

ST GEORGE MINING LIMITED
ACN 139 308 973

PROSPECTUS

For the offers of:

- (a) up to 1,000 Shares at an issue price of \$0.02 per Share to raise up to \$20 (before expenses) (**Cleansing Offer**); and
- (b) 861,111,025 Options exercisable at \$0.04 each on or before the date which is two years from the date of issue, as further detailed in Section 2.2 (**Options Offer**),

(together, the **Offers**).

IMPORTANT NOTICE

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

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

Not for release to US wire services or distribution in the United States.

IMPORTANT NOTICE

This Prospectus is dated 17 February 2025 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

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

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

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

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

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

Company, the Directors and the Company's management.

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

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

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

Applicants outside Australia

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus.

This Prospectus has been prepared for publication in Australia and may not be distributed outside Australia, except to institutional and professional investors in transactions exempt from local prospectus or registration requirements or investors who can participate in compliance with applicable securities laws.

No action or formality has been taken to register or qualify the Securities or the Offers, or to otherwise permit a public offering of Securities in any jurisdiction outside Australia and New Zealand.

For further information on overseas investors and Shareholders please refer to Section 2.10.

Continuous disclosure obligations

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

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this

Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 6.2 for further details.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.stgm.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia or from within the permitted jurisdictions as set out in Section 2.10.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 6118 2118 during office hours or by emailing the Company at sarah.shipway@stgm.com.au.

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

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options 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 (www.stgm.com.au).

Company Website

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

Financial forecasts

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

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

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

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

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

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

Privacy statement

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

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

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

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

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 8 6118 2118.

CORPORATE DIRECTORY

Directors

John Prineas
Executive Chairman

John Dawson
Non-Executive Director

Sarah Shipway
Non-Executive Director

Company Secretary

Sarah Shipway

Registered Office

Level 2, Suite 2
28 Ord Street
WEST PERTH WA 6005

Telephone: +61 8 6118 2118
Email: info@stgm.com.au
Website: www.stgm.com.au

Auditor*

Stantons
Level 2, 40 Kings Park Road
WEST PERTH WA 6005

Share Registry*

Computershare Investor Services Pty Ltd
Level 17
221 St Georges Terrace
PERTH WA 6000

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Facsimile: +61 8 9323 2033

Legal Advisers

Steinepreis Paganin
Level 14, QV1 Building
250 St Georges Terrace
PERTH WA 6000

Lead Manager to the Acquisition Placement*

GBA Capital Pty Ltd
Level 6
190 St Georges Terrace
PERTH WA 6000

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

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For personal use only

1. IMPORTANT INFORMATION

1.1 Indicative Timetable

ACTION	DATE
Lodgement of Prospectus with the ASIC and ASX	Monday, 17 February 2025
Opening Date of Offers	Monday, 17 February 2025
General Meeting of Shareholders	Tuesday, 18 February 2025
Closing Date of Options Offer	Thursday, 20 February 2025
Issue of Placement Options under Options Offer	Friday, 21 February 2025
Issue of all other Options under Options Offer	Monday, 24 February 2025
Closing Date of Cleansing Offer	Tuesday, 25 February 2025
Expected date for quotation of Shares issued under the Cleansing Offer and Options issued under the Options Offer on ASX	Wednesday, 26 February 2025

* These dates are indicative only and may change without notice. The Directors reserve the right to extend the Closing Date at any time after the Opening Date without notice.

1.2 Acquisition of the Araxá Project

As announced on 7 January 2025, the Company and its wholly-owned subsidiary Niobium Dragon Pty Ltd (ACN 665 559 839) (**Dragon**) have entered into a varied binding sale agreement with:

- (a) Itafos International Holdings Cooperatie U.A. (**Itafos Coop**);
- (b) Itafos Araxa Mineracao E Fertilizantes S.A (**Itafos Araxa**); and
- (c) Itafos Inc,

pursuant to which Dragon has agreed to acquire and Itafos Coop has agreed to sell 100% of the issued capital of Itafos Araxa, which owns 100% of the Araxá Project in Minas Gerais, Brazil (**Araxá Project**) (the **Acquisition**).

The Company is proposing to hold a general meeting on 18 February 2025, at which Shareholders will consider a number of resolutions associated with the Acquisition (**General Meeting**).

Further details regarding the Acquisition are set out in the announcement titled "Araxa Niobium-REE Project – Acquisition Locked-in" released to the Company's ASX announcements platform on 7 January 2025.

1.3 Background to the Cleansing Offer

As announced on 7 January 2025, the Company has received firm commitments from institutional and sophisticated investors, to raise \$20,000,000 through a placement of 1,000,000,000 Shares at an issue price of \$0.02 per Share (**Acquisition Placement Shares**), together with one free-attaching listed Option for every two Shares subscribed for and issued, exercisable at \$0.04 each on or before the date which is two years from the date of issue (**Acquisition Placement**).

The Company is seeking Shareholder approval to issue the Securities pursuant to the Acquisition Placement at the General Meeting.

In connection with the Acquisition, the Company has also agreed, subject to Shareholder approval, to issue:

- (a) 266,782,003 Shares to Itafos Coop (or its nominee) on closing of the Acquisition (**Completion**) in part consideration for the Acquisition (to be voluntarily escrowed for a period of six months from the date of issue);

- (b) 50,000,000 Shares to Cong Ming Limited (**CML**) in consideration for corporate advisory services provided to the Company in respect of the Acquisition, subject to Completion occurring; and
- (c) 112,500,000 Shares to Orchid Capital Mining Pte Ltd (**Orchid**) as a part fee for introducing the Acquisition to the Company, subject to Completion occurring.

1.4 Background to the Options Offer

Placement Options

On 5 December 2024, the Company completed a placement of 150,000,000 Shares at an issue price of \$0.02 per Share to existing non-related investors on the Company's Chairman's List to raise \$3,000,000 (**December Placement**). The Shares were issued using the Company's placement capacity under Listing Rule 7.1 and the Company is seeking Shareholder ratification of the issue at the General Meeting.

The participants in the December Placement will also receive one free-attaching listed Option for every two Shares subscribed for and issued, on the same term as participants in the Acquisition Placement.

This Prospectus includes an offer of up to 575,000,000 listed Options to be issued to participants in the Acquisition Placement and the December Placement, exercisable at \$0.04 each on or before the date which is two years from the date of issue (**Placement Options**).

Lead Manager to the Acquisition Placement

The Company engaged GBA Capital Pty Ltd (**GBA Capital**) pursuant to a lead manager mandate dated 19 December 2024 whereby GBA Capital agreed to act as lead manager and bookrunner to the Acquisition Placement. In consideration for GBA Capital's services and pursuant to the Lead Manager Mandate, the Company agreed to pay/issue GBA Capital:

- (a) 20,000,000 listed Options on the same terms as the Placement Options; and
- (b) a cash fee equal to 6% of the proceeds raised by GBA Capital pursuant to the Acquisition Placement.

This Prospectus includes an offer of 20,000,000 listed Options on the same terms as the Placement Options to GBA Capital.

Other Options

Additionally, and in connection with the Acquisition, the Company has agreed to issue the following Options, to be issued on the same terms as the Placement Options:

- (c) 86,111,025 listed Options to Itafos Coop (or its nominee) on Completion in part consideration for the Acquisition;
- (d) 50,000,000 listed Options to CML in consideration for corporate advisory services provided to the Company in respect of the Acquisition, subject to Completion occurring;
- (e) 90,000,000 listed Options to Japan & China Holdings (Australia) Pty Ltd (**JCA**) in consideration for marketing services in respect of the Acquisition Placement; and
- (f) 40,000,000 listed Options to Shanghai Chang Mao International Trade Limited (**Chang Mao**) in consideration for advice on funding, marketing and investor relations, subject to Completion occurring.

The Company is seeking Shareholder approval for the issue of all of the Options to be issued under this Prospectus at the General Meeting.

This Prospectus includes offers of the number of listed Options to the parties listed in (a) to (f) above on the same terms as the Placement Options.

2. DETAILS OF THE OFFERS

2.1 The Cleansing Offer

Pursuant to this Prospectus, the Company invites investors identified by the Directors to apply for up to 1,000 Shares at an issue price of \$0.02 per Share, to raise up to \$20 (before expenses).

The Cleansing Offer will only be extended and Application Forms will only be provided to specific parties on invitation from the Directors.

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

2.2 The Options Offer

The Options Offer is an offer of up to 861,111,025 listed Options, exercisable at \$0.04 each on or before the date which is two years from the date of issue and will otherwise be issued on the terms and conditions set out in Section 4.2.

All Shares issued on exercise of the 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.

No funds will be raised from the Options Offer as all Options the subject of the Options Offer are being issued for nil consideration.

The issue of the Options under the Options Offer is subject to the Company obtaining Shareholder approval for the issues at the General Meeting.

Only participants in the Acquisition Placement, participants in the December Placement, GBA Capital and those parties set out in Section 1.4(c) to (f) may accept the Options Offer and an Application Form in relation to the Options Offer will be provided to participants in the Acquisition Placement, participants in the December Placement, GBA Capital and the parties set out in Section 1.4(c) to (f) in respect of the relevant Options, together with a copy of this Prospectus.

2.3 Objective of the Offers

The primary purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date (including prior to the date of this Prospectus), in particular, the Shares set out in Section 1.3. Accordingly, the Company is seeking to raise only a nominal amount of \$20 under the Cleansing Offer as the purpose of the Cleansing Offer is not to raise capital.

The Options Offer is being made under this Prospectus to remove any trading restrictions attaching to the Options, and any Shares issued on exercise of those Options. The Company confirms that:

- (a) the Options offered pursuant to the Options Offer are being issued with disclosure under this Prospectus (which is a disclosure document under Part 6D.2 of the Corporations Act); and
- (b) the Options Offer is being made such that the relief under *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80* with respect to the on-sale provisions of Section 707 of the Corporations Act is available.

Relevantly, Section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and

- (b) either:
- (i) a prospectus is lodged with the ASIC 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) a prospectus is lodged with ASIC 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 body that are in the same class of securities as the relevant securities.

The Options offered pursuant to the Options Offer are not currently in a class of quoted securities. However, the Company will apply for quotation of the Options within 7 days following the date of this Prospectus and the issue of Options under the Options Offer is conditional upon ASX granting Official Quotation to the Options.

2.4 Application under the Offers

(a) Applications under the Cleansing Offer

Applications for Shares under the Cleansing Offer must be made by investors at the direction of the Company and must be made using the Application Form accompanying this Prospectus. Application Forms for the Cleansing Offer will only be provided to specific parties on invitation from the Directors.

Payment for the Shares must be made in full at the issue price of \$0.02 per Share.

Completed Application Forms and confirmation of electronic payment must reach the Company by no later than **5:00pm (WST) on the Closing Date of the Cleansing Offer**.

(b) Applications under the Options Offer

Applications for Options under the Options Offer can only be made by the participants in the December Placement and Acquisition Placement, Itafos Coop (or its nominee), CML, JCA, Chang Mao and GBA Capital at the direction of the Company and must be made using the appropriate Application Form accompanying this Prospectus.

The Options are being issued for nil cash consideration and therefore the Applicants are not required to pay any funds with their application. By completing an Application Form, Applicants will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of this Prospectus.

Completed Application Forms must reach the Company by no later than **5:00pm (WST) on the Closing Date of the Options Offer**.

2.5 Minimum subscription

There is no minimum subscription to the Cleansing Offer.

2.6 Oversubscriptions

No oversubscriptions will be accepted by the Company.

2.7 Underwriting

The Offers are not underwritten.

2.8 Issue of Shares under Cleansing Offer

As noted in Section 2.3, the primary purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date (including prior to the date of this Prospectus), in particular, the Shares set out in Section 1.3.

If the Directors decide to issue Shares under this Prospectus, the issue of Shares under the Cleansing Offer will be issued in accordance with the ASX Listing Rules and will take place as soon as practicable after the Closing Date.

Application moneys will be held in a separate subscription account until the Shares are issued under the Cleansing Offer. This account has been established and kept by the Company in trust for each Applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued under the Cleansing Offer and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Shares under the Cleansing Offer. The Directors reserve the right to reject any application or to allocate any Applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, the surplus monies will be returned by cheque as soon as practicable after the Closing Date. Where no issue of Shares is made under the Cleansing Offer, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

The Company's decision on the number of Shares to be allocated to an Applicant will be final.

Holding statements for Shares issued under the Cleansing Offer will be mailed as soon as practicable after the issue of Shares occurs.

2.9 ASX listing

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

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

2.10 Applicants outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws.

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

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an Application to take up Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

New Zealand

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**). The Options are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- (a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;

- (b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- (c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- (d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- (e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Brazil

The Options, and the Shares underlying the Options, have not been, and will not be, registered with the Brazilian Securities and Exchange Commission (*Comissão de Valores Mobiliários*) (the **CVM**) or any other authority in Brazil and may not be offered or sold, directly or indirectly, to the public in Brazil. This Prospectus and any other document relating to an offer of Options may not be distributed in Brazil except to "professional investors" (within the meaning of Resolution 30 of the CVM) or otherwise in compliance with Brazilian law.

This Prospectus has not been approved by any Brazilian regulatory authority and does not constitute an offer to sell, or a solicitation of any offer to buy, any securities to the public in Brazil.

The Company's Shares are not listed on any stock exchange, over-the-counter market or electronic system of securities trading in Brazil.

China

Neither this Prospectus nor any other document relating to the Options may be distributed to the public in the People's Republic of China (the **PRC**) (excluding, for purposes of this paragraph, Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan). This Prospectus has not been approved by, nor registered with, any competent regulatory authority of the PRC. Accordingly, the Options may not be offered or sold, nor may any invitation, advertisement or solicitation for Options be made from, within the PRC unless permitted under the laws of the PRC.

The Options may not be offered or sold to legal or natural persons in the PRC other than to: (i) "qualified domestic institutional investors" as approved by a relevant PRC regulatory authority to invest in overseas capital markets; (ii) sovereign wealth funds or quasi-government investment funds that have the authorization to make overseas investments; or (iii) other types of qualified investors that have obtained all necessary PRC governmental approvals, registrations and/or filings (whether statutorily or otherwise).

Hong Kong

WARNING: This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this Prospectus may not be distributed, and the Options may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offers. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

Germany

This Prospectus has not been, and will not be, registered with or approved by any securities regulator in Germany or elsewhere in the European Union. Accordingly, this Prospectus may not be made available, nor may the Options be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **Prospectus Regulation**).

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of Options in Germany is limited to persons who are “qualified investors” (as defined in Article 2(e) of the Prospectus Regulation).

Singapore

This Prospectus and any other materials relating to the Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Options, may not be issued, circulated or distributed, nor may the Options be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the Options being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire Options. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

Taiwan

The Options, and the shares underlying the Options, have not been registered in Taiwan nor approved by the Financial Supervisory Commission (the **FSC**) of Taiwan. The Options may be offered and sold in Taiwan only to institutional investors that have been approved, or meet qualifications promulgated, by the FSC. The Options may not be offered to the public in Taiwan and purchasers of Options may not resell them in Taiwan.

United States

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Options and the Shares underlying the Options have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from the registration requirements of the US Securities Act and applicable US state securities laws.

This Prospectus may be distributed, and the Options may be offered and sold, in the United States solely by the Company to an “accredited investor” (as defined in Rule 501(a) under the US Securities Act) in part consideration for the Acquisition of Itafos Araxa.

Nominees and custodians

Nominees and custodians may not submit an Application Form on behalf of any Shareholder resident outside Australia without the prior consent of the Company, taking into account relevant securities law restrictions. 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.

2.11 Enquiries

Any questions concerning the Offers should be directed to Sarah Shipway, Company Secretary, on +61 8 6118 2118.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Offers

The purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date (including prior to the date of this Prospectus). In particular, the Cleansing Offer is intended to remove any on-sale restrictions that may affect the Shares issued pursuant to the Acquisition Placement and in connection with the Acquisition as set out in Section 1.3.

Under the Cleansing Offer, a nominal amount of approximately \$20 (before expenses) may be raised. The funds raised from the Cleansing Offer (if any) will be applied towards the expenses of the Offer. Refer to Section 6.8 of this Prospectus for further details relating to the estimated expenses of the Offers.

The purpose of the Options Offer is to:

- (a) offer investors who participated in the December Placement and Acquisition Placement one free listed Option for every two Shares subscribed for and issued under both the December Placement and Acquisition Placement;
- (b) provide part consideration for the Acquisition;
- (c) provide consideration to CML for corporate advisory services in respect of the Acquisition;
- (d) provide consideration to JCA for marketing services in respect of the Acquisition Placement;
- (e) provide consideration to Chang Mao for advice on funding, marketing and investor relations;
- (f) satisfy the Company's obligations under the Lead Manager Mandate; and
- (g) to remove any trading restrictions attaching to the Options issued under the Options Offer, and any Shares issued on exercise of those Options on the basis that the Options are being offered with disclosure under this Prospectus.

3.2 Effect on capital structure

The effect of the Offers on the capital structure of the Company is set out below.

Shares

	NUMBER
Shares currently on issue	1,238,540,432
Shares offered under this Prospectus	1,000
Shares to be issued prior to the Closing Date of the Cleansing Offer ¹	1,429,282,003
Total Shares on issue after completion of the Offers	2,667,823,435

Notes:

1. Refer to Section 1.3 for further details of the Shares proposed to be issued by the Company prior to the Closing Date of the Cleansing Offer.
2. The rights and liabilities attaching to the Shares are summarised in Section 4.1 of this Prospectus.

Options

	NUMBER
Options currently on issue	
Quoted Options exercisable at \$0.10 on or before 13 December 2025	39,188,238
Unquoted Options exercisable at \$0.06 on or before 17 November 2026	39,224,209

	NUMBER
Unquoted Options exercisable at \$0.057 on or before 17 November 2026	10,000,000
Options offered under this Prospectus ¹	861,111,025
Total Options on issue after completion of the Offers	949,523,472

Notes:

1. Refer to Section 1.4 for further details of the Options proposed to be issued by the Company under the Options Offer.
2. The rights and liabilities attaching to the Options are summarised in Section 4.2 of this Prospectus.

Performance Rights

	NUMBER
Performance Rights currently on issue ¹	12,500,000
Performance Rights offered under this Prospectus ²	Nil
Total Performance Rights on issue after completion of the Offers	12,500,000
Performance Rights to be issued pursuant to Acquisition ³	111,111,100
Total Performance Rights on issue after completion of the Offers and the Acquisition	123,611,100

Notes:

1. Comprising 4,000,000 Class B Performance Rights, 4,250,000 Class C Performance Rights and 4,250,000 Class D Performance Rights, all of which vest on certain milestones being achieved.
2. Comprising 100,000,000 Performance Rights to be issued to Directors and employees of the Company (56,000,000 of which are subject to Shareholder approval at the General Meeting) and 11,111,100 Performance Rights to be issued to Itafos Coop (or its nominee).

3.3 Financial effect of the Offer

After expenses of the Offers of approximately \$57,500, there will be no proceeds from the Offers. The expenses of the Offers will be met from the Company's existing cash reserves.

As such, the Offers will have an effect on the Company's financial position, being receipt of funds of \$20 pursuant to the Cleansing Offer less costs of making the Offers of approximately \$57,500.

3.4 Pro-forma balance sheet

The unaudited and unreviewed balance sheet as at 31 December 2024 and the unaudited and unreviewed pro-forma balance sheet as at 31 December 2024 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position resulting from the Acquisition, December Placement, Acquisition Placement and the Offers.

The pro-forma balance sheet has been prepared for illustrative purposes for inclusion in the Prospectus, has been derived from the unaudited and unreviewed balance sheet as at 31 December 2024, assuming the completion of the pro forma adjustments as set out in the notes to the pro-forma balance sheets as if those adjustments had occurred as at 31 December 2024 and including expenses of the Offers.

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

	UNAUDITED 31 DECEMBER 2024	UNAUDITED PROFORMA 31 DECEMBER 2024
CURRENT ASSETS		
Cash and cash equivalents	4,515,300	7,464,120

	UNAUDITED 31 DECEMBER 2024	UNAUDITED PROFORMA 31 DECEMBER 2024
Trade and other receivables	105,975	105,975
Other current assets	177,183	177,183
TOTAL CURRENT ASSETS	4,798,458	7,747,278
NON-CURRENT ASSETS		
Security bond	83,264	83,264
Right of use assets	147,075	147,075
Plant and equipment	23,282	23,282
Tenement acquisition	-	21,129,340
TOTAL NON-CURRENT ASSETS	253,621	21,382,961
TOTAL ASSETS	5,052,079	29,130,239
CURRENT LIABILITIES		
Trade and other payables	1,088,005	1,088,005
Lease liabilities	204,562	204,562
Provisions	231,423	231,423
TOTAL CURRENT LIABILITIES	1,523,990	1,523,990
NON-CURRENT LIABILITIES		
Lease liabilities	107,273	107,273
TOTAL NON-CURRENT LIABILITIES	107,273	107,273
TOTAL LIABILITIES	1,631,263	1,631,263
NET ASSETS	3,420,816	27,498,976
EQUITY		
Issued capital	81,255,452	105,333,612
Other reserves	2,748,319	2,748,319
Share option reserve	2,043,760	2,043,760
Accumulated losses	(82,705,906)	(82,705,906)
Total equity attributable to members of SGQ	3,341,625	27,419,785
Non-controlling interest	79,191	79,191
TOTAL EQUITY	3,420,816	27,498,976

Notes

- The key assumptions on which the unaudited and unreviewed statement of financial position is based on are as follows:
 - The pro-forma statement of financial position has not been audited or reviewed and does not include any other expenditure of the proceeds of the Offer, other than the costs in relation to the offers; and
 - \$20 million is raised under the Acquisition Placement.
- The key assumptions on which the proposed transactions adjusting the 31 December 2024 unreviewed and unaudited consolidated statement of financial position for the Company and the 31 December 2024 unreviewed and unaudited pro-forma consolidated statement of financial position is based is the issue of 1,000 shares to raise \$20 and estimated cost of the Offers expected to be \$57,500.
- The Company has also adjusted for the:
 - \$20,000,000 to be raised via the issue of 1,000,000,000 Shares at an issue price of \$0.02 per Share pursuant to the Acquisition Placement and a 6% placement fee;
 - issued as part consideration for the Acquisition and a cash payment of US\$10 million (AU\$15,937,000) to be paid to Itafos Inc (as nominee of Itafos Coop); and

- (c) 162,500,000 Shares to be issued to brokers/advisors at an issue price of \$0.02 per Share as part payment for services rendered to the Company.

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4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

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

4.1 Rights and liabilities attaching to Shares

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

(a) General meetings

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

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

(b) Voting rights

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

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

(c) Dividend rights

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

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

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

(d) **Winding-up**

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

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of Constitution**

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

4.2 **Rights and liabilities attaching to the Options**

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.04 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is two years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The 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 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 Option being exercised in cleared funds (**Exercise Date**).

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

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

- (i) issue the number of Shares required under these terms and conditions in respect of the number of 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 Options.

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

(h) **Shares issued on exercise**

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

(i) **Quotation of Shares issued on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon exercise of the Options.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

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

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5. RISK FACTORS

5.1 Introduction

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

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

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

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

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

5.2 Company specific

RISK CATEGORY	RISK
Additional requirements for capital	<p>The Company's capital requirements depend on numerous factors. The Company will require financing in the future to meet the remaining payments to the vendor of the Araxá Project following Completion as well as to continue exploration and development activities. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure funding or be able to secure funding on terms favourable to the Company.</p>
Exploration and operating	<p>The Company's projects, including the soon-to-be-acquired mineral exploration licences comprising the Araxá Project in Brazil, are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that future exploration of any of the projects, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.</p> <p>The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.</p> <p>The success of the Company will also depend upon the Company being able to maintain title to the mineral exploration licences comprising the projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value</p>

RISK CATEGORY	RISK
	<p>of the project, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration licences comprising that project.</p>
<p>Tenure</p>	<p>Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements are subject to the applicable mining acts and regulations in Brazil and the discretion of the relevant mining authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.</p> <p>The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing mineral tenements in Brazil and the ongoing expenditure budgeted for by the Company. Tenements 832.150/1989 and 831.436/1988 are subject to renewal and extension applications to ANM (the relevant mining authority). There is no certainty that the renewal and extension requests will be granted or granted on conditions that are acceptable. Tenement 831.972/1985 is an application for a mining concession that is progressing through the application process. There is no certainty that the application will be granted or granted on conditions that are acceptable.</p>
<p>Access</p>	<p>The tenements comprising the Araxá Project are situated on private land. Access to the tenements to carry out exploration and potential mining operations must be agreed with the landowners, being the government-owned CODEMIG and CBMM. Access arrangements have been agreed in the past to allow drilling and other exploration to be carried out on the tenements. There is no certainty as to the timing of further access arrangements.</p> <p>The suppression of vegetation at the Araxá tenements requires approval from a number of government authorities. These kind of approvals have been granted previously for exploration and mining at the Barreiro Carbonatite. There is no certainty that similar approvals will be granted in the future or granted on conditions that are acceptable.</p>
<p>Resource and reserves and exploration targets</p>	<p>The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted.</p> <p>Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.</p>
<p>Grant of future authorisations to explore and mine</p>	<p>If the Company discovers an economically viable mineral deposit that it then intends to develop, it will, among other things, require various approvals, licence and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the</p>

RISK CATEGORY	RISK
	<p>Company's operational and financial performance may be materially adversely affected.</p>
<p>Environmental</p>	<p>The operations and proposed activities of the Company at the Araxá Project are subject to laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.</p> <p>Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.</p> <p>Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.</p> <p>Some areas within the project site are a listing and preservation zone by the municipality, according to the current master plan, recognized by Brazil and the State of Minas Gerais, according to the Geoenvironmental Study of Hydromineral Sources/Araxá Project conducted by CPRM/Geological Service of Brazil. This classification is designed to protect water resources and vegetation within the designated area. Approvals are required from the relevant authorities to conduct exploration and mining activities in these areas, presenting a significant environmental management risk to the project. There is no certainty that approvals will be granted in the future or granted on conditions that are acceptable.</p>
<p>Climate Risk</p>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <ul style="list-style-type: none"> (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and (b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

RISK CATEGORY	RISK
<p>Mine development</p>	<p>Possible future development of mining operations is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.</p> <p>If the Company commences production on one of its projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of any of its projects.</p> <p>The risks associated with the development of a mine will be considered in full should any of the Company's projects reach that stage and will be managed with ongoing consideration of stakeholder interests.</p>
<p>Regulatory risk</p>	<p>The Company's operations are subject to various Commonwealth, State, local and foreign country laws and plans, including those relating to mining, prospecting, development permit and licence requirements, industrial relations, environmental, land use, royalties, water, native title and cultural heritage, mine safety and occupational health.</p> <p>Approvals, licences and permits required to comply with such rules are subject to the discretion of the applicable government officials. No assurance can be given that the Company will be successful in maintaining such authorisations in full force and effect without modification or revocation. To the extent such approvals are required and not retained or obtained in a timely manner or at all, the Company may be curtailed or prohibited from continuing or proceeding with exploration.</p> <p>The Company's business and results of operations could be adversely affected if applications lodged for exploration licences are not granted. Mining and exploration tenements are subject to periodic renewal. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.</p> <p>It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest in, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected. The Company may also be unable to obtain land access from landowners due to an inability to negotiate an agreement.</p>
<p>Availability of Equipment and Contractors</p>	<p>In the past few years, various equipment and consumables including drill rigs and drill bits, have been in short supply. There was also high demand for contractors providing other services to the mining industry. Consequently, there is a risk that the Company may not be able to source all the equipment and contractors required to fulfil its proposed activities. There is also a risk that hired</p>

RISK CATEGORY	RISK
	contractors may underperform or that equipment may malfunction, either of which may affect the progress of the Company's activities.

5.3 Industry specific

RISK CATEGORY	RISK
Competition risk	The industry in which the Company is involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.
Commodity price volatility and exchange rate risks	<p>If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.</p> <p>Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.</p>
Government policy changes	Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting may change in Australia, Brazil and foreign countries in which the Company operates, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.
Insurance	<p>The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be 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.</p> <p>Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.</p>

5.4 General risks

RISK CATEGORY	RISK
Economic	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.
Market conditions	<p>Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <p>(a) general economic outlook;</p>

RISK CATEGORY	RISK
	<p>(b) introduction of tax reform or other new legislation;</p> <p>(c) interest rates and inflation rates;</p> <p>(d) changes in investor sentiment toward particular market sectors;</p> <p>(e) the demand for, and supply of, capital; and</p> <p>(f) terrorism or other hostilities.</p> <p>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 resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>
Litigation risks	<p>The Company and its subsidiaries are exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company and its subsidiaries may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company and its subsidiaries are not currently engaged in any litigation.</p>
Dividends	<p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.</p>
Taxation	<p>The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under this Prospectus.</p>
Reliance on key personnel	<p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p> <p>The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.</p>
Economic conditions and other global or national issues	<p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international</p>

RISK CATEGORY	RISK
	<p>hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p>
<p>Global Conflicts</p>	<p>The current evolving conflict between Ukraine and Russia and Israel and Palestine (Ukraine and Gaza Conflicts) is impacting global economic markets. The nature and extent of the effect of the Ukraine and Gaza Conflicts on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine and Gaza Conflicts.</p> <p>The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Ukraine and Gaza Conflicts, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant countries may adversely impact the Company's operations and are likely to be beyond the control of the Company.</p> <p>The Company is monitoring the situation closely and considers the impact of the Ukraine and Gaza Conflicts on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.</p>

5.5 Speculative investment

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

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

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

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

6. ADDITIONAL INFORMATION

6.1 Litigation

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

6.2 Continuous disclosure obligations

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

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

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

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

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

DATE	DESCRIPTION OF ANNOUNCEMENT
12 February 2025	A\$8M Investment and EPC Deal for Araxa Niobium Project
7 February 2025	Notification of cessation of securities - SGQ
3 February 2025	Ex-CBMM Head of Mineral Processing Appointed
31 January 2025	Quarterly Activities and Cash Flow Report
20 January 2025	Notice of General Meeting/Proxy Form
15 January 2025	Steelmaking Giant signs Offtake and Development MoU
9 January 2025	Niobium and REE Processing Co-venture for Araxa
7 January 2025	Reinstatement to Quotation
7 January 2025	Proposed issue of securities - SGQ
7 January 2025	Proposed issue of securities - SGQ
7 January 2025	Cancel - Proposed issue of securities - SGQ

DATE	DESCRIPTION OF ANNOUNCEMENT
7 January 2025	Cancel - Proposed issue of securities - SGQ
7 January 2025	Araxa Niobium-REE Project - Acquisition Locked-in
6 January 2025	Request Extension to Voluntary Suspension
2 January 2025	Request Extension to Voluntary Suspension
20 December 2024	Request Extension to Voluntary Suspension
13 December 2024	Request Extension to Voluntary Suspension
12 December 2024	Downstream Partnerships for Niobium and Rare Earths
6 December 2024	Request Extension to Voluntary Suspension
5 December 2024	Proposed issue of securities - SGQ
5 December 2024	Cleansing Prospectus
5 December 2024	Application for quotation of securities - SGQ
3 December 2024	Proposed issue of securities - SGQ
3 December 2024	St George Raises \$3,000,000
29 November 2024	Request Extension to Voluntary Suspension
26 November 2024	Results of Annual General Meeting
18 November 2024	Environmental Advisor for Niobium – REE Araxa Project
15 November 2024	Request Extension to Voluntary Suspension
8 November 2024	Request Extension to Voluntary Suspension
5 November 2024	Update - Araxa Project Acquisition
1 November 2024	Request Extension to Voluntary Suspension
31 October 2024	Quarterly Activities and Cashflow Report
31 October 2024	MoU to Fast-track Approvals for Araxa Project
30 October 2024	Suspension from Quotation
28 October 2024	Trading Halt
21 October 2024	Strategic MoU and Offtake for Araxa Project
18 October 2024	Notice of Annual General Meeting/Proxy Form
8 October 2024	Results of General Meeting
8 October 2024	Araxa Acquisition - EGM Presentation
1 October 2024	Notification of cessation of securities - SGQ
27 September 2024	Annual Report to Shareholders
27 September 2024	Appendix 4G and 2024 Corporate Governance Statement

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

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

6.3 Market price of Securities

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

There is currently no market for the Options offered under the Options Offer pursuant to this Prospectus. However, the Company will apply for Official Quotation of the Options within 7 days following the date of this Prospectus.

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

	PRICE	DATE
Highest	\$0.04	12 February 2025
Lowest	\$0.019	7 January 2025
Last	\$0.038	14 February 2025

6.4 Details of substantial Shareholders

Based on publicly 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	%
Hong Kong Jayson Holding Co., Limited	108,947,368	8.80

There will be no change to the substantial holders on completion of the Offers.

6.5 Directors' interests

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

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

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

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

Security holdings

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus is set out in the table below.

DIRECTOR	SHARES	PERFORMANCE RIGHTS
John Prineas	17,011,255 ¹	8,000,000 ²
John Dawson	14,895,242 ³	2,000,000 ⁴
Sarah Shipway ⁵	1,226,402	2,000,000

Notes

1. Comprising 10,338,501 Shares held directly by Mr Prineas, 1,547,774 Shares held indirectly by Zeus Private Equity Pty Ltd (of which Mr Prineas is a director and shareholder) and 5,124,980 Shares held

indirectly by Zeus Super Pty Ltd <Zeus Super Fund A/C> (of which Mr Prineas is a director and shareholder).

2. Held directly by Mr Prineas.
3. Comprising 11,601,121 Shares held indirectly by Impulzive Pty Ltd <Dawson Superannuation Fund A/C> (of which Mr Dawson is a member) and 3,294,121 Shares held indirectly by Karen Dawson.
4. Held indirectly by Impulzive Pty Ltd <Dawson Superannuation Fund A/C> (of which Mr Dawson is a member).
5. Held directly by Ms Shipway.

No Director or any of their associates intend to participate in the Offers.

Remuneration

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

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

The following table shows the total annual remuneration paid to both executive and non-executive Directors as disclosed in the Company's Annual Report for the financial year ended 30 June 2024 and proposed annual remuneration for the financial year ending 30 June 2025.

DIRECTOR	FY ENDING 30 JUNE 2025 (PROPOSED)	FY ENDED 30 JUNE 2024⁶
John Prineas	\$390,250	\$388,500 ¹
John Dawson	\$69,640	\$69,331 ²
Sarah Shipway	\$158,842	\$158,130 ³
Kecheng Cai ⁴	Nil	\$94,002 ⁵

Notes:

1. Comprising director's salary and fees of \$350,000 and superannuation payments of \$38,500.
2. Comprising director's salary and fees of \$62,460 and superannuation payments of \$6,871.
3. Comprising director's salary and fees of \$158,130.
4. Appointed on 1 January 2024 and retired on 6 August 2024.
5. Comprising director's salary and fees of \$94,002.
6. Representing actual remuneration earned by and paid to the Directors for the financial year ended 30 June 2024. The value of remuneration only includes equity grants where the Directors received control of the Shares in the financial year ended 30 June 2024 and during this financial period, there were no equity grants converted to Shares.

6.6 Interests of experts and advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or

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

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

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

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

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

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$7,500 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$136,346.50 (excluding GST and disbursements) for legal services provided to the Company.

6.7 Consents

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

Each of the parties referred to in this Section:

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

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

6.8 Expenses of the Offer

The total expenses of the Offers are estimated to be approximately \$57,500 (excluding GST) and are expected to be applied towards the items set out in the table below:

EXPENSE	(\$)
ASIC fees	3,206
ASX fees	46,539
Legal fees	7,500
Miscellaneous, printing and other distribution	255
Total	57,500

For personal use only

7. 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.

For personal use only

8. **GLOSSARY**

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

Acquisition has the meaning given in Section 1.2.

Applicant means an investor who applies for Securities pursuant to the Offers.

Application means an application for Securities made on an Application Form.

Application Form means an application form either attached to or accompanying this Prospectus.

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.

Closing Date means the dates specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

Company means St George Mining Limited (ACN 139 308 973).

Completion has the meaning given in Section 1.3.

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

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

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

General Meeting has the meaning given in Section 1.2.

Group means the Company and its subsidiaries.

Itafos Coop means Itafos International Holdings Cooperatie U.A. as set out in Section 1.2.

Offers means the offer of Shares pursuant to the Cleansing Offer and the offer of Options pursuant to the Options Offer, as detailed in Section 1 of this Prospectus.

Official Quotation means official quotation on ASX.

Opening Date means the date specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share.

Prospectus means this prospectus.

Section means a Section of this Prospectus.

Securities means Shares, Options and/or Performance Rights as the context requires.

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

Shareholder means a holder of a Share.

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