# Renounceable Entitlement Offer Prospectus

## Impact Minerals Limited ACN 119 062 261

**ASX:IPT**

For a renounceable pro-rata offer to Eligible Shareholders of up to 874,123,919 New Shares on the basis of two New Shares for every seven Shares held on the Record Date (with one free attaching New Option for every two New Shares issued) at an issue price of $0.006 per New Share to raise up to approximately $5,244,744 (before costs).

The Offer is underwritten to $1,000,000 by Mahe Capital Pty Ltd ACN 634 087 684.

### Defined terms

Certain terms and abbreviations used in this Prospectus have defined meanings which are explained in the Glossary in Section 10.

### Important document

This Prospectus provides important information about the Company. You should read the entire document. If you have any questions about the Securities being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser.

**The Securities offered by this Prospectus should be considered speculative.**

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# Important Notices

### General

This Prospectus is dated 27 February 2025 and was lodged with ASIC on that date. 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.

An application will be made to ASX within 7 days after the date of this Prospectus for the quotation of the New Shares and New Options the subject of this Prospectus.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary.

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

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

### Transaction specific Prospectus

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 and relevant ASIC instruments.

### 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 its 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.

### Not 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

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are cautioned not to place undue reliance on these forward-looking statements.

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

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

**Overseas shareholders**

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

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

For further information on overseas Shareholders please refer to Section 2.15.

**Target Market Determination**

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

**Electronic Prospectus**

A copy of this Prospectus can be downloaded from the website of the Company at https://www.impactminerals.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 Australia, New Zealand or Germany resident and must only access this Prospectus from within Australia, New Zealand or Germany. 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 email at rightsissue@impactminerals.com.au. The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

**Company Website**

No documents or other information available on the Company's website are 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.

**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 10.

All references to time in this Prospectus are references to AWST.

**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 1300 288 664 (within Australia) or at +61 2 9698 5414 (outside Australia).

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), 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 stockbroker, solicitor, accountant or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer, please email the Company.

**THIS PROSPECTUS IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY.**

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# Corporate Directory

**Board of Directors**

| | |
|---|---|
| Peter Unsworth | Non-Executive Chairman |
| Michael Jones | Managing Director |
| Paul Ingram | Non-Executive Director |
| Frank Bierlein | Non-Executive Director |

**Company Secretary**

Arron Canicais

**Registered and Principal Office**

9 Richardson Street
West Perth, WA 6005

Phone: +61 (8) 6454 6666
Email: info@impactminerals.com.au
Website: https://www.impactminerals.com.au

**Corporate Lawyers**

HWL Ebsworth Lawyers
Level 20, 240 St Georges Terrace
Perth, WA 6000

**Auditor***

Hall Chadwick WA Audit Pty Ltd
283 Rokeby Road
Subiaco, WA 6008

**Lead Manager and Underwriter**

Mahe Capital Pty Ltd
Level 8, 99 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.**

## Indicative Timetable

| Event | Date* |
|---|---|
| Offer announced<br>Prospectus lodged with ASX<br>Appendix 3B lodged with ASX | 28 February 2025 |
| Ex Date<br>Rights trading commences on a deferred settlement basis | 4 March 2025 |
| Record Date | 5 March 2025 |
| Despatch Prospectus with Entitlement and Acceptance Forms<br>Offer opens | 7 March 2025 |
| Rights trading ends | 14 March 2025 |
| Securities quoted on deferred settlement basis | 17 March 2025 |
| Last date to extend Closing Date | 18 March 2025 |
| Closing Date (5pm AWST) | 21 March 2025 |
| Results of Offer announced | 27 March 2025 |
| Settlement and issue of Offer Securities<br>Appendix 2A lodged with ASX<br>Holding statements sent | 28 March 2025 |
| Trading in Offer Securities commences | 31 March 2025 |

* All dates (other than the date of the Prospectus and the date of lodgement of the Prospectus with ASIC and ASX) are indicative only. The Directors may extend the Closing Date in respect of the Offer by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such, the date the Securities issued under the Offer are expected to commence trading on ASX, may vary.

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# Letter from the Chairman

Dear Shareholders,

On behalf of Impact Minerals Limited (**Company**), I am pleased to invite you to participate in a renounceable pro-rata offer available to Eligible Shareholders on the basis of two New Shares for every seven Shares held on the Record Date at an issue price of $0.006 per New Share, to raise up to approximately $5,244,744 (before costs) (**Offer**).

The Offer represents a discount of 43.4% to the 90 day volume weighted average price of the Company's Shares of $0.0106, calculated over the 90 day period over which sales in Shares were recorded and ending on the date prior to the announcement of the Offer.

For every two New Shares subscribed for, Shareholders will receive one free New Option exercisable at $0.015, each expiring 2.5 years after the date of their issue.

The Offer is partially underwritten to $1,000,000 by the Lead Manager and Underwriter, Mahe Capital.

Shareholders have the opportunity to apply for additional Shares, in excess of their Entitlement. The rights are expected to start trading from 4 March 2025.

This equity raising marks a pivotal moment for the Company and its Shareholders. The Lake Hope Pre-Feasibility Study (**PFS**) is now in its final phase, following the successful completion of crucial test work that, whilst delayed, has ultimately delivered the results we needed. With these positive results in hand, we are now in a position to complete the PFS and take the next steps towards commercialisation. To achieve this, we are raising equity capital through a renounceable pro-rata offer, ensuring that all Shareholders, not just professional and sophisticated investors, have the opportunity to participate in this critical phase of the Company's growth. This is the first time since acquiring the Lake Hope High Purity Alumina (HPA) Project that an equity raising has been extended to all Shareholders, and we believe it is the fairest way to support our loyal Shareholders as we move forward.

The Board strongly believes that the Company is currently undervalued, particularly given the significant progress we have made at Lake Hope and the broader global demand for High Purity Alumina (HPA). Over the past eight months, our share price has declined along with much of the junior resources market, but our fundamentals remain strong. This renounceable pro-rata offer allows Shareholders to increase their exposure by subscribing for New Shares at a highly attractive discount, as we progress towards production. In addition to raising capital for our key Projects, the Board believes that this capital raising positions the Company for the next stage of its growth and ensures that all Shareholders benefit from the future success of the Company.

The funds raised under the Offer will be applied towards:

- exploration of the Arkun Project;
- exploration of the Broken Hill Project;
- development of the Lake Hope High Purity Alumina (HPA) Project;
- general working capital; and
- expenses associated with the Offer.

Section 5 sets out details of risks investors should consider before deciding to invest.

On behalf of your Directors, I invite you to consider this opportunity and thank you for your continued support.

Yours sincerely



Peter Unsworth
**Chair**
**Impact Minerals Limited**

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## 1. Investment Overview

This Section is intended to highlight key information for potential investors. It is an overview only and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in Securities.

| Key Information | Further Information |
|---|---|
| **The Offer** | |
| **What is the Offer?**<br>The Offer is a pro rata renounceable entitlement offer of:<br>(a) 2 New Shares for every 7 existing Shares held by Eligible Shareholders on the Record Date at an issue price of $0.006 per new Share to raise up to $5,244,744 (before costs); and<br>(b) 1 free attaching New Option (expiring 2.5 years after their date of issue and exercisable at $0.015) for every 2 New Shares subscribed for under the Offer.<br>Eligible Shareholders may apply for New Shares under the Entitlement Offer subject to such applications being received by the Closing Date as described in Section 3. | Section 2.2 |
| **Shortfall Offer**<br>The Shortfall Offer is a component of the Entitlement Offer allowing Eligible Shareholders to subscribe for New Shares (in excess of their Entitlements) not subscribed for by other Eligible Shareholders pursuant to the Entitlement Offer.<br>Under the Shortfall Offer, Eligible Shareholders who have applied for their full Entitlement may therefore apply for additional New Shares (and attaching New Options) in excess of their pro rata Entitlement.<br>Any Shares to be issued pursuant to the Shortfall Offer will be allocated at the discretion of the Directors in consultation with Mahe Capital, pursuant to the allocation policy outlined in Section 2.3. Accordingly, there is no guarantee that Eligible Shareholders who apply for Shortfall Shares in excess of their Entitlement will receive any Shortfall Shares. | Sections 2.3 and 3 |
| **Offer Price**<br>The Offer Price for New Shares subscribed for under the Entitlement Offer is $0.006 per New Share. The New Options have a nil issue price, are exercisable at $0.015 and expire 2.5 years after their date of issue. | Section 2.2 |
| **Is the Entitlement Offer underwritten?**<br>The Entitlement Offer is partly underwritten to $1,000,000 by Mahe Capital (**Underwriter**). The potential effect of the underwriting on control of the Company and the maximum Voting Power that the Underwriter may obtain in the Company, is set out in Section 4.4. | Sections 2.1, 4.4 and 7.1 |

| Key Information | Further Information |
|---|---|
| **How much will be raised from the Entitlement Offer?**<br>The Company is seeking to raise approximately $5,244,744 (before costs) pursuant to the Offer**.** | Section 4.1 |
| **What is my Entitlement?**<br>Each Eligible Shareholder is entitled to subscribe for 2 New Shares for every 7 existing Shares held at 5.00pm (AWST) on the Record Date, with 1 free attaching New Option for every 2 New Shares issued.<br>If you are an Eligible Shareholder, your Entitlement is set out on the personalised Entitlement and Acceptance Form accompanying this Prospectus. | Sections 2.2, 2.3 and 3 |
| **Can I trade my Entitlement?**<br>Yes, the Entitlement Offer is renounceable and can be traded on ASX or otherwise. | Sections 2.2, 3.1 and 3.5 |
| **What is the purpose of the Offer and how will the funds raised be used?**<br>The Offer is being undertaken to raise funds for use:<br>(a) for the exploration of the Arkun Project;<br>(b) for the exploration of the Broken Hill Project;<br>(c) for the development of the Lake Hope High Purity Alumina (HPA) Project;<br>(d) for general working capital; and<br>(e) for expenses associated with the Offer. | Sections 4.1 and 9 |
| **How to Participate in the Entitlement Offer** | |
| **Eligible Shareholders**<br>The Offer is made to Eligible Shareholders only. Eligible Shareholders are those Shareholders who:<br>(a) are the registered holder of Shares on the Record Date; and<br>(b) have a registered address in Australia, New Zealand or Germany.<br>If you are an Eligible Shareholder and you wish to take up all or part of your Entitlement, you must pay the full Application Monies via BPAY® or EFT by no later than 5.00pm (AWST) on the Closing Date.<br>You can also apply for Shortfall Shares in addition to your Entitlement. | Sections 2.13, 2.14, 2.15, 3.1 and 3.8 |
| **Ineligible foreign Shareholders**<br>Shareholders with a registered address outside Australia, New Zealand or Germany on the Record Date are unable to participate in the Offer. | Sections 2.13, 2.14 and 2.15 |

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| Key Information | Further Information |
|---|---|
| **Further details of the Entitlement Offer** | |
| **What will be the effect of the Entitlement Offer on the control of the Company?**<br><br>The Company currently has 3,059,433,718 Shares on issue. The maximum number of New Shares that may be issued under the Offer of 874,123,919 represents 28.6% of Shares on issue on an undiluted basis and 25.4% on a fully diluted basis.<br><br>Examples of how the dilution may impact Shareholders are set out in in Section 4.3. The maximum Voting Power that the Underwriter may obtain in the Company is set out in Section 4.4. | Sections 4.2, 4.3 and 4.4 |
| **Indicative capital structure and**<br><br>The indicative capital structure upon completion of the Offer (assuming the Offer is fully subscribed) is set out below: | Sections 4.2, 6.1, 6.2 and 9 |

| Securities | Number |
|---|---|
| **Current capital stricture** | |
| Existing Shares[1] | 3,059,433,718 |
| Existing Options[2] | 251,000,000 |
| Performance Rights[3] | 137,000,000 |
| **Securities under the Offer** | |
| Maximum New Shares to be issued pursuant to the Offer[4] | 874,123,919 |
| Maximum New Options to be issued pursuant to the Offer[5] | 437,061,960 |
| Maximum Underwriter Options to be issued pursuant to the Offer[6] | 52,447,435 |
| **Maximum Securities on issue after the Offer** | |
| Shares[1] | 3,933,557,637 |
| Options[7] | 740,509,395 |
| Performance Rights[3] | 137,000,000 |

**Notes:**

1. The rights attaching to Shares are set out in Section 6.1.
2. These include 30,000,000 Options with an exercise price of $0.0112 and expiring on 1 December 2025, 83,000,000 Options with an exercise price of $0.0217 and expiring on 31 October 2025, 4,000,000 Options with an exercise price of $0.0240 and expiring on 31 October 2025, 3,000,000 Options with an exercise price of $0.0240 and expiring on 22 April 2025, 66,000,000 Options with an exercise price of $0.0125 and expiring on 30 November 2025, and 65,000,000 Options with an exercise price of $0.027 and expiring on 1 October 2025.
3. Comprised of 45,666,664 Performance Rights expiring on 18 December 2026 and 91,333,336 Performance Rights expiring on 18 December 2027.
4. The terms of issue of New Shares (ranking equally with all Existing Shares) are set out in Section 6.1
5. Subject to rounding. The terms of issue of New Options are set out in Section 6.2.
6. Subject to rounding. The terms of issue of the Underwriter Options are set out in Section 6.3. Refer to Section 7.1 in relation to amounts due to the Underwriter in relation to the Offer.
7. Comprised of Existing Options, New Options and Underwriter Options in the numbers and proportions set out in the table above.

Further details in respect of the Company's capital structure are set out in Section

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| Key Information | Further Information |
|---|---|
| 4.2.<br>The indicative pro-forma balance sheet showing the effect of the Offer is in Section 9. | |
| **Directors' participation in the Offer**<br>The Directors have indicated an intention to participate in the Offer.<br>**Directors' interests in Securities**<br>The relevant interests of each of the Directors in the Company's Securities as at the date of this Prospectus and their Entitlement under the Offer, is set out in the table below: | Section 7.9(b) |

| Director | Shares | Voting power (%) | Options | Performance Rights | Entitlement [1] |
|---|---|---|---|---|---|
| Peter Unsworth | 19,994,440 | 0.65% | 25,000,000 | 30,000,000 | 5,712,697 |
| Michael Jones | 9,643,814 | 0.32% | 50,000,000 | 60,000,000 | 2,755,375 |
| Paul Ingram | 847,098 | 0.03% | 16,000,000 | 12,000,000 | 242,028 |
| Frank Bierlein | 0 | 0% | 16,000,000 | 8,000,000 | 0 |

Notes:
1. The Directors have indicated an intention to participate in the Offer. In relation to director remuneration, refer to Section 7.9(c). Under the Listing Rules, Directors may accept their pro rata Entitlements under the Offer without Shareholder approval.

**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 considered reasonable.

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 management.

The Directors cannot and do 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 Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed

| Key Information | Further Information |
|---|---|
| or anticipated in these statements. These risk factors are set out in Section 5. | |
| **Transaction specific prospectus**<br>This Prospectus is a transaction specific prospectus for offers of continuously quoted securities (or securities convertible into continuously quoted securities) (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act and relevant ASIC relief instruments. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult. | Section 7.3 |
| **What are the key risks of taking up my Entitlement?** | |
| **Company risk factors**<br>Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 5, including (but not limited to) risks in respect of the Company: | |
| **Future capital requirements**<br>The Company has no operating revenue and is unlikely to generate any operating revenue unless and until the Company's projects are successfully explored, evaluated, developed and production commences. The future capital requirements of the Company will depend on many factors including its business development activities.<br>In order to successfully evaluate and develop the Projects and for production to commence, the Company will require further financing in the future. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.<br>Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's activities including resulting in the tenements being subject to forfeiture, and could affect the Company's ability to continue as a going concern.<br>The Company may undertake additional Securities in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted. | Section 5.1(a) |
| **Exploration and development risk** | Section 5.1(b) |

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| Key Information | Further Information |
|---|---|
| Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration and development will result in the discovery of further mineral deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.<br><br>The future exploration and development activities of the Company may be affected by a range of factors, including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.<br><br>Further to the above, the future development of mining operations at the Lake Hope Project (or any other current or future projects that the Company may have or acquire an interest in) is dependent on a number of factors and avoiding various risks, including but not limited to the successful completion of a pre-feasibility study and subsequent geological studies, the mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risk from third parties providing essential services.<br><br>In addition, the construction of any proposed development may exceed the expected timeframe or cost for a variety of reasons out of the Company's control. Any delay to project development could adversely affect the Company's operations and financial results and may require the Company to raise further funds to complete the project development and commence operations. | |
| **Contract execution risk**<br><br>The Company has entered into a binding share sale and purchase agreement for the sale of up to 75% of the shares in Endeavour Minerals Pty Ltd, the Company's wholly owned subsidiary, to Burrendong Minerals Ltd. Endeavour Minerals Pty Ltd holds the Commonwealth Project. Notably, completion of the share sale and purchase agreement is conditional on Burrendong Minerals Ltd completing an initial public offering and listing on the ASX within 9 months of signing the share sale and purchase agreement. The conditions precedent of the sale have not been satisfied at the date of this Prospectus and there remains a risk that the conditions precedent will not be satisfied, such that Endeavor Minerals Pty Ltd is not sold and the Commonwealth Project remains with the Company. This has a financial impact as the Commonwealth Project is accounted for as an available for sale current asset in the balance sheet of the Company and would need to be converted back to exploration expenditure being a non-current asset.<br><br>The Company has also entered into a binding conditional agreement with the shareholders of Playa One Pty Ltd to acquire up to an 80% interest in the Lake Hope Project. The agreement is conditional on the achievement of several milestones, including the satisfactory completion of a pre-feasibility study and definitive feasibility study. Not all of the milestones have been achieved at the date of this Prospectus and there remains a risk that the milestones will not be achieved, such that the Company will not acquire up to an 80% interest in the Lake Hope Project. | Section 5.1(c) |

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| Key Information | Further Information |
|---|---|
| **Resource estimates**<br><br>Whilst the Company intends to undertake exploration activities with the aim of defining a resource on Projects, no assurance can be given that the exploration will result in the determination of new or additional resources on any tenement. Even if a resource is identified, no assurance can be provided that this can be economically extracted.<br><br>If the Company successfully delineates a resource or reserve on any of the tenements (or where the Projects have defined resources), resource or reserve estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, resource estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations. | Section 5.1(d) |
| **Results of studies**<br><br>Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies in relation to its Projects. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.<br><br>These studies will be completed within parameters designed to determine the economic feasibility of the subject Projects within certain limits. There can be no guarantee that any of these studies will confirm the economic viability of the subject Projects or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ from the results of a scoping study).<br><br>Even if a study confirms the economic viability of a Project, there can be no guarantee that the Project will be successfully brought into production as assumed or within the estimated parameters in the feasibility study (e.g. operational costs and commodity prices) once production commences. Further, the ability of the Company to complete a study may be dependent on the Company's ability to raise further funds to complete the study if required. | Section 5.1(e) |
| **Joint venture risk**<br><br>The Company's interests in a number of the Projects are subject to joint venture arrangements. As with any joint venture, it is subject to various counterparty risks including failure by the joint venture counterparty, to act in the best interests of the joint venture. Any failure by the counterparty to act in the best interests of the joint venture may or may not give the Company contractual remedies, however, even if such remedies are available, they may be costly and time consuming to pursue. | Section 5.1(f) |
| **Rehabilitation of tenements**<br><br>In relation to the Company's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the Company may become subject to liability if, for example, there is environmental pollution or damage from the Company's exploration activities and there are consequential | Section 5.1(g) |

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| Key Information | Further Information |
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| clean-up costs at a later point in time. | |
| **Tenement conditions**<br><br>The Company's Projects will be subject to various tenement conditions (including, without limitation, minimum work requirements). Failure to comply with such conditions may lead to forfeiture. The tenements will also be subject to renewal. If any of the tenements are not renewed for any reason the Company could suffer damage through loss of opportunity to explore and develop those tenements. The Directors are not aware of any reason why renewal of the tenements will not occur. | Section 5.1(h) |
| **Title and tenure**<br><br>The Company's Projects only currently permit exploration activities. If the Company successfully delineates an economic resource on any of these exploration permits or implements a technology aimed at extraction of resources, it will need to apply for a mining permit to undertake development and mining. There is no guarantee that the Company will be granted a mining permit if one is applied for, as such grants are discretionary.<br><br>Exploration permits are subject to annual review and periodic renewal. The renewal of the term of a granted exploration permit 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 permits comprising the Company's Projects. While it is the Company's intention to satisfy the conditions that apply to the tenements, there can be no guarantees that, in the future, the tenements that are subject to renewal will be renewed or that minimum expenditure and other conditions that apply to the tenements will be satisfied. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Projects that adversely impact the Company.<br><br>If a tenement holder fails to comply with the terms and conditions of a tenement, the Minister may impose a fine or order that the tenement be forfeited. In most cases, an order for forfeiture can only be made where the breach is of sufficient gravity to justify forfeiture of the tenement. | Section 5.1(i) |
| **Native title and Aboriginal heritage**<br><br>Where native title does or may exist over any of the Company's tenements, the ability of the Company to convert such tenements or part thereof into a valid mining lease (for example in the event of the Company making a discovery) will be subject to the Company reaching a commercial agreement with the holders of or applicants for native title or on the Company obtaining a determination from the National Native Title Tribunal that the mining lease be granted in the absence of such an agreement. The negotiation of such a commercial agreement or proceedings in the courts could materially delay the grant of such a mining lease and substantially add to the Company's costs; failure to reach such an agreement could result in the Company being unable to obtain a mining lease.<br><br>Irrespective of whether native title exists in the relevant areas, in order to conduct exploration activities on the tenements, the Company will usually need to undertake clearance activities in conjunction with the appropriate Aboriginal parties, anthropologists and archaeologists to ascertain whether any sites of significance to Aboriginal parties exist in the relevant areas. Undertaking and | Section 5.1(j) |

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| completing such site clearance procedures can cause delays to the implementation of exploration activities. Delays in completing such clearance activities can impede or prevent the Company from satisfying the minimum expenditure conditions on the relevant tenements, with the result that the Company may in some instances need to seek whole or partial exemptions from expenditure under the relevant mining legislation in order to keep the relevant tenements in good standing. There is no certainty that such exemptions will be granted in all instances.<br><br>Where such significant sites do exist, the Company's ability to conduct exploration on those areas may be subject to obtaining relevant consents under the Aboriginal heritage laws. | |
| **Failure to satisfy expenditure commitments**<br><br>Each exploration permit carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in a tenement if the permit conditions are not met or if insufficient funds are available to meet expenditure commitments. | Section 5.1(k) |
| **Land access and compensation**<br><br>There is a substantial level of regulation and restriction on the ability of exploration and mining companies to gain access to land in Australia. Negotiations with both native title parties and land-owners/occupiers are generally required before the Company can access land for exploration or mining activities. The Company will experience delays and cost overruns if it is unable to access the land required for its operations. This may be as a result of weather, environmental restraints, harvesting, government legislation, landholder or community activities or other factors.<br><br>Access to land often depends on the Company being successful in negotiating with landholders or other stakeholders. There is no assurance that the Company will obtain all the permissions required as and when required or that new conditions will not be imposed in connection therewith. To the extent such permissions are not obtained, the Company's current and future exploration and development activities may be curtailed or their continuation prohibited. | Section 5.1(l) |
| **Loss of key personnel**<br><br>The Company relies heavily on the abilities of key employees and management. The Company's performance is reliant on its ability to both retain and attract skilled individuals and to appropriately incentivise them. Although the Company expects to be able to attract and retain skilled and experienced personnel, there can be no assurance that it will be able to do so. | Section 5.1(m) |
| In addition, like all companies, the Company may be adversely affected by general risks, including: | |
| **Other General risks:**<br><br>Other general risks include:<br><br>(a) economic risks;<br><br>(b) regulatory risks; | Section 5.2 |

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| Key Information | Further Information |
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| (c) share price; and<br>(d) macroeconomic risks. | |
| **Further information** | |
| **How can I obtain further information?**<br>Shareholders with registered addresses in Australia, New Zealand or Germany can obtain a copy of this Prospectus during the Offer Period by emailing the Company during business hours.<br>If you access the electronic version of this Prospectus, you should ensure that you download and read the entire Prospectus and that you have received the entire Prospectus accompanied by the relevant Entitlement and Acceptance Form. | |

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## 2. Details of the Offer

### 2.1 Is the Offer underwritten?

The Offer is lead managed and partly underwritten by Mahe Capital up to $1,000,000, as set out in Section 4.4. The terms of the Underwriting Agreement are set out in Section 7.1.

### 2.2 Entitlement Offer

The Company is making an offer to all Eligible Shareholders to participate in a pro rata renounceable entitlement offer to raise up to $5,244,744 (before costs) by the issue of up to 874,123,919 New Shares. The Entitlement Offer will be determined on the basis of 2 New Shares for every 7 Shares held by Eligible Shareholders at the Record Date at an issue price of $0.006 each and otherwise on the terms and conditions contained in this Prospectus (**Entitlement Offer**).

As at the date of this Prospectus, the Company has 3,059,433,718 existing Shares on issue. Assuming no Existing Options are exercised prior to the Record Date (and subject to Entitlement rounding up) the Entitlement Offer is for a maximum of 874,123,919 New Shares to raise up to $5,244,744 (before costs), with 1 free attaching New Option (expiring 2.5 years after their date of issue and exercisable at $0.015) for every 2 New Shares subscribed for.

The purpose of the Entitlement Offer is to provide the Company with additional funds to be applied as set out in Section 4.1.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a Share, such fraction will be rounded up to the nearest whole Share.

New Shares issued under the Entitlement Offer will be issued as fully paid ordinary shares and will rank equally in all respects with existing Shares on issue.

Summaries of the rights and liabilities attaching to New Shares and New Options are set out in Sections 6.1 and 6.2 respectively.

### 2.3 Shortfall Offer component

#### (a) Terms

The Offer includes an offer (**Shortfall Offer**) to Eligible Shareholders who have subscribed for their full Entitlement, to apply for additional New Shares (**Shortfall Shares**) and attaching free New Options not subscribed for by other Shareholders pursuant to their Entitlements, at the same Issue Price as the Entitlement Offer and also with 1 free attaching New Option (expiring 2.5 years after their date of issue and exercisable at $0.015) for every 2 Shortfall Shares subscribed for.

Shortfall Shares issued under the Shortfall Offer will be issued as fully paid ordinary shares and will rank equally in all respects with existing Shares on issue. Summaries of the rights and liabilities attaching to New Shares and New Options are set out in Sections 6.1 and 6.2 respectively.

Shortfall Shares will only be issued pursuant to the Shortfall Offer if the Entitlement Offer is undersubscribed and will only be issued to the extent necessary to make up any shortfall in subscriptions.

Eligible Shareholders who have subscribed for their full Entitlement can subscribe for additional Shortfall Shares by following the instructions set out in Section 3.4.

(b) **Allocation policy**

The Directors reserve the right to issue and allocate Shortfall Shares in their absolute discretion, in consultation with Mahe Capital. Accordingly, there is no guarantee that any applications under the Shortfall Offer will be successful. In exercising this discretion, the Board will take into consideration a number of factors, including the Company's best interests, the Applicant's existing shareholdings, the extent to which an Applicant has sold or bought shares in the Company before and after both the announcement of the Entitlement Offer and the Record Date, the financial needs of the Company, and the optimal composition of the Company's register following the Offer.

It is a term of the Shortfall Offer that should the Company scale back applications for Shortfall Shares thereunder, the Applicant will be bound to accept such lesser number allocated to it. There is no guarantee that Applicants will receive Shortfall Shares applied for. The Directors reserve the right to issue to an Applicant a lesser number of Shortfall Shares than the number for which the Applicant applies, or to reject an Application, or to not proceed with the Shortfall Offer component at all. In that event, Application Monies for Shortfall Shares will be refunded by the Company (without interest) in accordance with the provisions of the Corporations Act.

In relation to the application of Corporations Act controls on Shareholders exceeding 20% voting power in the Company as a result of participation in the Offer and reliance on the Rights Issue Exception from takeover rules, refer to Section 4.4(c).

## 2.4 Shortfall Placement

The Directors reserve the right to make offers of New Shares not taken up under the Offer to new investors as contemplated in Listing Rule 7.2 Exception 3, applying the allocation policy described in Section 2.3.

## 2.5 Rights trading

Entitlements under the Entitlement Offer are renounceable. Accordingly, you may trade your Entitlements to subscribe for New Shares on the ASX or otherwise. If you do not take up your Entitlement by the Closing Date, your Entitlement will lapse.

Trading of Entitlements on ASX is expected to occur in accordance with the Timetable.

For more information, refer to Section 3.

## 2.6 Opening and Closing Dates

The Company will accept Applications from the Opening Date until 5.00pm (AWST) on the Closing Date or such other date as the Directors in their absolute discretion may determine, subject to the requirements of the Listing Rules, the Corporations Act and the Underwriting Agreement.

## 2.7 Costs of the Offer

The Company estimates the cash costs of the Offer to be approximately $205,319 (based on full subscription). In this regard, refer to Section 7.12.





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## 2.8 Fees and Commissions

The Company has assumed contractual obligations to pay any fees or commissions in respect of any funds raised under this Prospectus, as set out in Section 7.1.

## 2.9 Is there a minimum subscription?

There is no minimum subscription to the Offer.

## 2.10 Issue Date and dispatch

All New Shares (including Shortfall Shares) under the Offer are expected to be issued on or before the date specified in the Timetable.

Security holder statements will be dispatched as soon as practicable following the issue of the New Shares (and New Options) under the Offer.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Shares and/or New Options. Applicants who sell New Shares and/or New Options before they receive their holding statements do so at their own risk.

## 2.11 Application Monies held on trust

All Application Monies received for New Shares under the Offer will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Shares and New Options are issued. All Application Monies will be returned (without interest) if the New Shares and attaching New Options are not issued.

## 2.12 Withdrawal and Cooling-Off Rights

Cooling off rights do not apply to an investment in New Shares (and attaching New Options) under the Offer. You cannot withdraw your payment once it has been accepted unless permitted to do so in accordance with the Corporations Act.

The Directors may at any time decide to withdraw this Prospectus and the Offer, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

## 2.13 Eligibility of Shareholders

The Offer is made to Eligible Shareholders only. Eligible Shareholders are Shareholders on the Record Date who have a registered address in Australia, New Zealand or Germany, or who are Shareholders that the Company has otherwise determined are eligible to participate.

## 2.14 Foreign Jurisdictions

### (a) General

This Prospectus, and any accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer of Securities in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Securities under the Offer.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

Shareholders (including Ineligible Foreign Shareholders) and potential investors with a registered address outside Australia, New Zealand or Germany should consult their professional advisers as to whether any governmental or other consents are required, or other formalities need to be observed to enable them to accept or deal with their Entitlement. The return of a completed Entitlement and Acceptance Form from a Shareholder or potential investor with a registered address outside Australia, New Zealand or Germany will be taken by the Company to constitute a representation and warranty by that Shareholder or potential investor that all relevant approvals have been obtained and that the Company may legally issue the New Shares and attaching New Options to that Shareholder or potential investor.

(b) **New Zealand offer restrictions**

The New Shares and attaching New Options are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand at the Record Date to whom the offer of New Shares (and attaching New Options) is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand).

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

## 2.15 Ineligible Foreign Shareholders

(a) **General**

The Company believes that it is unreasonable to extend the Offer to Ineligible Foreign Shareholders. The Company has formed this view having considered:

(i) the number and value of the Securities that would be offered to those Shareholders; and

(ii) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

(b) **Appointment of Nominee under Listing Rule 7.7**

Pursuant to Listing Rule 7.7, the Company has appointed Mahe Capital as nominee to sell the Entitlements to which Ineligible Shareholders are entitled.

Any interest earned on the proceeds of sale of these Entitlements will, firstly, be applied against expenses of such sale, including brokerage and any balance will accrue to the relevant Ineligible Shareholders as described below.

Refer to Sections 2.13, 2.14 and 2.15 for additional information.

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(c) **Appointment of Nominee under Corporations Act**

Pursuant to section 615 of the Corporations Act, the Company has also appointed Mahe Capital as nominee to sell the Entitlements to which Ineligible Shareholders are entitled. The nominee will have the absolute and sole discretion to determine the timing and price at which the Entitlements may be sold and the manner of any such sale. The Company is seeking ASIC approval for the appointment of Mahe Capital as nominee, as required by section 615 of the Corporations Act.

The proceeds of the sale of these Entitlements will firstly be applied against expenses of such sale, including brokerage, and any balance will accrue to the relevant Ineligible Shareholders as described below.

The net proceeds of the sale of these Entitlements will then be forwarded by the Company as soon as practicable to the Ineligible Shareholders, in proportion to their share of such Entitlements (after deducting brokerage commission and other expenses). If any such net proceeds of sale are less than the reasonable costs that would be incurred by the Company for distributing those proceeds, such proceeds may be retained by the Company.

Notwithstanding that the nominee must sell Entitlements, Ineligible Shareholders may nevertheless receive no net proceeds if the costs of the sale are greater than the sale proceeds. In this regard, the nominee will not be required to sell Ineligible Shareholders' Entitlements at a particular price.

## 2.16 Notice to nominees and custodians

Nominees and custodians that hold Shares should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

## 2.17 Market price of Shares

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

| | |
|---|---|
| Highest: | $0.012 on 29 November 2024, 8, 9 and 16 January 2025 |
| Lowest: | $0.009 on 19, 24, 25, 26 and 27 February 2025 |

The latest closing market sale price of the Shares on the ASX prior to the date of lodgement of this Prospectus with ASIC was $0.009 per Share at close of the market on 27 February 2025.

## 2.18 Risk factors

An investment in Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 5.





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## 2.19 Taxation implications

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

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

## 2.20 Major activities and financial information

A summary of the major activities and financial information relating to the Company, for the year ended 30 June 2024, can be found in the Company's Annual Report released on the ASX on 28 October 2024. The Company's continuous disclosure notices (i.e. ASX announcements) since 28 October 2024 are listed in Section 7.6(b). Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offer.

## 2.21 Privacy

The Company collects information about each Applicant for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's Shareholding in the Company.

By making an Application, each Applicant agrees that the Company may use the information provided by an Applicant for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required, the Company may not be able to accept or process your Acceptance or Application (as applicable).

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

## 2.22 ASX quotation

Application for quotation by ASX of the New Shares and New Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant quotation of the New Shares and New Options offered pursuant to this Prospectus before the expiration of 3 months after the date of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares and New Options.

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

## 2.23 CHESS

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

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

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement. The CHESS statement will specify the number of New Shares and New Options issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Securities.

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

If you are registered on the Issuer Sponsored sub-register, your statement will be despatched by the Share Registry and will contain the number of New Shares and New Options issued to you under this Prospectus and your security holder reference number.

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## 3. Action required by Shareholders

### 3.1 Action in relation to the Offer

Eligible Shareholders may

(a) accept all of their Entitlement (refer to Section 3.2);

(b) accept part of their Entitlement (refer to Section 3.3);

(c) if they have applied for their full Entitlement, also apply for Shortfall Shares (and attaching New Options) in excess of their Entitlement pursuant to the Shortfall Offer (refer Section 3.4);

(d) sell part or all of their Entitlement on the ASX (refer to Section 3.5);

(e) deal with part or all of their Entitlement other than on the ASX (refer to Section 3.6); or

(f) allow all or part of their Entitlement to lapse (refer to Section 3.7).

### 3.2 Eligible Shareholders wishing to Accept their Entitlement in full

Your Entitlement to participate in the Offer will be determined on the Record Date.

The number of New Shares to which you are entitled is shown on the accompanying Entitlement and Acceptance Form.

For instructions on how to pay by BPAY® or EFT, refer to Section 3.8 below.

### 3.3 Eligible Shareholders wishing to take up only part of their Entitlement

Should you wish to only take up part of your Entitlement under the Entitlement Offer and you are paying by BPAY® or EFT, you are not required to submit the personalised Entitlement and Acceptance Form, but are taken to make the statements on that form. For instructions on how to pay by BPAY® and EFT, refer to Section 3.8 below.

### 3.4 Eligible Shareholders wishing to participate in the Shortfall Offer

If you wish to apply for Shares in excess of your Entitlement by applying for additional Shortall Shares, you may do so by applying for them by BPAY® or EFT and you are not required to submit the personalised Entitlement and Acceptance Form, but are taken to make the statements on that form.

For instructions on how to pay by BPAY® or EFT refer to Section 3.8 below.

### 3.5 Eligible Shareholders wishing to sell all or part of their Entitlement on the ASX

Eligible Shareholders wishing to sell all or part of their Entitlement on the ASX must provide instructions to their stockbrokers regarding the Entitlement they wish to sell on the ASX.

Trading of Entitlements will commence and end on the dates respectively set out in the Timetable.

The Company does not guarantee that an Eligible Shareholder will be able to sell all or any part of their Entitlement on the ASX or that any particular price will be paid for the Entitlements sold on the ASX.

### 3.6 If you wish to sell all or part of your Entitlement under the Entitlement Offer other than on the ASX

Eligible Shareholders wishing to sell all or part of their Entitlement other than on the ASX, who hold Shares on the Issuer Sponsored Register:

(a) who wish to transfer all or a proportion of their Entitlement to another person other than on the ASX, must complete the standard renunciation and transfer form (obtainable from the Company's Share Registry at corporate.actions@automicgroup.com.au) by filling in the details in the spaces provided and attaching a cheque, bank draft or money order for the amount (if any) indicated on the standard renunciation and transfer form; and

(b) must ensure that the purchaser would be an Eligible Shareholder if they held Shares on the Record Date; and

(c) must ensure that completed standard renunciation and transfer forms are accompanied by a cheque, bank draft or money order in Australian dollars, crossed "Not Negotiable" and made payable to "Impact Minerals Limited" and lodged at any time after the issue of this Prospectus and on or before the Closing Date at the Share Registry.

Eligible Shareholders wishing to transfer all or a portion of their Entitlement to or from another person on the CHESS sub-register must engage their CHESS controlling participant (usually their stockbroker). If a transferee wants to exercise some or all of the Entitlement, they should follow their stockbroker's instructions as to the most appropriate way to take up the Entitlement on their behalf.

The Application Monies for Shares the transferee of the Entitlement wants to acquire must be received by the Share Registry in accordance with Sections 3.2, 3.3 or 3.4.

### 3.7 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Shares you hold and the rights attached to those New Shares (and attaching New Options) will not be affected should you choose not to accept any of your Entitlement. However, refer to Sections 4.2, 4.3 and 4.4 in relation to potential dilution and the effect of underwriting.

### 3.8 How to Pay Via BPAY® or EFT

The price of $0.006 per New Share or Shortfall Share (if applicable) is payable on acceptance of your Application.

If you wish to participate in the Offer you must make payment by BPAY® or EFT.

The Company will treat Eligible Shareholders as applying for as many New Shares as their payment will pay for in full. If an Eligible Shareholder's payment will pay for more than their full Entitlement, the Company will treat the Eligible Shareholder as applying for their full Entitlement and the excess will be taken to be an application for additional Shortfall Shares under the Shortfall Offer. Any Application Monies received from Eligible Shareholders for



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more than their final allocation of New Shares and Shortfall Shares (if applicable) will be refunded. No interest will be paid on any Application Monies received or refunded.

Application Monies received from Eligible Shareholders will be held on trust until such time as the relevant Shares and attaching New Options are issued or the Application Monies are refunded.

To the fullest extent permitted by law, each Eligible Shareholder agrees that any Application Monies paid by them to the Company will not entitle them to any interest against the Company and that any interest earned in respect of Application Monies will belong to the Company. This will be the case, whether or not all or none (if any Offer is withdrawn) of the Shares applied for by a person are issued to that person.

For payment by BPAY® or EFT, please follow the instructions set out in Section 3 or on your personalised Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. If paying by BPAY®, please make sure to use the specific Biller Code and Customer Reference Number in your Entitlement and Acceptance Form.

If paying by EFT, please make sure to use the Customer Reference Number in your Entitlement and Acceptance Form.

If Eligible Shareholders have more than one holding, they will receive separate forms for each holding. If Eligible Shareholders do not use the correct Reference Number specific to that holding, or inadvertently use the same Reference Number for more than one of their holdings, their application will be recorded against the holding associated with the Reference Number they use.

Please note that when paying by BPAY® or EFT:

(a) you do not need to submit the personalised Entitlement and Acceptance Form, but are taken to have made the statements on that form; and

(b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies received.

You should be aware that your Australian financial institution branch may implement earlier cut-off times with regard to electronic payment and you should therefore take this into consideration when making payment. It is your responsibility to ensure that your BPAY® or EFT payment is received by the Share Registry by no later than the relevant date by which funds are required to have been received.

Your BPAY® or EFT acceptance cannot be withdrawn once received. No cooling off period applies.

### 3.9 Warranties made on acceptance of an Offer

By making payment to acquire New Shares, you will be deemed to have represented to the Company that you are an Eligible Shareholder and:

(a) acknowledge that you have received a copy of this Prospectus and an accompanying Entitlement and Acceptance Form, and read them both in their entirety;

(b) agree to be bound by the terms of the Offer, the provisions of this Prospectus and the Constitution;





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(c) authorise the Company to register you as the holder(s) of the New Shares and attaching New Options allotted to you;

(d) declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;

(e) declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the personalised Entitlement and Acceptance Form;

(f) acknowledge that once any payment of Application Monies via BPAY® or EFT is made, you may not withdraw your Application or funds provided except as allowed by law;

(g) agree to apply for and be issued up to the number of New Shares specified in the personalised Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY® or EFT, at the Offer Price of $0.006 per New Share, plus attaching New Options;

(h) authorise the Company, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Shares and attaching New Options to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;

(i) declare that you were the registered holder(s) at 5.00pm (AWST) on the Record Date of the Shares indicated on the personalised Entitlement and Acceptance Form as being held by you at 5.00pm (AWST) on the Record Date;

(j) acknowledge that the information contained in this Prospectus and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Shares or New Options are suitable for you given your investment objectives, financial situation or particular needs;

(k) acknowledge that this Prospectus does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;

(l) acknowledge the statement of risks in Section 5 and that investments in the Company are subject to risk;

(m) acknowledge that none of the Company, nor its related bodies corporate and affiliates and their respective Directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;

(n) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Offer and of your holding of Shares at 5.00pm (AWST) on the Record Date;

(o) you and each person on whose account you are acting understand and acknowledge that the New Shares and New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States and accordingly that the New Shares and New Options may not be offered or, sold to, persons in the United States or to persons who are acting for the account or benefit of a person in the United States except in accordance with an

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available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;

(p) represent and warrant:

(i) that the law of any place does not prohibit you from being given this Prospectus and the personalised Entitlement and Acceptance Form and that you are otherwise eligible to participate in the Offer;

(ii) that you and each person on whose account you are acting are not in the United States;

(iii) that you have not and will not send this Prospectus, the Entitlement and Acceptance Form or any other materials relating to the Offer to any person in the United States or any other country outside Australia, New Zealand and Germany; and

(iv) that if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are applying for New Shares and New Options is resident in Australia, New Zealand or Germany and is not acting for the account or benefit of a person in the United States, and you have not sent this Prospectus, the Entitlement and Acceptance Form or any information relating to the Offer to any such person.

### 3.10 **Brokerage**

No brokerage or stamp duty is payable by Eligible Shareholders who accept their Entitlement.

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# 4. Purpose and Effect of the Offer

## 4.1 Purpose of the Offer and use of funds

The Offer is being conducted to raise capital for use in accordance with the table below:

| Use of funds | Min. (Underwritten Amount) Raised | % | $ 100% Entitlement Take-up | % |
|---|---|---|---|---|
| Exploration of the Arkun Project[1] | $100,000 | 10% | $750,000 | 14% |
| Exploration of the Broken Hill Project[2] | $25,000 | 3% | $250,000 | 5% |
| Development of the Lake Hope High Purity Alumina (HPA) Project[3] | $500,000 | 50% | $3,500,000 | 67% |
| General working capital[4]; and | $185,372 | 18% | $539,425 | 10% |
| Expenses associated with the Offer[5] | $189,628 | 19% | $205,319 | 4% |
| **Total Funds allocated** | **$1,000,000** | **100%** | **$5,244,744** | **100%** |

**Notes:**

1. Refer to section 2 of the Company's Annual Report for the year ending 30 June 2024 for further details on the Arkun Project.
2. Refer to section 2 of the Company's Annual Report for the year ending 30 June 2024 for further details on the Broken Hill Project.
3. Refer to section 1 of the Company's Annual Report for the year ending 30 June 2024 for further details on the Lake Hope High Purity Alumina (HPA) Project.
4. Working capital includes the general costs associated with the management and operation of the business including administration expenses, rent and other associated costs. Working capital may also include surplus funds.
5. Expenses paid or payable by the Company in relation to the Offer are set out in Section 7.12.

The above table is a statement of current intentions as at the date of this Prospectus. Applicants should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including market conditions, the development of new opportunities and/or any number of other factors (including the risk factors outlined in Section 5, and actual expenditure levels, may differ significantly from the above estimates.

## 4.2 Effect of the Offer on the capital structure of the Company

The effect of the Offer will depend on the level of take-up of Entitlements (and if applicable, Shortfall Shares) by Eligible Shareholders, in light of the underwritten amount. Assuming full subscription under the Entitlement Offer and subscription only for the Underwritten Amount, the principal effect of the Entitlement Offer on the Company's capital structure and the maximum number of Securities that may be issued under the Offer are set out below.

| Securities | Number |
|---|---|
| **Current capital stricture** | |
| Existing Shares[1] | 3,059,433,718 |
| Existing Options[2] | 251,000,000 |
| Performance Rights[3] | 137,000,000 |
| **Securities under the Offer** | |
| Maximum New Shares to be issued pursuant to the Offer[4] | 874,123,919 |
| Maximum New Options to be issued pursuant to the Offer[5] | 437,061,960 |
| Maximum Underwriter Options to be issued pursuant to the Offer[6] | 52,447,435 |

| Maximum Securities on issue after the Offer | |
|---|---|
| Shares[1] | 3,933,557,637 |
| Options[7] | 740,509,395 |
| Performance Rights[3] | 137,000,000 |

**Notes:**

1. The rights attaching to Shares are set out in Section 6.1.
2. These include 30,000,000 Options with an exercise price of $0.0112 and expiring on 1 December 2025, 83,000,000 Options with an exercise price of $0.0217 and expiring on 31 October 2025, 4,000,000 Options with an exercise price of $0.0240 and expiring on 31 October 2025, 3,000,000 Options with an exercise price of $0.0240 and expiring on 22 April 2025, 66,000,000 Options with an exercise price of $0.0125 and expiring on 30 November 2025, and 65,000,000 Options with an exercise price of $0.027 and expiring on 1 October 2025.
3. Comprised of 45,666,664 Performance Rights expiring on 18 December 2026 and 91,333,336 Performance Rights expiring on 18 December 2027.
4. Subject to rounding. The terms of issue of New Shares (ranking equally with all Existing Shares) are set out in Section 6.1
5. Subject to rounding. The terms of issue of New Options are set out in Section 6.2.
6. Subject to rounding. The terms of issue of the Underwriter Options are set out in Section 6.3.
7. Comprised of Existing Options, New Options and Underwriter Options in the numbers and proportions set out in the table above.

The indicative pro-forma balance sheet showing the effect of the Offer is in Section 9.

## 4.3 Potential dilution as a result of the Offer

### (a) Potential dilution

The effect of the Entitlement Offer on the control of the Company will depend upon a number of factors, including the level of Shareholder participation (including both the taking up of Entitlements and applications for Shortfall Shares).

If every Shareholder were to take up their full Entitlement, there would be a minimal effect on the control of the Company on completion of the Offer, as the Entitlement Offer is made pro-rata and, in that case, there would not be any scope for any Shareholder to apply for additional Shares under the Shortfall Offer.

The Company currently has 3,059,433,718 Shares on issue. The maximum number of New Shares that may be issued under the Offer of 874,123,919, representing 28.6% of Shares on issue on the date of this Prospectus on an undiluted basis, and 25.4% on a fully diluted basis.

Examples of how the dilution may impact Shareholders who do not take up their Entitlements are set out in the table below:

| Holder | Holding as at Record Date | % at Record Date | Entitlement | Holding if Entitlement Offer not taken up | % Holding if Entitlement Offer not taken up |
|---|---|---|---|---|---|
| Shareholder 1 | 150,000,000 | 4.90% | 42,857,143 | 150,000,000 | 3.81% |
| Shareholder 2 | 100,000,000 | 3.27% | 28,571,429 | 100,000,000 | 2.54% |
| Shareholder 3 | 10,000,000 | 0.33% | 2,857,143 | 10,000,000 | 0.25% |
| Shareholder 4 | 5,000,000 | 0.16% | 1,428,572 | 5,000,000 | 0.13% |
| Shareholder 5 | 2,500,000 | 0.08% | 714,286 | 2,500,000 | 0.06%% |

**Note:** The above table also assumes that no other Shares are issued or equity securities converted into Shares prior to the Record Date and that all Entitlements are taken up.





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The dilution effect shown in the table above is the maximum percentage on the assumption that those Entitlements not accepted are subscribed for under the Shortfall Offer. If all Entitlements are not accepted and some or all of the resulting shortfall is not subsequently taken up, the dilution effect of the Offer for each Shareholder not accepting their Entitlement, will be less.

Assuming all New Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Offer may be diluted by a further 11.3% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus and in addition to the 28.6% represented by the New Shares under the Offer).

Ineligible Shareholders will have their holdings diluted by the Offer.

(b) **Foreign Ineligible Shareholders**

As the Entitlement Offer is renounceable, the Company will, in accordance with Listing Rule 7.7, appoint Mahe Capital to arrange for the sale of Entitlements that would have been given to Ineligible Shareholders and to account to them for the net proceeds of the sale. The Company has also applied for registration of Mahe Capital as nominee for Ineligible Shareholders under section 615 of the Corporations Act.

Refer to Sections 2.14 and 2.15 for further information.

## 4.4 Effect of underwriting on control of the Company

(a) **Substantial Shareholders**

Based on information available to the Company as at the date of this Prospectus, those persons which together with their associates have a Voting Power in 5% or more of the Shares on issue are set out in the table below:

| Shareholder | Shares | Voting Power |
|---|---|---|
| Mrs Susanne Bunneneberg | 519,950,000 | 16.99% |
| Deutsche Balaton Aktiengesellschaft | 196,870,000 | 8.13% |

(b) **Underwriting**

Mahe Capital has agreed to underwrite the Entitlement Offer up to $1,000,000, representing 1,666,667 Shares, being 5.45% of current Shares on issue as at the date of this Prospectus.

Mahe Capital does not currently hold any securities in the Company.

The tables below illustrates the maximum potential Voting Power of the Underwriter may acquire as a result of the Offer.

The Underwriter:

| Underwriter | Current Shares | Current Voting Power | Net Amount Underwritten[1] | Max Shares | Max. Voting Power[2] |
|---|---|---|---|---|---|
| Mahe Capital | 0 | 0% | $1,000,000 | 166,666,667[1] | 4.24% |

**Note:**

1. Based on the underwriting commitment of $1,000,000.





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2. Assumes no Entitlement uptake other than by the Underwriter, resulting in there being 3,226,100,385 Shares on issue at close of the Offer and assuming that no Existing Options are exercised during the Offer Period.

(c) **Corporations Act - Takeover Control**

Section 606(1) of the Corporations Act prohibits a person, unless an exception applies, from increasing their voting power in the Company:

(i) from 20% or below to above 20%; or

(ii) from a starting point of above 20% and below 90%.

Section 611 of the Corporations Act provides for exceptions to the above prohibition, notably:

(i) Section 611 Item 10 provides for an exception in cases of rights issues (**Rights Issue Exception**); and

(ii) Section 611 Item 13 provides an exception for underwriters and sub-underwriters (**Underwriter Exception**).

The Offer, combined with the appointment of Mahe Capital under section 615 of the Corporations Act, complies with both the Rights Issue Exception and the Underwriter Exception.

Accordingly, when an Eligible Shareholder applies for some or all of their Entitlement or additional Shortfall Shares under the Shortfall Offer, they are permitted to increase their voting power:

(i) from 20% or below 20% to above 20%; and

(ii) from a starting point of above 20% and below 90%,

as a result of participating in the Offer without breaching section 606(1) of the Corporations Act and without any Shareholder approvals being required.

The Underwriter will rely on the Underwriter Exception to the extent necessary.

## 4.5 Effect of the Offer on the Company's financial position

Detailed in Section 9, to demonstrate the effect of the Offer on the financial position of the Company, is an unaudited Pro Forma Statement of Financial Position.

The Company's audited Statement of Financial Position as at 30 June 2024 has been used for the purposes of preparing the unaudited Pro Forma Statement of Financial Position and adjusted to reflect pro forma assets and liabilities of the Company as if completion of the Offer had occurred by 30 June 2024. Other than in the ordinary course of business or as disclosed to ASX, there have been no material transactions between that date and the date of this Prospectus that have affected the Company's financial position.

The unaudited Pro Forma Statement of Financial Position is presented as:

(a) the underwritten amount the Entitlement Offer ($1,000,000 is taken up; and

(b) full subscription.

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The unaudited Pro Forma Statement of Financial Position has been prepared in accordance with the Corporations Act and Australian Accounting Standards and Interpretations of the Australian Account Standards Board on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The key assumptions on which the unaudited Pro Forma Statement of Financial Position in Section 9 are based are as follows:

(a) the unaudited Pro Forma Statement of Financial Position does not include any other expenditure of the proceeds other than costs of the Offer of approximately $205,319 (on a full subscription basis) (refer to Section 7.12); and

(b) the unaudited effects of the Offer, being at full subscription of the Offer, the issue of approximately 874,123,919 New Shares at $0.006 each and 437,061,960 New Options (subject to rounding and assuming that no Existing Options are converted before 5.00pm (AWST) on the Record Date).

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# 5. Risk Factors

Activities by the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, but some are outside its control.

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

## 5.1 Risks specific to the Company

### (a) Future capital requirements

The Company has no operating revenue and is unlikely to generate any operating revenue unless and until the Company's projects are successfully explored, evaluated, developed and production commences. The future capital requirements of the Company will depend on many factors including its business development activities.

In order to successfully evaluate and develop the Projects and for production to commence, the Company will require further financing in the future. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.

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

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

### (b) Exploration and development risk

Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration and development will result in the discovery of further mineral deposits. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration and development activities of the Company may be affected by a range of factors, including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

Further to the above, the future development of mining operations at the Lake Hope Project (or any other current or future projects that the Company may have or acquire an interest in) is dependent on a number of factors and avoiding various risks, including but not limited to the successful completion of a pre-feasibility study and subsequent geological studies, the mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risk from third parties providing essential services.

In addition, the construction of any proposed development may exceed the expected timeframe or cost for a variety of reasons out of the Company's control. Any delay to project development could adversely affect the Company's operations and financial results and may require the Company to raise further funds to complete the project development and commence operations.

(c) **Contract execution risk**

The Company has entered into a binding share sale and purchase agreement for the sale of up to 75% of the shares in Endeavour Minerals Pty Ltd, the Company's wholly owned subsidiary, to Burrendong Minerals Ltd. Endeavour Minerals Pty Ltd holds the Commonwealth gold-volcanogenic massive sulphide project in New South Wales (**Commonwealth Project**). Notably, completion of the share sale and purchase agreement is conditional on Burrendong Minerals Ltd completing an initial public offering and listing on the ASX within 9 months of signing the share sale and purchase agreement. The conditions precedent of the sale have not been satisfied at the date of this Prospectus and there remains a risk that the conditions precedent will not be satisfied, such that Endeavor Minerals Pty Ltd is not sold and the Commonwealth Project remains with the Company. This has a financial impact as the Commonwealth Project is accounted for as an available for sale current asset in the balance sheet of the Company and would need to be converted back to exploration expenditure being a non-current asset.

The Company has also entered into a binding conditional agreement with the shareholders of Playa One Pty Ltd to acquire up to an 80% interest in the Lake Hope Project. The agreement is conditional on the achievement of several milestones, including the satisfactory completion of a pre-feasibility study and definitive feasibility study. Not all of the milestones have been achieved at the date of this Prospectus and there remains a risk that the milestones will not be achieved, such that the Company will not acquire up to an 80% interest in the Lake Hope Project.

On 21 February 2025, the Company entered into a refreshed agreement to sell its wholly owned subsidiary, Blackridge Exploration Pty Ltd, to Peter Campbell for $350,000. Blackridge Exploration Pty Ltd holds gold assets near Clermont, Queensland. The Company has recently received a non-refundable deposit of $100,000, with the remaining $250,000 due by 5 March 2025. There is a risk that the outstanding balance may not be paid, in which case the agreement shall automatically terminate.

(d) **Resource estimates**

Whilst the Company intends to undertake exploration activities with the aim of defining a resource on Projects, no assurance can be given that the exploration will result in the determination of new or additional resources on any tenement. Even if a resource is identified, no assurance can be provided that this can be economically extracted.





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If the Company successfully delineates a resource or reserve on any of the tenements (or where the Projects have defined resources), resource or reserve estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, resource estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(e) **Results of studies**

Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies in relation to its Projects. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.

These studies will be completed within parameters designed to determine the economic feasibility of the subject Projects within certain limits. There can be no guarantee that any of these studies will confirm the economic viability of the subject Projects or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ from the results of a scoping study).

Even if a study confirms the economic viability of a Project, there can be no guarantee that the Project will be successfully brought into production as assumed or within the estimated parameters in the feasibility study (e.g. operational costs and commodity prices) once production commences. Further, the ability of the Company to complete a study may be dependent on the Company's ability to raise further funds to complete the study if required.

(f) **Joint venture risk**

The Company's interests in a number of the Projects are subject to joint venture arrangements. As with any joint venture, it is subject to various counterparty risks including failure by the joint venture counterparty, to act in the best interests of the joint venture. Any failure by the counterparty to act in the best interests of the joint venture may or may not give the Company contractual remedies, however, even if such remedies are available, they may be costly and time consuming to pursue.

(g) **Rehabilitation of tenements**

In relation to the Company's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the Company may become subject to liability if, for example, there is environmental pollution or damage from the Company's exploration activities and there are consequential clean-up costs at a later point in time.

(h) **Tenement conditions**

The Company's Projects will be subject to various tenement conditions (including, without limitation, minimum work requirements). Failure to comply with such conditions may lead to forfeiture. The tenements will also be subject to renewal. If any of the tenements are not renewed for any reason the Company could suffer damage through loss of opportunity to explore and develop those tenements. The Directors are not aware of any reason why renewal of the tenements will not occur.

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(i) **Title and tenure**

The Company's Projects only currently permit exploration activities. If the Company successfully delineates an economic resource on any of these exploration permits or implements a technology aimed at extraction of resources, it will need to apply for a mining permit to undertake development and mining. There is no guarantee that the Company will be granted a mining permit if one is applied for, as such grants are discretionary.

Exploration permits are subject to annual review and periodic renewal. The renewal of the term of a granted exploration permit 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 permits comprising the Company's Projects. While it is the Company's intention to satisfy the conditions that apply to the tenements, there can be no guarantees that, in the future, the tenements that are subject to renewal will be renewed or that minimum expenditure and other conditions that apply to the tenements will be satisfied. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Projects that adversely impact the Company.

If a tenement holder fails to comply with the terms and conditions of a tenement, the Minister may impose a fine or order that the tenement be forfeited. In most cases, an order for forfeiture can only be made where the breach is of sufficient gravity to justify forfeiture of the tenement.

(j) **Native title and Aboriginal heritage**

Where native title does or may exist over any of the Company's tenements, the ability of the Company to convert such tenements or part thereof into a valid mining lease (for example in the event of the Company making a discovery) will be subject to the Company reaching a commercial agreement with the holders of or applicants for native title or on the Company obtaining a determination from the National Native Title Tribunal that the mining lease be granted in the absence of such an agreement. The negotiation of such a commercial agreement or proceedings in the courts could materially delay the grant of such a mining lease and substantially add to the Company's costs; failure to reach such an agreement could result in the Company being unable to obtain a mining lease.

Irrespective of whether native title exists in the relevant areas, in order to conduct exploration activities on the tenements, the Company will usually need to undertake clearance activities in conjunction with the appropriate Aboriginal parties, anthropologists and archaeologists to ascertain whether any sites of significance to Aboriginal parties exist in the relevant areas. Undertaking and completing such site clearance procedures can cause delays to the implementation of exploration activities. Delays in completing such clearance activities can impede or prevent the Company from satisfying the minimum expenditure conditions on the relevant tenements, with the result that the Company may in some instances need to seek whole or partial exemptions from expenditure under the relevant mining legislation in order to keep the relevant tenements in good standing. There is no certainty that such exemptions will be granted in all instances.

Where such significant sites do exist, the Company's ability to conduct exploration on those areas may be subject to obtaining relevant consents under the Aboriginal heritage laws.

(k) **Failure to satisfy expenditure commitments**

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

(l) **Land access and compensation**

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to gain access to land in Australia. Negotiations with both native title parties and land-owners/occupiers are generally required before the Company can access land for exploration or mining activities. The Company will experience delays and cost overruns if it is unable to access the land required for its operations. This may be as a result of weather, environmental restraints, harvesting, government legislation, landholder or community activities or other factors.

Access to land often depends on the Company being successful in negotiating with landholders or other stakeholders. There is no assurance that the Company will obtain all the permissions required as and when required or that new conditions will not be imposed in connection therewith. To the extent such permissions are not obtained, the Company's current and future exploration and development activities may be curtailed or their continuation prohibited.

(m) **Loss of key personnel**

The Company relies heavily on the abilities of key employees and management. The Company's performance is reliant on its ability to both retain and attract skilled individuals and to appropriately incentivise them. Although the Company expects to be able to attract and retain skilled and experienced personnel, there can be no assurance that it will be able to do so.

(n) **Commodity price volatility and exchange rate risks**

The value of the Company's assets and potential earnings may be affected by fluctuations in commodity prices and exchange rates.

These prices can significantly fluctuate and are exposed to numerous factors beyond the control of the Company, such as world demand for commodities, forward selling by producers and production cost levels in major producing regions. Other factors include expectations regarding inflation, the financial impact of movements in interest rates, global economic trends and domestic and international fiscal, monetary and regulatory policy settings.

At this time, the Company has not put any hedging arrangements in place, but may do so in future when the Directors consider it appropriate.

(o) **Climate change regulation**

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:

(i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or





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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, there can be no guarantee that the Company will not be adversely impacted by these occurrences;

(ii) 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; and

(iii) adverse weather events which may disrupt field work and exploration activities.

(p) **Corporate responsibility risk**

The Company's operations and activities interact with a range of community stakeholders who have an interest in the impacts of the Company's activities and require the Company to maintain a social licence to discover, develop and operate mining projects. This encompasses compliance with environmental laws and regulations, occupational health and safety laws and regulations and anti-bribery and corruption laws. It also encompasses establishment and maintenance of community relations. These give rise to a range of risks including land access, reputational risk and the risk of losing its social licence to operate. These risks have the potential to reduce access to resources, impact the Company's reputation and increase operating costs including from compliance obligations arising from changes in laws and regulations.

(q) **Force majeure**

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies, the operations of the Company and the market price of its Shares. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially and adversely affected if any of the events described above occur.

(r) **Information systems and cyber risk**

The Company is reliant on information technology systems. Despite the Company's security measures, it is possible that these systems may be breached. Unauthorised third party access to the Company's information technology systems and the resulting potential theft, loss or misuse of the Company's information could adversely impact the operations and performance of the Company and the price of its securities.

(s) **Intellectual property risk**

Should the Company acquire technology for use in the development of its Projects, there may be circumstances where the Company's intellectual property cannot be protected or is subject to unauthorised disclosure, infringement or challenge by a





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third party. The Company may incur significant costs in asserting its rights in such circumstances. Even a registered patent can be invalidated in certain circumstances.

There can be no assurance that any technology the Company may acquire will afford the Company a competitive advantage, commercially significant protection of the intellectual property, or that the intellectual property will have successful commercial application.

There is always a risk of third parties claiming involvement in technological discoveries. Further, competition in retaining and sustaining protection of intellectual property and the complex nature of intellectual property can lead to expensive and lengthy patent disputes, for which there can be no guaranteed outcome. Some parties may be able to utilise their greater financial resources to better sustain the costs of litigation or proceedings.

(t) **Acquisitions and commercialisation risks**

Should the Company acquire new assets, its ability to generate revenue will depend on the Company being successful in developing and commercialising these new assets. The Company has no operating revenue and is unlikely to generate any operating revenue unless and until the one or more of its mineral projects or investments in assets is successfully developed and commercially exploited.

There can be no guarantee that any new project acquisition or investment will eventuate from these pursuits, or that any acquisitions will result in a return for Shareholders. Such acquisitions may result in use of the Company's cash resources and/or the issuance of equity securities, which will dilute shareholdings.

(u) **Litigation and dispute risks**

The Company may, from time to time, be the subject of complaints, litigation, inquiries or audits initiated by customers, employees, commercial partners, suppliers, landlords, Government agencies, regulators or other third parties alleging or investigating matters such as asset ownership, resource use, product quality and supply issues, injury, health, employment, environmental, safety or operational concerns, nuisance, negligence, failure to comply with applicable laws and regulations or failure to comply with contractual obligations. Any such matter, even if successfully addressed without direct adverse financial effect, could have an adverse effect on the Company's reputation and divert its financial and management resources from more beneficial uses. If the Company were found to be liable under any such claims, this could have a material adverse effect on the Company's future financial performance.

(v) **Insurance**

Insured or uninsured catastrophic events such as acts of God, fires, floods, earthquakes, widespread health emergencies, pandemics, epidemics, wars and strikes, could affect the value or the availability of the company's assets and the ability of the Company to sustain operations, provide essential products and services or recover operating costs. Should damage be sustained as a result of these risks, the Company's business and financial performance may be adversely affected. The Company intends to insure its operations in accordance with industry practice. However, it is not always possible to obtain insurance against all such risks and, where it is available, the cost may be high. The Company will have insurance in place considered appropriate for the Company's needs. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Company.





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(w) **Approval risks**

The Company's projects may require further approvals from third parties before they can be developed. These are likely to include construction, environmental and Aboriginal heritage approvals. There can be no assurance that these approvals will be obtained. Obtaining the necessary permits and approvals can be a time consuming process and there is a risk that the Company will not be able to obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development or operation of a project. Any failure to comply with applicable laws and licences, could result in fines, penalties or other liabilities.

(x) **Operational risks**

The Company's operational assets are subject to risks that may result in the assets failing to perform in line with expectations. For example, there is a risk that the Company's assets may be damaged or destroyed by hail, wind, flood, cyclone, hurricane, earthquake, fire, war, explosion, terrorism or some other natural or man-made disaster. These risks may impact generation, lead to failure or deterioration of equipment, adversely impact performance and business stability of the Company's suppliers and contractors, and lead to transmission system congestion, curtailment or failure of the plant, labour issues and strikes, and other operational issues.

(y) **Environmental risks**

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment. The Company's activities are expected to have an impact on the environment. It is the intention of the Company to adhere to its environmental obligations, including compliance with environmental laws. Further, 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 to the environment, or non-compliance with environmental laws or regulations.

(z) **Occupational health and safety risk**

There is a risk that an incident could lead to a fatality or serious harm to an employee, a contractor, a joint venture/third party employee or a member of the public. Employees may be exposed to hazards and risks when working on operating assets. If such an incident were to occur, this may affect the Company's reputation. The Company is committed to providing a healthy and safe environment for its personnel, contractors and visitors.

(aa) **Regulatory risks**

The Company's activities are subject to extensive laws and regulations relating to numerous matters including licences and approvals, environmental compliance and rehabilitation, taxation, health and worker safety, waste disposal, protection of the environment, native title and heritage matters and other matters. Whilst the Company believes that it is in substantial compliance with all material current laws and regulations, changes in how laws and regulations are enforced, or regulatory interpretation could result in changes in legal requirements or in the terms of existing licences, approvals and agreements applicable to the Company or its future projects. This could have a material adverse impact on the Company's future and planned operations.

(bb) **Unforeseen expenditure risk**

Exploration, evaluation and development expenditures may increase significantly above projected costs. Although the Company and its controlled entities are not currently aware of any such additional expenditure requirements, if such expenditures are subsequently incurred, they may adversely affect the Company's expenditure proposals and proposed business plans.

(cc) **Project delays and cost overruns**

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

## 5.2 General risks

(a) **Economic risks**

Changes in the general economic climate in which Company operates may adversely affect the financial performance of Company. Factors that may contribute to that general economic climate include, but are not limited to:

(i) the level of direct and indirect competition against the Company;

(ii) general economic conditions;

(iii) changes in government policies, taxation and other laws;

(iv) the strength of the equity and share markets in Australia and throughout the world;

(v) movement in, or outlook on, exchange rates, interest rates and inflation rates;

(vi) industrial disputes in Australia and overseas;

(vii) changes in investor sentiment toward particular market sectors;

(viii) financial failure or default by an entity with which the Company may become involved in a contractual relationship; and

(ix) natural disasters, social upheaval or war.

(b) **Regulatory risks**

The Company will incur ongoing costs and obligations associated with compliance with necessary regulations. Regulatory areas which are of particular significance to the Company include environmental compliance and rehabilitation, mining, taxation, employee relations, worker health and safety, waste disposal, protection of the environment, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations.

These permits relate to exploration, development, production and rehabilitation activities. Any failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's proposed



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business operations. In addition, changes in regulations could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.

(c) **Share price**

The price at which Securities are quoted on the ASX may increase or decrease due to a number of factors. There is no assurance that the price of the Shares will increase, even if the Company's earnings increase.

Some of the factors which may affect the price of the Shares include fluctuations in the domestic and international market for listed stocks, general economic conditions including interest rates, inflation rates, exchange rates, commodity and oil prices, changes to government fiscal, monetary or regulatory policies, legislation or regulation, inclusion in or removal from market indices, the addition or departure of key personnel, actual or anticipated fluctuations in the Company's results and recommendations of analysts in relation to those results, fluctuations in the industry in which the Company operates and general operational and business risks.

Other factors which may negatively affect investor sentiment and influence the Company specifically or the stock market more generally include acts of terrorism, an outbreak of international hostilities or fires, floods, earthquakes, labour strikes, civil wars and other natural disasters.

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 mining and exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return to security holders arising from the transactions the subject of this Prospectus or otherwise.

(d) **Macroeconomic risks**

Changes in the general economic outlook in Australia and globally may impact the performance of the Company and its projects. Such changes may include:

(i) uncertainty in the Australian economy or increases in the rate of inflation resulting from domestic or international conditions (including movements in domestic interest rates and reduced economic activity);

(ii) increases in expenses (including the cost of goods and services used by the Company);

(iii) new or increased government taxes, duties or changes in taxation laws; and

(iv) fluctuations in equity markets in Australia and internationally.

Prolonged and significant downturn in general economic conditions may have a material adverse impact on the Company's trading and financial performance.

## 5.3 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this Prospectus.

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

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

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## 6. Rights attaching to Securities

### 6.1 Rights and liabilities attaching to Shares

Full details of the rights and liabilities attaching to the Shares (with which the New Shares rank equally) are:

(a) detailed in the Constitution, a copy of which can be inspected, free of charge, at the registered office of the Company during normal business hours; and

(b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

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

(a) **Ranking of Shares**

At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the New Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. Voting may be in person or by proxy, attorney or representative.

(c) **Dividends**

Except as otherwise required by the Corporations Act and to the terms on which shares are on issue and the rights and restrictions attaching to shares, the Directors may from time to time:

(i) declare dividends (whether final or interim) to be paid to members on such terms, including the amount and the time for and the method of payment, as the Directors think fit; or

(ii) determine that a dividend is payable, fix the amount and time for payment.

(d) **Future issues of securities**

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

(e) **Transfer of Shares**

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

(f) **Meetings and notice**

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

Shareholders may requisition meetings in accordance with the Corporations Act.

(g) **Liquidation rights**

The Company has one class of share on issue, ordinary shares. Each ordinary Share ranks equally in the event of liquidation.

(h) **Variation of rights**

Subject to the Corporations Act and the Listing Rules, the rights attached to the Shares may be varied in accordance with the Corporations Act.

(i) **Election of Directors**

At every annual general meeting one third of the Directors (rounded up to the nearest whole number) must retire from office. Any Director who would have held office for more than 3 years if that Director remains in office until the next general meeting must retire. These retirement rules do not apply to certain appointments including the Managing Director.

(j) **Indemnities**

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

(k) **Winding up**

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of shares, on a winding up of the Company any surplus must be divided among the shareholders of the Company.

(l) **Shareholder liability**

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

(m) **Alteration to the Constitution**

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

(n) **Listing Rules**

The Company has been admitted to trading on the ASX. Accordingly, despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the





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Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

6.2 **Rights and liabilities attaching to New Options**

The New Options are issued on the following terms and conditions:

(a) **Entitlement**

Each New Option gives the holder the right to subscribe for one Share.

(b) **Expiry Date**

The New Options will expire 2.5 years from the date of issue at 5.00pm (AWST) (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) **Exercise Price**

Subject to Section 6.2(j), the amount payable upon exercise of each New Option is $0.015 per New Option (**Exercise Price**).

(d) **Exercise**

A holder may exercise their New Options by lodging with the Company, before the Expiry Date:

(i) a written notice of exercise of New Options specifying the number of New Options being exercised (**Exercise Notice**); and

(ii) an electronic funds transfer for the Exercise Price for the number of New Options being exercised,

(**Exercise Date)**.

(e) **Exercise Notice**

An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The New Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 33,334 must be exercised on each occasion.

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

Within 15 Business Days after the later of the following:

(i) Exercise Date; and





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(ii) when "excluded information" in respect of the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be "excluded information",

the Company will:

(iii) allot and issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Exercise Notice and for which cleared funds have been received by the Company (if required);

(iv) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and

(v) if admitted to the ASX at the time, apply for quotation of Shares issued pursuant to the exercise of the New Options.

If the Company is unable to deliver a notice under Section 6.2(f)(iv) (above) or such a notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company will lodge with ASIC a "cleansing prospectus" prepared in accordance with the Corporations Act and do all such things reasonably 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. Where a "cleansing prospectus" is required, any Shares issued on exercise of New Options will be subject to a holding lock until such time as a prospectus is issued by the Company.

(g) **Transferability**

The New Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.

(h) **Ranking of Shares**

All Shares allotted upon the exercise of New Options will upon allotment be fully paid and rank *pari passu* in all respects with other Shares.

(i) **Quotation**

The Company will apply for quotation of the New Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of New Options on ASX within 5 Business Days after the date of allotment of those Shares.

(j) **Reconstruction**

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

(k) **Participating rights**

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



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(l) **Change in exercise price or number of Shares**

Subject always to the rights under Sections 6.2(m) and 6.2(j), there will be no change to the Exercise Price or the number of Shares over which the New Options are exercisable in the event of the Company making a pro-rata issue of Shares or other securities to the holders of Shares in the Company.

(m) **Adjustment for bonus issue**

If securities are issued pro-rata to Shareholders generally by way of bonus issue (other than an issue in lieu of dividends by way of dividend reinvestment), the number of New Options to which the holder is entitled will be increased by that number of securities which the holder would have been entitled if the New Options held by the holder were exercised immediately prior to the record date of the bonus issue, and in any event in a manner consistent with the Listing Rules at the time of the bonus issue.

(n) **Amendments**

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

6.3 **Rights and liabilities attaching to Underwriter Options**

The Underwriter Options are issued on the same terms as the New Options.

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## 7. Additional Information

### 7.1 Underwriting Agreement

(a) **Offer management**

The Company and Mahe Capital have entered into an Underwriting Agreement (**Underwriting Agreement**) dated 27 February 2025 pursuant to which Mahe Capital as Lead Manager and Underwriter (**Underwriter**) has agreed to lead manage and partly underwrite the Offer up to $1,000,000 (**Underwritten Amount**).

In consideration of this service, the Company has agreed to the consideration set out below in paragraph (b).

(b) **Fees and consideration**

The Company has agreed to pay the Underwriter:

(i) 10 New Options for every one dollar settled by the Underwriter;

(ii) $60,000, which the Underwriter may elect to be satisfied through the issue of Shares on the same terms of the Offer;

(iii) 1% of the total amount raised under the Offer, which the Underwriter may elect to be satisfied through the issue of Shares on the same terms of the Offer;

(iv) 5% of the Underwritten Amount; and

(v) 5% of any shortfall securities placed beyond the Underwritten Amount, including any additional amount that might be placed under the Company's 7.1 and 7.1A placement capacity (if applicable).

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

(c) **Termination rights**

The Underwriter may terminate the Underwriting Agreement upon the occurrence of several events, including each of the events below, by giving notice in writing to the Company on or at any time before the issue of all the Underwritten Securities, without cost or liability to itself:

(i) (**Indices fall**): the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 7% or more below its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement;

(ii) (**Commodities**): the price of COMEX gold or NYMEX WTI crude is at any time after the date of the Underwriting Agreement 7% or more below its respective level as at the close of business on the business day prior to the date of the Underwriting Agreement;

(iii) (**No Listing Approval**): the Company fails to lodge an Appendix 3B and an Appendix 2A in relation to the underwritten securities with ASX by the times required by the Listing Rules, the Corporations Act or any other regulations;

(iv) (**No Official Quotation**): ASX has advised the Company that it will not or may not grant official quotation to the underwritten Shares or admit the Company to trading on the ASX following completion of the Offer (including issue of the Shortfall Securities) on or prior to the date for notification of the shortfall;

(v) (**Price**): the Offer Price is greater than the volume weighted average price of the Company's Shares calculated over three days after the date of the Underwriting Agreement;

(vi) (**Supplementary prospectus**):

(A) the Underwriter forms the view on reasonable grounds that a Supplementary Prospectus should be lodged with ASIC for any of the reasons referred to in Section 719 of the Corporations Act and the Company fails to lodge a Supplementary Prospectus in such form and content and within such time as the Underwriter may reasonably require; or

(B) the Company lodges a Supplementary Prospectus without the prior written agreement of the Underwriter;

(vii) (**Non-compliance with disclosure requirements**): it transpires that this Prospectus does not contain all the information that investors and their professional advisers would reasonably require to make an informed assessment of:

(A) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and

(B) the rights and liabilities attaching to the Underwritten Securities,

to the extent required by law;

(viii) (**ASIC application**): an application is made by ASIC for an order under Section 1324B or any other provision of the Corporations Act in relation to the Prospectus and by the date for notification by the Company of the shortfall, application has not been dismissed or withdrawn;

(ix) (**ASIC hearing**): ASIC gives notice of its intention to hold a hearing under Section 739 of the Corporations Act in relation to this Prospectus to determine if it should make a stop order in relation to this Prospectus or ASIC makes an interim or final stop order in relation to this Prospectus under Section 739 of the Corporations Act;

(x) (**Takeovers Panel**): the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act, or an application for such a declaration is made to the Takeovers Panel;

(xi) (**Hostilities**): there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the Underwriting Agreement has been signed involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China, Israel or any member of the European Union, or a terrorist act is perpetrated on any of those countries





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or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;

(xii) (**Adverse change**): an event occurs which gives rise to a material adverse effect or any adverse change or any development including a likely material adverse effect after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Company and its related bodies corporate;

(xiii) (**Change in Act or policy**): there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in existing, monetary, taxation, exchange or fiscal policy that has not been publicly disclosed or proposed as at the date of the Underwriting Agreement;

(xiv) (**Litigation**): litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against the Company, other than any claims foreshadowed in the Prospectus;

(xv) (**Board and senior management composition**): there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the underwritten securities without the prior written consent of the Underwriter, such consent not to be unreasonably withheld;

(xvi) (**Change in shareholdings**): there is a material change in the major or controlling shareholdings of Company or any of its related bodies corporate (other than as a result of the Offer or a matter disclosed in the Prospectus) or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to a Relevant Company;

(xvii) (**Certain resolutions passed**): Company or any of its related bodies corporate passes or takes any steps to pass a resolution under Section 254N, Section 257A or Section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;

(xviii) (**Capital Structure**): Company or any of its related bodies corporate alters its capital structure in any manner not contemplated by the Prospectus excluding the issue of any Shares upon the exercise of options issued in the Company, such options having been disclosed to the ASX as at the date of the Underwriting Agreement;

(xix) (**Breach of Material Contracts**): any of the material contract is terminated or substantially modified;

(xx) (**Investigation**): any person is appointed under any legislation in respect of companies to investigate the affairs of Company or any of its related bodies corporate; or

(xxi) (**Market Conditions**): a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.





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## 7.2 Company Update

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at https://www.impactminerals.com.au/.

## 7.3 Nature of this Prospectus

The New Shares to be issued under this Prospectus are continuously quoted securities. The New Options to be issued under this Prospectus are options over continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities in Section 713 of the Corporations Act. This enables listed disclosing entities, such as the Company, to issue a prospectus for continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

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

(a) the effect of the Offer on the Company; and

(b) the rights and liabilities attaching to the Securities offered pursuant to this Prospectus and the underlying securities.

The 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 also have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in the Company.

## 7.4 Dividend Policy

The Company does not expect to pay dividends in the near future as its focus will primarily be on growing the existing business.

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.

## 7.5 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review or report. Copies of documents lodged with the ASIC in relation to the Company may be





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obtained from, or inspected at, an ASIC office (see Section 7.6 below). Copies of all documents announced to the ASX can be found at https://www.asx.com.au/markets/trade-our-cash-market/announcements.ipt.

## 7.6 Copies of documents

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

(a) the annual financial report of the Company for the financial year ended 30 June 2024, being the last annual financial report for a full financial year of the Company lodged with ASIC before the issue of this Prospectus; and

(b) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the financial statements referred to in Section 7.6(a) above until the date of this Prospectus:

| Date lodged | Subject of Announcement |
|---|---|
| 28/10/2024 | Corporate Governance Statement |
| 28/10/2024 | Appendix 4G |
| 28/10/2024 | Notice of Annual General Meeting/Proxy Form |
| 28/10/2024 | Letter to Shareholders |
| 30/10/2024 | Quarterly Cashflow Report |
| 30/10/2024 | Quarterly Activities Report |
| 19/11/2024 | Maiden Measured Resource for the Lake Hope HPA Project WA |
| 20/11/2024 | Impact Receives $512,000 From Research & Development Rebate |
| 21/11/2024 | Burrendong Minerals Limited IPO |
| 26/11/2024 | Investor Webinar Why Invest in The Burrendong Minerals IPO |
| 27/11/2024 | AGM Presentation |
| 27/11/2024 | Results of Annual General Meeting |
| 30/01/2025 | Quarterly Cashflow Report |
| 30/01/2025 | Quarterly Activities Report |

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

(a) this Prospectus;

(b) the Constitution; and

(c) the consents referred to in Section 7.13 and the consents provided by the Directors to the issue of this Prospectus.

## 7.7 Information excluded from continuous disclosure notices

The Company is currently party to ongoing, non-binding, incomplete negotiations for:

(a) the acquisition of further exploration tenements in the Broken Hill region of New South Wales; and

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(b) the acquisition of high-purity-alumina assets in Western Australia,

(the **Potential Transactions**).

There is no guarantee that the Potential Transactions noted above will eventuate. The Company notes further that, even if the Proposed Transactions eventuate, mineral exploration and development are high-risk undertakings, and there is no assurance that the Potential Transactions will result in the discovery of a mineral resource. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

Other than as set out above and in this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules.

## 7.8 Determination by ASIC

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

## 7.9 Interests of Directors

### (a) Information disclosed in this Prospectus

Other than as set out in this Prospectus, no Director (or entity in which they are a partner or director) holds or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

(i) the formation or promotion of the Company;

(ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; or

(iii) the Offer,

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

(iv) as an inducement to become, or to qualify as, a Director; or

(v) for services provided in connection with the formation or promotion of the Company, or the Offer.

### (b) Security holdings

The relevant interests of each of the Directors in the Company's Securities and their Entitlements under the Offer as at the date of this Prospectus are set out below:

| Director | Shares | Voting Power | Options | Performance Rights[1] | Entitlement[9] |
|---|---|---|---|---|---|
| Peter Unsworth | 19,994,440[2] | 0.65% | 25,000,000[3] | 30,000,000 | 5,712,697 |
| Michael Jones | 9,643,814[4] | 0.32% | 50,000,000[5] | 60,000,000 | 2,755,375 |
| Paul Ingram | 847,098[6] | 0.03% | 16,000,000[7] | 12,000,000 | 242,028 |
| Frank Bierlein | 0 | 0% | 16,000,000[8] | 8,000,000 | 0 |

**Note:**

1. Each of the current Directors of the Company were issued performance rights with shareholder approval obtained at the annual general meeting of the Company held on 30 November 2023.



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Refer to section 7.2 of the Explanatory Memorandum to the Notice of Annual General Meeting dated 1 November 2023.

2. In accordance with section 608(3) of the Corporations Act, Mr Unsworth has a relevant interest in 19,994,440 Shares, held as follows:
   (a) 12,982,391 Shares by PJ Enterprises Pty Limited, a company controlled by Mr Unsworth;
   (b) 7,012,049 Shares held by Manotel Pty Ltd, a company controlled by Mr Unsworth.
3. In accordance with section 608(1) and (3) of the Corporations Act, Mr Unsworth has a relevant interest in 25,000,000 options, held as follows:
   (a) 13,000,000 unquoted options, held directly, exercisable at $0.0217 and expiring 31 October 2025; and
   (b) 12,000,000 unquoted options, held directly, exercisable at $0.0125 and expiring 30 November 2025.
4. In accordance with section 608(3) of the Corporations Act, Dr Jones has a relevant interest in 9,643,814 Shares, held by Image Interpretation Technologies Pty Ltd, a company controlled by Dr Jones.
5. In accordance with section 608(1) and (3) of the Corporations Act, Dr Jones has a relevant interest in 50,000,000 options, comprising:
   (a) 25,000,000 unquoted options, held directly, exercisable at $0.0217 and expiring 31 October 2025; and
   (b) 25,000,000 unquoted options, held directly, exercisable at $0.0125 and expiring 30 November 2025.
6. In accordance with section 608(3) of the Corporations Act, Mr Ingram has a relevant interest in 847,098 Shares, held by Fabian Entertainment and Management Services Pty Ltd, a company controlled by Mr Ingram.
7. In accordance with section 608(1) and (3) of the Corporations Act, Mr Ingram has a relevant interest in 16,000,000 options, comprising:
   (a) 8,000,000 unquoted options, held directly, exercisable at $0.0217 and expiring 31 October 2025; and
   (b) 8,000,000 unquoted options, held directly, exercisable at $0.0125 and expiring 30 November 2025.
8. In accordance with section 608(1) of the Corporations Act, Dr Bierlein has a relevant interest in 16,000,000 options, comprising:
   (a) 8,000,000 unquoted options, held directly, exercisable at $0.0217 and expiring 31 October 2025; and
   (b) 8,000,000 unquoted options, held directly, exercisable at $0.0125 and expiring 30 November 2025.
9. The Directors have indicated an intention to participate in the Offer.

(c) **Remuneration**

The Constitution of the Company provides that the non-executive Directors are entitled to be paid an amount of fees which does not in any year exceed in aggregate the amount last fixed by ordinary resolution. The aggregate amount fixed is $250,000. This aggregate amount is to be allocated among the non-executive Directors equally, having regard to the proportion of the relevant year for which each Director held office, or as otherwise decided by the Board. The amount may also be provided in a manner the Board decides, which may include provision of non-cash benefits, in which case, the Board must also decide the manner in which the value of those benefits is to be calculated.

The Constitution also provides that:

(i) the Directors shall be entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors; and

(ii) if any of the Directors being willing are called upon to perform extra services or make any special exertions on behalf of the Company or its business, the Directors may remunerate this Director in accordance with such services or





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exertions, and this remuneration may be either in addition to or in substitution for his or her share in the fee-pool described above.

The remuneration of executive Directors is to be fixed by the Board.

The table below sets out the remuneration provided to the Directors of the Company and their associated companies for the current financial year as at the date of this Prospectus, inclusive of directors fees, consultancy fees, superannuation benefits and share-based payments.

| Director | Salary, & fees ($)* | Superannuation ($)* | Share based payments ($)* | Total ($)* |
|---|---|---|---|---|
| Peter Unsworth | 73,120 | 8,409 | 116,667 | **198,196** |
| Michael Jones | 298,026 | 0 | 233,333 | **531,359** |
| Paul Ingram | 44,292 | 5,094 | 46,667 | **96,053** |
| Frank Bierlein | 44,292 | 5,094 | 31,111 | **80,497** |

* Excluding GST

## 7.10 Related party transactions

Except as disclosed in this Prospectus, there are no related party transactions involved in the Offer.

The Company's policy in respect of related party arrangements is:

(a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and

(b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting, unless it is resolved by the Board of Directors that the Director can be present at the meeting but does not vote on the matter.

## 7.11 Interests of other persons

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director) has, or has had in the two years before the date of this Prospectus had, any interest in:

(a) the formation or promotion of the Company;

(b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Entitlement Offer; or

(c) the Entitlement Offer,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having





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performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director), provided in connection with the formation or promotion of the Company or the Entitlement Offer, except as disclosed in this Prospectus and as follows:

(d) HWL Ebsworth Lawyers (**HWLE**) will be paid approximately $25,000 (plus GST) in legal fees in connection with the Offer. Over the past 24 months preceding lodgement of this Prospectus with ASIC, other than in relation to the Offer, HWLE has provided various legal services to the Company and its subsidiaries and has been paid approximately $321,741 (plus GST).

(e) Mahe Capital has:

(i) acted as Lead Manager and part Underwriter to the Entitlement Offer. In respect of these services, the Company has agreed to pay the amounts set out in Section 7.1 (plus GST); and

(i) been appointed as Broker and the nominee under section 615 of the Corporations Act. In respect of these services, the Company has agreed to pay the amounts set out in Section 7.1 plus GST, and

Mahe Capital has not been paid any fees during the two years preceding the date of this Prospectus; and

(f) Hall Chadwick WA Audit Pty Ltd (**Hall Chadwick**) will not be paid any fees for accounting and auditing services provided in connection with the Offer. Over the past 24 months preceding lodgement of this Prospectus with ASIC, other than in relation to the Offer, Hall Chadwick has provided accounting and auditing services to the Company and its subsidiaries and has been paid approximately $78,649 (plus GST).

## 7.12 Expenses of the Offer

The estimated expenses of the Offer are follows:

| **Estimated expenses of the Offer** | **Underwritten amount ($1,000,000)**<br><br>**$*** | **Full subscription**<br><br>**$*** |
|---|---|---|
| Lead Manager and Underwriting Fees | $120,000 | $112,447 |
| ASIC lodgement fee | $3,206 | $3,206 |
| ASX quotation fees | $12,908 | $36,151 |
| Legal and preparation expenses | $25,000 | $25,000 |
| Administration and miscellaneous expenses | $28,514 | $28,514 |
| **Total** | **$189,628** | **$205,319** |

* Excluding GST

## 7.13 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Shares under this Prospectus), the Directors, any 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





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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; and

(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.

HWLE has given its written consent to being named as the solicitors to the Company in this Prospectus. HWL Ebsworth Lawyers has not withdrawn its consent prior to the lodgment of this Prospectus with ASIC.

Hall Chadwick has given its written consent to being named as the auditor to the Company in this Prospectus. Hall Chadwick has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Mahe Capital has given its written consent to being named as the Lead Manager and Underwriter and Section 615 Nominee to the Company in this Prospectus. Mahe Capital has not withdrawn its consent prior to the lodgment of this Prospectus with ASIC.

### 7.14 Governing law

This Prospectus, the Offer and the contracts formed on acceptance of Entitlements and Applications are governed by the laws applicable in the State of Western Australia, the Commonwealth of Australia. Each Applicant for New Shares submits to the non-exclusive jurisdiction of the courts of Western Australia, Australia.

### 7.15 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic copy of this Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Securities in response to an electronic Entitlement and Acceptance Form, subject to compliance with certain provisions.

## 8. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:



Michael Jones
Managing Director
Dated: 27 February 2025

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## 9. Unaudited Pro Forma Statement of Financial Position

The unaudited Pro Forma Statement of Financial Position presented below assumes that full subscription under the Entitlement Offer is taken up.

| | Impact Minerals Ltd<br>Audited<br>30-Jun-24<br>$ | Offers' Adjustments<br>Unaudited<br>30-Jun-24<br>$ | Pro forma balance<br>Unaudited<br>30-Jun-24<br>$ |
|---|---|---|---|
| **Current Assets** | | | |
| Cash & cash equivalents | 3,422,215 | 5,039,425 | 8,461,640 |
| Trade & other receivables | 89,463 | - | 89,463 |
| Other current assets | 90,413 | - | 90,413 |
| Assets held for sale | 1,782,037 | - | 1,782,037 |
| **Total Current Assets** | **5,384,128** | **5,039,425** | **10,423,553** |
| | | | |
| **Non-Current Assets** | | | |
| Financial assets at fair value through other comprehensive income | 78,750 | - | 78,750 |
| Property, plant and equipment | 22,783 | - | 22,783 |
| Exploration expenditure | 9,813,877 | - | 9,813,877 |
| Right of Use Assets | 352,171 | - | 352,171 |
| Other non-current assets | 234,055 | - | 234,055 |
| **Total Non-Current assets** | **10,501,636** | **0** | **10,501,636** |
| | | | |
| **TOTAL ASSETS** | **15,885,764** | **5,039,425** | **20,925,189** |
| | | | |
| **Current Liabilities** | | | |
| Trade & other payables | 350,285 | - | 350,285 |
| Short-term provisions | 149,476 | - | 149,476 |
| Lease Liabilities | 78,377 | - | 78,377 |
| **Total Current Liabilities** | **578,138** | **0** | **578,138** |
| | | | |
| **Non-Current Liabilities** | | | |
| Lease liabilities | 323,125 | - | 323,125 |
| **Total Non-Current Liabilities** | **323,125** | **0** | **323,125** |
| **TOTAL LIABILITIES** | **901,263** | **0** | **901,263** |
| **NET ASSETS** | **14,984,501** | **5,039,425** | **20,023,926** |
| | | | |
| **EQUITY** | | | |
| Issued capital | 66,432,353 | 4,812,848 | 71,245,201 |
| Option reserve | 1,656,930 | 226,577 | 1,883,507 |
| Financial asset reserve | -1,161,069 | - | -1,161,069 |
| Transactions with non-controlling interest | -71,250 | - | -71,250 |
| Accumulated losses | -51,872,463 | - | -51,872,463 |
| **TOTAL EQUITY** | **14,984,501** | **5,039,425** | **20,023,926** |

The Unaudited Pro Forma Statement of Financial Position below assumes that only the underwritten amount of the Entitlement Offer ($1,000,000) is taken up.

| | Impact Minerals Ltd<br>Audited<br>30-Jun-24 | Offers' Adjustments<br>Unaudited<br>30-Jun-24<br>$ | Pro forma balance<br>Unaudited<br>30-Jun-24<br>$ |
|---|---|---|---|
| **Current Assets** | | | |
| Cash & cash equivalents | 3,422,215 | 810,372 | 4,232,587 |
| Trade & other receivables | 89,463 | - | 89,463 |
| Other current assets | 90,413 | - | 90,413 |
| Assets held for sale | 1,782,037 | - | 1,782,037 |
| **Total Current Assets** | **5,384,128** | **810,372** | **6,194,500** |
| | | | |
| **Non-Current Assets** | | | |
| Financial assets at fair value through other comprehensive income | 78,750 | - | 78,750 |
| Property, plant and equipment | 22,783 | - | 22,783 |
| Exploration expenditure | 9,813,877 | - | 9,813,877 |
| Right of Use Assets | 352,171 | - | 352,171 |
| Other non-current assets | 234,055 | - | 234,055 |
| **Total Non-Current assets** | **10,501,636** | **0** | **10,501,636** |
| | | | |
| **TOTAL ASSETS** | **15,885,764** | **810,372** | **16,696,136** |
| | | | |
| **Current Liabilities** | | | |
| Trade & other payables | 350,285 | - | 350,285 |
| Short-term provisions | 149,476 | - | 149,476 |
| Lease Liabilities | 78,377 | - | 78,377 |
| **Total Current Liabilities** | **578,138** | **0** | **578,138** |
| | | | |
| **Non-Current Liabilities** | | | |
| Lease liabilities | 323,125 | - | 323,125 |
| **Total Non-Current Liabilities** | **323,125** | **0** | **323,125** |
| **TOTAL LIABILITIES** | **901,263** | **0** | **901,263** |
| **NET ASSETS** | **14,984,501** | **810,372** | **15,794,873** |
| | | | |
| **EQUITY** | | | |
| Issued capital | 66,432,353 | 767,171 | 67,199,524 |
| Option reserve | 1,656,930 | 43,201 | 1,700,131 |
| Financial asset reserve | -1,161,069 | - | -1,161,069 |
| Transactions with non-controlling interest | -71,250 | - | -71,250 |
| Accumulated losses | -51,872,463 | - | -51,872,463 |
| **TOTAL EQUITY** | **14,984,501** | **810,372** | **15,794,873** |

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## 10. Glossary of Terms

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

| Term | Meaning |
|---|---|
| **A$ or $** | means Australian dollars unless otherwise stated. |
| **Acceptance** | means a valid acceptance of New Shares and attaching New Options made pursuant to this Prospectus on an Entitlement and Acceptance Form. |
| **Applicant** | means a person who applies for New Shares and attaching New Options pursuant to the Offer. |
| **Application** | means a valid application made on an Application Form to subscribe for New Shares and attaching New Options pursuant to the Offer. |
| **Application Form** | means the application form for New Shares and attaching New Options. |
| **Application Monies** | means application monies for Shares received by the Company (which must be paid via BPAY®) or where stipulated, EFT. |
| **ASIC** | means the Australian Securities and Investments Commission. |
| **Associate** | is defined in the Corporations Act. |
| **ASX** | means ASX Limited (ACN 008 624 691) and where the context permits the Australian Shares Exchange operated by ASX Limited. |
| **AWST** | means Australian Western Standard Time. |
| **Board** | means the board of directors of the Company. |
| **Business Day** | means a day on which banks are open for business in Perth, Western Australia, other than a Saturday, Sunday or public holiday in Perth, Western Australia. |
| **CHESS** | means ASX Clearing House Electronic Subregistry System. |
| **Closing Date** | has the meaning given to it in the Timetable. |
| **Commonwealth Project** | has the meaning given to it in Section 5.1(c). |
| **Company** | means Impact Minerals Limited ACN 119 062 261 (ASX:IPT). |

| | |
|---|---|
| **Constitution** | means the constitution of the Company as at the date of this Prospectus. |
| **Corporations Act** | means *Corporations Act 2001* (Cth). |
| **Directors** | mean the directors of the Company as at the date of this Prospectus. |
| **Eligible Shareholder** | means a person registered as the holder of Shares on the Record Date whose registered address is in Australia, New Zealand or Germany, or who the Directors have otherwise determined is an Eligible Shareholder. |
| **Entitlement** | means the number of New Shares for which an Eligible Shareholder is entitled to subscribe under the Entitlement Offer, being 2 New Shares for every 7 Shares held on the Record Date (and free attaching New Options on the basis of 1 New Option for every 2 New Shares subscribed for under the Offer). |
| **Entitlement and Acceptance Form** | means the personalised entitlement and acceptance form for Eligible Shareholders in respect of the Offer. |
| **Entitlement Offer** | means the offer under this Prospectus to Eligible Shareholders of New Shares in the proportion of 2 New Shares for every 7 Shares held on the Record Date to raise up to $5,244,744 (before costs) and free attaching New Options on the basis of 1 New Option for every 2 New Shares subscribed for under the Offer). |
| **Exercise Date** | has the meaning given to it in Section 6.2(d). |
| **Exercise Notice** | has the meaning given to it in Section 6.2(d). |
| **Exercise Price** | has the meaning given to it in Section 6.2(c). |
| **Existing Options** | means Options on issue as at the date of this Prospectus. |
| **Existing Shares** | means Shares on issue as at the date of this Prospectus. |
| **Expiry Date** | has the meaning given to it in Section 6.2(b). |
| **GST** | means goods and service tax levied in Australia pursuant to A New Tax System (Goods and Services Tax) Act 1999 (Cth). |
| **Hall Chadwick** | has the meaning given to it in Section 7.11(f). |
| **HWLE** | has the meaning given to it in Section 7.11(d). |
| **Ineligible Shareholder** | means a person registered as the holder of Shares on the Record Date whose registered address is not in Australia, New Zealand or Germany and whom the Directors have not otherwise determined is an Eligible Shareholder. |

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| | |
|---|---|
| **Issue Date** | has the meaning given to it in Section 2.10 and the Timetable. |
| **Issuer Sponsored** | means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS. |
| **Underwriter Options** | means Options to be issued to Mahe Capital in consideration for lead managing the Offer, on the terms set out in Section 6.3. |
| **Listing Rules** | means the listing rules of ASX. |
| **Mahe Capital** | means Mahe Capital Pty Ltd ACN 634 087 684. |
| **Mining Law** | means the law regulating the Company's Tenements and projects. |
| **New Option** | means an Option issued on the terms set out in Section 6.2. |
| **New Share** | means a Share offered and/or issued pursuant to the Offer, including where the context requires, Shortfall Shares. |
| **Offer** | means the Entitlement Offer and the Shortfall Offer, as applicable. |
| **Offer Price** | means $0.006 per New Share. |
| **Option** | means an option to acquire a Share. |
| **Projects** | means the Company's mining exploration projects. |
| **Proposed Transactions** | has the meaning given to it in Section 7.7. |
| **Prospectus** | means this prospectus dated 27 February 2025. |
| **Record Date** | means 5.00pm (AWST) on the date identified in the Timetable. |
| **Section** | means a section of this Prospectus. |
| **Securities** | means Shares and/or Options, as the context requires. |
| **Share** | means a fully paid ordinary share in the capital of the Company. |
| **Shareholder** | means a holder of Shares. |
| **Share Registry** | means Automic Pty Ltd ACN 152 260 814. |
| **Shortfall** | means the number of New Shares and attaching New Options for which valid applications under the Entitlement Offer and Shortfall Offer have not been received by 5.00pm (AWST) on the Closing Date. |

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| | |
|---|---|
| **Shortfall Offer** | means the offer to Eligible Shareholders to subscribe for New Shares and attaching New Options (in excess of their Entitlements) not subscribed for by other Eligible Shareholders pursuant to their Entitlements. |
| **Shortfall Shares** | means the New Shares offered under the Shortfall Offer. |
| **Substantial Shareholder** | has the meaning given to it in the Corporations Act. |
| **Tenement** | means a licence or permit held by the Company in respect of mineral rights. |
| **Timetable** | means the proposed timetable for the Offer is set out on page iii of this Prospectus. |
| **Underwriter** | Mahe Capital Pty Ltd ACN 634 087 684. |
| **Underwriter Agreement** | means the agreement between the Company and Mahe Capital described in Section 7.1. |
| **Voting Power** | has the meaning given to it in section 610 of the Corporations Act. |

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