



**INVERT GRAPHITE LIMITED
ACN 101 955 088
(FORMERLY DOMINION MINERALS LIMITED)**

SUPPLEMENTARY PROSPECTUS

1 Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) which is supplementary to, and is to be read together with, the prospectus dated 13 March 2025 (**Prospectus**) issued by InVert Graphite Limited ACN 101 955 088 (**Company** or **InVert Graphite**).

This Supplementary Prospectus is dated 7 April 2025 and was lodged with ASIC on that date. Neither ASIC nor ASX (or their respective officers) take any responsibility as to the contents of this Supplementary Prospectus or the merits of the investment to which this Supplementary Prospectus relates.

Other than the changes set out in this Supplementary Prospectus, all other details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined and used in the Prospectus have the same meaning in this Supplementary Prospectus.

The Company has issued both a printed and electronic version of this Supplementary Prospectus and the Prospectus. Electronic versions of both may be accessed at www.invertgraphite.com.au.

This Supplementary Prospectus and the Prospectus are important documents that should be read in their entirety. If you are in any doubt as to the contents of this Supplementary Prospectus or the Prospectus, you should consult your stockbroker, lawyer, accountant or other professional adviser without delay.

This Supplementary Prospectus should be read together with the Prospectus.

2 Supplementary Prospectus

2.1 Purpose

This Supplementary Prospectus has been issued to incorporate additional, and updated, information into the Prospectus.

2.2 No existing Applications

No Applications have been made under the Prospectus as at the time of lodgement of this Supplementary Prospectus with ASIC. There are no withdrawal rights offered pursuant to this Supplementary Prospectus.

3 Additional Information

The Company advises potential investors of the following additional, and updated, information:

3.1 Offer Timetable

The Closing Date for the Offer has been extended by the Board to 5:00pm (Sydney time) on 30 April 2025. That Closing Date and the remaining dates in the indicative timetable set out on page 10 of the Prospectus (and as referred to in other parts of the Prospectus) are amended as follows:

Indicative Timetable¹

Closing Date of the Offer	30 April 2025
Completion of the Acquisition ² and the Offer, and issues of Shares pursuant to the Offer, Consideration Shares pursuant to the Acquisition, Performance Shares and Options	9 May 2025
Despatch of holding statements	12 May 2025
Indicative Readmission on the ASX (subject to the Company re-complying with Chapters 1 & 2 of the Listing Rules) ³	15 May 2025

Notes:

1. The above dates (and where applicable, the times) are indicative only and may change. InVert Graphite, in consultation with its advisers, reserves the right to amend any and all of the above dates without notice (including, without limitation, subject to the Listing Rules and the Corporations Act, to close the Offer or any part of it early, to extend the Closing Date, to accept late Applications (either generally or in particular cases) or to cancel the Offer before Shares are issued by InVert Graphite). The above stated date for completion of the Acquisition is an estimate by the Directors and may be altered. If the Offer is cancelled before the issue of Shares, then all Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act. Readmission to the Official List of ASX is subject to ASX's discretion and is not guaranteed. As detailed in Section 10.20 of the Prospectus, the Company has sought a waiver from ASX Listing Rule 14.7, to enable the Company to issue relevant Securities after the current granted waiver limit of 20 April 2025, without obtaining further Shareholder approval of those issues (which were approved at the General Meeting).
2. Completion of the Acquisition is subject to the satisfaction or waiver of certain conditions precedent (refer to Section 2.2 of the Prospectus).
3. Subject to receiving final approval from ASX.

3.2 Status of conditions precedent to the Acquisition

As detailed in Section 2.2 of the Prospectus, completion of the Acquisition is subject to the satisfaction or waiver of certain conditions precedent listed in that Section. In addition to the disclosures about the status of those conditions precedent in Section 2.2 of the Prospectus, the Company confirms that the Tanzania Fair Competition Commission has issued a Merger Clearance Certificate in respect of the Group's proposed acquisition of EGR Tanzania pursuant to the Acquisition. This comprises the successful receipt of one of the regulatory approvals listed in those conditions precedent.

3.3 Investment in Luna Energy Ltd

The Company holds an investment in Luna Energy Ltd which the Company's financial statements as at 31 December 2024 recorded at a fair value of A\$388,547. Luna Energy Ltd was referred to in the Prospectus, including at Section 2.12.

Subsequent to the end of the financial year and the lodgement of the Prospectus, the Company was made aware that, on 25 March 2025, Luna Energy entered into a binding term sheet with JVR Ventures Inc. (**JVR** or, following the completion of the Proposed Luna Transaction, the **Resulting Issuer**), a TSX Ventures Exchange (TSXV) listed company, for JVR to acquire all of the issued and outstanding securities of Luna Energy in a reverse takeover transaction (**Proposed Luna Transaction**), subject to terms and conditions. If completion of the Proposed Luna Transaction occurs (which the Company understands is subject to the satisfaction of conditions precedent), it is expected that the Luna Energy shares will be cancelled, and each

former holder of Luna Energy shares (including the Company) will receive 0.45 of a Resulting Issuer share for each Luna Energy share held. The Proposed Luna Transaction also includes a private placement at a price of C\$0.165 per Resulting Issuer share.

Should the Proposed Luna Transaction proceed and complete, the Company expects it would hold (as consideration for the cancellation of its Luna Energy shares) 425,675 shares in the Resulting Issuer (expected to be renamed Luna Energy Ltd), which for the purpose of the pro forma balance sheet in section 3.9 of this Supplementary Prospectus would likely be assessed as having an investment value of approximately C\$70,236 (A\$77,988) based on the proposed private placement price. Consequently, the fair value of the Company's investment in Luna Energy Ltd for accounting purposes would reduce by A\$310,559 together with a reduction recorded in the revaluation reserve.

No forecast is made of whether the Proposed Luna Transaction will complete nor on what terms it may complete. No forecast is made as to what the ultimate value of the Proposed Luna Transaction may be to the Company, if it completes. The Company is not a party to the binding term sheet for the Proposed Luna Transaction and makes no comment or forecast as to what may occur in relation to the Proposed Luna Transaction.

3.4 **Supplementary Financial Information**

Subsequent to the date of lodgement of the Prospectus on 13 March 2025, the Company has more recent financial statements available than those used as the basis for the Financial Information disclosed in the Prospectus. Updated financial information is disclosed in sections 3.5 to 3.10 (inclusive) below (together the **Supplementary Financial Information**). The Supplementary Financial Information is prepared on the same basis of preparation as described in Section 6.3 of the Prospectus.

3.5 **Supplementary Historical Financial Information**

The Company has announced to the ASX on 31 March 2025 the Company's Annual Report for the financial year ended 31 December 2024. The Company's statutory consolidated financial statements for the financial year ended 31 December 2024 included within that Annual Report have been audited by PKF Brisbane Audit in accordance with Australian Auditing Standards and in respect of which PKF Brisbane Audit issued an unmodified audit opinion.

The financial statements of Exceptional Graphite Resources Limited (being EGR Tanzania, as defined in the Prospectus) for the financial year ended 31 December 2024 have also now been completed, and they have been audited by BM Financial Consultants which issued an unmodified audit opinion in respect of those financial statements. Those financial statements of EGR Tanzania have been prepared under International Financial Reporting Standards.

On 22 July 2024 Exceptional Graphite (Aust) Pty Ltd (being Exceptional Graphite, as defined in the Prospectus) acquired 100% of the shares of Green Valley Resources Pty Ltd (being Green Valley, as defined in the Prospectus). Unaudited consolidated financial statements for Exceptional Graphite have been prepared for the year ended 31 December 2024. These unaudited consolidated financial statements do not differ materially from the reviewed financial statements of Exceptional Graphite and Green Valley for the half year ended 30 June 2024, as disclosed in Sections 6.5 to 6.7 (inclusive) of the Prospectus.

3.6 **Historical statements of profit or loss and other comprehensive income for the financial year ended 31 December 2024**

InVert Graphite Limited

Set out below is the audited statutory historical consolidated statement of profit or loss and other comprehensive income of InVert Graphite for the year ended 31 December 2024:

Consolidated Audited Year ended 31 December 2024 A\$	
Revenues	
Interest income	43,703
Total revenue	43,703
Corporate and Administration expenses	
ASX and share registry	(70,117)
Legal and compliance costs	(87,582)
Director remuneration	(277,863)
Consultants	(125,000)
Administration expenses	(131,633)
Corporate transaction costs	(568,291)
Finance costs	(3,236)
Gains / (losses) on foreign exchange	(8,648)
Loss from continuing operations	(1,272,370)
Operating loss before income tax	(1,228,667)
Income tax expense	-
Loss for the period	(1,228,667)
Other comprehensive income / (loss)	
<i>Items that may be reclassified to the profit or loss</i>	
Exchange differences on translation of foreign operations	73
Total comprehensive loss	(1,228,594)

Exceptional Graphite (Aust) Pty Ltd

On 22 July 2024 Exceptional Graphite acquired 100% of the shares of Green Valley.

Set out below is the unaudited historical consolidated statement of profit or loss and other comprehensive income of Exceptional Graphite, inclusive of Green Valley, for the year ended 31 December 2024:

Consolidated Unaudited Year ended 31 December 2024 A\$	
Revenues	
Interest income	-
Total revenue	-
Operating expenses	
Audit fees	(10,000)
General and administration expenses	(1,315)
	(11,335)
Loss before income tax	(11,335)
Income tax expense	-
Net loss from continuing operations	(11,335)
Other comprehensive loss	
<i>Items that may be reclassified to the profit or loss</i>	-
Other comprehensive loss for the period	-
Net loss attributable to members of the Company	(11,335)
Total comprehensive loss	(11,335)

Exceptional Graphite Resources Limited

Set out below is the audited statutory historical statement of profit or loss and other comprehensive income of EGR Tanzania for the year ended 31 December 2024:

Audited Year ended 31 December 2024 TZS	
Revenues	
Revenue	-
Cost of Sales	-
Administration Expenses	(20,211,847)
Profit Before Tax	(20,211,847)
Tax Expenses	-
Total comprehensive loss	(20,211,847)

3.7 Historical statements of financial position for the financial year ended 31 December 2024

InVert Graphite Limited

Set out below is the audited statutory historical consolidated statement of financial position of InVert Graphite as at 31 December 2024:

Consolidated Audited 31 December 2024 A\$	
ASSETS	
CURRENT ASSETS	
Cash and cash equivalents	2,039,504
Trade and other receivables	15,988
Other assets	35,449
TOTAL CURRENT ASSETS	2,090,941
NON-CURRENT ASSETS	
Other assets	44,300
Investments in financial assets	388,547
TOTL NON-CURRENT ASSETS	432,847
TOTAL ASSETS	2,523,788
LIABILITIES	
CURRENT LIABILITIES	
Trade and other payable	325,748
TOTAL CURRENT LIABILITIES	325,748
TOTAL LIABILITIES	325,748
NET ASSETS	2,198,040
EQUITY	
Contributed equity	88,623,748
Reserves	254,701
Accumulated losses	(86,680,409)
TOTAL EQUITY	2,198,040

Exceptional Graphite (Aust) Pty Ltd

Set out below is the unaudited consolidated historical statement of financial position of Exceptional Graphite, inclusive of Green Valley, as at 31 December 2024:

	Consolidated Unaudited 31 December 2024 A\$
ASSETS	
CURRENT ASSETS	
Cash and cash equivalents	-
Trade and other receivables	341
TOTAL CURRENT ASSETS	341
TOTAL ASSETS	341
LIABILITIES	
CURRENT LIABILITIES	
Trade and other payable	23,458
TOTAL CURRENT LIABILITIES	23,458
TOTAL LIABILITIES	23,458
NET ASSETS	(23,117)
EQUITY	
Contributed equity	385,002
Reserves	
Accumulated losses	(408,119)
TOTAL EQUITY	(23,117)

Exceptional Graphite Resources Limited

Set out below is the audited statutory historical statement of financial position of EGR Tanzania as at 31 December 2024:

	Audited 31 December 2024 TZS
ASSETS	
CURRENT ASSETS	
Cash and Bank	527,995
Receivables	9,052,990
TOTAL CURRENT ASSETS	9,580,985
NON - CURRENT ASSETS	
Exploration and Evaluation Assets	504,921,171
Equipment	9,241,920
Total non-current Assets	514,163,091
TOTAL ASSETS	523,744,076
EQUITY AND LIABILITIES	
Retained Earnings	(30,343,688)
Subtotal	(30,343,688)

Audited 31 December 2024 TZS	
NON-CURRENT LIABILITIES	
Liability due to related parties	554,087,764
Subtotal	554,087,764
CURRENT LIABILITIES	
Trade Payables	-
TOTAL EQUITY AND LIABILITIES	523,744,076

3.8 Historical statements of cash flows for the financial year ended 31 December 2024

InVert Graphite Limited

Set out below is the audited statutory historical consolidated statement of cash flows of InVert Graphite for the year ended 31 December 2024:

Consolidated Audited Year ended 31 December 2024 A\$	
CASH FLOW FROM OPERATING ACTIVITIES	
Payments to suppliers and employees	(1,132,551)
Interest received	43,703
Net cash flows used in operating activities	(1,088,848)
CASH FLOW FROM INVESTING ACTIVITIES	
Net cash flows used in operating activities	-
CASH FLOW FROM FINANCING ACTIVITIES	
Net cash provided by financing activities	-
Net change in cash and cash equivalents	(1,088,848)
Cash and cash equivalents beginning of period	3,128,352
Effect of exchange rate fluctuations on cash and cash equivalents	-
Cash and cash equivalents end of period	2,039,504

Exceptional Graphite (Aust) Pty Ltd

Set out below is the unaudited historical consolidated statement of cash flows of Exceptional Graphite, inclusive of Green Valley, for the year ended 31 December 2024:

Consolidated Unaudited Year ended 31 December 2024 A\$	
CASH FLOW FROM OPERATING ACTIVITIES	
Payments to suppliers and employees	(1,148)
Interest received	-
Net cash flows used in operating activities	(1,148)
CASH FLOW FROM INVESTING ACTIVITIES	
Net cash used in investing activities	-
CASH FLOW FROM FINANCING ACTIVITIES	
Net cash provided by financing activities	-
Net increase / (decrease) in cash held	(1,148)
Cash and cash equivalents beginning of period	1,148
Effect of exchange rate fluctuations on cash and cash equivalents	-
Cash and cash equivalents end of period	-

Exceptional Graphite Resources Limited

Set out below is the audited statutory historical statement of cash flows of EGR Tanzania for the year ended 31 December 2024:

Audited Year ended 31 December 2024 TZS	
CASH FLOW FROM OPERATING ACTIVITIES	
Surplus for the year	(20,211,845)
Depreciation	3,080,640
Working Capital Changes	
(Increase)/ Decrease in Receivables	-
(Increase)/ Decrease in Payables	-
Net cash flows used in operating activities	(17,131,205)
CASH FLOW FROM INVESTING ACTIVITIES	
Exploration and Evaluation Assets	(66,945,940)
Net cash used in investing activities	(66,945,940)
CASH FLOW FROM FINANCING ACTIVITIES	
Borrowings from related parties	46,305,960
Net cash provided by financing activities	46,305,960
Movement in Cash and Cash Equivalent	(37,771,185)
At start of period	38,299,180
Cash and cash equivalents at end of period	527,995

3.9 Supplementary Pro-forma Statement of Financial Position

To supplement the pro-forma Statement of Financial Position set out in Section 6.8 of the Prospectus, the supplementary pro-forma statement of financial position as at 31 December 2024 set out below is derived from the historical consolidated statement of financial position of

the Company as at 31 December 2024, adjusted to reflect the various pro forma events listed below the supplementary pro-forma statement of financial position, such as the Acquisition (including on the basis of the updated financial accounts of Exceptional Graphite, inclusive of Green Valley, and EGR Tanzania detailed in sections 3.6 to 3.8 (inclusive) of this Supplementary Prospectus), the impact of the Offer, the impact of the matters relating to Luna Energy Ltd set out in section 3.3 of this Supplementary Prospectus and the impact of the updated expenses of the Offer detailed in section 3.13 of this Supplementary Prospectus.

The pro-forma statement of financial position is provided for illustrative purposes and is not represented as being necessarily indicative of the Company's view of its statement of financial position upon completion of the Acquisition and the completion of the Offer or at a future date.

		Minimum Subscription				Maximum Subscription		
		Audited 31 Dec 2024	Subsequent Event Adjustments	Public Offer Adjustments	Pro Forma Balance	Subsequent Event Adjustments	Public Offer Adjustments	Pro Forma Balance
		A\$	A\$	A\$	A\$	A\$	A\$	A\$
ASSETS								
CURRENT ASSETS								
Cash and cash equivalents		2,039,504	(631,938)	2,920,850	4,328,416	(631,938)	3,108,587	4,516,153
Trade and other receivables		15,988	6,384	-	22,372	6,384	-	22,372
Other assets		35,449	-	-	35,449	-	-	35,449
TOTAL CURRENT ASSETS		2,090,941	(625,554)	2,920,850	4,386,237	(625,554)	3,108,587	4,573,974
NON-CURRENT ASSETS								
Other assets		44,300	-	-	44,300	-	-	44,300
Property, plant and equipment		-	6,170	-	6,170	6,170	-	6,170
Investments in financial assets		388,547	(310,559)	-	77,988	(310,559)	-	77,988
Intangible assets		-	-	-	-	-	-	-
TOTAL NON-CURRENT ASSETS		432,847	(304,389)	-	128,458	(304,389)	-	128,458
TOTAL ASSETS		2,523,788	(929,943)	2,920,850	4,514,695	(929,943)	3,108,587	4,702,432
LIABILITIES								
CURRENT LAIBILITIES								
Trade and other payables		325,748	(92,047)	-	233,701	(92,047)	-	233,701
TOTAL CURRENT LAIBILITIES		325,748	(92,047)	-	233,701	(92,047)	-	233,701
TOTAL LIABILITIES		325,748	(92,047)	-	233,701	(92,047)	-	233,701
NET ASSETS/ (LIABILITIES)		2,198,040	(837,896)	2,920,850	4,280,994	(837,896)	3,108,587	4,468,731
EQUITY								
Contributed equity		88,623,748	2,302,727	2,844,661	93,771,136	2,302,727	3,026,088	93,952,563
Reserves		254,701	(310,559)	108,750	52,892	(310,559)	108,750	52,892
Accumulated losses		(86,680,409)	(2,830,064)	(32,561)	(89,543,034)	(2,830,064)	(26,251)	(89,536,724)
TOTAL EQUITY		2,198,040	(837,896)	2,920,850	4,280,994	(837,896)	3,108,587	4,468,731

The pro-forma statement of financial position has been derived from the historical statement of financial position as at 31 December 2024, after reflecting the Directors' pro-forma adjustments for events as if those events had occurred at 31 December 2024.

The following pro-forma adjustments have been made to InVert Graphite's consolidated statement of financial position at 31 December 2024 in relation to events and other transactions which are proposed to occur before or on completion of the Offer (but also including the 8,223,881 Director and Management Performance Options that are proposed to be issued to Mr Lawson following the successful completion of his three month probationary period detailed in Section 4.5(b) of the Prospectus):

- (a) the settlement of the Acquisition through the Company acquiring 100% of Exceptional Graphite shares (and through Exceptional Graphite, indirect ownership of 100% of Green Valley Shares and 100% of EGR Tanzania Shares) and the White Hill Licences in consideration for the issue of Consideration Shares equivalent to the value of the assets acquired pursuant to the Acquisition. The vendors of the assets acquired in the Acquisition will be issued 76,757,576 Consideration Shares at \$0.03 per Share representing an acquisition value of \$2,302,727.

The Directors have determined that the Acquisition does not meet the definition of a business combination under AASB 3 *Business Combinations*. Therefore, the transaction has been accounted for as an asset acquisition. Under the asset acquisition accounting policy adopted, the cost of the Acquisition are allocated to the assets acquired on the basis of relative fair values. As the assets acquired in the Acquisition are the exploration permits comprising the Morogoro Project and the White Hill Licences and it is InVert Graphite's accounting policy to expense exploration and evaluation expenditure as incurred, the \$2,398,279 cost of the Acquisition has been expensed as at 31 December 2024;

- (b) the payment of costs relating to the Morogoro Project in EGR Tanzania with a loan of A\$62,404 post 31 December 2024 (US\$52,600 (A\$85,000) in total (refer to Section 4.4(d)(v) of the Prospectus for details of the loan)). As it is InVert Graphite's accounting policy to expense exploration and evaluation expenditure as incurred, all costs have been expensed as at 31 December 2024;
- (c) the payment of costs and recording of accounts payable for the period from 1 January 2025 totalling \$277,892 relating to the costs of the Acquisition, relisting and general administration costs, all of which have been expensed as 31 December 2024;
- (d) the issue of 3 Performance Shares to Hashimu Musedem Millanga (and/or his nominee(s)) as a term of his employment as Principal Geologist by EGR Tanzania as a condition of the Acquisition. Each Performance Share will be subject to different vesting conditions. The Performance Shares have been valued at an aggregate value of \$411,680 using a Monte Carlo option pricing methodology (refer to Section 6.9(d) of the Prospectus). The fair value of the Performance Shares will be recognised as an expense in the Statement of Profit and Loss over the vesting period for each Performance Share;
- (e) the issue of 1,231,120 Chairman Options which will have a nil exercise price and will be subject to vesting conditions. The Chairman Options have been valued at an aggregate value of \$8,495 using a Monte Carlo option pricing methodology (refer to Section 6.9(b) of the Prospectus). The fair value of the Chairman Options will be recognised as an expense in the Statement of Profit and Loss over the vesting period;
- (f) the issue of 28,315,758 Director and Management Performance Options which will have a nil exercise price and will be subject to vesting conditions. The Director and Management Performance Options will be issued in three tranches with each tranche being subject to different vesting conditions. The Director and Management Performance Options have been valued at an aggregate value of \$587,835 using a Monte Carlo option pricing methodology for Tranche B and a Black-Scholes option pricing methodology for Tranche A and Tranche C (refer to Section 6.9(c) of the Prospectus). The fair value of the Director and Management Performance Options will be recognised as an expense in the Statement of Profit and Loss over the vesting period for each tranche;
- (g) the issue of 15 million Lead Manager Options as partial consideration for the services provided by the Lead Manager in relation to the Offer. The Lead Manager Options have been valued at an aggregate value of \$108,750 using a Black-Scholes option pricing methodology (refer to Section 6.9(a) of the Prospectus). The issue of these options is

recorded as an increase to Option Reserve in equity and an increase in capital raising costs in equity for \$108,750;

- (h) the reduction in the fair value of the Company's holding of shares in Luna Energy as a result of Proposed Luna Transaction described in section 3.3 of this Supplementary Prospectus. Should the Proposed Luna Transaction proceed and complete, the Company expects it would hold 425,675 shares in the Resulting Issuer (to be renamed Luna Energy Ltd), which for the purpose of the pro forma balance sheet would likely be assessed as having an investment value of approximately C\$70,236 (A\$77,988) based on the proposed private placement price described in section 3.3 of this Supplementary Prospectus. Consequently, a reduction in fair value of A\$310,559 has been recorded against the asset and in the revaluation reserve; and
- (i) the issue of either:
- (i) 110,000,000 new Shares at a price of \$0.03 per share to raise \$3,300,000 (before costs and expenses) pursuant to the Minimum Subscription. The total costs related to the Offer (pursuant to the Minimum Subscription) is increased from \$734,034 (as detailed in the Prospectus) to \$760,481. Of the total costs related to the Offer (pursuant to the Minimum Subscription), \$413,892 has been expensed and \$346,589 has been recorded as a deduction from Contributed Equity. As at the date of this Supplementary Prospectus \$381,331 of the total costs related to the Offer have already been paid thereby reducing the amount to be paid from the proceeds of the Offer; or
- (ii) 116,666,667 new Shares at a price of \$0.03 per share to raise \$3,500,000 (before costs and expenses) pursuant to the Maximum Subscription. The total costs related to the Offer (pursuant to the Maximum Subscription) is increased from \$746,297 (as detailed in the Prospectus) to \$772,744. Of the total costs related to the Offer (pursuant to the Maximum Subscription), \$407,582 has been expensed and \$365,162 has been recorded as a deduction from Contributed Equity. As at the date of this Supplementary Prospectus \$381,331 of the total costs related to the Offer have already been paid thereby reducing the amount to be paid from the proceeds of the Offer.

3.10 Effect of Pro Forma Adjustments of Statement of Financial Position line items

(a) Cash & Cash equivalents

	Consolidated Audited 31 Dec 2024 A\$	Proforma Minimum Subscription A\$	Proforma Maximum Subscription A\$
Cash and cash equivalents	2,039,504	4,328,416	4,516,153
Audited consolidated balance at 31 December 2024		2,039,504	2,039,504
<u>Subsequent events</u> Estimated cash expenditure for the period from 1 Jan to the date of Readmission		(632,290)	(632,290)
Cash acquired pursuant to acquisition of Exceptional Graphite, Green Valley and EGR Tanzania		352	352
		(631,938)	(631,938)
<u>Offer</u> Issue of Offer Shares Offer costs to be paid		3,300,000 (379,150)	3,500,000 (391,413)
		2,920,850	3,108,587
Pro Forma Balance		4,328,416	4,516,153

(b) **Issued capital**

The movements in InVert Graphite's issued capital in the period from 31 December 2024 to the date of Readmission are:

	Consolidated Audited 31 Dec 2024 Shares	Consolidated Audited 31 Dec 2024 A\$	Proforma Minimum Subscription Shares	Proforma Minimum Subscription A\$	Proforma Maximum Subscription Shares	Proforma Maximum Subscription A\$
Issued Capital	225,850,957	88,623,748	412,608,533	93,771,136	419,275,200	93,952,563
Audited consolidated balance at 31 Dec 2024			225,850,957	88,623,748	225,850,957	88,623,748
<u>Subsequent events</u>						
Shares issued pursuant to the acquisition of Exceptional Graphite, Green Valley and EGR Tanzania			75,757,576	2,272,727	75,757,576	2,272,727
Shares issued pursuant to the acquisition of the White Hill Licences			1,000,000	30,000	1,000,000	30,000
			76,757,576	2,302,727	76,757,576	2,302,727
<u>Offer</u>						
Issue of Offer Shares			110,000,000	3,300,000	116,666,667	3,500,000
Capitalised costs of the Offer			-	(346,589)	-	(365,162)
Issue of Lead Manager Options			-	(108,750)	-	(108,750)
			110,000,000	2,844,661	116,666,667	3,026,088
Proforma Balance			412,608,533	93,771,136	419,275,200	93,952,563

(c) **Reserves**

	Consolidated Audited 31 Dec 2024 A\$	Proforma Minimum Subscription A\$	Proforma Maximum Subscription A\$
Reserves	254,701	52,892	52,892
Audited consolidated balance at 31 December 2024		254,701	254,701
<u>Subsequent events</u>			
Movement in fair value of investment		(310,559)	(310,559)
<u>Offer</u>			
Issue of Lead Manager Options		108,750	108,750
Proforma balance		52,892	52,892

(d) **Accumulated losses**

	Consolidated Audited 31 Dec 2024 A\$	Proforma Minimum Subscription A\$	Proforma Maximum Subscription A\$
Accumulated losses	(86,680,409)	(89,543,034)	(89,536,724)
Audited consolidated balance at 31 Dec 2024		(86,680,409)	(86,680,409)
<u>Subsequent events</u>			
Estimated expenses incurred for the period from 1 January to Readmission		(431,785)	(431,785)
Excess of share consideration over net liabilities acquired pursuant to the Acquisition of Exceptional Graphite, Green Valley and EGR Tanzania		(2,368,279)	(2,368,279)
Excess of share consideration over the value of White Hill Licences		(30,000)	(30,000)
		(2,830,064)	(2,830,064)
<u>Offer</u>			
Costs of the Offer expensed		(32,561)	(26,251)
		(32,561)	(26,251)
Proforma Balance		(89,543,034)	(89,536,724)

3.11 Independent Limited Assurance Report

PKF Brisbane Audit has prepared a Supplementary Independent Limited Assurance Report in respect to the Financial Information (as defined in the Prospectus) and the supplementary historical and supplementary pro forma financial information in this Supplementary Prospectus. That Supplementary Independent Limited Assurance Report is included as Annexure 1 to this Supplementary Prospectus.

3.12 Proposed use of funds

Section 1.8 of the Prospectus sets out the indicative allocation of funds using the Company's cash reserves and funds to be raised from the Offer. As at 7 April 2025 the Company's cash reserves have decreased from approximately A\$1,830,000 (as detailed in the Prospectus) to approximately A\$1,486,000, due to payments having been made in respect of costs related to the Offer (approximately \$203,000), Acquisition costs (approximately \$128,000) and working capital and administrative costs (approximately \$13,000). This is not a change to the indicative allocation of funds tables in Section 1.8 of the Prospectus, but shows the use of funds in those categories since the date of the Prospectus – in line with the uses of funds in those tables.

Separately, the increase in the expenses of the Offer as set out in section 3.13 below has the effect of increasing the Company's Offer costs, and decreasing the Company's working capital and administrative costs, by \$26,447 as compared to the indicative allocation of funds tables included at Section 1.8 of the Prospectus.

3.13 Expenses of the Offer

The total expenses of the Offer (including GST) have (as relevant to disclosures in the Prospectus such as in Section 10.16):

- (a) assuming the Minimum Subscription is raised pursuant to the Offer, increased from A\$734,034 to A\$760,481; or
- (b) assuming the Maximum Subscription is raised pursuant to the Offer, increased from A\$746,297 to A\$772,744.

That increase is comprised of an A\$802 ASIC lodgement fee for this Supplementary Prospectus, an estimated A\$7,500 (excluding disbursements and GST) in fees to PKF Brisbane Audit for investigating accountant services in relation to the Offer and an estimated A\$17,500 (excluding disbursements and GST) in fees to Thomson Geer for Australian legal services to the Company in relation to the Offer.

3.14 Consents

Each of the parties referred to in this section 3.14:

- (a) has given the following consents in accordance with the Corporations Act which have not been withdrawn as at the date of lodgement of this Supplementary Prospectus with ASIC; and
- (b) (except for the Directors and Proposed Directors) makes no representation regarding and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Supplementary Prospectus other than a reference to its name and a statement or report included in this Supplementary Prospectus with the consent of that party as specified in this section 3.14.

None of the parties referred to in this section 3.14 (other than the Directors and Proposed Directors) authorised or caused the issue of this Supplementary Prospectus or the making of the Offer.

- (a) PKF Brisbane Audit has given its written consent to be named as InVert Graphite's auditor in this Supplementary Prospectus, and as the Company's Investigating Accountant in this Supplementary Prospectus, each in the form and context in which it is named, and has given its written consent to:
 - (i) the inclusion of information in this Supplementary Prospectus relating to PKF Brisbane Audit's audit opinion for InVert Graphite's financial accounts for the year ended 31 December 2024; and
 - (ii) the inclusion of PKF Brisbane Audit's Supplementary Independent Limited Assurance Report (and each reference to it) in this Supplementary Prospectus,
 in each case in the form and context in which it is included, and to the inclusion in this Supplementary Prospectus of all information and statements relating to, made by, or said to be based on statements by, PKF Brisbane Audit, in each case in the form and context as they appear in this Supplementary Prospectus. PKF Brisbane Audit has not withdrawn its consent prior to lodgement of this Supplementary Prospectus with ASIC.
- (b) BM Financial Consultants has given its written consent to be named as EGR Tanzania's auditor in this Supplementary Prospectus, in the form and context in which it is named, and has given its written consent to the inclusion of information in this Supplementary Prospectus relating to its audit opinion for EGR Tanzania's financial accounts for the financial year ended 31 December 2024, in the form and context in which it is included, and to the inclusion in this Supplementary Prospectus of all information and statements relating to, made by, or said to be based on statements by, BM Financial Consultants, in each case in the form and context as they appear in this Supplementary Prospectus. BM Financial Consultants has not withdrawn its consent prior to lodgement of this Supplementary Prospectus with ASIC.
- (c) Thomson Geer has given its written consent to be named in this Supplementary Prospectus as Australian legal advisor to InVert Graphite in relation to this Supplementary Prospectus, in the form and context in which it is named. Thomson Geer has not withdrawn its consent prior to the lodgement of this Supplementary Prospectus with ASIC.
- (d) Each of the Directors and Proposed Directors has given their written consent to being named in this Supplementary Prospectus in the form and context in which they are named and to the inclusion in this Supplementary Prospectus of all information and statements relating to, made by, or said to be based on statements by, them, in each case in the form and context as they appear in this Supplementary Prospectus. The Directors and Proposed Directors have not withdrawn their consents prior to lodgement of this Supplementary Prospectus with ASIC.

3.15 **Electronic Prospectus**

If you have received this Supplementary Prospectus as an electronic prospectus, please ensure that you have received the entire Prospectus and the entire Supplementary Prospectus accompanied by the Application Form. If you have not, please email InVert Graphite and (if you are eligible) InVert Graphite will send to you, for free, either (or both) a hard copy or a further electronic copy of the Prospectus and this Supplementary Prospectus. The Prospectus and this Supplementary Prospectus may be made available in electronic form only to persons in Australia.

The Corporations Act prohibits any person from passing on to another person an Application Form, unless it is attached to or accompanies a hard copy of the Prospectus and of this Supplementary Prospectus or a complete and unaltered electronic copy of the Prospectus and of this Supplementary Prospectus.

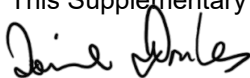
InVert Graphite reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and electronic Supplementary Prospectus and any further relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

4 **Directors' authorisation**

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

In accordance with section 720 of the Corporations Act, each Director and each Proposed Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

This Supplementary Prospectus is signed for and on behalf of the Company by:



Dr David Brookes

Non-Executive Chairman

Dated: 7 April 2025

Annexure 1 – Supplementary Independent Limited Assurance Report

Board of Directors

InVert Graphite Limited
Level 5, 56 Pitt Street
SYDNEY NSW 2000

Date

5 April 2025

Dear Directors

INVESTIGATING ACCOUNTANT'S REPORT

SUPPLEMENTARY INDEPENDENT LIMITED ASSURANCE REPORT ON SUPPLEMENTARY FINANCIAL INFORMATION – SUPPLEMENTARY PROSPECTUS

Introduction

The directors of InVert Graphite Limited (previously Dominion Minerals Limited) (“InVert Graphite” or “the Company”) and the entities it controls (“the Group”) have engaged PKF Brisbane Audit (“PKF”) to prepare a Supplementary Independent Limited Assurance Report on the Supplementary Financial Information as set out below for inclusion in the Supplementary Prospectus to be dated on or about 7 April 2025 (“the Supplementary Prospectus”). The Supplementary Prospectus has been prepared to supplement the Prospectus issued by the Company on 13 March 2025 relating to the issue of 110,000,000 (minimum subscription) or up to 116,666,667 (maximum subscription) new fully paid ordinary shares in the Company to raise \$3.30 million (minimum subscription) or up to \$3.50 million (maximum subscription) (the “Offer”).

Other than changes set out in this Supplementary Independent Limited Assurance Report, all other details in relation to the Independent Limited Assurance Report included in the Prospectus remain unchanged.

Expressions and terms defined in the Prospectus and Supplementary Prospectus have the same meaning in this report, unless otherwise specified.

Scope

You have requested PKF to review the following financial Information included in sections 3.4 to 3.10 (inclusive) of the Supplementary Prospectus (together the “Supplementary Financial Information”):

- Supplementary Historical Financial Information consisting of:
 - InVert Graphite’s audited historical consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 December 2024;
 - Exceptional Graphite’s unaudited historical consolidated Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 December 2024;
 - EGR Tanzania’s audited historical Statement of Profit or Loss and Other Comprehensive Income for the year ended 31 December 2024;
 - InVert Graphite’s audited historical consolidated Statement of Financial Position as at 31 December 2024;

- Exceptional Graphite's unaudited historical consolidated Statement of Financial Position as at 31 December 2024;
- EGR Tanzania's audited historical Statement of Financial Position as at 31 December 2024;
- InVert Graphite's audited historical consolidated Statements of Cash Flows for the year ended 31 December 2024;
- Exceptional Graphite's unaudited historical consolidated Statement of Cash Flows for the year ended 31 December 2024; and
- EGR Tanzania's audited historical Statements of Cash Flows for the year ended 31 December 2024; and
- Supplementary Pro-forma Financial Information consisting of:
 - the Pro-forma Consolidated Statement of Financial Position as at 31 December 2024

The Supplementary Financial Information has been prepared in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards, other mandatory professional reporting requirements in Australia, the basis of preparation as described in Section 6.3 of the Prospectus and the significant accounting policies summarised in Section 6.14 of the Prospectus.

The Supplementary Historical Financial Information has been based on the financial statements of the Group. The consolidated financial statements of InVert Graphite for the year ended 31 December 2024 were audited by PKF Brisbane Audit who issued an unqualified audit opinion. The consolidated financial statements of EGR Tanzania for the year ended 31 December 2024 were audited by BM Financial Consultants, who issued an unqualified audit opinion.

On 22 July 2024 Exceptional Graphite (Aust) Pty Ltd (being Exceptional Graphite, as defined in the Prospectus) acquired 100% of the shares of Green Valley Resources Pty Ltd (being Green Valley, as defined in the Prospectus). Unaudited consolidated financial statements for Exceptional Graphite have been prepared for the year ended 31 December 2024. These unaudited consolidated financial statements do not differ materially from the reviewed financial statements of Exceptional Graphite and Green Valley for the half year ended 30 June 2024, as disclosed in the Prospectus

The Supplementary Pro-forma Consolidated Statement of Financial Position as at 31 December 2024 is based on the Historical Consolidated Balance Sheet of the Group as at 31 December 2024 adjusted to reflect Pro-forma adjustments as if they occurred on or before 31 December 2024. The following pro-forma adjustments have been made to InVert Graphite's consolidated statement of financial position at 31 December 2024 in relation to events and other transactions which are proposed to occur before or on completion of the Offer (but also including the 8,223,881 Director and Management Performance Options that are proposed to be issued to Mr Lawson following the successful completion of his three month probationary period detailed in Section 4.5(b) of the Prospectus):

- (a) the settlement of the Acquisition through the Company acquiring 100% of Exceptional Graphite shares (and through Exceptional Graphite, indirect ownership of 100% of Green Valley Shares and 100% of EGR Tanzania Shares) and the White Hill Licences in consideration for the issue of Consideration Shares equivalent to the value of the assets acquired pursuant to the Acquisition. The vendors of the assets acquired in the Acquisition will be issued 76,757,576 Consideration Shares at \$0.03 per Share representing an acquisition value of \$2,302,727.

The Directors have determined that the Acquisition does not meet the definition of a business combination under AASB 3 Business Combinations. Therefore, the transaction has been accounted for as an asset acquisition. Under the asset acquisition accounting policy adopted, the cost of the Acquisition are allocated to the assets acquired on the basis of relative fair values. As the assets acquired in the Acquisition are the exploration permits comprising the Morogoro Project and the White Hill Licences and it is InVert Graphite's accounting policy to expense exploration and evaluation expenditure as incurred, the \$2,398,279 cost of the Acquisition has been expensed as at 31 December 2024;

- (b) the payment of costs relating to the Morogoro Project in EGR Tanzania with a loan of A\$62,404 post 31 December 2024 (US\$52,600 (\$A85,000) in total (refer to Section 4.4(d)(v) of the Prospectus for details of the loan). As it is InVert Graphite's accounting policy to expense exploration and evaluation expenditure as incurred, all costs have been expensed as at 31 December 2024;
- (c) the payment of costs and recording of accounts payable for the period from 1 January 2025 totalling \$277,892 relating to the costs of the Acquisition, relisting and general administration costs, all of which have been expensed as 31 December 2024;
- (d) the issue of 3 Performance Shares to Hashimu Musedem Millanga (and/or his nominee(s)) as a term of his employment as Principal Geologist by EGR Tanzania as a condition of the Acquisition. Each Performance Share will be subject to different vesting conditions. The Performance Shares have been valued at an aggregate value of \$411,680 using a Monte Carlo option pricing methodology (refer to Section 6.9(d) of the Prospectus). The fair value of the Performance Shares will be recognised as an expense in the Statement of Profit and Loss over the vesting period for each Performance Share;
- (e) the issue of 1,231,120 Chairman Options which will have a nil exercise price and will be subject to vesting conditions. The Chairman Options have been valued at an aggregate value of \$8,495 using a Monte Carlo option pricing methodology (refer to Section 6.9(b) of the Prospectus). The fair value of the Chairman Options will be recognised as an expense in the Statement of Profit and Loss over the vesting period;
- (f) the issue of 28,315,758 Director and Management Performance Options which will have a nil exercise price and will be subject to vesting conditions. The Director and Management Performance Options will be issued in three tranches with each tranche being subject to different vesting conditions. The Director and Management Performance Options have been valued at an aggregate value of \$587,835 using a Monte Carlo option pricing methodology for Tranche B and a Black-Scholes option pricing methodology for Tranche A and Tranche C (refer to Section 6.9(c) of the Prospectus). The fair value of the Director and Management Performance Options will be recognised as an expense in the Statement of Profit and Loss over the vesting period for each tranche;
- (g) the issue of 15 million Lead Manager Options as partial consideration for the services provided by the Lead Manager in relation to the Offer. The Lead Manager Options have been valued at an aggregate value of \$108,750 using a Black-Scholes option pricing methodology (refer to Section 6.9(a) of the Prospectus). The issue of these options is recorded as an increase to Option Reserve in equity and an increase in capital raising costs in equity for \$108,750;
- (h) the reduction in the fair value of the Company's holding of shares in Luna Energy as a result of Proposed Luna Transaction described in section 3.3 of the Supplementary Prospectus. Should the Proposed Luna Transaction proceed and complete, the Company expects it would hold 425,675 shares in the Resulting Issuer (to be renamed Luna Energy Ltd), which for the purpose of the pro forma balance sheet would likely be assessed as having an investment value of approximately C\$70,236 (A\$77,988) based on the proposed private placement price described in section 3.3 of the Supplementary Prospectus. Consequently, a reduction in fair value of A\$310,559 has been recorded against the asset and in the revaluation reserve; and

- (i) the issue of either:
- i. 110,000,000 new Shares at a price of \$0.03 per share to raise \$3,300,000 (before costs and expenses) pursuant to the Minimum Subscription. The total costs related to the Offer (pursuant to the Minimum Subscription) is increased from A\$734,034 (as detailed in the Prospectus) to A\$760,481. Of the total costs related to the Offer (pursuant to the Minimum Subscription), \$413,892 has been expensed to increase Accumulated Losses and \$346,589 has been recorded as a deduction from Contributed Equity. As at the date of this Supplementary Prospectus \$381,331 of the total costs related to the Offer have already been paid thereby reducing the amount to be paid from the proceeds of the Offer; or
 - ii. 116,666,667 new Shares at a price of \$0.03 per share to raise \$3,500,000 (before costs and expenses) pursuant to the Maximum Subscription. The total costs related to the Offer (pursuant to the Maximum Subscription) is increased from A\$746,297 (as detailed in the Prospectus) to A\$772,744. Of the total costs related to the Offer (pursuant to the Maximum Subscription), \$407,582 has been expensed to increase Accumulated Losses and \$365,162 has been recorded as a deduction from Contributed Equity. As at the date of this Supplementary Prospectus \$381,331 of the total costs related to the Offer have already been paid thereby reducing the amount to be paid from the proceeds of the Offer..

The Supplementary Financial Information is presented in an abbreviated form insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Directors' Responsibility

The Directors of the Company are responsible for the preparation of the Supplementary Financial Information, including the selection and determination of Pro-forma adjustments made to prepare the Supplementary Pro-forma Financial Information and included in the Supplementary Financial Information.

This includes responsibility for such internal controls as the Directors determine are necessary to enable the preparation of Supplementary Financial Information that is free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Supplementary Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/ or Prospective Financial Information*.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the Supplementary Financial Information.

Conclusions

Based on our review, which is not an audit, nothing has come to our attention which causes us to believe that the Supplementary Financial Information of the Group as described in Section 3.5 to 3.10 (inclusive) of the Supplementary Prospectus is not presented fairly, in all material respects, in accordance with the stated basis of preparation as described in Section 6.3 of the Prospectus and Section 3.4 in the Supplementary Prospectus.

Prospective investors should be aware of the material risks and uncertainties in relation to an investment in the Company, which are detailed in the Prospectus. Accordingly, prospective investors should have regard to the investment risks as described in Section 3 of the Prospectus. We express no opinion as to the future financial performance of the Group.

We disclaim any assumption of responsibility for any reliance on this report, or on the Supplementary Financial Information to which it relates, for any purpose other than that for which it was prepared. We have assumed, and relied on representations from certain members of management of the Group, that all material information concerning the prospects and proposed operations of InVert Graphite Limited and the Group have been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

Restrictions on Use

Without modifying our conclusions, we note that the purpose of the Supplementary Financial Information is for inclusion in the Supplementary Prospectus. As a result, the Supplementary Financial Information may not be suitable for use for another purpose.

Consent

PKF Brisbane Audit has consented to the inclusion of this Supplementary Independent Limited Assurance Report in the Supplementary Prospectus in the form and context in which it is included.

Liability

The liability of PKF Brisbane Audit is limited to the inclusion of this report in the Supplementary Prospectus. PKF Brisbane Audit makes no representation regarding, and has no liability, for any other statements or other material in, or omission from the Supplementary Prospectus.

Independence & Disclosure of Interest

PKF Brisbane Audit does not have any pecuniary interests that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. PKF Brisbane Audit will receive a professional fee for the preparation of this Supplementary Independent Limited Assurance Report and participation in due diligence procedures.

Yours faithfully
PKF Brisbane Audit



Cameron Bradley
Partner