

Share Purchase Plan Lodgement of Prospectus

ASX ANNOUNCEMENT

18 AUGUST 2021

ASX Code: NPM

FSE Code: NPM

Shares on Issue

6.8 billion

Market Capitalisation

A\$14m (at A\$0.002 per share)

Directors

Nick Mather (Non-Executive Chairman)

David Mason (Managing Director, CEO)

Brian Moller (Non-Executive Director)

Andrew Gladman (Non-Executive Director)

Company Secretary

Karl Schlobohm

Contact Details

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Further to the Company's previous announcement of 12 August 2021, the Board of NewPeak Metals Limited (the Company; ASX:NPM) wishes to advise that the Share Purchase Plan prospectus attached hereto has been lodged this morning with ASIC. The Company will also be lodging a **pro forma** Appendix 2A shortly.

Under the prospectus, the Company is making an offer to those shareholders who were registered shareholders as 7:00pm (AEST) on Wednesday 11 August 2021 (the **Record Date**) with a registered address in Australia, New Zealand, Singapore, Germany, Luxembourg and Switzerland (**Eligible Shareholders**).

A copy of the prospectus will be distributed to all Eligible Shareholders, including electronically where Eligible Shareholders have elected for electronic communications and have supplied the Registry with a valid email address. The prospectus will also be available on the Company's website (www.newpeak.com.au) and the personalised offer forms will be available for Eligible Shareholders via a microsite hosted by the Registry, Link Market Services, at: <https://events.miraqle.com/npm-spp>

To use the microsite:

- You will need to enter your HIN/SRN, Surname/Company Name and your postcode (applicable only in Australia).
- Download the prospectus and read it in its entirety. If you are in doubt about what to do, consult your professional adviser.
- Download your personalised Entitlement and Acceptance Form.
- Make your payment of total Application Monies via BPAY® for the number of New Shares that you wish to apply for based on the parcel amounts listed.

Eligible Shareholders will have the right to apply for up to \$30,000 worth of new shares (**New Shares**) under the SPP to raise approximately \$1,000,000 (before costs). The Company currently intends to accept oversubscriptions of up to an additional \$500,000 if there is sufficient demand (which would bring the total amount being raised to \$1.5 million). The Company will also offer shareholders who are creditors of the Company the opportunity to convert debt under a Debt Conversion Facility.

Each participant in the SPP may, subject to receipt of shareholder approval, also be eligible to be allotted one (1) new option (**New Option**) for every two (2) New Shares issued under the SPP. The New Options will have an exercise price of \$0.004 each, and will be exercisable on or before the expiry date of 19 July 2023 (**New Options Offer**). The New Options Offer is subject to shareholder approval. A shareholder meeting to obtain approval is proposed to be convened on or about 17 September 2021. Subject to approval for allotment of the New Options, the Company intends to apply for quotation of the New Options. The Company advises that the terms of the New Options are set out in section 6.2 of the prospectus.

The proceeds of the SPP will be used to:

- continue to explore the Company's gold projects in Argentina, Finland and New Zealand;
- meet the vendor payment commitment associated with the Company's Las Openas gold project in Argentina;
- fund the initial exploration of the Company's Swedish project package, prospective for tungsten and other metals;
- meet the costs of the offer; and
- general corporate, financing costs and working capital.

SPP Timetable – Remaining Items

Event	Date
Record Date (Date to identify security holders who may participate in the security purchase plan).	Wednesday, 11 August 2021
Lodgement of prospectus with ASIC and ASX	Wednesday, 18 August 2021 (pre-market open)
SPP and New Options Offer opens	9:00am (Sydney time) Wednesday, 18 August 2021
SPP and New Options Offer closes	5:00pm (Sydney time) Friday, 17 September 2021
Announcement of the results of the SPP and New Options Offer. Allotment of New Shares under the SPP. Allotment of New Options under the New Options Offer*. Lodgement of Appendix 2A re: quotation of securities*.	Friday, 24 September 2021 (before noon)

** The allotment of the New Options under the New Options Offer is subject to shareholder approval.*

This Announcement has been authorised by the Company Secretary

Mr Karl Schlobohm

Company Secretary

For further information contact:

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Managing Director, NewPeak Metals Ltd

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Karl Schlobohm

Company Secretary, NewPeak Metals Ltd

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Company website: <http://www.newpeak.com.au>

Follow us on Twitter: [@ASX_NPM](https://twitter.com/ASX_NPM)

NewPeak Metals Limited

ACN 068 958 752

Prospectus

SPP Offer to Eligible Shareholders

For the offer to each Eligible Shareholder of NewPeak Metals Limited (**Company**) to participate in a Security Purchase Plan to subscribe for up to \$30,000 of New Shares issued at an Issue Price of \$0.0015 per New Share to raise approximately \$1,000,000 (subject to rounding) before the costs of the SPP Offer (subject to the application of the Debt Conversion Facility), with the ability for the Company to accept oversubscriptions (**Oversubscriptions**) to raise up to an additional \$500,000 if there is sufficient demand (**SPP Offer**).

New Options Offer to SPP Participants

For the offer of up to 500,000,000 New Options to each SPP Participant on the basis of one (1) New Option for every two (2) New Shares issued under the SPP Offer to acquire one (1) Share at an exercise price of \$0.004 on or before the expiry date of 19 July 2023 (**New Options Offer**).

Shareholder approval

The issue of the New Options under the New Options Offer is subject to Shareholder approval at a General Meeting of the Company, proposed to be held in or around September 2021. Please refer to section 7.3 for further information.

Cleansing Offer

For the offer of up to 100,000 New Options at an issue price of \$0.001 per New Option to raise approximately \$100 (before expenses) (**Cleansing Offer**).

This Prospectus is important and it should be read in its entirety.

This is a transaction-specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth). If you are in any doubt as to the contents of this document, you should consult your stockbroker, solicitor, banker, financial adviser or accountant as soon as possible. The Securities offered by this Prospectus are considered to be speculative.

Not for distribution in the United States of America or to U.S. persons.



Important Information

SPP Offer and New Options Offer Statistics

Issue Price of New Shares	\$0.0015
Issue Price of New Options[^]	Nil
Exercise Price of New Options[^]	\$0.004
Maximum number of New Shares to be issued under the SPP Offer (including Oversubscriptions)	1,000,000,000 (subject to rounding)
Maximum number of New Options to be issued under the New Options Offer[^] (including Oversubscriptions)	500,000,000* (subject to rounding)
Expiry Date of New Options[^]	19 July 2023

Note: The figures in the table above assume full subscription and Oversubscriptions under the SPP Offer up to the amount of \$1,500,000.

[^] Assumes that the issue of the New Options under the New Options Offer is approved at the General Meeting.

* - Up to an additional 541,666,673 Options (being the Placement Options) are expected to be issued during the currency of this Prospectus (refer section 1.4(b)), such that the total New Options on issue following the SPP Offer and the Cleansing Offer will be up to 1,041,766,673.

Cleansing Offer Statistics

The Cleansing Offer is only available to those who are personally invited to accept the Cleansing Offer by the Directors. The Cleansing Offer is not available to the general public. Applications for New Options offered under the Cleansing Offer pursuant to this Prospectus can only be submitted on an original Cleansing Offer Application Form.

Issue Price of New Options under the Cleansing Offer	\$0.001
Exercise Price of New Options under the Cleansing Offer	\$0.004
Maximum number of New Options to be issued under the Cleansing Offer under the Cleansing Offer	100,000*
New Options Expiry Date	19 July 2023

* - Up to an additional 541,666,673 Options (being the Placement Options) are expected to be issued during the currency of this Prospectus (refer section 1.4(b)), such that the total New Options on issue following the SPP Offer and the Cleansing Offer will be up to 1,041,766,673.

Key dates for investors⁽¹⁾

Record Date for the SPP Offer	7.00pm (Sydney time) Wednesday, 11 August 2021
Announcement of Offers	Thursday, 12 August 2021
Lodgement of Prospectus with ASIC and ASX	Wednesday, 18 August 2021 (pre-market open)
SPP Offer, New Options Offer and Cleansing Offer Opening Date	9.00am (Sydney time) Wednesday, 18 August 2021



SPP Offer and New Options Offer Closing Date	5.00pm (Sydney time) Friday, 17 September 2021
General Meeting to approve issue of New Options under New Options Offer	Friday, 17 September 2021
Announcement of results of SPP Offer, issue of New Shares and lodgement of Appendix 2A	Before noon (Sydney time) Friday, 24 September 2021
Issue of New Options⁽²⁾ and lodgement of Appendix 2A	
Trading commences for New Shares and New Options⁽³⁾	Monday, 27 September 2021
Cleansing Offer Closing Date	5.00pm (Sydney time) Tuesday, 28 September 2021

- (1) All dates are subject to change and accordingly are indicative only (subject to the ASX Listing Rules). In particular, the Company has the right to vary the dates of the Offers without prior notice, including closing the Offers early, extend the Offers, or accept late Applications. Shareholders are encouraged to submit their Application Forms as soon as possible after the Offers open.
- (2) These dates assume that the issue of the New Options under the New Options Offer is approved at the General Meeting.
- (3) As the New Options will be a new class of listed Security, this date may be subject to change.

Important Notice

This Prospectus is dated 18 August 2021 and was lodged with the Australian Securities and Investments Commission (**ASIC**) on the same date. Neither ASIC nor the ASX nor their respective officers take any responsibility as to the contents of this Prospectus. No Securities will be issued on the basis of this Prospectus any later than 13 months after the date of issue of this Prospectus.

This Prospectus has been prepared in accordance with section 713 of the Corporations Act. The Offers made pursuant to this Prospectus are:

- the SPP Offer of continuously quoted securities (as defined in the Corporations Act) of the Company (being the New Shares) to Eligible Shareholders;
- the New Options Offer of options to acquire continuously quoted securities (being Shares) to all SPP Participants; and
- the Cleansing Offer in respect of options to acquire continuously quoted securities (as defined in the Corporations Act) of the Company.

The Cleansing Offer is not available to the general public and is only made to those person(s) are who personally invited by the Company to accept the Cleansing Offer. The Cleansing Offer has been prepared primarily for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Options (including the New Options) issued by the Company prior to the Cleansing Offer Closing Date.

In certain circumstances, a listed company may undertake a security purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**). This ASIC Instrument allows a security purchase plan to be conducted without the use of a prospectus provided certain requirements are met.

The Company is unable to rely on the ASIC Instrument for the issue of the New Options because the New Options to be issued under the New Options Offer are a new class of security not quoted on the ASX. Accordingly, while the Company satisfies the conditions of the ASIC Instrument for the offer of the New Shares under the SPP Offer, the Company is undertaking the Offers under this Prospectus.



The Company is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, NPM is obliged to comply with all applicable continuous disclosure and reporting requirements in the ASX Listing Rules.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to the ASX. Accordingly, the level of disclosure contained in this Prospectus is significantly less than that required under a prospectus for an initial public offering and Eligible Shareholders and investors should consider all relevant facts and circumstances, including their knowledge of the Company and disclosures made to the ASX and should consult their professional advisers before deciding whether to participate in the Offers.

Foreign shareholders

This document does not constitute an offer of New Securities in any jurisdiction in which it would be unlawful. New Securities may not be offered or sold in any country outside Australia except to the extent permitted below.

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries, outside of Australia, New Zealand, Singapore, Germany, Luxembourg and Switzerland in which the Company's Shareholders may reside. It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance. The SPP Offer may only be accepted by Eligible Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

See section 2.1(b) for further information on SPP Offer restrictions with respect to Shareholders who do not have registered addresses in Australia.

This document does not constitute an offer of the New Options pursuant to the New Options Offer or the Cleansing Offer in any jurisdiction in which it would be unlawful.

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

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 Securities are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the FMC Act and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

Other than in the SPP Offer, the New Securities may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) 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 Securities 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 Securities, may not be issued, circulated or distributed, nor may the New Securities 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) of Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an existing holder of the Company's shares, (ii) an "institutional investor" (as defined in the SFA) or (iii) an "accredited investor" (as defined in the SFA). In the event that you are not an investor falling within any of the categories set out above, 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 Securities being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

European Union (Germany and Luxembourg)

This document has not been, and will not be, registered with or approved by any securities regulator in Germany or Luxembourg. Accordingly, this document may not be made available, nor may the New Securities be offered for sale, in Germany or Luxembourg 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 Securities in Germany and Luxembourg is limited to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation).

Switzerland

The offering of the New Securities in Switzerland is exempt from requirement to prepare and publish a prospectus under the Swiss Financial Services Act (**FinSA**) because such offering is made to professional clients within the meaning of the FinSA only and the New Securities will not be admitted to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. This document does not constitute a prospectus or a similar communication pursuant to the FinSA, art. 652a, and no such prospectus has been or will be prepared for or in connection with the offering of the New Securities.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.



Eligible Shareholders - How to participate in SPP Offer

Eligible Shareholders may apply for up to \$30,000 worth of New Shares under the SPP Offer by completing and returning the Application Form which is accompanying this Prospectus or making payment of Application Monies by BPAY® in accordance with the instructions set out in this Prospectus and on the Application Form. Please refer to section 3.1 for further details.

If in addition to being an Eligible Shareholder under the SPP Offer you are also a creditor of the Company, you may elect to participate in the SPP Offer by means of the conversion of some or all of the existing debt owed to you by the Company (**Debt Conversion Facility**). See section 3.1(b) for further information on the Debt Conversion Facility.

This Prospectus is available in electronic form on the Company's website at <http://www.newpeak.com.au>. If you wish to obtain a free copy of this Prospectus, please contact the Company by email at info@newpeak.com.au or by phone +61 (07) 3303 0650.

Additionally, you can email Company Secretary Karl Schlobohm via kschlobohm@newpeak.com.au.

Enquiries

If you are an Eligible Shareholder and have any questions in relation to the SPP Offer, please contact your stockbroker or professional adviser. If Eligible Shareholders have questions in relation to how to complete the Application Form, please contact the Company by email at info@newpeak.com.au or by phone +61 (07) 3303 0650.

Additionally, you can email Company Secretary Karl Schlobohm via kschlobohm@newpeak.com.au

Deciding to accept the SPP Offer

No person named in this Prospectus, nor any other person, guarantees the performance of NPM, the repayment of capital or the payment of a return on the New Securities.

Please read this document carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to invest. Some of these risks are summarised in section 1.7 of this Prospectus and set out in more detail in section 5 of this Prospectus.

This Prospectus is an important document and you should read it in full before deciding whether to invest pursuant to the Offers. You should also have regard to other publicly available information about the Company, including ASX announcements, which can be found at the Company's website: <http://www.newpeak.com.au>.

Terms used

A number of terms and abbreviations used in this Prospectus have defined meanings, which are explained in the definitions and glossary in section 8.

Money as expressed in this Prospectus is in Australian dollars unless otherwise indicated.

Forward looking statements

Some of the information contained in this Prospectus constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'should', 'will', 'expects', 'plans' or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial conditions or provide other forward-looking information. The Company's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied



by, those forward-looking statements. This Prospectus details some important factors that could cause the Company's actual results to differ from the forward-looking statements made in this Prospectus.

No representations

No person is authorised to give any information or to make any representation in connection with the Offers which is not contained in this Prospectus. Any information or representation in connection with the Offers not contained in this Prospectus may not be relied on as having been authorised by the Company or its officers. This Prospectus does not provide investment advice or advice on the taxation consequences of accepting the Offers. The Offers and the information in this Prospectus, do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor.



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Prospectus

Chairman's letter

18 August 2021

Dear Shareholder,

On behalf of the Directors, I am pleased to invite you, as a valued Shareholder of NewPeak Metals Limited (**NPM** or **Company**), to participate in the Company's Security Purchase Plan to subscribe for up to \$30,000 of New Shares issued at an Issue Price of \$0.0015 per New Share to raise approximately \$1,000,000 (subject to rounding) before the costs of the SPP Offer, with the ability to accept oversubscriptions (**Oversubscriptions**) to raise up to an additional \$500,000 if there is sufficient demand (subject to the application of the Debt Conversion Facility), (**SPP Offer**). The Company may decide in its absolute discretion to accept Applications (in whole or in part) that may result in the SPP Offer raising more or less than this amount.

Participation in the SPP is available to Eligible Shareholders, and each Eligible Shareholder may apply for up to \$30,000 worth of New Shares at the Issue Price. Applications may be made for parcels of \$1,000, \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 worth of New Shares under the SPP Offer.

In addition, subject to Shareholder approval, SPP Participants are entitled to one (1) Option for every two (2) New Shares issued to acquire one (1) Share at an exercise price of \$0.004 on or before the expiry date of 19 July 2023 (**New Options Offer**).

The Directors propose to participate in the SPP Offer as detailed in section 3.1(b).

It is proposed that the funds raised under the SPP Offer will, together with existing capital, be applied by the Company for the purposes of funding implementation of the planned exploration programs of the Company's gold properties in Argentina, Finland and New Zealand, contracted payments to the vendors of the Company's properties in Argentina, field activities planned to be conducted across the Company's Swedish tungsten project portfolio, covering the costs of the Offers, and providing the Company with working capital.

The Issue Price of \$0.0015 per New Share is at a 10.13% discount to the 5 Trading Day VWAP ending on the day before the day on which the SPP Offer was announced, a 8.63% discount to the 20 Trading Day VWAP, and a 25% discount to the last closing price of \$0.002 on 11 August 2021 (being the last trading day prior to the announcement of the SPP Offer).

If you are an Eligible Shareholder, your personalised Application Form in relation to the New Shares offered under the SPP Offer is attached to this Prospectus (and/or available via <https://events.miraqle.com/npm-spp>). The SPP Offer and New Options Offer will open at 9.00am (Sydney time) on Wednesday, 18 August 2021, and the SPP Offer and New Options Offer will close at 5.00pm (Sydney time) on Friday, 17 September 2021. Accordingly, Eligible Shareholders are encouraged to submit their Application Forms as early as possible. Further details about how to apply for New Shares under the SPP Offer are set out in section 3.1 of the Prospectus. If you choose not to participate in the SPP, your right to participate lapses on the SPP Offer Closing Date. If, in addition to being an Eligible Shareholder, you are also a creditor of the Company, you may, at your election, apply all or part of any amount owing to you to subscribe for New Shares under the Debt Conversion Facility.

The issue of the New Options under the New Options Offer is subject to Shareholder approval at a General Meeting of the Company, proposed to be held in or around September 2021. If Shareholder approval is not obtained, persons who subscribe for New Shares under the SPP will be issued New Shares but will not be entitled to receive New Options or any refund of Application Monies paid under the SPP Offer.

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The offer of New Securities under the SPP Offer and New Options Offer is made pursuant to this Prospectus. Please read the Prospectus carefully before deciding whether or not to invest. If there is any matter on which you require further information, you should consult your stockbroker, accountant or other professional adviser.

Application Monies for the New Shares, or notification of conversion under the Debt Conversion Facility, must be received by the Company at its Share Registry by the SPP Offer Closing Date. Please refer to the timetable for the important dates of the Offers.

The Prospectus has also been prepared for the purposes of section 708A(11) of the Corporations Act to remove any secondary trading restrictions on the sale of Options (including the Placement Options and New Options) issued by the Company prior to the Cleansing Offer Closing Date.

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

Yours sincerely,



Nick Mather
Chairman

Prospectus

1. Investment summary

The information set out in this section is not intended to be comprehensive and should be read in conjunction with the full text of this Prospectus.

1.1 The Offers

(a) SPP Offer

The SPP Offer is an offer to participate in a Security Purchase Plan by subscribing for up to \$30,000 worth of New Shares at an Issue Price of \$0.0015 per New Share (being up to 20,000,000 New Shares), to raise approximately \$1,000,000, with the ability for the Company to accept Oversubscriptions to raise up to an additional \$500,000 if there is sufficient demand (representing up to a maximum of 1,000,000,000 New Shares) (subject to the application of the Debt Conversion Facility).

Each Eligible Shareholder is entitled to apply for up to 20,000,000 New Shares at the Issue Price of \$0.0015 per New Share, totalling a maximum of \$30,000, regardless of the number of Shares held by that Eligible Shareholder.

Eligible Shareholders may apply for New Shares under the SPP Offer, but are not required to do so. The SPP Offer is subject to the terms and conditions set out in this Prospectus.

The SPP Offer is non-renounceable and entitlements cannot be traded on the ASX, nor can they be sold or otherwise disposed of. If you do not participate in the SPP Offer, you will not receive any New Securities.

Fractional entitlements to New Securities will be rounded down to the nearest whole number.

The SPP Offer is an offer to Eligible Shareholders only and is not underwritten.

The Company will apply to ASX within 7 days of the date of this Prospectus for Official Quotation of the New Shares offered under the SPP Offer pursuant to this Prospectus to be granted on the ASX. Official Quotation of the New Shares issued under the SPP Offer is expected to occur on or about 27 September 2021.

The Directors may at any time decide to withdraw this Prospectus and the offer of New Securities made under this Prospectus, in which case the Company will return all Application Monies (without interest) within 28 days of giving notice of such withdrawal.

Eligible Shareholders should be aware that an investment in the Company involves risks. The key risks identified by the Company are summarised in section 1.7 and set out in section 5 of this Prospectus.

Information regarding how to apply for New Shares under the SPP Offer are set out in section 3.1.

(b) New Options Offer

The New Options Offer comprises an offer of up to 500,000,000 New Options to SPP Participants on the basis of one (1) New Option for every two (2) New Shares issued under the SPP Offer to acquire one (1) Share at an exercise price of \$0.004 on or before the expiry date of 19 July 2023.

The issue of the New Options under the New Options Offer is conditional upon the Company obtaining Shareholder approval to issue the New Options at the General

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Meeting. If Shareholder approval is not obtained for the issue of the New Options to SPP Participants, the New Options Offer will be withdrawn and SPP Participants will still be issued New Shares under the SPP Offer but will not be entitled to received New Options or any refund of Application Monies paid under the SPP.

The Company will apply to ASX within 7 days of the date of this Prospectus for Official Quotation of the New Options offered under the New Options Offer pursuant to this Prospectus to be granted on the ASX. Official Quotation of the New Options issued under the New Options Offer (subject to Shareholder approval) is expected to occur on 27 September 2021. As the New Options will be a new class of listed Security, this date may be subject to change.

Should the New Options offered pursuant to the New Options Offer not be granted Official Quotation on the ASX within three months after the date of this Prospectus (or such other period as varied by ASIC), the Company will issue the New Options however the New Options will be unlisted.

(c) **Cleansing Offer**

Under the Cleansing Offer, the Company invites investors identified by the Directors to apply for up to 100,000 New Options at an issue price of \$0.001 per New Option to raise approximately \$100 (before expenses).

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

The Cleansing Offer is not underwritten.

The New Options offered under this Prospectus will rank equally with all other New Options. The full terms of the New Options are set out in section 6.2.

The Shares issued on exercise of the New Options will rank equally with the Shares then on issue. A summary of the rights and liabilities attaching to the Shares is set out in section 6.1.

The Company will apply to ASX within 7 days of the date of this Prospectus for Official Quotation of the New Options offered by this Prospectus to be granted on the ASX. If granted, Official Quotation of the New Options issued under the Cleansing Offer will commence as soon as practicable after allotment of the New Options. It is the responsibility of investors to determine their allocation of New Options prior to trading.

Should the New Options offered pursuant to the Cleansing Offer not be granted Official Quotation on the ASX within three months after the date of this Prospectus (or such other period as varied by ASIC), the Company will issue the New Options however they will be unlisted.

1.2 Conditional Offers

The New Options Offer is conditional upon the Company obtaining Shareholder approval to issue the New Options. The approvals are not inter-conditional and if Shareholder approval is not obtained in respect of the New Options Offer, it will not preclude the Company from proceeding with the other Offers.

If Shareholder approval is not obtained for the issue of the New Options to SPP Participants, the New Options Offer will be withdrawn and the Company will still issue New Shares under the SPP Offer, but SPP Participants will not be entitled to received New Options or any refund of Application Monies paid under the SPP.

Prospectus

1.3 Minimum subscription

(a) SPP Offer

Participation in the SPP is available to Eligible Shareholders, and each Eligible Shareholder may apply for up to \$30,000 worth of New Shares at the Issue Price. Applications may be made for parcels of \$1,000, \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 worth of New Shares under the SPP Offer.

(b) Cleansing Offer

There is no minimum subscription in respect of the Cleansing Offer.

1.4 Purpose of the Prospectus and the Offers

(a) SPP Offer and New Options Offer

This Prospectus has been prepared for the purposes of enabling the SPP Offer to be made to all Eligible Shareholders, and to the extent it relates to the SPP Offer, to enable the New Shares issued to Eligible Shareholders to be on-sold without disclosure.

This Prospectus has also been prepared for the purposes of enabling the New Options Offer to be made to SPP Participants, subject to Shareholder approval, and, to the extent it relates to the New Options Offer, to enable the New Options issued under this Prospectus to be on-sold without disclosure.

The Company is seeking to raise approximately \$1,000,000, with the ability to accept Oversubscriptions to raise up to an additional \$500,000 if there is sufficient demand, which would bring the total amount raised to \$1,500,000 (subject to the application of the Debt Conversion Facility).

This amount excludes any funds raised from the exercise of the New Options.

The Directors intend to apply the proceeds from the SPP Offer to provide funds for the purposes of:

- implementation of the planned exploration programs of the Company's gold properties in Argentina, Finland and New Zealand;
- contracted payments to the vendors of the Company's properties in Argentina;
- implementation of planned exploration programs across the Company's Swedish tenement package, prospective for Tungsten and other metals;
- the costs of the Offers; and
- general corporate costs and working capital.

The proceeds from the SPP Offer are proposed to be allocated in the following manner:

Proposed use of funds	SPP Offer Fully Subscribed (\$)	SPP Offer Fully Subscribed (with Oversubscriptions)
Exploration - Cachi	\$25,000	\$50,000

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Exploration - Las Opeñas	\$600,000	\$725,000
Exploration – New Zealand	\$40,000	\$100,000
Vendor payments	\$175,000	\$175,000
Interest on converting loan agreements (6 months)	\$35,000	\$35,000
Estimated costs of the Issue (including legal fees, Share Registry fees, ASX fees and other miscellaneous costs associated with the Offer)	\$85,000	\$85,000
Working capital	\$25,000	\$50,000
Total	\$1,000,000	\$1,500,000

The above table is a statement of present intentions as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Company reserves the right to alter the way funds are applied to maximise the benefit to Shareholders.

(b) **Cleansing Offer**

The Company is seeking to raise only a nominal amount under the Cleansing Offer and, accordingly, the purpose of the Cleansing Offer is not to raise capital and instead, is to prevent any trading restrictions from attaching to up to 541,666,673 Options, being those Options that, subject to Shareholder approval, are to be issued to the participants in the Company's recent placement announced on 14 July 2021 (**Placement**) on the basis of one free attaching Option for every two placement Shares (**Placement Shares**) subscribed for (**Placement Options**) that are proposed to be issued without disclosure under Chapter 6D of the Corporations Act.

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

Section 708A(11) of the Corporations Act provides an exemption from this general requirement where:

- (1) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (2) a prospectus is lodged with ASIC either:
 - (A) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (B) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (3) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

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Accordingly, the purpose of the Cleansing Offer is to comply with section 708A(11) of the Corporations Act so that the recipients of the Placement Options, if they choose to, can sell the Placement Options within the next twelve months without the issue of a prospectus. The issue of the Placement Options will not be undertaken by the Company with the purpose of the recipients selling or transferring the Placement Options. However, the Directors consider that the recipients of the Placement Options should be able to sell the Placement Options should they wish to do so, without being required to issue a prospectus. The Placement Options are intended to be issued and quoted during the Cleansing Offer period, and after the issue and quotation of the New Options the subject of the New Options Offer. This is as a result of the earlier closing date for the New Options Offer, which will mean that the New Options have formed a new class of quoted security on the ASX. The Company will dispatch the Notice of Meeting and accompanying documents to Shareholders shortly in respect of the General Meeting for Shareholders in respect of the Placement Options (as well as the New Options). The Company anticipates that the Cleansing Offer will open at the same time as the other Offers.

1.5 Acceptance and Applications

(a) SPP Offer and New Options Offer

Eligible Shareholders may apply for up to \$30,000 worth of New Shares under the SPP Offer (being a total of 20,000,000 New Shares). The SPP Offer and the New Options Offer will open at 9.00am (Sydney time) on 18 August 2021 and will remain open until 5.00pm (Sydney time) on 17 September 2021 (subject to the Directors' discretion to close the SPP Offer and New Options Offer early or extend the SPP Offer and New Options Offer).

Information regarding how to apply for New Shares under the SPP Offer is set out in section 3.1 below and on the Application Form.

(b) Cleansing Offer – Applications

Applications for New Options under the Cleansing Offer must only be made by investors at the direction of the Company and must be made using the Cleansing Offer Application Form accompanying this Prospectus.

Payment for the New Options under the Cleansing Offer must be made in full by cheque made payable to **"NewPeak Metals Limited"** and crossed **"Not Negotiable"** in respect of all New Options applied for at the issue price of \$0.001 per New Option.

Completed Cleansing Offer Application Forms for New Options must be mailed or delivered to the Company by the Cleansing Offer Closing Date at the below address:

NewPeak Metals Limited
Level 27
111 Eagle Street
Brisbane QLD 4000

1.6 Directors' intentions in respect of the SPP Offer and New Options Offer

As at the date of this Prospectus, some of the Directors of NPM have either a direct or indirect interest in Shares. Set out below is a table summarising the respective holding of each Director and their intentions in respect of participating in the SPP Offer.

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Director	Shares	Intentions
David Mason	330,057,819	Participation via Debt Conversion Facility to apply for 20,000,000 New Shares
Nick Mather	76,858,076	Participation via Debt Conversion Facility to apply for 20,000,000 New Shares
Brian Moller	62,633,524	Participation via Debt Conversion Facility to apply for 20,000,000 New Shares
Andrew Gladman	10,500,000	Susan Gladman, the spouse of Andrew Gladman, proposes to participate in the SPP to apply for 20,000,000 New Shares.

Details of the Debt Conversion Facility are set out in section 3.1(b).

Details of Options and Performance Rights held by the Directors are set out in section 7.3.

The General Meeting will also seek Shareholder approval to issue the New Options to the Directors under Listing Rule 10.11.

1.7 Risk factors

Eligible Shareholders and other investors should be aware that an investment in the Company is subject to investment and other known and unknown risks, including possible loss of income and the principal invested. Eligible Shareholders and other investors should carefully read section 5 of this Prospectus which sets out risk factors that may affect the Company. An investment of this kind involves a number of risks, a number of which are specific to the Company and the industry in which it operates.

However, these risks should not be taken to be exhaustive of the risks faced by the Company or its Shareholders. Those risk factors referred to section 5 and others not specifically referred to in those sections, may materially affect the financial performance of the Company and the value of its Shares in the future.

The Company has implemented strategies, actions, systems and safeguards for known risks. However, some risks are beyond its control. Consequently, the prevailing price or value of New Shares issued under the Offers may be more or less than the Issue Price.

The following sets out a summary of some of the key risks relevant to the Company and its operations (further details are contained in section 5):

Risk	Details
Exploration and Evaluation Risk	Gold and Tungsten exploration and development are high risk undertakings and even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. There can be no assurance that exploration will result in the discovery of an economic deposit and a number of factors outside the control of the Company can affect this outcome. The success of the Company is dependent on exploration success.
Operational risks and costs	Prosperity for NPM and its subsidiaries will depend largely upon an efficient and successful implementation of all the aspects of exploration, developments, business activities and

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	<p>management of commercial factors. Exploration has been and will continue to be hampered on occasions by unforeseen weather events, accidents, unforeseen cost changes, environmental considerations, natural events and other incidents beyond the control of NPM.</p>
<p>Lakes Blue Energy NL reinstatement / realisation of value / potential dilution</p>	<p>The Company presently holds some 28.2% of ASX listed Lakes Blue Energy NL (Lakes Blue). This represents the Company's shareholding interest before dilution from the conversion of the approximately 1,026,331,928 Convertible Notes currently on issue in Lakes Blue, of which the Company holds nil.</p> <p>Trading in shares in Lakes Blue were suspended on the ASX in December 2020 following the late lodgement of the Lakes Blue 2019 Annual Report.</p> <p>While the Company will continue to maintain the investment in Lakes Blue until such time as Lakes has realised the underlying value of its large portfolio of oil and gas projects, the ability of the Company to easily realise the value of its shareholding in Lakes Blue is dependent upon there being an active market for the securities of Lakes Blue.</p>
<p>Victorian exploration risk</p>	<p>The Company presently holds some 28.2% of ASX listed Lakes Blue Energy NL (Lakes Blue) which holds petroleum exploration interests in Victoria. This represents the Company's shareholding interest before dilution from the conversion of the approximately 1,026,331,928 Convertible Notes currently on issue in Lakes Blue, of which the Company holds nil.</p> <p>The fracking moratorium legislation in Victoria has adversely impacted on the ability of Lakes Blue to progress its petroleum exploration interests in Victoria. The Company understands that Lakes Blue is currently targeting the drilling of the Wombat-5 well in mid 2022.</p>
<p>Contractual and joint venture risk</p>	<p>The Company may wish to develop its projects or future projects through joint venture arrangements, while a number of the Company's projects are already the subject of joint venture arrangements. Any joint ventures entered into by, or interests in joint ventures assigned to the Company, could be affected by the failure or default of any of the joint venture participants. With respect to the Company's planned drilling, the Company has not yet secured the use of any drilling equipment. Failure to enter into drilling contracts in respect of the proposed drilling programmes for each of these projects will negatively impact on the ability of the Company to carry out its exploration and development programmes in these areas.</p>
<p>Commodity price risks</p>	<p>NPM's prospects and perceived value will be influenced from time to time by the prevailing short-term prices of the commodities targeted in its exploration programs. Commodity prices fluctuate and are affected by factors including supply and demand for mineral products, hedge activities associated with commodity markets, the costs of production and general global economic and financial market conditions. These factors may cause volatility which in turn, may affect the</p>

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	Company's ability to finance its future exploration and/or bring NPM's to market.
Additional requirements for capital	The Company may require additional funds in the future to achieve its objectives. There is no assurance that these funds will be available in the future, or if they are available, that they will be on commercially acceptable terms to the Company. If adequate additional funding is not available or acceptable on the Company's terms, the Company's business will be materially and adversely affected. Any additional equity financing may also have the effect of diluting the existing share holdings. The Company may decide to raise additional funds in the future through further capital raisings. This may result in the Company issuing additional shares in the Company to third parties who are not presently shareholders of the Company. As a result, existing shareholdings may be diluted.
New Options Risk	<p>Issue of the New Options under the New Options Offer is subject to Shareholder approval at the upcoming General Meeting. There is a risk that Shareholder approval is not obtained, in which case the New Options will not be issued.</p> <p>The New Options will constitute a new class of listed securities and accordingly are required to meet the requirements for quotation contained in the ASX Listing Rules. Relevantly, the ASX Listing Rules require in the case of quotation for additional securities which convert to Shares, that there to be a sufficient number of securities and holders of such securities (at least 100,000 securities and 50 holders with a Marketable Parcel excluding restricted securities). Should the New Options offered pursuant to the New Options Offer not be granted Official Quotation on the ASX within three months after the date of this Prospectus (or such other period as varied by ASIC), the Company shall issue those New Options unlisted.</p> <p>While the Company intends to seek the listing of the New Options, the price at which they may ultimately trade (if at all) is uncertain.</p>
Market price	The market price of New Shares may rise or fall between the date of the SPP Offer and the issue date of the New Shares under the SPP Offer. The effect of this is that the Issue Price you pay for the New Shares may exceed the market price of Shares on the issue date.

The New Shares offered under this SPP Offer carry no guarantee of profitability, dividends, return of capital or the price at which they may trade on ASX. The past performance of the Company should not necessarily be considered a guide to their future performance.

1.8 Rights attaching to New Securities

Each New Share will rank equally with all existing Shares then on issue.

Each New Option will on exercise entitle the holder to a Share in the Company.

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

See section 6.1 for the rights attaching to the New Shares and section 6.2 for the rights attaching to the New Options.

1.9 Underwriting – SPP Offer

None of the SPP Offer, the New Options Offer and the Cleansing Offer is underwritten.

1.10 Potential dilution of Shareholder's interests

Shareholders should note that if they do not participate in the SPP Offer, their shareholders are likely to be diluted by approximately 9% (on the basis of raising \$1,000,000 and as compared to their holdings and number of Shares on issue as at the Record Date).

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2. Details of the Offers

2.1 SPP Offer

(a) SPP Offer

The SPP Offer is being made to Eligible Shareholders to increase their existing shareholding in the Company and participate in the future prospects of the Company. This Prospectus is for the information of Eligible Shareholders who are entitled and may wish to apply for the New Shares.

The SPP Offer is a non-renounceable offer to Eligible Shareholders to participate in a Security Purchase Plan by subscribing for up to \$30,000 worth of New Shares at an Issue Price of \$0.0015 per New Share (being 20,000,000 New Shares), to raise approximately \$1,000,000, with the ability for the Company to accept Oversubscriptions to raise up to an additional \$500,000 if there is sufficient demand (representing up to a maximum of 1,000,000,000 New Shares) (subject to the application of the Debt Conversion Facility).

The New Shares to be issued pursuant to this Prospectus are of the same class and will rank equally in all respects with the Shares. The rights attaching to the New Shares are further described in section 6.1 below.

ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument**) allows a company to undertake a security purchase plan without the need for issuing a prospectus, so long as certain requirements are met. The Company is unable to rely on the ASIC Instrument for the issue of the New Options because the New Options to be issued under the New Options Offer are a new class of security not quoted on the ASX. By reasons of the ASIC Instrument, the SPP Offer and the New Options Offer is being made under this Prospectus. The Company intends to undertake the SPP Offer in accordance with the terms and conditions for the security purchase plans expressed in the ASIC Instrument.

(b) Who is an Eligible Shareholder?

Participation in the SPP Offer is optional and is available exclusively to Shareholders of the Company who are registered as holders of Shares at 7.00pm (Sydney time) on the Record Date, whose registered address is in Australia, New Zealand, Singapore, Germany, Luxembourg and Switzerland, and are eligible under all applicable securities laws to receive an offer under the SPP Offer.

The Company has not made investigations as to the regulatory requirements that may prevail in the countries outside of Australia, New Zealand, Singapore, Germany, Luxembourg and Switzerland in which the Company's Shareholders reside, and has determined that it is not practical for Shareholders with addresses on the Register in other jurisdictions to participate in the SPP Offer.

This Prospectus and accompanying forms do not, and are not intended to, constitute an offer of New Securities in any place outside of Australia, New Zealand, Singapore, Germany, Luxembourg and Switzerland in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus or the Application Form.

The distribution of this Prospectus and the accompanying Application Form in jurisdictions outside of Australia, New Zealand, Singapore, Germany, Luxembourg and Switzerland may be restricted by law and persons who come into possession of this Prospectus and the accompanying form should seek advice on and observe those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

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In particular this SPP Offer is not made in the United States or to persons (including nominees or custodians) acting for the account or benefit of a person in the United States, or to any person who is ineligible under applicable securities laws in any country to receive an offer under the Prospectus without any requirement for a prospectus to be lodged or registered.

(c) **How much can you invest?**

Consistent with the ASIC Instrument, each Eligible Shareholder may only purchase up to \$30,000 worth of New Shares at the Issue Price under the SPP Offer. This represents 20,000,000 New Shares. This value is the same for all Shareholders, irrespective of how many Shares are held at the Record Date. This limit also applies if a Shareholder receives more than one offer from the Company (for example, if a Shareholder is both a sole and joint Eligible Shareholder or a Shareholder with more than one holding under a separate account, the Shareholder can only apply for New Shares up to a maximum value of \$30,000).

The SPP Offer is non-renounceable and therefore the right to participate in the SPP Offer cannot be transferred.

Applications may be made for parcels of \$1,000, \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 worth of New Shares under the SPP Offer.

Fractional Shares will be rounded down. No brokerage, stamp duty or other costs are payable by Applicants in respect of an Application for New Shares under this Prospectus.

(d) **Issue Price**

The Issue Price for the SPP Offer is \$0.0015 per New Share. The Issue Price reflects a 10.13% discount to the 5 Trading Day VWAP ending on the day before the day on which the SPP Offer was announced, a 8.63% discount to the 20 Trading Day VWAP, and a 25% discount to the last closing price of \$0.002 on 11 August 2021 (being the last trading day prior to the announcement of the SPP Offer). The Issue Price also represents a discount to the market price of Shares during the 30 days before the date of the SPP Offer.

You acknowledge that the market price of New Shares may rise or fall between the date of the SPP Offer and the issue date of the New Shares under the SPP Offer. The effect of this is that the Issue Price you pay for the New Shares may exceed the market price of Shares on the issue date.

(e) **Joint holders**

If two or more persons are recorded in the Register of Shareholders of the Company as jointly holding Shares, they are considered to be a single registered Shareholder for the purposes of this SPP and they are entitled to participate in the SPP Offer in respect of that single holding only. If as joint holders, they receive more than one offer under the SPP Offer due to multiple identical holdings, the joint holders may still only contribute a maximum of \$30,000 in applying under the SPP Offer.

(f) **Custodians**

Eligible Shareholders who are Custodians on the Record Date may participate in the SPP Offer on behalf of:

- (1) one or more persons that are not Custodians on whose behalf the Custodian is holding Shares; or

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- (2) a person, on whose behalf, another Custodian (**Downstream Custodian**) holds beneficial interests in Shares in the Company and the Custodian holds the Shares to which those beneficial interests relate, on behalf of the Downstream Custodian or another Custodian,

(each a **Participating Beneficiary**).

If you are a Custodian holding Shares on behalf of two more persons jointly, the joint beneficiaries will be taken to be a single Participating Beneficiary for the purposes of these terms and conditions.

If you are a Custodian and hold Shares on behalf of one or more Participating Beneficiaries, you may apply for up to a maximum of \$30,000 worth of new Shares for each Participating Beneficiary subject to providing the Company with a Custodian Certificate (included for Custodians with this Prospectus), in addition to the Application Form, certifying the following:

- (1) that, as at the Record Date, either or both of the following:
 - (A) you hold Shares on behalf of one or more Participating Beneficiaries that are not Custodians;
 - (B) a Downstream Custodian holds a beneficial interest in Shares on behalf of one or more Participating Beneficiaries, and you hold the Shares on behalf of the Downstream Custodian or another Custodian,

and each Participating Beneficiary has subsequently instructed the following person to apply for New Shares on their behalf pursuant to the SPP:

- (A) where paragraph (1)(A) applies, you as the Custodian; and
 - (B) where paragraph (1)(B) applies, the Downstream Custodian;
- (2) the number of Participating Beneficiaries;
- (3) the name and address of each Participating Beneficiary for whom the Custodian applies for New Shares;
- (4) in respect of each Participating Beneficiary:
 - (A) where paragraph (1)(A) applies, the number of Shares in the Company that you hold on behalf of the Participating Beneficiary; and
 - (B) where paragraph (1)(B) applies, the number of Shares in the Company to which the beneficial interests relate;
- (5) in respect of each Participating Beneficiary,
 - (A) where paragraph (1)(A) above applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed you to apply for on their behalf; and
 - (B) where paragraph (1)(B) applies, the number or dollar amount of New Shares the Participating Beneficiary has instructed the Downstream Custodian to apply for on their behalf;
- (6) that there are no Participating Beneficiaries in respect of which the total of the application price for the following exceeds \$30,000:

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- (A) the New Shares applied for by you as Custodian under the Share Purchase Plan in accordance with the Instructions in paragraph (5); and
 - (B) any other Shares in the Company issued to you as Custodian in the 12 months prior to the date of submission of the Application Form as a result of an instruction given by them to you as Custodian or a Downstream Custodian to apply for Shares under an arrangement similar to the Share Purchase Plan operated by the Company;
- (7) that a copy of the written offer document was given to each Participating Beneficiary; and
- (8) where paragraph (1)(B) applies, the name and address of each Custodian who holds beneficial interests in Shares held by the Custodian in relation to each Participating Beneficiary.

For the purposes of the ASIC Instrument, you are a Custodian if you are a person who provides a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

- (1) holds an Australian financial services licence covering the provision of a Custodial or Depository Service;
- (2) is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service;
- (3) holds an Australian financial services licence covering the operation of an IDPS (as defined in Instrument 2019/547) or is the responsible entity of an IDPS-like scheme;
- (4) is a trustee of a:
 - (A) Self-managed Superannuation Fund; or
 - (B) superannuation master trust (as defined in Instrument 2019/547); or
- (5) that is the registered holder of shares or interests in the class and is noted on the register of members of the body or scheme (as the case may be) as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined in the ASIC Instrument, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings apply.

If you are a Custodian you must complete and submit a Custodian Certificate. The Custodian Certificate can be obtained by contacting the Company or the Share Registry.

The Company reserves the right to reject any application for SPP Shares to the extent it considers that the Application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with the terms and conditions set out in this Prospectus.

(g) **How to apply**

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Information regarding how to apply for New Shares under the SPP Offer are set out in section 3.1.

2.2 New Options Offer

(a) New Options Offer

The New Options Offer comprises an offer of up to 500,000,000 New Options to SPP Participants on the basis of one (1) New Option for every two (2) New Shares issued under the SPP Offer to acquire one (1) Share at an exercise price of \$0.004 on or before the expiry date of 19 July 2023.

(b) Shareholder approval

The issue of the New Options under the New Options Offer is conditional upon the Company obtaining Shareholder approval to issue the New Options at the General Meeting. If Shareholder approval is not obtained for the issue of the New Options to SPP Participants, the New Options Offer will be withdrawn and SPP Participants will still be issued New Shares under the SPP Offer but will not be entitled to received New Options or any refund of Application Monies paid under the SPP.

2.3 Cleansing Offer

Under the Cleansing Offer, the Company invites investors identified by the Directors to apply for up to 100,000 New Options at an issue price of \$0.001 per New Option to raise approximately \$100 (before expenses).

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

2.4 Important Dates⁽¹⁾

Record Date for the SPP Offer	7.00pm (Sydney time) Wednesday, 11 August 2021
Announcement of Offers	Thursday, 12 August 2021
Lodgement of Prospectus with ASIC and ASX	Wednesday, 18 August 2021
SPP Offer, New Options Offer and Cleansing Offer Opening Date	9.00am (Sydney time) Wednesday, 18 August 2021
SPP Offer and New Options Offer Closing Date	5.00pm (Sydney time) Friday, 17 September 2021
General Meeting to approve issue of New Options under New Options Offer	Friday, 17 September 2021
Announcement of results of SPP Offer, issue of New Shares and lodgement of Appendix 2A Issue of New Options⁽²⁾ and lodgement of Appendix 2A	Before noon (Sydney time) Friday, 24 September 2021
Trading commences for New Shares and New Options⁽³⁾	Monday, 27 September 2021
Cleansing Offer Closing Date	5.00pm (Sydney time) Tuesday, 28 September 2021

(1) All dates are subject to change and accordingly are indicative only (subject to the ASX Listing Rules). In particular, the Company has the right to vary the dates of the Offers without prior notice, including closing the Offers early,

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extend the Offers, or accept late Applications. Shareholders are encouraged to submit their Application Forms as soon as possible after the Offers open.

- (2) These dates assume that the issue of the New Options under the New Options Offer is approved at the General Meeting.
- (3) As the New Options will be a new class of listed Security, this date may be subject to change.

The dates set out in this table are subject to change and are indicative only. The Company reserves the right to alter this timetable at any time, subject to the Corporations Act and the Listing Rules, without notice.

The Directors, subject to the requirements of the Listing Rules and the Corporations Act, reserve the right to:

- (a) withdraw the Offers without prior notice; or
- (b) vary any of the important dates set out in this Prospectus, including extending the Offers.

2.5 Allotment and allocation policy and Board's discretion

The Company will proceed to allocate New Securities as soon as possible after the various Offers respective closing dates, Shareholder approval (in respect of the New Options) and receiving ASX permission for Official Quotation of the New Securities.

The Board reserves the right to reject any application for New Shares under the SPP Offer (in whole or in part) including (without limitation) if:

- (a) an Application Form is not correctly completed;
- (b) the Applicant is not an Eligible Shareholder;
- (c) the issue of those New Securities would contravene any law or the Listing Rules;
- (d) the exact payment for the New Securities applied for is not received;
- (e) to accept the Application in full would have the effect of exceeding the maximum offer of New Shares under the SPP;
- (f) it is not reasonably satisfied that the issue of those New Shares will not result in any person receiving New Shares in the Company with an application price totalling more than \$30,000 as a result of:
 - (1) New Shares issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian or a Downstream Custodian to apply for Shares on their behalf) under the SPP Offer; and
 - (2) any other Shares in the Company issued to the person or to a Custodian on that person's behalf (as a result of an instruction given by that person to the Custodian or a Downstream Custodian to apply for ordinary shares in the Company on their behalf) under an arrangement similar to the SPP operated by the Company in the 12 months prior to the application,

except to the extent that the person is issued with SPP Shares or interests as a Custodian under a custodian offer;

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- (g) the Applicant is a Custodian and has failed to provide the Company with a Custodian Certificate; or
- (h) the Applicant has not otherwise complied with the terms and conditions set out in this Prospectus.

The Board reserves the right to allocate fewer, or no, New Securities than an Eligible Shareholder applies for under the SPP Offer and New Options Offer, including, without limitation, in the event that the SPP Offer is oversubscribed at its sole discretion.

In respect of Application Monies received from an Eligible Shareholder, the Company will, prior to the date of issue of the New Securities, determine the maximum number of New Securities rounded down to the nearest whole number which may be acquired by any Eligible Shareholder.

Subject to the above, the allocation of New Securities will be determined by the Board at its sole discretion.

The Board may change or terminate the SPP Offer and New Options Offer at any time prior to the date of issue of the New Securities. If the Board does so, it will advise the ASX. Any omission to give notice of changes to, or termination of, the SPP Offer or New Options Offer, or the non-receipt of any such notice, will not invalidate the change or termination.

In addition to any rights of the Directors to reject applications as set out above and without limiting the above, the Company may issue to any person fewer or no New Securities than the person applied for under the SPP Offer and New Options Offer if the issue of the New Securities applied for would contravene any applicable law or the Listing Rules.

No New Securities will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus.

2.6 ASX listing

(a) New Shares under the SPP Offer

The Company will apply to the ASX within 7 days of the date of this Prospectus for the New Shares to be issued pursuant to this Prospectus to be listed for Official Quotation by the ASX. If granted, quotation of the New Shares will commence as soon as practicable after allotment of the New Shares to Applicants and is expected to occur on the date for the commencement of trading of New Shares on the ASX as set out above in the timetable in the Important Information section.

Should the New Shares offered under the SPP Offer not be granted Official Quotation on the ASX within three months after the date of this Prospectus (or such period as varied by ASIC), none of those New Shares offered to Eligible Shareholders under this Prospectus will be issued and all Application Monies paid in respect of those New Shares (if any) will be refunded without interest to Applicants within the time prescribed by the Corporations Act.

(b) New Options under the New Options Offer

The Company does not currently have a class of listed Options admitted to Official Quotation.

The Company will, within seven days of the date of this Prospectus, apply to the ASX for the admission to Official Quotation of a new class of securities, being the New Options.

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If the New Options are approved for admission to Official Quotation, Official Quotation of the New Options issued under the New Options Offer will commence as soon as practicable after Shareholder approval is obtained for the allotment of the New Options issued under the New Options Offer.

Should the New Options offered under the New Options Offer not be granted Official Quotation on the ASX within three months after the date of this Prospectus (or such period as varied by ASIC), the Company will issue those New Options unlisted.

(c) **Cleansing Offer**

The Company will apply to the ASX within 7 days of the date of this Prospectus for the New Options to be issued under the Cleansing Offer pursuant to this Prospectus to be listed for Official Quotation by the ASX. If granted, quotation of the New Options will commence as soon as practicable after allotment of the New Options to Applicants under the Cleansing Offer.

Should the New Options offered under the Cleansing Offer not be granted Official Quotation on the ASX within three months after the date of this Prospectus (or such period as varied by ASIC), the Company will issue those New Options unlisted.

2.7 CHESS

The Company will apply to ASX Settlement for the New Securities to participate in the Securities Clearing House Electronic Subregister System known as CHESS.

The Company will not issue certificates with respect to the New Securities. After allotment of the New Securities, issuer sponsored holders will be provided with an issuer sponsored statement and those who are CHESS Holders will receive an allotment advice.

The CHESS statements, which are similar in style to bank account statements, will set out the number of New Securities allotted to each successful Applicant pursuant to this Prospectus. The statement will also advise holders of their holder identification number. Further statements will be provided to holders which reflect any changes in their holding in the Company during a particular month.

2.8 Underwriting

None of the SPP Offer, New Options Offer or the Cleansing Offer is underwritten.

2.9 Existing Options

The Company currently has no listed or unlisted Options on issue.

2.10 Notice to nominees and custodians

Nominees and Custodians may not distribute any part of this document in the United States or in any other country outside of Australia, New Zealand, Singapore, Germany, Luxembourg and Switzerland except to beneficial Eligible Shareholders in another country (other than the United States) where the Company may determine it is lawful and practical to make the Offers. Any person in the United States with a holding through a nominee may not participate in the Offers. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of relevant foreign securities law restrictions.

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2.11 Electronic prospectus

An electronic version of this Prospectus is available online at <http://www.newpeak.com.au>.

The Application Form or the Cleansing Offer Application Form may only be distributed attached to a complete and unaltered copy of the Prospectus. The Company will not accept a completed Application Form or Cleansing Offer Application Form if it has reason to believe that the investor has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Application Form, Cleansing Offer Application Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that in the Offer periods the electronic version of the Prospectus will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from the Company or a financial adviser.

Prospectus

3. How to apply

3.1 SPP Offer

(a) Making an Application

The SPP Offer and New Options Offer will open at 9.00am (Sydney time) on 18 August 2021 and will remain open until 5.00pm (Sydney time) on 17 September 2021.

An Eligible Shareholder that would like to participate in the SPP Offer can do so by completing and lodging the Application Form which accompanies this Prospectus. Applications for New Shares under the SPP Offer may be made with respect to any one of the following amounts:

	SPP Application amount	Number of New Shares which may be applied for	Number of New Options
Offer A	\$30,000	20,000,000	10,000,000
Offer B	\$25,000	16,666,666	8,333,333
Offer C	\$20,000	13,333,333	6,666,666
Offer D	\$15,000	10,000,000	5,000,000
Offer E	\$10,000	6,666,666	3,333,333
Offer F	\$5,000	3,333,333	1,666,666
Offer G	\$2,000	1,333,333	666,666
Offer H	\$1,000	666,666	333,333

If an Application Form is not completed correctly or if the accompanying Application Monies are for an incorrect amount, it may be treated by the Company as valid at its discretion. If the exact amount of required Application Monies are not tendered with an Application Form, the Company reserves the right to either:

- (1) return the Application Form and/or Application Monies received and not issue any New Securities to the Applicant; or
- (2) issue to the Applicant the maximum number of New Securities represented by the Application Monies received and refund any excess amount to that Applicant by cheque or electronic funds transfer as soon as possible, without interest.

Eligible Shareholders should be aware that an investment in the Company involves risks. The key risks identified by the Company are set out in section 1.7.

The Company reserves the right to reject any Application that is received after the SPP Offer Closing Date or the New Options Offer Closing Date. Unless extended in the discretion of the Company, the SPP Offer Closing Date and New Options Offer Closing Date for acceptance of the SPP Offer and the New Options Offer is 5.00pm (Sydney time) on 17 September 2021.

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Should you require a replacement Prospectus and Application Form, please contact the Company's Company Secretary, Karl Schlobohm, kschlobohm@newpeak.com.au or +61 7 3303 0661.

(b) Debt Conversion Facility

If, in addition to being an Eligible Shareholder under the SPP Offer, you are also a creditor of the Company, you may elect to participate by means of the conversion of some or all of the existing debt owed to you by the Company. The conversion will be undertaken on a dollar for dollar basis at the Issue Price, and, in the case of any fractional entitlements, the number of New Shares (and attaching New Options) arising from the conversion of the debt shall be rounded down to the nearest whole number. The election to settle the Application Monies owing in respect of your Application by conversion of an existing debt, is provided for on the Application Form.

For clarity, the Debt Conversion Facility does not enable any creditor Shareholders to take up more New Shares (and attaching New Options) under the SPP Offer and New Options Offer than if the facility was not available.

Details of Shareholders who are associated with directors of the Company and are also creditors of the Company are set out below:

Creditor	Amount Owing by Company (excluding GST as at 31 July 2021)	Intention
David Mason	\$228,579	Participation via Debt Conversion Facility to apply for 20,000,000 New Shares
Nicholas Mather	\$49,453	Participation via Debt Conversion Facility to apply for 20,000,000 New Shares
Brian Moller	\$75,015	Participation via Debt Conversion Facility to apply for 20,000,000 New Shares

Susan Gladman, the spouse of Andrew Gladman, proposes to participate in the SPP to apply for 20,000,000 New Shares.

In addition, the Company has been advised by DGR Global, that DGR Global intends to subscribe for \$30,000 worth of New Shares in the SPP Offer by way of the Debt Conversion Facility.

DGR Global is both a creditor (owed \$160,376 excluding GST as at 31 July 2021) and shareholder (holding 550,831,437 Shares) of the Company.

This will result in DGR subscribing for 20,000,000 New Shares and 10,000,000 New Options, and the amount owing to DGR Global by the Company will be reduced by approximately \$30,000.

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(c) Submission of Application Form and Application Monies

Eligible Shareholders who wish to apply for New Shares under the SPP Offer must either:

- (1) complete the Application Form which is attached to this Prospectus in accordance with the instructions set out on the Application Form and forward the completed Application Form together with payment for the full amount of the Application Monies so as to reach the Share Registry by no later than **5.00pm (Sydney time) on 17 September 2021** or such later date as the Directors determine at the below address:

Mailing Address	OR	Hand Delivery
NewPeak Metals Limited C/- Link Market Services Limited GPO Box 3560 Sydney NSW 2001		NewPeak Metals Limited Offer C/- Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138 <i>(Please do not use this address for mailing purposes)</i>

Payment should be made by cheque in Australian currency made payable to "NewPeak Metals Limited" and crossed "not negotiable"; or

- (2) make a BPAY® payment from your cheque or savings account by using the Biller Code and Reference Number shown on your Application Form which is required to identify your holding.

If you have multiple holdings you will have multiple BPAY® Reference Numbers. To ensure you receive your New Shares under the SPP Offer and New Options under the New Options Offer in respect of that holding you must use the specific Biller Code and Reference Number shown on each personalised Application Form when paying for any New Securities that you may wish to apply for in respect of that holding (noting the SPP Offer is limited to \$30,000 per Eligible Shareholder). If you inadvertently use the same Reference Number for more than one of your applications, you will be deemed to have applied only for that application to which that Reference Number applies, and any excess amount will be refunded.

If you make your payment using BPAY® you do not need to return your Application Form.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY®. It is your responsibility to check that the amount you wish to pay via BPAY® does not exceed your limit.

Payment will only be accepted in Australian currency and cheques, bank drafts, money orders and BPAY® payments must be drawn on an Australian bank.

Application Forms will not be accepted at the Company's registered office.

If you intend to pay for the New Securities by BPAY®, there is no need to return the Application Form, but you must ensure that your payment is received by no later than

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5:00pm (Sydney time) on the SPP Offer Closing Date or such later date as the Directors determine (keeping in mind that payments made by BPAY® may take one or more Business Days to clear).

You should ensure that sufficient funds are held in the relevant account(s) to cover the Application Monies. If the amount of your cheque for application monies is insufficient to pay in full for the number of whole New Shares you have applied for in your Application Form, you will be taken to have applied for such lower number of New Shares as your cleared application monies will pay for (and to have that number of New Shares on your Application Form). Alternatively, your Application will be rejected. If your cheque does not clear due to insufficient funds in your account, your Application will be rejected. Further, if you provide a cheque or money order for the incorrect amount, the Company may treat you as applying for as many New Shares as your cheque, bank draft or money order will pay for.

Applicants should not forward cash and direct bank transfers are not permitted. You will not be able to withdraw or revoke your Application once you have submitted it, other than as required by the Corporations Act.

Applicants are encouraged to lodge their Application Form as soon as possible, as the SPP Offer and New Options Offer may close early without notice.

No stamp duty, brokerage or handling fees are payable by the Applicant for the New Securities offered by this Prospectus.

Application Monies will be held in trust in a subscription account until allotment of the New Shares. The subscription account will be established and kept by the Company on behalf of the Applicants. Any interest earned on the application monies will be retained by the Company irrespective of whether allotment takes place.

Refund amounts, if any, will be paid in Australian dollars. You will be paid either by cheque sent by ordinary post to your address as recorded on the Register (the registered address of the first-named in the case of joint holders), or by direct credit to the nominated bank account as noted on the Register as at the SPP Offer Closing Date.

(d) **SPP Offer and New Options Offer - Binding effect of Application Form**

A completed and lodged Application Form, or a payment made through BPAY®, constitutes a binding offer to acquire New Shares and attaching New Options on the terms and conditions set out in this Prospectus and, once lodged or paid, cannot be withdrawn.

If the Application Form is not completed correctly it may still be treated as a valid application for New Shares and attaching New Options. The Directors' decision whether to treat an Application as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your personalised Application Form with the requisite Application Monies or making a payment by BPAY®, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (1) you agree to be bound by the terms of the SPP Offer and the New Options Offer;
- (2) all details and statements in the Application Form are complete and accurate and not misleading;

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- (3) your Application is irrevocable and unconditional, and after the Share Registry receives the Application Form or any payment of Application Monies by BPAY®, you may not withdraw it;
- (4) you agree to apply for the number of New Shares specified in the Application Form and for which you have either:
 - (A) submitted payment of any Application Monies via cheque, bank draft or BPAY®, at \$0.0015 per New Share; or
 - (B) if you are also a creditor of the Company, applied for New Shares under the Debt Conversion Facility;
- (5) you agree to be issued the number of New Shares for which you have applied, subject to compliance with Chapter 6 of the Corporations Act and ASX Listing Rules;
- (6) you acknowledge that the Company may at any time determine that your Application Form is valid, in accordance with the terms and conditions set out in this Prospectus, even if the Application Form is incomplete, contains errors or is otherwise defective;
- (7) you authorise the Company, the Share Registry and their respective officers or agents, to do anything on your behalf necessary for the New Shares and attaching New Options to be issued to you, including to act on instructions of the Share Registry on using the contact details set out in the Application Form;
- (8) you declare that you were the current registered holder of Shares on the Record Date;
- (9) you acknowledge that the information contained in this Prospectus and the Application Form is not investment advice or a recommendation that New Shares and New Options are suitable for you given your investment objectives, financial situation or particular needs;
- (10) you are an Eligible Shareholder, are not in the United States and are not a person (including nominees or custodians) acting for the account nor benefit of a person in the United States, and are not otherwise a person to whom it would be illegal to make an offer or issue of New Securities under the SPP Offer or the New Options Offer;
- (11) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside of Australia; and
- (12) the New Securities have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside Australia;
- (13) you have not and will not send any materials relating to the SPP Offer or the New Options Offer to any person in the United States or to any person (including nominees or custodians) acting for account or benefit of a person in the United States or any other country outside Australia and New Zealand; and
- (14) you have read and understood the Prospectus and your personalised Application Form in their entirety;

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- (15) you certify, acknowledge, warrant and represent as true, correct and not misleading to the Company that if you are not a Custodian, the aggregate of the application price paid by you for:
- (A) the New Shares the subject of the Application Form or the BPAY® payment;
 - (B) any other Shares applied for under a similar arrangement in the 12 months prior to the date of submission of the Application Form or making the BPAY® payment;
 - (C) any other Shares issued to a Custodian (as a result of an instruction given by you to the Custodian or another Custodian to apply for Shares on your behalf) under the SPP or under any similar arrangement operated by the Company in the 12 months prior to the date of submission of the Application Form or making the BPAY® payment and which resulted in the holder holding beneficial interests in the Shares; and
 - (D) any other New Shares which you have instructed a Custodian to acquire on your behalf under the SPP,
- does not exceed \$30,000.00. The \$30,000 limit applies irrespective of the number of Shares you hold on the Record Date.
- The Company reserves the right, to reject any application for new Shares under the SPP to the extent it considers, or is reasonably satisfied, that the Application (whether alone or in conjunction with other applications) does not comply with these requirements:
- (16) you agree that where you have previously provided the Company or its share registry with bank account details, any refund to be paid to you under these terms and conditions may be direct credited into that nominated account;
 - (17) you accept the risk associated with any refund that may be sent to you by direct credit or cheque to your address shown on the Company's Register;
 - (18) you are responsible for any dishonour fees or other costs the Company may incur in presenting a cheque for payment which is dishonoured; and
 - (19) you acknowledge that the Company is not liable for any exercise of its discretions referred to in this Prospectus.

3.2 Cleansing Offer

Applications for New Options under the Cleansing Offer must only be made by investors at the direction of the Company and must be made using the Cleansing Offer Application Form accompanying this Prospectus.

Do not apply for New Options under the Cleansing Offer unless invited by the Company.

Refer to section 1.5(b) for further information.

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4. Effect of the issue on NPM

4.1 Financial position

To illustrate the effect of the Offers on the Company, the pro-forma consolidated balance sheet has been prepared based on the reviewed balance sheet as at 31 December 2020.

The pro-forma balance sheet shows the effect of the Offers and as if the Offers (under this Prospectus) had been made on 31 December 2020. The pro-forma balance sheet assumes that the SPP Offer, the New Options Offer and Cleansing Offer is fully subscribed.

The accounting policies adopted in preparation of the pro-forma consolidated balance sheet are consistent with the policies adopted and as described in the Company's financial statements for the year ended 30 June 2020.

The significant effects of the Offers will be to:

- (a) increase cash reserves by approximately \$1,000,000 (or, where there are Oversubscriptions, up to \$1,500,000) (before cash expenses of the Offers which are estimated to be approximately \$85,000 and subject also to the participation by shareholders who are also creditors of the Company in the Debt Conversion Facility – refer section 3.1(b) for further information in this regard);
- (b) increase the number of issued ordinary shares by up to 1,000,000,000 to 7,793,830,163 (subject to rounding);
- (c) increase the number of Options on issue as follows:
 - (1) 500,000,000 New Options in respect of the New Options Offer (subject to rounding);
 - (2) up to 100,000 in respect of the Cleansing Offer;
 - (3) 541,666,673 in respect of the Placement Options; and

If an Eligible Shareholder does not participate in the SPP Offer it will result in their percentage holding in the Company being diluted further by the SPP Offer.

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New Peak Metals Limited			
Consolidated Balance Sheet			
As at December 31, 2020			
	Reviewed	Total	Pro Forma
	30.12.2020	Pro Forma	30.12.2020
	\$	Adjustments	\$
		\$	
Current Assets			
Cash and cash equivalents	2,038,311	795,000	2,833,311
Trade and other receivables	100,929	-	100,929
Other current assets	29,000	-	29,000
Total Current Assets	2,168,240	795,000	2,963,240
Non-current Assets			
Property, plant and equipment	52,171	-	52,171
Exploration and evaluation	2,731,695	-	2,731,695
Other assets	51,128	-	51,128
Total Non-current Assets	2,834,994	-	2,834,994
Total Assets	5,003,234	795,000	5,798,234
Current Liabilities			
Trade and other payables	760,965	(120,000)	640,965
Borrowings	172,174	-	172,174
Employee benefits	930	-	930
Total Current Liabilities	934,069	(120,000)	814,069
Non-current Liabilities			
Deferred Tax Liability	1,931	-	1,931
Total Non-current Liabilities	1,931	-	1,931
Total Liabilities	936,000	(120,000)	816,000
Net Assets	4,067,234	915,000	4,982,234
Equity			
Issued Capital			
Share Capital	34,163,279	1,000,000	35,163,279
Other equity	373,333		373,333
Reserves	(1,457,911)		(1,457,911)
Accumulated Losses	(29,011,467)	(85,000)	(29,096,467)
Total Equity	4,067,234	915,000	4,982,234

4.2 Present position

At the date of this Prospectus, the Company is of the view that there is no one entity who controls the Company.

The Shareholders who hold more than 5% of the Shares prior to the date of this Prospectus are as follows:

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Shareholder	Number of Shares	%
DGR Global Limited	550,831,437	8.11%
Neil Stuart	472,291,832	6.95%

4.3 Existing Options

As at the date of this Prospectus, the Company does not have any Options (or other convertible securities) on issue.

The Company has two outstanding converting loans of A\$560,000 (maturing 1 May 2022), which may be repaid by the Company at its election in cash or in Shares (at \$0.003 per Share). Refer to the Company's Annual Report for the year ended 30 June 2020 for further information in this regard.

4.4 Effect of the Offers on the capital structure of the Company

The capital structure of the Company immediately following the SPP Offer and New Options Offer, on the basis that it is fully subscribed (and Shareholder approval is obtained to issue the New Options), and the Cleansing Offer will be as follows (subject to rounding):

	Number of Securities
Shares on issue at the date of this Prospectus	6,793,830,163
Maximum number of New Shares to be issued under the SPP Offer (including Oversubscriptions)	1,000,000,000
Total maximum number of Shares after the SPP Offer	7,793,830,163
Options on issue at the date of this Prospectus	Nil
Maximum number of New Options to be issued under New Options Offer*	500,000,000
Maximum number of New Options to be issued under Cleansing Offer	100,000
Number of Placement Options to be issued during currency of Cleansing Offer*	541,666,673
Total maximum number of Options after the Offers and issue of Placement Options	1,041,766,673

* The issue of New Options under the New Options Offer and Placement Options are subject to the Company obtaining Shareholder approval at the General Meeting.

^ The figures in the table above assume that other Shares are not issued (including on the exercise of Options) prior to the close of the Offer.

The capital structure of the Company on a fully diluted basis on completion of the Offers (assuming the Offers are fully subscribed) is 8,835,596,836 Shares.

4.5 Debt Conversion Facility

Under the Debt Conversion Facility, an Eligible Shareholder (who is also a creditor of the Company) may elect to participate in the SPP Offer by means of the conversion of some or all

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of the existing debt owed to them by the Company. The conversion will be undertaken on a dollar for dollar basis at the Issue Price, and in the case of any fractional entitlements, the number of New Shares (and New Options) arising from the conversion of the debt shall be rounded down to the nearest whole number.

As the Debt Conversion Facility does not enable any creditor Eligible Shareholder to take up more New Shares under the Offer than if the facility was not available, the Debt Conversion Facility will have no effect on the capital structure of the Company.

4.6 Effect of the Offers on control of the Company

General effect and consequences

The issue of the New Shares and New Options under the SPP Offer and New Options Offer is not anticipated to have an effect on the control of the Company given that each Eligible Shareholder is limited to applying for a maximum of \$30,000 worth of New Shares.

The Company will manage the SPP Offer such that none of the Applicants will obtain a relevant interest in Shares of 20% or more.

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. Where Shares are issued pursuant to the exercise of New Options, the voting power of the Option holders who exercise their 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.

Specific control effects

There are no circumstances under which any shareholder can obtain a holding of 20% or greater in the Company as a result of the SPP Offer. The table below sets out the maximum percentage increase in the Company if that substantial Shareholder applies for and issued the maximum 20,000,000 New Shares (\$30,000 worth) under the SPP Offer and no other Shares are issued under the SPP:

Shareholder	Current interest %	Interest on full participation and no other Shares issued under the Offers %
DGR Global Limited	8.11%	8.38%
Neil Stuart	6.95%	7.22%

Potential dilution to Shareholders

Shareholders should note that if they do not participate in the SPP Offer, their shareholdings are likely to be diluted by approximately 9% (on the basis of raising \$1,000,000 and as compared to their holdings and number of Shares on issue as at the Record Date), assuming that no New Options are exercised.

In addition, shareholdings will be further diluted to a maximum possible amount of approximately 30% on a fully diluted basis (i.e. if all Placement Options and New Options, once issued, are exercised).

Cleansing Offer

The Cleansing Offer will not have any effect on the control of the Company.

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5. Risk factors

5.1 Introduction

There are risks which may impact on the operating and financial performance of the Group and, therefore, on the value of the New Securities offered under this Prospectus. Some of these risks can be mitigated by the Group's systems and internal controls, but many are outside of the control of the Group and the Board, are dependent on the policies adopted and approaches taken by regulatory authorities or cannot otherwise be mitigated. There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate.

The New Securities offered under this Prospectus carry no guarantee in respect of profitability, dividends, return of capital or the price at which they may trade on ASX. The past performance of the Company should not necessarily be considered a guide to the future performance of the Company. As with any equity investment, substantial fluctuations in the value of your investment may occur.

Potential investors should therefore carefully consider all associated risks before applying for New Securities under this Prospectus and should consider their personal circumstances (including financial and taxation issues) and seek advice from their stockbroker, accountant, solicitor or other professional advisers before deciding whether to invest (particularly if you are unsure about subscribing for New Shares).

A number of material risk factors which may adversely affect the Group and the value of the New Shares offered under this Prospectus are set out in this section. This is not an exhaustive list and there may be other factors which have an adverse effect on the Group and the value of the Shares offered under this Prospectus.

5.2 General Risks

An investment in the New Securities should be considered speculative due to the nature of the mining industry generally. Exploration from minerals involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. There can be no assurance that the Company's intended exploration targets will lead to the development of mining operations.

The operations of the Company in developing and commissioning a mine may be affected by a range of factors including the failure to obtain all government approvals (to commence mining), protected grades in exploration, mining and processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, metallurgical problems which affect extraction rates and costs, adverse weather conditions, industrial and environment accidents, industrial disputes, unexpected shortages or increases in the cost of consumables, spare parts, plant and equipment.

A summary of the major general risks are described below:

(a) Dilution

Shareholders should note that if they do not participate in the SPP Offer, their shareholders are likely to be diluted by approximately 9% (on the basis of raising \$1,000,000 and as compared to their holdings and number of Shares on issue as at the Record Date) (see section 1.10 for further details). Further the SPP Offer is not being extended to Shareholders with registered addresses outside of Australia, New Zealand, Singapore, Germany, Luxembourg and Switzerland and the holdings of those Shareholders in the Company will be diluted by the SPP Offer.

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(b) **Share price fluctuations**

The market price of the Company's Shares will be subject to varied and often unpredictable influences in the share market. Both domestic and world economic conditions may affect the performance of the Company and the share market price. Factors such as the level of industrial production, inflation and interest rates impact all commodity prices including minerals. The New Shares carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX.

Specifically, the market price of New Shares may rise or fall between the date of the SPP Offer and the issue date of the New Shares under the SPP Offer. The effect of this is that the Issue Price you pay for the New Shares may exceed the market price of Shares on the issue date.

(c) **Management actions**

The Directors of the Company will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its securities.

(d) **Government policy**

Changes in relevant taxation, interest rates, other legal, legislative or administrative regimes, or Government policies in Australia or any other jurisdiction where the Company or a company in the Group operates, may have an adverse affect on the assets, operations and ultimately the financial performance of the Company and the market price of its securities.

(e) **Financing**

In order to expand its activities the Company will be required to raise additional equity or debt capital in the future. There is no assurance that it will be able to raise capital when it is required or that the terms associated with providing such capital will be satisfactory to the Company.

(f) **General Economic Conditions**

Factors such as inflation, currency fluctuations, interest rates, supply and demand, industrial disruption, government policy and legislation have an impact on operating costs, commodity prices, and the parameters in which the Company operates. Factors that may be beyond the control of the Company include:

- (1) general economic conditions in Australia and its trading partners and, in particular, inflation rates, interest rates, exchange rates, commodity supply and demand factors;
- (2) financial failure or default by a participant in any of the joint ventures or other contractual relationship to which the Company is, or may become, a party;
- (3) insolvency or other managerial failure by any of the contractors used by the Company in its activities; and
- (4) industrial disputes.

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These as well as other conditions can affect the Company's future revenues and profitability and the price of its securities.

(g) **Industrial Risk**

Industrial disruptions, work stoppages and accidents in the course of the Company's operations could result in losses and delays, which may adversely affect profitability.

(h) **Taxation**

In all places where the Company has operations, in addition to the normal level of income tax imposed on all industries, the Company may be required to pay government royalties, indirect taxes, goods and services tax and other imposts which generally relate to revenue or cash flows. Industry profitability can be affected by changes in government taxation policies.

(i) **Commodity Price Risks**

The Company's prospects and Share price will be influenced by the price obtained from time to time for the commodities targeted in its exploration programs. Commodity prices fluctuate and are affected by factors including the relationship between global supply and demand for minerals, forward selling by producers, costs of production and general global economic conditions.

Commodity prices are also affected by the outlook for inflation, interest rates, currency exchange rates and supply and demand factors. These factors may have an adverse effect on the Company's exploration and any subsequent development and production activities, as well as its ability to fund its future activities.

(j) **Foreign Exchange**

Foreign exchange rates fluctuate over time. Fluctuating exchange rates have a direct effect on the Company's operating costs and cash flows expressed in Australian dollars. The Company does not currently have any formal currency hedging in place, which means that adverse changes to foreign exchange rates may have an adverse effect on the Company and its business.

(k) **Share Market Investments**

The New Shares are to be quoted on the ASX, where their price may rise or fall in relation to the Offer Price. The New Shares carry no guarantee in respect of profitability, dividends or return of capital, or the price at which they may trade on the ASX. The value of the Shares will be subject to the ASX market and hence a range of factors outside of the control of the Company and the Directors and officers of the Company. Such factors include the demand for and availability of Shares, movements in domestic and international interest rates and inflation rates, economic conditions and general economic outlook, exchange rates, fluctuations in the Australian and international share markets, taxation, government and monetary policies and demand and supply for capital. Returns from an investment in the New Shares offered under this Prospectus may also depend on general share market conditions, as well as the performance of the Company. Investors who decide to sell their New Shares may not receive the entire amount of their original investment. There can be no guarantee that an active market in the Shares will develop or that the price of the New Shares will increase.

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(l) **New Options Risk**

Issue of the New Options under the New Options Offer is subject to Shareholder approval at the upcoming General Meeting. There is a risk that Shareholder approval is not obtained, in which case the New Options will not be issued.

The New Options will constitute a new class of listed securities and accordingly are required to meet the requirements for quotation contained in the ASX Listing Rules. Relevantly, the ASX Listing Rules require in the case of quotation for additional securities which convert to Shares, that there to be a sufficient number of securities and holders of such securities (at least 100,000 securities and 50 holders with a Marketable Parcel excluding restricted securities).

While the Company intends to seek the listing of the New Options, the price at which they may ultimately trade (if at all) is uncertain.

(m) **Unforeseen expenses**

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

5.3 Risks specific to an investment in the Company

In addition to the general risks noted in section 5.2, Eligible Shareholders should be aware of risks specific to an investment in the Company, which may include, but are not limited to the following:

(a) **Regulatory risk and government policy**

The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy that are beyond the control of NPM.

The relevant government departments in the countries in which NPM has interests do conduct reviews from time to time of policies in connection with the granting and administration of mining tenements. Whilst NPM remains confident that the required appointments will be made, no assurance can be given as to the timing or outcome.

Changing attitudes to environmental, land care, cultural heritage or traditional religious artefacts and indigenous land rights issues, together with the nature of the political process, provide the possibility for future policy changes. There is a risk that such changes may affect the Company's exploration plans or, indeed, its rights and/or obligations with respect to the tenements.

(b) **Exploration and evaluation risk**

Gold and Tungsten exploration and development are high risk undertakings and even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. There can be no assurance that exploration will result in the discovery of an economic deposit and a number of factors outside the control of the Company can affect this outcome. The success of the Company is dependent on exploration success.

(c) **Lakes Blue Energy NL reinstatement / realisation of value / dilution risk**

The Company presently holds some 28.2% of ASX listed Lakes Blue Energy NL (**Lakes Blue**). This represents the Company's shareholding interest before dilution

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from the conversion of the approximately 1,026,331,928 Convertible Notes currently on issue in Lakes Blue, of which the Company holds nil.

Trading in shares in Lakes Blue were suspended on the ASX in December 2020 following the late lodgement of the Lakes Blue 2019 Annual Report. While the Company will continue to maintain the investment in Lakes Blue until such time as Lakes has realised the underlying value of its large portfolio of oil and gas projects, the ability of the Company to easily realise the value of its shareholding in Lakes Blue is dependent upon there being an active market for the securities of Lakes Blue.

(d) **Victorian exploration risk**

The Company presently holds some 28.2% of ASX listed Lakes Blue Energy NL (**Lakes Blue**) which holds petroleum exploration interests in Victoria. This represents the Company's shareholding interest before dilution from the conversion of Convertible Notes currently on issue in Lakes Blue, of which the Company holds nil.

The fracking moratorium legislation in Victoria has adversely impacted on the ability of Lakes Blue to progress its petroleum exploration interests in Victoria. The Company understands that Lakes Blue is currently targeting the drilling of the Wombat-5 well in mid 2022.

(e) **Insurance risk**

The Company maintains insurance within ranges of coverage the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance however, can be given that the Company will be able to continue to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims.

(f) **Operational risks and costs**

Prosperity for NPM and its subsidiaries will depend largely upon an efficient and successful implementation of all the aspects of exploration, developments, business activities and management of commercial factors.

Exploration has been and will continue to be hampered on occasions by unforeseen weather events, accidents, unforeseen cost changes, environmental considerations, natural events and other incidents beyond the control of NPM.

By its nature, the business of exploration is a highly speculative endeavour and involves significant risks. The Company's performance depends on the successful exploration and/or acquisition of resources or reserves, competent operational management and efficient financial management. Further, the nature of exploration can sometimes result in industrial accidents and other incidents beyond the control of the Company.

There can be no assurances that the Company's exploration programs described in this Prospectus or those relating to any projects or tenements that the Company may acquire in the future, will result in the discovery of a significant mineral target. Even if a significant target is identified, there is no guarantee that it will be viable for economic exploitation. Ultimate success depends on the discovery and delineation of economically recoverable mineral resources, establishment of efficient exploration operations, obtaining necessary titles and access to projects, as well as government and other regulatory approvals.

The exploration and mining activities of the Company may be affected by a number of factors, including but not limited to geological conditions, seasonal weather patterns,

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technical difficulties and failures, continued availability of the necessary technical equipment, plant and appropriately skilled and experienced technicians, adverse changes in government policy or legislation and access to the required level of funding.

(g) **Business risks**

There are risks inherent in doing business, such as unexpected changes in regulatory requirements, trade barriers, longer payment cycles, problems in collecting accounts receivable, network and infrastructure issues and potentially adverse tax consequences, any of which could adversely impact on the success of NPM's operations.

(h) **Contractual and joint venture risk**

NPM's ability to efficiently conduct its operations in a number of respects depends upon a third party product and service providers and contracts have, in some circumstances, been entered into by NPM and its subsidiaries in this regard. As in any contractual relationship the ability for NPM to ultimately receive benefits from these contracts are dependent upon the relevant third party complying with its contractual obligations.

To the extent that such third parties default in their obligations, it may be necessary for NPM to enforce its rights under any of the contracts and pursue legal action. Such legal action may be costly and no guarantee can be given by NPM that a legal remedy will ultimately be granted on appropriate terms.

The Company may wish to develop its projects or future projects through joint venture arrangements, while a number of the Company's projects are already the subject of joint venture arrangements. Any joint ventures entered into by, or interests in joint ventures assigned to the Company, could be affected by the failure or default of any of the joint venture participants.

(i) **Environmental regulations and risks**

National and local environmental laws and regulations affect nearly all of the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality, provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were conducted. The Company will minimise the potential impact of these laws and regulations by taking steps to ensure compliance occurs and, where possible, by carrying appropriate insurance.

Significant liability 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 owners of properties acquired by the Company or non-compliance with environmental laws or regulations.

(j) **Sovereign risks**

Any future material adverse changes in government policies or legislation in Australia, Argentina, Sweden or any other jurisdiction in which the Company undertakes or may undertake operations that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company and its projects.

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(k) **Commodity prices**

NPM's prospects and perceived value will be influenced from time to time by the prevailing short-term prices of the commodities targeted in its exploration programs. Commodity prices fluctuate and are affected by factors including supply and demand for mineral products, hedge activities associated with commodity markets, the costs of production and general global economic and financial market conditions.

These factors may cause volatility which in turn, may affect the Company's ability to finance its future exploration and/or bring Company's to market.

(l) **Tenements**

A failure to adhere to the requirements to exceed certain levels of expenditure on concessions and tenements held by NPM (or its subsidiaries) in various jurisdictions may make certain concessions and tenements subject to possible forfeiture. All granted concessions and tenements are currently in good standing and, in accordance with normal industry practice. NPM surrenders some or all un-prospective parts of its concessions and tenements at the appropriate time so as to manage its minimum expenditure obligations and to retain the capacity to apply for additional prospective areas.

(m) **Title Risk**

The exploration and prospecting permits and claims in which the Company has now, or may, in the future, acquire an interest, are subject to applicable local laws and regulations. There is no guarantee than any claims, applications or conversions in which the Company has a current or potential interest will be granted.

All of the projects in which the Company has an interest will be subject to application for claim renewal from time to time. Renewal of the term of each claim is subject to applicable legislation. If the claim is not renewed for any reason, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that claim.

Although the Company has taken steps to verify the title to the resource properties in which it has or has a right to acquire an interest in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Title to resource properties may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or the rights of indigenous peoples.

(n) **Feasibility and development risks**

Given the early stage of the Company's projects, there will be a complex, multidisciplinary process to be undertaken to complete a feasibility study to support any development proposal. There is a risk that the feasibility study and associated technical works will not achieve the results expected. There is also a risk that even if a positive feasibility study is produced, the project may not be successfully developed for commercial or financial reasons.

(o) **Unforeseen expenses**

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

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(p) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the outcome of the Company's exploration programs, the Company may require further financing in addition to amounts raised under this Prospectus. 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 programs. In addition, the Company's ability to continue as a going concern may be diminished.

There is 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 and such circumstances will adversely affect the Company.

(q) **Contractors**

The Company is dependent on contractors and suppliers to supply vital services to its operations. The Company is therefore exposed to the possibility of adverse developments in the business environments of its contractors and suppliers. Any disruption to services or supply may have an adverse effect on the financial performance of the Company.

(r) **Reliance on key personnel**

In formulating its exploration programs, the Company relies to a significant extent upon the experience and expertise of the Directors and management. These persons possess knowledge of many of the Company's tenements through extensive personal experience of prospecting in those areas.

Although information concerning the Company's tenements has been chronicled, the loss of one or more of these key personnel may adversely affect the Company's prospects of pursuing its exploration programmes within the timeframes and within the cost structure currently envisaged.

Although the key personnel have a considerable amount of experience and have previously been successful in their pursuits of important prospecting discoveries, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Company.

(s) **Employees**

The ability of the Company to achieve its objectives depends on being able to retain certain key employees, skilled operators and tradespeople. The loss of key employees or skilled operators and tradespeople could significantly affect the performance of the Company's operations.

(t) **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:

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

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environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and

- (2) 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.

(u) **COVID-19 Impact Risk**

The global economic outlook is facing uncertainty due to the current COVID-19 (Novel Coronavirus) pandemic, which has been having, and is likely to continue to have, a significant impact on global capital markets, commodity prices and foreign exchange rates.

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID-19 pandemic, also adversely impact the Company's operations, financial position and prospects.

In addition, should any Company personnel or contractors be infected by COVID-19, it could result in the Company's operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on the Company's operations as well as an adverse impact on the financial condition of the Company.

5.4 Speculative nature of Investment

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

Accordingly, the New Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns, returns of capital or market value at any time. Shareholders and Other Investors should consider that an investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Securities.

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6. Rights and liabilities attaching to securities

6.1 Rights and liabilities attaching to New Shares

The rights attaching to ownership of the New Shares (and the Shares issued upon the exercise of the New Options) are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours. The following is a summary of the principal rights of holders of the New Shares, subject to any special rights attaching to any class of share at a future time. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's Shareholders.

Voting

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Share held by them.

Dividends

The New Shares will rank equally with all other issued Shares in the capital of the Company and will participate in dividend out of profits earned by the Company from time to time. Subject to the rights of holders of shares of any special preferential or qualified rights attaching thereto, the profits of the Company are divisible amongst the holders of Shares in proportion to the Shares held by them irrespective of the amount paid up or credited as paid up thereon. The Directors may from time to time pay to Shareholders such interim dividends as in their judgment the position of the Company justifies.

Transfer of the Shares

Generally, the Shares and Options in the Company will be freely transferable, subject to satisfying the usual requirements of security transfers on the ASX. The Directors may decline to register any transfer of Shares or Options but only where permitted to do so under its Constitution or the ASX Listing Rules.

Winding up

Upon subscribing for New Shares or submitting an application for Additional Shares or Overallotment Shares and paying the Application Monies, Shareholders or prospective investors who become Shareholders will have no further liability to make payments to the Company in the event of the Company being wound up pursuant to the provisions of the Corporations Act.

Future increases in Capital

The allotment and issue of any new Shares is under the control of the Directors. Subject to the Listing Rules, the Company's Constitution and the Corporations Act, the Directors may allot or otherwise dispose of new Shares on such terms and conditions as they see fit.

Variation of Rights

At present, the Company has only ordinary Shares on issue. If the shares of another class were issued, the rights and privileges attaching to ordinary Shares could only be altered with the approval of a resolution passed at a separate general meeting of the holders of ordinary Shares by a three quarter majority of such holders or the written consent of the holders of at least three quarters of the ordinary Shares.

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General Meeting

Each holder of Shares will be entitled to receive notice of and to attend and vote at general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

For more particular details of the rights attaching to ordinary Shares in the Company, investors should refer to the Constitution of the Company.

6.2 Rights attaching to New Options

The New Options are issued on and subject to the following terms:

- (a) The exercise price of each New Option is \$0.004 (**Exercise Price**).
- (b) The New Options will expire on 19 July 2023 (**Expiry Date**) unless earlier exercised.
- (c) The New Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise (**Exercise Notice**) together with payment for the Exercise Price per New Option to the Company at any time on or after the date of issue of the New Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
- (d) The number of New Options that may be exercised at one time must be not less than 125,000, unless the holder of the New Option (**New Option Holder**) holds less than 125,000 New Options in which case all New Options must be exercised at one time.
- (e) Within 20 Business Days (as that term is defined in the ASX Listing Rules) after the valid exercise of the New Options and payment of the Exercise Price, the Company will:
 - (1) allot and issue the number of fully paid ordinary Shares ranking pari passu with the then issued Shares as required under these terms and conditions in respect of the number of New Options specified in the Exercise Notice and for which cleared funds have been received by the Company; and
 - (2) 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.
- (f) New Option Holders do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where and only to the extent required pursuant to the Listing Rules, provide New Option Holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to Shareholders generally) to exercise the New Options, in accordance with the requirements of the Listing Rules.
- (g) New Option Holders do not participate in any dividends unless the New Options are exercised, and the resultant Shares of the Company are issued prior to the record date to determine entitlements to the dividend.
- (h) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (1) the number of New Options, the Exercise Price of the New Options, or both will be reorganised (as appropriate) in a manner consistent with the Listing Rules as applicable at the time of reorganisation, but with the intention that such

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reorganisation will not result in any benefits being conferred on the New Options Holders are not conferred on Shareholders; and

- (2) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the New Options will remain unchanged.
- (i) If there is a pro rata issue (except a bonus issue), the Exercise Price of New Option may be reduced according to the following formula:
- $$O^n = O - \frac{E [P - (S + D)]}{N + 1}$$
- Where:
- O^n = the new exercise price of the New Option;
- O = the old exercise price of the New Option;
- E = the number of underlying securities into which one New Option is exercisable;
- P = the volume weighted average market price per security of the underlying securities during the 5 trading days ending on the day before the ex-right date or the ex-entitlements date;
- S = the subscription price for a security under the pro rata issue;
- D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.
- (j) If there is a bonus issue to the Shareholders of the Company, the number of Shares over which the New Option is exercisable may be increased by the number of Shares which the New Option Holder would have received if the New Option had been exercised before the record date for the bonus issue.
- (k) The terms of the New Options shall only be changed if Shareholders (whose votes are not to be disregarded) of in the Company approve of such a change. However, unless all necessary waivers of the Listing Rules are obtained, the terms of the New Options shall not be changed to reduce the Exercise Price, increase the number of New Options or change any period for exercise of the New Options.
- (l) The Company intends to apply for listing of the New Options on the ASX.

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7. Additional information

7.1 Continuous disclosure obligations and transaction-specific prospectus

The Company is a “disclosing entity” (as defined in section 111AC of the Corporations Act) and therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the ASX Listing Rules.

This Prospectus is a transaction-specific prospectus issued under section 713 of the Corporations Act. This section enables disclosing entities to issue a prospectus in relation to securities in a class of securities which have been quoted by ASX at all times during the three (3) months before the date of the Prospectus or options to acquire such securities. Apart from formal matters, this Prospectus need only contain information relating to the terms and conditions of the Offers, the effect of the Offers on the Company and the rights and liabilities attaching to the New Securities offered. 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.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to the 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 enquiries 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 twelve (12) 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.

Copies of the documents lodged by the Company with ASIC may be obtained from, or inspected at an office of ASIC.

The Company will provide a copy of any of the following documents, free of charge, to any person who asks for a copy of the document before the SPP Offer Closing Date in relation to this Prospectus:

- (a) the annual financial report for the Company for the year ended 30 June 2020;
- (b) the half-yearly financial report for the Company for the period ending 31 December 2020; and
- (c) any other financial statements lodged in relation to the Company with ASIC and any continuous disclosure notices given by the Company to ASX, in the period starting immediately after lodgement of the annual financial report for the Company for the year ended 30 June 2020 and ending on the date of lodgement of this Prospectus with ASIC.

7.2 ASX Information and Share information

The ASX Announcements that the Company has made since 30 September 2020 are set out in Appendix A of this Prospectus. Copies of ASX announcements made by the Company may be obtained on the ASX website or the Company's website: <https://www.newpeak.com.au>.

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The highest and lowest prices of shares in the Company on the ASX in the six month period before the date of this Prospectus and the respective dates of those sales are set out below.

	High (cents)	Low (cents)	Volume weighted average (cents)
One month	0.2	0.1	0.16419
Three months	0.3	0.1	0.19717
Six months	0.4	0.1	0.22695

The last market sale price of Shares as at 11 August 2021 was \$0.002 (being the last trading day prior to the announcement of the SPP Offer).

7.3 General Meeting

The Company is proposing to convene its General Meeting on or about 17 September 2021 at which Shareholder approval will be sought for the issue of, amongst other things:

- (a) the ratification of the prior issue of the Placement Shares issued under the Placement under Listing Rule 7.4;
- (b) the issue of the Placement Options under the Placement under Listing Rule 7.1;
- (c) the issue of the New Options under the New Options Offer under Listing Rule 7.1 (to Eligible Shareholders); and
- (d) the issue of New Options under the New Options Offer to related parties under Listing Rule 10.11.

In the event the issue of the Placement Options under Listing Rule 7.1 is not approved at the General Meeting, the Company will seek to issue the Placement Options once the Company has sufficient capacity.

If Shareholder approval is not obtained for the issue of the New Options to SPP Participants, the New Options Offer will be withdrawn and SPP Participants will still be issued New Shares under the SPP Offer but will not be entitled to received New Options or any refund of Application Monies paid under the SPP.

The Company also intends to seek Shareholder approval in relation to the Placement Shares already issued under the Placement to retain the flexibility to issue further Securities under the Company's placement capacity in the future.

The results of these resolutions will not impact on the issues of New Shares under the SPP Offer.

7.4 Directors' interests

The nature and extent of the interest (if any) that any of the Directors of the Company hold, or held at any time during the last 2 years in:

- (a) the formation or promotion of the Company;
- (b) property acquired or to be acquired by the Company in connection with:
 - (1) its formation or promotion; or

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- (2) the Offers; or
- (c) the Offers,

is set out below.

Other than as set out below or elsewhere in this Prospectus, no one has paid or agreed to pay any amount, and no one has given or agreed to give any benefit to any Director or proposed Director:

- (a) to induce them to become, or to qualify as, a Director of the Company; or
- (b) for services provided by a Director in connection with:
 - (1) the formation or promotion of the Company; or
 - (2) the Offers.

Set out below are details of the interest of the Directors in the securities of the Company immediately prior to lodgement of the Prospectus with the ASIC. Interest includes those securities held directly and indirectly. The table does not take into account any New Shares or New Options the Directors may acquire under the Offer.

Director	Number of Shares	Number of Options	Number of Performance Rights
Nick Mather	76,858,076	Nil	Nil
Brian Moller	62,633,524	Nil	Nil
David Mason	330,057,819	Nil	Nil
Andrew Gladman	10,500,000	Nil	Nil

7.5 Directors' fees

The total maximum remuneration of non-executive Directors is set 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 \$350,000 per annum.

A Director may be paid fees or other amounts 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.

Set out below is the remuneration paid or payable to the current Directors of the Company and their associated entities for the past two years.

Directors' remuneration for the financial year ended 30 June 2021:

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Director	Short term benefits Salary & Fees ¹ \$	Post-employment Superannuation \$	Share Based payments Equity settled (Options) \$	Total \$
David Mason	280,000	-	-	280,000
Nick Mather	46,667	-	-	46,667
Brian Moller	46,667	-	-	46,667
Jason Beckton	9,998	-	-	9,998
Andrew Gladman	33,333	-	-	33,333

Directors' remuneration for the financial year ended 30 June 2020:

Director	Short term benefits Salary & Fees ¹ \$	Post-employment Superannuation \$	Share Based payments Equity settled (Options) \$	Total \$
David Mason	290,000	-	12,892	302,892
Nick Mather	48,333	-	6,446	54,779
Brian Moller	48,333	-	6,446	54,779
Jason Beckton	48,326	-	6,446	54,772

Notes:

1. In response to COVID-19 Directors agreed to a 20% reduction in fees commencing 1 May 2020 until 1 October 2020.

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the Corporations Act and accordingly, member approval is not required.

Details of the intention of Directors to participate in the Offer are set out in section 3.1(b).

7.6 Related party transactions

From time to time the Company may be party to transactions with related parties including:

- (a) employment and service arrangements; and
- (b) payment of Directors' fees.

The Company believes that it has made appropriate disclosure of past related party transactions and other than any further disclosure specifically set out below or made elsewhere in this Prospectus does not intend to make any further disclosure of such transactions which transactions will have either proceeded on an "arm's length" basis, reasonable remuneration basis or been approved by shareholders in general meeting.

The Company believes that it has made appropriate disclosure of past related party transactions and other than any further disclosure specifically set out below or made elsewhere in this Prospectus does not intend to make any further disclosure of such

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transactions which transactions will have either proceeded on an “arm’s length” basis, reasonable remuneration basis or been approved by Shareholders in general meeting.

The Company discloses the following transactions with related parties which have either proceeded on an “arm’s length” or reasonable remuneration basis. The transactions are:

- (a) proposed capital issues to Directors or interests associated with Directors;
- (b) employment agreements with related parties; and
- (c) payment of Directors’ fees to non-executive Directors.

7.7 Interests of experts and advisers

This section applies to persons 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, promoters of the Company and stockbrokers or arrangers to the Offer (collectively **Prescribed Persons**).

Other than as set out below or elsewhere in this Prospectus, no Prescribed Person has, or has had in the last 2 years, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired in connection with the formation or promotion of the Company or the Offer; or
- (c) the Offer of New Securities under this Prospectus.

Other than as set out below or elsewhere in this Prospectus, no benefit has been given or agreed to be given to any Prescribed Person for services provided by a Prescribed Person in connection with the:

- (a) formation or promotion of the Company; or
- (b) offer of New Shares under this Prospectus.

HopgoodGanim Lawyers has acted as solicitors to the Offers and has performed work in relation to the Prospectus and in relation to preparing the due diligence and verification program and performing due diligence required on legal matters, however, they do not make any statement in this Prospectus. In respect of this work, the Company estimates that it will pay approximately \$40,000 (excluding disbursements and GST) to HopgoodGanim Lawyers. Further amounts may be paid to HopgoodGanim Lawyers in accordance with its normal time based charges.

7.8 Subsequent events

There has not arisen, at the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

- (a) the operations of the Company,
- (b) the results of those operations; or
- (c) the state of affairs of the Company.

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7.9 Litigation

As at the date of this Prospectus, the Company is not engaged in any litigation which has or would be likely to have a material adverse effect on either the Company or its business.

7.10 Privacy

By submitting an Application Form or Cleansing Offer Application Form you are providing to the Company personal information about yourself. If you do not provide complete and accurate personal information, your application may not be able to be processed.

The Company maintains the Register of the Company through the Share Registry, an external service provider. The Company requires Link to comply with the National Privacy Principles with performing these services. The Company's Register is required under the Corporations Act to contain certain personal information about you such as your name and address and number of shares and options held. In addition the Company collects personal information from members such as, but not limited to, contact details, bank accounts and membership details and tax file numbers.

This information is used to carry out registry functions such as payment of dividends, sending annual and half yearly reports, notices of meetings, newsletters and notifications to the Australian Taxation Office. In addition, contact information will be used from time to time to inform members of new initiatives concerning the Company.

The Company understands how important it is to keep your personal information private. The Company will only disclose personal information we have about you:

- (a) when you agree to the disclosure;
- (b) when used for the purposes for which it was collected;
- (c) when disclosure is required or authorised by law;
- (d) to other members in the NPM group of companies;
- (e) to your broker;
- (f) to external service suppliers who supply services in connection with the administration of the Company's Register such as mailing houses and printers, Australia Post and financial institutions.

You have the right to access, update and correct your personal information held by the Company and Link, except in limited circumstances. If you wish to access, update or correct your personal information held by Link or by the Company please contact our respective offices.

If you have any questions concerning how the Company handles your personal information please contact the Company.

7.11 Expenses of the offer

All expenses connected with the Offer are being borne by the Company. Total expenses of the Offers are estimated to be in the order of \$85,000 (excluding GST). The breakdown of expenses are expected to be per the items set out in the table below:

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Item	Amount
Legal costs of the Offer	\$45,000
ASX costs	\$8,000
ASIC lodgement fee	\$3,200
Printing, postage and share registry	\$26,800
Total capital raising fees	\$85,000

7.12 Consents and disclaimers

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:

Link Market Services Limited has given and has not withdrawn its consent to be named in this Prospectus as the share registry of the Company in the form and context in which it is named. It has had no involvement in the preparation of any part of this Prospectus other than recording its name as share registrar to the Company. It takes no responsibility for any part of the Prospectus other than the references to its name.

HopgoodGanim Lawyers has given and has not withdrawn its consent to be named in this Prospectus as lawyers to the Offers in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

7.13 Directors' statement

This Prospectus is issued by NewPeak Metals Limited.

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

Signed on the date of this Prospectus on behalf of NewPeak Metals Limited by



Nick Mather
Chairman

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8. Definitions & glossary

Terms and abbreviations used in this Prospectus have the following meaning:

\$ or A\$	The lawful currency of the Commonwealth of Australia.
Applicant	An Eligible Shareholder who applies for New Securities and submits an Application Form under and in accordance with this Prospectus.
Application Monies	Money received from an Applicant in respect of an Application, being the Issue Price multiplied by the number of New Securities applied for.
Application	A valid application for New Securities offered under this Prospectus by an Applicant.
Application Form	An application form in a form accompanying this Prospectus.
ASIC	Australian Securities & Investments Commission.
ASIC Instrument	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
Associates	Has the meaning given to that term in the Corporations Act.
ASX	ASX Limited ACN 008 624 691 or the financial market operated by it as the context requires.
ASX Settlement	ASX Settlement Pty Limited ACN 008 504 532. ASX Settlement Rules means the settlement rules of ASX Settlement.
Board	The board of Directors of the Company.
Business Day	A day, other than a Saturday or Sunday, on which banks are open for general banking business in Brisbane.
CHESS	The Clearing House Electronic Sub-register System, an automated transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in paperless form, operated by ASX Settlement.
Cleansing Offer	Means the offer described in section 1.1(c) of this Prospectus.
Cleansing Offer Application Form	An application form in respect of the Cleansing Offer.
Cleansing Offer Closing Date	In respect of the Cleansing Offer, 5.00pm (Sydney time) on 28 September 2021 (or such other date as determined by the Directors).
Cleansing Offer Opening Date	In respect of the Cleansing Offer, 9.00am (Sydney time) on 18 August 2021 (or such other date as determined by the Directors).
Company or NPM	NewPeak Metals Limited ACN 068 958 752.
Constitution	The Constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Custodian	A custodian, trustee or nominee holder of Shares within the meaning of “custodian” in the ASIC Instrument.
Debt Conversion Facility	The facility described in section 3.1(b) under which Eligible Shareholders who are also creditors of the Company may

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	elect to subscribe for New Securities by means of conversion of some or all of the existing debt owed to them by the Company.
DGR Global	DGR Global Limited ACN 052 354 837.
Directors	The directors of the Company as at the date of this Prospectus.
Eligible Shareholder	A Shareholder of the Company who holds Shares in the Company on the Record Date and whose registered address is in Australia, New Zealand, Singapore, Germany, Luxembourg or Switzerland, and who is eligible under all applicable securities laws to receive an offer under the SPP Offer.
Exercise Notice	A duly completed notice of exercise of Options and application for Shares executed by the Option holder specifying the number of Options exercised.
Exercise Price	Has the meaning given to it in the Option terms in section 6.2.
Expiry Date	Has the meaning given to it in the Option terms in section 6.2.
General Meeting or Meeting	The Company's general meeting of Shareholders convened for, among other matters, the purpose of approving the issue of the New Options.
Group	The Company and each of its wholly owned subsidiaries.
Issue Price	\$0.0015 for each New Share applied for under the SPP Offer.
Law	The Corporations Act or any relevant and applicable law in Australia.
Listing Rules	The official listing rules of the ASX.
New Options	The Options offered under the New Options Offer pursuant to this Prospectus being Options to subscribe for Shares with an exercise price of \$0.004 and an expiry date of 19 July 2023 and otherwise on the terms set out in section 6.2 of this Prospectus.
New Options Offer	The offer of up to 500,000,000 New Options to each SPP Participant on the basis of one (1) New Option for every two (2) New Shares issued under the SPP Offer to acquire one (1) Share at an exercise price of \$0.004 on or before the expiry date of 19 July 2023. Issue of the New Options is subject to Shareholder approval.
New Options Offer Closing Date	5.00pm (Sydney time) on 17 September 2021.
New Options Offer Opening Date	9.00am (Sydney time) on 18 August 2021.
New Securities	New Shares and New Options.
New Shares	The Shares offered under the SPP Offer pursuant to this Prospectus.
Notice of Meeting	The Company's notice of general meeting for the General Meeting.
Offers	Collectively, the SPP Offer, the New Options Offer and the Cleansing Offer.

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Official List	The official list of entities that ASX has admitted and not removed.
Official Quotation	Admission of Securities to the Official List.
Option Holders	The holders of Options.
Options	An option to subscribe for a Share.
Placement	The Company's recent placement announced on 14 July 2021 for the issue of the Placement Shares and Placement Options.
Placement Options	Has the meaning given to that term in section 1.4(b) of this Prospectus.
Placement Shares	The Shares issued by the Company under the Placement.
Professional Investor	Has the meaning given to that term in the Corporations Act.
Prospectus	This prospectus (including the Application Form) dated 18 August 2021 as modified or varied by any supplementary prospectus made by the Company and lodged with the ASIC from time to time and any electronic copy of this prospectus and supplementary prospectus.
Record Date	The date at which entitlement of Shareholders to participate in the SPP is determined, being 7.00pm (AEST) on 11 August 2021.
Register	Securities register of the Company.
Relevant Interest	Has the meaning given to that term in the Corporations Act.
Securities	Has the same meaning as in section 92 of the Corporations Act.
Settlement Operating Rules	The operating rules of ASX Settlement.
Share Registry or Link	Link Market Services Limited.
Shares	A fully paid ordinary share on issue in the Company from time to time.
Shareholders	The holders of Shares from time to time.
SPP Offer or SPP	The offer to each Eligible Shareholder of NewPeak Metals Limited (Company) to participate in a Security Purchase Plan to subscribe for up to \$30,000 of New Shares issued at an Issue Price of \$0.0015 per New Share to raise approximately \$1,000,000 (subject to rounding) before the costs of the SPP Offer, with the ability to accept oversubscriptions (Oversubscriptions) to raise up to an additional \$500,000 if there is sufficient demand (subject to the application of the Debt Conversion Facility).
SPP Offer Closing Date	The date by which valid acceptances in respect of the SPP Offer must be received by the Share Registry, being 5.00pm (Sydney time) on 17 September 2021 or such other date determined by the Board in accordance with the Listing Rules.
SPP Offer Opening Date	The date of commencement of the SPP Offer, expected to be 9.00am (Sydney time) on 18 August 2021.
SPP Participant	An Eligible Shareholder who subscribed for SPP Shares under the SPP Offer.

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Trading Days	Has the meaning given to that term in the Listing Rules.
US Securities Act	The US Securities Act of 1933, as amended.
VWAP	In relation to a Trading Day, the volume weighted average price of the Shares trading in the ordinary course of business on the ASX on that Trading Day, excluding crossings executed outside the open session state, specific crossings, overseas trades and trades pursuant to exercise of Options.

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Appendix A

(ASX Announcements)

Date	Title of Announcement
02/10/2020	Expiry of ESOP Options
02/10/2020	Appendix 2A
02/10/2020	Cleansing Statement
09/10/2020	Resignation of Director
09/10/2020	Final Director's Interest Notice
09/10/2020	Cachi Drilling Program Update
21/10/2020	Director Appointment
21/10/2020	Initial Director's Interest Notice (Gladman)
29/10/2020	Completion of Successful Private Placement
30/10/2020	Quarterly Activities Report
30/10/2020	Quarterly Cashflow Report
10/11/2020	Management Update
10/11/2020	Appendix 2A
10/11/2020	Cleansing Statement
11/11/2020	Noosa Mining Conference Presentation
11/11/2020	Noosa Conference Presentation (Corrected)
12/11/2020	NZ Gold Project Drilling Update
13/11/2020	Change in substantial holding from DGR Global
13/11/2020	Change in substantial holding (Neil Stuart)
13/11/2020	Change in substantial holding (David Mason)
13/11/2020	Appendix 2A
13/11/2020	Cleansing Statement
30/11/2020	Date of AGM and Closing Date for Director Nominations
02/12/2020	Maiden Drilling for New Zealand Gold Commenced
17/12/2020	Director's Interest Notice (No net change)
17/12/2020	Letter to Shareholders (re AGM Materials)
17/12/2020	Notice of Annual General Meeting
18/12/2020	Encouraging Start to Drilling at Cap Burn Gold Project NZ
23/12/2020	Sweden Tungsten and Finland Gold Update
11/01/2021	Expiry of Options
20/01/2021	Maiden Drilling Program Commenced at Cachi, Argentina
21/01/2021	Results of Annual General Meeting

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29/01/2021	Acquisition of Further Gold Projects in Finland
29/01/2021	Quarterly Cashflow Report
29/01/2021	Quarterly Activities Report
04/02/2021	Appendix 2A (AGM-Approved Allotments)
04/02/2021	Cleansing Statement
05/02/2021	Change in substantial holding from DGR
05/02/2021	Change in substantial holding
05/02/2021	Change of Director's Interest Notice
10/02/2021	Expiry of Options
19/02/2021	Sunstone Gold Projects Acquisition Update
22/02/2021	Positive Initial Assay Results from Cachi Gold Project
23/02/2021	Appendix 2A
23/02/2021	Cleansing Statement
01/03/2021	Successful Closure of Private Placement
01/03/2021	Appendix 2A (Amended)
01/03/2021	Cleansing Statement
04/03/2021	Encouraging Results from Swedish Tungsten Project
04/03/2021	Appendix 2A
04/03/2021	Cleansing Statement
08/03/2021	PDAC Conference Presentation
11/03/2021	Secondary Listing on Frankfurt Exchange
16/03/2021	Half Yearly Report and Accounts
16/03/2021	Expiry of Options
18/03/2021	Visible Gold Encountered in Cachi Gold Project Drilling
23/03/2021	Details of Webinar Presentation
31/03/2021	Notice of Extraordinary General Meeting
01/04/2021	Cap Burn Gold Project Update
21/04/2021	Cachi Gold Project Update
29/04/2021	Quarterly Activities Report
29/04/2021	Quarterly Cashflow Report
14/05/2021	Final Results from Cachi Gold Project, Argentina
19/05/2021	Las Openas Gold Project Update
19/05/2021	Results of Extraordinary General Meeting
21/05/2021	Project & Corporate Update
31/05/2021	Expiry of Unlisted Options
03/06/2021	Las Openas Gold Project Update
03/06/2021	Appendix 2A

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03/06/2021	Cleansing Statement
11/06/2021	Further Anomalous Gold Results - Cap Burn, NZ
11/06/2021	Notification of cessation of securities - NPM
15/06/2021	Positive Data Analysis Results - Strategic Metals Project
17/06/2021	Appendix 3Y x 3
18/06/2021	New Carrick Permit Granted at Otago Gold Project, NZ
05/07/2021	Finland Gold Project Update
06/07/2021	Appendix 3Y (Mason)
12/07/2021	Las Openas Project Update
12/07/2021	Trading Halt
14/07/2021	Results of Capital Raising
14/07/2021	Proposed issue of securities - NPM
16/07/2021	Update - Proposed issue of securities - NPM
19/07/2021	Application for quotation of securities - NPM
19/07/2021	Application for quotation of securities - NPM
19/07/2021	Cleansing Statement
28/07/2021	Ceasing to be a substantial holder (Mason)
28/07/2021	Change in substantial holding from DGR
28/07/2021	Change in substantial holding (Stuart)
29/07/2021	Sweden Tungsten Project Update
30/07/2021	Quarterly Activities/Appendix 5B Cash Flow Report
03/08/2021	Cap Burn Results and NZ Portfolio Update
10/08/2021	Corporate Presentation
12/08/2021	Shareholder Share Purchase Plan
12/08/2021	Proposed issue of securities - NPM

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Corporate Directory

Directors and Company Secretary	Solicitors to the Offer
Mr David Mason (Managing Director and Chief Executive Officer) Mr Nicholas Mather (Non-Executive Chairman) Mr Andrew Gladman (Non-Executive Director) Mr Brian Moller (Non-Executive Director) Mr Karl Schlobohm (Company Secretary)	HopgoodGanim Lawyers Level 8, Waterfront Place 1 Eagle Street Brisbane Qld 4000 Tel: +61 7 3024 0000 www.hopgoodganim.com.au
Administration and Registered Office	Share Registry
NewPeak Metals Limited Level 27 111 Eagle Street Brisbane Qld 4000 Tel: +61 7 3303 0650 www.newpeak.com.au	Link Market Services Limited Level 21 10 Eagle Street Brisbane Qld 4000 Tel: 1300 554 474 www.linkmarketservices.com.au