

STRICKLAND METALS LIMITED

ABN 20 109 361 195

Offer Booklet

**Non-Renounceable Pro-Rata Offer of
1 New Share for every 7 Shares held as at the Record Date at an issue price of
\$0.04 per New Share
to raise up to a maximum of A\$4,201,443⁽¹⁾**

The Offer closes by no later than 5.00 p.m. (AEST) on 26 July 2021 (Closing Date)

The Offer is underwritten by Enrizen Capital Pty Ltd

This is an important document and requires your immediate attention.

This document contains important information about the Offer and should be read in its entirety before any investment decision is made regarding the New Shares offered under this document.

If after reading this document, you have any questions about the Offer, you should speak to your professional adviser.

This document is not a prospectus and does not necessarily contain all of the information that an investor would find in a prospectus or may require before making an investment decision in relation to the Offer; and

The Offer described in this Offer Booklet is made only to Eligible Shareholders, as that term is defined in Section 10 - Glossary. The Offer is not made to, and not capable of acceptance by, an Ineligible Shareholder, as defined in Section 10 - Glossary.

(1) Assuming all Shareholders are Eligible Shareholders as at the date of this Offer Booklet and before the costs of the Offer

**NOT FOR DISTRIBUTION OR RELEASE IN ANY JURISDICTION
OTHER THAN AUSTRALIA AND NEW ZEALAND**

Table of Contents

1	Important Notice	3
2	Timetable	7
3	Chairman's Letter	8
4	Details of the Offer and the Shortfall Offer	11
5	Action required by Eligible Shareholders	19
6	Purpose and Effect of the Offer	23
7	Risk Factors	28
8	Additional Information	40
9	Glossary	47
10	Corporate Directory	53

1 Important Notice

This Offer Booklet contains an offer by Strickland Metals Limited ACN 109 361 195 (**Company**) to Eligible Shareholders of 1 New Share for every 7 Shares held at the Record Date, at the Offer Price.

It is very important that you carefully read this Offer Booklet in its entirety before deciding whether to invest further in the Company. In particular, you should consider the risk factors set out in **Section 7**, which could affect the financial performance of the Company and the value of the New Shares. You should carefully consider all these factors in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional adviser before deciding whether to invest.

This Offer Booklet does not constitute financial product advice and has been prepared without taking into account the financial objectives, financial situation or particular needs (including financial and taxation issues) of any Eligible Shareholder.

This Offer Booklet has been prepared by the Company and is dated 23 June 2021.

Not a prospectus

The Offer to which this Offer Booklet relates complies with the requirements of section 708AA of the Corporations Act. Accordingly, neither this Offer Booklet nor the Acceptance Form is a prospectus for the purposes of the Corporations Act. Accordingly, these documents do not contain all of the information that a prospective investor may require to make an investment decision. They do not, and are not required to, contain all of the information which would otherwise be required to be disclosed in a prospectus. They are not required to be, and will not be, lodged with ASIC.

As a result, it is important for you to read and understand the publicly available information on the Company and the Offers (for example, the information available on the Company's website at www.stricklandmetals.com.au or on the ASX's website at www.asx.com.au) prior to deciding whether to accept your Entitlement and apply for New Shares.

Neither ASIC nor ASX, nor any of their respective officers or employees, take any responsibility for the contents of this Offer Booklet, nor do either of them make any statement regarding the merits of the Offers the subject of this Offer Booklet.

Forward-looking information

This Offer Booklet includes forward-looking statements that have been based on current expectations about future acts, events and circumstances. In particular, this Offer Booklet contains forward-looking statements regarding the Company and its current and disclosed future operations. Any statement describing a forecast, goal, expectation, intention or belief of the Company is a forward-looking statement, the achievement of which is subject to risks and uncertainties that are outside of the control of the Company. Actual events, results and outcomes could differ materially from the expectations described in such forward-looking statements. None of the Company, the Directors or any other person can assure you that any forward looking statement or implied outcome will be achieved.

Disclaimer

No person is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Offer Booklet. Any information or representation in connection with the Offer that is not contained in this Offer Booklet may not be relied upon as having been authorised by the Company or by any of the Directors. None of the Company, the Directors or any other person warrants the future performance of the Company or the return of capital or income on any investment made under the Offer, or the amount or availability of any income derived from that investment.

In making representations in this Offer Booklet, the Company has considered that it is a disclosing entity for the purposes of the Corporations Act and the ASX Listing Rules, as well for certain matters that may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

Restrictions on distribution of this Offer Booklet

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer of New Shares in any place outside of Australia and New Zealand in which, or to any person to whom, it would be unlawful to make such an offer. The distribution of this Offer Booklet and the accompanying Entitlement and Acceptance Form in jurisdictions outside of Australia and New Zealand may be restricted by the laws applicable in the jurisdiction of the recipient of either or both of those documents. Persons who come into possession of this Offer Booklet and the accompanying Entitlement and Acceptance Form should seek professional advice in regard to, and observe, those restrictions. Any failure to comply with those restrictions may constitute a violation of applicable securities laws.

The Offer is not extended to, and no New Shares will be issued to, any Ineligible Shareholder.

This Offer Booklet has not been, nor will it be, lodged, filed or registered with any regulatory authority under the securities laws of any country outside of Australia.

It is the personal responsibility of each Applicant to ensure that it has complied with all laws of any country relevant to its Application. The return by an Applicant of a completed Entitlement and Acceptance Form will be taken by the Company to be a representation by that Applicant that it is an Eligible Shareholder and that its Application does not and will not result in a breach of any applicable law.

In particular, neither the Entitlements nor any of the New Shares have been, or will be, registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States of America.

This Offer Booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America. Accordingly, the Entitlements may not be issued to, purchased by, or taken up or exercised by, and neither the Entitlements nor any of the New Shares may be offered or sold to any US Person, unless such Entitlement or New Share has been registered under the Securities Act, or is offered and sold in a transaction that is exempt from, and not subject to, the registration requirements of the Securities Act and applicable securities laws of any state or other jurisdiction of United States of America. Neither this Offer Booklet nor any other documents relating to the Offer of Entitlements or New Shares may be sent to or distributed in the United States of America.

Application for New Shares

You may exercise your Entitlement to apply for New Shares at the issue price of A\$0.04 per New Share by:

- completing and returning to the Share Registry, the personalised Entitlement and Acceptance Form which accompanies this Offer Booklet; and
- with that completed Entitlement and Acceptance Form, either:
 - send to the Share Registry a cheque for the appropriate Application Money; or

- make payment of the appropriate Application Money through BPAY® or Electronic Funds Transfer - see **Section 5.3 and Section 5.4** for further details on payments by BPAY® or Electronic Funds Transfer.

In each case, payment of the appropriate Application Money must be made by no later than 5.00 p.m. (AEST) on **26 July, 2021 (Closing Date)**.

For further details of payment obligations, please also see **Section 4.2 and Section 5**.

If you have not received a personalised Entitlement and Acceptance Form, you can obtain one by telephone or online:

- request a replacement by telephone:
 - 1300 288 664 (toll free within Australia); or
 - +61 2 9698 5414 (outside Australia).
- request a replacement by email: hello@automicgroup.com.au

Privacy disclosure

The Company, its officers, employees, agents, contractors and third-party service providers (including the Share Registry) (collectively **Collecting Parties**) have already collected certain personal information from Eligible Shareholders. The Entitlement and Acceptance Form accompanying a hard copy of this Offer Booklet requires Eligible Shareholders to provide information that may be personal information for the purpose of the *Privacy Act 1988* (Cth) (**Privacy Act**) to the Collecting Parties. If an Eligible Shareholder submits an Application, the Collecting Parties may update personal information already collected or collect additional personal information about the Applicant. The personal information collected may include (but is not limited to) the Applicant's full name, date of birth, addresses and phone numbers.

The collection and management of an Applicant's personal information are conducted in accordance with the Privacy Act, which governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information.

Personal information that the Collecting Parties collect from Applicants through their Entitlement and Acceptance Forms is used to evaluate Applications and in the case of successful Applications, to issue securities in the Company to successful Applicants and provide services and appropriate administration in relation to those Applicants' security holdings in the Company.

The Corporations Act requires that the Company include personal information about Shareholders (including name, address and details of Shares held) in its public register and disclose this personal information to ASIC. The information contained in the Company's public register must remain there even if a person ceases to be a Shareholder or an Optionholder. Information contained in the Company's registers is also used to facilitate corporate communications (including the Company's financial results, annual report and other information that the Company may wish to communicate to its Shareholders and Optionholders) and for the purpose of compliance with legal and regulatory requirements.

If the Collecting Parties are obliged to do so by law, an Applicant's personal information will be passed on to other parties strictly in accordance with the applicable legal requirements. Once personal information is no longer needed by the Collecting Parties, the Collecting Parties will destroy, return or

de-identify that information.

By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Collecting Parties may:

- use the personal information provided by the relevant Applicant on and in connection with an Entitlement and Acceptance Form or an Application, for the purposes of the Offers and as otherwise set out above, and may disclose all or any of it for those purposes to the Company and its related bodies corporate, agents, contractors and third party service providers, including the Share Registry, mailing houses and professional advisers and to ASIC and other regulatory authorities; and
- disclose the relevant Applicant's personal information to recipients both in Australia and other jurisdictions for the purposes set out in this privacy disclosure statement, or as otherwise required by law.

If an Applicant does not provide the information required on the Entitlement and Acceptance Form, the Collecting Parties (as relevant) may not accept or process that Applicant's Application.

An Applicant can access, correct and update the personal information that the Company holds about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Booklet. There may be a fee payable for such access.

Defined terms

Capitalised terms used in this Offer Booklet are defined in **Section 9 - Glossary**.

2 Timetable

Event	Anticipated Date*
Issue of notice under section 708AA(2) of Corporations Act (Cleansing Notice)	23 June, 2021
Announcement of Offer and lodgement of Appendix 3B with ASX	23 June 2021
Shares quoted on an “ex-rights” basis**	25 June 2021
Record Date for determining eligibility of Shareholders to participate in the Offer	7.00 p.m. (AEST), 28 June 2021
Offer Booklet and Entitlement and Acceptance Form dispatched to Eligible Shareholders	1 July 2021
Last date to extend the Closing Date	21 July 2021
Closing Date	5.00 p.m. (AEST), 26 July 2021
New Shares Quoted on a deferred settlement basis	27 July 2021
Issue date/lodgement of Appendix 2A with ASX	(before noon (AEST)) 2 August 2021

* These dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules, to vary any of the dates relating to the Offer, including extending the Closing Date or accepting Applications after the Closing Date, either generally or in particular cases, in consultation with the Underwriter. However, all Applicants are encouraged to submit their Application as soon as possible. Any extension of the Closing Date will have a consequential effect on the date of issue, and the date of commencement in trading, of the New Shares.

Neither the Offer nor the Shortfall Offer requires the approval of Shareholders.

Any material changes to the above timetable will be announced by the Company on its ASX announcements platform and the Company’s website www.stricklandmetals.com.au. The Company’s announcements are accessible from ASX’s website at www.asx.com.au under the code “STK”.

** Shares commence trading without the right to participate in the Offer.

3 Chairman's Letter

Dear Shareholder,

On behalf of the Board, I am pleased to invite those Shareholders who qualify as an "Eligible Shareholder" to participate in a pro-rata non-renounceable rights issue by the Company to raise up to a maximum of \$4,201,443 (including associated costs of the rights issue and the Shortfall Offer) (collectively **Offer**).

The Company has also today announced a conditional placement to sophisticated and professional investors (**June 2021 Placement**) of 200,000,000 Shares at an issue price of \$0.04 to raise \$8 million, before costs of the June 2021 Placement. Completion of the June 2021 Placement is subject to shareholder approval, which the Company expects to obtain at an extraordinary general meeting to be held as soon as reasonably practicable. The June 2021 Placement was lead managed by Enrizen Capital Pty Ltd and supported by JP Equity Partners. However, Enrizen Capital Pty Ltd did not underwrite the subscription of any Shares offered under the June 2021 Placement.

The Company also today announced it has entered into a binding term sheet with Millrose Gold Mines Limited ACN 126 072 884 and Golden Eagle Mining Pty Ltd ACN 641 411 298 (collectively, **Vendors**) to acquire the Vendors' interest in the Millrose Gold Project (**Transaction**). The Millrose Gold project lies adjacent to the Company's Horse Well and Yandal East gold projects. It is approximately 6,00 square kilometres in size and lies roughly 30 kilometres east of the Northern Star Resources Limited's Jundee operation.

Details of the Offer

All Shareholders who are registered with Shareholdings listed on the ASX as at 7.00 p.m. (AEST) on 28 June, 2021 (**Record Date**) and who have a registered address in Australia or New Zealand, will be entitled to subscribe for 1 New Share for every 7 Shares held as at the Record Date.

All Entitlements will be rounded up to the nearest whole New Share.

Eligible Shareholders are further invited to subscribe for Shortfall Shares in addition to their Entitlement. Subject to the terms of the Shortfall Offer, all Shortfall Shares will be allocated at the discretion of the Board in consultation with the Underwriter. Please also refer to **Section 4.3** below.

The offer price payable on application for each New Share (**Offer Price**) is \$0.04, which represents a 13.5% discount to the 5-day volume weighted average closing price (**VWAP**) of Shares Quoted on the ASX up to and including 17 June, 2021 (being the last date Shares and Options traded on ASX prior to the public announcement of the Transaction and the June 2021 Placement), and being \$0.0454 per Share.

The Offer is currently scheduled to close at 5.00 p.m. (AEST) on 26 July, 2021 for Shareholdings listed on the ASX.

Any variation of the Closing Date will be announced by the Company on the ASX.

The Entitlements being offered under the Offer are non-renounceable. This means that your Entitlement cannot be sold and, if or to the extent not exercised by the Closing Date, will lapse and thereafter be of no value.

All New Shares issued under this Offer Booklet (including under the Shortfall Offer) will rank equally

with existing Shares (also refer to **Section 4.11**).

Underwriting of Offer

The Offer is fully underwritten by Enrizen Capital Pty Limited. The essential effect of this is that any Shortfall Shares that are not successfully applied for under the Shortfall Offer by Eligible Shareholders will, subject to the terms and conditions of the underwriting, be subscribed for by the Underwriter on essentially the same terms of the Shortfall Offer.

The terms and conditions of the underwriting are summarised in **Section 8.1**.

Purpose of the Offers

The primary purpose of the Offers is the same as the June 2021 Placement, namely, to raise sufficient capital to enable the Company to fund:

- the acquisition of the Millrose Gold Project from the Vendors, as announced to the market on 23 June 2021;
- continued exploration of the Company's existing and newly acquired projects in Western Australia;
- costs associated with the Offers; and
- a portion of the Company's working capital needs.

Further information regarding the use of the funds raised under the Offers is set out in **Section 6**.

Intention of Directors

It is the current intention, as at the date of this Offer Booklet, that Paul Skinner, David Morgan, Trent Franklin and Anthony McClure, each of whom have relevant interests in Shares will exercise or procure the exercise, all of their Entitlements under the Offer.

Actions for Shareholders

I and my fellow Directors encourage Eligible Shareholders to read this Offer Booklet in its entirety before making any decision as to whether to participate in the Offers. If you have any queries in relation to the Offers or the consequences of subscribing for New Shares in your particular circumstances, it is strongly recommended that you seek professional investment advice.

To also assist with any of general inquiries, you may ring the Share Registry on:

- from within Australia – 1300 288 664; and
- from outside Australia - +61 2 9698 5414.

However, and to be clear, the Company Secretary and the Share Registry will not provide any investment advice in regard to any proposed subscription for New Shares under either the Offer or the Shortfall Offer.

If you decide to participate in the Offer and, if applicable, the Shortfall Offer, please ensure that you return or procure the return, of the relevant completed Entitlement and Acceptance Form, either:



- with payment of the appropriate Application Money, paid by cheque, to the Share Registry; or
- by making payment of the appropriate Application Money by BPAY® or EFT - in that regard, please refer to **Sections 5.1, 5.2, 5.3** and **5.4**, as well as the terms of your Entitlement and Acceptance Form,

so that they are received on or before the close of the Offer, which is currently scheduled to occur at 5.00 p.m. (AEST) on 26 July, 2021 for Shareholdings listed on the ASX, unless extended at the discretion of the Board, and after prior consultation with the Underwriter.

If you:

- are not eligible to participate in the Offer or Shortfall Offer; or
- decide not to exercise all or some of your Entitlement,

you are not required to take any further action in relation to the Offers. However, it is likely that your current percentage shareholding in the Company will, as a result of the conduct of the Offers be diluted. The maximum extent of that dilution is estimated to be 29.32%.¹

For further details on how you can exercise your Entitlement, and the consequences of that exercise or otherwise allowing your Entitlement to lapse, please refer to **Section 5**.

On behalf of the Board, I take this opportunity to thank all Shareholders for their support of the Company and look forward to their continued support.

Yours faithfully,

Anthony McClure
Chairman

¹ Also includes Shares to be issued under June 2021 Placement.

4 Details of the Offer and the Shortfall Offer

4.1 Overview

Subject to the provisions of this **Section 4**, the Company is making the Offer to all persons that are registered as a Shareholder, and who have a registered address in Australia or New Zealand, as at the Record Date (each an **Eligible Shareholder**).

In addition, Eligible Shareholders who wish to apply for New Shares in excess of their Entitlement are invited to subscribe for Shortfall Shares, if any, pursuant to the Shortfall Offer.

The Board reserves the right to allocate and issue Shortfall Shares, at its sole discretion, but in consultation with the Underwriter.

For further details in relation to:

- the Offer, please refer to **Section 4.2**; and
- the Shortfall Offer, please refer to **Section 4.3**.

For details of how to apply under the Offer and the Shortfall Offer, please refer to **Section 5**.

This Offer Booklet, the Offer and the Shortfall Offer, and the contracts formed on acceptance of the Offer and, where applicable, the Shortfall Offer, are each governed by the laws applicable in the State of New South Wales, Australia.

4.2 Offer

The Company offers for subscription pursuant to a pro-rata non-renounceable entitlement issue to Eligible Shareholders, 1 New Share for every 7 Shares held as at the Record Date, at an issue price of A\$0.04 per New Share. That Application Money will be payable in full and in cleared and immediately available funds, on submission of an Application.

A New Share will be classified as a fully paid ordinary share in the issued capital of the Company in accordance with the provisions of the Offer and the Constitution.

All Entitlements will be rounded up to the nearest whole New Share.

The maximum number of New Shares that each Eligible Shareholder is entitled to apply for under the Offer is shown in the personalised Entitlement and Acceptance Form accompanying this Offer Booklet. Shareholdings on different registers or sub-registers will not be aggregated in calculating Entitlements.

Based on the capital structure of the Company as at the date of this Offer Booklet and assuming that all Entitlements are taken up in full:

- the maximum aggregate of New Shares to be issued pursuant to the Offer and the Shortfall Offer to Eligible Shareholders is 105,036,077 New Shares; and
- the Offer will raise up to a maximum of A\$4,201,443 (before the costs of the Offer and Shortfall

Offer, if applicable).²

The purpose of the Offer and the Shortfall Offer, and the intended use of funds raised pursuant to those Offers, are set out in **Section 6**.

The Offer is non-renounceable, which means that Entitlements – i.e. the right to subscribe for New Shares under the Offer and the Shortfall Offer - are unable to be traded or otherwise dealt with.

Eligible Shareholders who elect to take up their Entitlement, in whole or in part, should do so by no later than the Closing Date. Otherwise, their Entitlements will lapse and be of no value or effect.

If an Eligible Shareholder wishes to apply for New Shares under the Offer, please refer to **Section 5.1**.

The Offer is not conditional and there is no minimum dollar subscription amount.

4.3 Shortfall Offer

Any New Shares that are not the subject of a valid Application received by or on behalf of the Company on or before the Closing Date, will form part of the Shortfall and be regarded as Shortfall Shares.

The Shortfall Offer is a separate offer to the Offer made pursuant to this document and will remain open for the duration of the Shortfall Offer Period unless that period is closed earlier.

Only Eligible Shareholders who have exercised all their Entitlements under the Offer will be eligible and invited to apply for Shortfall Shares, at the same price per Shortfall Share as the Offer Price.

There will be no minimum dollar subscription amount of participation in the Shortfall Offer.

However:

- the allocation of Shortfall Shares to Eligible Shareholders under the Shortfall Offer, in addition to all their Entitlements exercised under the Offer, will be determined at the sole discretion of the Board, in consultation with the Underwriter; and
- the Board retains its discretion not to allocate Shortfall Shares to an Applicant to the extent that doing so would, or in the opinion of the Board is likely to, result in a breach of the Corporations Act (by the Applicant, the Company or otherwise) or any other applicable law or would require shareholder or regulatory approval to be obtained.

As Eligible Shareholders may apply for New Shares in excess of their exercised Entitlements, pursuant to the Shortfall Offer, some Eligible Shareholders may have the opportunity to increase their relevant interest in a percentage Shareholding up to an aggregate 20.0% (in total) of the total Share capital, if there is a Shortfall. However, if the Board is of the view that any allocation of Shortfall Shares to an Applicant would result in that Applicant (and its associates) holding a relevant interest in more than 20% of the total Share capital of the Company, it will only make that allocation if in doing so, the Board is of the opinion that the proposed allocation will not consequently oblige the proposed Applicant, under the laws, as primarily found in Chapter 6 of the Corporations Act, to make a takeover bid for all

² The eligibility of Shareholders to participate under the Offer will not be determined until the Record Date, which is currently scheduled to occur at 7.00 p.m. (AEST) on 28 June, 2021. As such, in calculating this figure, the Company is assuming that all Shareholders will be regarded as Eligible Shareholders as at the date of this Offer Booklet.

other Shares.

If you wish to apply for Shortfall Shares, please refer to **Section 5.2**.

4.4 Non-Renounceable Offer

The Offer is non-renounceable. Accordingly, where or to the extent that an Eligible Shareholder does not take up its Entitlement under the Offer, their shareholding is likely to be diluted with no compensating cash payment or any other benefit being made or given to that Eligible Shareholder. Securities not subscribed for by Eligible Shareholders will form part of the Shortfall Offer.

4.5 Underwriting

The Offer is underwritten by Enrizen Capital Pty Limited up to a maximum of 105,036,077 New Shares (**Underwritten Securities**).

The Company has agreed to pay the Underwriter an underwriting fee equal to 6% of the total gross amount raised under the Offers. All sub-underwriting and selling fees to third parties will be met from this fee by the Underwriter.

The Underwriter may terminate its obligations under the Underwriting Agreement in circumstances typically found in underwriting agreements of capital raisings analogous to the Offers, as detailed further in **Section 8.1** below. The Underwriting Agreement is otherwise made on terms considered standard for an agreement of its nature.

The Underwriter is a related party of the Company for the purpose of the Corporations Act, because the Underwriter is controlled by Trent Franklin, who is also a Director of the Company.

Notwithstanding this relationship between the Company and the Underwriter, the Board considered prior Shareholder approval to the entry into the Underwriting Agreement (which is deemed under the Corporations Act to be the giving of a financial benefit to the Underwriter) was not required on the basis that the terms of the Underwriting Agreement are considered to be on an 'arm's length' basis.

Any Shortfall Securities issued to the Underwriter will be issued pursuant to ASX Listing Rule 10.12 (Exception 2) and accordingly, Shareholder approval will not be required for that issue.

4.6 Overseas Shareholders

Subject to this **Section 4.6**, neither the Offer and the Shortfall Offer is intended to, and does not, constitute an offer of New Shares in any jurisdiction outside of Australia and New Zealand.

It is not practicable for the Company to comply with the securities laws of most overseas jurisdictions in which Eligible Shareholders are located, having regard to the number of overseas Shareholders, the number and value of New Shares and possibly Shortfall Shares, that these Eligible Shareholders would otherwise be Entitled to and the cost of complying with regulatory requirements in each relevant jurisdiction.

Accordingly, participation in the Offer and the Shortfall Offer is not being extended, and neither any New Shares or Shortfall Shares, are being offered and will not be issued to, any Eligible Shareholders or, as is applicable, any other person, with a registered address which is not located in Australia or New Zealand, as at the Record Date.

Eligible Shareholders holding Shares on behalf of third parties that are resident outside of Australia

and New Zealand (including nominees, custodians and trustees):

- are responsible for ensuring that its or their participation under the Offer and, if applicable, the Shortfall Offer, on behalf of any such third party, does not breach the laws and regulations of the jurisdiction in which that third party is resident; and
- should seek independent professional advice and observe any applicable restrictions in relation to making an Application or otherwise participating in the Shortfall Offer.

Return of a completed Entitlement and Acceptance Form or payment by BPAY® or Electronic Funds Transfer will be taken by the Company to constitute a representation that there has been no breach of any applicable foreign laws and regulations.

The Company reserves the right, in its sole discretion, to:

- reject any Application, or participation in the Shortfall Offer, that the Company believes comes from a person who is not an Eligible Shareholder or otherwise permitted to make such an Application or undertake such a participation; and
- reduce the number of New Shares to be allocated to Eligible Shareholders, persons claiming to be Eligible Shareholders or claiming to be entitled to participate in the Shortfall Offer, if the Company reasonably considers any such claim to be false, exaggerated or unsubstantiated or likely to result in a person acquiring, through participation in the Offer or the Shortfall Offer, a relevant interest in more than 20% of all Shares on completion of the Offers.

Eligible Shareholders and any other person intending to participate in the Shortfall Offer who are resident in New Zealand should consult their professional advisers as to whether any governmental or other consent is required, or whether other formalities need to be observed, to enable them to exercise their Entitlements under the Offer or otherwise participate in the Shortfall Offer.

The Offers are being made to Eligible Shareholders resident in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2013 and the Financial markets Conduct (Incidental Offers) Exemption Notice 2016.

This document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand Law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

The distribution of this Offer Booklet and the Entitlement and Acceptance Form outside Australia and New Zealand may be restricted by law. If you come into possession of these documents, you should observe such restrictions and should seek your own expert advice about such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

4.7 Restrictions on Offer in the United States of America

This Offer Booklet, the Cleansing Statement and any accompanying ASX announcements, and any Entitlement and Acceptance Form, do not constitute an offer to sell, or a solicitation of an offer to buy, any securities to any US Person, or in any other jurisdiction in which such an offer would be illegal. Neither this Offer Booklet, the Cleansing Statement nor any Entitlement and Acceptance Form may be distributed in or released in the USA or to any US Person.

No Entitlement, New Share or Shortfall Share, has been or will be registered under the Securities Act

or the applicable securities laws of any state or other jurisdiction of USA.

Entitlements may not be exercised or purchased by US Persons. No Entitlement, New Share, Shortfall Share, may be:

- offered or sold in USA; or
- resold in the USA,

unless such Entitlement, New Share, Shortfall Share, has been registered under the Securities Act or is offered or sold in a transaction that is exempt from, or not subject to, the registration requirements of the Securities Act or the applicable securities laws of any state or other jurisdiction of USA.

4.8 Not a Prospectus

Neither this Offer Booklet nor the Entitlement and Acceptance Form that accompanies this Offer Booklet, is a prospectus for the purposes of the Corporations Act and has not been lodged with ASIC. These documents do not contain the type of information which would be required to be included in a prospectus. Accordingly, the level of disclosure contained in this Offer Booklet is significantly less than required under a prospectus and Eligible Shareholders should consider all relevant facts and circumstances, including their knowledge of the Company and all disclosures made to the ASX and should consult their professional advisors before deciding to accept the Entitlement Offer.

4.9 Quotation of New Shares by ASX

An application for Official Quotation of the New Shares was lodged with ASX prior to the announcement of the Offers.

No New Shares will be issued until ASX grants permission for Quotation of the New Shares subscribed for under this Offer and, if applicable, the Shortfall Offer. The New Shares issued pursuant to this Offer and the Shortfall Offer, are expected to be allotted and issued in accordance with the timetable in **Section 2**.

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

4.10 Allotment and issue of New Shares

New Shares subscribed for under the Offer and the Shortfall Offer will be allotted and issued as soon as practicable after the Closing Date, in accordance with the timetable in **Section 2**.

The Company will allot New Shares subscribed for under:

- the Offer on the basis of Applications received; and
- the Shortfall Offer on the basis set out in **Section 4.3**.

The Board retains its discretion not to allocate New Shares (including Shortfall Shares), to an Applicant to the extent that doing so would result in a breach of the Corporations Act (by the Applicant, the Company or otherwise) or other applicable law or would require shareholder or regulatory approval to be obtained.

Where the number of New Shares issued to an Applicant is less than the number of New Shares applied

for, the Application Money received by the Company in respect of those New Shares applied for but not issued, will be refunded, without interest, to the Applicant as soon as practicable after the Closing Date.

Pending the allotment and issue of the New Shares, or the payment of any refunds, all Application Money will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company will be entitled to retain all interest that accrues on monies held in that bank account whether or not the issue of New Shares takes place, and each Applicant waives the right to claim such interest.

4.11 Rights and liabilities attaching to New Shares

All New Shares issued pursuant to the Offer and the Shortfall Offer will be fully paid ordinary shares in the issued capital of the Company.

The following is a general description of the more significant rights and liabilities attaching to the New Shares. This summary is not exhaustive. Full details of the rights and liabilities attaching to New Shares are contained in the Company's Constitution, the Corporations Act and the ASX Listing Rules.

(a) General Meeting

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.

(b) Voting

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Share held by them.

(c) Dividends

The New Shares will rank equally with all other issued Shares. The New Shares will participate in any dividends the Directors may determine to distribute out of the Company's profits earned from time to time.

Subject to the rights of holders of Shares of any special preferential or qualified rights attaching thereto, the profits of the Company are divisible amongst the holders of Shares in proportion to the Shares held by them. The Directors may from time to time pay to Shareholders such dividends as, in their judgment, the position of the Company justifies.

(d) Winding up

Upon paying the Application Monies for New Shares, a holder of New Shares will have no further liability to make payments to the Company in the event of the Company being wound 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 assets of the Company, and may for that purpose set such value as the liquidator considers fair upon any assets to be divided and may determine how the division is to be carried out as between the Shareholders.

(e) **Shareholder liability**

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

(f) **Power to issue Shares**

Subject to the Corporations Act and the ASX Listing Rules, the Board may issue:

- (i) such number of Shares, in addition to Shares currently issued and the New Shares, as it determines; and
- (ii) Shares that rank, as to voting or distribution rights or both, equally with, or in priority to, any existing Shares, or the New Shares.

(g) **Transfer of Securities**

Generally, the securities in the Company will be freely transferable, subject to satisfying the usual requirements of security transfers on the ASX. The Directors may decline to register any transfer of Shares but only where permitted to do so under its Constitution or the ASX Listing Rules.

(h) **Increase of capital**

The Company may at any time and from time to time, increase the capital of the Company by the creation of additional Shares or other securities, of such amounts and of such class as it thinks appropriate.

(i) **Sale of non-marketable holdings**

The Company may take steps in respect of non-marketable holdings of Shares to effect an orderly sale of those Shares in the event that holders do not elect to retain their non-marketable holdings.

The Company may only take steps to eliminate non-marketable holdings in accordance with the Constitution and the ASX Listing Rules.

For more details of the rights attaching to Shares, investors should refer to the Constitution.

A copy of the Constitution is available for inspection, free of charge, on the Company's website at <https://www.stricklandmetals.com.au>.

4.12 Taxation implications

The Directors do not consider that it is appropriate to give Shareholders advice regarding the taxation consequences of applying for New Shares, under the Offer or the Shortfall Offer, as it is not possible to provide a comprehensive summary of the possible taxation consequences for individual Shareholders.

The Company, its advisers, officers, employees and agents do not accept any responsibility or liability for any taxation consequences arising from subscribing for any New Shares, pursuant to the Offer or the Shortfall Offer. Shareholders should consult their own professional tax adviser in connection with the taxation implications of acquiring New Shares, Shortfall Shares, pursuant to the Offer or the Shortfall Offer, before making a decision to do so.

4.13 Withdrawal of Offer and/or the Shortfall Offer

The Company reserves the right not to proceed with the Offer and/or the Shortfall Offer at any time before the issue of New Shares or Shortfall Shares to Eligible Shareholders or other Applicants. If the Offer or the Shortfall Offer does not proceed, the Company will return all Application Money, without interest, as soon as practicable after giving notice of its withdrawal.

4.14 Enquiries

Shareholders with queries in relation to the Offer and/or the Shortfall Offer may contact the Share Registry by:

- telephone:
 - from within Australia – 1300 288 664; or
 - from outside Australia - +61 2 9698 5414
- email: hello@automicgroup.com.au

5 Action required by Eligible Shareholders

5.1 How to accept the Offer

Your acceptance of the Offer may be made through the personalised Entitlement and Acceptance Form accompanying this Offer Booklet in accordance with the instructions set out in this **Section 5.1**.

Acceptance of the Offer must not exceed your Entitlement as specified on your personalised Entitlement and Acceptance Form. If it does, any acceptance of the Offer in respect of New Shares that is in excess of the number of New Shares that are the subject of your Entitlement may, at the discretion of the Board in consultation with the Underwriter, be deemed as an application for an equivalent number of Shortfall Shares under the Shortfall Offer, without consultation with you.

You may participate in the Offer as follows:

- (a) if you wish to accept your Entitlement **in FULL**, complete the Entitlement and Acceptance Form, and:
 - (i) attach your cheque for the amount indicated on the Entitlement and Acceptance Form; or
 - (ii) make payment of the amount indicated on the Entitlement and Acceptance Form through BPAY® as per the instructions for BPAY® set out in the Entitlement and Acceptance Form; or
 - (iii) make payment of the amount indicated on the Entitlement and Acceptance Form by electronic funds transfer (**EFT**) by using the personal reference number which is required to identify your shareholding and follow the steps on your Entitlement and Acceptance Form; or
- (b) if you only wish to accept your Entitlement **in PART**, complete the Entitlement and Acceptance Form, filling in the details (including the total number of New Shares you wish to accept) in the space provided, and
 - (i) attach your cheque for the appropriate amount of Application Money (at \$0.04 per New Share being applied for); or
 - (ii) make payment of the relevant Application Money through BPAY® as per the instructions for BPAY® set out in the Entitlement and Acceptance Form; or
 - (iii) make payment of the relevant Application Money by EFT by using the personal reference number which is required to identify your shareholding and follow the steps on your Entitlement and Acceptance Form.

If you do **NOT** wish to accept **ANY PART** of your Entitlement, **you are not required to take any further action**. That part of your Entitlement not accepted will form part of the Shortfall and will be dealt with under the Shortfall Offer.

The duly completed accompanying Entitlement and Acceptance Form and above mentioned payment must be received by the Company no later than **5.00 p.m. (AEST) on 26 July, 2021**.

5.2 Participation in Shortfall Offer

If you wish to exercise your Entitlement in full and, in addition, also apply for additional New Shares forming part of the Shortfall, you are required to:

- (a) complete the accompanying Entitlement and Acceptance Form in accordance with the instructions set out in that form;
- (b) make payment:
 - (i) by returning the completed Entitlement and Acceptance Form, together with a payment of the Application Money for all of the New Shares that you have applied for under **BOTH** the Offer and the Shortfall Offer; or
 - (ii) make payment of the relevant Application Money through BPAY® or EFT as per the instructions for BPAY®/EFT set out in the Entitlement and Acceptance Form; and
- (c) otherwise comply with the applicable instructions set out in **Section 5.1**.

The duly completed accompanying Entitlement and Acceptance Form and above mentioned payment must be received by the Share Registry no later than **5.00 p.m. (AEST) on 26 July 2021**.

5.3 Payment terms

The Offer Price for each New Share, at A\$0.04, must be paid in full as stated in **Section 4.2** and elsewhere in this Offer Booklet and in immediately available funds.

To be valid, all Applications must be received by the Share Registry **no later than 5.00 p.m. (AEST) on 26 July 2021**, or such later date as determined at the discretion of the Board.

Payments by cheque

All payments made by cheque must be drawn on an Australian Bank, made payable in Australian currency to **“Strickland Metals Limited – Pro Rata Offer”** and crossed **“Not Negotiable”**.

For payments made by cheque, your completed Entitlement and Acceptance Form, together with your cheque must be forwarded by mail to the Share Registry, using the instructions on the Entitlement and Acceptance Form or in the return envelope provided.

Payments through BPAY®

Those who elect to pay through BPAY® must follow the instructions for BPAY® set out in the Entitlement and Acceptance Form.

Investors who elect to pay through BPAY® will NOT need to return their completed Entitlement and Acceptance Form.

Shareholders should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment and it is the responsibility of the Shareholder to ensure that funds are submitted through BPAY® by the date and time referred to above. If you elect to pay through BPAY®, you must follow the instructions for BPAY® set out in the Entitlement and Acceptance Form.

If you are paying by BPAY®, please make sure to use the specific Biller Code and unique Customer

Reference Number on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that form. If you inadvertently use the same Customer Reference Number for more than one of your Entitlements, any additional Application Monies received for New Shares in excess of your Entitlement, may be applied to the Shortfall Offer. Please note that a limit may apply on the dollar amount that can be transferred via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY will not exceed that limit.

If you have multiple holdings, you will have multiple BPAY Customer Reference Numbers provided on each of your personalised Entitlement and Acceptance Forms. To ensure that you successfully take up your Entitlement in respect of each holding, you must use the Customer Reference Number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of those holdings.

Payment through EFT

Those who elect to pay through EFT must follow the instructions for EFT set out in the Entitlement and Acceptance Form.

Investors who elect to pay through EFT will NOT need to return their completed Entitlement and Acceptance Form.

Shareholders should be aware that their own financial institution may implement earlier cut off times with regard to electronic payment and it is the responsibility of each Applicant to ensure that funds are submitted through EFT by the date and time referred to above. If you elect to pay through EFT, you must follow the instructions for EFT set out in the Entitlement and Acceptance Form.

If you are paying by EFT, please make sure to use the specific personal reference number which is required to identify your shareholding on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the personal reference number specific to the Entitlement on that form. If you inadvertently use the same personal reference number for more than one of your Entitlements, any additional Application Monies received for New Shares in excess of your Entitlement, may be applied to the Shortfall Offer. Please note that a limit may apply on the dollar amount that can be transferred via EFT. It is your responsibility to check that the amount you wish to pay via EFT will not exceed that limit.

If you have multiple holdings, you will have multiple EFT personal reference numbers provided on each of your personalised Entitlement and Acceptance Forms. To ensure you successfully take up your Entitlement in respect of each holding, you must use the personal reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of those holdings.

In order to make payment by EFT you must be an account holder with an Australian financial institution and ensure that your payment for the appropriate amount that supports EFT transactions is received by the Share Registry before 5:00pm (AEST) on the Closing Date.

5.4 Entitlement and Acceptance Forms, or payment through BPAY® or EFT, are binding

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY® or EFT, constitutes a binding Application to subscribe for that number of New Shares and, if applicable that number of Shortfall Shares, specified in the Entitlement and Acceptance Form or which the payment by BPAY® or EFT will pay for in full (as applicable). That Application cannot be withdrawn or varied once lodged or paid, except to the extent permitted or required by law.

If the Entitlement and Acceptance Form is not completed correctly, the Board, in its absolute discretion, can reject it or treat it as valid, either in whole or in part. The Board's decision as to whether to accept or reject an Entitlement and Acceptance Form, either in whole or in part, or how to construe, amend or complete it, is and will remain final and binding. The Entitlement and Acceptance Form does not need to be signed by or on behalf of the Applicant to be binding.

6 Purpose and Effect of the Offer

6.1 Purpose of the Offer and use of funds

The purpose of the Offer and Shortfall Offer is to raise up to \$4,201,443 (including costs associated with the Offers).

The proceeds of the Offer and the Shortfall Offer are planned to be used for the same purpose as the funds raised under the Company's June 2021 Placement being:

- the acquisition of the Millrose Gold Project from Millrose Gold Mines Ltd and Golden Eagle Mining Pty Ltd (as announced to the market on 23 June 2021);
- continued exploration of the Company's existing and newly acquired projects in Western Australia;
- costs associated with the Offers; and
- a portion of the Company's working capital needs.

The above use of funds is a statement of current intentions as at the date of this Offer Booklet. Investors should note that the allocation of the funds raised from the Offers as set above may change depending on various factors including, but not limited to, the success of the Company's business plan, marketing campaigns, business development, regulatory developments and economic decisions. The Company reserves the right to alter the purposes and/or the amounts in which any of those funds may be applied.

6.2 Effect of the Offers

The principal effect of the Offers, assuming all New Shares offered under this Offer Booklet are subscribed for by Eligible Shareholders, the Underwriter, Sub-Underwriting Directors or such other persons as the Company, in consultation with the Underwriter, allots Shortfall Shares, will be to:

- (a) increase the cash reserves of the Company by \$4,201,443 (before costs associated with the Offers), immediately after completion of the Offers. The Company's cash reserves will also be increased by a further \$8,000,000 (before costs) on completion of the June 2021 Placement; and
- (b) increase the number of Shares on issue from 735,252,534 as at the date of this Offer Booklet to a total of 1,040,288,611 Shares, following completion of the Offers and the June 2021 Placement.

6.3 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all Entitlements are accepted is set out below.

6.3.1 Shares

The actual effect on the capital structure and relative ownership percentages of Shareholders, of the issue of New Shares under this Offer Booklet, will depend on the exact number of New Shares that are subscribed for and issued under the Offer, and if applicable, under the Shortfall Offer. The actual and

potential dilutionary effect of the issue of New Shares on existing Shareholders who do not participate in the Offer and, if applicable, the Shortfall Offer, is (based on the assumptions and qualifications stated) outlined in **Section 6.4**.

Item	No. of Shares	% of issued capital ²
Shares currently on issue	735,252,534	70.68%
New Shares and Shortfall Shares ¹	105,036,077	10.10%
Shares Issued Pursuant to June 2021 Placement	200,000,000	19.22%
Total	1,040,288,611	100.00%

1. Assumes full subscription under the Offer and the Shortfall Offer.
2. Assumes completion of the issue of all New Shares under the Offer and the Shortfall Offer, as well as under the June 2021 Placement

6.3.2 Options

In addition, the Company currently has 234,650,647 existing Options.

As no further Options or other convertible securities will be issued pursuant to either of the Offers, the number of Options will not increase as a result of the Offers. Options on issue comprise of the following:

- 157,050,647 listed options (ASX:STKOA) exercisable at \$0.036 expiring on 17/05/2024;
- 6,000,000 unlisted options exercisable at \$0.04 expiring 20/11/2022;
- 1,000,000 unlisted options exercisable at \$0.05 expiring at 30/11/2021;
- 10,600,000 unlisted options exercisable at \$0.025 expiring 29/10/2021;
- 15,000,000 unlisted options exercisable at \$0.025 expiring 22/07/2024;
- 9,500,000 unlisted options exercisable at \$0.04 expiring 28/08/2024;
- 11,500,000 unlisted options exercisable at \$0.04 expiring 28/08/2024;
- 19,000,000 unlisted options exercisable at \$0.05 expiring 28/08/2024;
- 1,000,000 unlisted options exercisable at \$0.07 expiring 24/09/2024;
- 2,000,000 unlisted options exercisable at \$0.07 expiring 24/09/2024; and
- 2,000,000 unlisted options exercisable at \$0.085 expiring 24/09/2024.

6.4 Dilutive effect on current Shareholdings

The maximum number of New Shares and Shortfall Shares which will be issued pursuant to the Offers will be 105,036,077. This will equate to approximately 10.10% of all the issued Shares following completion of the Offers and completion of the June 2021 Placement. Subject to the extent to which current Shareholders exercise their respective Entitlements, it is possible that the relevant percentage of Shares held by all Shareholders will be reduced as a result of the dilutionary effect of the proposed issue of New Shares.

By way of example, the Company provides below an analysis of the possible dilutionary effect that the Offers may have, on both:

- a wholly undiluted basis – i.e. where it is assumed that no existing Options have been or will be exercised; and
- a fully diluted basis – i.e. where it is assumed that all existing Options have been exercised,

and where in each of the above scenarios, it is assumed that none of the Shareholders exercise any of their respective Entitlements.

In respect of each Eligible Shareholder that exercises some (but not all) of its Entitlements, the dilutive effect of the Offer on that Eligible Shareholder's proportionate respective Interest in the Company will depend on the extent to which it, and each other Eligible Shareholder, exercises up their respective Entitlements.

(a) On an undiluted basis

Shareholder	Shareholding as at Record Date	% holding at Record Date	% holding post Offers ¹
Shareholder 1	25,000,000	3.40	2.40
Shareholder 2	10,000,000	1.36	0.96
Shareholder 3	5,000,000	0.68	0.48
Shareholder 4	1,500,000	0.20	0.14
Shareholder 5	400,000	0.05	0.04

1. Assumes completion of the issue of all New Shares under the Offer and the Shortfall Offer, as well as under the June 2021 Placement.

(b) On a fully diluted basis

Shareholder	Shareholding as at Record Date	% holding at Record Date	% holding post Offers ²
Shareholder 1	25,000,000	2.58	1.96
Shareholder 2	10,000,000	1.03	0.78
Shareholder 3	5,000,000	0.52	0.39
Shareholder 4	1,500,000	0.16	0.12
Shareholder 5	400,000	0.04	0.03

2. Assumes completion of the issue of all New Shares under the Offer and the Shortfall Offer, as well as under the June 2021 Placement.

Conversely, if an Eligible Shareholder takes up its Entitlement in full and subscribes for additional Shortfall Shares under the Shortfall Offer, the relative percentage Interest in the Company of that Eligible Shareholder will increase as a result of that subscription under the Shortfall Offer, depending on how many Shortfall Shares are allocated to that Eligible Shareholder.

6.5 Effect of the Offers on the Control of the Company

Pursuant to the terms of the Offers and the Underwriting Agreement, the Company and the Underwriter will ensure that no person (including the Underwriter, any Sub-Underwriting Director or any of their respective Associates) will acquire, through participation in the Offers or the Shortfall Offer, a relevant interest in, or increase their holding of relevant interests to, an amount in excess of 20.0% of all Shares on issue on completion of the Offers.

The Underwriter is a related party of the Company for the purpose of the Corporations Act by virtue of being controlled by Trent Franklin, who is also a Director of the Company.

Notwithstanding the potential control effect of the Underwriter underwriting the Offer, the Company understands that, other than as disclosed in this Offer Booklet and previously announced by the Company, the Underwriter has no present intention of making any significant changes to the business of the Company. These intentions are based on information concerning the Company, its business and the business environment which is known to the Underwriter at the date of this Offer Booklet. These present intentions may change as new information becomes available, as circumstances change or in the light of all material information, facts and circumstances necessary to assess the operational, commercial, taxation and financial implications of those decisions at the relevant time.

The allocation of Shortfall Securities under the Shortfall Offer will be at the sole and absolute discretion of the Company, in consultation with the Underwriter.

Subject to the preceding provisions, the Directors reserve the ultimate right to make allocations of New Shares and Shortfall Securities, after consultation with the Underwriter.

The Underwriter's relevant interest in Shares under several scenarios, is set out in the table immediately below:

Event	Shares held by Underwriter	Voting power of Underwriter % ^{1,2}
Date of Offer Booklet	16,000,000	2.17
Fully Subscribed ³	18,285,714	1.76
75% Subscribed by Eligible Shareholders	42,259,019	4.06
50% Subscribed	68,518,039	6.59
25% Subscribed	94,777,058	9.11

1. Assumes Underwriter subscribes for all Shortfall Shares and no Shortfall Shares are allocated to sub-underwriters or third parties (including to Shareholders in excess of their respective Entitlement).
2. Also considers issue of Shares under June 2021 Placement.
3. Assumes Underwriter (and its related parties) take up their rights in full.

The Company considers it is unlikely that no Eligible Shareholders will exercise their rights in respect of any part of their respective Entitlements under the Offer or apply for any additional Shortfall Securities under the Shortfall Offer. The voting power of the Underwriter and its associated entities will reduce by an amount that corresponds to the number of New Shares and Shortfall Shares issued under the Offer and the Shortfall Offer, respectively, to any person other than the Underwriter or any

Associate of the Underwriter. The Directors believe that the Offer has been priced to encourage Eligible Shareholders to participate in the Offer and the Shortfall Offer, which in turn will enable the Company to achieve the objectives stated in **Section 6.1**.

The Company considered alternative options for raising capital and resolved that the Offers on the terms detailed in this Offer Booklet, in conjunction with the June 2021 Placement, were the most favourable course open to the Company and its Shareholders, given the Company's strategic objectives and having regard to the relevant circumstances existing at the date of this Offer Booklet.

The Directors consider, having regard to all available capital raising options, that entering into the Underwriting Agreement with the Underwriter provides the Company and the Shareholders with the highest degree of certainty in the time available, that the Offers will be successful.

6.6 Substantial Shareholders

Based on the Company's share register at the date of this Offer Booklet, immediately below is a table showing Shareholders that have a relevant interest in Shares or voting power in the Company (**Interest**) of 5% or more.

Shareholder	Number of Shares currently held	% of holding in Company	Entitlement to New Shares
L11 Capital Pty Ltd	38,833,333	5.28%	5,547,619

L11 Capital Pty Ltd is a company related to and controlled by Andrew Bray, the Chief Executive Officer of the Company, and it has confirmed to the Board that it will be exercising its Entitlement in full.

7 Risk Factors

7.1 Introduction

Any investment carried out under this Offer Booklet should be considered highly speculative. Due to the nature of the Company's business activities and mineral exploration interests, making or increasing an investment in the Company carries with it risks reasonably expected of an investment in a business of this type. Applicants should read this Offer Booklet in full, consider all the risk factors described within it (including this **Section 7**) and all other relevant material including the Company's announcements. If an Applicant is in any doubt, or requires clarification or further additional information, that Applicant should contact their stockbroker, accountant, solicitor or other professional adviser before deciding whether to apply for any New Shares.

Additional risks are detailed below. These risk factors should not be taken as being exhaustive of the risks faced by the Company or an investment in the Company. The risk factors described below, and others not specifically referred to below, may, in the future, affect the financial performance of the Company and the value of an investment in the Company.

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

Therefore, no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities is given.

7.2 Key Risks and dependencies associated with the Company include:

(a) Dilution Risk

Upon completion of the Offers (assuming full subscription) and including the shares to be allotted to investors under the June Placement 2021, the number of Shares will increase from 735,252,534 currently on issue, to 1,040,288,611 Shares. This means existing Shareholders may have their existing Shareholdings in the Company diluted by up to approximately 29.32%.

The Company also currently has 234,650,647 Options on issue. The exercise of some or all of these Options will have a dilutionary effect on an existing Shareholder's current Interest in the Company.

(b) Changes in commodity price

In the event that the Company proceeds to a production scenario, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price risk. Commodity prices (including for gold and silver) fluctuate and are affected by many factors beyond the control of the Company and the Board.

The profitability of the Company's operations is significantly affected by changes in the commodity price. Commodity prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Company.

The factors that may affect the Commodity prices include industry factors such as:

- industrial and jewellery demand;

- the level of demand for metals as an investment;
- central bank lending, sales and purchases of metals;
- speculative trading; and
- costs of and levels of global production by producers of the metals.

Commodity prices may also be affected by macroeconomic factors, including:

- expectations of the future rate of inflation;
- the strength of, and confidence in, the United States dollar, the currency in which the price of the metal is generally quoted, and other currencies;
- prevailing and anticipated interest rates and foreign exchange rates; and
- global or regional political or economic uncertainties.

The price of commodities can be subject to volatile and material price movements. Depending on commodity prices, cash flow from mining operations may not be sufficient to cover costs of production and capital expenditures. If, as a result of a decline in commodity prices, revenues from metal sales were to fall below cash operating costs, the Company may determine that it is not economically feasible to continue development and production of some or all of its current projects. This could have an adverse impact on the Company's financial performance and results of operations. The Company may curtail or suspend some or all of its exploration activities – either temporarily or permanently - with the result that depleted reserves are not replaced.

(c) Operational Risk

If the Company decides to develop and commission a mine, the operations of the Company including mining and processing may be affected by a range of factors. These include failure to achieve predicted mineral grade, mining and processing, technical difficulties encountered in commissioning and operating plant and equipment, mechanical failure, metallurgical problems, changes in operational, capital and sustaining costs, adverse or seasonal weather conditions, adverse geological conditions, industrial and environmental accidents, industrial disputes, unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment and inability to obtain or maintain any necessary consents or approvals.

(d) Regulatory Issues

Mining operations are subject to extensive regulations, including environmental, health and safety and other regulations, as well as the need to manage relationships with local communities.

The Company's exploration activities and any future mining operations are subject to extensive laws and regulations, which include laws and regulations governing, among other things exploration, development, production, exports, taxes, labour standards, mining royalties, price controls, waste disposal, protection and remediation of the environment, reclamation, historic and cultural resource preservation, mine safety and occupational health, handling, storage and transportation of hazardous substances and other matters.

The costs of discovering, evaluating, planning, designing, developing, constructing, operating, closing

and rehabilitating the Company's mines and other facilities in compliance with such laws and regulations are significant. It is possible that the costs and commonly experienced delays associated with the Company's ability to comply with such laws and regulations could become such that the Company may elect not to proceed with the development of, or continue to operate, a mine.

As part of its normal course of operating and development activities, the Company has expended significant resources, both financial and managerial, to comply with governmental and environmental regulations and permitting requirements, and will continue to do so in the future. Moreover, it is possible that future regulatory developments, such as increasingly strict environmental protection laws, regulations and enforcement policies thereunder, and claims for damages to property and persons resulting from the Company's operations, could result in additional substantial costs and liabilities, restrictions on or suspension of the Company's activities and delays in the exploration of and development of its properties.

The Company is required to obtain governmental permits for expansion or advanced exploration activities at its operating and exploration properties. Obtaining the necessary governmental permits is a complex and time-consuming process involving numerous agencies and other interested parties. There can be no certainty that these approvals will be granted to the Company in a timely manner, or at all. The duration and success of each permitting effort are contingent upon many variables not within the Company's control. The issue of governmental approvals, licenses and permits are subject to the discretion of the applicable governments or governmental officials, and any exercise of such discretion will typically take into account other parties' interests or rights.

In the context of environmental protection permitting, including the approval of reclamation plans, the Company must comply with known standards, existing laws and regulations that may entail greater or lesser costs and delays depending on the nature of the activity to be permitted and the interpretation of the laws and regulations implemented by the permitting authority. No assurance can be given that the Company will be successful in obtaining or maintaining any or all of the various approvals, licenses and permits required to operate its businesses in full force and effect or without modification or revocation. The failure to obtain or renew certain permits, or the imposition of extensive conditions upon certain permits, could have a material adverse effect on the Company's business, operations and financial condition.

Failure to comply with applicable environmental, health and safety laws can result in injunctions, damages, suspension or revocation of permits and imposition of penalties. There can be no assurance that the Company has been or will be at all times in complete compliance with all such laws or permits, that the Company's compliance will not be challenged or that the costs of complying, as well as the costs of the consequences of failing to comply, with current and future environmental, health and safety laws and permits will not materially or adversely affect the Company's future cash flow, results of operations and financial condition.

As a consequence of public concern about the perceived ill effects of mining and land development, mining companies such as the Company face increasing public scrutiny of their activities. Criticism of the Company's activities or negative publicity, whether accurate or not, could result in damage to the Company's reputation which could have a material and adverse effect on the Company's share price. The international standards on social responsibility, community relations and sustainability against which the Company benchmarks its operations are becoming increasingly stringent and extensive over time, and adherence to them is increasingly scrutinised by regulatory authorities, citizens groups and environmental groups, as well as by investors and financial institutions.

The Company's mineral exploration and any planned development activities are subject to various federal, provincial and local government laws and regulations governing, among other things,

acquisition of mining interests, maintenance of claims, tenure, expropriation, prospecting, development, mining, production, price controls, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, water use, land use, treatment of indigenous peoples, environmental protection and remediation, endangered and protected species, mine safety and other matters. Although the Company's exploration is currently believed by the Company to be carried out in accordance with all applicable laws and regulations, no assurance can be given that new laws and/or regulations will not be enacted or that existing laws and regulations will not be applied or amended in a manner that could have a material adverse effect on the business, financial condition and results of operations of the Company. By way of example only, these new laws or regulations could introduce changes to or invalidation of government mining laws and regulations, expropriation or revocation of land or property rights, changes in foreign ownership rights or changes in taxation rates. The Company is subject to changes to the royalty regimes in the jurisdictions in which it operates. The costs and delays associated with obtaining and complying with necessary licences and permits as well as applicable laws and regulations could stop or materially delay or restrict the Company from proceeding with the development of an exploration project. Any failure to comply with applicable laws, regulations or licensing and permitting requirements, even if inadvertent, may result in enforcement actions thereunder.

(e) Social Responsibilities

The Company's operations can also have an impact on local communities. Failure to manage relationships with local communities, governments and non-government organisations may harm the Company's reputation as well as its ability to bring development projects into production. In addition, the costs and management time required to identify and comply with standards of social responsibility, community relations and sustainability, including costs related to resettlement of communities or infrastructure, have increased substantially and are expected to further increase over time.

(f) Native Title

Both the Native Title Act 1993 (Cth), related State Native Title legislation and Aboriginal land rights and Aboriginal heritage legislation may affect the Company's ability to gain access to prospective exploration areas or obtain production titles. Compensatory obligations may be necessary in settling Native Title claims if lodged over any tenements acquired by the Company.

(g) Environmental

The Company's operations sometimes result in the release of hazardous materials into the environment and these releases, whether or not planned, could cause contamination. The Company may be required to investigate and remediate contamination, including at properties it formerly operated, regardless of whether it caused the contamination or whether the activity causing the contamination was legal at the time it occurred. The Company also could be subject to claims by government authorities, individuals, employees or third parties seeking damages for alleged illness, personal injury or property damage resulting from hazardous material contamination or exposure caused by its operations or sites. The Company could be required to establish or substantially increase financial provisions for such obligations or liabilities and, if it fails to accurately predict the amount or timing of such costs, the related impact on its business, financial condition or results of operations could be materially adverse.

(h) Exploration Risk

There can be no guarantee that planned exploration programs will lead to positive exploration results and the discovery of a commercial deposit or further, a commercial mining operation. By its nature

the business of mineral exploration, which the Company will be undertaking, contains significant risks. By its nature, mineral exploration and production is a speculative endeavour and can be hampered by the unpredictable nature of mineral deposits, particularly with respect to predicted extrapolations to depth from known mineralisation, poor drilling techniques, incorrect grade estimates, unforeseen and adverse ground conditions, flooding, inclement weather, poor equipment availability, force majeure circumstances and cost overruns from unforeseen events. Resource estimates themselves are necessarily imprecise and depend upon interpretations that can prove to be inaccurate. Any future successful mining operation will depend on exploration success, mineral resource calculations, appropriate economic circumstances, ore reserve calculations, successful statutory planning approvals, mine design and the construction of efficient processing facilities, competent operation and management and efficient financial management.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its exploration licences, and obtaining all required approvals for its activities. In the event that exploration programs prove to be unsuccessful this could lead to a diminution in the value of the tenements, a reduction in the cash reserves of the Company and possible relinquishment of tenements.

(i) Cost volatility and supply of Inputs

The Company is dependent on various input commodities (such as diesel fuel, electricity, natural gas, steel, concrete and cyanide) and equipment (including parts) to conduct its exploration operations. A shortage of such input commodities or equipment or a significant increase in their cost could have a materially adverse effect on the Company's ability to carry out its operations and therefore limit, or increase the cost of, exploration and any future production. The Company is also dependent on access to and supply of water and electricity to carry out its mining operations. Such access and supply may not be readily available. Market prices of input commodities can be subject to volatile price movements which can be material over short periods of time and are affected by factors that are beyond the Company's control.

An increase in the cost, or decrease in the availability, of input commodities or equipment may adversely affect the timely conduct and cost of the Company's operations. If the costs of certain input commodities consumed or otherwise used in connection with the Company's operations and development projects were to increase significantly, and remain at such levels for a substantial period, the Company may determine that it is not economically feasible to continue commercial production at some or all of its operations or the development of some or all of its current projects. Such an outcome could have a materially adverse impact on the Company's financial performance and results of operations.

(j) Minimum Expenditure Commitment

Interests in tenements in Western Australia are governed by the Mining Act 1978 (WA) and its related regulations. Each licence is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title or its interest in its tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

(k) Mineral Resource estimates

The Mineral Resource figures of the Company are only estimates and are subject to revision based on developing information.

The figures for Mineral Resources disclosed by the Company, including the anticipated tonnages and grades that will be achieved or the indicated level of recovery that will be realised, are only estimates and no assurances can be given as to their ultimate accuracy. Such estimates are, in large part, based on interpretations of geological data obtained from drill holes and other sampling techniques. Actual mineralisation or formations may be different from those predicted. It may also take many years from the initial phase of drilling before production is possible, and during that time the economic feasibility of exploiting a deposit may change. Resource estimates are materially dependent on prevailing commodity prices and the cost of recovering and processing minerals at the individual mine sites.

Prolonged declines in the market price of gold and/or silver may render resources containing relatively lower grades of mineralisation uneconomic to exploit and could reduce materially the Company's Mineral Resources. Should such reductions occur, material write downs of the Company's investment in mining properties or the discontinuation of development or production might be required, and there could be material delays in the development of new projects, increased net losses and reduced cash flow.

The estimates of Mineral Resources attributable to a specific property are based on accepted engineering and evaluation principles.

There are numerous uncertainties inherent in estimating quantities of Mineral Resources. The estimates are based on various assumptions relating to commodity prices and exchange rates during the expected life of production, mineralisation of the area to be mined, projected cost of mining and the results of additional planned development work. Actual future production rates and amounts, revenues, taxes, operating expenses, environmental and regulatory compliance expenditures, development expenditures and recovery rates may vary substantially from those assumed in the estimates. Any significant change in these assumptions, including changes that result from variances between projected and actual results, could have a materially adverse impact on the Company's financial performance and results of operations.

(l) Hazards and Risks

The Company is subject to hazards and risks associated with exploration and mining activities and available insurance may be insufficient to cover these risks.

The operations of the Company are subject to the hazards and risks normally incidental to exploration, development, and production activities of precious metals mining properties, any of which could result in damage to life or property, environmental damage and possible legal liability for such damage. The activities of the Company may be subject to prolonged disruptions due to weather conditions, depending on the location of operations in which the Company has interests. Hazards and risks, such as unusual or unexpected geological formations, faults and other geologic structures, rock bursts, pressures, cave-ins, flooding, pit wall failures, ground and slope failures and inventory theft, could have an adverse impact on the Company's operations. Severe weather conditions, including those resulting from global climate change, may adversely impact the Company's operations. As a result, production may fall below historic or estimated levels and the Company may incur significant costs or experience significant delays that could have a materially adverse effect on the Company's financial performance, liquidity and results of operations.

Further, delays due to equipment malfunction or inadequacy may adversely affect the Company's results of operations. It is impossible to ensure that the current or proposed exploration programs on properties in which the Company has an interest will result in profitable commercial mining operations.

(m) Infrastructure

Mining, processing, development, and exploration activities depend, to a varying but material degree, on adequate and available infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which materially affect capital and operating costs. Lack or inadequacy of such infrastructure, unusual or infrequent weather phenomena, sabotage, terrorism, government, or other interference in the maintenance or provision of such infrastructure could materially adversely affect the Company's operations, financial condition and results of operations.

(n) Land access risk

Land access is critical for exploration and evaluation to succeed. In all cases, the acquisition of prospective tenements is competitive, in which propriety knowledge or information, and the ability to negotiate satisfactory commercial arrangements with other parties, is often essential.

(o) Government policy

The availability and rights to explore and mine, as well as industry profitability generally, can be affected by changes in government policy that are beyond the control of the Company. The Western Australian Department of Mines, Industry Regulation and Safety conducts reviews from time to time of policies in connection with the granting and administration of mining leases. At present the Company is not aware of any proposed changes to policy that would affect its exploration leases or permits.

Changing attitudes to environmental, land care, cultural heritage and Indigenous land rights' issues, together with the nature of the political process, provide the possibility for future policy changes. There is a risk that such changes may affect the Company's exploration plans or, indeed, its rights and/or obligations with respect to the permits.

(p) Title

Interests in mining permits and leases in Australia are governed by the respective State Government legislation and are evidenced by the granting of tenements through the issuing of a lease or permit. Each lease or permit is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to, or its interests in, leases or permits if their conditions are not met or if sufficient funds are not available to meet expenditure commitments.

Any failure to comply with the expenditure conditions, or with the other conditions of the permit or lease, expose it to forfeiture.

(q) Force Majeure Risk

The Company's projects 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, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(r) Reliance on Key Personnel

The Company has a small team of Directors, executives, consultants and senior personnel. It is possible that the estimated timing and cost of the Company's future exploration plans could be dramatically influenced by the loss of existing key personnel or by the failure to retain additional key personnel as the Company's exploration program develops. The resulting impact from such loss would be dependent upon the quality and timing of the replacement of any team member.

Although the key personnel of the Company have a considerable amount of experience and have previously been successful in their pursuits of acquiring, exploring and evaluating mineral projects, there is no guarantee or assurance that they will be successful in their objectives pursuant to this Offer Booklet.

(s) Liquidity and Volatility

The Company has a small market capitalisation with a relatively limited number of Shareholders. As a consequence, there may be relatively few buyers or sellers of the securities in its issued capital as Quoted on the ASX at any given time and the market price may be highly volatile (particularly in times of share market turbulence or negative investor sentiment). This may present difficulties for Shareholders seeking to liquidate their holdings and for the Company, when and if seeking to raise any additional capital.

(t) Contractual Risks

As in any contractual relationship, the ability for the Company to ultimately be registered as a holder of an interest in the tenements is dependent upon the relevant vendor complying with its contractual obligations to deliver good title. To the extent that such third parties default in their obligations, it may be necessary for the Company to approach a court to seek a legal remedy. Such legal action may be costly, time consuming and no guarantee can be given by the Company that a legal remedy will ultimately be granted on appropriate terms.

(u) Financing

The Company's ability to effectively implement its business strategy over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on terms acceptable to the Board or Shareholders, or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities or otherwise respond to competitive pressures.

The Company's failure to raise capital, if and when needed, could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities and the value of the Securities.

No assurances can be given that the Company will achieve commercial viability through successful exploration and/or mining. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(v) Competition

The mining industry is competitive in all of its phases. The Company faces competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, metals. The Company may also encounter increasing competition from other mining companies in its efforts to hire experienced mining professionals or general labour. Increased competition could adversely affect the Company's ability to attract necessary capital funding on acceptable terms, or to acquire suitable producing properties or prospects for mineral exploration in the future. Increases in

copper, nickel and gold prices have in the past, and could in the future, encourage increases in mining exploration, development and construction activities, which in turn is likely to result in increased demand for and cost of contract exploration, development and construction services and equipment. Increased demand for and cost of services and equipment could cause project costs to increase materially, resulting in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability, and increased potential for scheduling difficulties and cost increases due to the need to co-ordinate the availability of services or equipment. Any of these outcomes could materially increase project exploration, development or construction costs, result in project delays, or both. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties or attract better or more qualified employees or contractors.

Certain Directors also serve as directors and/or officers of other companies involved in natural resource exploration and development. There is a possibility that such other companies may compete with the Company for the acquisition of assets. Consequently, there exists the possibility for such directors to be in a position of conflict. If any such conflict of interest arises, then a director who has such a conflict must disclose the conflict to a meeting of the directors and must abstain from and will be unable to participate in discussion or decisions pertaining to the matter. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict.

(w) Coronavirus (COVID – 19)

The outbreak of COVID-19 is impacting global economic markets. The nature and extent of the effect of the outbreak 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 COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The Directors continue to monitor the outbreak of COVID-19 closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore unavoidably uncertain. In compliance with its continuous disclosure obligations, the Company will continue to update the market in regard to any impact of COVID-19 on the Company. If any of these impacts appear material prior to the close of the Offers, the Company may elect to notify investors under a supplementary prospectus.

7.3 General Risks

A summary of the major general risks are described below:

(a) Share Market Risk

There are a number of factors (both domestic and international) that may affect the market price of Shares and Options and neither the Company nor its Directors may have control over any such factors. The market price of Securities can be expected to rise and fall in accordance with general market conditions and factors specifically affecting the Australian resources sector and exploration companies in particular.

Neither the Company nor the Directors warrant the future performance of the Company or of any Shares or Options, including any Securities, or any return on an investment in the Company.

(b) Insurance

Available insurance does not cover all the potential risks associated with a mining company's

operations. The Company may also be unable to maintain insurance to cover insurable risks at economically feasible premiums, and insurance coverage may not be available in the future or may not be adequate to cover any resulting loss.

Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. As a result, the Company might become subject to liability for environmental damage or other hazards for which it is completely or partially uninsured or for which it elects not to insure because of premium costs or other reasons.

(c) Global Financial Conditions

Global financial conditions have been characterised by increased volatility. Although there has been some recovery, there is no certainty that the disruptions and their effects have ended and will not continue to affect the markets. These factors may impact the ability of the Company to obtain equity or debt financing in the future on terms acceptable to the Company or at all. Any or all of these economic factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. If such increased levels of volatility and market turmoil continue, the Company's operations and the trading price of the Shares and/or Options, may be materially adversely affected.

Securities of mining companies have experienced substantial volatility, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in the countries where the Company carries on business and globally, and market perceptions of the attractiveness of particular industries.

(d) General Economic Conditions

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, foreign exchange rates, inflation, supply and demand, industrial disruption, investor sentiment toward particular market sectors, terrorism or other hostilities and other economic factors. The price of commodities and level of activity within the mining industry will also be of particular relevance. These factors are beyond the control of the Company and the Board, and neither the Company nor the Board gives any forecast or prediction, with any degree of certainty, as to how they will impact the Company or any Shares or Options.

(e) Legislative Change

Changes in government regulations and policies may adversely affect the financial performance or the current and proposed operations generally of the Company.

(f) Exchange Rate Risk

The revenues, earnings, assets and liabilities of the Company may be exposed adversely to exchange rate fluctuation. Whilst the Company currently raises all of its funds in Australian dollars and all services are paid for in Australian dollars, commodities are frequently traded in US dollars or other foreign currencies, on international markets. As such in a production off-take scenario, the Company in the future may be exposed to exchange rate fluctuations.

(g) Industrial Risk

Industrial disruptions, work stoppages, safety issues and accidents in the course of the Company's

operations could result in losses and delays, which may materially and adversely affect profitability.

(h) Investment Risk

The Securities offered pursuant to this Offer Booklet should be considered highly speculative due to the nature of the Company's business. There is no guarantee as to payment of dividends, return of capital or the market value of any of the Securities. In particular, the prices at which an investor may be able to trade any of the Securities may be above or below the price paid for them.

(i) No profits to date

The Company has incurred losses since its inception. It is therefore not possible to evaluate its prospects based on past performance. Since the Company intends to invest in its exploration and development programs, the Directors anticipate making further losses in the foreseeable future. While the Directors have confidence in the future revenue earning potential of the Company, there can be no certainty that the Company will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

(j) Litigation

Legal proceedings may be brought against the Company, its subsidiaries or affiliated entities or their respective officers, directors, employees or agents for example, being litigation based on its business activities, environmental laws, tax matters, volatility in its stock price or failure to comply with its disclosure obligations, which could have a material adverse effect on the Company's financial condition or prospects. Regulatory and government agencies may bring legal proceedings in connection with the enforcement of applicable laws and regulations. As a result, the Company may be subject to expenses of investigations and defence, and fines or penalties for violations if proven. The Company may also potentially incur cost and expense to remediate, increased operating costs or changes to or cessation of operations, if ordered to do so or required in order to resolve such proceedings. In the event of a dispute arising at the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of the Company's preferred choice. The Company's inability to enforce its rights could have an adverse effect on its future cash flows, earnings, results of operations and financial condition.

(k) Taxation

The holding or disposal of the any Securities will have tax consequences which may differ depending on the individual financial affairs of each holder of such Security. All of holders of Securities are urged to obtain independent financial advice about the consequences of holding or disposing of any of those Securities from a taxation viewpoint and generally.

(l) Other

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

The above factors, and others not specifically referred to above, may in the future materially and adversely affect the financial performance of the Company and the value of the Securities. Therefore,

the Securities to be issued pursuant to this Offer Booklet carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Securities.

8 Additional Information

8.1 Underwriting Agreement³

In accordance with the provisions of the Underwriting Agreement dated on or about 22 June 2021 between the Company and the Underwriter (**Underwriting Agreement**), the Underwriter has agreed to conditionally underwrite the Offer to Eligible Shareholders to subscribe for 105,036,077 New Shares at the Offer Price.

The provisions of the Underwriting Agreement evidence that the Company has agreed to pay the Underwriter an underwriting/issue management fee equal to 6% of the total gross dollar amount raised under the Offers. All sub-underwriting and selling fees to third parties will be met from this fee by the Underwriter. The Company has also agreed to pay all reasonable costs and expenses of the Underwriter incidental to the Offers (including the Underwriter's legal expenses).

The Underwriter may terminate its obligations under the Underwriting Agreement in circumstances typically found in agreements of this nature (in certain of these circumstances including having regard to the materiality of certain events). These circumstances include (but are not limited to), where:

- (a) (**Indices fall**): either of the All Ordinaries Index or the S&P/ASX 300 Index as published by ASX is at any time after the date of the Underwriting Agreement, is at a level that is 5% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement and remains at that level for a period of three (3) Business Days or more
- (b) (**Price of Gold**): the price of gold dropping below USD \$1,600 per ounce;
- (c) (**Offer Booklet**): the Offer Booklet or the Offers are withdrawn by the Company;
- (d) (**Non-compliance with disclosure requirements**): it transpires that the Offer Booklet does not contain all the information required by the Corporations Act or any other applicable law;
- (e) (**Misleading Offer Booklet**): it transpires that there is a statement in the Offer Booklet that is misleading or deceptive or likely to mislead or deceive, or that there is an omission from the Offer Booklet or if any statement in the Offer Booklet becomes misleading or deceptive or likely to mislead or deceive or if the issue of the Offer Booklet is or becomes misleading or deceptive or likely to mislead or deceive;
- (f) (**proceedings**): ASIC or any other person proposes to conduct any enquiry, investigation or proceedings, or to take any regulatory action or to seek any remedy, in connection with the Offer or the Offer Booklet, or publicly foreshadows that it may do so;
- (g) (**Unable to Issue Securities**): the Company is prevented from issuing the Underwritten Securities within the time required by this Agreement, the Corporations Act, the ASX Listing Rules, any statute, regulation or order of a court of competent jurisdiction by ASIC, ASX or any court of competent jurisdiction or any governmental or semi-governmental agency or authority;

³ Capitalised terms used in this Section 8.1 are intended to have the meaning given to them in the Underwriting Agreement unless expressly stated otherwise in this Offer Booklet

- (h) **(Withdrawal of consent to Offer Booklet):** any person (other than the Underwriter) who has previously consented to the inclusion of its, his or her name in the Offer Booklet or to be named in the Offer Booklet withdraws that consent;
- (i) **(No Quotation Approval):** the Company fails to lodge an Appendix 3B in relation to the Underwritten Securities by the time required by the Listing Rules, the Corporations Act or any other regulations;
- (j) **(ASIC application):** an application is made by ASIC for an order under any provision of the Corporations Act in relation to the Offer Booklet, the Shortfall Notice Deadline Date has arrived and that application has not been dismissed or withdrawn;
- (k) **(Takeovers Panel):** the Takeovers Panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Part 6.10 of the Corporations Act, which in the Underwriter's reasonable opinion has a Material Adverse Effect;
- (l) **(Authorisation):** any authorisation which is material to anything referred to in the Offer Booklet is repealed, revoked or terminated or expires, or is modified or amended in a manner unacceptable to the Underwriter acting reasonably;
- (m) **(Indictable offence):** a director or senior manager of a Relevant Company is charged with an indictable offence;
- (n) **(Termination Events):** any of the following events occurs:
 - (i) **(Hostilities):** there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of this agreement involving one or more of Australia, New Zealand, Vietnam, Indonesia, Japan, Russia, Ukraine, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China, Israel, Iran, Syria or any member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries anywhere in the world;
 - (ii) **(Default):** material default or material breach by the Company under this Agreement of any material terms, conditions, covenants or undertakings;
 - (iii) **(Incorrect or untrue representation):** any representation, warranty or undertaking given by the Company in this Agreement is or becomes untrue or incorrect in a material and adverse respect;
 - (iv) **(Contravention of constitution or Act):** a material contravention by a Relevant Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
 - (v) **(Adverse change):** an event which gives rise to a Material Adverse Effect or any development including a likely Material Adverse Effect after the date of the Underwriting Agreement, in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of any Relevant Company including, without limitation, if any forecast in the Offer Booklet becomes incapable of being met or in the Underwriter's reasonable opinion, unlikely to be met in the projected time;
 - (vi) **(Error in Due Diligence Results):** it transpires that any of the Due Diligence Results or any part of the Verification Materials were, misleading or deceptive, materially false or

that there was a material omission from them (if applicable);

- (vii) **(Significant change):** a "new circumstance" as referred to in section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor;
- (viii) **(Public statements):** without the prior approval of the Underwriter, a public statement is made by the Company in relation to the Offer or the Offer Booklet other than a statement the Company is required to make in order to comply with its disclosure obligations under the Listing Rules and/or the Corporations Act;
- (ix) **(Misleading information):** any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Offer or the affairs of any Relevant Company is or becomes misleading or deceptive or likely to mislead or deceive;
- (x) **(Official Quotation qualified):** the official quotation is qualified or conditional other than as set out in the Underwriting Agreement;
- (xi) **(Change in Act or policy):** either:
 1. there is introduced, or there is a public announcement of a proposal to introduce into the Parliament of Australia or any of its States or Territories, any Act or prospective Act or budget; or
 2. the Reserve Bank of Australia or any Commonwealth or State authority, adopts or announces a proposal to adopt,

any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy, that has not been publicly disclosed or proposed as at the date of this Agreement;
- (xii) **(Prescribed Occurrence):** a Prescribed Occurrence occurs, other than as disclosed in the Offer Booklet;
- (xiii) **(Suspension of debt payments):** the Company suspends payment of its debts generally;
- (xiv) **(Event of Insolvency):** an Event of Insolvency occurs in respect of a Relevant Company;
- (xv) **(Judgment against a Relevant Company):** a judgment in an amount exceeding \$50,000 is obtained against a Relevant Company and is not set aside or satisfied within 7 days;
- (xvi) **(Litigation):** litigation, arbitration, administrative or industrial proceedings are after the date of this Agreement commenced against any Relevant Company except as disclosed in the Offer Booklet;
- (xvii) **(Board and senior management composition):** subject to as disclosed in the Offer Booklet, there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the Underwritten Securities without the prior written consent of the Underwriter (not to be unreasonably withheld or delayed);
- (xviii) **(Change in shareholdings):** there is a material change in the major or controlling shareholdings of a Relevant Company (other than as a result of the Offer or a matter disclosed in the Offer Booklet or as the result of any actions taken by the Underwriter or

any of its Associates) or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to a Relevant Company;

- (xix) **(Timetable)**: there is a delay in any specified date in the Timetable which is greater than 5 Business Days, without the written consent of the Underwriter (such consent not to be unreasonably withheld or delayed);
- (xx) **(Force Majeure)**: an event of Force Majeure affecting the Company's business or any obligation under the Agreement which lasts in excess of 7 days;
- (xxi) **(Certain resolutions passed)**: a Relevant Company passes or takes any steps to pass a resolution under Section 254N, Section 257A or Section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter (such consent not to be unreasonably withheld or delayed);
- (xxii) **(Capital Structure)**: any Relevant Company alters its capital structure in any manner not contemplated by the Offer Booklet;
- (xxiii) **(Breach of Material Contracts)**: subject to as disclosed in the Offer Booklet, any of the Contracts is terminated or substantially modified; or
- (xxiv) **(Market Conditions)**: a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.

The Underwriting Agreement is otherwise made on terms considered standard for an agreement of its nature.

8.2 Interests of Directors

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Offer Booklet, together with their respective Entitlements, is set out in the table immediately below:

Director	Number of Shares currently held	Number of Options currently held	Entitlement to New Shares
Paul Skinner	9,961,059 ^{1,2}	6,992,212 ^{1,2,8}	1,423,008
Anthony McClure	5,555,550	2,777,775	793,650
David Morgan	1,111,110 ³	555,555 ³	158,730
Trent Franklin	16,000,000 ^{4,5,6,7}	8,000,000 ^{4,5,6,7}	2,285,714
Mark Cossom	Nil	Nil	Nil

1. 4,359,950 Shares and 1,453,317 Options held by Kinetic Trade Pty Ltd, a company controlled by Paul Skinner.
2. 1,616,685 Shares and 538,895 Options held by PCSJPS Pty Ltd, a company controlled by Paul Skinner.
3. 1,111,110 Shares and 555,555 Options held by David Morgan's spouse Fiona Morgan.
4. 4,000,000 Shares and 2,000,000 Options held by Enable Investment Manager Pty Ltd, a company controlled by Trent Franklin.
5. 4,000,000 Shares and 2,000,000 Options held by Stashcap Pty Ltd, a company controlled by Trent Franklin.
6. 4,000,000 Shares and 2,000,000 Options held by Penklin Pty Ltd, a company controlled by Trent Franklin.
7. 4,000,000 Shares and 2,000,000 Options held by Accreap Pty Ltd, a company controlled by Trent Franklin.
8. 5,000,000 Options held by Paul Skinner.

8.3 Related Party Arrangements

Underwriting

Enrizen Capital Pty Limited (**Enrizen Capital**) has agreed to act as the Underwriter in relation to the Offers.

Trent Franklin is a director of the Underwriter. The Company considers that the proposed underwriting arrangements (as stated in **section 8.1** above) are on an arm's length basis, and the Company will continue to ensure all future dealings with the Underwriter are similarly entered into and performed on an arm's length basis.

Mr Franklin, in his capacity as a Director, has not participated in any discussion with any of the other Directors or officers of or advisers to, the Company in regard to the provisions of the Underwriting Agreement, and did not participate in any vote by the Board as to whether or not the Company was authorised to enter into the Underwriting Agreement.

Further, in order to address any concern about the appearance of a potential conflict of interests between the Company's legal advisers – namely Enrizen Lawyers Pty Ltd - and the Underwriter, the Company advises that Enrizen Lawyers Pty Ltd has not acted for the Company or the Underwriter in relation to the Company agreeing to the terms of or entering into the Underwriting Agreement or any related arrangements with the Underwriter. The Company and the Underwriter have acted on their own behalf in this matter. As such the Company considers that there has been no potential for or actual conflict of interest arising between the Underwriter and the Company.

8.4 Section 708AA Corporations Act

The Company is a disclosing entity and therefore is subject to regular reporting and disclosure obligations under the Corporations Act and the ASX Listing Rules. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the Listing Rules.

This Offer Booklet has been issued under the provisions of section 708AA of the Corporations Act (as notionally modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84). This section enables disclosing entities to issue an Offer Booklet in relation to securities in a class of securities which has been quoted by ASX at all times during the 12 months before the date of the Offer Booklet, or options to acquire such securities.

Accordingly, apart from formal matters, this Offer Booklet need only contain information that:

- (a) is excluded information as at the date of the Offer Booklet pursuant to sections 708AA(8) and (9) (**Excluded Information**); and
- (b) states:

- (1) the potential effect the issue of the New Shares will have on the control of the Company; and
- (2) the consequences of that effect.

In addition, as a result of ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, section 708AA requires that if, after the notice required under section 708AA(2)(f) (**Cleansing Notice**) has been lodged within 24 hours before the Offers are made (**Relevant Period**) the Company becomes aware of:

- (c) any excluded information that would have been required to be disclosed in the Cleansing Notice; or
- (d) a material change to the potential effect of the Offers on control of the Company or to the consequences of that effect (**Additional Information**),

the Company must disclose that Additional Information to the ASX as soon as practicable and before the end of the Relevant Period. Accordingly, the Company will disclose by announcement to the ASX any Additional Information that it becomes aware of during the Relevant Period.

8.5 Electronic Offer Booklet

This Offer Booklet and Entitlement and Acceptance Form will be issued to Eligible Shareholders in paper form or electronically where Eligible Shareholders have requested to receive notices by email.

If you have received this Offer Booklet as an electronic Offer Booklet, please ensure that you have received the entire Offer Booklet accompanied by the Application Forms.

If you have not, please phone the Share Registry (please refer to **section 10** for contact details) and the Share Registry will send you, without charge, either a hard copy or a further electronic copy of this Offer Booklet, or both.

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 Offer Booklet and any relevant supplementary or replacement Offer Booklet or any of those documents were incomplete or altered.

8.6 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 of the Company 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.

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

The Company will not be issuing certificates for any New Shares issued under the Offers. The Company is a participant 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. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Offer Booklet. 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 CHESS and issuer sponsorship.

Further monthly statements will be provided to holders of Shares if there have been any changes in their Security holding in the Company during the preceding month.

8.8 Governing Law

This Offer Booklet, the Offers and any transactions created or entered into under the provisions of or as contemplated under this Offer Booklet or the Offers are subject to the laws of New South Wales, Australia. Any person who partakes in an Offer or any transactions created or entered into under the provisions of or as contemplated under this Offer Booklet submits to the non-exclusive jurisdiction of the courts of New South Wales, Australia.

8.9 Cooling Off

There are no cooling-off rights applicable to a subscription for New Shares available under the Offers. Applications for New Shares may not be withdrawn once they have been accepted.

8.10 Disclaimer of representations

No person is authorised to give any information, or make any representation, in connection with the Offers which is not contained in this Offer Booklet. Any information which is not contained in this Offer Booklet may not be relied on as having been authorised by the Company in connection with the Offers. Except as required by law, and only to the extent so required, neither the Company nor any other person warrants the future performance of the Company or the return on any investment made under this Offer Booklet.

8.11 Modification and withdrawal

The Company reserves the right to modify or withdraw either or both of the Offers at any time after the publishing of this Offer Booklet. If the Company modifies or withdraws the Offers, any Application Monies received will be refunded (without interest) if the New Shares have not already been issued in accordance with the Corporations Act.

Anthony McClure
Chairman
For and on behalf of
STRICKLAND METALS LIMITED

9 Glossary

9.1 Definitions

In this Offer Booklet and the Entitlement and Acceptance Form:

AEST means Australian Eastern Standard Time.

Applicant means an Eligible Shareholder or other person or entity who or that applies for New Shares pursuant to the Offer and the Shortfall Offer.

Application means an application for New Shares made by an Eligible Shareholder or other Applicant through completion and return of an Entitlement and Acceptance Form, payment by BPAY®, participation, participation in the Shortfall Offer, or such other method prior approved in writing by the Board.

Application Money means, in respect of an Applicant, the total amount payable for the issue of all of the New Shares applied for by that Applicant as specified in its Entitlement and Acceptance Form, at an issue price of A\$0.04 per New Share.

Associate has the meaning given to that term in section 12(2) of the Corporations Act.

ASIC means the Australian Securities & 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, as amended from time to time.

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 a day on which trading takes place on the ASX.

Cleansing Statement means the notice issued by the Company in accordance with the requirements of section 708AA(7) of the Corporations Act.

Closing Date means 5.00 p.m. (AEST) on the closing date of the Offer, being 26 July, 2021 (unless varied by the Company in accordance with the Corporations Act and the ASX Listing Rules).

Company or **STK** means Strickland Metals Limited ACN 109 361 195, having ASX Stock Code STK.

Constitution means the Company's constitution as at the date of this Offer Booklet.

Contracts means all material agreements of the Company as disclosed to ASX together with any other material agreements described in the Offer Booklet.

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

Directors mean the directors of the Company as at the date of this Offer Booklet.

Eligible Shareholder means any person who is registered as a Shareholder and whose registered address is, as at the Record Date, located in Australia or New Zealand.

Entitlement means the entitlement of an Eligible Shareholder under the Offer, being 1 New Share for every 7 Shares held by that Eligible Shareholder as at the Record Date.

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

Event of Insolvency means:

- (a) a receiver, manager, receiver and manager, trustee, administrator, Controller or similar officer is appointed in respect of a person or any asset of a person;
- (b) a liquidator or provisional liquidator is appointed in respect of a corporation;
- (c) any application (not being an application withdrawn or dismissed within 7 days) is made to a court for an order, or an order is made, or a meeting is convened, or a resolution is passed, for the purpose of:
 - (i) appointing a person referred to in paragraphs (a) or (b);
 - (ii) winding up a corporation; or
 - (iii) proposing or implementing a creditor's scheme of arrangement;
- (d) any event or conduct occurs which would enable a court to grant a petition, or an order is made, for the bankruptcy of an individual or his estate under any Insolvency Provision;
- (e) a moratorium of any debts of a person, or an official assignment, or a composition, or an arrangement (formal or informal) with a person's creditors, or any similar proceeding or arrangement by which the assets of a person are subjected conditionally or unconditionally to the control of that person's creditors or a trustee, is ordered, declared, or agreed to, or is applied for and the application is not withdrawn or dismissed within 7 days;
- (f) a person becomes, or admits in writing that it is, is declared to be, or is deemed under any applicable law to be, insolvent or unable to pay its debts; or
- (g) any writ of execution, garnishee order, mareva injunction or similar order, attachment, distress or other process is made, levied or issued against or in relation to any asset of a person.

Force Majeure means any act of God, war, revolution, pandemic, or any other unlawful act against public order or authority, an industrial dispute, a governmental restraint, or any other event which is not within the control of the parties.

Group means the Company and any related body corporate or subsidiary of the Company at any time and from time to time.

Ineligible Shareholder means any person who is registered as a Shareholder and whose registered address is, as at the Record Date, not located in Australia or New Zealand.

Interest means, in respect of a company, a relevant interest in the voting shares of, and the relevant person's voting power in, that company.

Material Adverse Effect means:

- (a) a material adverse effect on the outcome of the Offer or on the subsequent market for the New Shares (including, without limitation, a material adverse effect on a decision of an investor to invest in the New Shares; or
- (b) a material adverse effect on the condition, trading or financial position and performance, profits and losses, results, business or operations of the Company and its subsidiaries taken as a whole.

New Share means a Share offered by the Company for issue pursuant the Offer or the Shortfall Offer as the case may be.

Offer means the offer by the Company to Eligible Shareholders of non-renounceable rights to be issued New Shares pursuant to the terms set out in this Offer Booklet, and **Offers** means that offer and the Shortfall Offer.

Offer Booklet means this document and any amendment or replacement of this document by any supplementary or replacement offer booklet.

Offers means both the Offer and the Shortfall Offer.

Offer Period means the period during which the Offer is open for acceptance, being the period commencing on and including the date of dispatch of this Offer Booklet and ending on and including the Closing Date.

Offer Price means A\$0.04 per New Share.

Official List means the official list of entities that ASX has admitted and not removed.

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

Options means the right to acquire a Share in accordance with the terms and conditions of issue of that option.

Optionholder means the person registered as the holder of an Option.

Prescribed Occurrence means:

- (a) a Relevant Company converting all or any of its shares into a larger or smaller number of shares;
- (b) a Relevant Company resolving to reduce its share capital in any way;
- (c) a Relevant Company:
 - (i) entering into a buy back agreement; or
 - (ii) resolving to approve the terms of a buy back agreement under Section 257D or 257E of the Corporations Act;

- (d) a Relevant Company making an issue of, or granting an option to subscribe for, any of its shares or any other securities, or agreeing to make such an issue or grant such an option (other than pursuant to the Offer or, as set out in the Offer Booklet or as previously notified to the Underwriter prior to the date of the Underwriter Agreement);
- (e) a Relevant Company issuing, or agreeing to issue, convertible notes;
- (f) a Relevant Company disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;
- (g) a Relevant Company charging, or agreeing to charge, the whole, or a substantial part, of its business or property;
- (h) a Relevant Company resolving that it be wound up;
- (i) the appointment of a liquidator or provisional liquidator of a Relevant Company;
- (j) the making of an order by a court for the winding up of a Relevant Company;
- (k) an administrator of a Relevant Company, being appointed under Section 436A, 436B or 436C of the Corporations Act;
- (l) a Relevant Company executing a deed of company arrangement; or
- (m) the appointment of a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of a Relevant Company.

Record Date means 7.00 p.m. (AEST) on 28 June, 2021.

related body corporate has the meaning given to that term in section 50 of the Corporations Act.

Related Party has the meaning given in Listing Rule 19.12.

Relevant Company means the Company and each subsidiary if applicable.

relevant interest has the meaning given to that term in sections 608 and 609 of the Corporations Act.

Security means any security offered and issued under an Offer and **Securities** has a corresponding meaning.

Securities Act means U.S. Securities Act of 1933 (as amended).

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

Shareholder means a person registered as a holder of one or more Shares, including for the sake of clarity any New Shares, on the register of members of the Company.

Share Registry means Automatic Registry Services, the details of which are set out in **Section 10**.

Shortfall or **Shortfall Shares** means those New Shares offered under the Offer which have not been validly applied for by Eligible Shareholders in exercise of their Entitlement by the Closing Date.

Shortfall Offer means the offer described in **Section 4.3**.

Shortfall Offer Period means the period of three (3) calendar months following the Closing Date.

Shortfall Securities means those New Shares issued pursuant to the Shortfall Offer.

subsidiary has the meaning given to that term in section 46 of the Corporations Act.

Timetable means the timetable as included in the Offer Booklet, as varied from time to time.

Underwriter means Enrizen Capital Pty Ltd ACN 169 695 649.

Underwriting Agreement means the underwriting agreement dated on or about 22 June 2021 between the Company and the Underwriter.

US Person means a person in the United States of America or acting for the account or benefit of a person in the United States of America, and for the avoidance of doubt, does not have the same defined meaning as is ascribed to the term "US Person" in Regulation S of the Securities Act.

USA means the United States of America, its territories and possessions, any state of the United States of America and the District of Columbia.

voting power has the meaning given to that term in section 610 of the Corporations Act.

9.2 Interpretation

In this Offer Booklet and the Entitlement and Acceptance Form:

- (a) the singular includes the plural and vice versa and a gender includes other genders;
- (b) other grammatical forms of a defined word or expression have a corresponding meaning;
- (c) words and phrases have the same meaning as given to them in the Corporations Act (if any), unless otherwise defined above;
- (d) a reference to a Section is a reference to a section of this Offer Booklet;
- (e) a reference to a document or agreement, includes the document or agreement as novated, altered, supplemented or replaced from time to time;
- (f) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (g) a reference to A\$, \$A, \$, AUD, dollar or cents is to Australian currency;
- (h) a reference to time is to the time in Sydney, Australia;
- (i) a reference to a year (other than a financial year) or a month means a calendar year or calendar month respectively;
- (j) a reference to a person includes a natural person, partnership, firm, body corporate, trust, joint venture, association, governmental or local authority or agency or other entity;



- (k) the words “include”, “including”, “for example”, “such as” and similar expressions are not used as, nor are they to be interpreted as, words of limitation and, when introducing specific examples, do not limit the meaning of the words to which those examples relate or examples of a similar kind;
- (l) a reference to “Company”, “STK”, “we”, “our” and “us” is to Strickland Metals Limited ABN 20 109 361 195;
- (m) a reference to “you” is to a person to whom the Offer is made;
- (n) headings, boldings, italics and underlines are for convenience only and do not affect the interpretation of this Offer Booklet;
- (o) all references in this Offer Booklet to time are to the time in Sydney, New South Wales, Australia, unless expressly stated otherwise; and
- (p) for the sake of clarity, the meaning of the phrase “breach of the Corporations Act” includes any act or omission, the consequence of which, whether or not intended, and whether or not certain or reasonably likely in outcome, is that any person would, or would be reasonably be likely to, be required to commence and effect a takeover bid for all or any of the Shares, Options or any other securities in the issued capital of the Company, in which that person does not already hold a relevant interest.



10 Corporate Directory

Board of Directors

Non-Executive Chairman and Director

Mr Anthony McClure

Non-Executive Directors

Mr David Morgan

Mr Paul Skinner

Mr Trent Franklin

Mr Mark Cossom

Chief Executive Officer

Mr Andrew Bray

Company Secretary

Mr Sleiman Majdoub

Registered Office (Australia)

Suite 8, 7 The Esplanade

Mt Pleasant WA 6153

Phone: +61 2 8316 3991

Email: info@stricklandmetals.com.au

Web: www.stricklandmetals.com.au

Listed Security Exchanges:

Australian Securities Exchange

ASX Code: STK

Share Registry

Automatic Registry Services
Level 5, 126 Phillip Street
Sydney NSW 2000

Telephone: 1300 288 664

Underwriter

Enrizen Capital Pty Ltd
Level 11, 52 Phillip Street
Sydney NSW 2000

Legal Adviser of Company

Enrizen Lawyers Pty Ltd
Level 11, 52 Phillip Street
Sydney NSW 2000
Phone: +61 2 8316 3950