

## **CARNABY SUCCESSFULLY COMPLETES A\$20 MILLION PLACEMENT**

Carnaby Resources Limited ("**Carnaby**" or the "**Company**") (ASX: CNB) is pleased to announce it has received firm commitments for a A\$20 million non-underwritten placement of approximately 16.4 million new fully paid ordinary shares ("**New Shares**") from institutional and sophisticated investors at an offer price of A\$1.22 per New Share ("**Placement**").

### **Highlights**

- **The Placement received very strong support from existing shareholders as well as introducing a number of new institutional and sophisticated investors to the register.**
- **Proceeds from the Placement will primarily be used to accelerate exploration initiatives across Carnaby's portfolio, with a focus on further exploration and drilling to support and grow a maiden Mineral Resource Estimate for the Greater Duchess Copper-Gold Project in Q3 2023 where more than 40,000m of drilling and extensive geophysical surveys are planned.**
- **Carnaby recently intersected 36m @ 4.2% copper at the Greater Duchess Copper Gold Project in Mount Isa, Queensland (see the ASX release dated 30 March 2023).**
- **Timeline for the maiden Mineral Resource Estimate extended to incorporate recent drill results, with the step-out holes rapidly expanding and extending the depth of mineralisation.**

Carnaby's Managing Director, Rob Watkins commented on the Placement:

*"We are very pleased to have received such strong demand for the Placement and to welcome a number of new high quality institutional and sophisticated investors onto our share register. The investment from new and existing institutional shareholders is a further validation of the potential of the Mount Hope discovery, as well as the wider Greater Duchess Copper Gold Project. The proceeds from this Placement puts us in a very strong position, with A\$31.8 million of pro-forma cash<sup>1</sup> to accelerate exploration across the Greater Duchess Copper Gold Project, with a focus on further drilling to support and grow a maiden Mineral Resource Estimate in Q3 2023".*

<sup>1</sup> Based on cash of A\$11.8 million as at 31 March 2023 and A\$20m gross proceeds from the Placement.

### Board and Management

Peter Bowler, Non-Exec Chairman

Rob Watkins, Managing Director

Greg Barrett, Non-Exec Director & Company Secretary

Paul Payne, Non-Exec Director

### Company Highlights

- Proven and highly credentialed management team.
- Tight capital structure and strong cash position.
- Mount Hope, Nil Desperandum and Lady Fanny Iron Oxide Copper Gold discoveries within the Greater Duchess Copper Gold Project, Mt Isa inlier, Queensland.
- Greater Duchess Copper Gold Project, numerous camp scale IOCG deposits over 1,022 km<sup>2</sup> of tenure.
- Projects near to De Grey's Hemi gold discovery on 442 km<sup>2</sup> of highly prospective tenure.
- 100% ownership of the Tick Hill Gold Project (granted ML's) in Qld, historically one of Australia highest grade and most profitable gold mines producing 511 koz at 22 g/t gold.

### Registered Office

78 Churchill Avenue Subiaco Western Australia 6008

T: +61 8 6500 3236

[www.carnabyresources.com.au](http://www.carnabyresources.com.au)

Euroz Hartleys Limited ("**Euroz Hartleys**"), Macquarie Capital (Australia) Limited ("**Macquarie**") and Petra Capital Pty Ltd ("**Petra**") were the Joint Lead Managers and Bookrunners to the Placement.

The Company will issue a total of 16,393,443 New Shares under the Placement at A\$1.22 per New Share in a single tranche. The New Shares will be issued under the Company's current placement capacity under ASX Listing Rule 7.1 and 7.1A as follows:

- ASX Listing Rule 7.1 (1,847,354 Shares); and
- ASX Listing Rule 7.1A (14,546,089 Shares).

The New Shares are expected to be allotted on Wednesday, 3 May 2023 and will rank equally with the Company's existing fully paid ordinary shares.

Additional information regarding the Placement can be found in the appended presentation.

Further information on the Company can be found on the Company's website:

[www.carnabyresources.com.au](http://www.carnabyresources.com.au)

**For further information please contact:**

**Robert Watkins, Managing Director**

**+61 8 6500 3236**

#### **Competent Person Statement**

The information in this document that relates to exploration results is based upon information compiled by Mr Robert Watkins. Mr Watkins is a Director of the Company and a Member of the AUSIMM. Mr Watkins consents to the inclusion in the report of the matters based upon the information in the form and context in which it appears. Mr Watkins has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which is undertaken to qualify as a Competent Person as defined in the December 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves" (JORC Code).

#### **Disclaimer**

References may have been made in this announcement to certain ASX announcements, including references regarding exploration results, Mineral Resources and Ore Reserves. For full details, refer to said announcement on said date. The Company is not aware of any new information or data that materially affects this information. Other than as specified in this announcement and the mentioned announcements, the Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and, in the case of estimates of Mineral Resources, Exploration Target(s) or Ore Reserves that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

**Previously released ASX Material References that relates to announcement include:**

Stunning Results At Mount Hope Central - 36m @ 4.2% Cu, 30 March 2023





# Successful Completion of A\$20 million Institutional Placement

April 2023



# Statements and disclaimers



This presentation ("Presentation") has been prepared by Carnaby Resources Limited (the "Company") and is of a summary form only and therefore contains general background information which may not be complete. This Presentation has been prepared in relation to a proposed institutional placement ("Placement") of fully paid ordinary shares in the Company ("New Shares"). This Presentation should be read in conjunction with, and full review made of, the Company's disclosures and releases lodged with the Australian Securities Exchange ("ASX") and available at [www.asx.com.au](http://www.asx.com.au). This Presentation has been authorised for release by the board of the Company ("Board").

## **Not an offer**

This Presentation is for informational purposes only. This Presentation does not constitute or contain an offer, invitation, solicitation or recommendation with respect to the purchase or sale of any security in the Company. This Presentation does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in any jurisdiction (in particular, the United States), or a securities recommendation. This Presentation is not a prospectus, product disclosure statement or other offering document under Australian law or any other law, and will not be lodged with the Australian Securities and Investments Commission.

This Presentation may not be released to US wire services or distributed in the United States. This Presentation does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or any other jurisdiction in which such an offer would be unlawful. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933, ("U.S. Securities Act") or the securities laws of any State or other jurisdiction of the United States. The New Shares may not be offered or sold in the United States except in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws.

The distribution of this Presentation (including an electronic copy) outside Australia may be restricted by law. If you come into possession of this Presentation, you should observe such restrictions. Any non-compliance with these restrictions may contravene applicable securities laws. Refer to the 'International offer jurisdictions' section of this Presentation for more information. By accepting this Presentation, you represent and warrant that you are entitled to receive such document in accordance with the restrictions and agree to be bound by the limitations contained herein.

## **Not financial product advice**

No attempt has been made to independently verify the information contained in this Presentation. This document is not, and should not be construed as, a recommendation by the Company or the JLMs or their respective affiliates, related bodies corporate (as that term is defined in the Corporations Act 2001 (Cth)), or any of their respective officers, employees, directors, partners, representatives, agents, consultants or advisers or any other party referred to in this Presentation to you to participate in the Placement. This Presentation, and the information provided in it, is of a general nature and does not constitute, and is not intended to constitute, financial product or investment advice, financial, legal, tax accounting or other advice, or a recommendation to acquire New Shares (or any other securities of the Company) and does not and will not form any part of any contract for the acquisition of New Shares. It has been prepared without taking into account the objectives, financial or tax situation or particular needs of any individual.

Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek professional advice from their legal, financial, taxation or other independent adviser (having regard to the requirements of all relevant jurisdictions). The Company is not licensed to provide financial product advice in respect of an investment in shares. Cooling off rights do not apply to the acquisition of New Shares.

## **Investment risk**

As noted below, an investment in shares in the Company (including New Shares) is subject to investment and other known and unknown risks, some of which are beyond the control of the Company. The Company does not guarantee any particular rate of return or the performance of the Company, nor does it guarantee the repayment of capital from the Company or any particular tax treatment. Prospective investors should have regard to the risks outlined in this Presentation, including the "Key Risks" section of this Presentation, when making their investment decision and should make their own enquires and investigations regarding all information in this Presentation, including but not limited to the assumptions, uncertainties and contingencies which may affect future operations of the Company and the impact that different future outcomes may have on the Company. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of shares in the Company (including New Shares) in the future. There is no guarantee that the New Shares will make a return on the capital invested, that dividends will be paid on the New Shares or that there will be an increase in the value of the New Shares in the future. Accordingly, an investment in the Company should be considered highly speculative and potential investors should consult their professional advisers before deciding whether to subscribe for New Shares.

## **Mineral resources and ore reserves**

It is a requirement of the ASX Listing Rules that the reporting of ore reserves and mineral resources in Australia comply with the Joint Ore Reserves Committee's Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ("JORC Code"). Investors outside Australia should note that while ore reserve and mineral resource estimates of the Company in this Presentation comply with the JORC Code (such JORC Code-compliant ore reserves and mineral resources being "Ore Reserves" and "Mineral Resources" respectively), they may not comply with the relevant guidelines in other countries, and in particular, do not comply with (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators (the "Canadian NI 43-101 Standards"); or (ii) Item 1300 of Regulation S-K, which governs disclosures of mineral reserves in registration statements filed with the SEC. Information contained in this document describing mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements of Canadian or US securities laws.

# Statements and disclaimers



## Competent Persons Statement

The information in this document that relates to the Tick Hill Deposit and Tick Hill ROM Stockpile Mineral Resources is based upon information compiled by Mr Paul Tan. Mr Tan is a full time employee and security holder of the Company and a Member of the Australasian Institute of Mining and Metallurgy ("AUSIMM"). Mr Tan consents to the inclusion in this Presentation of the matters based upon his information in the form and context in which it appears. Mr Tan has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the December 2012 edition of the JORC Code.

The information in this document that relates to the Tick Hill Tailings Dam Mineral Resources is based upon information compiled by Mr Robert Watkins. Mr Watkins is a Director and security holder of the Company and a Member of the AUSIMM. Mr Watkins consents to the inclusion in this Presentation of the matters based upon his information in the form and context in which it appears. Mr Watkins has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the December 2012 edition of the JORC Code.

## Forward Looking Statements

Some statements in this document regarding estimates or future events are forward looking statements. They include indications of, and guidance on, future earnings, cash flow, costs and financial performance. Forward looking statements include, but are not limited to, statements preceded by words such as "predicts", "goals", "targets", "aims", "outlook", "guidance", "forecasts", "will", "would", "should", "planned", "expected", "projected", "estimated", "may", "scheduled", "intends", "anticipates", "believes", "potential", "could", "nominal", and in each case, their negative or other variations or similar expressions. Forward looking statements, opinions and estimates included in this document are based on assumptions and contingencies which are subject to change without notice, as are statements about market and industry trends, which are based on interpretations of current market conditions. Forward looking statements are provided as a general guide only and should not be relied on as a guarantee of future performance. By their nature, forward looking statements involve known and unknown risks. Forward looking statements may be affected by a range of variables, that may be beyond the Company's ability to control, that could cause actual results to differ from estimated results, and may cause the Company's actual performance and financial results in future periods to materially differ from any projections of future performance or results expressed or implied by such forward looking statements.

These risks and uncertainties include but are not limited to liabilities inherent in mine development and production, geological, mining and processing technical problems, the inability to obtain any additional mine licenses, permits and other regulatory approvals required in connection with mining and third party processing operations, competition for among other things, capital, acquisition of reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, changes in commodity prices and exchange rate, currency and interest fluctuations, various events which could disrupt operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions, the demand for and availability of transportation services, the ability to secure adequate financing and management's ability to anticipate and manage the foregoing factors and risks. There can be no assurance that forward looking statements will prove to be correct or that any forecast result will be achieved. Forward looking statements speak only as at the date of this document. The Board 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 Presentation, except where required by law or the ASX listing rules.

The Company has concluded it has a reasonable basis for providing the forward looking statements included in this document, including with respect to any production targets and financial estimates, based on the information contained in this document. This document does not constitute investment advice and has been prepared without considering the recipients investment objectives, financial circumstances or particular needs and the opinions and recommendations in this document are not intended to represent recommendations of particular investments to particular persons. Recipients should seek professional advice when deciding if an investment is appropriate. All securities transactions involve risks, which include (among others) the risk of adverse or unanticipated market, financial or political developments. To the fullest extent of the law, the Company, its officers, employees, agents and advisors do not make any representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of any information, statements, opinion, estimates, forecasts or other representations contained in this document. No responsibility for any errors or omissions from the document arising out of negligence or otherwise is accepted.

## Disclaimer

References may have been made in this document to certain ASX announcements, including references regarding exploration results and mineral resources. For full details, refer to said announcement on said date. The Company is not aware of any new information or data that materially affects this information other than as specified in this document and the mentioned announcements, the Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and, in the case of estimates of Mineral Resources, Exploration Target(s) or Ore Reserves that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.



# Statements and disclaimers



Whilst care has been exercised in preparing and presenting this Presentation, to the maximum extent permitted by law, the Company and its and its directors, employees, consultants and representatives:

- Make no representation, warranty or undertaking, express or implied, as to the adequacy, accuracy, completeness or reasonableness of this Presentation;
- Accept no responsibility or liability as to the adequacy, accuracy, completeness or reasonableness of this Presentation; and
- Accept no responsibility or liability, including liability to any person by reason of negligence of, or contained in or derived from, or for any omissions from this document, except liability under statute that cannot be excluded.

Macquarie Capital (Australia) Limited, Petra Capital Pty Limited and Euroz Hartleys Limited (together the "JLMs") have acted as joint lead managers of the Placement. None of the JLMs, or any of their respective advisors or any of their respective affiliates, related bodies corporate, shareholders, directors, officers, partners, employees, advisors, representatives and agents ("Limited Parties") have authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this Presentation and, for the avoidance of doubt, except to the extent referred to in this Presentation, none of them makes or purports to make any statement in this Presentation and there is no statement in this Presentation which is based on any statement by them.

To the maximum extent permitted by law, each of the JLMs and their respective Limited Parties expressly exclude and disclaim:

- All responsibility and liability, including, without limitation, for negligence or negligent misstatement for expenses, losses, damages or costs, whether direct, indirect, incidental, consequential, special or economic in nature (including, without limitation, any loss of profit or anticipated profit, fines or penalties, loss of business or anticipated savings, loss of use, business interruption or loss of goodwill, bargain or opportunities) incurred by you as a result of your participation, or failure to participate, in the Placement and the information in this Presentation being inaccurate or incomplete in any way for any reason, whether by way of negligence or otherwise;
- All liabilities in respect of, make no representations regarding, take no responsibility for, and have not independently verified, any part of this Presentation and make no representation or warranty, express or implied, as to the currency, accuracy, reliability, reasonableness, completeness or fairness of information, opinions or conclusions in any part of this Presentation;
- Any obligation or undertaking to update or revise any information in this Presentation; and
- Any fiduciary relationship between, or the assumption of any duty by, them and, or in favour, of you, your officers, employees, consultants, agents, security holders, creditors or any other person.

Each of the JLMs and their respective Limited Parties:

- Expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for any part of this Presentation (except for references to a JLM's name), and there is no statement in this Presentation which is based on any statement by any of these persons (except for references to a JLM's name), or the Placement; and
- Make no recommendations as to whether you or your related parties should participate in the Placement nor do they make any representations or warranties to you concerning the Placement, and you represent, warrant and agree that you have not relied on any statements by the JLMs and/or their respective Limited Parties in relation to the Placement and you further expressly disclaim that you are in a fiduciary relationship with them or the assumption of any duty by them to you.

You undertake that you will not seek to sue or hold any JLM or their respective Limited Parties liable in any respect in connection with this Presentation or the Placement (to the maximum extent permitted by law). By accepting this Presentation, you acknowledge and agree that you are responsible for making your own judgment with respect to the Placement, any other transaction and any other matter arising in connection with this Presentation.

The JLMs and their affiliates and related bodies corporate are full service financial institutions engaged in various activities, which may include (but are not limited to) underwriting, securities trading, financing, corporate advisory, financial advisory, investment management, investment research, principal investment, hedging, market making, market lending, brokerage and other financial and non financial activities and services including for which they have received or may receive customary fees and expenses. In the ordinary course of their various business activities, the JLMs and their affiliates or related bodies corporate may purchase, sell or hold a broad array of investments and actively trade securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments for their own account and for the accounts of their customers, and such investment and trading activities may involve or relate to assets, securities and/or instruments of the Company, and/or persons and entities with relationships with the Company. The JLMs and their affiliates and related bodies corporate may also communicate independent investment recommendations, market colour or trading ideas and/or publish or express independent research views in respect of such assets, securities or instruments and may at any time hold, or recommend to clients that they should acquire, long and/or short positions in such assets, securities and instruments. One or more entities within the JLMs' respective groups may provide other financial services to the Company or its affiliates and related bodies corporate. The JLMs are acting as lead managers and bookrunners to the Placement for which they have received or expect to receive fees and expenses. Determination of eligibility of investors for the purposes of all or any part of the Placement is determined by reference to a number of matters, including legal requirements and the discretion of the Company and the JLMs. To the maximum extent permitted by law, the Company, the JLMs and their respective Limited Parties expressly disclaim any duty or liability (including for negligence) in respect of the exercise of that discretion or otherwise.

Any participant in the Placement acknowledges that allocations under the Placement are at the sole discretion of the JLMs and the Company. To the maximum extent permitted by law, the JLMs and the Company disclaim any duty or liability (including for negligence) in respect of the exercise of that discretion. Furthermore, the Company reserves the right to vary the timetable for the Placement (with the consent of the JLMs) including by closing the Placement bookbuild early or extending the Placement bookbuild closing time (generally or for particular investors), without recourse to them or notice to any participant in the Placement. Moreover, communications that the Placement or Placement bookbuild is "covered" (i.e. aggregate demand indications exceed the amount of the New Shares ed) are not an assurance that the Placement will be fully distributed.

In connection with the Placement, one or more investors may elect to acquire an economic interest in the New Shares ("Economic Interest"), instead of subscribing for or acquiring the legal or beneficial interest in those securities. The JLMs (or their respective affiliates and related bodies corporate) may, for their own respective accounts, write derivative transactions with those investors relating to the New Shares to provide the Economic Interest, or otherwise acquire securities in the Company in connection with the writing of those derivative transactions in the Placement and/or the secondary market. As a result of those transactions, the JLMs (or their respective affiliates and related bodies corporate) may be allocated, subscribe for or acquire securities of the Company in the Placement and/or the secondary market, including to hedge those derivative transactions, as well as hold long or short positions in those securities. These transactions may, together with other securities in the Company acquired by the JLMs or their affiliates and related bodies corporate in connection with its ordinary course sales and trading, principal investing and other activities, result in the JLMs or their affiliates disclosing a substantial holding and earning fee.

The JLMs (and/or their respective affiliates and related bodies corporate) may also receive and retain other fees, profits and financial benefits in each of the above capacities and in connection with the above activities, including in their capacity as JLMs to the Placement.





## Section 1: Company overview



# COMPANY OVERVIEW

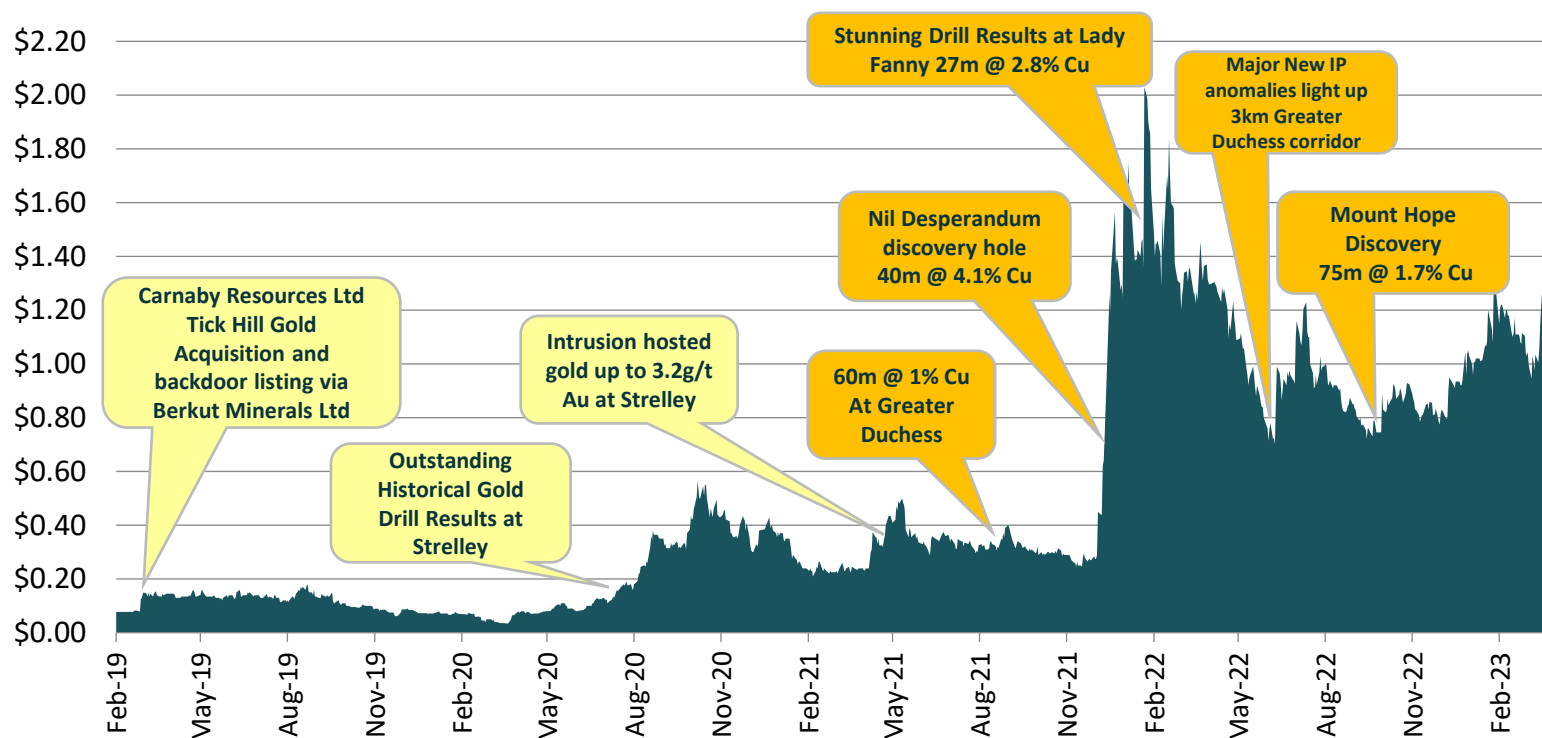


Capital Structure (pre-raising)	
ASX Code	CNB
Share Price <sup>1</sup>	\$1.47
Shares on Issue	145.5M
Unlisted Options	2.8M
Market Cap <sup>1</sup>	\$214M
Cash <sup>2</sup>	\$11.8M
Top 20 Shareholders <sup>3</sup>	35.8%
Board / Management Shareholding <sup>3</sup>	12.8%
OZ Minerals Ltd (now BHP) <sup>3</sup>	4.5%
Broker Coverage <sup>1</sup>	Euroz Hartleys Macquarie Petra Capital

Highly Credentialed Board	
Peter Bowler	Non-Executive Chairman
Rob Watkins	Managing Director
Greg Barrett	Non-Executive Director & Company Secretary
Paul Payne	Non-Executive Director

1. As at 20 April 2023.
2. As at 31 March 2023.
3. As at 4 April 2023.

Carnaby Resources Ltd Share Price Performance<sup>1</sup>





# COMPANY OVERVIEW

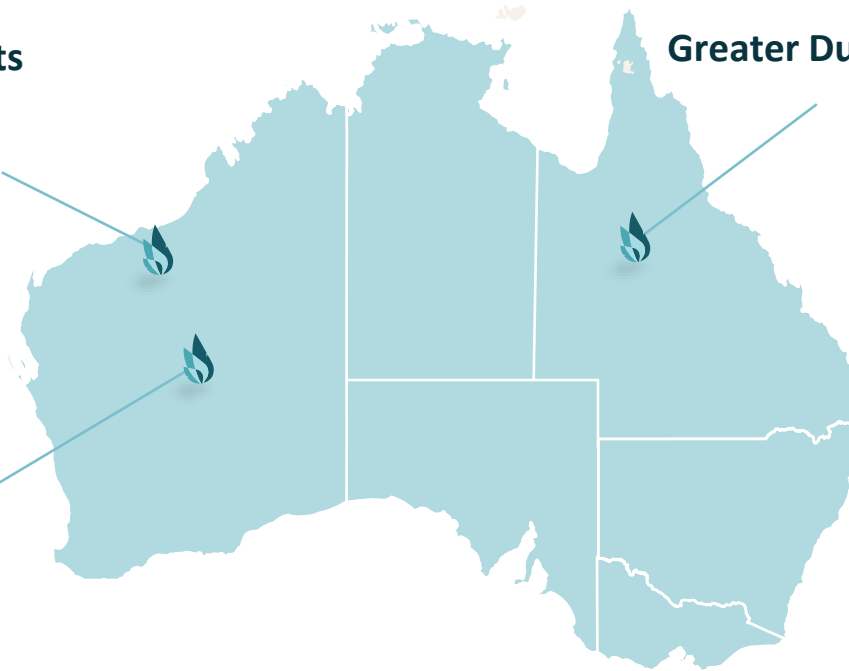
OPERATING EXCLUSIVELY IN AUSTRALIA WITH MAIN PROJECTS  
LOCATED IN ESTABLISHED MINING REGIONS



**Pilbara Gold and Lithium Projects**  
442km<sup>2</sup> tenements  
Location: Mallee Basin Pilbara  
**Greenfields**

**Greater Duchess Copper and Gold Projects**  
1,083km<sup>2</sup> tenements  
Location: Mt Isa Inlier  
**Brownfields**

**Malmac Project**  
621km<sup>2</sup> tenements  
Location: North Yilgarn Margin  
**Greenfields**







## Section 2: Equity raising



# Offer Summary

Carnaby resources has successfully completed a non-underwritten institutional placement to raise A\$20 million



Offer structure and size	<ul style="list-style-type: none"><li>• Carnaby Resources has successfully completed an offer to raise A\$20 million via a non-underwritten institutional placement of fully paid ordinary shares ("<b>Placement</b>" or "<b>Offer</b>")</li><li>• Approximately 16.4 million new shares ("<b>Shares</b>") to be issued under the Offer representing approximately 11.3% of existing ordinary shares on issue</li><li>• New shares issued under the Offer will rank equally with existing shares on issue</li></ul>
Offer price	<ul style="list-style-type: none"><li>• Offer price of A\$1.22 per share, represents a:<ul style="list-style-type: none"><li>– 17.0% discount to the last close price of A\$1.47 per share on Thursday, 20 April 2023</li><li>– 16.4% discount to the 10 day volume weighted average trading price of A\$1.46 per share on Thursday, 20 April 2023</li></ul></li></ul>
Joint Lead Managers & Bookrunners	<ul style="list-style-type: none"><li>• Euroz Hartleys Limited ("<b>Euroz Hartleys</b>"), Macquarie Capital (Australia) Limited ("<b>Macquarie</b>") and Petra Capital Pty Limited ("<b>Petra</b>") are acting as Joint Lead Managers and Bookrunners to the Offer</li></ul>

# Sources and Uses of Funds



Offer proceeds will be primarily used to progress exploration initiatives across Carnaby’s portfolio, with a focus on further exploration and drilling to support a maiden Mineral Resource Estimate for the Greater Duchess Copper-Gold Project in Q3 2023



Complete a major **exploration and resource drilling program at Greater Duchess**, with >40,000m of drilling planned. Program will support a maiden Mineral Resource Estimate during Q3 2023 which is anticipated to include all three major discoveries at Mount Hope, Nil Desperandum and Lady Fanny (timeline extended to incorporate recent drill results, with the step-out holes rapidly expanding and extending the depth of mineralisation)



Conduct IP geophysics and aeromagnetic surveying, **targeting additional discoveries along the Nil Desperandum to Mount Hope corridor**



Maintain commitments to the **Malmac, Malina Basin and Throssel Projects**, with Carnaby continuing to advance targets across the tenure with limited drilling

Sources of Funds	(A\$m)
Proceeds from Placement	20.0
Total Sources	20.0

Uses of Funds	(A\$m)
Greater Duchess Project	15.9
Other exploration projects	0.9
General fixed corporate and administration <sup>2</sup>	3.2
Total Uses	20.0

1. A\$20m gross proceeds from the Placement, excluding Placement costs; 2. Staff wages, tenement fees, general corporate costs and is inclusive of Placement costs.



# Timetable and Pro-Forma Capital Structure



## Indicative Timetable<sup>1</sup>

Event	Date
Trading halt announced and bookbuild opens	Friday, 21 April 2023
Announcement of outcome of the Placement and trading halt lifted	Monday, 24 April 2023
Settlement of New Securities issued under the Placement	Tuesday, 2 May 2023
Allotment and trading of New Securities issued under the Placement	Wednesday, 3 May 2023

## Pro-Forma Shares and Cash

	Shares (m)	Cash (A\$m)
Pre-equity raising	145.5	11.8 <sup>2</sup>
Placement	16.4	20 <sup>3</sup>
<b>Pro-forma (Placement)</b>	161.9	31.8 <sup>4</sup>

1. This timetable is subject to change without notice. All references are to Sydney, Australia time. The commencement of trading and quotation of New Securities is subject to confirmation by ASX; 2. As of 31 March 2023; 3. A\$20m gross proceeds from the Placement; 4. Pro forma cash balance shown before costs of the Offer.





Section 3: Corporate presentation

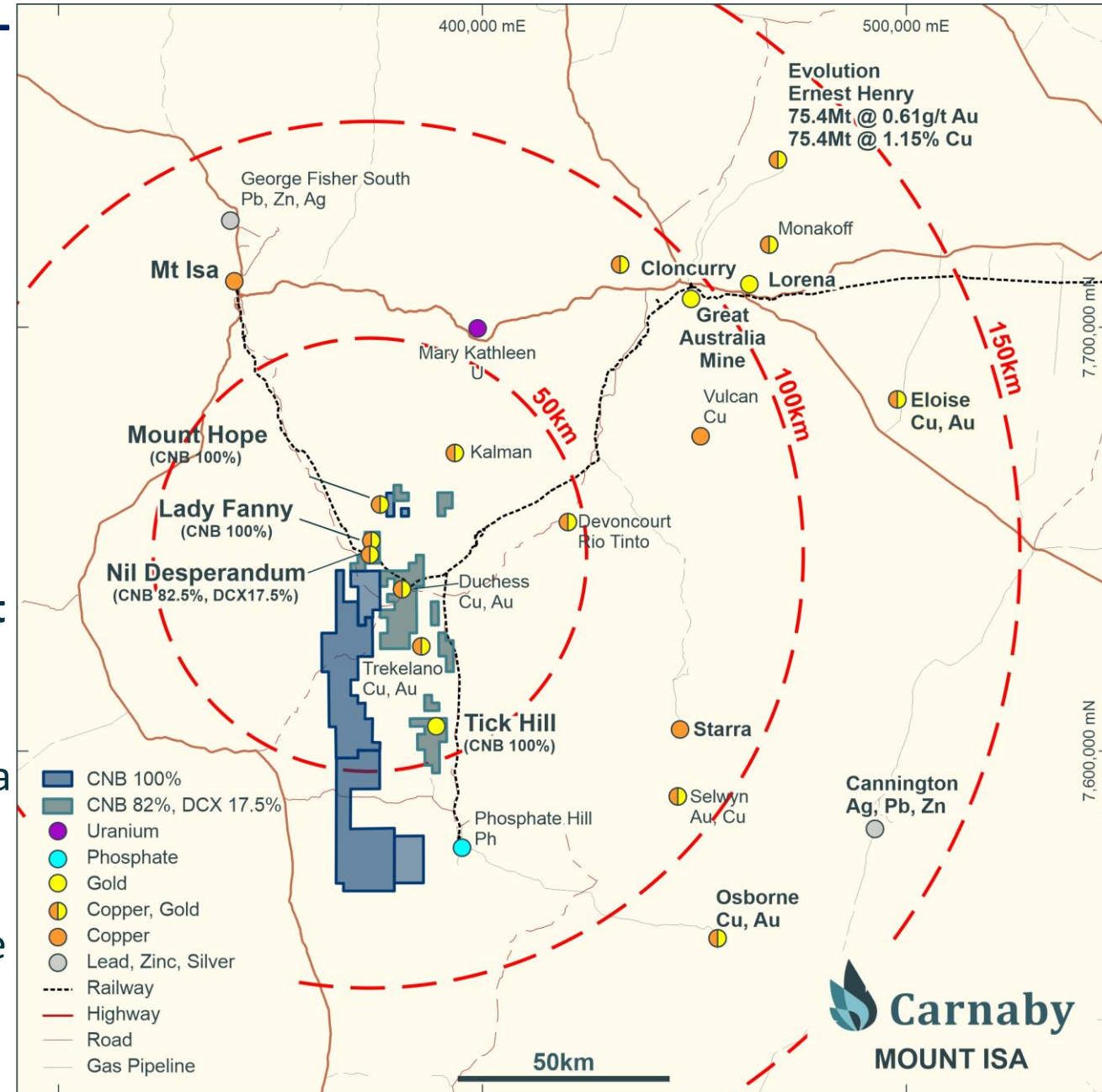


# GREATER DUCHESS COPPER GOLD PROJECT

## Carnaby Regional Land Holding of 1,083 km<sup>2</sup>

- Located in the Mt Isa inlier and surrounded by multiple mines and copper processing facilities including the Mt Isa smelter 70km to the NW.
- World class infrastructure and mining friendly jurisdiction.
- Stage is set for a big copper driven revival in Mt Isa which is one of the worlds greatest copper districts.
- **Greater Duchess Project greatly expanded in the last 12 months post discovery of Nil Desperandum**
  - 100% acquisition of the **Mount Hope** ML
  - 100% ownership of historical **Lady Fanny** ML area
  - 100% ownership of **776 km<sup>2</sup>** of new tenure along the interpreted Nil Desperandum IOCG corridor
  - 82.5% ownership of 307 km<sup>2</sup> of existing of tenure including Nil Desperandum (DCX 17.5%)
  - 100% ownership of Tick Hill Gold Mine ML

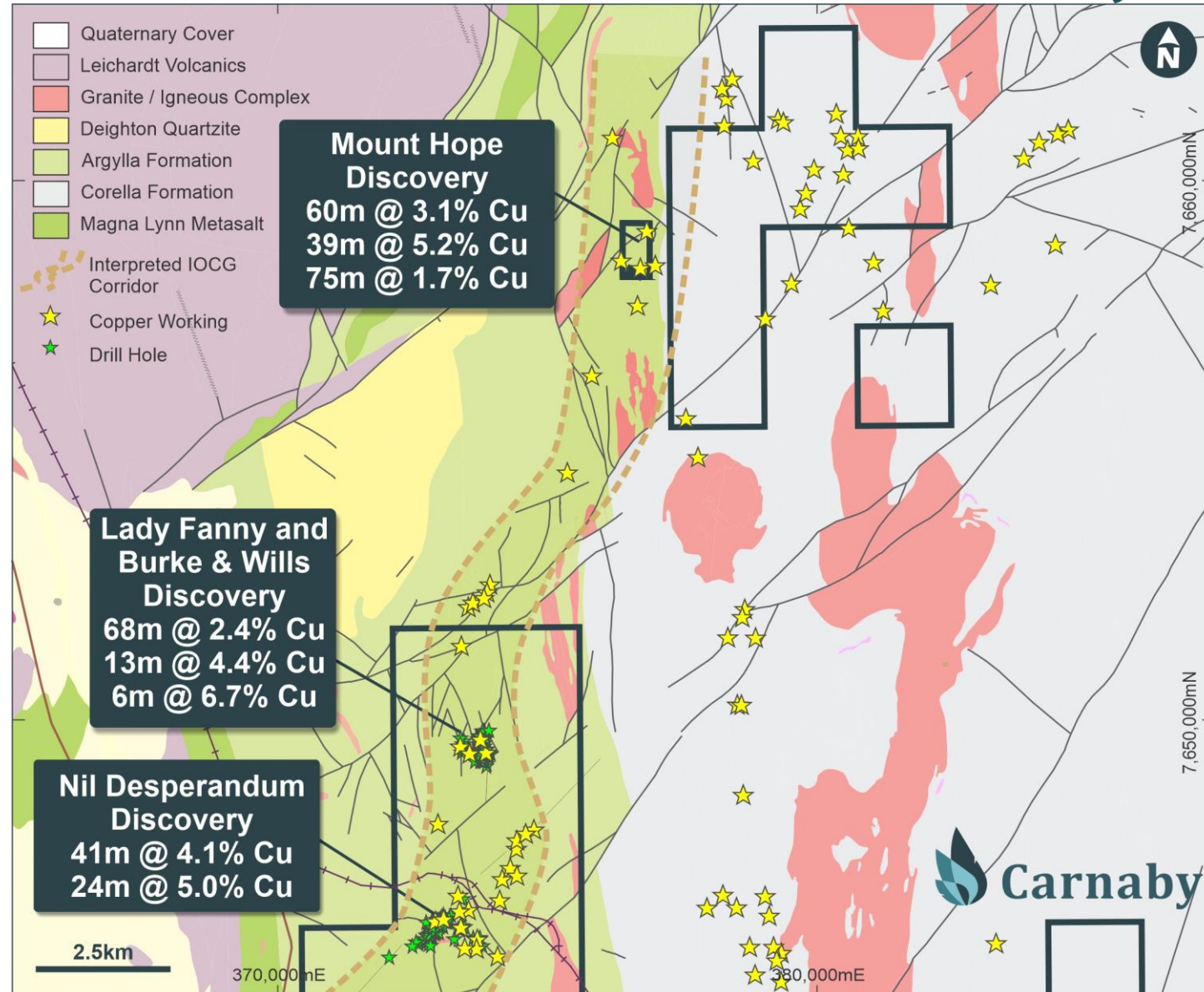
Resource in Diagram: See Evolution Mining Ltd's (ASX EVN) ASX release dated 17 November 2021.



# GREATER DUCHESS COPPER GOLD PROJECT

## Highly Prospective IOCG corridor

- **3 very significant copper gold discoveries within the last 15 months**
- **Nil Desperandum - 29 December 2021**  
Initial discovery targeted on IP chargeability anomaly
- **Lady Fanny - 13 January 2022** discovery 3km to the north of Nil Desperandum on forgotten historical mining lease. No record of any previous drilling.
- **Mount Hope - 7 September 2022** discovery 10km north of Lady Fanny on acquired granted mining lease where there was no recorded historical drilling.
- Strong pipeline of new targets being generated and drilled, **Shamrock, Lady Don, Duchess, Lady Fanny North and South, St Andrews.**



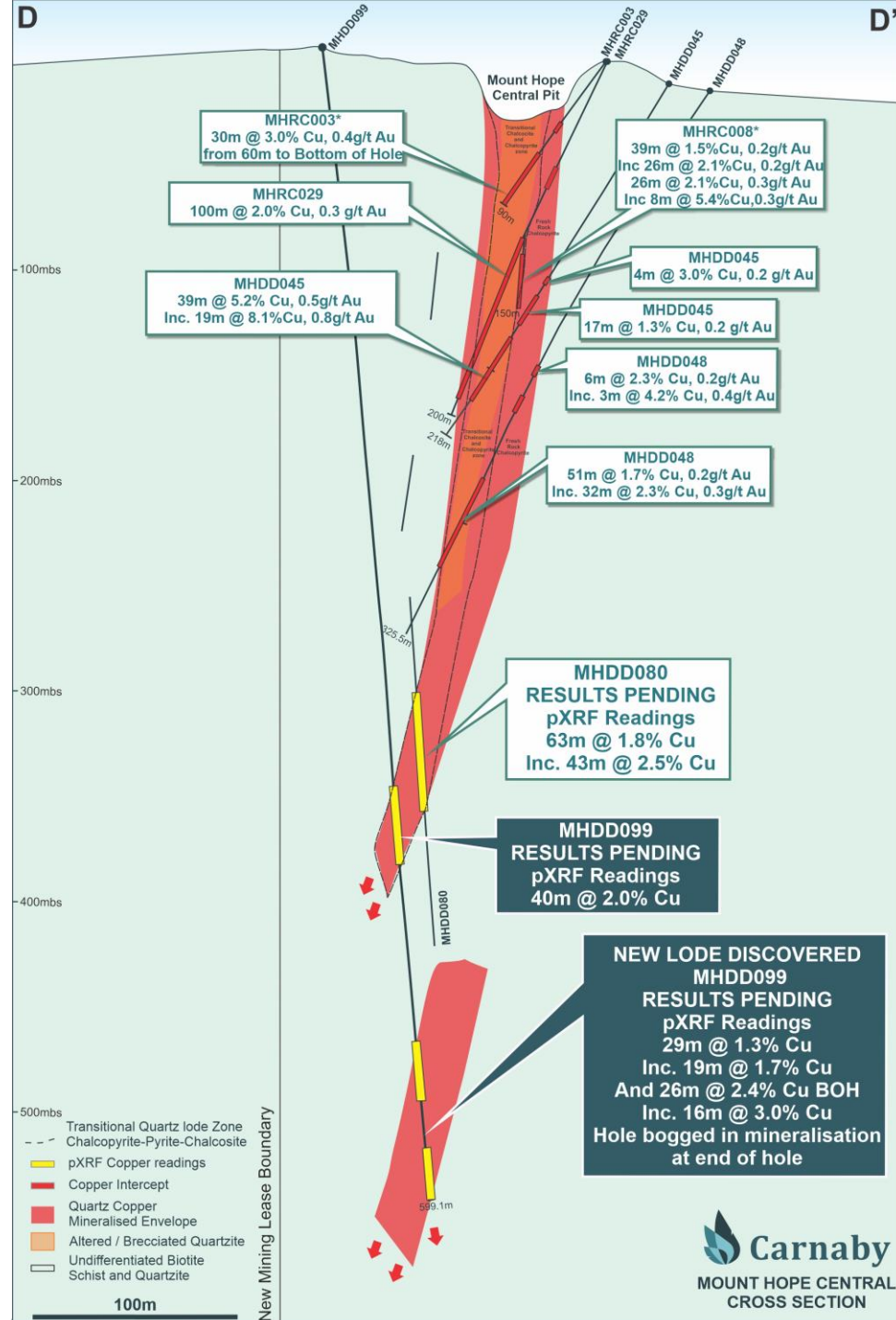
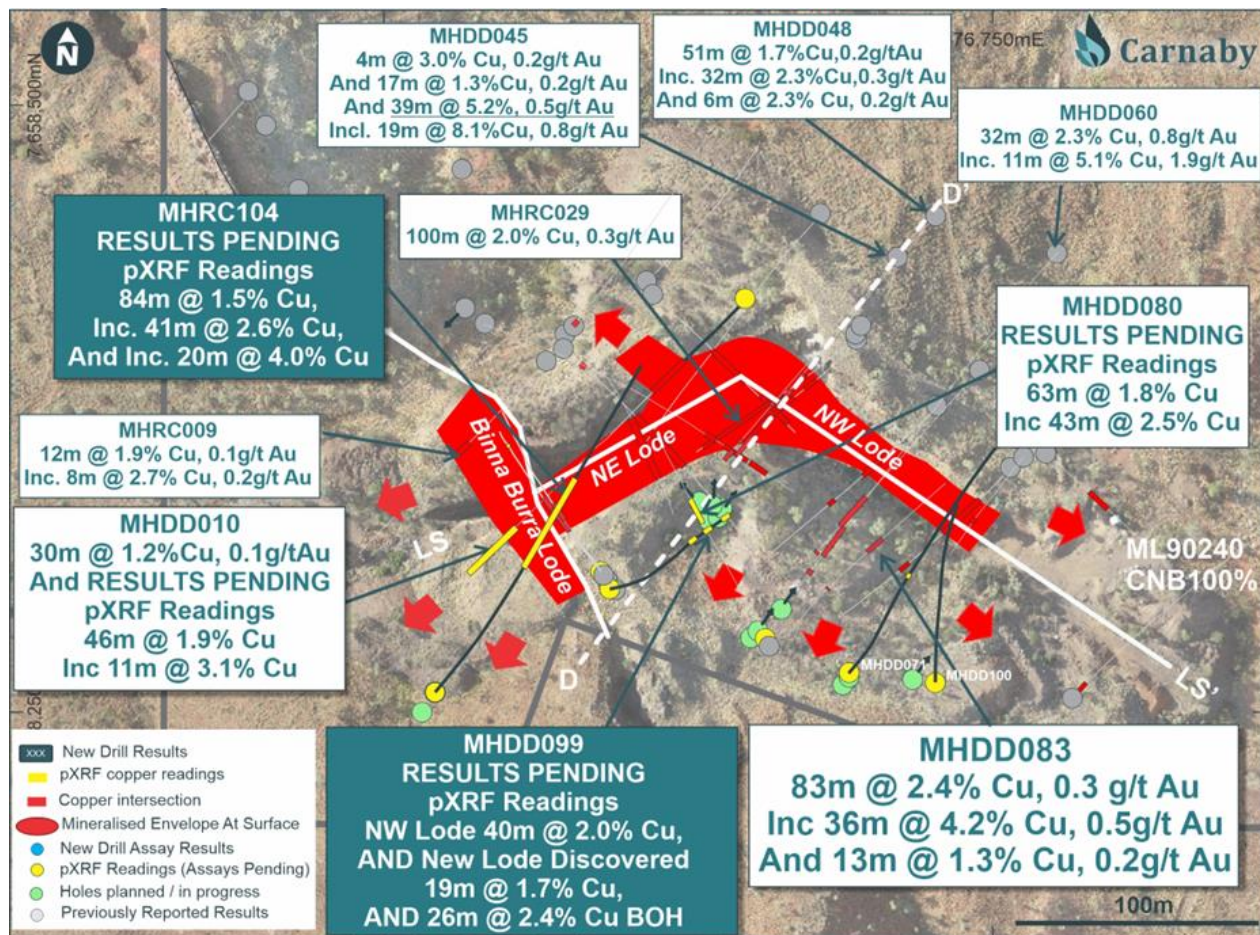


# MOUNT HOPE CENTRAL PROSPECT (CNB:100%)

Recent results have effectively doubled known mineralization down plunge<sup>1</sup>

- New Lodes discovered below NW Lode and Binna Burra:
- 83m (TW~28m) @ 2.4% Cu Inc 36m (TW~12m) @ 4.2% Cu
- pXRF 84m @ 1.5% Cu Incl 20m @ 4.0% Cu from 140m

1. See ASX release dated 30 March 2023 & 17 April 2023.



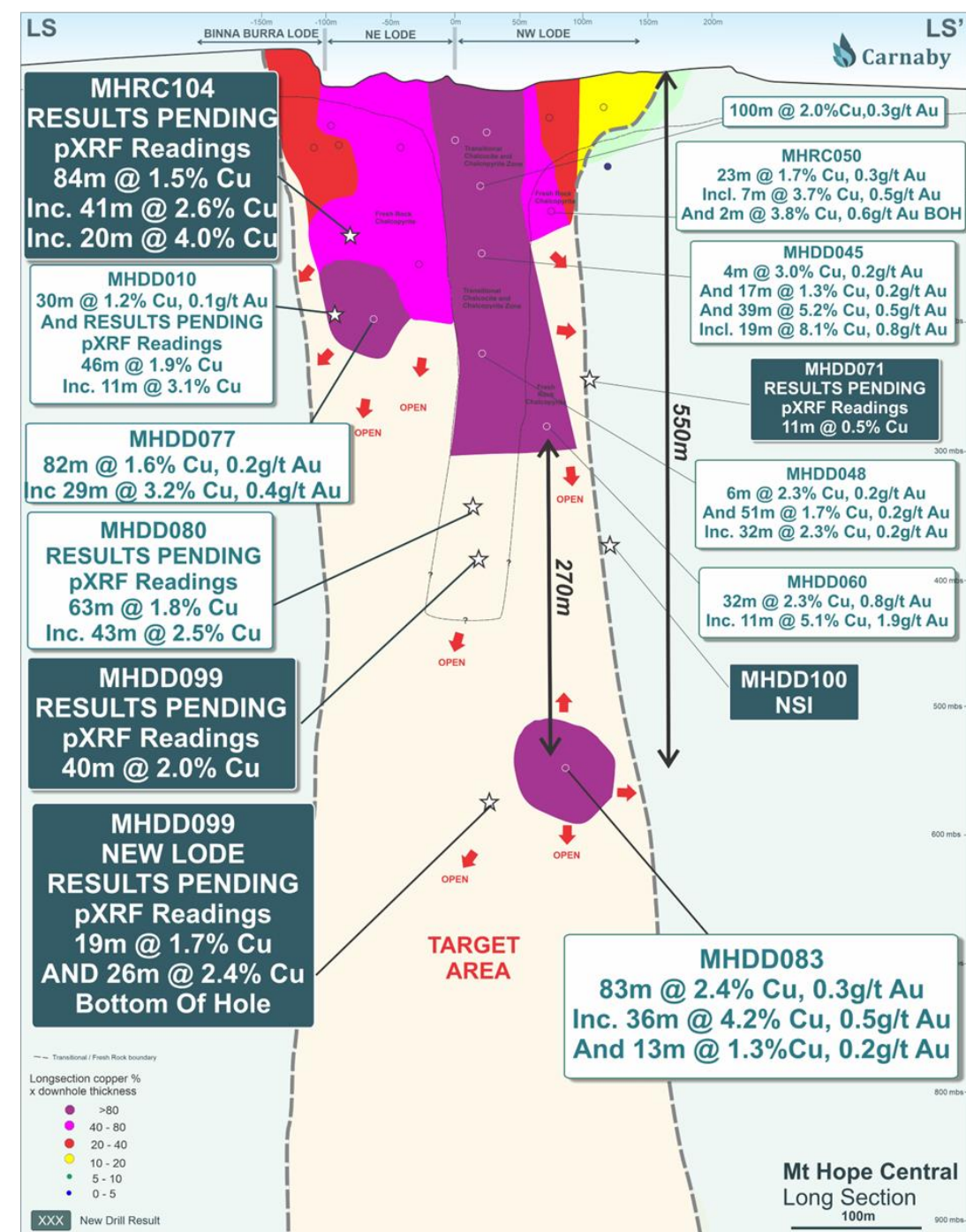


# MOUNT HOPE CENTRAL (CNB:100%)

## Exceptional wide and high-grade drill results<sup>1</sup>

- Recent results include;
  - **100m (TW~30m) @ 2.0% Cu, 0.3 g/t Au**  
transitional zone chalcocite + chalcopyrite + pyrite
  - **28m (TW~14m) @ 3.1% Cu, 0.4 g/t Au BOH**  
transitional zone chalcocite + chalcopyrite + pyrite
  - **39m (TW~13m) @ 5.2% Cu, 0.5g/t Au**  
transitional zone chalcocite + chalcopyrite
  - **36m @ 4.2% Cu, 0.5g/t Au**  
fresh rock chalcopyrite and pyrrhotite
  - **pXRF 41m @ 2.6% Cu Incl 20m @ 4.0% Cu**  
fresh rock chalcopyrite and pyrrhotite
- Greater than 200m strike of steeply SW and SE dipping circa 20m wide quartz copper sulphide vein lode structure and quartzite breccia
- High grade core transitional core zone of chalcopyrite + pyrite overprinted by chalcocite (supergene+hypogene?)

<sup>1</sup>. See ASX releases dated 28 September 2022, 13 October 2022, 2 February 2023, 30 March 2023 & 14 April 2023.



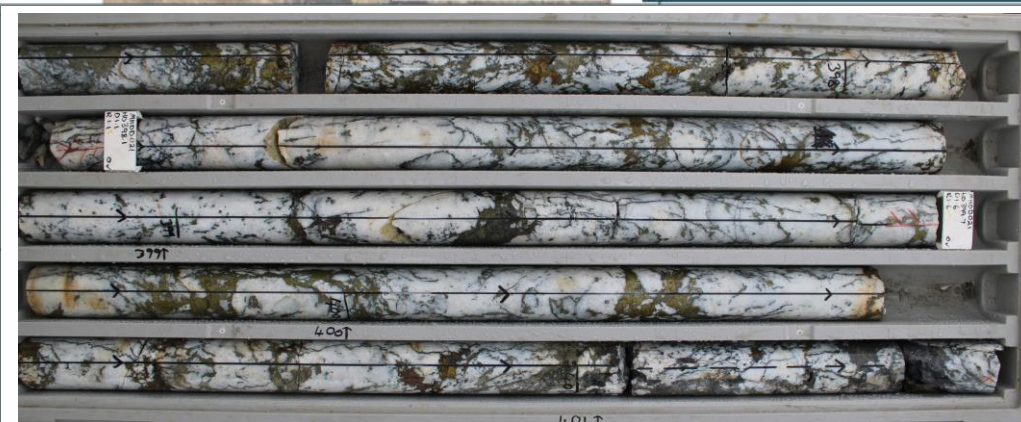
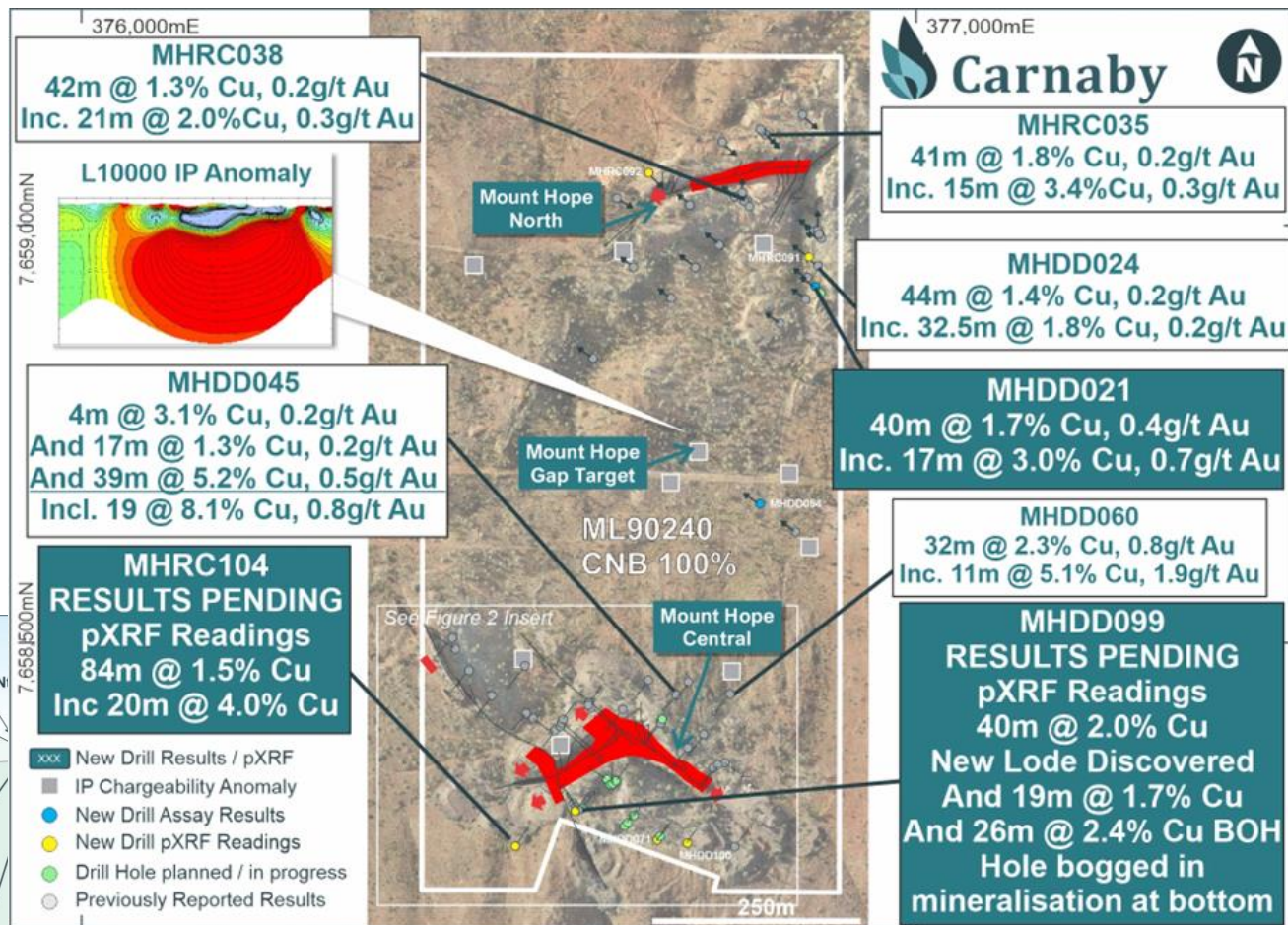
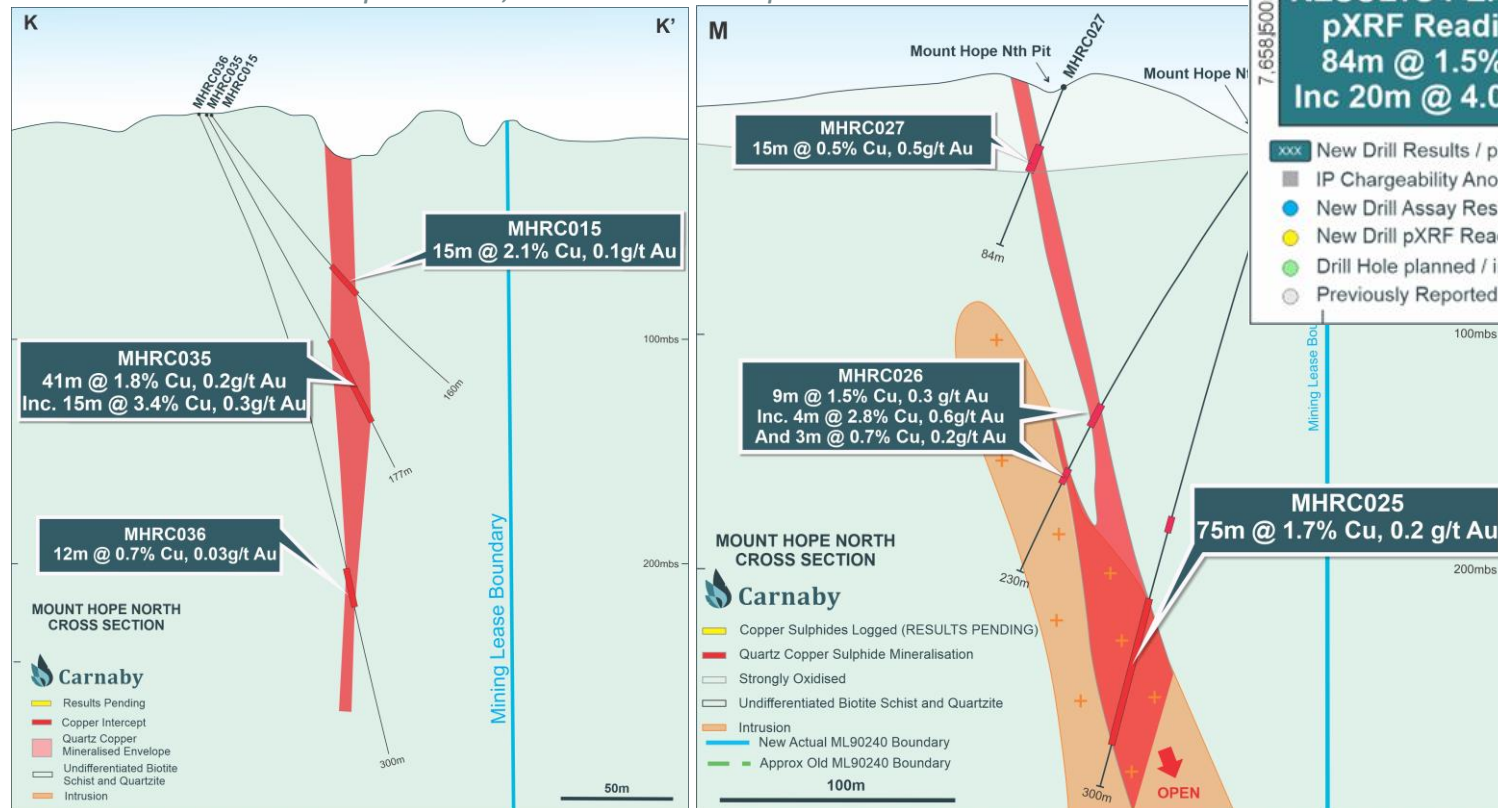


# MOUNT HOPE NORTH PROSPECT (CNB:100%)

## Granted Mining Lease Acquired in April 2022<sup>1</sup>

- Exceptional first pass results of;
  - 75m (TW~38m) @ 1.7% Cu, 0.2 g/t Au in intrusion
  - 41m (TW~20m) @ 1.8% Cu, 0.2 g/t Au
  - **40m (TW~20m) @ 1.7% Cu 0.4 g/t Au, inc 17m (TW~9m) @ 3.0% Cu, 0.7g/tAu**

1. See ASX releases dated 7 September 2022, 13 December 2022 & 17 April 2023



MHDD021

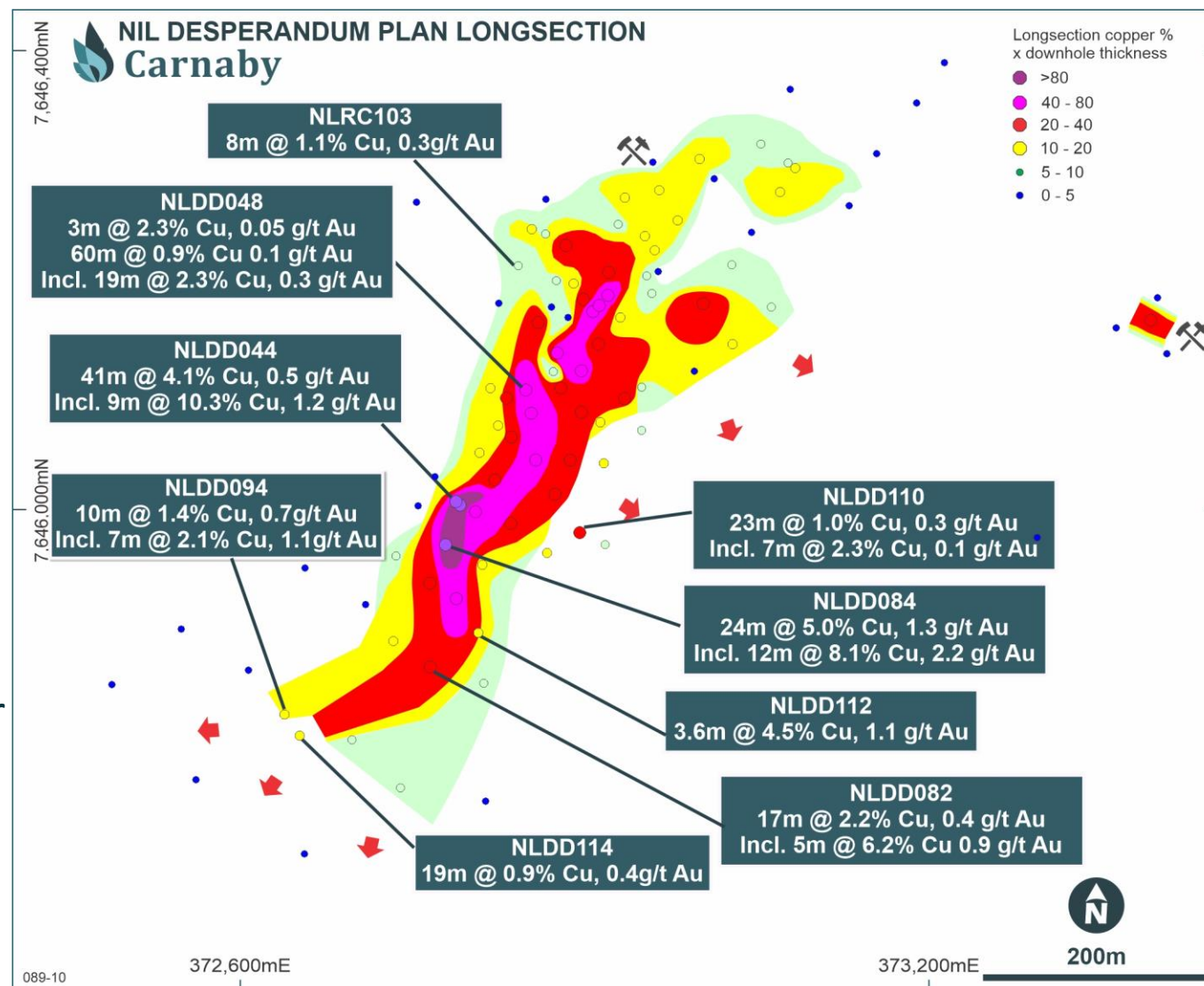


# NIL DESPERANDUM IOCG DISCOVERY (CNB:82.5%)

## IP Geophysics and Geology led discovery<sup>1</sup>



- **Discovery hole NLDD044:**
  - **41m @ 4.1% copper, 0.5 g/t gold from 247m**
- Subsequent results include:
  - **31m @ 3.9% Cu, 1.0 g/t Au from 313m,**
  - **26m @ 2.4% Cu, 0.3 g/t Au from 381m,**
  - **24m @ 5.0% Cu, 1.3 g/t Au from 313m**
- Breccia shoot so far drilled to 500 meters below surface (800m down plunge). Breccia plunging at ~50 degrees to southwest.
- Breccia remains open down plunge to southwest and down dip to the southeast. High potential for new breccia pipes to be discovered along the Nil Desperandum corridor.



1. See ASX releases dated 29 December 2021, 4 April 2022, 9 May 2022, 17 June 2022.

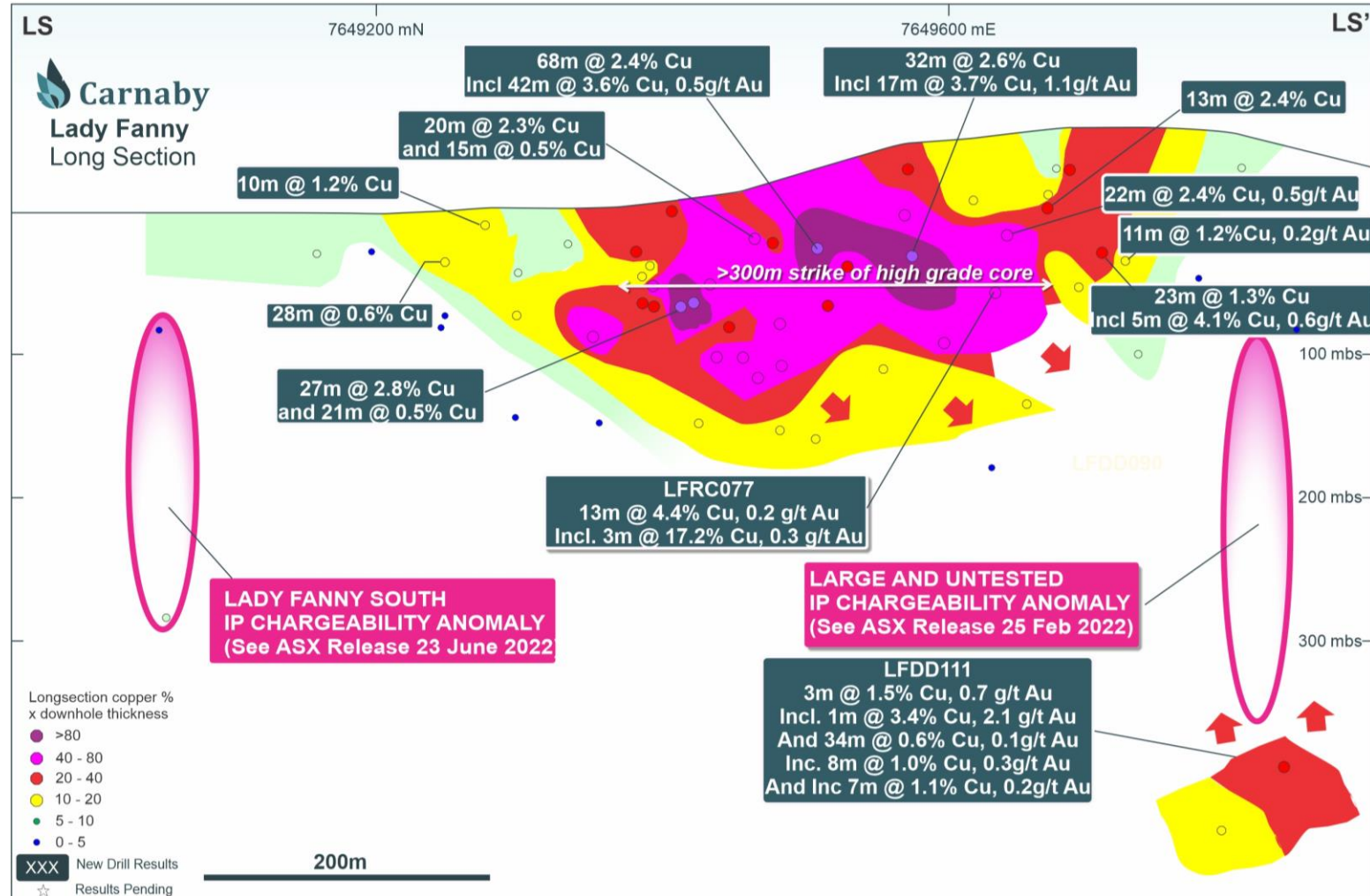


# LADY FANNY IOCG DISCOVERY (CNB:100%)

No recorded drilling prior to Carnaby<sup>1</sup>



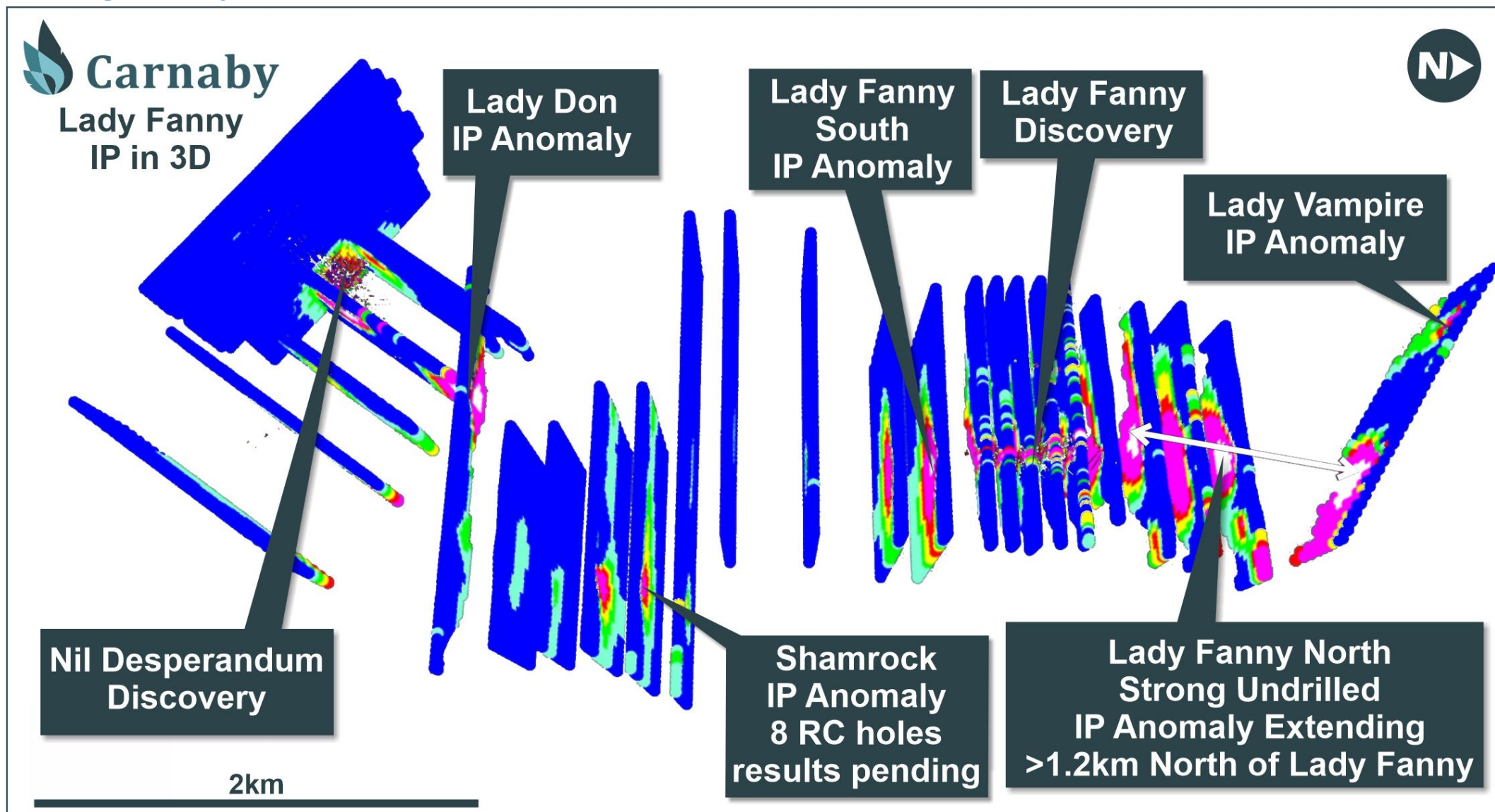
- Significant drill results include:
  - 68m @ 2.4% Cu, 0.4g/t Au from 40m
  - 32m @ 2.6% Cu, 0.6g/t Au from 69m
  - 13m @ 4.4% Cu, 0.2g/t Au from 122m
- >300m strike of high-grade core of copper gold mineralization at surface.
- Strong IP chargeability anomalies suggests high potential for mineralisation to extend and repeat to the north and south.



1. See ASX releases dated 9 & 20 May 2022, 17 June 2022.

# NIL DESPERANDUM / LADY FANNY CORRIDOR (CNB:82.5%)

3D IP chargeability inversions



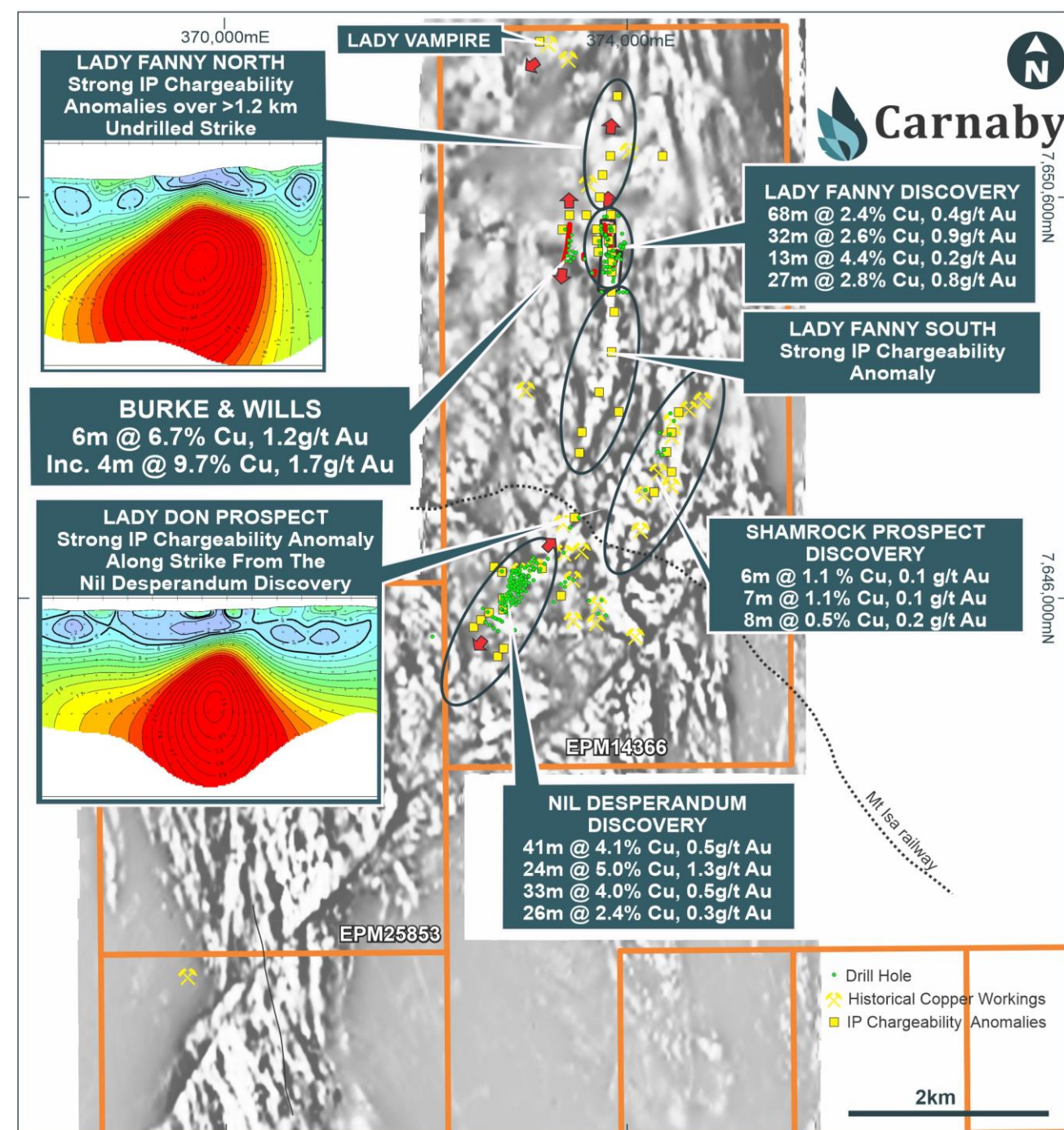


# NIL DESPERANDUM IOCG CORRIDOR

## Geophysics – IP working exceptionally well<sup>1</sup>

- IP Geophysics has proven itself to be a highly successful targeting tool for detecting copper sulphide mineralisation.
- Nil Desperandum IP chargeability anomaly drilled in December 2021 – 41m @ 4.1% copper.
- Lady Fanny IP chargeability anomaly over 600m directly maps the copper sulphide mineralisation.
- Lady Fanny North strong IP chargeability anomaly over 1.2km strike will be drill tested shortly.
- Recent 50m line spaced detailed aeromagnetics reveals mineralisation following a strong structural fault pathway where numerous new targets generated, including untested SW fault continuation of Nil Desperandum corridor.

1. See ASX release dated 29 December 2021.

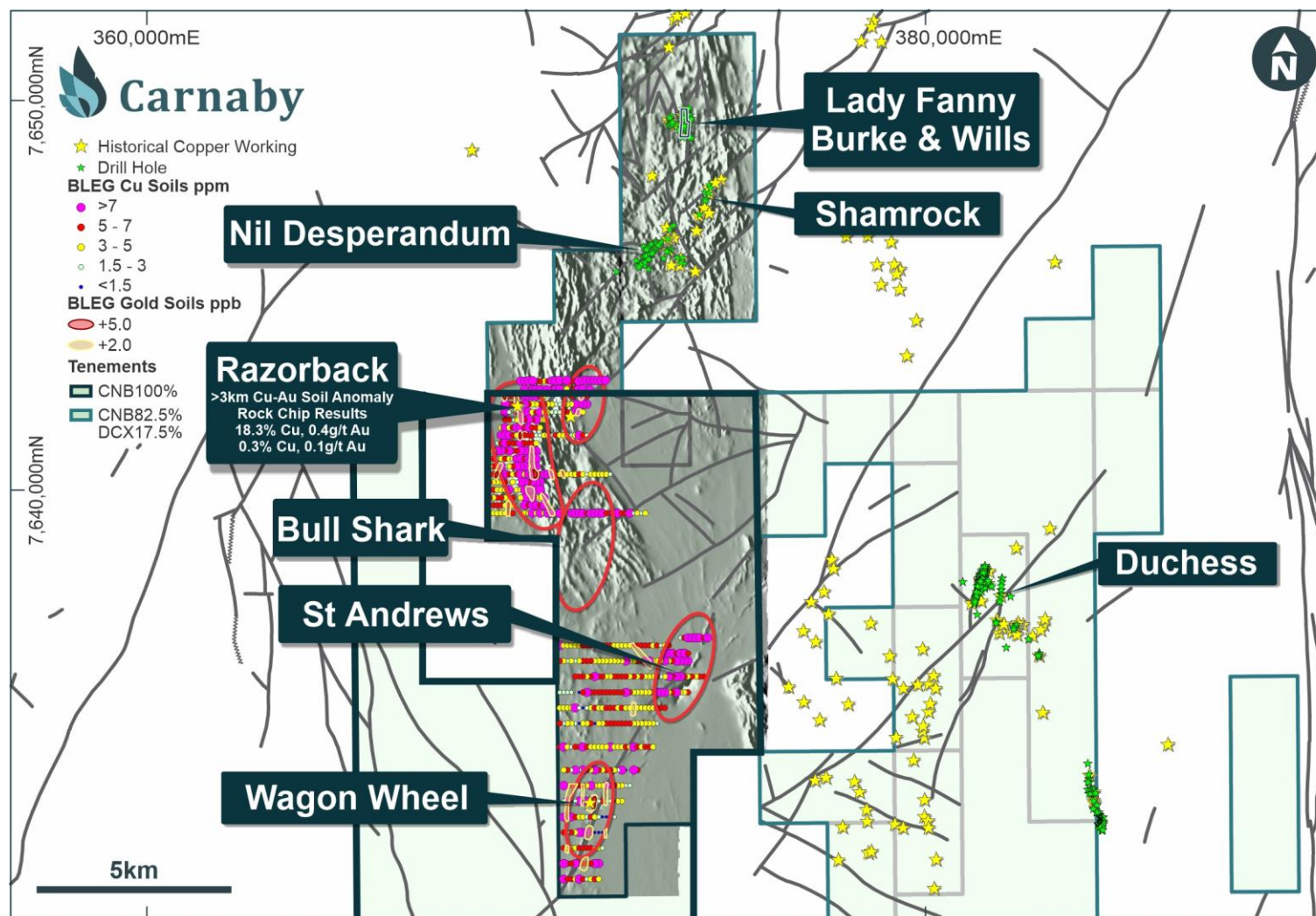


# SOUTHERN CORRIDOR (CNB 100%)

## Nil Desperandum trend unexplored to south<sup>1</sup>



- 50m line spaced aeromagnetic survey by Carnaby in 2022 highlighted several high priority structural targets along a potential southern extension of the Nil Desperandum IOCG corridor.
- Area south of Nil Desperandum is essentially unexplored and masked by shallow cover and only scattered outcrop.
- Highly prospective St Andrews Fault target identified from detailed aeromagnetic survey.
- 723 soils samples collected ~200m x 100m spacing with results highlighted multiple new prospects.



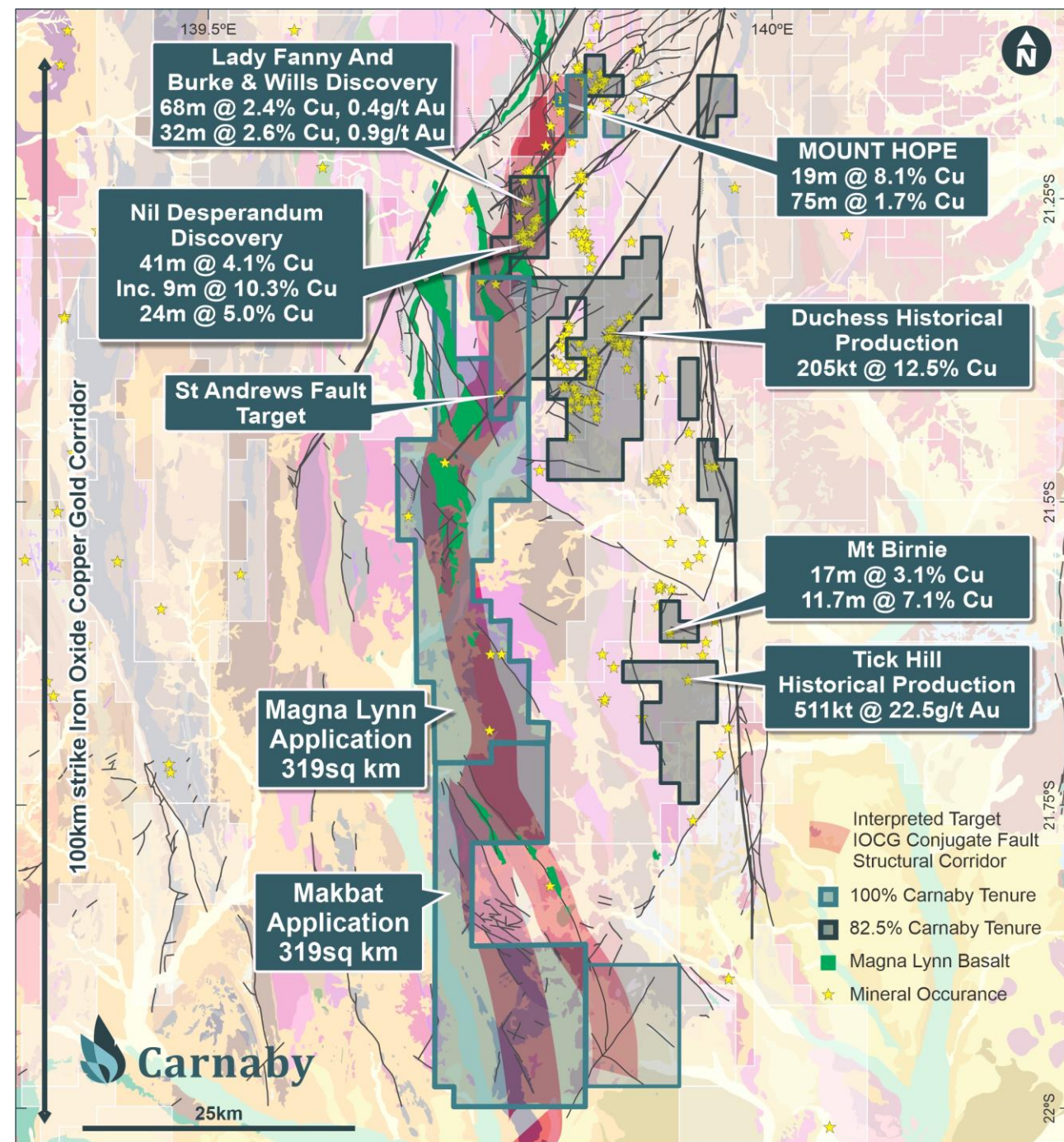
1. See ASX release dated 2 March 2023.



# GREATER DUCHESS COPPER GOLD PROJECT

## Carnaby Regional Land Holding of 1,083 km<sup>2</sup>

- Structurally controlled orogenic mineralisation style is typical of IOCG / ISCG deposits seen in the Cloncurry area (eg Ernest Henry, Eloise, Osborne).
- Outcropping areas have been well prospected for over 100 years – opportunities in old forgotten / relinquished mining leases.
  - Mount Hope
  - Lady Fanny
  - Mount Birnie
- Significant regional exploration upside along the newly defined Nil Desperandum IOCG corridor
  - **Previously untargeted and sparsely explored 75 km Magna Lynn corridor south of Nil Desperandum, including St Andrews Fault target.**



# METALLURGICAL RESULTS

## Excellent Initial Metallurgical Results from Nil Desperandum and Lady Fanny Prospects<sup>1</sup>



	Nil Desperandum	Lady Fanny
Copper Recoveries	97.7% to 99.1%	99.0% to 99.4%
Gold Recoveries	80.1% to 87.2%	82.9% to 88.7%
Kinetics (75 µm & 150µm)	>90% flotation of Cu in 2 minutes	>95% flotation of Cu in 2 minutes
Deleterious Elements	None Detected	None Detected
Recleaner Concentrate	23.2% Cu at 98% recovery	17.3% Cu at 99% recovery

- Initial test work has highlighted further concentrate improvements likely by increasing pH and using a selective copper sulphide collector.
- Test work also highlighted high gold recovery into the recleaner copper concentrate for both Nil Desperandum and Lady Fanny composite samples which likely indicates an association between the copper bearing minerals and gold. A strong correlation of gold recovery versus copper recovery is evident in the results.
- Composite samples for initial metallurgical test work on the Mount Hope mineralisation have been submitted and results are awaited.

<sup>1</sup>. See ASX release dated 7 November 2022.



# FORWARD EXPLORATION & RESOURCE DEVELOPMENT TIMELINE



## Greater Duchess Copper Gold Project (QLD)

- 3 significant copper gold discoveries in the last 15 months at Nil Desperandum, Lady Fanny & Mount Hope.
  - Maiden Mineral Resource estimate to be completed in Q3 2023 (timeline extended to incorporate recent drill results, with the step-out holes rapidly expanding and extending the depth of mineralisation).
  - Scoping / PFS level studies commencing in H1 2023.
  - 10,000m of resource definition drilling to be completed in 2023.
- Exploration to target additional discoveries along the >75km Nil Desperandum corridor.
  - 27,000m exploration drilling planned to target existing IP anomalies and new targets generated.
  - 48 line km of IP geophysics to generate new targets for drill testing.
  - 13,800 line km aeromagnetic survey to target 75km corridor south of Nil Desperandum.
  - 3,000 soil samples to generate new targets.

## Pilbara Gold & Lithium and Malmac Projects (WA)

- Systematic greenfields exploration programs.



UNCOVER MORE AT [CARNABYRESOURCES.COM.AU](https://carnabyresources.com.au)



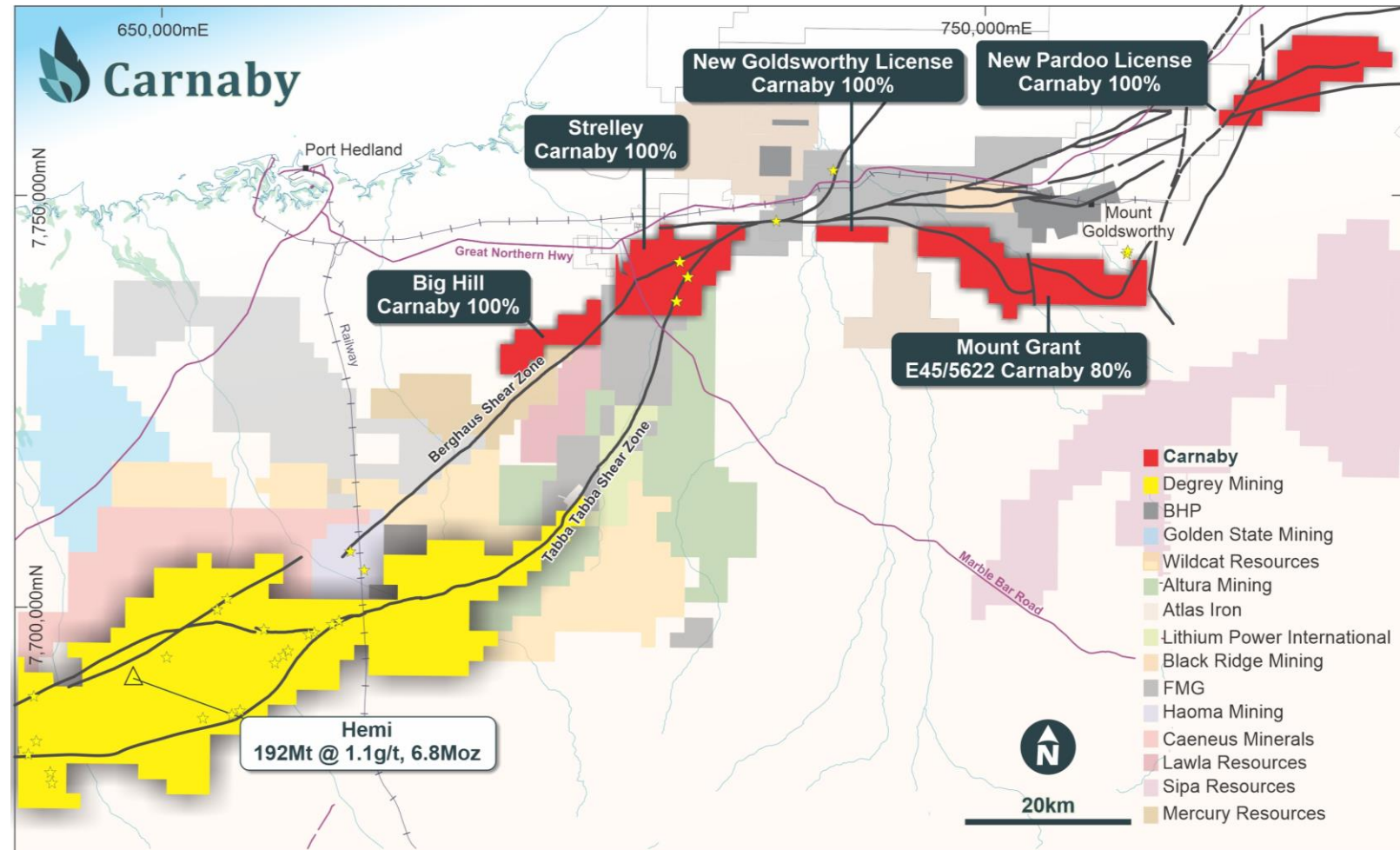


# MALLINA BASIN, PILBARA WA

## Strelley Gold Project (CNB: 100%) - intrusion hosted “Hemi Style” gold mineralisation intersected in drilling



- 70 km strike of underexplored ground covering 442 km<sup>2</sup> which is only 70 km northeast of De Grey Mining Ltd's (ASX DEG) Hemi gold deposit, 213Mt @ 1.2g/t for 8.5Moz<sup>1</sup>.
- High grade “Hemi style” intrusion and shear hosted gold mineralisation has been intersected in first pass RC drilling along the > 4 km long Strelley Gold Corridor, **7m @ 2.83 g/t including 2m @ 8.82g/t and 2m @ 5.21 g/t gold<sup>2</sup>**.

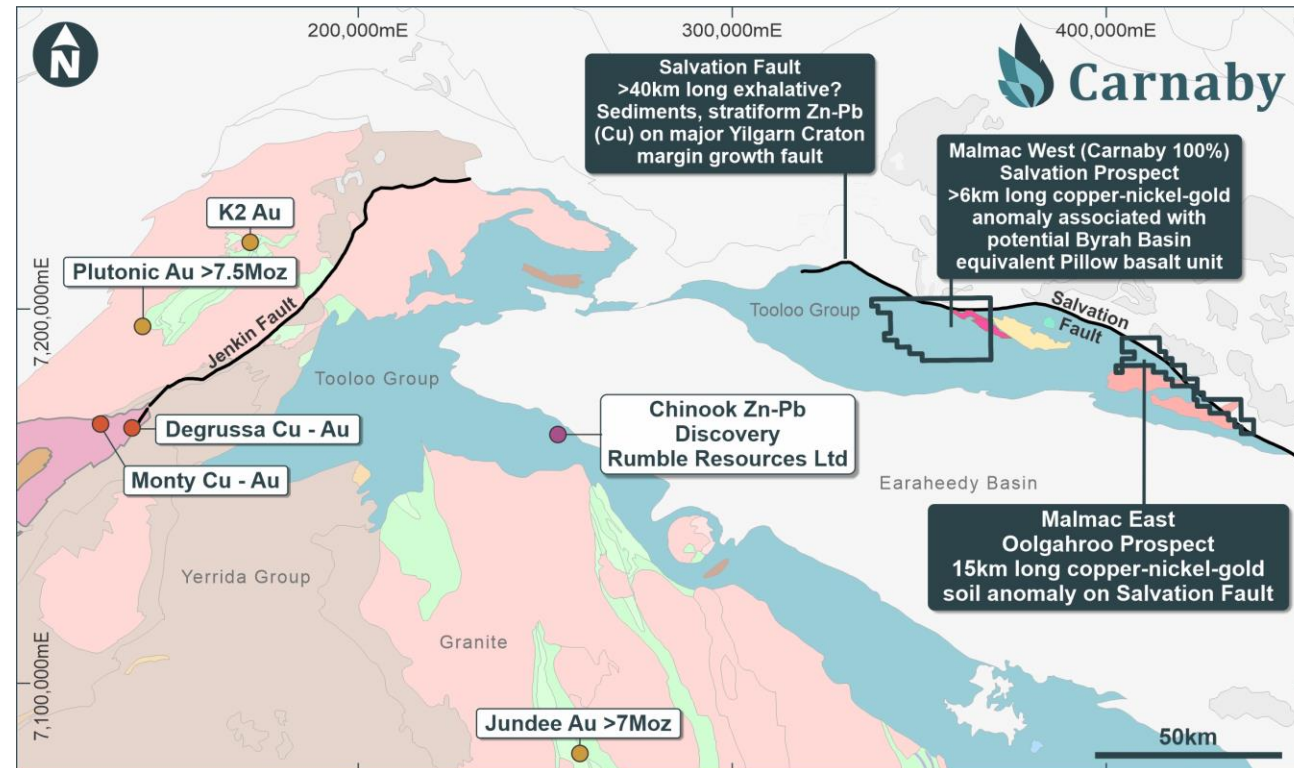
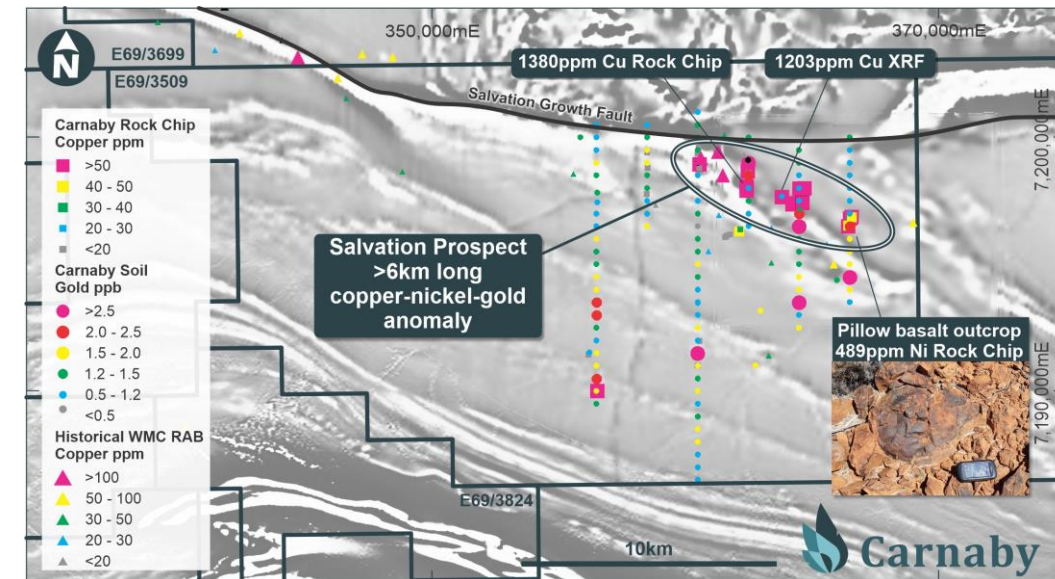


1. See De Grey Mining Ltd's (ASX DEG) ASX release dated 31 May 2022  
2. See ASX release dated 27 October 2021

# MALMAC PROJECT (CNB: 100%)

## Early Stage New Frontier Project<sup>1</sup>

- Salvation Prospect - 6 km long copper-nickel surface anomaly with results up to 1,380 ppm copper.
- Little-known outcrop of **pillow basalt**, potentially equivalent to the Narracoota Volcanics in the Byrah Basin.
- Equivalent geological setting to the Chinook Zn-Pb discovery by Rumble Resources Ltd.
- Malmac highly prospective for Cu-Au VMS ie Degruessa style and Zn-Pb SEDEX



1. See ASX release dated 28 April 2022





## Appendix A: Key risks



# Key risks



## 1. Introduction

There are various risks associated with an investment in New Shares or in the Company generally, as with any securities market investment. This section summarises the following key risks:

- a) existing business and operational risks for the Company – these risks are generally common to copper, gold and lithium exploration in Australia and/ or are risks to which the Company would continue to be exposed regardless of the Offer.
- b) risks specific to the Offer and an investment in Shares (including the New Shares).

Potential investors should consider whether the Offer is a suitable investment having regard to their own personal investment objectives and financial circumstances, and the key risk factors set out below. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control. The risks identified below, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

It is not feasible to produce an exhaustive list of potential risk factors associated with the Offer. Potential investors should consult their professional advisers before making any investment decisions. The selection of risks in this presentation has been based on an assessment of both the probability of the risk occurring and the impact of the risk if it did occur. That assessment is based on the knowledge of Carnaby's Directors as at the date of this presentation, so that assessment may result in a different selection in the future, and none of Carnaby or its Directors provide any guarantee or assurance that the prominence of certain risks will not change or that other risks will not emerge.

## 2. Risks associated with the company

The Company's activities are subject to risks which may impact on the Company's future performance. There are a number of factors, both specific to the Company and of a general nature, which may affect the future performance and position of the Company and the outcome of an investment in the Company. Some of these risks can be adequately mitigated by the use of safeguards and appropriate systems but many are beyond the control of the Company and its Directors and cannot be mitigated. Investors should also consider the summary risk factors set out here in which the Directors believe represent some of the general and specific risks that persons should be aware of when evaluation of the Company and deciding whether to invest in the Company. The risk factors set out below are not intended to be an exhaustive list of all the risk factors to which the Company is exposed

- **Copper and gold price and exchange rate:** A key factor for the Company is the price of copper and gold. Prices fluctuate due to a variety of factors including supply and demand fundamentals, international economic and political trends, expectations of inflation, currency exchange rate fluctuations, interest rates, global or regional consumption patterns and speculative activities. In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. There can be no assurance the Company's market performance will not be adversely affected by any such market fluctuations or factors or that prices will always be at levels such that the Company's deposits can be mined to provide an acceptable return in the future.
- **Exploration risks:** The Company's projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high risk undertakings. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company. The success of the Company also depends in part on successful exploration programs leading to the delineation of economically minable resources and reserves, securing and maintaining title to the Company's exploration and mining tenements and obtaining all consents and approvals necessary for the conduct of its exploration activities. Exploration on the Company's existing exploration and mining tenements may be unsuccessful, resulting in a reduction of the value of those tenements, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining tenements.
- **Ability to exploit successful discoveries:** It may not always be possible for the Company to exploit successful discoveries which may be made on tenements in which the Company has an interest. Potential investors should understand that mineral exploration and development are speculative and high-risk undertakings that may be impeded by circumstances and factors beyond the control of the Company. There can be no assurance that exploration of the Company's tenements, or any other exploration properties that may be acquired in the future, will result in the discovery of an economic mineral resource. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.
- **Mineral Resource and Ore Reserve estimates:** Mineral Resource and Ore Reserve estimates are expressions of judgement based on knowledge, experience and industry practice. These estimates were appropriate when made, but may change significantly when new information becomes available. Mineral Resource and Ore Reserve estimates are imprecise and depend to some extent on interpretations, which may ultimately prove to be inaccurate and require adjustment. Adjustments to Mineral Resource and Ore Reserve estimates could affect the Company's future plans and ultimately its financial performance and value.
- **Operating costs:** Increases in future operating costs may impact the profitability of the Company's operations. The Company is exposed to movements in operating costs, including but not limited to:
  - a) salaries;
  - b) third party processing costs;
  - c) fuel (for mobile equipment);
  - d) consumables; and
  - e) external contractors.
- **Contractors, services and utilities:** The Company uses a range of external contractors and service providers to support its operations. There is a risk that the Company may not be able to engage contractors or services providers on acceptable terms, and that financial failure or default by any of the contractors or service providers used by the Company in any of its activities may impact on operating and/ or financial performance. The Company's operations require a consistent and reliable range of services including the supply of electricity and diesel fuel. There can be no assurance that the Company's present and future projects will continue to have access to adequate power and water supplies in the future or that the prices of such utilities will remain affordable.



# Key risks (cont.)



## 3. General Risks

Mineral exploration and mining may be hampered by circumstances beyond the control of the Company and operations which by their nature are subject to a number of inherent risks. The company is subject to a range of general mineral exploration, technical and financial risks associated with establishing mineral resources, reserves and operating a mine, these include the general risk factors as set out below:

- **Future capital requirements:** If the Company requires future capital in addition to the funds raised under the Offer, such additional equity or debt financing may be dilutive to shareholders, may be undertaken at lower prices than the current market price (or the offer price) or may involve restrictive covenants which limit the Company's operations and business strategy. No assurances can be made that appropriate funding, if and when needed will be available on terms favourable to the Company or at all. Any inability to obtain sufficient financing for the Company's activities and future projects may result in the delay or cancellation of certain activities or projects, which would likely adversely affect the prospects of the Company.
- **Reliance on key personnel:** A number of key personnel are important to attaining the business goals of the Company. One or more of these key employees could leave their employment, and this may adversely affect the ability of the Company to conduct its business and, accordingly, affect the financial performance of the Company and its Share price. Difficulties attaining and retraining such personnel may adversely affect the ability of the Company to conduct its business.
- **Economic factors:** The operating and financial performance of the Company is influenced by a variety of general economic and business conditions, including levels of consumer spending, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies. Changes in general economic conditions may result from any factors including government policy, international economic conditions, significant acts of terrorism, hostilities or war or natural disasters, any prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Company's performance and financial position. Specifically, it should be noted that the current evolving conflict between Ukraine and Russia is impacting global macroeconomics and markets generally. The nature and extent of the effect of this conflict on the performance of the Company and the value of the Company's Shares remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the conflict between Ukraine and Russia and overall impacts on global macroeconomics. The Company is monitoring the situation closely and considers the impact of the Ukraine Conflict on the Company's business and financial performance to, at this stage, be limited, however, given the situation is continually evolving, the outcomes and consequences are inevitably uncertain.
- **Stock market conditions:** As with all stock market investments, there are risks associated with an investment in the Company. Share prices may rise or fall and the price of Shares might trade below or above the issue price for the New Shares. General factors that may affect the market price of Shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, change in interest rates and the rate of inflation, variations in commodity process, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australia and foreign taxation laws, changes to the system of dividend imputation in Australia and changes in exchange rates.
- **Native Title risk:** The Native Title Act 1993 (Cth) (NTA) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. Native title may impact on the Company's operations and future plans. The existence of Aboriginal heritage sites may also lead to restrictions on the areas that the Company will be able to explore and mine. The Directors will closely monitor the potential effect of native title claims and Aboriginal heritage matters involving all mining tenements in which the Company has or may acquire an interest.
- **Insurance risks:** The Company will continue to maintain insurance within ranges of coverage in accordance with industry practice. However, in certain circumstances the 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 company results. Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.
- **Litigation risk:** Carnaby is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims, some with or without merit. Further, Carnaby 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 Carnaby's operations, reputation, financial performance and financial position. The Company is not currently engaged in any litigation.
- **Environmental:** The operations and proposed activities of the Company are subject to Australian 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 or fires 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 noncompliance 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 result in the delay to anticipated exploration programmes or mining activities.
- **Weather and climate risk:** The current and future operations of the Company may be affected by restrictions on activities due to seasonal weather patterns, flooding and cyclonic activities.
- **Regulatory risk and approvals:** The Company's operations are subject to various Federal, State and local laws, including those relating to mining, prospecting, development permit and licence requirements, industrial relations, environment land use, royalties, water, native title and cultural heritage, mine safety, mine rehabilitation following closure and occupational health. Approvals, licences and permits require to comply with such rules are subject to the discretion of the applicable government officials. There is a risk that such laws, regulations and specific conditions may impact on planned exploration activities and any future permitting required for the Company's strategy. No assurance can be given that the Company will be successful in obtaining any or all of the various approvals, licences and permits or maintaining such authorisations in full force and effect without modification or revocation. To the extent such approvals are required and not retained or obtained in a timely manner or at all, the Company may be curtailed or prohibited from continuing or proceeding with exploration and production. The Company has identified that exploration activities may create disturbances associated with drilling during the exploration phase of project evaluation.

# Key risks (cont.)



- **COVID-19:** The global pandemic arising from the spread of COVID-19 is having a material effect on global economic markets and the operation of a wide variety of businesses, including those in the mining industry. The global economic outlook is facing unprecedented uncertainty due to the pandemic, which has had and may continue to have a significant impact on the industry dynamics to which the Company is subject to, the macro-economic environment in which it operates, and capital markets generally. The Company's share price may be adversely affected by ongoing economic uncertainty, capital markets volatility or specific impacts on the Company and its operations that may arise in response to or otherwise as a result of COVID-19. The COVID-19 pandemic may also give rise to supply chain disruptions, disruptions in exports and fluctuations in the availability of equipment which may cause delays or cost increases. In addition, the effects of COVID-19 on the Company's Share price and global financial markets generally may also affect the Company's ability to raise equity or debt or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders. The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.





## Appendix B: International offer restrictions



# International offer restrictions



This document does not constitute an offer of New Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

## **Canada (British Columbia, Ontario and Quebec provinces)**

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the "Provinces"), only to persons to whom New Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This document is not a prospectus, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – Prospectus Exemptions, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of the New Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

## **European Union**

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

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Shares in the European Union is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

## **Hong Kong**

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

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

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



# International offer restrictions (cont.)



## **New Zealand**

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the "FMC Act").

The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

## **Singapore**

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or another exemption under the SFA.

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). If you are not an investor falling within one of these categories, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

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

## **United Kingdom**

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

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