

SENSORE LTD.
ACN 637 198 531
SHORT FORM PROSPECTUS

For an offer to transfer shares in Tully Investors Limited to Shareholders of SensOre Limited pursuant to a Capital Reduction by way of an In-specie Distribution contained in the Capital Reduction Resolution: Resolution 1 in the Notice of Meeting dated 19 December 2023 and to facilitate secondary trading of those shares.

IMPORTANT INFORMATION

This is a short form prospectus (**Prospectus**) prepared in accordance with section 712 of the Corporations Act in relation to the proposal by SensOre Ltd (**SensOre** or the **Company**) to transfer shares (**Shares**) in Tully Investors Limited ACN 673 425 593 (**Tully**) to Shareholders of SensOre pursuant to a Capital Reduction (**Capital Reduction**) by way of an In-specie Distribution. The Prospectus was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date. ASIC, ASX Limited (**ASX**) and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Prospectus does not of itself contain all the information that is generally required to be detailed in a document of this type, but refers to documentation lodged with ASIC, the contents of which are therefore taken to be included in this Prospectus. This is an important document and requires your immediate attention. This is an important document which should be read in its entirety. You should obtain independent advice if you have any questions about any of the matters contained in this Prospectus.

SensOre Directors consider an investment in Tully Investors Limited that will be distributed and transferred under this Prospectus and the Capital Reduction Resolution, to be speculative.

This Prospectus is not for an initial public offering of Tully Investors Limited shares. There is no current intention is for Tully Investors Limited to be listed on a stock exchange.

This Prospectus may not be released to US wire services or distributed in the United States.

This Prospectus may be accessed on the Company's website at sensore.com.

No person is authorised to provide any information or to make any representation not contained in this Prospectus. Any information or representations not contained in this Prospectus may not be relied upon as having been authorised by the Directors or the Company.

If you have any questions in relation to the matters raised in this Prospectus, please contact SensOre on +61 3 9492 3843 between 8.30am and 5.00pm Melbourne Time, Monday to Friday (Business Days only).

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1. IMPORTANT INFORMATION

1.1 Prospectus

This short form prospectus (Prospectus) is dated 19 December 2023 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX take no responsibility for the content of this Prospectus, or the merits of the investment to which this Prospectus relates.

No Tully shares may be offered or transferred on the basis of this Prospectus later than 13 months after the date of this Prospectus, being the expiry date of this Prospectus. SensOre notes that the Tully Shares will not be quoted on the ASX pursuant to this Prospectus and there is no current intention that these shares will be listed.

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 contained in this Prospectus may not be relied on as having been authorised by SensOre in connection with this Prospectus.

This Prospectus, including the Notice of Meeting which is incorporated by reference into this Prospectus, is important and should be read in its entirety. If you do not fully understand this Prospectus or are in any doubt as to how to deal with it, you should consult your professional adviser immediately. Investment in the Tully Shares that are the subject of this Prospectus should be considered speculative.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. In making representations in this Prospectus, regard has been had to the fact that SensOre is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to SensOre Shareholders and professional advisers whom SensOre Shareholders may consult.

If you are uncertain about the terms and conditions of the Offer, you should seek the advice of an appropriately qualified financial adviser.

1.2 Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This means this Prospectus alone does not contain all the information that is generally required to satisfy the disclosure requirements of the Corporations Act. Rather, it incorporates all other necessary information by reference to information contained in the Notice of Meeting lodged with ASIC on 19 December 2023.

In referring to the Notice of Meeting, SensOre:

- (a) identifies the Notice of Meeting as being relevant to the offer of Tully Shares under this Prospectus and contains information that will provide SensOre Shareholders and their professional advisers to assist them in making an informed assessment of:
 - (i) the rights and liabilities attaching to the Tully Shares;
 - (ii) the assets, liabilities and financial position and prospects of Tully;
- (b) refers SensOre Shareholders and their professional advisers to this Prospectus which summarises the material information in the Notice of Meeting deemed to be incorporated in this Prospectus;
- (c) informs SensOre Shareholders and their professional advisers that they are able to obtain, free of charge, a copy of the Notice of Meeting or the Constitution by contacting SensOre at its registered office during normal business hours during the period of the Offer; and
- (d) advises that the information in the Notice of Meeting will be primarily of interest to SensOre Shareholders and their professional advisers or analysts.

1.3 Exposure Period

The Corporations Act prohibits SensOre from transferring the Tully Shares in the seven day period after the date of lodgement of this Prospectus. This period may be extended by ASIC by up to a further seven days. This period is an exposure period to enable this Prospectus to be examined by market participants prior to the transfer of the Tully Shares. Given the General Meeting will be held on 17 January 2024 and the In-specie Distribution will occur some time after that date, the exposure period will have expired by the time the In-specie Distribution occurs.

1.4 New Zealand Shareholders

This Prospectus is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 (or any other relevant New Zealand law). In offering Tully Shares under the In-specie Distribution in New Zealand, SensOre is relying on an exemption contained in the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016 and

accordingly, this document may not contain all the information that a disclosure document is required to contain under New Zealand law. New Zealand investors should seek their own advice and satisfy themselves as to the Australian and New Zealand tax implications of participating in the In-specie Distribution.

1.5 Forward-Looking Statements

This Prospectus contains forward-looking statements, including statements identified by use of words such as 'believes', 'estimates', 'anticipates', 'expects', 'predicts', 'intends', 'targets', 'plans', 'goals', 'outlook', 'aims', 'guidance', 'may', 'will', 'would', 'could' or 'should' and other similar words that involve risks and uncertainties.

Forward-looking statements are based on an assessment of present economic and operating conditions, and on a number of assumptions and contingencies that are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of the Company, its Directors and Management. They are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance.

Except as set out above, the Company and its Directors cannot and do not make any representation, express or implied, in relation to forward-looking statements and you are cautioned not to place undue reliance on these statements. The Company does not intend 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 statements are subject to various risk factors that could cause SensOre's actual results to differ materially from the results expressed or anticipated in these statements. Key risk factors are set out in the Notice of Meeting incorporated by reference. These and other factors could cause actual results to differ materially from those expressed in any statement contained in this Prospectus.

1.6 Competent person's statement

Information in this Prospectus and the Explanatory Memorandum incorporated by reference in 3.2 that relates to exploration targets, exploration results and mineralisation is based on and fairly reflects information compiled, and conclusions derived, by Mr Robert Rowe who is a member of The Australasian Institute of Mining and Metallurgy (AusIMM) and a Registered Professional Geoscientist (RPG) in the field of Mineral Exploration with the Australian Institute of Geoscientists (AIG). Mr Rowe is a full-time employee and Chief Operating Officer of SensOre. Mr Rowe has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code).

1.7 Defined Terms

Defined terms and abbreviations used in this Prospectus have the meaning given in the Notice of Meeting.

2. DETAILS OF THE OFFER

2.1 Purpose of this document

The terms and conditions of the Offer are detailed in the Notice of Meeting accompanying this Prospectus. Resolution 1 of the Notice of Meeting is as follows:

‘THAT, subject to and conditional on all other resolutions being adopted and for the purposes of Sections 256B and 256C of the Corporations Act and for all other purposes, approval is given for:

- (a) the issued share capital of SensOre Ltd to be reduced by an amount equal to the value of the 80,274,094 fully paid ordinary shares the Company holds in Tully Investors Limited, valued at \$8,490,996; and
- (b) the reduction of share capital be satisfied by the Company making a pro rata in-specie distribution of the Tully Shares at the Record Date, to be effected in accordance with the Corporations Act, the Listing Rules and as otherwise determined by the Board, with the consequence that each Shareholder at the Record Date shall be deemed to have consented to becoming a shareholder in Tully and being bound by its constitution, and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Pursuant to the Capital Reduction Resolution, SensOre is inviting SensOre Shareholders to vote on an equal reduction of capital by way of an In-specie Distribution of Tully Shares (In-specie Shares) to Eligible SensOre Shareholders on a pro rata basis. This represents 1 Tully Shares for every 1 SensOre Shares held by Eligible SensOre Shareholders on the In-specie Record Date (rounded down to the nearest whole Tully Share) (assuming that no additional SensOre Shares are issued prior to the In-specie Record Date).

The Demerger Transaction will only proceed if the following conditions are met:

- (a) the board of SensOre having resolved in writing to proceed with the Demerger on or before 5:00pm (AEDT) on the Cut-Off Date;
- (b) SensOre and Tully having received all necessary third party consents including waivers of any applicable change of control or pre-emptive right provisions granted in favour of third parties, on or before 5:00pm (AEDT) on the Cut-Off Date;
- (c) SensOre obtaining approval from its shareholders in accordance with section 256B and section 256C of the Corporations Act;

(together, the Conditions Precedent).

There is no guarantee that SensOre will proceed In-specie Distribution.

Based on ASIC Regulatory Guide 188, the invitation to vote on the Capital Reduction Resolution of the Notice of Meeting constitutes an offer to transfer the Tully Shares for the purposes of section 707(3) of the Corporations Act. Accordingly, SensOre has prepared this Prospectus.

Ineligible SensOre Shareholders will have their pro rata entitlement of In-specie Shares sold by the Company and the net proceeds paid to the Ineligible SensOre Shareholders, with the timing of the sale dependent on buyers for those shares emerging as Tully will not be listed.

The Company will act on a best efforts only basis to sell the Ineligible SensOre Shareholders’ In-specie Shares, and will not be liable to the Ineligible SensOre Shareholders for any loss suffered as a result.

As the return of capital is being represented and satisfied by the In-specie Distribution and security prices may vary from time to time (assuming a liquid market is available), the net proceeds of sale to such Shareholders may be more or less than the notional dollar value of the reduction of capital. It will be the responsibility of each SensOre Shareholder to comply with the laws to which they are subject to in the jurisdictions in which they are resident.

The release, publication or distribution of this Prospectus in jurisdictions other than Australia may be restricted by law or regulation in such other jurisdictions, and persons outside of Australia who come into possession of the Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations.

The Prospectus has been prepared in accordance with Australian law and is subject to Australian disclosure requirements. The information contained in the Prospectus may not be the same as that which would have been disclosed if the Prospectus had been prepared in accordance with the laws and regulations of a jurisdiction outside of Australia.

2.2 Effect of the Offer on SensOre

The effect of the Offer on SensOre will be:

- (a) SensOre ceasing to own 80,274,094 Tully Shares to be distributed to Shareholders pursuant to the In-specie Distribution (being the 100 existing Tully Shares held by SensOre and the balance in Consideration Shares to be issued to it under the Demerger Implementation Deed);
- (b) SensOre's share capital will be reduced by the amount to be assessed by the SensOre Directors as the market value of approximately \$8,490,996 In-specie Shares; and
- (c) Eligible SensOre Shareholders that are registered on the In-specie Record Date will receive 1 In-specie Share for every 1 SensOre Shares held on the In-specie Record Date (assuming that no additional SensOre Shares are issued prior to the In-specie Record Date).

2.3 Effect of the Offer on Tully

The effect of the Offer on Tully will be that the 80,274,094 Tully Shares to be held by SensOre post-completion of the Demerger Implementation Deed will no longer be held by a sole shareholder and instead 80,274,094 In-specie Shares will be transferred to Eligible SensOre Shareholders that are registered on the In-specie Record Date or, in the case of Ineligible SensOre Shareholders, the In-specie Shares will be sold and net proceeds transferred to the Ineligible SensOre Shareholders.

2.4 Action required by SensOre Shareholders

No action is required by SensOre Shareholders under this Prospectus.

Should SensOre Shareholder approval be obtained for the In-specie Distribution, the In-Specie Shares will be transferred to SensOre Shareholders in accordance with the terms detailed in the Notice of Meeting.

If you have any queries regarding this Prospectus, please contact SensOre on +61 3 9492 3843 between 8.30am and 5.00pm Melbourne Time, Monday to Friday (Business Days only).

2.5 Key dates

SensOre lodges notice of meeting and short form prospectus with ASIC and despatches notice of meeting	19 December 2023
Appendix 3A.5 announcing return of capital by way of In-specie Distribution of Tully Shares	19 December 2023
General Meeting to approve return of capital by way of the In-specie Distribution of Tully Shares	17 January 2024
ASX informed of Shareholder approval and SensOre announces effective date of the return of capital by way of the In-specie Distribution of Tully Shares	17 January 2024
Effective Date for return of capital by way of the In-specie Distribution of Tully Shares	18 January 2024
Last date for trading in SensOre cum return of capital	19 January 2024
Record Date for the In-Specie Distribution	23 January 2024
In-specie Distribution of Tully Shares	25 January 2024
Completion of acquisition of the EVAI Assets (including the issue of shares and options to DR) and the issue of the Placement shares	25 January 2024
Dispatch of holding statements for In-Specie Distribution of Tully Shares	25 January 2024

Note: This timetable in respect of dates after the date of this Notice of Meeting is indicative only and may change. Unless otherwise indicated, all times are stated in Melbourne, Australia time. The Company reserves the right to vary any and all timetable dates and times without notice subject to the ASX Listing Rules and the Corporations Act.

2.6 Key Offer details

The Offer details table is as follows:

	Metrics
Offer Price per Share	\$0.106
Tully Shares on issue post-demerger	80,274,094
Enterprise Value at the Offer Price	\$8,490,996

3. INFORMATION DEEMED TO BE INCORPORATED IN THIS PROSPECTUS

3.1 Short Form Prospectus

This Prospectus is a short form prospectus issued in accordance with section 712 of the Corporations Act. This means that this Prospectus does not of itself contain all the information that is generally required to be given in a document of this type, however, it incorporates by reference information contained in a document that has been lodged with ASIC.

The Notice of Meeting contains all the information that SensOre Shareholders require in relation to the Proposed Transactions (comprised of the Spin-out and In-specie Distribution) and the Notice of Meeting in its entirety is deemed to be incorporated in this Prospectus. The material provisions of the Notice of Meeting are summarised below in Section 2.2 of this Prospectus and will primarily be of interest to SensOre Shareholders and their professional advisers.

A copy of the Notice of Meeting has been sent to SensOre Shareholders with this Prospectus. However, SensOre Shareholders and their professional advisers may also obtain, free of charge, a copy of the Notice of Meeting by contacting SensOre at its registered office during normal business hours.

This Prospectus is not for an initial public offering of Tully Shares. There is no current intention to have Tully Shares listed on a stock exchange.

3.2 Summary of Material Provisions of Notice of Meeting

The material provisions of the Notice of Meeting are summarised below. The Sections and Schedules referred to below are a reference to Sections and Schedules (respectively) in the Explanatory Memorandum to the Notice of Meeting.

Section 3 - Resolution 1 - Approval for disposal of a major asset and reduction of capital and in-specie distribution of Tully Shares:

Topic	Summary
Section 3.1 & 3.2 - Background and Overview of the Proposed Transaction	This Section provides an overview of the Proposed Transaction, including the Internal Restructure and In-Specie Distribution and information on SensOre's rationale for undertaking the Spin-out.
Section 3.3 – Pro-forma financials	This Section provides an overview of the post-demerger financial position of SensOre and Tully.
Section 3.4 - Board and Key Management Personnel	This Section describes the composition of the Board and key management personnel and outlines their respective experience and qualifications.
Section 3.5 - Capital Reduction - General	This Section provides an overview of the In-specie Distribution.
Section 3.6 – ASX escrow	This Section provides details on ASX escrow matters.
Section 3.7 - Failure to achieve completion of the Proposed Transaction	This Section details SensOre's anticipated future plans if the Proposed Transaction is not completed.

Topic	Summary
Section 3.8 - Capital Raising	This Section provides an overview of SensOre's capital raising which is taking place parallel to the Demerger Transaction.
Sections 3.9 - Background and Summary of the assets within the 70% interest being acquired by SensOre	These Sections provide a summary of the assets held by EVAI and subject to the acquisition of the 70% interest in EVAI that SensOre does not already own.
Sections 3.10 Valuation	This Section outlines the valuation that the SensOre Board ascribes to the Tully Assets.
Sections 3.11 Legal	This Section outlines the material terms of the agreements that underpin the Demerger Transaction and Lithium Transactions.
Section 3.12 - Disclosure to ASX	This Section outlines the effect of SensOre being a disclosing entity.
Section 3.13 and Section 6 - Risk Factors	These sections outlines the general and specific risk factors which may affect SensOre and Tully.
Section 3.14 Effect of Proposed Capital Reduction on SensOre	This Section and Schedule outlines the financial impact of the Demerger Transaction on SensOre.
Section 3.14.1 - Directors' Interests and Recommendations	<p>This Section outlines the current interests of SensOre and Tully directors in SensOre and Tully securities and their anticipated interests post the Demerger Transaction. Other than as detailed elsewhere in this Prospectus or the Notice of Meeting:</p> <p>(A) no SensOre Director holds, or during the last two years before lodgement of this Prospectus with the ASIC, held, an interest in: (1) the formation or promotion of Tully; (2) property acquired or proposed to be acquired by Tully in connection with its formation or promotion or the Offer; or (3) the Offer; and</p> <p>(B) except as detailed in this Prospectus or the Notice of Meeting, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any Tully Director either to induce them to become, or to qualify, as a Tully Director or otherwise for services rendered by them in connection with the formation or promotion of Tully or the Offer.</p>
Section 3.14.2 – Effect of a capital reduction on SensOre shareholders	This Section answers some of the questions pertinent to SensOre shareholders in relation to the Demerger Transaction
Section 3.15 – Capital Structure	This Section provides the capital structures for SensOre and Tully after the Demerger Transaction and Lithium Transactions.
Section 3.16 – In-specie distribution	This Section provides details on the process for in-specie distribution.
Section 3.17 - Section 256C of the Corporations Act	This Section provides a statement that the Directors believe that the In-specie Distribution is fair and reasonable to Shareholders as a whole and does not materially prejudice SensOre's ability to pay its creditors.
Section 3.18 - ASX Listing Rule 7.17	This Section outlines the requirements of Listing Rule 7.17.
Section 3.19- Advantages and disadvantages of the Proposed Transaction (assuming completion of the Demerger)	This Section outlines the advantages and disadvantages of the Demerger Transaction.
Section 3.20 - Effect of Shareholder approval	This Section outlines the effect of the proposed Capital Reduction on SensOre Shareholders which is that Eligible SensOre Shareholders registered on the In-

Topic	Summary
	specie Record Date will receive a pro rata in-specie distribution of Tully Shares. This Section also outlines the treatment of overseas SensOre Shareholders.
Section 3.21 - Taxation	This Section provides an overview of the taxation implications for SensOre Shareholders and SensOre itself, and notes SensOre has not sought a class ruling from the ATO with respect to Demerger Relief. To the maximum extent permitted by law, SensOre, Tully, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation resulting from the SensOre Transaction.
Section 3.22 - Information concerning Tully Shares	This Section provides a non-exhaustive summary of rights that attach to Tully Shares.
Section 3.23 Lodgement with ASIC	These Sections provide information on the lodgement of the Notice of Meeting with ASIC.
Section 3.24 Other Material Information	This section sets out a confirmation from SensOre in respect of the information provided in the Notice of Meeting.
Section 3.25 Board Recommendation on Resolution 1	This section contains the Board's recommendation on Resolution 1.

3.3 Interests of Advisors

Other than as detailed below or elsewhere in this Prospectus or the Notice of Meeting, no promoter of Tully or 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 has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons for services rendered in connection with the formation or promotion of Tully or the Offer.

3.4 Substantial Tully Shareholders

As at the date of this Prospectus, Tully is a wholly owned subsidiary of SensOre. Based on the information known as at the date of this Prospectus the following persons will have an interest in 5% or more of the Tully Shares on issue.

1	SASAK MINERALS PTY LTD	10,118,000	12.60
2	WANGANUI PTY LTD <PECK VON HARTEL S/F A/C>	6,373,713	7.94
3	OPPENHEIMER SUPERANNUATION FUND PTY LTD <OPPENHEIMER SUPER FUND A/C>	5,645,754	7.03
4	TECHBASE AUSTRALASIA PTY LTD <DESILOU SUPER FUND A/C>	4,309,715	5.37
5	STONE AXE PTY LTD <CARMODY BAIRD S/F A/C>	4,112,667	5.12
6	PARCAN PTY LTD <MSL FAMILY A/C>	2,667,558	3.32
7	TECHBASE AUSTRALASIA PTY LTD <DJ FITZGERALD FAMILY A/C>	2,495,506	3.11
8	SILVER WHITING PTY LTD <T WHITING SUPER FUND A/C>	2,264,346	2.82
9	MR CHRISTOPHER JORDAN GREGORY+ MRS MARIA GREGORY <CJ&M GREGORY SUPER FUND A/C>	2,253,200	2.81
10	JOZEM PTY LTD <O'SULLIVAN FAMILY NO. 1 A/C>	2,125,316	2.65

Table 1: Tully Top 10 Shareholders Post Demerger

3.5 Litigation

To the knowledge of SensOre Directors, as at the date of this Prospectus, Tully is not involved in any legal proceedings.

3.6 Dividend Policy

SensOre does not expect Tully to declare any dividends in the near future as Tully's main asset will be its holding in SensOre_X Pty Ltd whose main focus will be on growing and further developing its mining technology and software business.

Any future determination as to the payment of dividends by Tully will be at the discretion of the Tully Directors and will depend on matters such as the availability of distributable earnings, the operating results and financial condition of Tully, future capital requirements and general business and other factors considered relevant by the Tully Directors.

No assurances can be given by SensOre Directors in relation to the payment of dividends by Tully.

4. CONSENTS

4.1 Consenting Parties

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

In light of the above, each of the parties referred to below (each a Consenting Party), to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each of the Consenting Parties has given and has not, before the lodgement of the Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named. None of the Consenting Parties referred to below has made any statement that is included in this Prospectus or any statement on which a statement is made in this Prospectus is based, other than as specified below:

Tully Investors Limited has given its written consent to be named in this Prospectus in the form and context in which it is named and to the incorporation by reference into this Prospectus of the Notice of Meeting in the form and context in which it is incorporated and to the inclusion in this Prospectus of all information and statements relating to, made by, or said to be based on statements by, Tully Investors Limited, in each case in the form and context as they appear in this Prospectus (as applicable).

Deutsche Rohstoff AG have given their written consent to being named as vendors of the 70% interest in Exploration Ventures AI Pty Ltd and proposed shareholder of SensOre Ltd.

Mr Peck, Mr Limb, Mr Manger, Mr O'Sullivan, Mr Rowe and Mr Taylor have given their written consent to being named as directors of SensOre in this Prospectus.

Grant Thornton has given its written consent to be named as auditor of SensOre Ltd.

5. CORPORATE DIRECTORY

SensOre Ltd.

ABN 16 637 198 531
Level 3
10 Queen Street
Melbourne VIC 3000

Directors

Robert Peck, Non-Executive Chairman
Nicholas Limb, Non-Executive Director
Adrian Manger, Non-Executive Director
Anthony O'Sullivan, Non-Executive Director
Richard Taylor, CEO and Executive Director
Robert Rowe, COO and Executive Director

Company Secretary

Richard Taylor

ASX Code

S3N

Auditor

Grant Thornton Audit Pty Ltd
Level 22, Tower 5 Collins Square
727 Collins Street
Melbourne VIC 3008

Share Registry

Computershare Investor Services Pty Limited
Yarra Falls
452 Johnston Street
Abbotsford VIC 3067

6. DIRECTORS AUTHORISATION

6.1 Authorisations

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 ASIC.

Signed for and on behalf of the Company.



Robert Peck AM
Chairman

This Prospectus dated 19 December 2023 should be read in conjunction with the Notice of Meeting also lodged on 19 December 2023 lodged by SensOre Ltd.