Directors is currently set at \$450,000 per annum, as approved by Shareholders at the annual general meeting held on 20 November 2020. The remuneration of the executive Directors must, subject to the provisions of any contract between each of them and the Company, be fixed by the Directors.

A Director may also be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

The Directors have received the following remuneration for the 12 months to 31 December 2020:

Director	Cash Salary & Fees \$	Superannuation \$	Non-monetary benefits \$	Total \$
Ian Middlemas ¹	36,851	3,501	-	40,352
Tony Swiericzuk ²	316,944	20,597	1,485,867	1,823,408
Matthew Bungey ³	68,319	1,538	(49,012)	20,845
Mark Pearce ⁴	14,041	1,334	9,059	24,434
Philip Montgomery ⁵	12,164	1,156	37,471	50,791
Peter Thomas ⁶	12,164	1,156	37,471	50,791

- 1) Mr Middlemas was entitled to receive a chairman's fee of \$36,000 per annum plus superannuation from 1 January 2020. This fee was reduced by 40% in the June 2020 Quarter due to the disruption to financial markets caused by Covid-19. With effect from 20 November 2020, the chairman's fee was increased to \$75,000 per annum plus superannuation.
- 2) Mr Swiericzuk was entitled to receive a salary of \$350,000 per annum plus superannuation from 1 January 2020. This salary was reduced by 40% in the June 2020 Quarter due to the disruption to financial markets caused by Covid-19. Non-monetary benefits relate to share based payments issued as part of Mr Swiericzuk's performance based remuneration.
- 3) Mr Bungey was entitled to receive a non-executive director's fee of \$20,000 per annum plus superannuation from his appointment effective 14 May 2020. This fee was reduced by 40% in the June 2020 Quarter due to the disruption to financial markets caused by Covid-19. With effect from 20 November 2020, the non-executive director's fee was increased to \$60,000 per annum plus superannuation. Mr Bungey was also entitled to receive \$52,125 in consulting fees since his appointment as a Director. Non-monetary benefits relate to share based payments issued to attract and retain Mr Bungey's services.
- 4) Mr Pearce was entitled to receive a non-executive director's fee of \$20,000 per annum plus superannuation from 1 January 2020. This fee was reduced by 40% in the June 2020 Quarter due to the disruption to financial markets caused by Covid-19. Mr Pearce resigned as a Director with effect from 19 October 2020. Non-monetary benefits relate to share based payments issued to attract and retain Mr Pearce's services.
- 5) Mr Montgomery was entitled to receive a non-executive director's fee of \$60,000 per annum plus superannuation from the date of his appointment on 19 October 2020. Non-monetary benefits relate to share based payments issued to attract and retain Mr Montgomery's services.
- 6) Mr Thomas was entitled to receive a non-executive director's fee of \$60,000 per annum plus superannuation from the date of his appointment on 19 October 2020. Non-monetary benefits relate to share based payments issued to attract and retain Mr Thomas' services.

4.12 Related party transactions

There are no related party transactions involved in the Offer that are not otherwise described in the Prospectus.

4.13 Interests of Other Persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Securities offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Securities offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Securities offered under this Prospectus.

DLA Piper Australia will be paid fees of approximately \$15,000 (plus GST) in relation to the preparation of this Prospectus.

Link Market Services Limited has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to issue of the New Shares under the Offer, and will be paid for these services on standard industry terms and conditions.

4.14 Expenses of Offer

Estimated expenses of the Offer	A\$
ASIC lodgement fee	\$3,206
ASX quotation fee	\$1,922
Prospectus preparation expenses	\$15,000
TOTAL	\$20,128

4.15 Consents

DLA Piper Australia has given, and, as at the date hereof, has not withdrawn, its written consent to being named in this Prospectus as Australian solicitors to the Company. DLA Piper Australia has not authorised or caused the issue of this Prospectus or the making of the Offer. DLA Piper Australia makes no representation regarding, and to the extent permitted by law excludes any responsibility for, any statements in or omissions from any part of this Prospectus.

Link Market Services Limited has given, and, as at the date hereof, has not withdrawn, its written consent to being named in this Prospectus as Australian share registry of the Company. Link Market Services Limited has not authorised or caused the issue of this Prospectus or the making of the Offer. Link Market Services Limited makes no representation regarding, and to the extent permitted by law excludes any responsibility for, any statements in or omissions from any part of this Prospectus.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement with ASIC of this Prospectus.

5. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors. This Prospectus is signed for and on behalf of Company by:



Mr Tony Swiericzuk
Managing Director
Dated: 1 June 2021

6. Glossary

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

Acceptance means a valid acceptance of New Shares under the Offer made pursuant to this Prospectus on an Application Form.

Annual Report means the financial report lodged by the Company with ASIC in respect to the year ended 30 June 2020 includes the corporate directory, Director's report, auditor's independence declaration, consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of changes in equity, consolidated cash flow statement, notes to the consolidated financial statements, together with an independent auditor's report for the period to 30 June 2020.

Applicant means a person who submits an Application Form.

Application means a valid application for New Shares under the Offer made on an Application Form.

Application Form means the Application Form provided by the Company with a copy of this Prospectus.

ASIC means Australian Securities and Investments Commission.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

ASX means ASX Limited ACN 008 129 164 and where the context permits the Australian Securities Exchange operated by ASX Limited.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date means 8 June 2021.

Company means Salt Lake Potash Limited ACN 117 085 748.

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

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

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

Group means the Company and its related bodies corporate.

Issuer Sponsored means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Listing Rules means the listing rules of ASX.

New Shares has the meaning given in Section 1.1.

Offer has the meaning given in Section 1.1.

Official Quotation means official quotation by ASX in accordance with the Listing Rules.

Placement has the meaning given in Section 1.1.

Placement Shares has the meaning given in Section 1.1.

Prospectus means this prospectus dated 1 June 2021.

Section means a section of this Prospectus.

Securities mean any securities including Shares issued or granted by the Company.

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

Shareholder means a holder of Shares.

Tranche 1 Shares has the meaning given in Section 1.1.

Tranche 2 Shares has the meaning given in Section 1.1.

WST means Western Standard Time, being the time in Perth, Western Australia.