

**IPB PETROLEUM LIMITED**  
**ACN 137 387 350**

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**ENTITLEMENT ISSUE PROSPECTUS**

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For a pro-rata non-renounceable entitlement issue of one (1) Share for every two (2) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.009 per Share to raise up to \$2,492,081 (based on the number of Shares on issue as at the date of this Prospectus) (**Offer**).

**IMPORTANT NOTICE**

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Shares offered by this Prospectus should be considered as highly speculative.

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## IMPORTANT NOTICE

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This Prospectus is dated 3 March 2023 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Shares may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Shares offered by this Prospectus should be considered as highly speculative.

Applications for Shares offered pursuant to this Prospectus can only be made by an original Entitlement and Acceptance Form or Shortfall Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

### No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your

financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

### Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

### Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or

to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

For further information on overseas Shareholders please refer to Section 2.10.

### Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 6.2 for further details.

## Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at <http://www.ipbpet.com.au/>.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company's Share Registry on 1800-881-526 or by emailing the Company at [admin@ipbpet.com.au](mailto:admin@ipbpet.com.au).

The Company 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 any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

## Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

## Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

## Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or

Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

## Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

## Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

All references to time in this Prospectus are references to Australian Western Standard Time.

## Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act

1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

## Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer please contact the Company's Share Registry on 1800-881-526.

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## CORPORATE DIRECTORY

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### Directors

Bruce McKay  
*Non-Executive Chairman*

Brendan Brown  
*Managing Director*

Philip Smith  
*Executive Director*

Geoffrey King  
*Non-Executive Director*

### Company Secretary

Martin Warwick

### Registered Office

Suite 307, 530 Little Collins Street  
MELBOURNE VIC 3000

Telephone: + 61 3 9598 0188

Email: [admin@ipbpnet.com.au](mailto:admin@ipbpnet.com.au)  
Website: [www.ipbpnet.com.au](http://www.ipbpnet.com.au)

### Share Registry\*

Link Market Services Limited  
Level 13, Tower 4, 727 Collins Street  
DOCKLANDS VIC 3008

Infoline: 1800 881 526

### Auditor\*

William Buck Audit (Vic) Pty Ltd  
Level 20, 181 William Street  
MELBOURNE VIC 3000

### Legal Advisers

Steinepreis Paganin  
Lawyers and Consultants  
Level 6, 99 William Street  
MELBOURNE VIC 3000

### Lead Manager

Chieftain Securities (WA) Pty Ltd  
(Authorised Representative of AFSL 492850)  
Emerald House, 1202 Hay Street  
WEST PERTH WA 6005

\*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

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## 1. KEY OFFER INFORMATION

### 1.1 Timetable

Lodgement of Prospectus with the ASIC	Friday, 3 March 2023 (pre market open)
Lodgement of Prospectus and Appendix 3B with ASX	Friday, 3 March 2023 (pre market open)
Ex date	Tuesday, 7 March 2023
Record Date for determining Entitlements	Wednesday, 8 March 2023
Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed	Monday, 13 March 2023
Last day to extend the Closing Date	Friday, 17 March 2023
Closing Date as at 5:00pm*	Wednesday, 22 March 2023
Securities quoted on a deferred settlement basis	Thursday, 23 March 2023
ASX notified of under subscriptions	Wednesday, 29 March 2023
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Shares	Wednesday, 29 March 2023
Quotation of Shares issued under the Offer*	Thursday, 30 March 2023

\*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Shares are expected to commence trading on ASX may vary.

### 1.2 Key statistics of the Offer

#### Shares

	<b>Full Subscription (\$2,492,081)</b>
Offer Price per Share	\$0.009
Entitlement Ratio (based on existing Shares)	1:2
Shares currently on issue <sup>1</sup>	553,795,700
Shares to be issued under the Offer	276,897,850
Gross proceeds of the issue of Shares under the Offer	\$2,492,081
<b>Shares on issue following completion of the Offer</b>	<b>830,693,550</b>

#### Notes:

1. Refer to Section 4.1 for a summary of the rights and liabilities attaching to the Shares.

### 1.3 Directors' Interests in Securities

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

Director	Shares	Options	Entitlement (Shares)	\$
Mr Bruce McKay <sup>1</sup>	1,739,258	3,383,333	869,629	7,826.66
Mr Brendan Brown <sup>2</sup>	32,027,667	6,500,000	16,013,834	144,124.50
Mr Philip Smith <sup>3</sup>	31,744,737	4,775,000	15,872,369	142,851.32
Geoffrey King <sup>4</sup>	1,400,000	2,850,000	700,000	6,300.00

**Notes:**

1. Held by Mr McKay and by B&L McKay Consultants Pty Ltd <McKay Family Superannuation Fund A/C> (Mr McKay is a director of B&L McKay Consultants Pty Ltd and has a beneficial interest in the McKay Family Superannuation Fund).
2. Held by Mr Brown, Long Term Super Pty Ltd <Long Term Superannuation Fund A/C> (an entity of which Mr Brown is a director and shareholder) and BTMB Investments Pty Ltd (an entity of which Mr Brown is a director and shareholder).
3. Held by Mr Smith and by Travelopp Pty Ltd <Tabard Super Fund A/C> (Mr Smith is a director of Travelopp Pty Ltd and has a beneficial interest in the Tabard Super Fund).
4. Held by Mr King and by G&K King Pty Ltd <The King Super Fund A/C> (Mr King is a director of G&K King Pty Ltd and has a beneficial interest in the King Super Fund).

The Board recommends Shareholders take up their Entitlements. Directors reserve the right to take up their respective Entitlement in whole or in part at their discretion.

### 1.4 Key Risk Factors

Prospective investors should be aware that subscribing for Securities involves a number of risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 5.

The predominant risks relating to the Company and the Offer are summarised below:

Risk	Description	Further Information
<b>Retention of Permit</b>	The Company has finalised and lodged a 'Declaration of Location' submission ( <b>Submission</b> ) relating to the Gwydion oil discovery on its Permit with the National Offshore Petroleum Titles Administrator ( <b>NOPTA</b> ). A 'Location' is a means of identifying and setting aside the graticular block(s) within an exploration permit necessary to cover a discovery. The Submission to NOPTA is a key	Section 5.2

Risk	Description	Further Information
	<p>step in the Company applying for a Retention Lease as part of the future development and management of the Permit. The Company anticipates that it will receive a response on the Submission within 6 to 8 weeks from the date this Prospectus. The Company has no reason to believe that a Location will not be declared.</p> <p>If the Company's Submission is successful, it intends to apply for a Retention Lease in respect of the Permit or alternatively a Suspension and Extension of the Permit. The Company has commenced preparations in relation to a Retention Lease application (which includes the requirement for engineering and development studies relating to potential development options for the oil already discovered on the Permit). There is no guarantee that the application for a Retention Lease will be approved and a Retention Lease may not be granted, resulting in the Company not being able to improve the commercial viability of the Permit. If the application is not approved and a Retention Lease is not granted, the Company will be required to continue to comply with the expenditure requirements under the Permit conditions and the requirements of the associated work program by mid June 2023. Given the length of time required to undertake the Retention Lease application process, the Company will also be applying for a Suspension and Extension of the Permit in respect of the requirements of the work program before mid June 2023. There is a risk that the Company will not receive such a Suspension and Extension which may result in the Permit expiring before the end of 2023.</p>	
<b>Joint venture partner</b>	<p>During the financial year ended 30 June 2021, the Company signed a farmout and funding agreement and joint venture operating agreement in relation to the Permit with Quay Resource Investments Pty Ltd (<b>Quay</b>). A summary of the key terms of this transaction are provided Company's ASX announcement dated 30 November 2020.</p> <p>Under the agreement, Quay was to earn a 50% working interest in the Permit by providing limited recourse debt finance to fund the estimated costs to drill the Idris appraisal well and certain back costs. Quay then had a success-based option to maintain its 50% working interest by providing further funds to</p>	<p>Section 5.2</p>



Risk	Description	Further Information
	<p>the proposed joint venture to be applied towards a success based estimated stage 1 field development.</p> <p>The Company has continued to work co-operatively with Quay to extend the time period for remittance of funding, however the Company has not to date been successful in obtaining such funding and notwithstanding Quay's contractual obligations, there can be no guarantee that the Company will receive such funding in the future.</p> <p>Due to delays in receiving this funding, the Company has commenced presentations and discussions with a number of alternative interested farm in parties but has not received firm offers to date.</p>	
<b>Additional requirements for capital</b>	<p>The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer from sources such as:</p> <ul style="list-style-type: none"> <li>(a) farmouts;</li> <li>(b) asset sales/divestments;</li> <li>(c) new Share issues;</li> <li>(d) potential future secured asset acquisition related debt funding; or</li> <li>(e) potential high yield bond issue.</li> </ul> <p>Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programs as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p>	<p>Section 5.2</p>

## 1.5 Details of Substantial Holders

Based on publicly available information as at the date of this Prospectus, those persons which (together with their associates) hold a relevant interest in 5% or more of the Shares on issue are set out below:

Shareholder	Shares	%
P. A. K. Naylor (and associated entities) <sup>1</sup>	49,481,500	8.93%
Philip Smith <sup>2</sup>	31,744,737	5.73%
Brendan Brown <sup>3</sup>	32,027,667	5.78%
Sihol Marito Gultom <sup>4</sup>	50,000,000	9.03%

### Notes:

- Held by the following entities that are associated controlled entities of Mr P. A. K. Naylor:
  - 1,000,000 Shares held by Mrs A Coote and Mr P. A. K. Naylor (Andrea Coote Super Fund A/C);
  - 16,714,300 Shares held by Kalan Seven Pty Ltd;
  - 1,030,000 Shares held by Yulang Pty Ltd;
  - 1,500,000 Shares held by Vareen Pty Ltd;
  - 3,000,000 Shares held by Callahorn Pty Ltd;
  - 21,457,200 Shares held by Mr P. A. K. & Mrs A Naylor (Callahorn Super Fund A/C);
  - 1,280,000 Shares held directly by Mr P. A. K. Naylor;
  - 500,000 Shares held by E A Naylor and P. A. K. Naylor (Libby Naylor Super Fund A/C); and
  - 3,000,000 Shares held by P. A. K. Naylor and Mr R J Shaw (BWE Ltd A/C).
- Held by Mr Smith and by Travelopp Pty Ltd <Tabard Super Fund A/C> (Mr Smith is a director of Travelopp Pty Ltd and has a beneficial interest in the Tabard Super Fund).
- Held by Mr Brown, Long Term Super Pty Ltd <Long Term Superannuation Fund A/C> (an entity of which Mr Brown is a director and shareholder) and BTMB Investments Pty Ltd (an entity of which Mr Brown is a director and shareholder).
- Held directly by Sihol Marito Gultom.

In the event all Entitlements are accepted there would be expected to be no change to the substantial holders on completion of the Offer.

The effect on the control of the Company in the event that Shareholders do not participate in the Offer is further described in Section 1.6 below.

## 1.6 Effect of the Offer on control and voting power in the Company

The potential effect the Offer will have on the control of each of the substantial holders, Mr P. A. K. Naylor (and associated entities), Mr Phillip Smith, Mr Brendan Brown and Ms Sihol Marito Gultom and the consequences of that effect will depend on a number of factors including the number of new Shares taken up by Eligible Shareholders and the issue of new Shares under the Shortfall Offer.

The potential increase to the voting power of each of the substantial holders is set out in the table below.

Substantial Shareholder	Event	Total Relevant Interest in Shares	Relevant Interest % <sup>1</sup>
P.A.K. Naylor (and associated entities)	Date of Prospectus	49,481,500	8.93%
	<b>Completion of Offer</b>		
	Fully subscribed <sup>2</sup>	74,222,250	8.93%
	75% subscribed <sup>3</sup>	74,222,250	9.99%
	50% subscribed <sup>4</sup>	74,222,250	10.92%
	25% subscribed <sup>5</sup>	74,222,250	12.03%
Brendan Brown	Date of Prospectus	32,027,667	5.78%
	<b>Completion of Offer</b>		
	Fully subscribed <sup>2</sup>	48,041,501	5.78%
	75% subscribed <sup>3</sup>	48,041,501	6.41%
	50% subscribed <sup>4</sup>	48,041,501	7.02%
	25% subscribed <sup>5</sup>	48,041,501	7.76%
Phillip Smith	Date of Prospectus	31,744,737	5.73%
	<b>Completion of Offer</b>		
	Fully subscribed <sup>2</sup>	47,617,106	5.73%
	75% subscribed <sup>3</sup>	47,617,106	6.35%
	50% subscribed <sup>4</sup>	47,617,106	6.96%
	25% subscribed <sup>5</sup>	47,617,106	7.69%
Sihol Marito Gultom	Date of Prospectus	50,000,000	9.03%
	<b>Completion of Offer</b>		
	Fully subscribed <sup>2</sup>	75,000,000	9.03%
	75% subscribed <sup>3</sup>	75,000,000	10.10%
	50% subscribed <sup>4</sup>	75,000,000	11.03%
	25% subscribed <sup>5</sup>	75,000,000	12.16%

**Notes:**

1. This is based on a share capital of 553,795,700 Shares as at the date of the Prospectus and assumes no other Shares are issued including on exercise or conversion of Options. The maximum potential holding of shares and voting power in the table are estimates only, however is subject to the allocation policy as detailed in Section 2.6 and the restrictions on increasing voting power under section 606 of the Corporations Act.
2. Assumes that the Substantial Holders (**Substantial Shareholders**) take up their full Entitlements under the Offer and either 100% of the other Eligible Shareholders (**Other Eligible Shareholders**) take up their Entitlements or those Entitlements are placed under the Shortfall Offer.
3. Assumes that only the Substantial Shareholder takes up their full Entitlements under the Offer and 75% of the other Shares offered under the Offer are issued (either as a result of Other Eligible Shareholders accepting their Entitlements or participation in the Shortfall). In this scenario, the Substantial Shareholder (except Directors as related parties of the Company) could also seek to apply for Shortfall Shares, subject to compliance with the

Corporations Act and ASX Listing Rules (which would restrict a Director as a related party taking up Shares in the Shortfall), which would further increase their relevant interest.

4. Assumes that only the Substantial Shareholder takes up their full Entitlements under the Offer and 50% of the other Shares offered under the Offer are issued (either as a result of Other Eligible Shareholders accepting their Entitlements or participation in the Shortfall). In this scenario, the Substantial Shareholder (except Directors as related parties of the Company) could also seek to apply for Shortfall Shares, subject to compliance with the Corporations Act and ASX Listing Rules (which would restrict a Director as a related party taking up Shares in the Shortfall) which would further increase their relevant interest.
5. Assumes that only the Substantial Shareholder takes up their full Entitlements under the Offer and 25% of the other Shares offered under the Offer are issued (either as a result of Other Eligible Shareholders accepting their Entitlements or participation in the Shortfall). In this scenario, the Substantial Shareholder (except Directors as related parties of the Company) could also seek to apply for Shortfall Shares, subject to compliance with the Corporations Act and ASX Listing Rules (which would restrict a Director as a related party taking up Shares in the Shortfall) which would further increase their relevant interest.

Notwithstanding the potential increase in voting power of any Substantial Shareholders, the Company understands that, other than as disclosed in this Prospectus and previously announced by the Company, none of the Substantial Shareholders have a present intention of making any significant changes to the current business plans or management of the Company.

These intentions are based on information concerning the Company, its business and the business environment which is known to the Directors at the date of this Prospectus.

These present intentions may change as new information becomes available, as circumstances change or in the light of all material information at the relevant time.

As set out in Section 2.6, on the basis of the allocation policy, no person will acquire, through participation in the Shortfall Offer:

- (a) a holding of Shares of; or
- (b) increase their holding to,

an amount in excess of 19.99% of all the Shares on issue on completion of the Offer.

## **1.7 Potential dilution on non-participating Shareholders**

Shareholders who accept their Entitlement in full and also apply for additional Shares under the Shortfall Offer may increase their relevant interests in the Company. This could result in the dilution of holdings of those who declined to accept their Entitlements in full and those who didn't apply for additional Shares.

In addition to potential control impacts set out in Section 1.6, Shareholders should note that if they do not participate in the Offer or are otherwise ineligible to participate in the Offer, their percentage holdings are likely to be diluted by approximately 33% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

For illustrative purposes, the table below shows how the dilution may impact the holdings of Shareholders:

Holder	Holding as at Record date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken Up	% post Offer
Shareholder 1	10,000,000	1.81%	5,000,000	10,000,000	1.20 %
Shareholder 2	5,000,000	0.90%	2,500,000	5,000,000	0.60%
Shareholder 3	1,500,000	0.27%	750,000	1,500,000	0.18%
Shareholder 4	400,000	0.07%	200,000	400,000	0.05%
Shareholder 5	50,000	0.01%	25,000	50,000	0.01%

**Notes:**

1. This is based on a share capital of 553,795,700 Shares as at the date of the Prospectus and assumes no other Shares are issued including on exercise or conversion of Options.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

## 2. DETAILS OF THE OFFER

### 2.1 The Offer

The Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) new Share for every two (2) Shares held by Shareholders registered on the Record Date at an issue price of \$0.009 per Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus, (and assuming Shares are issued prior to the Record Date including on exercise or conversion of Options on issue) approximately 276,897,850 Shares may be issued under the Offer to raise up to \$2,492,081.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the Offer and the intended use of funds raised are set out in Section 3.

### 2.2 What Eligible Shareholders may do

The number of Shares to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which can be accessed at <https://events.miraqle.com/ibp-offer>. Eligible Shareholders may choose any of the options set out in the table below.

Option	Key Considerations	For more information
<b>Take up all of your Entitlement</b>	<p>(a) Should you wish to accept all of your Entitlement, then your application for Securities under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at <a href="https://events.miraqle.com/ibp-offer">https://events.miraqle.com/ibp-offer</a>. Please read the instructions carefully.</p> <p>(b) Payment can be made by the methods set out in Section 2.3. As set out in Section 2.3, by making payment you do not need to return the Entitlement and Acceptance Form.</p>	Sections 2.3 and 2.4
<b>Take up all of your Entitlement and also apply for Shortfall Shares</b>	<p>(a) Should you wish to accept all of your Entitlement and apply for Shortfall Shares, then your application for your Entitlement and additional Shortfall Shares under this Prospectus must be made by following the instructions on your personalised Entitlement and Acceptance Form which can be accessed at</p>	Sections 2.3, 2.4 and 2.6.

Option	Key Considerations	For more information
	<p><a href="https://events.miracle.com/ibp-offer">https://events.miracle.com/ibp-offer</a>. Please read the instructions carefully.</p> <p>(b) Payment can be made by the methods set out in Section 2.3. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. As set out in Section 2.3, by making payment you do not need to return the Entitlement and Acceptance Form.</p> <p>(c) If you apply for Shortfall Shares beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Shares is at the Company's absolute discretion as per the allocation policy set out in Section 2.6. Accordingly, your application for additional Shortfall Shares may be scaled-back.</p> <p>(d) The Company's decision on the number of Shortfall Shares to be allocated to you will be final.</p>	
<b>Take up a proportion of your Entitlement and allow the balance to lapse</b>	<p>If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at <a href="https://events.miracle.com/ibp-offer">https://events.miracle.com/ibp-offer</a>. Payment should be made for the number of Shares you wish to take up and making payment using the methods set out in Section 2.3 below. As set out in Section 2.3, by making payment you do not need to return the Entitlement and Acceptance Form.</p>	Sections 2.3 and 2.4
<b>Allow all or part of your Entitlement to lapse</b>	<p>If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse.</p>	N/A

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

## 2.3 Payment options - BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. 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. Please note that by paying via BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application monies; and
- (c) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Shares (if any) under the Shortfall Offer, to the extent of the excess.

If you are not able to make a payment via BPAY®, please contact the Company's Share Registry. You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00pm (AEDT) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

### **Guidance where you have more than one CRN (Shareholding of Shares)**

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

## 2.4 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety;
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application monies, the application may not be varied or withdrawn except as required by law.

## 2.5 Minimum subscription

There is no minimum subscription.



## 2.6 Shortfall Offer and Allocation Policy

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer (**Shortfall Shares**). The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.009 being the price at which Shares have been offered under the Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Shares proposed to be issued under the Offer.

Eligible Shareholders who wish to subscribe for Shares above their Entitlement are invited to apply for Shortfall Shares under the Shortfall Offer by making payment for such Shortfall Shares in accordance with Section 2.3. Eligible Shareholders who wish to apply for Shortfall Shares will be given priority allocation of the Shortfall Shares over other third parties.

The Board presently intends to allocate Shortfall Shares in priority as follows:

- (a) to Eligible Shareholders who apply for an excess of their full Entitlement, so long as the issue of Shortfall Shares to that Eligible Shareholder would not take their voting power to in excess of 19.99%; and then
- (b) to other parties identified by the Directors, in consultation with the Lead Manager, which may include parties who are not currently Shareholders.

Depending on the level of demand for Shortfall, the Company and Lead Manager may also engage with brokers in order to seek to place the Shortfall Shares.

No Shares will be issued to a party under the Shortfall Offer if the effect would be to increase that party's voting power in the Company to an amount greater than 19.99%. No Shortfall Shares will be issued to related parties (including Directors) of the Company.

The Company reserves the right to issue an Eligible Shareholder a lesser number of Shortfall Shares than applied for or no Shortfall Shares at all. If the number of Shortfall Shares applied for by Eligible Shareholders exceeds the total Shortfall, the Shortfall Shares will be allocated among applying Eligible Shareholders proportionate to their existing holdings.

All decisions regarding the allocation of Shortfall Shares will be made by the Directors and will be final and binding on all applicants under the Shortfall Offer; as such there is no guarantee that any Shortfall Shares applied for will be issued to Eligible Shareholders.

The Company will have no liability to any Applicant who receives less than the number of Shortfall Shares they applied for under the Shortfall Offer. If the Company scales back any applications for Shortfall Shares under the Shortfall Offer any application monies will be returned (without interest) as soon as practicable.

## **2.7 Lead Manager**

Chieftain Securities (WA) Pty Ltd (Authorised Representative of AFSL 492850) has been appointed as the lead manager of the Shortfall Offer (**Lead Manager**). Refer to Section 6.4.1 for a summary of the terms of the lead manager mandate and fees payable to the Lead Manager.

## **2.8 ASX listing**

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made in accordance with the timetable set out at Section 1. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

## **2.9 Issue of Shares**

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.

Shares issued pursuant to the Shortfall Offer may be issued on a progressive basis. Where the number of Shares issued is less than the number applied for, or where no issue is made surplus application monies will be refunded without any interest to the applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the Securities or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each applicant waives the right to claim interest.

Holding statements for Shares issued under the Offer will be mailed as soon as practicable after the issue of Shares and for Shortfall Shares issued under the Shortfall Offer as soon as practicable after their issue.

## **2.10 Overseas shareholders**

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

### **2.10.1 New Zealand**

The offer of Shares to New Zealand investors is a regulated offer made under Australian and New Zealand law. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This Offer and the content of the Prospectus are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act and the regulations made under that Act set out how the Offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets' regulators have enforcement responsibilities in relation to this Offer. If you need to make a complaint about this Offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of an appropriately qualified financial adviser.

The Offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

### 3. PURPOSE AND EFFECT OF THE OFFER

#### 3.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$2,492,081 before costs.

The funds raised from the Offer are intended to be allocated as at the date of this Prospectus approximately in accordance with the table set out below:

Item	Proceeds of the Offer	Full Subscription (\$)	%
1.	Progress farmout activities	100,000	4.01
2.	Retention Lease and Suspension and Extension application in relation to WA-424-P (including associated costs of all required studies) <sup>1</sup>	500,000	20.06
3.	Permit administration and fees	100,000	4.01
4.	New venture opportunities on complementary assets (including associated due diligence costs) <sup>2</sup>	1,000,000	40.13
5.	General working capital and administration costs <sup>3</sup>	584,941	23.47
6.	Expenses of the Offer <sup>4</sup>	207,140	8.31
	<b>Total</b>	<b>2,492,081</b>	<b>100.00</b>

**Notes:**

1. The Company intends make a Retention Lease application or a Suspension and Extension application in respect of the Permit, pending certain other approvals. As part of the Retention Lease application process, the Company is required to prepare a works program and related budget which will require the completion of engineering and development studies. Refer to Section 1.4 for further information regarding the Retention Lease and Suspension and Extension application.
2. As stated in the Company's quarterly activities report (for the period ended 31 December 2022) released to ASX on 31 January 2023, the Company has reviewed a number of asset acquisition opportunities and is currently working on detailed due diligence on potential oil and gas exploration and development opportunities, with one particular opportunity in North America which may, if successful, complement its existing business plan and strategy.
3. Working capital and administration includes but is not limited to corporate administration and overhead costs and other expenses such as legal, tax and audit fees, insurance and travel costs, share registry costs, Directors' fees, ASX fees and regulatory compliance costs and expenses.
4. Expenses of the Offer include the Lead Manager's fees and the other costs set out in Section 6.8.

On completion of the Offer and taking into account existing cash reserves, the Board believes the Company will have sufficient working capital to achieve its stated objectives in the medium term. The Company's primary focus is oil and gas exploration, development, and potential future production. In the event the Offer is not fully subscribed, operational objectives are likely to be modified, which may result in delay or substantial changes to the Company's future plans. Such a delay or substantial change may include postponing or reducing certain activities (including pursuing potential new ventures) until such time as the

Company is able to secure additional funding or adjusting its expenditure programs where able. In this event (and after accounting for associated Offer costs) it is likely that the Company will prioritise items 1 – 3 in the table above and appropriately scale back funds available on a pro rata basis for new venture opportunities and general working capital.

In addition, it should be noted that the Company's budgets and forecasts will be subject to modification on an ongoing basis depending on the results achieved from its business activities and operations.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

The Board is also of the opinion that the control effect of the Offer does not exceed what is reasonably necessary given the Company's financial position and its need for funds. The size of the Offer is, in the opinion of the Board, consistent with and does not exceed the Company's funding requirement and is necessary in order to support the information and data requirements for its current stated business activities and administration.

### 3.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted, and no Shares are issued including on exercise or conversion of Options on issue prior to the Record Date, will be to:

- (a) increase the cash reserves by approximately \$2,337,551 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 553,795,700 as at the date of this Prospectus to 830,693,550 Shares.

### 3.3 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, and no Shares are issued including on exercise or conversion of Options on issue prior to the Record Date, is set out below.

#### Shares

	Number
Shares currently on issue	553,795,700
Shares offered pursuant to the Offer	276,897,850
<b>Total Shares on issue after completion of the Offer</b>	<b>830,693,550</b>

#### Options

	Number
Options currently on issue <sup>1</sup>	78,007,509

	Number
Options offered pursuant to the Offer	Nil
<b>Total Options on issue after completion of the Offer</b>	<b>78,007,509</b>

The capital structure on a fully diluted basis as at the date of this Prospectus would be 631,803,209 Shares and on completion of the Offer (assuming all Entitlements are accepted, and no Shares are issued including on exercise or conversion of Options on issue prior to the Record Date) would be 908,701,059 Shares.

No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

### 3.4 Pro-forma balance sheet

The unaudited unreviewed balance sheet as at 31 December 2022 and the unaudited unreviewed pro-forma balance sheet as at 31 December 2022 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date and including expenses of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

#### PRO FORMA HISTORICAL STATEMENT OF FINANCIAL POSITION AS AT 31 DECEMBER 2022

The following table sets out the unaudited unreviewed Historical Statement of financial position as at 31 December 2022 and Pro Forma Statement of financial position as at 31 December 2022.

	Notes	Unreviewed Historical as at 31 December 2022	Pro Forma adjustments*	Pro Forma
		\$	\$	\$
<b>Assets</b>				
<b>Current assets</b>				
Cash and cash equivalents		983,157	3,161,773	4,144,930
Trade and other receivables		25,936	-	25,936
Other current assets		10,007	-	10,007

	Notes	Unreviewed Historical as at 31 December 2022	Pro Forma adjustments*	Pro Forma
		\$	\$	\$
<b>Total Current Assets</b>		<b>1,019,100</b>	<b>3,161,773</b>	<b>4,180,873</b>
<b>Non-current assets</b>				
Exploration and evaluation		4,036,231	-	4,036,231
<b>Total Non-Current Assets</b>		<b>4,036,231</b>	<b>-</b>	<b>4,036,231</b>
<b>Total Assets</b>		<b>5,055,331</b>	<b>3,161,773</b>	<b>8,217,104</b>
<b>Liabilities</b>				
<b>Current liabilities</b>				
Trade and other payables		58,378	-	58,378
<b>Total Current Liabilities</b>		<b>58,378</b>	<b>-</b>	<b>58,378</b>
<b>Total Liabilities</b>		<b>58,378</b>	<b>-</b>	<b>58,378</b>
<b>Net Assets/(liabilities)</b>		<b>4,996,953</b>	<b>3,161,773</b>	<b>8,158,726</b>
<b>Equity</b>				
Issued capital		20,248,392	3,161,773	23,410,165
Reserves		246,031	-	246,031
Accumulated losses		(15,497,470)	-	(15,497,470)
<b>Total Equity/(Deficiency)</b>		<b>4,996,953</b>	<b>3,161,773</b>	<b>8,158,726</b>

**Notes:**

\*Pro Forma adjustments take into account the proceeds received by the Company pursuant to the Placement and include:

- (a) the issue of 97,425,806 Shares pursuant to the Company's Placement at an issue price of \$0.009 per Share to raise \$876,832 less costs associated with the issue of \$52,610, resulting in net proceeds of \$824,222; and

- (b) the issue of 276,897,850 Shares pursuant to this Prospectus to raise a maximum of \$2,492,081 less estimated costs associated with the issue of approximately \$207,140 (refer Section 6.8), resulting in net proceeds of \$2,284,941.



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## **4. RIGHTS AND LIABILITIES ATTACHING TO SHARES**

### **4.1 Rights and liabilities attaching to Shares**

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

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

#### **(a) General meetings**

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

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

#### **(b) Voting rights**

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

#### **(c) Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) **Future increase in capital**

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

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

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

(i) **Alteration of constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

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## 5. RISK FACTORS

### 5.1 Introduction

The Shares offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

### 5.2 Company specific

Risk Category	Risk
<b>Potential dilution</b> for	<p>Upon implementation of the Offer, assuming all Entitlements are accepted, no other Shares are issued including on exercise or conversion of Options prior to the Record Date the number of Shares in the Company will increase from 553,795,700 Shares currently on issue to 830,693,550 Shares. This means that immediately after the Offer each Share will represent a significantly lower proportion of the ownership of the Company.</p> <p>It is not possible to predict what the value of the Company, a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.</p> <p>The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.009 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.</p>
<b>Additional requirements</b> for capital	<p>The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company</p>

Risk Category	Risk
	<p>may require further financing in addition to amounts raised under the Offer from sources such as:</p> <ul style="list-style-type: none"> <li>(a) farmouts;</li> <li>(b) asset sales/divestments;</li> <li>(c) new Share issues;</li> <li>(d) potential future secured asset acquisition related debt funding; or</li> <li>(e) potential high yield bond issue.</li> </ul> <p>Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programs as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p>
<b>Retention of Permit</b>	<p>The Company has finalised and lodged a 'Declaration of Location' submission (<b>Submission</b>) relating to the Gwydion oil discovery on its Permit with the National Offshore Petroleum Titles Administrator (<b>NOPTA</b>). A 'Location' is a means of identifying and setting aside the graticular block(s) within an exploration permit necessary to cover a discovery. The Submission to NOPTA is a key step in the Company applying for a Retention Lease as part of the future development and management of the Permit. The Company anticipates that it will receive a response on the Submission within 6 to 8 weeks from the date this Prospectus. The Company has no reason to believe that a Location will not be declared.</p> <p>If the Company's Submission is successful, it intends to apply for a Retention Lease in respect of the Permit or alternatively a Suspension and Extension of the Permit. The Company has commenced preparations in relation to a Retention Lease application (which includes the requirement for engineering and development studies relating to potential development options for the oil already discovered on the Permit). There is no guarantee that the application for a Retention Lease will be approved and a Retention Lease may not be granted, resulting in the Company not being able to improve the commercial viability of the Permit. If the application is not approved and a Retention Lease is not granted, the Company will be required to continue to comply with the expenditure requirements under the Permit conditions and the requirements of the associated work program by mid June 2023. Given the length of time required to undertake the Retention Lease application process, the Company will also be applying for a Suspension and Extension of the Permit in respect of the requirements of the work program before mid June 2023. There is a risk that the Company will not receive such a Suspension and</p>

Risk Category	Risk
	Extension which may result in the Permit expiring before the end of 2023.
<b>Joint venture partner</b>	<p data-bbox="603 297 1388 539">During the financial year ended 30 June 2021, the Company signed a farmout and funding agreement and joint venture operating agreement in relation to the Permit with Quay Resource Investments Pty Ltd (<b>Quay</b>). A summary of the key terms of this transaction are provided Company's ASX announcement dated 30 November 2020.</p> <p data-bbox="603 555 1388 826">Under the agreement, Quay was to earn a 50% working interest in the Permit by providing limited recourse debt finance to fund the estimated costs to drill the Idris appraisal well and certain back costs. Quay then had a success-based option to maintain its 50% working interest by providing further funds to the proposed joint venture to be applied towards a success based estimated stage 1 field development.</p> <p data-bbox="603 842 1388 1084">The Company has continued to work co-operatively with Quay to extend the time period for remittance of funding, however the Company has not to date been successful in obtaining such funding and notwithstanding Quay's contractual obligations, there can be no guarantee that the Company will receive such funding in the future.</p> <p data-bbox="603 1099 1388 1234">Due to delays in receiving this funding, the Company has commenced presentations and discussions with a number of alternative interested farm in parties but has not received firm offers to date.</p>
<b>Key person retention risks</b>	<p data-bbox="603 1252 1388 1563">There is a risk that given the Company's limited financial resources and reduced remuneration arrangements for all key management personnel that the Company may not be able to continue to retain the requisite or most suitable personnel to be able to execute on its business plans. The ability of the Company to retain key management personnel will be dependent on amongst other things, the ability of the Company to provide market competitive remuneration.</p> <p data-bbox="603 1579 1388 1713">The Company may in the future have to continue to consider supplemental ways of retaining and remunerating requisite key management personnel in order to mitigate this ongoing risk further.</p>
<b>Permit commitments and tenure risks</b>	<p data-bbox="603 1731 1388 2094">The terms and conditions of any permit (including the Permit) held by the Company from time to time requires guaranteed annual work commitments to be completed. Whilst not a liability in terms of the relevant accounting standards and therefore not recordable in the Company's financial statements, a failure to meet a guaranteed work commitment may render the Permit liable to be cancelled, unless an extension of time or waiver of the requirement is granted by government. The value of its Permit may also be subject to financial impairment, should it be determined that the Permit work</p>

Risk Category	Risk
	cannot be completed in the requisite time or it is unlikely that the relevant government authority will grant a sufficient extension.
<b>Counter party and contractual risks</b>	Contractual disputes with joint venture partners, operators and contractors can arise from time to time. When a venture partner does not act in the best commercial interests of the joint venture project or the Company, it could have a material adverse effect on the Company.
<b>Board Spill</b>	<p>At the Company's annual general meeting in 2022, more than 25% of the votes cast on the remuneration report resolution were voted against adoption of the remuneration report. Therefore, if, at the Company's next annual general meeting in 2023 (<b>Second Annual General Meeting</b>), more than 25% of the votes cast on the remuneration report resolution are voted against adoption of the remuneration report, then a spill resolution must be put to vote.</p> <p>If more than 50% of votes cast are in favour of the spill resolution, the Company must convene a shareholder meeting (<b>Spill Meeting</b>) within 90 days of the Second Annual General Meeting.</p> <p>All of the Directors who were in office when the directors' report (as included in the Company's annual report for the most recent financial year) was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.</p> <p>Following the Spill Meeting, those persons whose election or re-election as directors of the Company is approved will be the directors of the Company.</p>

### 5.3 Industry specific

Risk Category	Risk
<b>Exploration and development risks</b>	<p>The business of oil and gas exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. Ultimate and continuous success of these activities is dependent on many factors such as:</p> <ul style="list-style-type: none"> <li>(a) the discovery and/or acquisition of economically recoverable reserves;</li> <li>(b) access to adequate capital for project development;</li> <li>(c) design and construction of efficient development and production infrastructure within capital expenditure budgets;</li> <li>(d) securing and maintaining title to interests;</li> </ul>

Risk Category	Risk
	<p>(e) obtaining consents and approvals necessary for the conduct of oil and gas exploration, development and production;</p> <p>(f) access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.</p> <p>Whether or not income will result from projects undergoing exploration and development programs depends on successful exploration and establishment of production facilities. Factors including costs, actual hydrocarbons and formations, flow consistency and reliability and commodity prices affect successful project development and operations.</p> <p>Drilling activities carry risk as such activities may be curtailed, delayed or cancelled as a result of weather conditions, mechanical difficulties, shortages or delays in the delivery of drill rigs or other equipment. In addition, drilling and operations include reservoir risk such as the presence of shale laminations in the otherwise homogeneous sandstone porosity.</p> <p>Industry operating risks include fire, explosions, unanticipated reservoir problems which may affect field production performance, industrial disputes, unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, mechanical failure or breakdown, blow outs, pipe failures and environmental hazards such as accidental spills or leakage of liquids, gas leaks, ruptures, discharges of toxic gases or geological uncertainty (such as lack of sufficient sub-surface data from correlative well logs and/or formation core analyses. The occurrence of any of these risks could result in legal proceedings against the Company and substantial losses to the Company due to injury or loss of life, damage to or destruction of property, natural resources or equipment, pollution or other environmental damage, cleanup responsibilities, regulatory investigation, and penalties or suspension of operations. Damage occurring to third parties as a result of such risks may give rise to claims against the Company.</p> <p>There is no assurance that any exploration on current or future interests will result in the discovery of an economic deposit of oil or gas. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically developed.</p>
<b>Oil and gas price fluctuations</b>	<p>The demand for, and price of, oil and natural gas is highly dependent on a variety of factors, including international supply and demand, the level of consumer product demand, weather conditions, the price and availability of alternative fuels, actions taken by governments and international cartels, and global economic and political</p>



Risk Category	Risk
	<p>developments.</p> <p>International oil and gas prices have fluctuated widely in recent years and may continue to fluctuate significantly in the future. Fluctuations in oil and gas prices and, in particular, a material decline in the price of oil or gas may have a material adverse effect on the Company's business, financial condition and results of operations.</p>
<b>Operations</b>	<p>Exploration activities carry numerous risks such as delays, interruptions, and potential changes to scale and scope that cannot always be fully mitigated. The Company may experience operational delays in relation to any potential future seismic or drilling activity for example due to cyclonic weather related event or equipment failure and/or lack of availability. These risks can cause schedule and cost increases to the Company's budgeted activities.</p> <p>Risks to operating schedules, such as delays to environmental approvals, could materially and adversely affect schedules and costs associated with the Company's planned and future activities.</p>
<b>Environmental risks</b>	<p>The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.</p> <p>Oil and gas operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.</p> <p>The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive.</p> <p>Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration</p>

Risk Category	Risk
	programs or drilling activities.
<b>Climate risk</b>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <ul style="list-style-type: none"> <li>(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and</li> <li>(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.</li> </ul>
<b>Commodity price risk</b>	<p>It is anticipated that any future revenues of the Company, other than sales of assets, will be derived from the sale of oil and/or natural gas and exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for including supply levels of the product, the level of consumer product demand, weather conditions, the price and availability of alternative fuels, actions taken by governments and international cartels, and global economic, political developments and other macro-economic factors.</p> <p>The market price of hydrocarbon products is volatile and outside the control of the Company. Oil and gas prices have fluctuated widely in recent years. If the price of hydrocarbons should drop significantly and remain depressed, the economic prospects of the projects which the Company has an interest in could be significantly reduced or rendered uneconomic. There is no assurance that, even if significant quantities of hydrocarbon products are discovered, a profitable market may exist for their sale.</p>

Risk Category	Risk
	<p>The marketability of hydrocarbons is also affected by numerous other factors beyond the control of the Company, including government regulations relating to royalties, allowable production and importing and exporting of oil and gas and petroleum products, the effect of which cannot be accurately predicted. Restrictions on the Company's ability to market production from projects that the Company has an interest in may have a material adverse effect on the Company's overall financial performance.</p> <p>Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollars as determined in international markets.</p>
<b>Compliance with petroleum and mining laws</b>	<p>The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.</p> <p>While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects.</p> <p>Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of the Permit.</p>

## 5.4 General risks

Risk Category	Risk
<b>Coronavirus</b>	<p>The impact of the coronavirus pandemic (<b>COVID-19</b>) is ongoing. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 (such as maintaining social distancing requirements, quarantine, travel restrictions and any economic stimulus that may be implemented) may impact the Company's operations which are likely to be beyond the control of the Company. The Company confirms that it has not been materially affected by the COVID-19 pandemic to date.</p> <p>In compliance with its continuous disclosure obligations, the Company will continue to update the market in regard to the impact of COVID-19 on the Company. If any of these impacts appear material prior to close of the Offer, the Company will notify investors under a supplementary prospectus.</p>
<b>China / Taiwan tensions</b>	<p>China has strained international relations with Taiwan, India, Russia and other neighbours due to territorial disputes, historical animosities, defense concerns and other security concerns. Additionally, China is alleged to have participated in state-sponsored cyberattacks against foreign companies and foreign governments. Actual and threatened responses to such activity and strained international relations, including purchasing restrictions, sanctions, tariffs or cyberattacks on the Chinese government or Chinese companies and may impact China's and the global economy.</p>
<b>Ukraine Conflict</b>	<p>The current evolving conflict between Ukraine and Russia (<b>Ukraine Conflict</b>) is impacting global economic markets. The nature and extent of the effect of the Ukraine Conflict on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine Conflict.</p> <p>The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Ukraine Conflict, including limitations on travel and changes to import/export restrictions and arrangements involving Russia, may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company is monitoring the situation closely and considers the impact of the Ukraine Conflict on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually</p>

Risk Category	Risk
	evolving, and the consequences are therefore inevitably uncertain.
<b>Economic</b>	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration activities, as well as on its ability to fund those activities.
<b>Market conditions</b>	<p>Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> <li>(a) general economic outlook;</li> <li>(b) introduction of tax reform or other new legislation;</li> <li>(c) interest rates and inflation rates;</li> <li>(d) changes in investor sentiment toward particular market sectors;</li> <li>(e) the demand for, and supply of, capital; and</li> <li>(f) terrorism or other hostilities.</li> </ul> <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p> <p>In addition, the extent of the effects of COVID-19 is at this stage uncertain and continuing to evolve. The COVID-19 pandemic is having, and is expected to continue to have, a significant influence on the volatility of equity markets generally and may continue to impact and influence the value of the Company's quoted securities.</p>
<b>Force majeure</b>	The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.
<b>Litigation risks</b>	The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.
<b>Dividends</b>	Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the

Risk Category	Risk
	<p>Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.</p>
<p><b>Taxation</b></p>	<p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.</p>
<p><b>Reliance on key personnel</b></p>	<p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p>
<p><b>Regulatory</b></p>	<p>The Company is subject to laws and regulations relating to numerous matters, including disclosure obligations under the Corporations Act. The Company is required to comply with these obligations where it undertakes secondary capital raisings, amongst other things.</p> <p>While the Company believes that it will operate in substantial compliance with all material current laws and, there may be circumstances where the Company fails to comply within the requisite time period due to circumstances outside of the Company's control, which could have a material adverse impact on the Company's current operations or planned activities, and potential civil or criminal liabilities for the Company and its directors and officers.</p>
<p><b>Government policy changes</b></p>	<p>Adverse changes in government policies or legislation may affect ownership interests, taxation, royalties, land access, labour relations, oil and gas production, development and exploration activities of the Company. Possible future changes to Government policy and laws could render the Company's key asset to be a stranded resource, or an increase in taxes. Whilst the Company is of the view that such possible developments, if they were to occur, are likely to be some way off, given current market and nearer term societal needs and dynamics, there are no guarantees that such threats or costs to the Company's business and assets may not become reality at some point in the future.</p>

## **5.5 Speculative investment**

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Shares offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Shares.

Before deciding whether to subscribe for Shares under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

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## **6. ADDITIONAL INFORMATION**

### **6.1 Litigation**

As at the date of this Prospectus, the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company.

### **6.2 Continuous disclosure obligations**

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report most recently lodged by the Company with the ASIC;
  - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
  - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
1 March 2023	Updated Rights Issue Timetable
24 February 2023	Appendix 4G Corporate Governance
21 February 2023	Change in substantial holding – P Smith



Date	Description of Announcement
21 February 2023	Change in substantial holding – B Brown
21 February 2023	Updated Timetable Rights Issue
21 February 2023	Change in substantial holding
17 February 2023	Cleansing Statement
17 February 2023	Application for Quotation of Securities – IPB
9 February 2023	Proposed issue of securities – IPB
9 February 2023	Placement
7 February 2023	Trading Halt
6 February 2023	Change of Director's Interest Notice – Phil Smith
6 February 2023	Change of Director's Interest Notice – Geoff King
6 February 2023	Change of Director's Interest Notice – Bruce McKay
6 February 2023	Change of Director's Interest Notice – Brendan Brown
31 January 2023	Quarterly Activities / Appendix 5B Cash Flow Report
20 January 2023	Unlisted options expiry
8 December 2022	Change of Director's Interest Notice – Geoffrey King
8 December 2022	Change of Director's Interest Notice – Phil Smith
8 December 2022	Change of Director's Interest Notice – Bruce McKay
28 November 2022	Results of Meeting
28 November 2022	Chairman's Address to Shareholders
28 October 2022	Sep 22 Qtly Act & App 5B
27 October 2022	Proxy Form for FY22 AGM
27 October 2022	Notice of Annual General Meeting FY22
30 September 2022	Annual Report to Shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website <http://www.ipbpct.com.au/>.

### 6.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	(\$)	Date
Highest	\$0.015	6 February 2023
Lowest	\$0.007	16 December 2022
Last	\$0.009	2 March 2023

## 6.4 Material Contracts

### 6.4.1 Lead Manager Mandate

The Company has signed a mandate letter to engage Chieftain Securities (WA) Pty Ltd (Authorised Representative of AFSL 492850) (**Lead Manager**) to act as lead manager of the Shortfall Offer (**Lead Manager Mandate**), the material terms and conditions of which are summarised below:

<b>Engagement</b>	<p>The Company has engaged Chieftain Securities (WA) Pty Ltd to act as lead manager to the Shortfall Offer, including in relation to:</p> <ul style="list-style-type: none"> <li>(a) managing and conducting the bookbuild process for the Shortfall; and</li> <li>(b) using its best endeavours to obtain bids for the Shortfall from selected investors.</li> </ul>
<b>Fees</b>	<p>Under the terms of this engagement, the Company will pay the Lead Manager:</p> <ul style="list-style-type: none"> <li>(a) a management fee equal to 2% (plus GST) of the total funds raised under the Offer; and</li> <li>(b) a fee equal to 4% (plus GST) of the total Shortfall placed by the Lead Manager under the Shortfall Offer.</li> </ul>
<b>Termination Events</b>	<p>Either party may terminate the Lead Manager Mandate at any time prior to the issue of all of the Shortfall.</p>

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and indemnity provisions).

## 6.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;

- (b) any property acquired or proposed to be acquired by the Company in connection with:
    - (i) its formation or promotion; or
    - (ii) the Offer; or
  - (c) the Offer,
- and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:
- (d) as an inducement to become, or to qualify as, a Director; or
  - (e) for services provided in connection with:
    - (i) the formation or promotion of the Company; or
    - (i) the Offer.

### **Security holdings**

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus, together with their respective Entitlement, is set in Section 1.3.

### **Remuneration**

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors as disclosed in the Company's 2022 and 2021 Annual Report.

Director	Proposed Estimated Remuneration for FY ending 30 June 2023 <sup>5</sup>	FY ended 30 June 2022	FY ended 30 June 2021
Brendan Brown <sup>1</sup>	\$200,000	\$157,523	\$231,881

Director	Proposed Estimated Remuneration for FY ending 30 June 2023 <sup>5</sup>	FY ended 30 June 2022	FY ended 30 June 2021
Bruce McKay <sup>2</sup>	\$25,000	\$18,000	\$34,734
Philip Smith <sup>3</sup>	\$20,000	\$18,500	\$39,646
Geoffrey King <sup>4</sup>	\$15,000	\$13,200	\$23,598

**Notes:**

1. Comprising of \$200,506 in director fees (and other benefits) and \$31,375 in share-based payments for FY2021 and \$157,523 in director fees (and other benefits) for FY2022. Mr Brown did not receive any post-employment benefits (i.e. superannuation) during these periods.
2. Comprising of \$18,000 in director fees (and other benefits) and \$16,734 in share-based payments for FY 2021 and \$18,000 in director fees (and other benefits) for FY2022. Mr McKay did not receive any post-employment benefits (i.e. superannuation) during these periods.
3. Comprising of \$13,500 in director fees (and other benefits) and \$26,146 in share-based payments for FY 2021 and \$18,500 in director fees (and other benefits) for FY2022. Mr Smith did not receive any post-employment benefits (i.e. superannuation) during these periods.
4. Comprising of \$12,000 in director fees (and other benefits), \$1,140 post-employment benefits (i.e. superannuation) and \$10,458 in share-based payments for FY 2021 and \$12,000 in director fees (and other benefits) and \$1,200 in post-employment benefits (i.e. superannuation) for FY2022.
5. The proposed remuneration for FY23 as set out in the table above does not include any share-based payments which are estimated to be approximately \$50,000 in total.

## 6.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
  - (i) its formation or promotion; or
  - (ii) the Offer; or
- (f) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offer.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$30,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling approximately \$64,700 (excluding GST and disbursements) for legal services provided to the Company.

Chieftain Securities (WA) Pty Ltd has acted as lead manager of the Offer. Chieftain Securities (WA) Pty Ltd will be paid a fee equal to 2% of the total funds raised under the Offer and a fee equal to 4% of the total Shortfall placed by it under the Shortfall Offer. During the 24 months preceding lodgement of this Prospectus with the ASIC, Chieftain Securities (WA) Pty Ltd has received \$61,610 (excluding GST) in fees from the Company.

## **6.7 Consents**

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the securities), the Directors, the persons named in the Prospectus with their consent as Proposed Directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus. Steinepreis Paganin has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Chieftain Securities (WA) Pty Ltd has given its written consent to being named as a Lead Manager to the Company in this Prospectus. Chieftain Securities (WA) Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

## 6.8 Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$207,140 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees <sup>1</sup>	11,641
Lead Manager fees <sup>2</sup>	152,293
Legal fees	30,000
Registry, printing and distribution	10,000
<b>Total</b>	<b>207,140</b>

### Notes:

1. Includes ASX fees for the quotation of Shares issued pursuant to both the Placement and the Offer.
2. Includes fees paid to the Lead Manager pursuant to the Placement and under the Offer. The amount of the fees payable to the Lead Manager under the Offer will depend on the level of the Shortfall. The amount stated above assumes that the Offer is 50% subscribed and the Lead Manager places 50% of the Shortfall. Refer to Section 6.4.1 for further details regarding the fees payable to the Lead Manager.

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**7. DIRECTORS' AUTHORISATION**

This 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 has consented to the lodgement of this Prospectus with the ASIC.



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**Brendan Brown**  
**Managing Director**  
**For and on behalf of**  
**IPB PETROLEUM LIMITED**

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## 8. GLOSSARY

**\$** means the lawful currency of the Commonwealth of Australia.

**AEDT** means Australian Eastern Daylight Time as observed in Melbourne, Australia.

**Application Form** means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

**ASX Listing Rules** means the listing rules of the ASX.

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHESS.

**Board** means the board of Directors unless the context indicates otherwise.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

**Closing Date** means the date specified in the timetable set out at Section 1 (unless extended).

**Company** means IPB Petroleum Limited (ACN 137 387 350).

**Constitution** means the constitution of the Company as at the date of this Prospectus.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**CRN** means Customer Reference Number in relation to BPAY®.

**Directors** means the directors of the Company as at the date of this Prospectus.

**Eligible Shareholder** means a Shareholder as at the Record Date.

**Entitlement** means the entitlement of a Shareholder who is eligible to participate in the Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form either attached to or accompanying this Prospectus.

**Lead Manager** means Chieftain Securities (WA) Pty Ltd (Authorised Representative of AFSL 492850).

**Offer** means the non-renounceable entitlement issue the subject of this Prospectus.

**Official Quotation** means official quotation on ASX.

**Option** means an option to acquire a Share.



**Permit** means the granted exploration permit WA-424-P in Western Australia, in which the Company has a 100% interest as at the date of this Prospectus.

**Placement** means the Company's recent placement of 97,425,806 Shares to professional and sophisticated investors at an issue price of \$0.009 per Share, as described in the Company's ASX Announcement dated 9 February 2023.

**Prospectus** means this prospectus.

**Record Date** means the date specified in the timetable set out at Section 1.

**Section** means a section of this Prospectus.

**Securities** means Shares and / or Options as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**Shortfall** means the Securities not applied for under the Offer (if any).

**Shortfall Application Form** means the Shortfall Offer application form either attached to or accompanying this Prospectus.

**Shortfall Offer** means the offer of the Shortfall Shares on the terms and conditions set out in Section 2.6.

**Shortfall Shares** means those Shares not applied for under the Offer (if any) and offered pursuant to the Shortfall Offer.