

Montem Resources Limited

ACN 623 236 831

ASX: MR1

Share Purchase Plan Offer Booklet

To raise up to \$500,000

Offer closes at 5.00pm (AEDT) on 19 March 2021

This is an important document that requires your immediate attention.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act and has not been lodged with ASIC.

If you have any questions, you should seek advice from your stockbroker, accountant or other independent professional adviser.

Not for release to US wire services or distribution in the United States

Important notices

Defined terms and abbreviations used in this document are set out in Clause 19 of the Terms and Conditions in Section 4.

The Offer Booklet is dated 3 March 2021.

The offer of New Shares under the Offer is an offer of continuously quoted securities (as defined in the Corporations Act) of the Company and has been made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which grants relief from the requirement for the Company to provide prospectus disclosure in relation to the Offer.

The Offer Booklet is not a prospectus under Chapter 6D of the Corporations Act and has not been lodged with ASIC. Accordingly, the level of disclosure of this Offer Booklet is significantly less than that required in a prospectus or other disclosure document. Eligible Shareholders should therefore rely upon their own knowledge of the Company, refer to the disclosures made by the Company to the ASX, and refer to their professional advisers before deciding whether to participate in the Offer.

The information in this Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

The Offer Booklet should be read in its entirety before you decide to participate in the offer.

Montem recommends that you monitor its announcements and the Share price, which can be found on the ASX website at www.asx.com.au (ASX code: MR1). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

Participation in the Offer is only open to Eligible Shareholders (being holders of Shares in the Company at 7:00pm (AEDT) on the Record Date (being Tuesday, 23 February 2021) with a registered address in Australia, provided that such shareholder is not in the United States or acting for the account or benefit of a person in the United States). The Offer is also being extended to Eligible Shareholders of the Company who are custodians to participate in the Offer on behalf of certain Participating Beneficiaries on the Terms and Conditions set out in this Offer Booklet.

Eligible Shareholders will receive an Application Form with this Offer Booklet.

If you apply to participate in the Offer by making a BPAY[®]¹ or EFT payment, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Issue Date. This means it is possible that up to or after the Issue Date, you may be able to buy Shares at a lower price than the Issue Price.

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES AND OTHER OVERSEAS JURISDICTIONS

No representations

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Booklet. Any information or representation in connection with the Offer not contained in the Offer Booklet may not be relied upon as having been authorised by the Company or any of its officers.

¹ [®] Registered to BPAY Pty Limited ABN 69 079 137 518

Times and dates

Times and dates in this Offer Booklet are (except where historical) indicative only and subject to change. All times refer to Australian Eastern Daylight Time (AEDT).

Currency

Unless otherwise stated, a reference to dollars (\$) or cents (¢) in this Offer Booklet is a reference to Australian currency.

Questions

If you have any questions, please contact the offer information line 1300 288 664 (within Australia) or +61 2 9698 5414 (for callers outside Australia) during business hours, or consult your financial or other professional adviser.

1 Key offer information

Key dates

| Event | Description | Date |
|---|--|--|
| Record Date | The date on which Montem determines Eligible Shareholders | 7:00 pm (AEDT) Tuesday, 23 February 2021 |
| Announcement Date and lodgement of Appendix 3B | SPP announced including the Closing Date and lodgement of Appendix 3B | Wednesday, 24 February 2021 |
| Offer Booklet | The date on which the Offer Booklet and Application Forms are dispatched | Wednesday, 3 March 2021 |
| Offer Opens | The date on which applications for New Shares can be submitted | Friday, 5 March 2021 |
| Offer Closes | SPP closes | 5:00 pm (AEDT) on Friday, 19 March 2021 |
| Announcement of results of SPP | Results of SPP announced | Wednesday, 24 March 2021 |
| Issue of New Shares | New Shares issued under the SPP | Monday, 29 March 2021 |
| Holding Statements sent to Eligible Shareholders | The date of which holding statements sent to Eligible Shareholders under the SPP | Tuesday, 30 March 2021 |
| Trading Commences | Share issued under the SPP expected to commence trading on ASX | Tuesday, 30 March 2021 |

Note: The timetable above is indicative only and subject to change. The Company reserves the right to amend any or all of these events, dates and times, without notice, subject to the Corporations Act, the ASX Listing Rules and other applicable laws. In particular, the Company reserves the right to extend the Closing Date of the Offer, to accept late applications either generally or in particular cases or to withdraw the Offer without prior notice. The commencement of quotation of New Shares is subject to confirmation from ASX. All references in this Offer Booklet are to AEDT.

The Company also reserves the right not to proceed with the Offer in whole or in part at any time prior to allotment and issue of the New Shares. In that event, the relevant application monies (without interest) will be returned in full to applicants.

The commencement and quotation of New Shares is subject to the discretion of ASX.

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application once it has been accepted.

2 Letter from the Chairman

3 March 2021

Dear Shareholder,

Montem Resources Limited - Share Purchase Plan Offer

On behalf of the Board, I am pleased to offer you the opportunity to apply for up to A\$30,000 worth of New Shares at \$0.17 per Share (**Issue Price**) (free of brokerage), under Montem's Share Purchase Plan, subject to the Terms and Conditions detailed in this booklet.

The Offer will open on 5 March 2021 and is scheduled to remain open until 5.00 pm (AEDT) on 19 March 2021. Montem may, at its discretion, vary any of the above dates, including closing the Offer earlier, by sending a revised timetable to ASX. The last trading day immediately prior to the Announcement Date (24 February 2021), the closing price of the Shares traded on the ASX was \$0.175 per Share. The Issue Price is a 2.86% discount to that closing price. The Issue Price is a 5.28% discount to the volume weighted average market closing price of the Shares traded over the five ASX trading days immediately preceding the Announcement Date, on which Montem's Shares were traded.

Montem is seeking to raise up to \$500,000 under the SPP. Montem may in its discretion accept applications in excess of this amount or undertake a scale back of applications for New Shares. Therefore, if a scale back is undertaken you may receive less than the parcel of New Shares for which you have applied. Should this happen, the balance of any application money that is not applied to acquire New Shares will be refunded to you, without interest. The SPP is not underwritten.

Proceeds from the Offer will primarily be used for exploration drilling to advance the Chinook scoping study, Tent Mountain Permitting and working capital.

Participation in the SPP is optional. The offer under the SPP is being made to Montem shareholders who were registered holders of Shares with an address in Australia at 7:00pm (AEDT) on Tuesday, 23 February 2021.

Full details of the Offer and how to participate are contained in the Terms and Conditions in Section 4 of this document which I encourage you to read and consider carefully. The Company may close the Offer as soon as it has raised \$500,000, and accordingly if you would like to participate in the SPP you are encouraged to submit your application as early as possible.

If you have any questions, please contact the offer information line on 1300 288 664 (within Australia) or +61 2 9698 5414 (for callers outside Australia) during business hours, or consult your financial or other professional adviser.

Thank you for your continued support of Montem.

Yours sincerely,



Mark Lochtenberg
Independent Non-Executive Chairman
Montem Resources Limited

3 Frequently asked questions

Set out below are answers to some key questions that you may have about the Offer. This table is qualified by and should be read in conjunction with the Terms and Conditions in Section 4.

| Question | Answer |
|---|---|
| What is the Offer? | The Offer enables Eligible Shareholders to apply to purchase up to \$30,000 worth of fully paid ordinary shares in Montem at \$0.17 per share. The last trading day immediately prior to the Announcement Date, the closing price of the Shares traded on the ASX was \$0.175 per Share. The Issue Price is a 2.86% discount to that closing price. |
| Am I eligible to participate? | You are eligible to participate in the Offer if you fulfil the criteria set out in Clause 2 of the Terms and Conditions. For you to be eligible to participate in the Offer, you must have been a holder of Montem shares at 7.00 pm (AEDT) on Tuesday, 23 February 2021 (Record Date) and your registered address must be in Australia. If you are a Custodian holding shares on behalf of one or more beneficial holders, you may also apply to purchase up to \$30,000 worth of shares on behalf of each beneficial holder, subject to providing a Custodian Certificate with your payment and complying with the criteria set out in Clause 7.2 of the Terms and Conditions. |
| Do I have to participate? | Participation in the Offer is optional. |
| Can I transfer my entitlement to participate? | If you are eligible to participate in the Offer, you cannot transfer your right to purchase shares under the Offer to anyone else. |
| How do I apply? | To apply for shares under the Offer you can either: Option 1: Pay by BPAY® Make payment by BPAY as shown on the Application Form. Option 2: Pay by EFT Make payment by EFT as shown on the Application Form. |
| What is the minimum investment for each Shareholder? | The minimum investment for each Shareholder is \$5,000, with increments of \$1,000. |
| What is the maximum investment for each Shareholder? | The maximum investment for each Shareholder is \$30,000. |
| How many shares will I receive? | You may apply for a parcel of Shares under the Offer with one of the application amounts set out in Clause 6 of the Terms and Conditions. The Issue Price for New Shares will be \$0.17. Montem may in its discretion accept applications in excess of this amount or undertake a scale back of applications for New Shares. Therefore, if a scale back is undertaken you may receive less than the parcel of New Shares for which you have applied. Details about any scale back are set out in Clause 10 of the Terms and Conditions. If applications are scaled back, excess funds will be returned to applicants without interest. |
| When will I receive my shares? | Montem intends to issue New Shares on 29 March 2021 (Issue Date). Holding statements in respect of those New Shares are to be dispatched by 30 March 2021. However, these dates are indicative and Montem may, at its discretion, extend the Offer, close the Offer earlier or vary the Issue Date by sending a revised timetable to ASX. |
| When can I trade allocated shares? | You can trade your New Shares after the Issue Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Issue Date before trading any New Shares you believe you have acquired under the Offer. |
| What will funds raised under the SPP be used for? | Proceeds of the Offer will primarily be used for exploration drilling to advance the Chinook scoping study, Tent Mountain Permitting and working capital. |

4 Terms and conditions

Important Notice

If you participate in the Offer by making a payment by BPAY® or EFT you are accepting the risk that the market price of Shares may change between the Record Date, the Announcement Date, the date of this Offer Booklet, the date on which you make a payment by BPAY® or EFT and the Issue Date. This means that, up to and/or after the Issue Date, you may be able to buy Shares on the ASX at a lower price than the Issue Price.

Please read these Terms and Conditions carefully as you will be bound by them in participating in the Offer. The Important Notices and Key Dates for the Offer sections of this Offer Booklet form part of these Terms and Conditions.

1 Offer

- 1.1 The Company offers each Eligible Shareholder the opportunity to participate in the Offer by subscribing for up to \$30,000 worth of Shares in Montem at A\$0.17 per share subject to and in accordance with the Terms and Conditions set out below.
- 1.2 The Offer of New Shares is made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, which grants relief from the requirement to prepare a prospectus for the Offer of New Shares.
- 1.3 All references to \$ or dollars in this Offer Booklet are references to Australian dollars, unless otherwise indicated.

2 Eligibility to participate

- 2.1 You are eligible to participate in the Offer if you were a registered holder of Shares at 7.00 pm (AEDT) on Tuesday, 23 February 2021 (**Record Date**) with an address on the share register in Australia, unless:
 - (a) you hold Shares on behalf of another person who resides outside Australia; or
 - (b) you are, or are acting for the account or benefit of, a person in the United States.
- 2.2 Montem has decided that it is either unlawful or not reasonably practical to make the Offer to Shareholders other than the Eligible Shareholders, having regard to the number and value of New Shares offered and the costs of complying with the relevant legal and regulatory requirements in those jurisdictions outside Australia or New Zealand.
- 2.3 If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply in aggregate for one maximum parcel of New Shares.
- 2.4 Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under Clause 7.1(k) by one joint holder will be effective in respect of the other joint holder(s).
- 2.5 Subject to these Terms and Conditions, Eligible Shareholders who are Custodians may participate in the Offer on behalf of each Participating Beneficiary on whose behalf the Custodian is holding Shares.

- 2.6 If you hold Shares as a trustee or nominee for another person, but are not a “Custodian” as defined in the ASIC Instrument, you cannot participate for beneficiaries in the manner described above.
- 2.7 If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in Clause 7.2.
- 2.8 Directors and employees of Montem who hold Shares may be Eligible Shareholders.

3 Rights are non-renounceable

If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

4 Issue Price

- 4.1 The Issue Price for New Shares is A\$0.17 per New Share.
- 4.2 In accordance with the ASIC Instrument, the Company notes that:
- (a) on the last trading day immediately prior to the Announcement Date (24 February 2021), the closing price of the Shares traded on the ASX was \$0.175 per Share. The Issue Price is a 2.86% discount to that closing price;
 - (b) the market price of Shares may rise or fall between the date of this Offer and the date when New Shares are issued to you under the Offer;
 - (c) by making an application under this Offer, each Eligible Shareholder will be acknowledging that although the Issue Price is at a discount to the closing price specified in Section 4.2(a) above, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make the Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Offer may rise or fall accordingly;
 - (d) the Issue Price is a 5.28% discount to the volume weighted average market closing price of the Shares traded over the five ASX trading days immediately preceding the Announcement Date on which the Shares were traded; and
 - (e) the Issue Price is less than the market price of Shares during a ‘specified period’ in the 30 days before the date of the Offer (such specified period being the five days in which trading in Shares occurred before the Announcement Date).

5 Timing

- 5.1 The Offer opens on Friday, 5 March 2021 and closes at 5.00 pm (AEST) on Friday, 19 March 2021 unless extended or closed earlier. Montem proposes to issue the New Shares on Monday, 29 March 2021 and send written confirmations to shareholders by Tuesday, 30 March 2021.
- 5.2 Applicants will also be able to confirm the number of New Shares issued to them via the Share Registry’s offer information line on 1300 288 664 (within Australia) or +61 2 9698 5414 (for callers outside Australia).

- 5.3 Montem reserves the right to extend the Offer or close the Offer earlier, or vary the proposed Issue Date at any time by making an announcement to ASX.

6 Applying for New Shares

- 6.1 You may apply for a parcel of New Shares under the Offer in increments of A\$1,000. The minimum application amount is A\$5,000. Montem reserves the right to accept applications outside of these set application amounts. The maximum investment under the Offer is \$30,000 per Eligible Shareholder.
- 6.2 The number of New Shares is rounded up to the nearest whole number after dividing the application money received by the Issue Price.
- 6.3 You may not spend more than \$30,000 applying for New Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.
- 6.4 If you wish to apply for New Shares under the Offer you should either:
- (a) pay directly via BPAY® on the internet or by telephone, using your unique Customer Reference Number and the Biller Coder details on the Application Form. The Application Form does not need to be returned in this case; or
 - (b) pay by EFT in Australian dollars to the account set out on the Application Form, quoting your unique reference number and following the instructions as set out in the Application Form. The Application Form does not need to be returned in this case.
- 6.5 Do not forward cash. Receipts for payment will not be issued.
- 6.6 Funds paid via BPAY® or EFT must be received by the Share Registry by **5.00 pm (AEST) on Friday, 19 March 2021**. Montem may reject applications received after this time. If your EFT does not clear, your application will not be accepted and you agree to be responsible for any costs incurred.
- 6.7 If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, Montem may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded application money.
- 6.8 You cannot withdraw or revoke your application once you have paid via Bpay® or EFT.
- 6.9 The Company reserves the right to allot fewer New Shares than an Eligible Shareholder applies for under the Offer, or no New Shares, and any determination by the Directors in respect of any scale back (as provided for in clause 10 will be final.

7 Effect of making an application

- 7.1 If you submit a BPAY® or EFT payment:
- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;

- (b) you authorise Montem to correct minor errors in your application and to complete the application by inserting any missing minor details;
- (c) you acknowledge that the market price of Shares may rise or fall between the date of this Offer and the Issue Date and that the Issue Price you pay for the New Shares may exceed the market price of the Shares on the Issue Date;
- (d) you accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
- (e) you acknowledge that no interest will be paid on any application monies held pending the issue of New Shares or subsequently refunded to you for any reason;
- (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia, and accordingly, the New Shares purchased under the Offer 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 the US Securities Act and any other applicable securities laws;
- (g) you represent and warrant that you are not in the United States, and are not applying for New Shares on behalf of a person in the United States;
- (h) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States;
- (i) you acknowledge that you have not been provided with investment advice or financial product advice by Montem or the Share Registry;
- (j) you acknowledge that the Company and its officers and agents are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these Terms and Conditions;
- (k) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar Montem arrangement in the 12 months prior to your application, exceeds A\$30,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s); and
- (l) you agree that your application is irrevocable and unconditional.

7.2 If you are a Custodian, you certify that:

- (a) you are a Custodian as defined in the ASIC Instrument;
- (b) as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have instructed you to apply for New Shares;
- (c) the Participating Beneficiary has been given a copy of this Offer Booklet;
- (d) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading; and

- (e) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar Montem arrangement in the 12 months prior to your application, exceeds A\$30,000.
- 7.3 Custodians wishing to participate on behalf of one or more beneficiaries and are uncertain about how to do so should contact the Share Registry to obtain more information on how to apply and the form of Custodian Certificate to be given.
- 7.4 Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you are not a Custodian as defined in the ASIC Instrument, you cannot participate for beneficiaries in the manner outlined in Clause 7.2 above. In this case, the rules for multiple registered holdings as described in Clause 2.3 apply.
- 7.5 Custodians, trustees and nominees may not distribute any document relating to the SPP to any person in the United States.
- 8 Rights attached to the New Shares**
- New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Issue Date. Montem will apply for the New Shares to be quoted on ASX.
- 9 Costs of participation**
- No brokerage and transaction costs will be payable by Eligible Shareholders in respect of the application for, and issue and allotment of, New Shares under the SPP.
- 10 Applications may be scaled back**
- 10.1 A scale back is a reduction in the allotments of New Shares under the SPP (compared to the parcels applied for) that the Company may undertake if it receives applications under the SPP for more New Shares than it wishes to issue.
- 10.2 Montem aims to raise \$500,000 under the SPP. The SPP is not underwritten. Montem reserves the right, in its absolute discretion, to close the Offer early, scale back applications to approximately \$500,000 in aggregate or accept applications under the SPP in excess of this amount in its sole discretion. The aggregate number of New Shares that will be issued under the SPP will not exceed 30% of Montem's issued Shares.
- 10.3 If applications are scaled back, Montem may in its absolute discretion apply the scale back to the extent and in any manner that it sees fit. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be issued will be rounded down to the nearest whole number of New Shares.
- 10.4 In the event of a scale back, the difference between the application monies received, and the number of New Shares issued to you multiplied by the Issue Price, will be refunded by Montem, without interest, following the issue of the New Shares.
- 10.5 Scale back decisions are made by the Board and are final.

11 Refunds

- 11.1 Refunds pursuant to the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.
- 11.2 If a refund is made, payment will be by cheque mailed to your address as shown on the Company's share register.
- 11.3 You will not receive any interest on funds refunded to you.
- 11.4 Any refund made to you is dispatched at your risk.

12 Foreign Restrictions (US)

- 12.1 This Offer Booklet and the accompanying Application Form do not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States. Neither this Offer Booklet nor the Application Form may be distributed or released in the United States. The New Shares offered in the Offer have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (U.S. Securities Act) or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New Shares may not be offered or sold, directly or indirectly to, persons in the United States or persons who are acting for the account or benefit of a person in the United States unless they have been registered under the U.S. Securities Act (which the Company has no obligation to do so or procure) or in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and any other applicable U.S. state securities laws. The New Shares to be offered and sold in the Offer may only be offered and sold outside the United States in "offshore transactions" (as defined in Rule 902(h) under the U.S. Securities Act) in compliance with Regulation S under the U.S. Securities Act.

13 Dispute resolution

Montem reserves the right to settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer and the decision of Montem will be conclusive and binding on all shareholders and other persons to whom the determination relates.

14 Waiver, amendment, suspension and termination

- 14.1 Montem may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where Montem does not notify you of the event.
- 14.2 Montem is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

15 Governing law

These Terms and Conditions are governed by the laws in force in Victoria.

16 Binding terms

By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of Montem.

17 Reliance on Terms and Conditions

These Terms and Conditions have been prepared in accordance with the ASIC Instrument, which relates to share purchase plans that do not require a prospectus or disclosure document. Accordingly, the level of disclosure in these Terms and Conditions is considerably less than the level of disclosure required in a prospectus or other disclosure document.

Nothing in these Terms and Conditions constitutes financial or investment advice. In deciding whether or not to participate in the SPP, you should rely on your own knowledge of Montem, refer to disclosures made by Montem to ASX (which are available for inspection on ASX's website at www.asx.com.au (ASX code: MR1) and on Montem website at www.montem-resources.com) and seek the advice of your professional adviser.

18 Privacy Notification

Montem and the Share Registry value your privacy and will take reasonable steps to protect your personal information in accordance with applicable data privacy laws and regulations. Note, however, that Montem and the Share Registry are located primarily in Australia and data privacy laws may be less strict in Australia than those of the country in which you reside when you receive this Offer.

This privacy statement sets out how information about you will be collected, held, used and disclosed to and accessed by third parties during your participation in the SPP and while you hold Shares.

Montem and the Share Registry are bound by the Privacy Act 1988 (Cth) in relation to the collection, use and disclosure of any personal information about you. Chapter 2C of the Corporations Act requires personal information about you as a shareholder (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold shares. If we are unable to collect this personal information about you, you will be unable to participate in the SPP. This personal information must continue to be included in the public register if you cease to be a shareholder.

19 Definitions

In this document the following terms have these meanings:

| Definition | Meaning |
|------------------------------|--|
| AEDT | Australian Eastern Daylight Time. |
| Announcement Date | means the date on which the Offer was first announced to ASX, being 24 February 2021. |
| Application Form | The application form which accompanies this Offer Booklet to be used to make an application in accordance with the instructions set out on that form. |
| ASIC | The Australian Securities and Investments Commission. |
| ASIC Instrument | ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547. |
| ASX | ASX Limited or the Australian Securities Exchange, as the context requires. |
| Board | The board of Montem Resources Limited. |
| Closing Date | The date on which the Offer closes, being 19 March 2021 at 5:00 pm (AEDT). |
| Company or Montem | Montem Resources Limited ACN 623 236 831 (ASX: MR1). |
| Corporations Act | <i>Corporations Act 2001</i> (Cth). |
| Custodian | <p>A custodian is defined in section 4 of the ASIC Instrument as a person that provides a custodial or depository service in relation to shares of a body corporate or interests in a registered scheme and who:</p> <ul style="list-style-type: none"> a) holds an Australian financial services licence covering the provision of a custodial or depository service; b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service; c) holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme; d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person. |
| Custodian Certificate | A certificate complying with subsection 8(3) of the ASIC Instrument. |

| | |
|---|--|
| Director | A director of the Company. |
| Eligible Shareholder | A person who is eligible to participate in the Offer in accordance with Clause 1.3 of the Terms and Conditions. |
| Issue Date | The date the New Shares under the Offer will be issued, expected to be 29 March 2021. |
| Issue Price | The price payable per New Share under the Offer, being \$0.17 per New Share. |
| Offer or SPP | The offer of New Shares under the Offer. |
| Offer Booklet or SPP Offer Booklet | This offer booklet in relation to the Offer, including the Terms and Conditions and the personalised Application Form accompanying this offer booklet. |
| Opening Date | The date on which the Offer opens, being 5 March 2021. |
| New Shares | The Shares offered under the Offer. |
| Participating Beneficiary | A Beneficiary with a registered address in Australia, provided that such Beneficiary is not in the United States. |
| Record Date | 7pm (AEDT), 23 February 2021. |
| Share Registry | Automic Pty Ltd. |
| Shares | Fully paid ordinary shares in Montem. |
| Share Purchase Plan or SPP | The Share Purchase Plan referred to in this document. |
| Shareholder | A holder of a Share. |
| Terms and Conditions | The terms and conditions of the Offer set out in Section 4 of this Offer. |
| US Securities Act | <i>US Securities Act of 1933</i> , as amended. |
| US Persons | As defined in Regulation S of the U.S. Securities Act. |



Montem Resources
MONTEM RESOURCES LIMITED | ACN 623 236 831

All Registry Communication to:



GPO Box 5193, Sydney NSW 2001
 1300 288 664 (within Australia)
 +61 2 9698 5414 (international)
corporate.actions@automicgroup.com.au
www.automicgroup.com.au

[EntityRegistrationDetailsLine1Envelope]
 [EntityRegistrationDetailsLine2Envelope]
 [EntityRegistrationDetailsLine3Envelope]
 [EntityRegistrationDetailsLine4Envelope]
 [EntityRegistrationDetailsLine5Envelope]
 [EntityRegistrationDetailsLine6Envelope]

SRN/HIN: [HolderNumber]

ASX Code: MR1

Record Date: 7.00pm (AEDT) 23 February 2021

SHARE PURCHASE PLAN APPLICATION FORM

IMPORTANT: CLOSING DATE 5.00PM (AEDT) ON 19 MARCH 2021 (UNLESS VARIED)

1: APPLICATION

Montem Resources Limited (**Company**) is offering its shareholders the opportunity to purchase up to A\$30,000 of fully paid ordinary shares in the Company (**New Shares**) by way of a share purchase plan (**SPP**) targeting to raise up to \$500,000 (**Offer**). The price under the SPP is A\$0.17 per New Share (**Issue Price**). Other than as defined in this Application Form, capitalised terms have the same meaning as defined in the Offer Document. Eligible Shareholders may apply for any one of the following parcels described below:

| | Subscription Amount | Shares to be allotted calculated at the SPP Price |
|--|---------------------|--|
| Minimum application | A\$5,000 | 29,412 |
| Other (\$1,000 / 5,883 Shares increments, i.e. \$5,000, \$6,000, \$7,000, etc.) | A\$ _____ | _____ |
| Maximum application | A\$30,000 | 176,471 |

2: PAYMENT: You can pay either by BPAY or Electronic Funds Transfer "EFT"

Option A – BPAY



Biller Code:

Ref No: [BPayCRN]

Contact your financial institution to make your payment from your cheque or savings account.

Note: You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your shareholding electronically.

Option B – Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is: MR1[HolderId]

Funds are to be deposited directly to following bank account:

Account name: Automic Pty Ltd

Account BSB:

Account number:

Swift Code: WPACAU2S

Important: You must quote your unique reference number as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and shares subsequently not issued.

Note: You do not need to return this form if you have made payment via EFT. Your unique reference number will process your payment to your application electronically.

The Company encourages participants in the Share Purchase Plan to apply for the Shares by BPAY® or EFT as a matter of public safety, to avoid the handling of paper Application Forms and to overcome potential mail delays.

3: PROVIDE YOUR CONTACT DETAILS & ELECT TO BE AN E-SHAREHOLDER

Return to our Share Registry by email to hello@automicgroup.com.au

Telephone Number

()

Email Address

Contact Name (PLEASE PRINT)

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The SPP is offered to all Shareholders with a registered address in Australia or New Zealand who are registered as the holder of Shares at 7pm (AEDT) on the Record Date (Eligible Shareholders).

If the Company rejects or scales-back an application or purported application, the Company will return to the Shareholder the relevant application monies, without interest.

HOW TO APPLY FOR NEW SHARES UNDER THE SPP

1 Application

As an Eligible Shareholder, you are entitled to contribute a minimum of \$5,000 and maximum of \$30,000 of New Shares, in \$1,000 increments, in applying for new Shares, regardless of the number of Shares you currently hold.

In order to comply with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, the maximum value of New Shares each Eligible Shareholder (irrespective of the size of their shareholding) may apply for under this Offer is \$30,000 (including through joint holding(s), multiple share accounts or any holding in which they have a beneficial interest(s)). This limit will apply even if you receive more than one offer from the Company (for example, because you are a joint holder of shares or because you hold more than one shareholding under separate share accounts).

If the Company receives an amount that is not a multiple of \$1,000 between \$5,000 and \$30,000, the Company may accept the payment at their discretion and refund any excess Application money (without interest) to the Eligible Shareholder. If the Company receives a subscription of over \$30,000 worth of New Shares by an Eligible Shareholder through multiple applications or joint holdings, the Company may refund any excess Application money (without interest) to the Eligible Shareholder.

No fractions of New Shares will be issued. Any fraction of a New Share will be rounded up to the nearest whole number of New Shares (where applicable).

2 Payment

Payment by BPAY: You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number quoted on the front of this form. Multiple acceptances must be paid separately.

If you make a payment by BPAY and the Company receives an amount which is not a multiple of \$1,000 between \$5,000 and \$30,000, the Company may accept the payment at their discretion. Your payment must be for a minimum of A\$5,000. Payment must be received by the Share Registry by 5:00pm (AEDT) on 19 March 2021.

You do not need to return this form if you have made payment via BPAY®. Your BPAY® reference number will process your payment to your shareholding electronically and you will be deemed to have applied for such shares for which you have paid.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Applicants should be aware of their financial institution's cut-off time and any associated fees with processing a funds transfer.

If you make a payment by EFT and the Company receives an amount which is not a multiple of \$1,000 between \$5,000 and \$30,000, the Company may accept the payment at their discretion. Your payment must be for a minimum of A\$5,000. Payment must be received by the Share Registry by 5:00pm (AEDT) on 19 March 2021.

Please ensure you use your unique reference number located on the reverse page. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of their financial institution's cut-off time (the payment must be made to be processed overnight) and it is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time. The Company and the Share Registry accept no responsibility for delayed or misdelivered Application Forms or payments. You do not need to return this form if you have made payment via EFT. Your unique reference number will process your payment to your application electronically.

The Company encourages participants in the Share Purchase Plan to apply for the Shares by BPAY® or EFT as a matter of public safety, to avoid the handling of paper Application Forms and to overcome potential mail delays.

3 Contact Details

As a valued shareholder in Montem Resources Limited, you can help minimise the costs of printing and mailing by electing to receive all shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way. Please enter your details and return to our Share Registry by email to hello@automicgroup.com.au.

IMPORTANT INFORMATION

1. This is an important document which requires your immediate attention. If you are in any doubt as to how to deal with this Application Form, please consult a professional adviser.
2. If you do not wish to purchase New Shares under the SPP, there is no need to take action.
3. Please ensure you have read and understood the terms and conditions of the SPP in the Offer Document and this section entitled "Important Information" before making payment by BPAY® or EFT.
4. The offer for New Shares under the SPP is non-renounceable. Applications can only be accepted in the name printed on the Application Form.
5. If you are a custodian, trustee or nominee within the meaning of "Custodian" as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547, you must complete and submit an additional schedule that contains further certifications and details (Certificate) that must be provided before your application will be received. The Certificate can be obtained by contacting the Share Registry on the telephone number set out below. Applications received by Custodians that are not accompanied by the Certificate will be rejected.
6. For applicants that are not required to complete the Certificate, by making payment by BPAY® or EFT, you certify that the aggregate of the payment paid by you for:
 - the parcel of New Shares indicated on this Application Form or BPAY® payment; and
 - any other New Shares applied for by you, or which you have instructed a custodian to acquire on your behalf under the SPP or any other similar arrangement in the 12 months prior to making payment by BPAY® does not exceed A\$30,000.
7. The maximum subscription limitation of \$30,000 will apply even if an Eligible Shareholder has received more than one Application Form (whether in respect of a joint holding or because the applicant has more than one holding under separate security accounts).
8. The Company reserves the right to make amendments to this Application Form where appropriate.
9. Applicants are not assured of receiving the shares for which they have applied as the Company may scale back applications in its discretion.
10. By making payment of application monies, you certify that:
 - you wish to apply for New Shares under the SPP as indicated on this Application Form;
 - you received a copy of the Offer Document and you have read and understood the terms and conditions of the SPP;
 - you agree to be bound by the Constitution of the Company and the terms and conditions of the SPP;
 - you agree to accept any lesser number of New Shares than the number of New Shares applied for; and
 - you are not in the United States and are not acting for the account or benefit of a person in the United States and have not sent any offering materials relating to the SPP offer to any person in the United States.

If you require further information about the SPP, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 9:00am and 5:00pm (AEDT).