



Prospectus

Chase Mining Corporation Limited

ACN 118 788 846

For a non-renounceable pro rata offer to Eligible Shareholders of approximately 257 million New Shares at an issue price of \$0.012 per New Share, together with 1 attaching Transaction Option for every 2 New Shares issued, on the basis of 11 New Shares for every 20 Existing Shares held by an Eligible Shareholder to raise up to approximately \$3.09 million before issue costs.

ASX Code: CML

The Offer is lead managed by GTT Ventures and the Company has received binding commitments for all Shortfall.

The Directors have agreed to take up their Entitlement.

This Prospectus also contains an offer for the purposes of section 708A(11) of the Corporations Act, and which will allow for the on-sale of Shares issued under the Agreement and Placement.

This Prospectus provides important information about the Company. You should read the entire Prospectus including your personalised Entitlement and Acceptance Form. If you have any questions about the New Shares being offered under this Prospectus, or any other matter relating to an investment in the Company, you should consult your professional adviser. An investment in the New Shares offered under this Prospectus is highly speculative.

This Prospectus is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This Prospectus is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act of 1933, as amended, and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States.

Important Notice

This Prospectus is dated 12 September 2022 and was lodged with ASIC on that date. Application will be made to ASX for quotation of the securities offered under this Prospectus within 7 days of this date.

Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No securities will be allotted or issued on the basis of this Prospectus later than 3 months after the date of this Prospectus.

Nature of this Prospectus

The New Securities which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the official list of the ASX during the 12 months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the 3 months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. 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 contains information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offer.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus during the Offer period on the Company's website at <https://chasemining.com.au> or by contacting the Company. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Entitlement and Acceptance Form. Eligible Shareholders will only be able to accept the Offer by making payment using BPAY® (refer to section 7.8 of this Prospectus for further information).

Foreign jurisdictions

The distribution of this Prospectus in jurisdictions outside Australia or New Zealand may be restricted

by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it should not be lawful to make such an offer.

Disclaimer of representations

No person is authorised to provide any information or make any representation in connection with the Offer which is not contained in this Prospectus.

Forward looking statements

This Prospectus contains forward looking statements that, despite being based on the Company's current expectations about future events, are subject to known and unknown risks, uncertainties and assumptions, many of which are outside the control of the Company and the Directors. These known and unknown risks, uncertainties and assumptions, could cause actual results, performance or achievements to materially differ from future results, performance or achievements expressed or implied by forward-looking statements in this Prospectus. These risks, uncertainties and assumptions include, but are not limited to, the risks outlined in section 6 of this Prospectus. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'believe', 'should', 'will', 'may' and similar expressions.

Privacy

Please read the privacy information located in section 8.17 of this Prospectus. By submitting an Entitlement and Acceptance Form, you consent to the matters outlined in that section.

Definitions

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

Enquiries

If you have any questions please contact the Company Secretary on +61 439 310 818 or suzanne.yeates@oasolutions.com.au Alternatively, consult your broker, accountant or other professional adviser.

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Corporate Directory

Directors

Leon Pretorius	Executive Chairman and CEO
Charles Thomas	Non-Executive Director
Julian Atkinson	Non- Executive Director

Company Secretary

Suzanne Yeates

Website <https://chasemining.com.au>

Registered Office

Suite 4, level 1, 40 Edward Street
Brisbane Qld 4000
Tel: +61 439 310 818
Email: admin@chasemining.com.au

Share Registry*

Link Market Services Limited
Tel: 1300 554 474
Web: www.linkmarketservices.com.au

Auditor*

Nexia Brisbane Audit Pty Ltd

Solicitor to the Offer

Atkinson Corporate Lawyers

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

1 TIMETABLE TO THE OFFER

Ex date - Shares trade ex Entitlement (Ex Date)	14 September 2022
Record date to determine Entitlement (Record Date)	15 September 2022
Prospectus with Entitlement and Acceptance Form dispatched	20 September 2022
Offer opens for receipt of Applications	
Last day to extend rights issue offer	12 October 2022
Closing date for acceptances under the Offer	17 October 2022
Announcement of results of the Offer	21 October 2022
Issue of New Shares	
Normal trading of New Shares expected to commence	24 October 2022

Note: The timetable is indicative and may change, subject to the Corporations Act and Listing Rules.

2 KEY OFFER TERMS AND CAPITAL STRUCTURE

	Full Subscription	Full Subscription and Placement ²
Shares currently on issue	468,132,761	468,132,761
New Shares offered under the Offer	257,473,019	257,473,019
New Shares issued under the Acquisition and Placement	245,872,849	329,206,182
Total Shares on issue following the Transaction	971,478,629	1,054,811,962
Options currently on issue	32,000,000	32,000,000
Transaction Options offered under the Offer	128,736,510	128,736,510
Transaction Options issued under the Acquisition and Placement	122,936,425	164,603,091
Total Options on issue following the Transaction	283,672,934	325,339,601
Amount raised under this Prospectus (before costs) ¹	\$3,089,676	\$4,089,676

1. This assumes no further Shares are issued prior to the Record Date.

2. In addition to the Rights Issue and subject to Shareholder Approval, GTT Ventures has the right to elect to undertake the Placement. See section 5.1 for details.

3 CHAIRMAN'S LETTER

Dear Shareholders

On behalf of Chase Mining Corporation Limited (**Company**), I am pleased to invite you to participate in a non-renounceable pro rata offer available to Eligible Shareholders on the basis of 11 New Shares for every 20 held at an issue price of \$0.012 per New Share, with 1 Transaction Option issued for every 2 New Shares issued, to raise approximately \$3.09 million (**Offer**).

The issue price represents a 25% discount to the Company's last traded Share price immediately prior to announcing the Rights Issue on 31 August 2022.

Funds raised under the Rights Issue will be used to make the initial payment to acquire, and advance, the McIntosh Project. The Company has agreed to acquire Green Critical Minerals Pty Limited (**GCM**), which holds the rights to acquire up to an 80% in the project from Hexagon Energy Materials Limited (**HXG**).

Located in Halls Creek, Western Australia, the McIntosh Graphite Project is believed to be the third largest ASX listed graphite project in Australia. It contains a combined JORC 2012 Mineral Resource estimate total of 23.8 million tonnes at 4.45% total contained graphite, of which 81% (19.2 million tonnes at 4.44%) is classified in the higher confidence indicated category (see section 5.3 for details of the individual categories), with over 40,000m of graphite targeted drilling on the project to date and extensive metallurgical test work completed.

McIntosh graphite is a unique, graphite project with extremely low impurities and exceptional "low cost and high yield" downstream processing attributes with the potential to produce high quality graphite products into a diverse range of premium end-use markets.

The Directors have each agreed to take up their full Entitlement and the Company has received binding commitments from sophisticated investors introduced by GTT Ventures to subscribe for all Shortfall Shares. Subject to Shareholder approval (to be sought at the Meeting) and at GTT Ventures' election, the Company may raise up to a further \$1 million under a placement on the same terms as the Offer (**Placement**). Completion of the Offer is not conditional upon the acquisition of GCM or the Placement.

The risks associated with the Offer are detailed in section 6 and include risks ordinarily associated with a junior exploration company, including exploration and development risks, metallurgical risks, funding risks, joint venture counterparty risks, and share market and commodity risks.

On behalf of your Directors, I invite you to consider this investment opportunity as the Company embarks on its growth strategy.

Yours sincerely

Leon Pretorius
Chairman and CEO

4 INVESTMENT OVERVIEW AND KEY RISKS

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Shares.

Question	Response	Where to find more information																		
What is the Offer?	<p>11 New Shares for every 20 Existing Shares held on the Record Date at an issue price of \$0.012.</p> <p>The Offer seeks to issue up to approximately 257 million New Shares to raise up to approximately \$3.09 million (before costs).</p> <p>The Directors have each agreed to take up their Entitlement and the Company has received binding commitments from sophisticated investors introduced by GGT Ventures to subscribe for all Shortfall Shares.</p>	Section 8																		
Am I an Eligible Shareholder?	<p>The Offer is made to Eligible Shareholders, being Shareholders who:</p> <p>(a) are the registered holders of Shares as at 7.00pm (AEST) on the Record Date; and</p> <p>(b) have a registered address in Australia or New Zealand.</p>	Section 8.5																		
How will the proceeds of the Offer and fund on hand be used?	<p>The proposed use of funds raised under the Offer, together with the Placement, is as follows:</p> <table border="1"> <thead> <tr> <th>\$'000</th><th>Rights Issue</th><th>Placement</th></tr> </thead> <tbody> <tr> <td>Initial payment to HXG under the term sheet between GCM and HXG</td><td>500</td><td></td></tr> <tr> <td>Undertake a drilling exploration program over high priority key targets Marlin and Marlin West deposits.</td><td>1,500</td><td>250</td></tr> <tr> <td>Update the PFS</td><td>350</td><td>100</td></tr> <tr> <td>Update the Downstream Study</td><td>500</td><td>200</td></tr> <tr> <td>Working capital</td><td>239</td><td>450</td></tr> </tbody> </table>	\$'000	Rights Issue	Placement	Initial payment to HXG under the term sheet between GCM and HXG	500		Undertake a drilling exploration program over high priority key targets Marlin and Marlin West deposits.	1,500	250	Update the PFS	350	100	Update the Downstream Study	500	200	Working capital	239	450	Section 5.2
\$'000	Rights Issue	Placement																		
Initial payment to HXG under the term sheet between GCM and HXG	500																			
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Update the PFS	350	100																		
Update the Downstream Study	500	200																		
Working capital	239	450																		

Question	Response	Where to find more information
	<p>Total use of funds</p> <p>3,089</p> <p>1,000</p> <p>As with any budget, intervening events and new circumstances have the potential to affect the Company's decisions, and the Company reserves the right to vary the way funds are applied.</p>	
What are the key risks of a subscription under the Offer?	<p>An investment in the Company has risks that you should consider before making a decision to invest. These risks include:</p> <ul style="list-style-type: none"> • exploration and studies risks - Exploration for economic mineral deposits is inherently risky - the Company does not guarantee it will discover an economic mineral deposit or that the proposed update of the previously published pre-feasibility study for McIntosh may not be positive. • commodity and market risk - the Company's share price and future prospects are, to a significant extent, dependent on favourable commodity prices and securities markets; both of which are outside the Company's control. • Joint venture and mineral rights risks - GCM's sole asset are contractual rights to acquire up to an 80% interest in graphite contained in tenements owned by HXG. There are risks operating under a joint venture and mineral rights agreement with a third party. • requirement for capital - the Company currently does not generate material revenue, and currently is reliant upon raising capital to fund its business activities. <p>Please carefully consider these risks and the information contained in other sections of this Prospectus before deciding whether or not to apply for New Shares.</p>	Section 6
Is the Offer underwritten?	No, although the Company has received binding commitments from sophisticated investors introduced by GTT Ventures for all Shortfall.	Section 8.4

Question	Response	Where to find more information
Is the Offer subject to any conditions?	No, although the Directors reserve the right to withdraw the Offer if a material adverse event occurs.	Section 8.2
What will be the effect of the Offer on control of the Company?	<p>There will be no effect on control of the Company as a result of the Offer.</p> <p>Mr Rocco Tassone, who currently holds approximately 9.74% of the Company's issued Shares, will acquire up to a maximum of 51.59% of the Company's issued Shares assuming Mr Tassone participates in the Offer, exercises all Transaction Options and all Performance Rights milestones are met, and otherwise no other Shares are issued.</p> <p>See section 5.6 for further information on Mr Tassone's voting power in the Company following the acquisition of Green Critical Minerals Pty Limited and the Offer.</p>	Section 5.5
How do I apply for New Shares under the Offer?	Applications for New Shares can be made by Eligible Shareholders by making a BPAY in the amount of Entitlement applied for. See the personalised Entitlement and Acceptance Form for details.	Section 7.2
Can I sell my Entitlements under the Offer?	No, the Offer is non-renounceable meaning Entitlement may not be transferred.	Section 7.4
How will the Shortfall Shares be allocated?	<p>The Directors reserve the right to, in conjunction with GTT Ventures, place any Shortfall Shares at their discretion within 3 months of the Closing Date.</p> <p>The Company has received binding commitments from sophisticated investors introduced by GTT Ventures for all Shortfall.</p> <p>Subject to Shareholder approval (to be sought at the Meeting) and at GTT Ventures' election, the Company may raise up to a further \$1 million under a placement on the same terms as the Offer (Placement).</p>	Section 8.6
How can I obtain	Contact the Company Secretary by email suzanne.yeates@oasolutions.com.au .	

Question	Response	Where to find more information
further advice?	Alternatively, consult your broker, accountant or other professional adviser.	

5 PURPOSE AND EFFECT OF THE OFFER

5.1 Introduction

On 15 June 2022, the Company announced that it has signed a conditional agreement (**Agreement**) with Mr Rocco Tassone to purchase all of the issued shares in Green Critical Minerals Pty Limited (**GCM**) and that it was undertaking a placement (**Placement**) (together the **Transaction**). GCM has the right to acquire up to 80% of the graphite rights for the advanced McIntosh Graphite Project, located in Halls Creek, Western Australia under a binding term sheet with Hexagon Energy Materials Limited (**HXG**). The terms of the Agreement and term sheet between GCM and HXG were announced to ASX on 15 June 2022, and the variation to the Agreement on 31 August 2022.

HXG has previously announced a graphite mineral resource and a pre-feasibility study for the McIntosh Graphite Project. Further details on the project are set out in the Company's announcements to ASX on 15 June 2022, 21 July 2022, 16 August 2022 and 31 August 2022, and the notice of meeting (including independent expert's report and independent technical report) which will be announced to ASX shortly.

On 31 August 2022 the Company announced that it had varied the Transaction as follows:

- (a) The consideration to be paid was varied to be as follows (all subject to 12 months escrow from issue in accordance with item 5 of Appendix 9B of the Listing Rules):
 - (i) 245,872,849 Shares issued at completion of the acquisition of GCM.
 - (ii) 122,936,424 Options, each to be issued one Share at an exercise price of \$0.022 and expiring 3 years from issue, and otherwise on the terms in section 9.2 (**Transaction Options**), to be issued at Completion.
 - (iii) 245,872,849 Performance Rights that convert to ordinary Shares in 3 equal tranches upon satisfying the following performance milestones:
 - (A) 81,957,616 Performance Rights shall convert to 81,957,616 Shares upon Chase announcing a JORC 2012 defined Resource of no less than a total of 30,000,000 tonnes from the McIntosh Project using a cut off grade of 3% TGC.
 - (B) 81,957,616 Performance Rights shall convert to 81,957,616 Shares upon Chase announcing a JORC 2012 defined Resource of no less than a total of 40,000,000 tonnes from the McIntosh Project using a cut off grade of 3% TGC.
 - (C) 81,957,616 Performance Rights shall convert to 81,957,616 Shares upon Chase announcing a JORC 2012 reserve of no less than 1,000,000 tonnes of TGC from the McIntosh Project.
- (b) The capital raising to be undertaken would consist of the following:
 - (i) The Offer.
 - (ii) The Placement would, at GTT Ventures' election and subject to Shareholder approval, raise up to \$1 million at an issue price of \$0.012, with one attaching Transaction Option for every 2 new Shares issued.

5.2 Purpose of the Offer

The purpose of the Offer is to raise sufficient funds to satisfy a condition to acquire GCM, namely that the Company have not less than \$4.5 million in cash at bank. As noted above, in addition the Company may undertake the Placement, although this is not a requirement to complete the Acquisition.

Assuming the Acquisition completes, funds raised under the Capital Raising, will be used as follows:

\$'000	Rights Issue	Placement
Initial payment to HXG under the term sheet between GCM and HXG	500	
Undertake a drilling exploration program over high priority key targets Marlin and Marlin West deposits.	1,500	250
Update the PFS	350	100
Update the Downstream Study	500	200
Working capital	239	450
Total use of funds	3,089	1,000

This table is a statement of the proposed application of the funds raised as at the date of this Prospectus. As with any budget, intervening events and new circumstances have the potential to affect the Company's decisions and the Company reserves the right to vary the way funds are applied.

The Rights Issue is not conditional upon Completion and funds raised under the Rights Issue will, in the event Completion does not occur, be used on the Company's existing projects.

5.3 Further information on the McIntosh Graphite Project

The Company's announcements on 15 June 2022, 21 July 2022 and 16 August 2022 provide details on the McIntosh Project and the Transaction. Further information is contained in the Notice of Meeting, which will be announced to ASX shortly.

The Project contains a combined JORC2012 mineral resource estimate total of 23.8 million tonnes grading 4.5% Total Graphitic Carbon (TGC), as follows:

The Current Stage 1 - McIntosh Graphite Project Mineral Resource 3.5% TGC cut-off

Deposit	Resource Classification	Tonnes (Mt)	%Total Graphite Content (TGC)	Contained Graphite (kt)
Emperor	Indicated	12.1	4.28	517
	Inferred	3.8	4.35	165

	Total	15.9	4.30	683
Wahoo	Indicated	1.3	3.97	51
	Inferred	0.0	0	0
	Total	1.3	3.97	51,
Longtom	Indicated	5.1	4.93	252
	Inferred	0.8	5.25	40
	Total	5.9	4.97	293
Barracuda	Indicated	0.7	4.40	31
	Inferred	0.0	0	0
	Total	0.7	4.40	31
TOTAL	Indicated	19.2	4.44	853
	Inferred	4.6	4.50	205
	Total	23.8	4.45	1,060

The estimate was undertaken by Mineral Resources Ltd (ASX:MIN) and announced by Hexagon Energy Materials Limited (ASX:HXG) (refer ASX Announcement 1 April 2019).

In undertaking the Mineral Resource estimate, the likelihood of eventual economic extraction was considered in terms of possible open-pit mining, likely product specifications, possible product marketability and potentially favourable logistics to port and it was concluded that the McIntosh Project contains an Industrial Resource in terms of JORC Code 2012 Clause 49. Additional details of the Mineral Resources as per the Listing Rule 5.8 requirements are set out in the Company's ASX announcement on 15 June 2022.

The acquisition of GCM is conditional upon, amongst other things, approval by Shareholders for the purposes of Listing Rule 10.1 and section 611 item 7 of the Corporations Act. The Company has engaged BDO Corporate Finance to prepare an independent expert's report, and expects that a notice of meeting (including independent expert's report) to be sent to Shareholders shortly, that the shareholder meeting to be held in October 2022, and that completion of the Acquisition to occur shortly thereafter.

The Company confirms that that all material assumptions and technical parameters underpinning the estimates announced to ASX on 15 June 2022 continue to apply and have not materially changed, and that the Company is not aware of any new information or data that materially affects the resources included in this Prospectus.

5.4 Statement of financial position

Set out in section 13 is the unaudited Statement of Financial Position of the Company as at 30 June 2022 and the Pro-Forma Statement of Financial Position as at 30 June 2022, on the basis of the following assumptions:

- (a) the Offer was effective on 30 June 2022;
- (b) completion occurs under the Agreement and the Placement;
- (c) full subscription and the Placement are raised;
- (d) no further Shares are issued other than all Shares offered under this Prospectus or as set out in this section; and
- (e) costs of the Offer, Acquisition and Placement are \$235,000, \$180,000 and \$60,000 respectively.

The Pro-Forma Statement of Financial Position has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company set out in section 13, and has been prepared using the accounting policies normally adopted by the Company to reflect the changes to its financial position. The historical and The pro-forma financial information is unaudited and presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

5.5 Effect of the Offer on the Company's securities

Assuming that no further Shares are issued prior to the Record Date, at the close of the Offer, the capital structure of the Company will be:

Shares	Rights Issue		Placement	
	Number	%	Number	%
Shares on issue	468,132,761	48.19	468,132,761	44.38
New Shares offered under this Prospectus	257,473,019	26.50	257,473,019	24.41
Shares issued under the Agreement	245,872,849	25.31	245,872,849	23.31
Placement			83,333,333	7.90
Total Shares on issue	971,478,629	100	1,054,811,962	100
Options currently on issue (\$0.02 expiring 31 December 2022)	32,000,000	11.69	32,000,000	10.15
Options issued under the Rights Issue	128,736,509	47.04	128,736,509	40.82
Options issued under the Agreement	112,936,424	41.27	112,936,424	35.81

Options issued under the Placement			41,666,667	13.21
Total Options on issue	273,672,933	100	315,339,600	100

Performance Rights	245,872,849	245,872,849
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Assuming no other securities are issued the capital structure of the Company on a fully diluted basis (i.e. assuming all Transaction Options are exercise and Performance Rights hurdles met) will be as follows:

	Rights Issue		Placement	
	Shares	%	Shares	%
Existing Shares on issue	468,132,761	32.09	468,132,761	29.55
New Shares offered under the Rights Issue	257,473,019	17.65	257,473,019	16.25
Shares issued under the Agreement	245,872,849	16.85	245,872,849	15.52
Placement Shares			83,333,333	5.26
Shares issued on exercise of Options issued under the Rights Issue	128,736,509	8.82	128,736,509	8.13
Shares issued on exercise of Options issued under the Agreement	112,936,424	7.74	112,936,424	7.13
Shares issued on exercise of Options issued under the Placement			41,666,667	2.63
Shares issued on satisfaction of Performance Rights milestones	245,872,849	16.85	245,872,849	15.52
Total Shares on issue	229,190,648	100	1,054,811,961	100

5.6 Effect on control

No person will acquire more than 19.9% of the Company's issued Shares as a result of the Offer.

The issue of securities under the Agreement will result in Mr Tassone acquiring up to a maximum of 51.59% of the Company's issued Shares, assuming Mr Tassone's entities participate in the Offer, all Performance Rights and Transaction Options issued to Mr Tassone under the Agreement convert to Shares, there is no Placement and no other Shares are issued. Shareholder approval for the acquisition is being sought at the Meeting and Shareholders will

shortly be sent a notice for the Meeting. Shareholders should carefully read the notice of meeting and accompanying expert's reports.

5.7 Dilution

Shareholders who do not participate in the Offer will have their holdings diluted. Following is a table which sets out the dilutionary effect of the Offer and the Transaction, assuming the Placement proceeds and no further Shares are issued or Options exercised:

Holder	Holding at Record Date		Entitlement	Holding following the Offer if no Entitlement taken up	
	Number	%		Number	%
1	23,406,638	5.00	12,873,651	23,406,638	2.22
2	11,703,319	2.50	6,436,825	11,703,319	1.11
3	4,681,328	1.00	2,574,730	4,681,328	0.44
4	2,340,664	0.50	1,287,365	2,340,664	0.22
5	468,133	0.10	257,473	468,133	0.044

6 RISK FACTORS

The New Shares offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below and together with information contained elsewhere in this Prospectus and to consult with your professional advisers before deciding whether to apply for the New Shares pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the New Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

6.1 Company specific risks

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the future operating and financial performance of the Company. These risks can impact on the value of an investment in the securities of the Company. The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

(a) Exploration and study risks

Funds raised under the Offer will be used towards the McIntosh graphite project. Whilst a resource has been announced for the project, the Company is proposing a significant exploration program to define a resource at the Marlin and Marlin West prospects.

There are significant risks associated with exploration and metallurgical testwork, including the failure to find mineralisation of sufficient quantities and time and cost delays. The Company is also currently updating the pre-feasibility study that HXG completed for the project in 2019. There is a risk that the update determines that the project is not economically viable or the Company cannot determine a market for the graphite produced from McIntosh.

(b) Management risks

The Company is yet to appoint a person to lead the development of McIntosh. There is a risk that the Company may immediately appoint such a person or that their appointment may be delayed.

(c) Earn in of McIntosh

To acquire an 80% interest in the McIntosh Project, the Company will need to pay HXG \$500,000 and spend \$3 million in exploration. Furthermore, if the stage 2 or 3 expenditure requirements are not met, HXG will have the right to buy the graphite minerals rights back for \$750,000 or \$1.2 million, depending on the stage.

After stages 1 to 3 are met, a joint venture will be formed with HXG being free carried until a decision to mine and commencement of construction activities, which must be made within 2 years of GCM earning 80%, failing which GCM must sell its 80%

interest to HXG for \$1.5m. This period may be extended for a further 2 years by GCM paying HXG a further \$3 million. There is a risk that if a decision to mine is not made, or construction does not commence, within 2 years of the 80% interest being earned that HXG will reacquire the project for significantly less than what has been spent on the project.

(d) Mineral rights risks

GCM has the rights to graphite over the tenements the subject of the McIntosh Graphite Project. Mineral rights are less secure than outright ownership of a tenement and there is a risk that GCM's rights may conflict with HXG's rights as tenement owner.

(e) Regulation Risk

The Company's main projects are located in Australia.

There is a risk that the necessary land acquisitions, permits, certificates, consents, authorisations and agreements required to implement future exploration and project development may not be obtained under conditions or within time frames that make such plans economic.

(f) Operating Risk

The operations of the Company may be affected by various factors outside its control. Funds raised under the Offer are primarily intended to be used for commercialisation studies on the Boomerang Kaolin Project.

The operations of the Company may be affected by failure to realise an economic opportunity for the Boomerang Kaolin Project, meet all the requirements to obtain the necessary mining licences including satisfying environmental factors and water rights.

These risks and hazards could also result in damage to or destruction of property, plant and equipment, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. The Company may become subject to liability for accidents, pollution or other hazards against which it cannot insure or against which it may elect not to insure because of premium costs or for other reasons, or in amounts which exceed policy limits.

No assurances can be given that the Company will achieve commercial viability through exploration success and exploitation of its projects and, until the Company is able to realise value from its projects, it is likely to incur ongoing operational losses.

(g) Government Policies and Legislation Risk

Any material adverse changes in government policies, legislation or shifts in political attitude in Australia that affect mineral exploration activities, tax laws, royalty regulations, government subsidies and environmental issues may affect the viability of a project, projects or the Company.

No assurance can be given that amendments to current laws and regulations or new rules and regulations will not be enacted, or that existing rules and regulations will

not be applied in a manner which could substantially limit or affect the Company's exploration, development, and operating activities.

(h) **Commodity Price and Exchange Rate Risk**

The Company's projects are prospective for kaolin and many base metals such as gold, nickel and platinum.

The market price of these commodities fluctuates and is affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major metal producing centres as well as macroeconomic conditions such as inflation and interest rates. Fluctuations in commodity prices may impact on the commercial attractiveness or viability of the Company's projects.

Furthermore, the international prices of most commodities are denominated in United States dollars and the Company's cost base will be in Australian dollars. Consequently, changes in these exchange rates may impact on the expenditure of the Company and the Company's purchasing capacity. The exchange rate is affected by numerous factors beyond the control of the Company, including interest rates, inflation and the general economic outlook.

(i) **Environmental Risk**

The Company's activities are expected to have some impact on the environment, particularly if mine development occurs in the future. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

The Company will, in future, require additional approval from authorities before it can undertake mining activities that will impact the environment. Failure to obtain such approvals may prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations that may be adopted in the future, including whether any such laws and regulations would materially increase the Company's costs of doing business or affect its operations in any area.

6.2 Industry Risk

(a) **Mining and Exploration Risk**

The business of mineral exploration, development and production is subject to risk by its nature. The success of the business depends, inter alia, on successful exploration and/or acquisition of reserves, securing and maintaining title to concessions and tenements, successful design, construction, commissioning and operating of mining and processing facilities, successful development and production in accordance with forecasts and successful management of the operations. Exploration and mining are speculative undertakings which may be hampered by force majeure circumstances, land claims and unforeseen mining problems. Increased costs, lower output or high operating costs may all contribute to make a project less profitable than expected at the time of the development decision. There is no assurance that the Company's attempts to exploit its exploration activities will be successful.

The actual quality and characteristics of ore deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop reserves. Further, reserves are valued based on future costs and future prices and, consequently, the actual reserves and resources may differ from those estimated, which may result in either a positive or negative effect.

No assurance can be given that commercial tonnages, grades or recovery will be achieved or realised. Commodity price fluctuations, increased production costs, or reduced recovery rates, may render possible reserves containing relatively lower grades uneconomic and may result in a restatement of such reserves. Moreover, short-term operating factors relating to possible reserves, such as sequential development of ore bodies and processing of new or different ore types or grades, may cause mining operations to be unprofitable in any particular accounting period.

There is a risk that unforeseen geological and geotechnical difficulties may be encountered if and when developing and mining reserves. In this event, a loss of revenue may be caused by lower than expected production and/or higher than anticipated operation and maintenance costs, and/or on-going unplanned capital expenditure in order to meet production targets.

(b) Title

The Company's mining exploration activities are dependent on the grant, or as the case may be, the maintenance of appropriate licences, which may be withdrawn or made subject to limitations. The granting of licence, maintaining of licence or obtaining renewals, often depends on the Company being successful in obtaining required statutory approvals for its proposed activities and that the licences, concessions, tenements, leases, permits or consents it holds will be renewed as and when required. There is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed in connection therewith.

(c) Results of Studies

Subject to the results of future exploration and testing programs, the Company may progressively undertake a number of studies in respect to the Company's current or new projects. These studies may include pre-feasibility and bankable feasibility studies.

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

Further, even if a study determines the economics of the Company's current or new projects, there can be no guarantee that the current or new projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study once production commences including but not limited to operation costs, mineral recoveries and commodity prices. In addition, the ability of

the Company to complete a study may be dependent on the Company's ability to raise further funds to complete the study if required.

(d) Metallurgy

Metal or mineral recoveries are dependent upon the metallurgical process, and by its nature processing contains elements of significant risk such as:

- (i) identifying a metallurgical process through test work to produce a saleable metal or concentrate;
- (ii) developing an economic process route to produce a metal or concentrate; and
- (iii) changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

No assurance can be given that any particular level of recovery from mineral resources or reserves will in fact be realised or that a mineral resource will ever qualify as commercially viable which can be legally and economically exploited.

(e) Economic and Government Risks

The future viability of the Company is also dependent on a number of other factors affecting the performance of all industries, not just the exploration and mining industries. These factors include, but are not limited to:

- (i) Changes in government policies, taxation and other laws.
- (ii) The strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the commodities (resources) sector.
- (iii) Movement in, or outlook on, interest rates and inflation rates.
- (iv) Natural disasters.

Industry profitability can be affected by changes in government within Australia and other jurisdictions, which are outside the control of the Company. The Company's activities are subject to extensive laws and regulations controlling not only the exploration for and mining of minerals, but also the possible effects of such activities upon the environment. Permits from regulatory authorities are required for many aspects of mine operation and reclamation. There is no assurance that permits will be obtained when sought or that unfavourable conditions will not be imposed. Future legislation and regulations could cause additional expense, capital expenditures, restrictions and delays in development of the Company's tenements, the extent of which cannot be predicted.

(f) Reliance on Key Personnel

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their involvement with the Company.

(g) Insurance

Insurance of all risks associated with exploration or project development is not always available and, where it is available, the cost may be high. The Company will have insurance in place considered appropriate for the Company's needs.

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as extreme weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties, buildings, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company seeks to maintain insurance to protect against certain risks in such amounts as it considers to be reasonable, insurance will not always be available or cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability.

It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration, development or production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

6.3 General Risk

(a) Securities investments

There are risks associated with any securities investment. The prices at which the Company's securities trade may fluctuate in response to a number of factors. Furthermore, the stock market, and in particular the market for mining and exploration companies, has experienced extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the Company's securities regardless of the Company's operational performance.

(b) Share Market Conditions

Share market conditions may affect the price of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors including but not limited to the following:

- (i) General economic outlook.
- (ii) Interest rate and inflation rates.
- (iii) Currency fluctuations.
- (iv) Mineral price fluctuations.

- (v) Changes in investor sentiment toward particular market sectors and the domicile of projects.
- (vi) The demand for, and supply of, capital.
- (vii) Terrorism or other hostilities.
- (viii) Other factors beyond the control of the Company.

The market price of the Company's securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company, or any return on an investment in the Company.

(c) **Economic Risk**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption, the rate of growth of gross domestic product in Australia, interest rates, exchange rates and the rate of inflation.

(d) **Competition Risk**

The Company will compete with other companies, including other mineral exploration and mining companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out refining operations and produce other products on a worldwide basis. There can be no assurance that the Company can compete effectively with these companies.

6.4 Investment Speculative

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

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

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Securities.

7 ACTIONS REQUIRED BY ELIGIBLE SHAREHOLDERS

7.1 What you may do

As an Eligible Shareholder, you may:

- (a) subscribe for all or part of your Entitlement (see section 7.2);
- (b) allow all or part of your Entitlement to lapse (see section 7.7).

Eligible Shareholders may not apply for new Shares in excess of their Entitlement.

7.2 Subscribe for all or part of your Entitlement

Applicants should read this Prospectus in its entirety in order to make an informed decision on the prospects of the Company and the rights attaching to the New Shares offered by this Prospectus before deciding to apply for New Shares. If you do not understand this Prospectus you should consult your stockbroker, accountant or other professional adviser in order to satisfy yourself as to the contents of this Prospectus.

If you wish to subscribe for all or part of your Entitlement, complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out on that form. The Entitlement and Acceptance Form sets out the number of New Shares you are entitled to subscribe for.

7.3 Allow all or part of your Entitlement to lapse

If you are an Eligible Shareholder and do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

If you take no action, your Entitlement will lapse. You will receive no benefit or New Shares and your Entitlement will become Shortfall Shares.

The number of Existing Shares you hold as at the Record Date and the rights attached to those Existing Shares will not be affected if you choose not to accept any of your Entitlement.

7.4 Payment methods

BPAY

If you are paying by BPAY, refer to your personalised instructions on your Entitlement and Acceptance Form. Shareholders who wish to pay by BPAY must ensure that payment is received by no later than 7.00pm AEST on the Closing Date.

Payments by BPAY can only be accepted from an Australian bank account. Eligible Shareholders in New Zealand who do not have an Australian bank account should contact the Company Secretary (suzanne.yeates@oasolutions.com.au) for details on electronically transferring funds (EFT).

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY or EFT are received by 7.00pm AEST on the Closing Date.

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

The Company will not be responsible for any delay in the receipt of the BPAY payment.

7.5 Entitlement and Acceptance Form is binding

Making a payment in respect of an Application by BPAY constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Prospectus and, once lodged, cannot be withdrawn.

By making a payment in respect of an Application by BPAY you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Company's share registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and either:
 - (i) you are not in the United States or a US Person, or acting for the account or benefit of a US Person, or
 - (ii) your circumstances are such that the Offer cannot lawfully be made to you;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia or New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

The Entitlement and Acceptance Form does not need to be signed to be a valid application. An Application will be deemed to have been accepted by the Company upon the issue of the New Shares.

If the payment of the application monies is for the wrong amount, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid is final. However, an Applicant will not be treated as having applied for more Shares than is indicated by the amount of the application monies received by the Company.

8 DETAILS OF THE OFFER

8.1 Shares offered for subscription

By this Prospectus the Company makes a non-renounceable pro rata offer to Eligible Shareholders on the basis of 11 New Shares for every 20 Existing Shares held as at the Record Date at a price of \$0.012 per New Share, with one Transaction Option for every 2 New Shares issued, to raise up to approximately \$3.09 million before issue costs. Fractional entitlements will be rounded up to the nearest whole number.

The Offer is only open to Eligible Shareholders, being holders of Shares with a registered address in Australia or New Zealand. The Company reserves the right to reject any application that it believes comes from a person who is not an Eligible Shareholder, or to withdraw the Offer at any time (in which case application monies received will be returned without interest).

Details of how to apply for New Shares are set out at section 7.

All New Shares offered under this Prospectus will rank equally with existing Shares. The rights and liabilities of the New Shares offered under this Prospectus are summarised in section 9.

8.2 Minimum subscription

The Offer is not subject to a minimum subscription.

8.3 Acceptances

This Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to (subject to the Corporations Act and Listing Rules) extend the Offer period or close the Offer early.

Instructions for accepting your Entitlement are set out in section 7 and on the Entitlement and Acceptance Form which accompanies this Prospectus.

8.4 Entitlement to Offer

The Offer is made to Eligible Shareholders, who are those Shareholders that:

- (a) are the registered holder of Shares as at 7.00pm (AEST) on the Record Date; and
- (b) have a registered address in Australia or New Zealand.

8.5 Shortfall

Any New Shares not applied for under the Offer will become Shortfall Shares. The Directors reserve the right, in conjunction with GTT Ventures, to issue any Shortfall Shares at their discretion within 3 months after the Closing Date (**Shortfall Offer**), and have received binding commitments from investors introduced by GTT Ventures to subscribe for all Shortfall Shares.

Shortfall Shares will be allocated to the investors introduced by GTT Ventures, at GTT Ventures absolute discretion.

8.6 New Zealand Shareholders

The Offer contained in this Prospectus to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Securities Act (Overseas Companies) Exemption Notice 2013 (New Zealand). Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares. This Prospectus has not been registered, filed or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

8.7 Treatment of Ineligible Shareholders

Given the cost of complying with applicable regulations outside Australia and New Zealand, the Company has decided that it would be unreasonable to extend the Offer to Ineligible Shareholders. The Prospectus will not be sent to those Shareholders.

This Prospectus does not constitute an offer of securities in any jurisdiction where, or to any person to whom, it would not be lawful to issue the Prospectus or make the Offer. No action has been taken to register or qualify the New Shares or the Offer or otherwise to permit an offering of the New Shares in any jurisdiction other than as set out in this section.

This document is not for publication or distribution, directly or indirectly, in or into the United States of America (including its territories and possessions, any state of the US and the District of Columbia). This document is not an offer of securities for sale into the United States or to, or for the account or benefit of, US Persons. The securities referred to herein have not been and will not be registered under the US Securities Act and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons. No public offering of securities is being made in the United States or elsewhere where it would be unlawful to do so.

Recipients may not send or otherwise distribute this Prospectus or the Entitlement and Acceptance Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

8.8 Beneficial holders, nominees, trustees and custodians

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

8.9 Allotment and application money

New Shares will be issued only after all application money has been received and ASX has granted permission for the New Shares to be quoted. It is expected that New Shares will be issued on 21 October 2022 and normal trading of the New Shares on ASX is expected to commence on 24 October 2022.

All application monies will be deposited into a bank account separate to the Company and held in trust for Applicants until the Shares are issued or application monies returned. Any interest that accrues will be retained by the Company and will not be paid to Applicants.

8.10 Quotation

The Company has applied to ASX for quotation of the New Shares offered by this Prospectus on ASX. If ASX does not grant permission for the quotation of the New Shares within 3 months after the date of this Prospectus, or such longer period as modified by ASIC, none of the New Shares offered by this Prospectus will be allotted or issued. In these circumstances, all Applications will be dealt with in accordance with the Corporations Act including the return of all application monies without interest.

A decision by ASX to grant official quotation of the New Shares is not to be taken in any way as an indication of ASX's view as to the merits of the Company or of the Offered Securities.

Quotation, if granted, of the New Shares offered by this Prospectus will commence as soon as practicable after statements of holdings of the Offered Securities are dispatched.

8.11 Market prices of existing Shares on ASX

The highest and lowest market sale price of the existing Shares, which are on the same terms and conditions as the New Shares being offered under this Prospectus, during the 3 months immediately preceding announcing the Offer on 31 August 2022, and the last market sale price on the date before announcing the Offer on 31 August 2022, are set out below.

	3 month high	3 month low	Last market sale price
Price (\$)	\$0.018	\$0.014	\$0.016
Date	17 June 2022	5 July 2022, 11 to 14 July 2022	30 August 2022

8.12 CHESS

The Company participates in the Clearing House Electronic Sub register System (**CHESS**). CHESS is operated by ASX Settlement Pty Ltd (**ASPL**), a wholly owned subsidiary of ASX.

Under CHESS, the Company does not issue certificates to investors. Instead, security holders will receive a statement of their holdings in the Company, including New Shares issued under this Prospectus. If an investor is broker sponsored, ASPL will send a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and give the participation identification number of the sponsor.

If you are registered on the issuer sponsored sub register, your statement will be dispatched by the Company's share registrar and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

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

8.13 Taxation and duty implications

The Directors do not consider that it is appropriate to give Eligible Shareholders advice regarding the taxation consequences of the Company conducting the Offer or Eligible Shareholders applying for New Shares under this Prospectus, as it is not possible to provide a comprehensive summary of the possible taxation positions of Eligible Shareholders. The Company, its advisers and officers, do not accept any responsibility or liability for any taxation consequences to Shareholders in the Offer. Eligible Shareholders should, therefore, consult their own professional tax adviser in connection with the taxation implications of the Offer.

No brokerage or stamp duty is payable by Applicants in respect of Applications for New Shares under this Prospectus.

8.14 Privacy

The Company collects information about each Applicant provided on an Entitlement and Acceptance Form for the purposes of processing the Application and, if the Application is successful, to administer the Applicant's security holding in the Company.

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

The Corporations Act requires the Company to include information about the Shareholders (including name, address and details of the Shares held) in its public register. The information contained in the Company's public register must remain there even if that person ceases to be a Shareholder. Information contained in the Company's register is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your Application. An Applicant has the right to gain access to the information that the Company holds about that person subject to certain exceptions under law. A fee may be charged for access. Such requests must be made in writing to the Company's registered office.

8.15 Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website (<https://chasemining.com.au>).

By making an application under the Placement Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

8.16 Enquiries

Any queries regarding the Offer should be directed to the Company Secretary (suzanne.yeates@oasolutions.com.au).

You can also contact your stockbroker or professional adviser with any queries in relation to the Offer.

9 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

9.1 Rights and liability attaching to Shares

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

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

(a) General meetings

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

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

(b) Voting rights

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

(c) Payment of Dividend

Subject to the Corporations Act, the Constitution and the rights of any persons entitled to shares with special rights to dividend, the Directors may determine that a dividend is payable, fix the amount and the time for payment of the dividend and authorise the payment or crediting of the dividend by the Company to, or at the direction of, each Shareholder entitled to that dividend. No dividend shall carry interest as against the Company.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(e) Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to the Constitution and to any restrictions attached to a Share, a Shareholder may transfer any of the Shareholder's Shares by:

- (i) a proper ASTC transfer;
- (ii) a written transfer in any usual form or in any other form approved by the Directors; or
- (iii) any other electronic system established or recognised by the Listing Rules.

(f) Future increase in capital

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

(g) Variation of rights

Under Section 2468 of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

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

(h) Changes to Constitution

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

(i) Meetings and Notices

Each Shareholder 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 Constitution, the Corporations and the Listing Rules.

(j) Dividend Policy

The Company does not intend to declare or pay any dividends in the foreseeable future. Any future determination as to payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

9.2 Terms of Transaction Options

- (a) Each Option entitles the holder to, upon exercise, be issued one Share.
- (b) The exercise price for each Option is \$0.022.
- (c) The expiry date of an Option is 36 months from issue.
- (d) The Options may be exercised at any time prior to the expiry date upon payment of the exercise price per Option.
- (e) The Options are transferable.
- (f) Options must be exercised in parcels of the lesser of 227,272 Options and all Options held.
- (g) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the Share Registry to be received prior to the expiry date. The Notice of Exercise must state the number of Options exercised, the consequent number of Shares to be issued and the identity of the proposed subscribers. The Notice of Exercise by an Option holder must be accompanied by payment in full for the relevant number of Shares being subscribed, being an amount of the exercise price per Share.
- (h) All Shares issued upon the exercise of the Options will rank equally in all respects with the Company's then issued Shares. The Company must apply to the ASX in accordance with the Listing Rules for all Shares pursuant to the exercise of Options to be admitted to quotation.
- (i) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in:
 - (i) the exercise price of the Option; or
 - (ii) period of exercise of the Option; or
 - (iii) except in the event of a Bonus Issue (defined below), a change to the number of underlying securities over which the Option can be exercised.
- (j) The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced.

This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.

- (k) If from time to time on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company (Bonus Issue), then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that Bonus Issue if the Options had been exercised before the record date for the Bonus Issue.
- (l) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the authorised or issued capital of the Company, all rights of the Option holder shall be reconstructed (as appropriate) in accordance with the ASX Listing Rules.
- (m) Within 5 Business Days after the Exercise Date, the Company will, if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or, if Chase is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the section 708A(11) of the Corporations Act, and otherwise do all such things necessary to ensure that an offer for sale of the Shares does not require disclosure to investors.

10 ADDITIONAL INFORMATION

10.1 Continuous disclosure obligations

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares which will be issued pursuant to this Prospectus are in the same class of Shares that have been quoted on the Official List during the 12 months prior to the issue of this Prospectus.

This Prospectus is a "transaction specific prospectus" to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms "transaction specific prospectuses" are only required to contain information in relation to the effect of the issue of New Shares on the Company and the rights attaching to the New Shares. 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 enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of the ASX as applicable from time to time throughout the period from lodgement of the Company's annual financial statements of the Company for the financial year ended 31 December 2021 to the issue of this Prospectus which required the Company to notify the ASX of information about specified events or matters as they arise for the purpose of the ASX making that information available to the stock market conducted by the ASX.

The Company confirms that, to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in this Prospectus, there is no information

- (a) that has been excluded from a continuous disclosure notice in accordance with ASX Listing Rules; and
- (b) is information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to New Shares.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial statements of the Company for the financial year ended 30 June 2021 being the last financial statements for a financial year, of the Company lodged with the ASIC before the issue of this Prospectus; and
 - (ii) any continuous disclosure notices given by the Company after the lodgement of the financial statements referred to in paragraph (i) and before the lodgement of this Prospectus with ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be obtained free of charge from the Company's registered office during normal office hours or from asx.com.au.

The Company has lodged the following announcements with ASX since its 2021 annual report was lodged with the ASX on 30 September 2021:

Date	Description of Announcement
------	-----------------------------

06/09/2022	Proposed issue of securities - CML
06/09/2022	UPDATE ON RIGHTS ISSUE TIMETABLE
1 September 2022	Update - Proposed issue of securities - CML
31 August 2022	Proposed issue of securities - CML
31 August 2022	Proposed issue of securities - CML
31 August 2022	Proposed issue of securities - CML
31 August 2022	Cancel - Proposed issue of securities - CML
31 August 2022	McIntosh Graphite Project - CML Board Endorses Revised Terms
26 Aug 2022	RARE EARTHS AND URANIUM PROJECT TENEMENTS IN NT GRANTED
16 Aug 2022	EXPLORATION AND PRE-FEASIBILITY STUDY UPDATE
4 Aug 2022	RED FOXs SELWYN PROJECT NEW EPMs GRANTED
27 Jul 2022	Quarterly Activities/Appendix 5B Cash Flow Report
21 Jul 2022	Exploration Fast Tracked at High Purity WA Graphite Project
1 Jul 2022	CHANGE OF REGISTERED OFFICE AND PRINCIPAL PLACE OF BUSINESS
15 Jun 2022	Proposed issue of securities - CML
15 Jun 2022	TRANSFORMATIONAL ACQUISITION HIGH PURITY GRAPHITE PROJECT
14 Jun 2022	Trading Halt
30 May 2022	RED FOX RETURNS SIGNIFICANT BUTCHERS BORE GOLD RESULTS
26 May 2022	RARE EARTHS PROJECT IN NORTHERN TERRITORY EXPANDED
24 May 2022	DISPOSAL OF ALOTTA AND LORRAINE PROJECTS IN QUEBEC
18 May 2022	EXPLORATION FOR MAGMATIC NICKEL SULPHIDE IN QLD EXPANDED
11 May 2022	CANCELLATION OF PROPHET RESOURCES BINDING TERM SHEET

3 May 2022	JV Drilling scheduled for Auburn/CML Hawkwood Project
3 May 2022	JV DRILLING SCHEDULED FOR HAWKWOOD NI CU CO AU PGE IN QLD
21 Apr 2022	Quarterly Activities/Appendix 5B Cash Flow Report
6 Apr 2022	Change of Director's Interest Notice
4 Apr 2022	RED FOX COMMENCES 2022 FIELD WORK
15 Mar 2022	Half Yearly Report and Accounts
18 Feb 2022	RED FOX AWARDED TWO QLD GOVERNMENT GRANTS TO FUND DRILLING
15 Feb 2022	Notification regarding unquoted securities - CML
15 Feb 2022	Red Fox completes preliminary Copper Creek field assessment
3 Feb 2022	Red Fox completes preliminary Butchers Bore field assessment
2 Feb 2022	LARGE SCALE RARE EARTHS AND BASE METAL PROJECT IDENTIFIED
19 Jan 2022	AREAS IDENTIFIED WITH RARE EARTHS POTENTIAL IN NW QLD
18 Jan 2022	Quarterly Activities/Appendix 5B Cash Flow Report
17 Dec 2021	Change in substantial holding
17 Dec 2021	Change of Director's Interest Notice
17 Dec 2021	Section 708A Notice
17 Dec 2021	Application for quotation of securities - CML
17 Dec 2021	Results of Meeting
16 Dec 2021	Red Fox Geophysical modelling / review at Ernest Henry West
1 Dec 2021	Change in substantial holding
23 Nov 2021	Change of Director's Interest Notice
23 Nov 2021	Change of Director's Interest Notice

23 Nov 2021	Change of Director's Interest Notice
22 Nov 2021	Application for quotation of securities - CML
18 Nov 2021	Share Purchase Plan Results
17 Nov 2021	Notice of Annual General Meeting/Proxy Form
15 Nov 2021	Red Fox completes Selwyn Project Camel Bore Gravity Survey
3 Nov 2021	Section 708A Notice
2 Nov 2021	Application for quotation of securities - CML
1 Nov 2021	Share Purchase Plan Cleansing Notice
1 Nov 2021	Share Purchase Plan Offer Booklet
1 Nov 2021	DRILLING PLANNED FOR CROYDON N-JUNCTION PROSPECT SAM TARGETS
27 Oct 2021	Proposed issue of securities - CML
27 Oct 2021	Proposed issue of securities - CML
27 Oct 2021	Proposed issue of securities - CML
27 Oct 2021	Exposure to district scale Ni Cu Co Au PGE potential in QLD
27 Oct 2021	PRIVATE PLACEMENT AND SHARE PURCHASE PLAN
27 Oct 2021	Opportunity to acquire a broad range of QLD tenements
25 Oct 2021	Trading Halt
25 Oct 2021	Quarterly Activities/Appendix 5B Cash Flow Report
15 Oct 2021	Red Fox has applied for additional Exploration Permits
14 Oct 2021	Project Acquisition Update
12 Oct 2021	Red Fox work program, Butchers Bore, Cloncurry district Qld
30 Sep 2021	Appendix 4G
30 Sep 2021	Corporate Governance Statement

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at the ASX during normal office hours or from www.asx.com.au.

10.2 Directors' interests

As at the date of this Prospectus the Directors have a relevant interest in securities of the Company and are entitled to be paid the following annual remuneration as set out below.

	Leon Pretorius	Charles Thomas	Julian Atkinson
Annual Remuneration ¹	265,200	53,040	53,040
Shares	29,194,260	11,565,000	875,000
Entitlement (New Shares) ²	16,056,843	6,360,750	481,250

- 1 Mr Thomas is a director and shareholder of GTT Ventures, the lead manager to the Offer and Placement. GTT Ventures will be paid a placement fee of 6% on all amounts raised under the Offer and Placement, and an administration fee of \$15,000. GTT Ventures has in the two years prior to the date of this Prospectus provided fundraising services on arms length terms for \$96,293 plus GST. The Directors other than Mr Thomas have determined that the financial benefit received by GTT Ventures was on arm length terms so that Shareholder approval was not required for the benefit received by GTT Ventures.
- 2 Mr Atkinson is the Principal of Atkinson Corporate Lawyers. Atkinson Corporate Lawyers has in the two years prior to the date of this Prospectus provided legal services on arms length terms for \$76,630 plus GST. The Directors other than Mr Atkinson have determined that the financial benefit received by Atkinson Corporate Lawyers was on arm length terms so that Shareholder approval was not required for the benefit received by Atkinson Corporate Lawyers.
- 3 The Directors have each agreed to take up their Entitlement.

The Constitution provides that the Directors may be paid for their services as Directors. Non-executive directors may only be paid a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting, to be divided among the non-executive directors and in default of agreement then in equal shares.

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a Director of the Company.

Other than as set out above or elsewhere in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

- (a) the formation or promotion of the Company; or
- (b) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- (d) to a Director or proposed Director or to any firm which any such Director is a partner, to induce him or her to become, or to qualify as, a Director; or
- (e) for services provided by a Director or proposed Director or to any firm which any such Director is a partner, in connection with the formation or promotion of the Company or the Offer.

10.3 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2 year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

GTT Ventures Pty Limited has acted as lead manager to Offer and will be paid a placement fee of 6% on all amounts raised under the Offer and Placement and an administration fee of \$15,000.

Atkinson Corporate Lawyers has acted as solicitor to the Offer. In respect of this work, the Company will pay approximately \$10,000 exclusive of GST. Subsequently fees will be paid in accordance with normal hourly rates. Atkinson Corporate Lawyers has received approximately \$76,630, fees for services to the Company (exclusive of GST) in the 2 years prior to the date of this Prospectus.

10.4 Consents

Each of the persons referred to in this section:

- (a) has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn their written consent:
 - (i) to be named in the Prospectus in the form and context which it is named; and
 - (ii) where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- (b) has not caused or authorised the issue of this Prospectus;
- (c) has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- (d) to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or

report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
GTT Ventures	Lead Manager
Atkinson Corporate Lawyers	Lawyer

10.5 Expenses of the Offer

The cash total expenses of the Offer are estimated to be up to \$235,000 exclusive of GST, consisting of the following:

Cost \$	Rights Issue
Lead Manager	200,000
Legal fees	10,000
ASIC and ASX fees	10,000
Printing, postage & other	15,000
Total	235,000

The Company will also pay GTT Ventures 6% on all amounts raised under the Placement.

10.6 Litigation

As at the date of this Prospectus and other than as disclosed to ASX, the Company is not involved in any legal proceedings of a material nature and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

10.7 Cleansing Offer

For the purposes of section 708A(11) of the Corporations Act and so that Shares issued under the Agreement and Placement to be offered for sale without disclosure, the Company makes an offer of 10,000 Shares under this Prospectus to a person nominated by the Company Secretary at an issue price of \$0.012. The offer will remain capable of acceptance until Shares are issued under the Placement and Agreement, or such other date as the Company decides.

11 DIRECTORS' RESPONSIBILITY AND CONSENT

Each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Dated: 12 September 2022



.....
Signed for and on behalf of Chase Mining Corporation Limited
By Leon Pretorius
Executive Chairman

12 GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

\$, A\$ or Dollars	Australian dollars unless otherwise stated.
Acquisition	means the Company's acquisition of GCM.
AEST	Australian Eastern Standard Time.
Agreement	has the meaning given in section 5.1.
Applicant	a person who submits a valid Entitlement and Acceptance Form pursuant to this Prospectus.
Application	a valid application made on an Entitlement and Acceptance Form to subscribe for New Shares pursuant to this Prospectus.
ASIC	the Australian Securities & Investments Commission.
ASX	ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	the board of Directors.
Business Day	Monday to Friday inclusive, except any day that ASX declares is not a business day.
Closing Date	the date set out in section 1.
Company or CML	Chase Mining Corporation Limited (ACN 118 788 846).
Completion	means completion of the Transaction, including the issue of the Consideration Securities and acquisition of GCM.
Consideration Securities	the securities issued under the Agreement to acquire GCM.
Constitution	the constitution of the Company.
Corporations Act	the <i>Corporations Act 2001</i> (Cth).
Director	a director of the Company.
Eligible Shareholders	a holder of Shares as at the Record Date with a registered address in Australia or New Zealand.
Entitlement and Acceptance Form	the personalised entitlement and acceptance form attached to this Prospectus.
Entitlement or Right	a Shareholder's entitlement to subscribe for New Shares offered by this Prospectus.

Ex Date	the date set out in section 1.
Existing Share	a Share issued as at 7.00pm (AEST) on the Record Date.
GCM	Green Critical Minerals Pty Limited.
Ineligible Shareholder	a holder of Shares on the Record Date who is not an Eligible Shareholder.
Listing Rules	the listing rules of the ASX.
Meeting	means the Shareholder meeting to approve, amongst other things, the Agreement and the Placement.
New Share	means a Share issued under this Prospectus.
Offer or Rights Issue	an offer made under this Prospectus to subscribe for New Shares.
Official List	the official list of the ASX.
Option	means an Option to be issued a Share.
Placement	has the meaning given in section 5.1.
Prospectus	this Prospectus and includes the electronic prospectus.
Record Date	the date set out in section 1.
Share	A fully paid ordinary share in the Company.
Share Registry	Link Market Services Limited.
Shareholder	the registered holder of Shares in the Company.
Shortfall Shares	New Shares for which valid Applications have not been received by the Closing Date.
Transaction	the Acquisition, Rights Issue and (where the context requires) Placement.
Transaction Option	means an Option to be issued a Share on the terms set out in section 9.2.
US person	has the meaning given to that term in Regulation S under the US Securities Act.
US Securities Act	the <i>United States Securities Act of 1933</i> , as amended.

	30 June 2022 \$	GCM	GCM loan	Rights Issue Adjustments	30 June 2022 Proforma	Placement Adjustments	30 June 2022 Proforma
ASSETS							
Current assets							
Cash and cash equivalents	2,443,545	(175,000)	(150,000)	2,844,296	4,962,841	940,000	5,902,841
Trade and other receivables	303,662	-	-	-	-	-	303,662
Total current assets	2,747,207	(175,000)	(150,000)	2,844,296		940,000	6,206,503
Non-current assets							
Plant and equipment	18,059	-	-	-	-	-	18,059
Exploration and evaluation assets	3,273,440	6,515,630	150,000	-	-	-	9,939,070
Investments accounted for using the equity method	393,708	-	-	-	-	-	393,708
Financial assets at fair value through profit or loss	250,000	-	-	-	-	-	250,000
Trade and other receivables	37,600	-	-	-	-	-	37,600
Total non-current assets	3,972,807	6,515,630	150,000	-		-	10,638,437
Total assets	6,720,014	6,340,630	0	2,844,296		940,000	16,844,940
LIABILITIES							
Current liabilities							
Trade and other payables	223,328	-	-	-	-	-	223,328
Total current liabilities	223,328	-	0	-		0	223,328
Total liabilities	223,328	-	0	-		0	223,328
Net assets	6,496,686	6,340,630	0	2,844,296		940,000	16,621,612
EQUITY							
Contributed equity	15,112,958	2,950,474	-	2,844,296	-	940,000	21,847,728
Reserves	1,343,857	3,565,156	-	-	-	-	4,909,013
Accumulated losses	(9,960,129)	(175,000)	-	-	-	-	(10,135,129)
Total equity	6,496,686	6,340,630	0	2,844,296		940,000	16,621,612
	0	0	0	0		0	

Notes

1. Unaudited 30/6/2022 balance sheet.
2. Acquisition of GCM: 245,872,849 ordinary shares (assumed fair value \$0.012/share); 122,936,424 options (see valuation), 245,872,849 performance rights (assumed > 50% probability of being achieved)(fair value of \$0.012/share). \$175,000 of costs associated with acquisition of GCM.
3. Assumed CML loan to GCM fully drawn down to \$150,000.
4. 11 new ordinary shares for every 20 ordinary shares held at \$0.012 per share + 1 free attaching option for every 2 new shares issued. Less 6% GTT fee + \$15,000 GTT fee + 15k legal, \$10k registry and \$10k other.
5. Placement of 83,333,333 new ordinary shares at \$0.012 per share, with 1 new option for every 2 new shares issued. Less 6% GTT fee.