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VRX SILICA LIMITED
ACN 142 014 873

ENTITLEMENT OFFER PROSPECTUS

For a pro-rata renounceable entitlement issue of one (1) Share for every five (5) Shares held by those Eligible Shareholders registered at the Record Date at an issue price of $0.04 per Share together with one (1) free Attaching Option for every two (2) Shares applied for and issued to raise up to $6,232,199 (based on the number of Shares on issue as at the date of this Prospectus) (**Entitlement Offer**).

The Entitlement Offer is underwritten to $2,000,000 by Mahe Capital Pty Ltd (AFSL 517246) (**MCL** or **Underwriter**). Refer to Section 6.4.1 for details regarding the terms of the underwriting.

This Prospectus also contains the Underwriting Options Offer, which is detailed in Section 2.2.

IMPORTANT NOTICE

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

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

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IMPORTANT NOTICE

This Prospectus is dated 28 May 2026 and was lodged with the ASIC and ASX on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

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

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

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

No Investment Advice

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

Forward-looking statements

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

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

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

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

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

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

Overseas shareholders

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

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

For further information on overseas Shareholders please refer to Section 2.6.

Continuous disclosure obligations

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

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

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

Please refer to Section 6.2 for further details.

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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 the Attaching Options and Underwriting Options issued under this Prospectus. The Company and the Lead Manager will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website (www.vrxsilica.com.au).

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.vrxsilica.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 a resident of Australia, New Zealand, Germany or the United Kingdom and must only access this Prospectus from within Australia, New Zealand, Germany or the United Kingdom.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus, or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 9388 8290 during office hours or by emailing the Company at ianh@vrxsilica.com.au.

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

Company Website

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

Financial forecasts

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

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

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

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

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

Definitions and Time

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

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

Privacy statement

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

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

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

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

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call Computershare, the Company's share registry, from 6.30am to 3.00pm WST, Monday to Friday, on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

CORPORATE DIRECTORY

Directors

Paul Boyatzis
Non-Executive Chairman

Bruce Maluish
Managing Director

Peter Pawlowitsch
Non-Executive Director

David Welch
Non-Executive Director

Chief Executive Officer

Tony Swiericzuk

Company Secretary

Ian Hobson

Registered Office

Ground Floor
52 Kings Park Road
WEST PERTH WA 6005

Telephone: + 61 8 9226 3780
Facsimile: +61 8 9226 3764

Email: info@vrxsilica.com.au
Website: www.vrxsilica.com.au

Auditor

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

Share Registry*

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

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

Legal Advisers

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

Underwriter

Mahe Capital Pty Ltd
Level 8
99 St Georges Terrace
PERTH WA 6000

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

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1. KEY OFFER INFORMATION

1.1 Timetable

EVENT	DATE
Announcement of Offer & Appendix 3B	Pre-market Wednesday, 27 May 2026
Lodgement of Prospectus with ASIC & ASX	Pre-market Thursday, 28 May 2026
Ex date	Monday, 1 June 2026
Rights are quoted on a deferred settlement basis	Monday, 1 June 2026
Record Date for determining Entitlements (5:00pm WST)	Tuesday, 2 June 2026
Prospectus and personalised Entitlement and Acceptance Forms sent out to Eligible Shareholders Deferred settlement trading in rights ends at close of trading	Friday, 5 June 2026
Rights trading ends at close of trading	Friday, 12 June 2026
Securities quoted on a deferred settlement basis	Monday, 15 June 2026
Last day to extend the Closing Date*	Tuesday, 16 June 2026
Closing Date (5:00pm WST)	Friday, 19 June 2026
Announcement of results of issue.	Friday, 26 June 2026
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the securities (before noon Sydney time)	Friday, 26 June 2026

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

1.2 Key statistics of the Offers

Shares

	MINIMUM SUBSCRIPTION ($2,000,000)[1]	Full Subscription ($6,232,199)[2]
Offer Price per Share under Entitlement Offer	$0.04	$0.04
Entitlement Offer Ratio (based on existing Shares)	1:5	1:5
Shares currently on issue	779,024,935	779,024,935
Shares to be issued under the Entitlement Offer	50,000,000	155,804,987
Gross proceeds of the issue of Shares	$2,000,000	$6,232,199
Shares on issue Post-Offers	**829,024,935**	**934,829,922**

Notes:

1. Based on Minimum Subscription of $2,000,000 under the Entitlement Offer.
2. Based on Full subscription of $6,232,199 under the Entitlement Offer.
3. Refer to Section 4.1 for the terms of the Shares.

Options

	MINIMUM SUBSCRIPTION ($2,000,000)[1]	Full Subscription ($6,232,199)[2]
Offer Price per Attaching Option and Underwriting Option	nil	nil
Attaching Option Entitlement Ratio (based on Shares subscribed for)	1:2	1:2
Underwriting Option Entitlement Ratio (based on gross proceeds of the issue of Shares, capped at 10 million Options)	3:$1	3:$1
Options currently on issue	43,400,000	43,400,000
Attaching Options to be issued under the Entitlement Offer	25,000,000	77,902,494
Underwriting Options issued under the Underwriting Options Offer	6,000,000	10,000,000
Gross proceeds of the issue of Attaching Options and Underwriting Options Offer	Nil	Nil
Options on issue Post-Offers[3]	**74,400,000**	**131,302,494**

Notes:

1. Based on Minimum Subscription of $2,000,000 under the Entitlement Offer.
2. Based on Full Subscription of $6,232,199 under the Entitlement Offer.
3. Refer to Section 4.2 for the terms of the Attaching Options and Underwriting Options.

1.3 Key Risk Factors

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

1.4 Directors' Interests in Securities

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

DIRECTOR	SHARES	OPTIONS[1]	ENTITLEMENT		$
			Share Entitlement	Attaching Option Entitlement	
Paul Boyatzis[2]	6,200,000	3,000,000	1,240,000	620,000	$49,600
Bruce Maluish	15,514,686[3]	5,000,000[4]	3,102,937	1,551,468	$124,117
Peter Pawlowitsch	26,222,721[5]	2,000,000[6]	5,244,544	2,622,272	$209,782
David Welch[7]	250,000	2,000,000	50,000	25,000	$2,000

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Notes:

1. Unlisted Options exercisable at $0.15 and expiring 31 December 2028.
2. Securities held indirectly by Lesuer Pty Ltd <PMB Super Fund A/C>.
3. Comprising:
   (a) 7,060,535 Shares held directly by Bruce Maluish; and
   (b) 8,454,151 Shares held indirectly by Mash Super Pty Ltd <Maluish English Super Fund A/C>.
4. Options held indirectly by Mash Super Pty Ltd <Maluish English Super Fund A/C>.
5. Comprising:
   (a) 5,383,437 Shares held indirectly by Haven Super Pty Ltd <Haven Super A/C>;
   (b) 7,505,952 Shares held indirectly by Vault (WA) Pty Ltd <Vault A/C>; and
   (c) 13,333,332 Shares held indirectly by Mosch Pty Ltd.
6. Options held indirectly by Vault (WA) Pty Ltd <Vault A/C>.
7. Securities held directly by David Welch.

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

1.5 Details of Substantial Holders

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

SHAREHOLDER	SHARES	%
Sparta AG	105,339,622	13.52%

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

1.6 Underwriting

The Entitlement Offer is underwritten to $2,000,000 by Mahe Capital Pty Ltd (**MCL** or **Underwriter**).

The Underwriter has also been appointed as the lead manager of the Entitlement Offer. Refer to Section 6.4.1 for details regarding the key terms of the Underwriting Agreement.

The allocation of the Shortfall Securities will be determined by the Underwriter in agreement with the Company. For further information regarding the application and allocation of Shortfall Securities please refer to Section 2.3.5.

Subject to completion of the Entitlement Offer, the Company agrees to issue the Underwriter (or their nominee/s) Underwriting Options on the terms set out in section 4.2, on a three (3) Options for every one dollar ($1) raised up to a maximum of 10,000,000 Options.

Where Shares are issued pursuant to the exercise of Underwriting Options, the voting power of the Underwriter will increase. The likelihood of Underwriting Options being exercised is dependent on the price of Shares from time to time until the Underwriting Options expire.

1.7 Effect on Control

The Underwriter is presently not a Shareholder and is not a related party of the Company for the purposes of the Corporations Act. The issue of Shares under this Prospectus to the Underwriter may increase its interest in the Company and dilute the Shareholding of other Shareholders to the extent they elect not to participate in the Entitlement Offer or are ineligible to participate in the Entitlement Offer.

In accordance with the terms of the Underwriting Agreement, the Underwriter will allocate the Shortfall to its sub-underwriters and/or clients and people who have otherwise agreed to assist with the completion of the Offer such that neither the Underwriter, the sub-underwriters nor any of the Underwriter's clients, individually, will have a voting power in the Company in excess of 19.9% after the issue of the Shortfall.

The Company, in consultation with the Underwriter, will ensure that the Entitlement Offer (including the equitable dispersion of any Shortfall Securities) complies with the provisions

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of Chapter 6 of the *Corporations Act 2001* (Cth) and is otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17.

1.8 Potential dilution on non-participating Shareholders

In addition to potential control impacts set out in Section 1.7, Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 16.67% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

No immediate dilution will occur as a result of the issue of Attaching Options or Underwriting Options under this Prospectus. However subsequent exercise of any or all of the Attaching Options or Underwriting Options will result in dilution. Based on Full Subscription and assuming all Attaching Options and Underwriting Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Entitlement Offer, are likely to be diluted by an aggregate of approximately 22.86% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

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

HOLDER	HOLDING AS AT RECORD DATE	% AT RECORD DATE	ENTITLEMENT SHARES UNDER THE ENTITLEMENT OFFER	HOLDINGS IF ENTITLEMENT OFFER NOT TAKEN UP	% POST ENTITLEMENT OFFER
Shareholder 1	10,000,000	1.28%	2,000,000	10,000,000	1.07%
Shareholder 2	5,000,000	0.64%	1,000,000	5,000,000	0.53%
Shareholder 3	2,500,000	0.32%	500,000	2,500,000	0.27%
Shareholder 4	1,250,000	0.16%	250,000	1,250,000	0.13%
Shareholder 5	625,000	0.08%	125,000	625,000	0.07%

Notes:

1. This is based on a share capital of 779,024,935 Shares as at the date of the Prospectus. Based on Full Subscription of the Entitlement Offer and does not account for Attaching Options or Underwriting Options to be issued under this Prospectus.
2. Based on Full Subscription under the Entitlement Offer and assuming no Options are exercised. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Underwriting and Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

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2. DETAILS OF THE OFFERS

2.1 The Entitlement Offer

The Entitlement Offer is being made as a pro-rata renounceable entitlement issue of one(1) Share for every five (5) Shares held by Eligible Shareholders registered at the Record Date at an issue price of $0.04 per Share together with one (1) free attaching Option exercisable at $0.10 and expiring on 30 June 2028 (**Attaching Options**), for every two (2) Shares subscribed for and issued. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming no additional Shares are issued prior to the Record Date) approximately 155,804,987 Shares and 77,902,494 Attaching Options may be issued under the Entitlement Offer to raise up to $6,232,199 (before costs). No funds will be raised from the issue of the Attaching Options.

As at the date of this Prospectus the Company has 43,400,000 Options on issue, with various exercise prices and expiry dates, all of which may be exercised prior to the Record Date in order to participate in the Entitlement Offer.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares. The Attaching Options will be exercisable at $0.10 on or before 30 June 2028 and otherwise on the terms set out in Section 4.2.

The purpose of the Entitlement Offer and the intended use of funds raised are set out in Section 3.

2.2 The Underwriting Options Offer

The Underwriting Options Offer made by this Prospectus is an offer to the Underwriter (or their nominee(s)) of three (3) Options for every one dollar ($1) raised, up to a maximum of 10,000,000 Options (**Underwriting Options**).

Only the Underwriter (or their nominee(s)) may apply for the Underwriting Options under the Underwriting Options Offer. Application Forms in respect of the Underwriting Options Offer will only be provided by the Company to these parties.

The Underwriter has the right but not an obligation to subscribe for the Underwriting Options. No subscription price is payable for the grant of the Underwriting Options. The primary purpose of offering the Underwriting Options under the Underwriting Options Offer is for the Company to fulfil its obligation under the Underwriting Agreement.

By offering the Underwriting Options under this Prospectus, the Underwriting Options will be issued with disclosure under Chapter 6D of the Corporations Act. Accordingly, the Underwriting Options (and any Shares issued on their exercise) will not be subject to secondary trading restrictions.

The Underwriting Options will be issued on the terms set out in Section 4.2 of this Prospectus.

The Underwriting Options Offer:

(a) is not subject to Shareholder approval;

(b) is not subject to any minimum subscription condition or requirement;

(c) is not underwritten; and

(d) is not made to any person other than the Underwriter (or their nominee(s)).

2.3 Entitlement Offer

2.3.1 What Eligible Shareholders may do

The number of Securities to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which can be accessed from www.computersharecas.com.au/vrxoffer. Eligible Shareholders may choose any of the options set out in the table below.

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OPTION	KEY CONSIDERATIONS	FOR MORE INFORMATION
Take up all of your Entitlement	(a) Should you wish to accept all of your Entitlement, then your application for Securities under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at www.computersharecas.com.au/vrxoffer. Please read the instructions carefully. (b) Payment can be made by the methods set out in Section 2.3.2. As set out in Section 2.3.2, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form.	Section 2.3.2 and Section 2.3.3.
Take up all of your Entitlement and also apply for Shortfall Securities	(a) Should you wish to accept all of your Entitlement and apply for Shortfall Securities, then your application for your Entitlement and additional Shortfall Securities under this Prospectus must be made by following the instructions on your personalised Entitlement and Acceptance Form which can be accessed at www.computersharecas.com.au/vrxoffer. Please read the instructions carefully. (b) Payment can be made by the methods set out in Section 2.3.2. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. (c) If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities is at the Company's absolute discretion as per the allocation policy set out in Section 2.3.5. Accordingly, your application for additional Shortfall Securities may be scaled-back. (d) The Company's decision on the number of Shortfall Securities to be allocated to you will be final.	Sections 2.3.2, 2.3.3 and 2.3.5.
Sell all of your Entitlement on ASX	(a) The Entitlements under the Offer are renounceable which means that all or part of an Eligible Shareholder's rights to subscribe for Securities under the Offer may be traded on ASX. (b) If you wish to sell all of your Entitlement on ASX, provide instructions to your stockbroker regarding the Entitlement you wish to sell on ASX. Trading of Entitlements will commence on ASX on 1 June 2026 and will cease on 12 June 2026. (c) There is no guarantee that an Eligible Shareholder will be able to sell all or any part of their Entitlement on ASX or that any	N/A

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OPTION	KEY CONSIDERATIONS	FOR MORE INFORMATION
	particular price will be paid for the Entitlements sold on ASX.	
Take up a proportion of your Entitlement and sell the balance on ASX	(a) If you wish to take up only part of your Entitlement, your application must be made by completing the personalised Entitlement and Acceptance Form which can be accessed at www.computersharecas.com.au/vrxoffer for the number of Securities you wish to take up and making payment using the methods set out in Section 2.3.2 below. As set out in Section 2.3.2, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form. (b) Subsequently, provide instructions to your stockbroker regarding the proportion of your Entitlement you wish to sell on ASX.	Section 2.3.2 and Section 2.3.3
Take up a proportion of your Entitlement and allow the balance to lapse	(a) If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which can be accessed at www.computersharecas.com.au/vrxoffer for the number of Securities you wish to take up and making payment using the methods set out in Section 2.3.2 below. As set out in Section 2.3.2, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form.	Section 2.3.2 and Section 2.3.3
Sell all or a proportion of your Entitlement other than on ASX	(a) You may elect to transfer all or a proportion of your Entitlement to another person other than on ASX. If the purchaser of your Entitlement is an Ineligible Shareholder or a person that would be an Ineligible Shareholder if they were a registered holder of Shares, that purchaser will not be able to take up the Entitlement they have purchased. (b) If you are a Shareholder on the issuer sponsored subregister and you wish to transfer all or a proportion of your Entitlement to another person other than on ASX, you can obtain a Standard Renunciation and Acceptance Form online at www.computersharecas.com.au/vrxoffer. The transferee must submit payment by EFT in accordance with the instructions provided, so that the completed Standard Renunciation and Acceptance Form and payment is received by the Share Registry no later than 18 June 2026. (c) If you wish to transfer all or a proportion of your Entitlement to or from another person on the CHESS subregister you must engage your CHESS controlling participant (usually your stockbroker). If the	N/A

OPTION	KEY CONSIDERATIONS		FOR MORE INFORMATION
		transferee wants to exercise some or all of the Entitlement, you should follow your 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 Share Registry.	
Allow all or part of your Entitlement to lapse	(a)	Shareholders should be aware that their Entitlement may have value. Entitlement are renounceable, which enable Eligible Shareholders who do not wish to take up part or all of their Entitlement to seek to sell or trade all or some of their Entitlement on ASX or otherwise.	N/A
	(b)	If you do not wish to accept or trade any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Entitlement Offer to you will lapse.	

2.3.2 Payment options

(a) **By BPAY®**

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

(i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;

(ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and

(iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 3:00pm (WST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

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

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

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

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

(i) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;

(ii) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and

(iii) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

(c) **Other forms of payment not accepted**

Payment by cheque, money order or cash will not be accepted.

2.3.3 Implications of an acceptance

Payment of any Application monies by BPAY® or EFT in accordance with the instructions on your personalised Entitlement and Acceptance Form, will be taken to constitute a representation by you that:

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

(b) you acknowledge that once the BPAY® or EFT payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

2.3.4 Minimum subscription

The minimum subscription for the Entitlement Offer is $2,000,000 (**Minimum Subscription**), being the total amount underwritten by MCL.

No Securities will be issued until the minimum subscription has been received. If the minimum subscription is not achieved within 4 months after the date of issue of this Prospectus, the Company will either repay the Application monies to the Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Application and be repaid their Application monies.

2.3.5 Shortfall Offer

Any Entitlement not taken up pursuant to the Entitlement Offer will form the Shortfall Offer (**Shortfall Securities**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be $0.04 being the price at which Shares have been offered under the Entitlement Offer (**Shortfall Share**). The Shortfall Offer will also include the issue of one (1) Attaching Option per two (2) Shortfall Shares issued and subscribed for, on the same terms as the Entitlement Offer.

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

Eligible Shareholders who wish to subscribe for Securities above their Entitlement are invited to apply for Shortfall Securities under the Shortfall Offer by completing the appropriate

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section on their Entitlement and Acceptance Form or by making payment for such Shortfall Securities in accordance with Section 2.3.2

Allocation of the Shortfall Securities will be at the sole discretion of the Underwriter, in consultation with the Board, and will otherwise be subject to the terms of the Underwriting Agreement, details of which are set out in Section 6.4.1. If the Entitlement Offer is oversubscribed (by take up of Entitlements and applications for Shortfall Securities by Eligible Shareholders), scale back will be applied to applications under the Shortfall Offer. The Underwriter, in consultation with the Company, may in its absolute discretion determine to apply the scale back to the extent and in the manner it sees fit, which may include taking into account a number of factors including, but not limited to:

(a) the size of your shareholding at the Record Date;

(b) whether you have multiple registered holdings; and

(c) the total number of applications and Shares subscribed for by Eligible Shareholders.

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

2.4 ASX listing

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

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

2.5 Issue of Securities

Securities issued pursuant to the Entitlement Offer will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.1.

Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Securities issued is less than the number applied for, or where no issue is made surplus Application monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

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

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

2.6 Overseas shareholders

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

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

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New Zealand

The Entitlement Offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

The Entitlement Offer and the content of this Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the Entitlement Offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to the Entitlement Offer. If you need to make a complaint about the Entitlement Offer, please contact the Financial Markets Authority, New Zealand (http://www.fma.govt.nz). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products. If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Entitlement Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

Germany

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

In accordance with Article 1(4) of the Prospectus Regulation, an offer of Shares and Options in Germany is limited:

(a) to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);

(b) to fewer than 150 natural or legal persons (other than qualified investors); or

(c) in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

United Kingdom

Neither this document nor any other document relating to the offer of Shares and Options has been delivered for approval to the Financial Conduct Authority in the United Kingdom

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and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the Shares.

The Shares and the Options may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia, New Zealand, Germany or the United Kingdom without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

2.7 Appointment of Nominee – Entitlement Offer

Pursuant to ASX Listing Rule 7.7, the Company has appointed MCL 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 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.

Shareholders resident in Australia or New Zealand holding Securities on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Entitlement Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Offers

The purpose of the Entitlement Offer is to raise up to $6,232,199 before costs.

The purpose of the Underwriting Options Offers is set out in Section 2.2.

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

ITEM	PROCEEDS OF THE ENTITLEMENT OFFER	MINIMUM SUBSCRIPTION ($)	%	FULL SUBSCRIPTION ($)	%
1.	Early works at Arrowsmith North	$300,000	15.00%	$500,000	8.02%
2.	Finalise detailed engineering at Arrowsmith North	$300,000	15.00%	$300,000	4.81%
3.	Arramall property	$500,000	25.00%	$2,500,000	40.11%
4.	Long lead items for Arrowsmith North	-	-	$1,000,000	16.05%
5.	Refresh studies and works at Muchea	$200,000	10.00%	$200,000	3.21%
6.	Working capital	$455,611	22.78%	$1,223,447	19.63%
7.	Expenses of the Entitlement Offer[1]	$244,389	12.22%	$508,752	8.16%
	Total	**$2,000,000**	**100%**	**$6,232,199**	**100%**

Notes:

1. Refer to Section 6.8 for further details relating to the estimated expenses of the Offers.

To the extent that proceeds are raised above the Minimum Subscription and up to the Full Subscription amount, the Company intends to allocate the additional funds in the following order of priority:

(a) first, to increase the allocation for early works at Arrowsmith North (Item 1) to $500,000;

(b) second, to increase the contribution towards the Arramall farm purchase (Item 3) up to $2,500,000;

(c) third, to fund long lead items for Arrowsmith North (Item 4) up to $1,000,000; and

(d) fourth, any remaining proceeds (after accounting for the expenses of the Entitlement Offer) will be used to augment existing working capital.

On completion of the Entitlement Offer (and together with existing cash and cash equivalents), the Board believes the Company will have sufficient working capital to achieve its stated objectives. In the event the Entitlement Offer is not fully subscribed, operational objectives are likely to be modified, which may result in delay or modifications to the Company's future plans.

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

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

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3.2 Effect of the Offers

The principal effect of the Offers, based on Full Subscription and assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, will be to:

(a) increase the cash reserves by $5,723,447 (after deducting the estimated expenses of the Offers) immediately after completion of the Offers;

(b) increase the number of Shares on issue from 779,024,935 as at the date of this Prospectus to 934,829,922 Shares; and

(c) increase the number of Options on issue from 43,400,000 as at the date of this Prospectus to 131,302,494 Options.

3.3 Effect on capital structure

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

Shares

	MINIMUM SUBSCRIPTION ($2,000,000)	FULL SUBSCRIPTION ($6,232,199)
Shares currently on issue	779,024,935	779,024,935
Shares offered pursuant to the Entitlement Offer	50,000,000	155,804,987
Total Shares on issue after completion of the Offers	**829,024,935**	**934,829,922**

Options

	MINIMUM SUBSCRIPTION ($2,000,000)	FULL SUBSCRIPTION ($6,232,199)
Options currently on issue as at the date of this Prospectus[1]	43,400,000	43,400,000
Attaching Options to be issued pursuant to the Entitlement Offer	25,000,000	77,902,494
Underwriting Options to be issued under the Underwriting Options Offer	6,000,000	10,000,000
Total Options on issue after completion of the Offers	**74,400,000**	**131,302,494**

Notes:

1. Comprising:
   (a) 14,500,000 unlisted options exercisable at $0.55 and expiring 31 December 2027;
   (b) 12,000,000 unlisted options exercisable at $0.15 and expiring 31 December 2028;
   (c) 9,700,000 unlisted options exercisable at $0.10 and expiring 31 December 2029; and
   (d) 7,200,000 unlisted options exercisable at $0.15 and expiring 31 December 2026.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 822,424,935 Shares and on completion of the Offers (based on Full Subscription and assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) would be 1,066,132,416 Shares.

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

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3.4 Pro-forma balance sheet

The reviewed balance sheet as at 31 December 2025 and the unaudited pro-forma balance sheet as at 31 December 2025 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared based on Full Subscription and assuming no Options or convertible securities are exercised prior to the Record Date and including expenses of the Offers.

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

	AUDIT REVIEWED AT 31 DEC 2025	SUBSEQUENT EVENTS	PRO-FORMA ADJUSTMENTS (MINIMUM SUBSCRIPTION)	PROFORMA UNAUDITED 31 DEC 2025 (MINIMUM SUBSCRIPTION)	PRO-FORMA ADJUSTMENTS (FULL SUBSCRIPTION)	PROFORMA UNAUDITED 31 DEC 2025 (FULL SUBSCRIPTION)
	$	$	$	$	$	$
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	3,854,550	46,670	1,755,611	5,656,831	5,723,447	9,624,667
Trade and other receivables	187,535	-	-	187,535	-	187,535
TOTAL CURRENT ASSETS	**4,042,085**	**46,670**	**1,755,611**	**5,844,366**	**5,723,447**	**9,812,202**
NON-CURRENT ASSETS						
Trade and other receivables	104,827	-	-	104,827	-	104,827
Financial assets at fair value through profit or loss	137,500	-	-	137,500	-	137,500
Property, plant and equipment	2,511,733	-	-	2,511,733	-	2,511,733
Right-of-use assets	171,552	-	-	171,552	-	171,552
Deferred exploration expenditure	13,924,787	-	-	13,924,787	-	13,924,787
TOTAL NON-CURRENT ASSETS	**16,850,399**	**-**	**-**	**16,850,399**	**-**	**16,850,399**
TOTAL ASSETS	**20,892,484**	**46,670**	**1,755,611**	**22,694,765**	**5,723,447**	**26,662,601**
CURRENT LIABILITIES						
Trade and other payables	276,557	-	-	276,557	-	276,557
Provisions	285,281	-	-	285,281	-	285,281
Lease liabilities	104,343	-	-	104,343	-	104,343
TOTAL-CURRENT LIABILITIES	**666,181**	**-**	**-**	**666,181**	**-**	**666,181**

	AUDIT REVIEWED AT 31 DEC 2025	SUBSEQUENT EVENTS	PRO-FORMA ADJUSTMENTS (MINIMUM SUBSCRIPTION)	PROFORMA UNAUDITED 31 DEC 2025 (MINIMUM SUBSCRIPTION)	PRO-FORMA ADJUSTMENTS (FULL SUBSCRIPTION)	PROFORMA UNAUDITED 31 DEC 2025 (FULL SUBSCRIPTION)
NON-CURRENT LIABILITIES						
Lease liabilities	94,839	-	-	94,839	-	94,839
TOTAL NON-CURRENT LIABILITIES	**94,839**	**-**	**-**	**94,839**	**-**	**94,839**
TOTAL LIABILITIES	**761,020**	**-**	**-**	**761,020**	-	**761,020**
NET ASSETS	**20,131,464**	**46,670**	**1,755,611**	**21,933,745**	**5,723,447**	**25,901,581**
EQUITY						
Issued capital	61,365,741	47,500	1,685,194	63,098,435	5,609,061	67,022,302
Reserves	8,396,968	388,000	81,600	8,866,568	136,000	8,920,968
Accumulated losses	(49,631,245)	(388,830)	(11,183)	(50,031,258)	(21,614)	(50,041,689)
TOTAL EQUITY	**20,131,464**	**46,670**	**1,755,611**	**21,933,745**	**5,723,447**	**25,901,581**

Notes:

1. The following events occurred subsequent to 31 December 2025:
   (a) Under the Company's employee incentive scheme, on 17 March 2026 the Company issued 9,700,000 options exercisable at 15 cents each and expiring 31 December 2029.
   (b) The Company issued 694,444 at $0.72 each to raise $50,000 (before costs) on 4 May 2026 for Director participation in a placement, following shareholder approval on 30 April 2026.
2. The pro-forma balance sheet includes an increase of cash of $1,755,611 under Minimum Subscription and $5,723,447 under Full Subscription, as contemplated by the Entitlement Offer less costs of the Entitlement Offer totalling $244,389 and $508,752 under the Minimum Subscription and Full Subscription, respectively. Refer to Section 6.8 for the expenses of the Offers.

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4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

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

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

(a) **General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

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

(b) **Voting rights**

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

(i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;

(ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and

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

(c) **Dividend rights**

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

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may capitalise any profits of the Company and distribute that capital to the Shareholders, in the same proportions as the Shareholders are entitled to a distribution by dividend.

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

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(d) **Winding-up**

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

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

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

(j) **Proportional Takeover Provisions**

The Constitution contains provisions in relation to proportional takeover approval. The effect of these provisions will be to prohibit the transfer of Shares as a result of acceptance of an offer made under a proportional takeover bid unless and until a resolution is passed by the Company approving the proportional takeover bid.

4.2 Terms of Attaching Options and Underwriting Options

(a) **Entitlement**

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

(b) **Exercise Price**

The amount payable upon exercise of each Option will be $0.10 (**Exercise Price**).

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(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 30 June 2028 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**). The Options are exercisable on any business day during the Option Exercise Period. An Optionholder may only exercise Options in multiples of 100,000, unless the Optionholder exercises all of their Options.

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Within 20 Business Days (as that term is defined in the ASX Listing Rules) after the Exercise Date (or such lesser time as required by the ASX Listing Rules), the Company will:

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

(ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Bonus Issue**

If before the expiry of any Options, the Company makes a pro rata issue of Shares to Shareholders for no consideration (**Bonus Issue**), the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue.

(l) **No change in exercise price or number of underlying securities**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised in the event of the Company making a pro rata issue of Shares or other securities to shareholders (other than a Bonus Issue).

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(m) **Transferability**

If the Options are not quoted on ASX, the Options are transferable subject to the prior approval of the Company's Board. If the Options become quoted on ASX (as an additional class of security), the Options are freely transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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5. RISK FACTORS

5.1 Introduction

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

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

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

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

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

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

5.2 Company specific

(a) **Potential for dilution**

In addition to potential control impacts set out in Section 1.7, Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 16.67% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

No immediate dilution will occur as a result of the issue of Options under this Prospectus. However subsequent exercise of any or all of the Options will result in dilution. Based on Full Subscription and Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Entitlement Offer, are likely to be diluted by an aggregate of approximately 22.86% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

It is not possible to predict what the value of the Company, a Share or an Option will be following the completion of the Entitlement Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the Prospectus being lodged of $0.07 is not a reliable indicator as to the potential trading price of Shares after implementation of the Entitlement Offer.

(b) **Title risk**

The ability of the Company to carry out successful exploration and mining activities on its tenements will depend on it obtaining and maintaining the appropriate approvals and permits to operate, including exploration licences, programs of work, environmental approvals, mining leases, mining permits and other approvals and permits necessary to carry out these activities.

The grant, maintenance and renewal of such licences, permits and approvals is regulated by the applicable State legislation, such as the Mining Act 1978 (WA) as amended. No guarantee can be given that any such licence, permit or approval will be granted and/or maintained or, if granted, any attaching conditions are acceptable to the Company or their grant is not overturned or

restricted. There is also no guarantee that a renewal will be automatically granted other than in accordance with the applicable mining legislation or granted without new conditions, including relinquishment of ground.

Each tenement carries with it annual expenditure and reporting commitments as well as other conditions requiring compliance. There is a risk that the Company could lose title to one or more of its tenements if tenement conditions or annual expenditure commitments are not met.

(c) **Granting of licenses, permits etc.**

The Company requires numerous governmental, environmental, mining permits, water rights and approvals authorising operations for mining and processing facilities. A decision by a governmental agency or other third party to deny or delay issuing a new or renewed permit or approval, or to revoke or substantially modify an existing permit or approval, could have a material adverse effect on the ability to continue operations. Furthermore, state and local governments could impose a moratorium on mining operations in certain areas. Expansion of operations is also predicated on securing the necessary environmental or other permits, water rights or approvals, which may not be received in a timely manner or at all.

(d) **Exploration and Development Risks**

Mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards. In addition to the normal competition for prospective ground, and the high average costs of discovery of an economic deposit, factors such as demand for commodities, stock market fluctuations affecting access to new capital, sovereign risk, environmental issues, labour disruption, project financing difficulties, foreign currency fluctuations and technical problems all affect the ability of a company to profit from any discovery.

There is no assurance that exploration of the mineral interests currently held by the Company, or any other projects that may be acquired in the future will result in the discovery of an economically viable mineral deposit. Even if an apparently viable mineral deposit has been identified, there is no guarantee that it can be profitably exploited.

(e) **Resource and Reserve Estimates**

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates that are valid when made may change significantly when new information becomes available through drilling, sampling, economic conditions and similar examinations.

In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

Reserve and resource estimates are expressions of judgment based on drilling results and other exploration observations, along with a competent person's experience working with relevant mining properties, and other factors. Estimates based on available data and interpretations and thus estimations may prove to be inaccurate or may change substantially when new information becomes available. The actual quality and characteristics of mineral deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop resources.

Reserves are value based financial and operational forecasts and, consequently, the actual reserves, resources and economic conditions may differ from those estimated either positively or negatively.

(f) **Capital and operating costs estimates**

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The Company has undertaken feasibility studies on, among other things, the capital and operating costs to develop its silica sand projects through to production. These studies are undertaken at a point in time.

Inflation on capital expenditure estimates and operating costs in these studies is a factor that may cause actual costs to differ materially from the Company's budgeted expectations. If a mine is developed at Arrowsmith North or any other project, actual capital and operating results may differ from those anticipated in these studies. Additionally, any potential changes to operating and capital costs may affect the Company's ability to secure financing for the projects and, therefore, there is no certainty that funding will be made available on acceptable terms, or at all, such that these projects may not proceed to construction and/or production.

In addition, if the Company proceeds with a decision to mine at one or more of its projects with funding in place, during the construction phase prices of goods and services in connection with that mine's development may increase substantially, resulting in an increase in the cost to develop the mine. As a consequence the Company may need to raise additional capital to complete the construction and there is no guarantee that the Company will be able to achieve this.

(g) **Operational Risks**

The operations of the Company may be affected by various factors including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

If the Company commences production on one of its projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of any of its projects. The risks associated with the development of a mine will be considered in full should any of the Company's projects reach that stage and will be managed with ongoing consideration of stakeholder interests.

(h) **Environmental Risks**

The operations and proposed activities of the Company are subject to regulations concerning the environment. The government and other authorities that administer and enforce environmental laws determine these requirements. As with all exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds, and the Company will require approval from the relevant authorities before it can undertake such activities. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with best industry practice and applicable laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop potentially economically viable mineral deposits.

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Environmental matters applicable to the Company's silica sand projects are within the remit of Commonwealth and State authorities, including under legislation in the form of the Environment Protection and Biodiversity Conservation Act 1999 (Cth) (**EPBC Act**) and the Environmental Protection Act 1986 (WA). The Company is required to seek pre-approval on environmental matters for any mining operations and the Environmental Protection Authority (**EPA**) will, among other things, assess the impact of proposed activities on flora and fauna and matters of national environmental significance under the EPBC Act as part of an accredited assessment.

The assessment process requires Interaction between Commonwealth and State authorities and there is no fixed time for the process to complete. Significant delays in the process can potentially have a material adverse effect on the Company's business, financial condition and operations and affect the Company's ability to pursue the projects. In addition, there is no guarantee that the assessments undertaken by these authorities will be favourable or the approvals sought will be granted. Failure to obtain such approvals will prevent the Company from undertaking its desired activities and this will have a material adverse effect on the Company's business, financial condition and operations.

The Company has received State environmental approval for the development of its Arrowsmith North silica sand project, subject to a number of conditions. The Company is seeking approval from the EPA for an amendment to these conditions as part of its proposal to relocate the processing plant, infrastructure and access road at Arrowsmith North from native bushland on the mining lease to an adjoining freehold property, Arramall, and to allocate areas of native bushland on that property as offset as required by the conditions. In addition, the Company will require approval of the offset proposal from the Commonwealth Department of Climate Change, Energy, the Environment and Water (**DCCEEW**) as part of the Commonwealth accredited environmental assessment process.

The purchase contract for Arramall is unconditional and settlement is due by 28 July 2026. If the Company is unable to source adequate funds to pay the purchase price by that date, the Company may not be able to proceed to settlement and the vendor may terminate the contract for non-performance and/or seek damages against the Company.

If the purchase does proceed, there is no guarantee that the applications with the EPA and/or DCCEEW will be approved, in which case the relocation of the processing plant, infrastructure and access road at Arrowsmith North may still proceed, but the Company will need to identify and purchase alternative offset land that adequately satisfies EPA and DCCEEW requirements. Such a scenario is likely to materially delay commencement of production at Arrowsmith North.

If the purchase does not proceed, regardless of the outcome of the applications with the EPA and DCCEEW, the Company will need to identify alternative offset land for the Arrowsmith North project and seek further approvals from the EPA and/or DCCEEW. Such a scenario is also likely to materially delay commencement of production at Arrowsmith North.

Environmental approvals will also be required for the Company's other silica sand projects, including Muchea. There is no guarantee that such approvals will be forthcoming.

Future State and Federal legislation and regulations governing mineral exploration and production may impose significant environmental obligations on the Company. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area. There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

Any failure by the Company to comply with all current and future applicable environmental laws and regulations, or conditions attaching to any environmental approvals, may cause governmental authorities to take actions that could adversely impact operations and financial condition, including issuance of administrative, civil, and criminal penalties denial, modification, or revocation of permits or other authorisations, imposition of injunctive obligations or other limitations on operations, including cessation of operations; and requirements to perform site investigatory, remedial, or other corrective actions.

(i) **Metallurgy**

Mineral recoveries are dependent upon the metallurgical process, and by its nature contain elements of significant risk such as:

(i) identifying a metallurgical process through test work to produce a saleable product;

(ii) developing an economic process route to produce a product; and

(iii) changes in mineralogy in the deposit can result in inconsistent recovery, affecting the economic viability of a project.

(j) **Changes to glassmaking and foundry industries in Asia**

Prices for silica sand will be subject to glass and foundry demand in Asia, among other industries. A reduction in glass production or foundry activity would generally depress the demand, development, production, and mining activity for silica sand the Company may produce. Such a decline could have a material adverse effect on the Company's business, results of operations and financial conditions generally.

(k) **Changes to demand for silica sand generally**

Demand for silica sand products can be affected generally by advances in industry and the development and use of new technology or new processes that reduce or eliminate the need for silica sand products, including as a material for glass-making, metal casting, metallurgical processes, chemical production, paint and coatings, ceramics, filtration and water production and proppant.

Such events could cause a decline in demand for the products produced and could have a material adverse effect on the Company's business, results of operations and financial conditions generally.

(l) **Fluctuations in market pricing**

Supply agreements involving the sale of silica sand products may be fixed or have market-based pricing mechanisms, or a combination of both. Accordingly, in periods with decreasing prices, results of operations may be lower if prices under these agreements are not fixed. In periods with increasing prices, some agreements may permit an increase in prices; however, some customers may elect to cease purchasing products if they do not agree with price increases or are able to find alternative, cheaper sources of supply. Furthermore, certain volume-based supply agreements may influence the ability to fully capture current market pricings.

Depending on the pricing provisions, there may be significant variability in results of operations and cash flows from period to period.

(m) **Offtake risk and significant reduction in purchases by major buyers**

Major customers may not continue to purchase the same levels of products in the future due to a variety of reasons. The Company is likely to sell products to customers on a purchase order basis and pursuant to supply agreements that will contain customary termination provisions for bankruptcy related events and uncured breaches of the applicable agreement. If any of these major customers substantially reduces or altogether ceases purchasing products and the Company is not able to generate replacement sales into the market, the business, financial condition, and results of operations could be adversely

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affected for a short-term period until such time as the Company can generate replacement sales in the market.

(n) **Credit risk of major international export customers**

The Company has in place a number of offtake contracts for the sale of 960,000 tonnes of silica sand products into markets in Asia. Each contract is subject to customary conditions precedent relating to commencement of the Arrowsmith North project, including the Company finalising project finance, receiving all remaining permits for the project, finalising logistics contracts for transport and port access and usage, commissioning of Arrowsmith North and its related infrastructure to achieve commercial production, and delivery of an initial trial shipment. The conditions must be satisfied by 31 December 2026 with a right for the Company to extend this date to 30 April 2027. There is a risk that the Company will not be in a position to satisfy these conditions by that date, particularly in the light of amendments sought to the environmental approval conditions (see paragraph (h)) and any delays in that process. If the Company is unable to agree an extension of this date with its offtake partners, some or all of the offtake contracts will lapse and counterparties.

If any of these contracts lapse or an offtake partner decides to substantially reduce the volume or price at which they are willing to purchase silica sand products, and the Company is not able to generate replacement sales into the market, the Company may not be in a position to secure finance for the Arrowsmith North project, thereby delaying commencement until such time as the Company can generate replacement sales in the market, if at all. In addition, if operations commence, if major customers terminate or do not renew sales contracts, the business, financial condition, and results of operations could be adversely affected until such time as the Company can generate replacement sales.

(o) **Increasing logistics costs for rail, port and shipping**

Transportation and handling costs are a significant component of the total delivered cost of products. In many instances, transportation costs can represent 50% to 60% of the delivered cost of silica sand. The high relative cost of transportation could favour suppliers located in close proximity to the customer. The Company will contract with rail, wharf and ship services to move products from the production facilities to customers. Labour disputes, derailments, adverse weather conditions or other environmental events and other changes to rail freight systems could interrupt or limit available transportation services or result in a significant increase in transportation service rates. Increased costs resulting from these types of events that the Company is not able to pass on to customers could impair the ability to deliver the products economically to customers or to expand the markets.

(p) **Maintaining effective quality control at the mining and processing operation**

The performance and quality of the products are critical to the success of the business. These factors depend significantly on the effectiveness of the quality control systems, the quality-training program, and the ability to ensure that employees adhere to the quality control policies and guidelines. Any significant failure or deterioration of the quality control systems could have a material adverse effect on the Company's business, financial condition, results of operations, and reputation.

(q) **Interruptions or failures in information technology systems**

The Company's operations may rely on sophisticated information technology systems and infrastructure to support the business, including process control technology. Any of these systems may be susceptible to outages due to fire, floods, power loss, telecommunications failures, usage errors by employees, computer viruses, cyber-attacks or other security breaches, or similar events. The failure of any of the information technology systems may cause disruptions in operations, which could adversely affect product supply, sales and profitability.

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(r) **Extreme seasonal weather conditions**

Unexpected weather conditions may result in damage to plant, equipment and transport infrastructure or the Company having insufficient stockpiles to supply feedstock for rail and ship operations, and result in being unable to satisfy customer requirements during these periods.

As a consequence of potential seasonal supply impacts, cash flows from operations can fluctuate if plant operations must remain shut down due to extreme weather conditions.

(s) **Insurance Risks**

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

Insurance of all risks associated with mineral exploration and production is not always available and, where available, the costs can be prohibitive.

(t) **Key personnel**

The ability of the Company to achieve its objectives depends on the retention of key employees and contractors who provide technical expertise. If the Company cannot secure technical expertise (for example to carry out drilling) or if the services of the present technical panel cease to become available to the Company, this may affect the Company's ability to achieve its objectives either fully or within the timeframes and the budget the Company has decided upon.

Whilst the ability of the Company to achieve its objectives may be affected by the matters mentioned above, the Company believes that appropriately skilled and experienced professionals would be available to provide services to the Company at market levels of remuneration in the event key external contractors cease to be available.

(u) **Shortage of labour or labour disputes**

Efficient mining using modern techniques and equipment requires skilled operators, preferably with several years of experience and proficiency in multiple mining tasks, including processing of mined minerals. If a shortage of experienced labour is encountered or subject to labour disputes or if the Company is unable to train the necessary number of skilled operators, there could be an adverse impact on productivity and costs and the ability to maintain production. An inability to maintain good relations with the workforce could cause a material adverse effect on the operations and financial position.

(v) **No Profit To-Date**

The Company has incurred losses since its inception and it is therefore not possible to evaluate its prospects based on past performance. As the Company intends to continue investing in exploration and development programs, the Company anticipates making further losses in the foreseeable future.

While the Company has confidence in the future revenue-earning potential of the Company, there can be no certainty that the Company will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

(w) **Changes in laws and regulations related to mining and processing**

Mining operations are subject to a variety of Federal, State and Local regulatory legislative requirements affecting the mining and mineral processing industry, including among others, those relating to employee health and safety, environmental permitting and licensing, air and water emissions, greenhouse gas emissions, water pollution, waste management, remediation of soil and

groundwater contamination, land use, reclamation and restoration of properties, hazardous materials, and natural resources.

Some environmental laws impose substantial penalties for non-compliance, and liability for the remediation of releases of hazardous substances. Liability under Federal and State laws may be imposed as a result of conduct that was lawful at the time it occurred or for the conduct of, or conditions caused by, prior operators or other third parties. Failure to properly handle, transport, store or dispose of hazardous materials or otherwise conduct operations in compliance with environmental laws could expose the Company to liability for governmental penalties, cleanup costs and civil or criminal liability associated with releases of such materials into the environment, damages to property or natural resources and other damages, as well as potentially impair the ability to conduct operations.

In addition, future environmental laws and regulations could restrict the ability to expand the facilities or extract mineral reserves or could require the Company to acquire costly equipment or to incur other significant expenses in connection with business. Future events, including changes in any environmental requirements (or their interpretation or enforcement) and the costs associated with complying with such requirements, could have a material adverse effect on the Company.

(x) **Foreign Exchange Risk**

International prices of silica sand products are denominated in United States Dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States Dollar and the Australian Dollar as determined in international markets.

(y) **Native title and Aboriginal Heritage**

The Native Title Act recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with Native Title in Australia and this may impact on the Company's operations and future plans.

Native Title can be extinguished by valid grants of land (such as freehold title) or waters to people other than the Native Title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost its connection with the relevant land or waters. Native Title is not necessarily extinguished by the grant of mining leases, although a valid mining lease prevails over Native Title to the extent of any inconsistency for the duration of the title.

Tenements granted before 1 January 1994 are valid or validated by the Native Title Act. For tenements to be validly granted (or renewed) after 1 January 1994, the future act regime established by the Native Title Act must be complied with. The existence of a Native Title claim is not an indication that Native Title in fact exists on the land covered by the claim, as this is a matter ultimately determined by the Federal Court.

The Company must also comply with Aboriginal Cultural Heritage legislation requirements, which require certain due diligence investigations to be undertaken ahead of the commencement of exploration and mining. Whilst no sites of Aboriginal heritage have been uncovered in surveys conducted to-date on the Company's projects, in the event the Company subsequently discovers evidence of Aboriginal heritage on land accessed by the Company, the Company must comply with regulations prohibiting the disturbance of physical evidence of prehistoric or historical significance without statutory permission and legislation prohibiting or restricting access to Aboriginal cultural heritage or native title land. Accordingly, delays or additional costs in the exploration or production of the Company's business may be experienced. Further, the disturbance of any such land or objects may expose the Company to additional fines or other penalties.

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(z) **Future Capital Needs and Additional Funding**

There can be no guarantees that the Company's cash reserves will be sufficient to successfully achieve all the objectives of the Company's overall business strategy.

Any additional equity financing may be dilutive to the Company's existing shareholders and any debt financing, if available, may involve restrictive covenants, which limit the Company's operations and business strategy, and may restrict the ability to finance future operations or capital needs or to engage in, expand, or pursue the business activities.

The ability to obtain financing or to access the capital markets for future equity or debt offerings may be limited by the financial conditions at the time of any such financing or offering, the covenants contained in credit facilities, term loans or future debt agreements, adverse market conditions or other contingencies and uncertainties that are beyond the Company's control.

Specifically, the Company intends to seek debt finance to partly fund the development of its Arrowsmith North silica sand project, including funding towards the purchase of the Arramall property (see paragraph (h) above). The terms on which debt financiers are willing to offer finance may vary from time to time depending on macro-economic conditions, the performance of the Company, type and duration of debt facilities, and an assessment of the risks associated with the project and intended use of funds. Debt finance, if available on terms acceptable to the Company, may involve restrictions on financing and operating activities. In addition, some financial institutions, institutional investors and other sources of capital have begun to limit or eliminate their investment in mineral exploration and development, citing climate change and/ or environmental concerns.

Failure to obtain the funds necessary to maintain, develop, and increase the asset base, could adversely impact the Company's growth and profitability. Even if the Company is able to obtain financing or access the capital markets, incurring debt will incur interest expense and increase financial leverage, and the level of indebtedness could restrict the ability to fund future development and acquisition activities. No assurance can be given that the Company will be able to procure sufficient funding at the relevant times on favourable or acceptable terms.

5.3 General risks

(a) **Economic Risk**

Changes in the general economic climate in which the Company will operate may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption and the rate of growth of gross domestic product in Australia and other jurisdictions in which the Company may acquire mineral assets.

(b) **Changes in Government Policies and Legislation**

Any material adverse changes in government policies or legislation of Australia or any other country that the Company may acquire economic interests may affect the viability and profitability of the Company.

(c) **Changing political environment**

Changes in the political relationship between Australia and its trading parties can affect the demand for the Company's products. Examples of this might be trade embargos or increased tariffs on the Company's goods or economic sanctions against the countries that are buying the Company's products or war between countries to which the Company exports its products.

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(d) **Global conflict**

Global conflict, particularly the ongoing situation in the Middle East, can impact global economic markets. The nature and extent of the effect of these conflicts on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by such conflicts.

The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity markets, impacts on pricing of supplies for both capital and operational requirements, and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to these conflicts, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant countries may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The Company is monitoring the situation closely and considers the impact of the global conflict on the Company's business and financial performance to, at this stage, be limited, other than impacting the price of supplies of construction materials for the proposed Arrowsmith North processing plant. However, such situations continually evolve, and the consequences are therefore inevitably uncertain.

(e) **Risk of litigation, claims and disputes**

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

The Company is not aware of any legal proceedings pending or threatened against it or any of its subsidiary companies.

(f) **Global credit and investment markets**

Global credit, commodity and investment markets can experience a high degree of uncertainty and volatility. The factors which lead to this situation are outside the control of the Company and may result in volatility and uncertainty in world stock markets (including ASX). This may impact the price at which the Company's shares trade regardless of operating performance and affect the Company's ability to raise additional equity and/or debt to achieve its objectives, if required. 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 resources securities in particular. Neither the Company, nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

5.4 Speculative investment

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

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

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

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

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6. ADDITIONAL INFORMATION

6.1 Litigation

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

6.2 Continuous disclosure obligations

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

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

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

(b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and

(c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:

(i) the annual financial report most recently lodged by the Company with the ASIC;

(ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and

(iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

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

DATE	DESCRIPTION OF ANNOUNCEMENT
27 May 2026	Proposed issue of securities – VRX
27 May 2026	Proposed issue of securities – VRX
27 May 2026	Renounceable Rights Issue to Raise up to $6.2 million
27 May 2026	Arrowsmith North 2026 Updated BFS
8 May 2026	Cleansing Notice
5 May 2026	Change of Director's Interest Notice
5 May 2026	Application for quotation of securities - VRX
30 April 2026	Quarterly Activities/Appendix 5B Cash Flow Report
30 April 2026	Results of Meeting
31 March 2026	General Meeting Notice and Access Letter
31 March 2026	Notice of General Meeting/Proxy Form

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DATE	DESCRIPTION OF ANNOUNCEMENT
17 March 2026	Notification regarding unquoted securities - VRX
11 March 2026	Half Year Accounts
20 January 2026	Quarterly Activities/Appendix 5B Cash Flow Report
5 January 2026	Notification of cessation of securities - VRX
23 December 2025	Implementation of Succession Plan and New CEO Appointment
11 December 2025	Additional Binding Offtakes and Financing Update
2 December 2025	Cleansing Notice
2 December 2025	Application for quotation of securities - VRX
26 November 2025	Change of Director's Interest Notices x 4
26 November 2025	Notification regarding unquoted securities - VRX
25 November 2025	$2.1 Million Capital Raising
25 November 2025	Proposed issue of securities - VRX
25 November 2025	Proposed issue of securities - VRX
21 November 2025	Trading Halt
20 November 2025	Results of Meeting
20 November 2025	AGM Presentation
29 October 2025	Arrowsmith North Land Purchase and Infrastructure Update
28 October 2025	Quarterly Activities/Appendix 5B Cash Flow Report
23 October 2025	Binding Offtake Contracts Secured for Arrowsmith North
21 October 2025	Proposed issue of securities - VRX
21 October 2025	AGM Notice & Access Letter
21 October 2025	Notice of Annual General Meeting/Proxy Form
14 October 2025	Application for quotation of securities - VRX
14 October 2025	Proposed issue of securities - VRX
6 October 2025	Application for quotation of securities - VRX
26 September 2025	Appendix 4G and Corporate Governance Statement
26 September 2025	Annual Report to shareholders

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

The announcements are also available through the Company's website investorhub.vrxsilica.com.au/announcements.

6.3 Market price of Shares

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

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

	($)	DATE
Highest	0.065	12 March 2026

	($)	DATE
Lowest	0.041	27 May 2026
Last	0.041	27 May 2026

6.4 Material Contracts

6.4.1 Underwriting Agreement

The Company has entered into an underwriting agreement (**Underwriting Agreement**) with MCL, pursuant to which MCL has agreed to underwrite the Entitlement Offer to $2,000,000 (**Underwritten Securities**).

MCL may appoint sub-underwriters to sub-underwrite the Entitlement Offer. The appointment of any sub-underwriter and the allocation of any Underwritten Securities is at the sole discretion of the Underwriter, subject to ensuring that no sub-underwriter (together with their associates) acquires a relevant interest in more than 19.99% of the issued share capital of the Company.

The material terms and conditions of the Underwriting Agreement are summarised below:

Fees	The Company has agreed to pay the Underwriter the following fees in consideration for acting as Underwriter to the Entitlement Offer: (a) 3 options for every $1 raised up to a maximum of 10 million, with an exercise price of ten cents expiring on 30 June 2028; (b) an underwriting fee equal to 5% of the Underwritten Securities; (c) a cash underwriting fee of $60,000. MCL (or nominees) will have the right to subscribe for this fee in scrip under the Shortfall Offer; (d) a management fee of 1% of the total gross amount raised under the Entitlement Offer. MCL (or nominees) will have the right to subscribe for this fee in scrip under the Shortfall Offer; and (e) MCL will receive an additional fee equal to 5% of the value of any Shares placed under the Shortfall Offer, including any additional amount that might be placed under the Company's LR 7.1 and 7.1A placement capacity (if applicable).
Reimbursement of Expenses	In addition, the Company agrees to pay the Underwriter all expenses associated with the Entitlement Offer, including legal fees for the Underwriter's legal advisors, travel, accommodation, communication, couriers and other expenses reasonably incurred by the Underwriter in relation to the Entitlement Offer and the Underwriting Agreement The Underwriter is to obtain the Company's consent prior to incurring any single expense greater than $500.
Termination Events	The Underwriter may terminate its obligations under the Underwriting Agreement at any time by giving written notice to the Company on or at any time before the issue if all the Underwritten Securities if any of the following events occur: (a) the Prospectus is not lodged by the required date or is withdrawn; (b) ASX does not grant official quotation for the Underwritten Securities; (c) the Prospectus or any public announcement by the Company is or becomes misleading or deceptive or fails to comply with applicable law;

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	(d) a material adverse effect arises; (e) an event of insolvency occurs in relation to the Company; (f) a director or senior officer of the Company is charged with an indictable offence; (g) a change in the composition of the Board or senior management of the Company occurs without the Underwriter's prior written consent; (h) a force majeure event lasting more than 7 days that materially affects the Company's business occurs; (i) ASIC or a court takes action in connection with the Prospectus; (j) a prescribed occurrence or unauthorised change in capital structure occurs; or (k) there is a material disruption to financial markets. Upon termination, all fees and expenses validly incurred through to the date of termination will be payable to the Underwriter. A termination fee of $15,000 is also payable to the Underwriter upon termination, within 14 days of such termination, regardless of whether any funds are raised.

The Underwriting Agreement otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties and confidentiality provisions).

6.5 Interests of Directors

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

(a) the formation or promotion of the Company;

(b) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offers; or

(c) the Offers,

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

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

(e) for services provided in connection with:

(i) the formation or promotion of the Company; or

(ii) the Offers.

Security holdings

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

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the

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respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed $250,000 per annum.

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

The following table shows the total annual remuneration paid to both executive and non-executive Directors in the financial years ended 2025 and 2024, as disclosed in the Company's 2025 Annual Report, and the proposed remuneration for the financial year ending 2026.

DIRECTOR	FY ENDING 2026[1]	FY ENDED 2025	FY ENDED 2024
Paul Boyatzis	$194,000[2]	$41,600[3]	$73,600[4]
Bruce Maluish	$688,404[5]	$205,346[6]	$353,333[7]
Peter Pawlowitsch	$135,375[8]	$30,875[9]	$54,625[10]
David Welch	$135,375[11]	$30,875[12]	$54,625[13]

Notes:

1. Estimates for this period.
2. Comprising of $80,000 in salary and fees and $114,000 in share based payments.
3. Comprising of $41,600 in salary and fees.
4. Comprising of $73,600 in salary and fees.
5. Comprising of $352,500 in salary and fees, $30,000 in superannuation payments, $101,675 in share based payments and $204,229 in unused annual leave and long service leave payments.
6. Comprising of $184,167 in salary and fees and $21,179 in superannuation payments.
7. Comprising of $325,833 in salary and fees, $27,500 in superannuation payments.
8. Comprising of $53,013 in salary and fees, $6,362 in superannuation payments and $76,000 in share based payments.
9. Comprising of $27,691 in salary and fees and $3,184 in superannuation payments.
10. Comprising of $49,212 in salary and fees and $5,413 in superannuation payments.
11. Comprising $59,375 in salary and fees and 76,000 in share based payments.
12. Comprising of $30,875 in salary and fees.
13. Comprising of $54,625 in salary and fees.

6.6 Interests of experts and advisers

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

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

(b) promoter of the Company; or

(c) underwriter to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

(d) the formation or promotion of the Company;

(e) any property acquired or proposed to be acquired by the Company in connection with:

(i) its formation or promotion; or

(ii) the Offers; or

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(f) the Offers,

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

(g) the formation or promotion of the Company; or

(h) the Offers.

Mahe Capital Pty Ltd has acted as the lead manager and underwriter of the Entitlement Offer. The Company will pay Mahe Capital Pty Ltd the fees set out in Section 6.4.1. During the 24 months preceding lodgement of this Prospectus with the ASIC, Mahe Capital Pty Ltd has received nil fees from the Company.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin $20,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin received $10,150 (excluding GST and disbursements) in fees from the Company.

RSM Australia Partners is the auditor of the Company and has been paid $20,600 (excluding GST and disbursements) for reviewing the Company's 31 December 2025 balance sheet. During the 24 months preceding lodgement of this Prospectus with the ASIC, RSM Australia Partners and RSM Australia Pty Ltd has received $126,225 (excluding GST) in fees from the Company.

6.7 Consents

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

Each of the parties referred to in this Section:

(a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;

(b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and

(c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Mahe Capital Pty Ltd has given its written consent to being named as the lead manager and underwriter to the Entitlement Offer in this Prospectus.

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

RSM Australia Partners has given its written consent to being named as auditor to the Company in this Prospectus and the inclusion of the 31 December 2025 audited balance sheet of the Company in Section 3.4.

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6.8 Expenses of the Offers

Based on Full Subscription. the total cash expenses of the Offers are estimated to be approximately $508,752 (excluding GST) and are expected to be applied towards the items set out in the table below:

	MINIMUM SUBSCRIPTION ($)	FULL SUBSCRIPTION ($)
ASIC fees	3,206	3,206
ASX fees	11,183	21,614
Foreign Nominee fee	5,000	5,000
Underwriting fee	180,000	433,932
Legal fees	20,000	20,000
Share Registry and distribution costs	25,000	25,000
Total	**244,389**	**508,752**

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7. DIRECTORS' AUTHORISATION

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

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

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8. GLOSSARY

$ means the lawful currency of the Commonwealth of Australia.

Application Form means an Entitlement and Acceptance Form, Shortfall Application Form or application form to the Underwriting Options Offer, as the context requires.

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

Attaching Options means the free attaching Options exercisable at $0.10 and expiring on 30 June 2028, on the terms and conditions set out in Section 4.2.

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

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

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

Company means VRX Silica Limited (ACN 142 014 873).

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

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

CRN means Customer Reference Number in relation to BPAY®.

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

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

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

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

Entitlement Offer means the pro-rata renounceable entitlement offer of one (1) Shares for every five (5) Shares held by Eligible Shareholders registered at the Record Date at an issue price of $0.04 per Share together with one (1) free Attaching Options, for every two (2) Shares subscribed for and issued under this Prospectus.

Exercise Price means the exercise price of the Attaching Options and Underwriting Options, being $0.10.

Full Subscription means the full subscription of $6,232,199 under the Entitlement Offer.

Ineligible Shareholder means a Shareholder as at the Record Date whose registered address is not situated in Australia, New Zealand, Germany or the United Kingdom.

Minimum Subscription means the minimum mount to be raised under the Entitlement Offer, being $2,000,000.

Offers means the Entitlement Offer and the Underwriting Options Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

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Prospectus means this prospectus.

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

Section means a section of this Prospectus.

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

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

Shareholder means a holder of a Share.

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

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

Shortfall Offer means the offer of the Shortfall Securities on the terms and conditions set out in Section 2.3.5.

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

Underwriter or **MCL** means Mahe Capital Pty Ltd (AFSL 517246).

Underwriting Options has the meaning given in Section 2.2 and on the terms and conditions set out in Section 4.2.

Underwriting Options Offer means an offer of Underwriting Options to the Underwriter (or their nominee(s)) under this Prospectus.

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

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