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CULPEO MINERALS LIMITED
ACN 627 735 531

REPLACEMENT ENTITLEMENT ISSUE PROSPECTUS

For the offer of a pro-rata non-renounceable entitlement issue of up to 198,347,374 New Options (exercisable at $0.0175 and expiring on 11 July 2028), on the basis of one (1) New Option for every four (4) Shares held by those Shareholders registered at the Record Date at an issue price of $0.003 per New Option to raise up to approximately $595,042 (based on the number of Shares on issue as at the date of this Prospectus) (**Offer**).

IMPORTANT NOTICE

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

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

This is a replacement prospectus dated 8 July 2026. It replaces the prospectus dated 8 July 2026 relating to the New Options offered by Culpeo Minerals Limited (ACN 627 735 531).

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IMPORTANT NOTICE

This Replacement Prospectus is dated 8 July 2026 and was lodged with the ASIC on that date. This Prospectus replaces the prospectus lodged by the Company on 8 July 2026 (**Original Prospectus**). 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 New Options may be issued on the basis of this Prospectus later than 13 months after the date of Original 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 New Options offered by this Prospectus should be considered as highly speculative.

Applications for New Options offered pursuant to this Prospectus can only be made by an original Entitlement and Acceptance Form or Shortfall 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.

Replacement Prospectus

The key differences between this Prospectus and the Original This Prospectus differs from the Original Prospectus. The material changes that have been made to the Original Prospectus are as follows:

(a) the issue price of New Options offered under the Offer has been increased from $0.0025 per New Option to $0.003 per New Option to comply with ASX Listing Rule 7.11.2 regarding the pricing of securities containing fractions of a cent and consequently, the funds to be raised pursuant to the Offer has also been increased from $495,868 to $595,042.12 (in each case, before costs);

(b) the indicative use of funds raised from the Offer in Section 4.1 has been updated to reflect the increase in funds to be raised by the Company pursuant to the Offer resulting from the increase in the issue price per New Option and Shortfall Option as outlined above;

(c) Section 4.4 has been updated to include the Company's updated pro-forma statement of financial position;

(d) Section 7.3 has been updated to include further announcements lodged by the Company with ASX since the lodgement of its 2025 Annual Report after the date of the Original Prospectus; and

(e) Section 7.9 has been updated to reflect the increase in ASIC lodgement and Lead Manager fees payable by the Company.

These changes to the Original Prospectus are not considered by the Company to be materially adverse to investors, no action needs to be taken by investors who have already submitted Applications under the Offer and there are no withdrawal rights offered pursuant to this Replacement Prospectus under section 724(2)(b) of the Corporations Act.

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 New Options 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 6.

Overseas shareholders

The Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any

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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 New Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and New Options will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

For further information on overseas Shareholders please refer to Section 3.10.

Continuous disclosure obligations

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

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 7.2 for further details.

Target Market Determination

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

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.culpeominerals.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian or New Zealand resident and must only access this Prospectus from within Australia or New Zealand.

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 (08) 6383 7894 during office hours or by emailing the Company Secretary at info@culpeominerals.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 New Options 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 9.

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* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for New Options, 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 Offer or how to accept the Offer please call the Company Secretary on +61 (08) 6383 7894.

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CORPORATE DIRECTORY

Directors

Geoffrey McNamara
Interim Executive Chairman

Zeffron Reeves
Non-Executive Director

Paul Schmiede
Non-Executive Director

Company Secretary

Michaela Stanton-Cook

Registered Office

31-33 Cliff Street
FREMANTLE WA 6160

Telephone: +61 (08) 6383 7894
Email: info@culpeominerals.com.au
Website: www.culpeominerals.com.au

Solicitors

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

Lead Manager

Euroz Hartleys Limited
Level 37, QV1 Building
250 St Georges Terrace
PERTH WA 6000

Auditor

RSM Australia Partners

Level 32 Exchange Tower
2 The Esplanade
PERTH WA 6000

Share Registry*

Automic Registry Services
Level 5, 126 Phillip Street
SYDNEY NSW 2000

Telephone: 1300 288 664 (within Australia)
+61 2 9698 5414 (International)

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

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2. KEY OFFER INFORMATION

2.1 Timetable

ACTION	DATE
Lodgement of the Original Prospectus and this Replacement Prospectus with the ASIC and ASX, announcement of the Offer and lodgement of Appendix 3B with ASX	Wednesday, 8 July 2026
Ex date	Friday, 17 July 2026
Record Date for determining Entitlements	Monday, 20 July 2026
Prospectus despatched to Shareholders & Company announces despatch has been completed	Thursday, 23 July 2026
Opening Date	Thursday, 23 July 2026
Last day to extend Closing Date	Thursday, 30 July 2026
Closing Date*	Tuesday, 4 August 2026
Announcement of results of Offer	Thursday, 6 August 2026
Issue of New Options under the Offer and lodgement of Appendix 3G with ASX	Friday, 7 August 2026
Despatch of holding statements for New Options	Tuesday, 11 August 2026

**The Directors may extend the Closing Date for the Offer by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the New Options are expected to be issued may vary.*

2.2 Key statistics of the Offer

	FULL SUBSCRIPTION[1]
Price per New Option under the Offer	$0.003
New Option entitlement ratio (based on existing Shares held)	1:4
Shares currently on issue	793,389,496
Options currently on issue	257,625,024
New Options to be issued under the Offer[2,3]	198,347,374
Gross proceeds of the issue of New Options	$595,042
Options on issue post-Offer	**455,972,398**

Notes:

1. Assuming the full subscription of $595,042.12 is achieved under the Offer.
2. Based on 793,389,496 Shares on issue as at the date of this Prospectus.
3. Each New Option issued under the Offer shall be exercisable at $0.0175 on or before 11 July 2028. Refer to Section 5.2 for the full terms and conditions of the New Options.

2.3 Key Risk Factors

Prospective investors should be aware that subscribing for New Options 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 New Options 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 6.

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2.4 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	PERFORMANCE RIGHTS	SHARE RIGHTS	NEW OPTIONS ENTITLEMENT	$	PERCENTAGE FULL SUBSCRIPTION, FULLY DILUTED (%)
Geoffrey McNamara[1]	8,478,665	500,000	20,000,000	-	Nil[4]	Nil[4]	2.21%[4]
Zeffron Reeves[2]	1,321,212	-	12,400,000	-	330,303	$991	1.07%
Paul Schmiede[3]	2,744,286	1,000,000	9,150,000	-	686,071	$2,058	1.04%

Notes:

1. Comprising:
   (a) 1,854,546 Shares held by Linkwood Holdings Pte Ltd (**Linkwood**). Mr McNamara is a director and substantial shareholder of Linkwood;
   (b) 6,624,119 Shares held by Tanamera Resources Pte Ltd (**Tanamera**). Mr McNamara is the sole director and shareholder of Tanamera;
   (c) 20,000,000 Performance Rights held by Tanamera; and
   (d) 500,000 Options (exercisable at $0.0175 and expiring on 11 July 2028) held by Tanamera.
2. All securities are held by Mr Zeffron Charles Reeves as trustee for the Palin Trust. Mr Reeves is a beneficiary of the Palin Trust.
3. Comprising:
   (a) 744,286 Shares held by Vermiculite 987 Pty Ltd as trustee for the Mzungu Superannuation Fund. Mr Schmiede is a director of Vermiculite 987 Pty Ltd and a beneficiary of the Mzungu Superannuation Fund;
   (b) 2,000,000 Shares held by Turquoise 987 Pty Ltd as trustee for the Obsidian 987 Trust (**Obsidian 987 Trust**). Mr Schmiede is a director of Turquoise 987 Pty Ltd and a beneficiary of the Obsidian 987 Trust;
   (c) 9,150,000 Performance Rights held by the Obsidian 987 Trust; and
   (d) 1,000,000 Options (exercisable at $0.0175 and expiring on 11 July 2028) held by the Obsidian 987 Trust.
4. Mr McNamara is a Singapore resident and is therefore not an Eligible Shareholder. Accordingly, Mr McNamara is unable to participate in the Offer.

The Board recommends all Shareholders take up their Entitlements. The Board advises that Mr Reeves and Mr Schmiede intend to take up their full Entitlements.

2.5 Details of Substantial Holders

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

SHAREHOLDER	SHARES	%
NETWEALTH INVESTMENTS LIMITED <WRAP SERVICES A/C>	40,419,305	5.09%

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

2.6 Effect on Control

Based on current shareholding and Entitlements of Shareholders (including substantial Shareholders) as at the date of this Prospectus, the Offer will not have any material impact on control of the Company because there are no Shares being offered under the Offer. Further there will be no immediate change to any Shareholder's voting power as a result of the issue of the New Options. However, where New Options are exercised into Shares, the voting power of the Shareholders who exercise the New Options will increase. The

likelihood of New Options being exercised is dependent on the price of Shares from time to time until the New Options expire.

2.7 Potential dilution on non-participating Shareholders

Shareholders should note that no immediate dilution will occur as a result of the issue of New Options under this Prospectus. However subsequent exercise of any or all of the New Options will result in dilution. Assuming all New Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Offer are likely to be diluted by an aggregate of approximately 20% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

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3. DETAILS OF THE OFFER

3.1 The Offer

The Offer is being made as a pro-rata non-renounceable entitlement offer to acquire one (1) New Option for every four (4) Shares held by Shareholders registered at the Record Date.

Each New Option issued under the Offer shall be unlisted and exercisable at $0.0175 on or before 11 July 2028 on the same terms as the Company's existing Option class with ASX ticker 'ASX:CPOAL' and otherwise on the terms and conditions set out in Section 5.2.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming no Shares are issued prior to the Record Date (including on exercise or conversion of Securities on issue) approximately 198,347,374 New Options will be issued pursuant to the Offer at an issue price of $0.003 per New Option, raising $595,042.12. Further, if all New Options issued under the Offer are exercised, the Company will receive approximately $3,471,079.

Fractional entitlements will be rounded down to the nearest whole number. All references to numbers of New Options to be issued pursuant to this Prospectus are expressed subject to rounding.

As at the date of this Prospectus the Company has 257,625,024 Options and 1,729,656 Share Rights on issue that may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 4.3 for information on the exercise prices and expiry dates of the Options on issue.

All of the Shares issued upon the future exercise of the New Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.1 for further information regarding the rights and liabilities attaching to the Shares.

The New Options will not be listed on ASX or any other securities exchange.

The purpose of the Offer and the intended use of funds raised are set out in Section 4.1.

3.2 Lead Manager

Euroz Hartleys Limited (**Euroz Hartleys**) has been appointed as lead manager to the Offer.

Refer to Section 7.5 for a summary of the material terms of the Lead Manager Mandate.

3.3 Acceptance of the Offer - What Eligible Shareholders may do

The number of New Options to which Eligible Shareholders are entitled is shown on your personalised Entitlement and Acceptance Form which can be accessed at https://portal.automic.com.au/investor/home. Eligible Shareholders may choose any of the options set out in the table below.

OPTION	KEY CONSIDERATIONS	FOR MORE INFORMATION
Take up all of your Entitlement	Should you wish to accept all of your Entitlement, then your application for New Options under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at https://portal.automic.com.au/investor/home. Please read the instructions carefully.	Section 3.3 and 3.4.
Take up all of your Entitlement and also apply for Shortfall Options	(a) Should you wish to accept all of your Entitlement and apply for Shortfall Options, then your application for your Entitlement and additional Shortfall Options under this Prospectus must be made by following the instructions on your personalised	Sections 3.3, 3.4 and 3.6.

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OPTION	KEY CONSIDERATIONS	FOR MORE INFORMATION
	Entitlement and Acceptance Form which can be accessed at https://portal.automic.com.au/investor/home. Please read the instructions carefully. (b) Payment can be made by the methods set out in Section 3.4. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. (c) If you apply for Shortfall Options beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Options is at the Company's absolute discretion as per the allocation policy set out in Section 3.6. Accordingly, your application for additional Shortfall Options may be scaled-back. (d) The Company's decision on the number of Shortfall Options to be allocated to you will be final.	
Take up a proportion of your Entitlement and allow the balance to lapse	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 https://portal.automic.com.au/investor/home for the number of New Options you wish to take up.	Section 3.3 and 3.4.
Allow all or part of your Entitlement to lapse	If you do not wish to accept 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 Offer to you will lapse.	N/A

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

3.4 Payment options

(a) **By BPAY®**

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

(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 New Options 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 Options (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 5:00pm (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).

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

For payment by Electronic Funds Transfer (**EFT**), please follow the instructions on the Entitlement and Acceptance Form. 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 New Options 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 Options (if any) under the Shortfall Offer, to the extent of the excess.

(c) **By Cheque**

Payment by cheque or cash will not be accepted.

3.5 Implications of an acceptance

Returning a completed 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; and

(b) you acknowledge that once the Entitlement and Acceptance Form is returned, the application may not be varied or withdrawn except as required by law.

3.6 Minimum subscription

There is no minimum subscription.

The Offer is not underwritten.

3.7 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer (**Shortfall Options**). 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 New Option to be issued under the Shortfall Offer shall be $0.003 being the price at which New Options have been offered under the 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 New Options proposed to be issued under the Offer.

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Eligible Shareholders who wish to subscribe for New Options above their Entitlement are invited to apply for Shortfall Options under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Options in accordance with Section 3.4.

The Board, in conjunction with Euroz Hartleys as lead manager to the Offer, presently intend to allocate Shortfall Options as follows:

(a) to Eligible Shareholders who apply for an excess of their full Entitlement; and then

(b) to other parties identified by the Directors and Euroz Hartleys, which may include parties who are not currently Shareholders.

The Company reserves the right to issue an Eligible Shareholder a lesser number of Shortfall Options than applied for or no Shortfall Options at all. However, the Directors do not intend to refuse an application for Shortfall Options from Eligible Shareholders other than in circumstances of oversubscription or where acceptance may result in a breach of the Corporations Act. If the number of Shortfall Options applied for by Eligible Shareholders exceeds the total Shortfall, the Shortfall Options will be allocated among applying Eligible Shareholders proportionate to their existing holdings.

All decisions regarding the allocation of Shortfall Options will be made by the Directors, in conjunction with Euroz Hartleys, and will be final and binding on all applicants under the Shortfall Offer, as such there is no guarantee that any Shortfall Options applied for will be issued to Eligible Shareholders.

The Company will have no liability to any applicant who receives less than the number of Shortfall Options they applied for under the Shortfall Offer. If the Company scales back any applications for Shortfall Options under the Shortfall Offer any application monies will be returned (without interest) as soon as practicable.

3.8 ASX listing

The Company will not apply for Official Quotation of the New Options issued pursuant to this Prospectus.

3.9 Issue

The New Options issued pursuant to the Offer will be issued following the Closing Date in accordance with the ASX Listing Rules and timetable set out at Section 2.1.

Shortfall Options issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of New Options 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 New Options or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account, and each Applicant waives the right to claim interest.

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

3.10 Overseas shareholders

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

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

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New Zealand

This 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 2001* (Aust) 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.

This Offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the *Corporations Act 2001* (Aust) and the regulations made under that Act set out how the 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 this offer. If you need to make a complaint about this 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 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.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia or New Zealand 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.

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4. PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The purpose of the Offer is to raise up to $595,042.12 before costs.

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

ITEM	PROCEEDS OF THE OFFER	FULL SUBSCRIPTION ($)	%
1.	Exploration and drilling programme at the El Quillay Prospect	$250,000	42.01%
2.	Exploration and drilling programme at the Vista Montana Prospect	$220,000	36.97%
3.	Expenses of the Offer[1]	$63,000	10.59%
4.	Working capital	$62,042	10.43%
	Total	**$595,042**	**100%**

Notes:

1. Refer to Section 7.9 for further details relating to the estimated expenses of the Offer.

On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives. In the event the Offer is not fully subscribed, operational objectives are likely to be modified, which may result in delay or substantial changes to the Company's future plans.

In addition, it should be noted that the Company's budgets and forecasts will be subject to modification 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 (including exploration success or failure) 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.

4.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted and 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 $595,042.12 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and

(b) increase the number of Options on issue from 257,625,024 as at the date of this Prospectus to 455,972,398 Options.

4.3 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date, is set out below.

Shares[1]

	NUMBER
Shares currently on issue[1,2]	793,389,496
Shares offered pursuant to the Offer	Nil
Total Shares on issue after completion of the Offer	**793,389,496**

Notes:

1. Refer to Section 5.1 for the rights and liabilities attaching to Shares.

2. This assumes no Shares are issued including on exercise or conversion of other Options or Securities on issue prior to the Record Date.

Options

	NUMBER
Options currently on issue[1]	257,625,024
New Options to be issued pursuant to the Offer[2]	198,347,374
Total Options on issue after completion of the Offer[3]	**455,972,398**

Notes:

1. Comprising:
   (a) 227,625,024 unlisted Options exercisable at $0.0175 on or before 11 July 2028; and
   (b) 30,000,000 unlisted Options exercisable at $0.0225 on or before 4 February 2029.
2. Refer to Section 5.2 for the terms of the New Options.
3. This assumes the Offer is fully subscribed, all New Options offered are issued and no Options are exercised prior to the Record Date.

Performance Rights

	NUMBER
Performance Rights currently on issue[1]	60,425,000
Performance Rights offered pursuant to the Offer	Nil
Total Performance Rights on issue after completion of the Offer	**60,425,000**

Notes:

1. This assumes no Performance Rights on issue are exercised prior to the Record Date.

Share Rights

	NUMBER
Share Rights currently on issue[1]	1,729,656
Share Rights offered pursuant to the Offer	Nil
Total Share Rights on issue after completion of the Offer	**1,729,656**

Notes:

1. This assumes no Share Rights on issue are exercised prior to the Record Date.

The capital structure of the Company on a fully diluted basis as at the date of this Prospectus would be 1,113,169,176 Shares and on completion of the Offer (assuming all Entitlements are accepted) would be 1,311,516,550 Shares.

4.4 Pro-forma balance sheet

The audited 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 assuming all Entitlements are accepted, no Options or convertible securities are exercised prior to the Record Date and including expenses of the Offer.

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.

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STATEMENT OF FINANCIAL POSITION FOR THE PERIOD ENDED 31 DECEMBER 2025	AUDITED 31 DECEMBER 2025 ($)	UNAUDITED PROFORMA ADJUSTMENTS ($)	UNAUDITED PROFORMA 31 DECEMBER 2025 ($)
Current assets			
Cash and cash equivalents[1]	1,984,581	-	1,984,581
Trade and other receivables	105,918	-	105,918
Total current assets	**2,090,499**	**-**	**2,090,499**
Non-current assets			
Plant and equipment	1,348	-	1,348
Exploration and evaluation expenditure[2]	7,102,930	470,000	7,572,930
Total non-current assets	**7,104,277**	**470,000**	**7,574,277**
Total assets	**9,194,776**	**470,000**	***9,664,776***
Current liabilities			
Trade and other payables	133,180	-	133,180
Application monies	-	-	-
Total current liabilities	**133,180**	**-**	**133,180**
Total liabilities	**133,180**	**-**	**133,180**
Net assets	**9,061,597**	**470,000**	**9,531,597**
Equity			
Issued capital	20,156,142	-	20,156,142
Reserves[3]	1,950,242	532,043	2,482,285
Accumulated losses[4]	(12,522,078)	(62,043)	(12,584,120)
Equity attributable to owners of the Company	**9,584,307**	**470,000**	**10,054,307**
Non-controlling interest	(522,710)	-	(522,710)
Total equity	**9,061,597**	**470,000**	**9,531,597**

Notes:

1. Amount raised under the Offer ($595,042) is offset by the costs of the Offer ($63,000) (refer to Section 7.9 for further information) and allocation of funds towards Exploration and evaluation expenditure ($470,000).
2. Exploration and drilling activities across the Company's Chilean copper portfolio, including at and around the El Quillay Prospect, preparatory work for the upcoming drilling programme at the Vista Montana Prospect, which is part of the Lana Corina Project.
3. Amount raised under the Offer ($595,042) is reduced by the costs of the Offer ($63,000) (refer to Section 7.9 for further information).
4. Corporate overheads and working capital required to support the ongoing exploration programme, including administration, insurance, governance, professional services and listed company costs.

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares, being the underlying securities of the New 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 meeting and notices**

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

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

(b) **Voting rights**

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

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

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

(iii) on a poll, every person present who is a Shareholder or a proxy, attorney or Representative of a Shareholder 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 the Share, but in respect of partly paid Shares, shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those Shares (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 rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.

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

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

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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 a value as the liquidator considers fair upon any property to be so decided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. No member is obliged to accept any Shares, securities or other assets in respect of which there is any liability.

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

(e) **Shareholder liability**

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

(f) **Transfer of Shares**

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

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of 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**

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

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

(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.

5.2 Terms of New Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each New Option will be $0.0175 (**Exercise Price**).

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(c) **Expiry Date**

Each New Option will expire at 5:00 pm (AWST) on 11 July 2028 (**Expiry Date**). An New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

Within 5 Business Days after the Exercise Date, the Company will:

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

(ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

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

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

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an New 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 New Options and holders will not be entitled to participate in new issues of capital offered to

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Shareholders during the currency of the New Options without exercising the New Options.

(k) **Change in exercise price**

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

(l) **Transferability**

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

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6. RISK FACTORS

6.1 Introduction

The New Options 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 6, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the New Options 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 6, 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 New Options. This Section 6 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 6 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.

6.2 Company specific

RISK CATEGORY	RISK
Potential for Dilution	No immediate dilution will occur as a result of the issue of the New Options under this Prospectus. However subsequent exercise of any or all of the New Options will result in dilution. Assuming all Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Offer, are likely to be diluted by an aggregate of approximately 20% (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 a New Option will be following the completion of the 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 $0.009 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.
Exploration and Operations	The mineral exploitation concessions comprising the Projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and

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RISK CATEGORY	RISK
	technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company. The success of the Company will also depend upon the Company being able to maintain title to the exploitation concessions comprising the Projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the concessions comprising the Projects.
Title Risk	The Company holds exploitation concessions that are not subject to a renewal process other than the payment of an annual fee. Consequently, the Company could lose title to or its interest in concessions due to administrative error or if insufficient funds are available to meet statutory payments. There are no annual expenditure commitments on the exploitation concessions in Chile. The exploitation concessions are not subject to a specific term and therefore do not carry an expiration date. Government approvals and permits are currently, and may in the future be, required in connection with the Company's operations. To the extent such approvals are required, and not obtained, the Company may be curtailed or prohibited from proceeding with planned exploration or development of its projects.
Project Agreements	The interests in the Company's Projects are contingent upon the Company meeting certain payment obligations and expenditure commitments under the relevant Earn-in Agreements. Until such time as the relevant payments and expenditures are made or incurred, as applicable, the concessions comprising the Las Petacas Project remain under the control of the controlling shareholder of the relevant legal mining company that owns them. Further, the participation rights of the respective shareholders in each legal mining company which holds the relevant concessions for each Project will not be diluted until such time as full payment and expenditure for each stage of the relevant Project have been satisfied. There is a risk therefore that whilst the majority of costs or expenditure in relation to a particular stage of a Project may have been expended, the associated interest in the legal mining company, and therefore the concessions held by it, will not be formally recognised until such time as the full amount is expended. If the full amount is not expended for any reason, for example if the Company does not have the appropriate funds in place or is unable to raise any required funds within the option period, there is a risk that, in the absence of any agreement to the contrary between the relevant parties, any expenditure undertaken on that stage to date may not be recognised.

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RISK CATEGORY	RISK
Joint Venture Risk	The Company's holds interests in, and has the right to earn interests in, respect to the in its Las Petacas, Lana Corina Project and Fortuna Project pursuant to joint venture arrangements. The Company is subject to the risk that changes in the status of any of the Company's joint ventures may adversely affect the operations and performance of the Company. There is also a risk of financial failure or default under the joint venture arrangements by a participant in any joint venture to which the Company is, or may become, a party. Any withdrawal by a joint venture party or any issues with their ability to perform the obligations due under the joint venture arrangements could have a material adverse impact on the financial position of the Company. There is also the risk of disputes arising with the Company's joint venture partners, the resolution of which could lead to delays in the Company's proposed development activities or financial loss.
Additional Requirements for Capital	The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.
Going Concern	The Company's annual financial report ended 31 December 2025 (**Financial Report**) includes a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern. Notwithstanding the 'going concern' note included in the Financial Report, the Directors believe that upon the successful completion of the Offer, the Company will have sufficient funds to adequately meet the Company's current exploration commitments and short term working capital requirements. In the event that the Offer is not completed successfully there is significant uncertainty as to whether the Company can continue as a going concern which is likely to have a material adverse effect on the Company's activities.
Climate Risk	There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include: (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its

RISK CATEGORY	RISK
	profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and (b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.
Main Operations in Chile	While Chile is considered to be one of South America's most politically stable and prosperous nations, it may nevertheless be subject to social and economic uncertainty. Civil and political unrest and outbreaks of hostilities in Chile could affect the Company's access to its projects and subsequent exploration and development. While Chile has enacted a new mining royalty regime, future legislative or regulatory changes, together with delays in obtaining permits or approvals, may increase costs, delay project development or otherwise adversely affect the Company's operations.
Earthquake	Chile, including the area in which the Projects are situated, is seismically active and prone to frequent earthquakes and occasional tsunamis. Any such event may result in operational delays to the Company's operations.

6.3 Industry specific

RISK CATEGORY	RISK
Exploration Costs	The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability.
Resource and Reserves and Exploration Targets	The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted. Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

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RISK CATEGORY	RISK
Grant of Future Authorisations to Explore and Mine	The Company's exploration and/or mining activities are subject to, among other things, obtaining various approvals, licence and permits before it will be able to explore and/or mine. The Company is undertaking necessary actions to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected. Specifically, as noted in Section 7.2, the Company is undertaking a dual process to access the Lana Corina Project.
Mine Development	Possible future development of mining operations at the Projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company commences production on one of the 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 the Projects. The risks associated with the development of a mine will be considered in full should the Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.
Environmental	The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can

RISK CATEGORY	RISK
	result in the delay to anticipated exploration programmes or mining activities.
Regulatory Compliance	The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities. While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects. Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the concessions.

6.4 General risks

RISK CATEGORY	RISK
Reliance on Key Personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment. The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.
Economic	General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

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RISK CATEGORY	RISK
Competition Risk	The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.
Market Conditions	Share market conditions may affect the value of the Company's Shares regardless of the Company's operating performance. Share market conditions are affected by many factors including, but not limited to: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) commodity prices; (e) changes in investor sentiment toward particular market sectors; (f) the demand for, and supply of, capital; and (g) terrorism or other hostilities. The market price of Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of exploration companies experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the shares regardless of the Company's performance.
Commodity Price Volatility and Exchange Rate Risks	If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for base and precious metals, technological advancements, forward selling activities and other macro-economic factors. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.
Government Policy Changes	Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Chile may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

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RISK CATEGORY	RISK
Insurance	The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.
Force Majeure	The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.
Taxation	The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally. To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.
Global Conflicts	The current evolving conflict between Ukraine and Russia, Israel and Palestine, and Israel, the United States and Iran (**Global Conflicts**) are impacting global economic markets. The nature and extent of the effect of the Global Conflicts on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Global 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 and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Global 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 Conflicts on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.
Litigation Risks	The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, reputation, financial performance and financial

RISK CATEGORY	RISK
	position. The Company and its subsidiaries are not currently engaged in any litigation.

6.5 Speculative investment

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

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

The New Options offered under this Prospectus carry no guarantee in respect of value, profitability, dividends, return of capital or the price at which the Shares may trade on the ASX.

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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7. ADDITIONAL INFORMATION

7.1 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.

7.2 Lana Corina Project Access

The Company is currently engaged in a dual track process for access to the Lana Corina Project. Track 1 involves negotiation with the local community regarding compensation for ground disturbance this is ongoing. Track 2 is via local and provincial court where a local judge has provided a ruling on the value of compensation the Company is required to pay for ground disturbance, this process is expected to be completed shortly. The Company will notify the market once an update on this dual track process is available.

7.3 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
8 July 2026	Cancel - Proposed issue of securities - CPO
8 July 2026	Entitlement Issue of Options Prospectus
8 July 2026	Proposed issue of securities - CPO
8 July 2026	Entitlement Issue of Options
6 July 2026	Drilling Underway at El Quillay South
22 June 2026	Drilling Set to Commence at El Quillay South

DATE	DESCRIPTION OF ANNOUNCEMENT
15 June 2026	Fortuna Rock Chip Sampling Return Significant Copper & Gold
1 June 2026	Notification of cessation of securities - CPO
1 June 2026	Appointment of Chief Financial Officer
12 May 2026	Completion of Unmarketable Parcel Sale
7 May 2026	Results of Meeting
29 April 2026	Quarterly Cashflow Report
29 April 2026	Quarterly Activities Report
2 April 2026	Notice of Annual General Meeting/Proxy Form
30 March 2026	Notification of cessation of securities - CPO
27 March 2026	Appendix 4G
27 March 2026	Corporate Governance Statement

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

The announcements are also available through the Company's website: https://culpeominerals.com.au/.

7.4 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	$0.014	23 April 2026
Lowest	$0.009	7 July 2026
Last	$0.009	7 July 2026

The New Options will not be quoted on ASX. There is no current market or trading history for the New Options. It is not possible to predict what the value of Options or Shares will be following the Offer, and the Directors do not make any representations as to such matters.

7.5 Lead Manager Mandate

The Company has signed a mandate letter to engage Euroz Hartleys to act as lead manager of the Offer (**Lead Manager Mandate**), the material terms and conditions of which are summarised below:

Fees	Under the Lead Manager Mandate, the Company has agreed to: (a) pay Euroz Hartleys a lead manager fee of 6% (plus GST) of the total amount raised under the Offer for its services; and (b) pay or reimburse all reasonable disbursements and out of pocket expenses (including travel, accommodation, printing, legal or other professional fees and communication expenses) relating to the engagement, subject to the Company's prior approval for any single expense greater than $1,000.

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Termination	The Lead Manager Mandate commenced on 29 June 2026 and continues on the earlier of settlement of the Offer or the date that is 6 months from the date of the Lead Manager Mandate. Euroz Hartleys may also terminate the Lead Manager Mandate if a third party has not settled the DVP within 7 days after the settlement date.

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

7.6 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 Offer; or

(c) the Offer,

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

(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 Offer.

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 out in Section 2.4.

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 respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed $500,000 per annum.

A Director may be paid fees or other amounts (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 for the financial year ended 31 December 2025 and the proposed remuneration for financial year ending 31 December 2026.

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DIRECTOR	REMUNERATION FOR THE YEAR ENDED 31 DECEMBER 2025	PROPOSED REMUNERATION FOR THE YEAR ENDING 31 DECEMBER 2026
Geoffrey McNamara[1,2]	$276,000	$225,000
Zeffron Reeves[3,4]	$184,443	$45,000
Paul Schmiede[4]	$45,000	$45,000

Notes:

1. Comprising Directors' fees/salary of $45,000 and consulting fees of $231,000.
2. Comprising Directors' fees/salary of $45,000 and consulting fees of $180,000.
3. Comprising Directors' fees/salary of $45,000 and consulting fees of $139,443.
4. Comprising Directors' fees/salary of $45,000.

7.7 Interests of experts and advisers

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

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

(b) promoter of the Company; or

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

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

(d) the formation or promotion of the Company;

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

(i) its formation or promotion; or

(ii) the Offer; or

(f) the Offer,

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

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

(h) the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin $15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling $52,050.05 (excluding GST and disbursements) for legal services provided to the Company.

Euroz Hartleys Limited has acted as lead manager to the Offer. The Company has agreed to pay Euroz Hartleys Limited the fees set out in Section 7.5 for lead manager services provided to the Company. During the 24 months preceding lodgement of this Prospectus with the ASIC, Euroz Hartleys Limited has been paid fees totalling $216,182 (excluding GST and disbursements) for services provided to the Company.

7.8 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

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for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

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

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

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

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

Euroz Hartleys Limited has given its written consent to being named as the lead manager to the Offer in this Prospectus. Euroz Hartleys Limited has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

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 4.4. RSM Australia Partners has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

7.9 Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately $63,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

	$
ASIC fees	$4,032
ASX fees	Nil
Broker fees	$35,703
Legal fees[1]	$17,000
Miscellaneous (inclusive of printing and distribution)	$6,265
Total	**$63,000**

Notes:

1. Inclusive of Australian and New Zealand legal advisor fees.

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8. 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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9. GLOSSARY

$ means the lawful currency of the Commonwealth of Australia.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form 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.

AWST means Australian Western Standard Time as observed in Perth, Chile.

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 2 (unless extended).

Company means Culpeo Minerals Limited (ACN 627 735 531).

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 Offer.

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

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

Euroz Hartleys means Euroz Hartleys Limited (ACN 104 195 057).

Lead Manager Mandate means the mandate between Euroz Hartleys and the Company, as summarised in Section 7.5.

New Options means the unlisted Options on issue exercisable at $0.0175 on or before 11 July 2028, on the terms set out in Section 5.2.

Offer means the non-renounceable entitlement issue of New Options the subject of this Prospectus.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Original Prospectus means the prospectus dated 8 July 2026 relating to the Offer.

Performance Rights means a security exercisable into Shares subject to satisfaction of certain milestone conditions.

Prospectus means this replacement prospectus which replaces the Original Prospectus.

Record Date means the date specified in the timetable set out at Section 2.

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Section means a section of this Prospectus.

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

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

Shareholder means a holder of a Share.

Share Right means a right to call a Share subject to the terms of the Company's employee incentive securities plan.

Shortfall means the New Options not applied for under the 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 Options on the terms and conditions set out in Section 3.7.

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

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