



**Eclipse Metals Limited**  
**ACN 142 366 541**

# Prospectus

For an offer of up to 100,000,000 New Listed Options to the Placement Participants (**Placement Offer**).

This Prospectus also incorporates a secondary offer of 7,500,000 New Listed Options to be issued to Ignite (or its nominees) as part consideration for management services in connection with the Placement (**Secondary Offer**)

The Offers are not underwritten.

The Offers close at 5:00pm WST on 16 September 2022.

## **IMPORTANT NOTICE**

This document is important and should be read in its entirety. This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. If after reading this Prospectus you have any questions about the New Listed Options being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser. This document may not be distributed in the United States.

The New Listed Options offered by this Prospectus should be considered as speculative.

# Corporate Directory

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## **Directors**

Carl Popal

Ibrar Idress

Rodney Dale

Dr Oliver Kreuzer

## **Company Secretary**

Matthew Foy

## **Solicitors**

Perth Legal Consultants  
Unit 2, 356 Oxford Street  
Leederville WA 6007

## **ASX Code**

EPM

## **Registered Office and Principal Place of Business**

C/- Liberty Group 'Company Secretary'  
Level 3, 1060 Hay Street  
WEST PERTH WA 6005

## **Share Registry\***

Automatic Registry Services  
Level 5  
126 Phillip Street  
Sydney NSW 2000

GPO Box 5193  
Sydney NSW 2001

## **Auditor\***

Stantons International  
Level 2, 1 Walker Avenue  
WEST PERTH WA 6005

\* These parties have no involvement in the preparation or issue of this Prospectus. Their names appear for information purposes only.

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## Indicative Timetable

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Lodgement of Prospectus with ASIC and ASX	9 September 2022
Opening Date of Offers	9 September 2022
Closing Date of Offers (5pm WST)	16 September 2022
Dispatch of holding statements in respect of the Offers	19 September 2022
Anticipated date for quotation of the New Listed Options	21 September 2021

*\* This timetable is indicative only and subject to changes. The Company reserves the right, subject to the Corporations Act and the ASX Listing Rules and other applicable laws, to change the above dates, including by extending the Closing Date. As such the date the New Listed Options are expected to commence trading on ASX may vary.*

## Important Notes

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Shareholders should read this document in its entirety and, if in doubt, should consult their professional advisers. The Options the subject of this Prospectus should be considered highly speculative.

This Prospectus is dated 9 September 2022 August 2021 (**Prospectus**) and a copy of this Prospectus was lodged with the ASIC on that date.

The ASIC and ASX take no responsibility for the content of this Prospectus.

The expiry date of the Prospectus is 13 months after the date the Prospectus was lodged with the ASIC. No Options will be issued on the basis of this Prospectus after the expiry date.

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

Applications for Options offered pursuant to this Prospectus can only be submitted on an original Application Form which accompanies this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws. This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

This Prospectus contains forward-looking statements which are identified by words such as 'could', 'believes', 'may', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, and its Directors and management.

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

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

law. These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4 of this Prospectus.

### **Risk Factors**

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Options pursuant to this Prospectus.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited.

The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can impact on the value of an investment in the securities of the Company. The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can effectively manage them is limited. The risks associated with an investment in the Company are outlined in Section 4.

# 1. Details of the Offers

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## 1.1 Background to the Offers

On 30 August 2022, the Company announced a placement to sophisticated and professional investors to raise a total of \$2 million (before costs) through the issue of 100,000,000 Shares at an issue price of \$0.02 per Share, with the right to one (1) free-attaching listed Option (exercisable at \$0.05 on or before 17 September 2024) (**New Listed Option**) for every Share subscribed for and issued (total of 100,000,000 New Listing Options) (**Placement**).

On 5 September 2022, 100,000,000 Shares were issued in respect of the Placement pursuant to the Company's existing placement capacity under Listing Rules 7.1A.

The New Listed Options will be issued pursuant to this Prospectus and in accordance with the timetable set out at the commencement of this Prospectus (and otherwise in accordance with the ASX Listing Rules).

The Placement was managed by Ignite Equity Pty Ltd (**Ignite**) who will receive:

- (a) a placement fee equal to 6% on all funds raised under the Placement; and
- (b) 500,000 New Listed Options for every \$100,000 raised under the Placement,

pursuant to the Lead Manager Mandate, details of which are set out in Section 5.3.

The Company is precluded from issuing a 'cleansing' notice in respect of the New Listed Options as they are not in a class of securities that were quoted securities at all times in the last 3 months. Consequently, the Company is issuing the New Listed Options pursuant to this Prospectus to those persons who are entitled to receive New Listed Options arising from their participation in the Placement (**Placement Participants**) or to Ignite (or its nominee) under the Lead Manager Mandate. This Prospectus has also been issued to facilitate secondary trading of the New Listed Options and any Shares issued upon exercise of the New Listed Options to be issued under this Prospectus.

The New Listed Options offered under this Prospectus will be issued on the terms and conditions set out in Section 3.1 of this Prospectus.

All of the Shares issued upon the future exercise of the New Listed Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 3.2 for further information regarding the rights and liabilities attaching to the Shares.

For further details regarding the Placement, refer to the Company's announcement dated 30 August 2022.

## 1.2 The Placement Offer

This Prospectus invites the Placement Participants to apply for a total of up to 100,000,000 New Listed Options in accordance with their entitlements under the Placement (**Placement Offer**).

All Placement Participants will be sent a copy of this Prospectus, together with an Application Form. Only the Placement Participants can accept the Placement Offer. Refer to Section 1.8 for details on how to apply for New Listed Options.

No funds will be raised from the New Listed Options issued in connection with the Placement as they are free-attaching to the Shares on a 1:1 basis.

The Placement Offer is only available to those who are personally invited to accept the Placement Offer. Accordingly, Application Forms will only be provided by the Company to these parties.

All New Listed Options offered under this Prospectus will be issued on the same terms and conditions, as set out in Section 3.1 of this Prospectus. Subject to the quotation requirements of the ASX Listing Rules, the New Listed Options issued under this Prospectus will form a new class of listed securities of the Company.

All Shares issued on exercise of the New Listed Options will rank equally with the Shares on issue at the date of this Prospectus. Refer to Section 3.2 for further information regarding the rights and liabilities attaching to the Shares.

### **1.3 Underwriting**

The Placement Offer is not underwritten.

### **1.4 Minimum Subscription**

There is no minimum subscription under the Placement Offer.

### **1.5 Lead Manager**

The Company engaged the services of Ignite to manage the Placement. Refer to Section 5.3 for a summary of the material terms of the mandate between the Company and Ignite (**Lead Manager Mandate**).

### **1.6 The Secondary Offer**

This Prospectus includes a separate offer of 7,500,000 New Listed Options to be issued to Ignite (or its nominee) as part consideration for lead management services pursuant to the Lead Manager Mandate (**Secondary Offer**).

No funds will be raised from the Secondary Offer.

Only Ignite (or its nominee) may accept the Secondary Offer. The Secondary Offer is being made under this Prospectus to remove the need for

Further details of the Lead Manager Mandate are set out in Section 5.3.

The Placement Offer and the Secondary Offer are collectively the “**Offers**”.

### **1.7 Opening and Closing Dates of the Offers**

The Opening Date of the Offers will be 9 September 2022 and the Closing Date will be 16 September 2022 at 5.00pm WST.

The Directors reserve the right to close the Offers early or extend the Closing Date (as the case may be), should it be considered by them necessary to do so.

### **1.8 How to accept the Offers**

Only the Placement Participants will be provided with a copy of the Prospectus and an Application Form in respect of the Placement Offer. Only Ignite (or its nominee) will be provided with a copy of the Prospectus and an Application Form in respect of the Secondary Offer.



Applications for New Listed Options may be made by the Placement Participants or Ignite (or its nominee) at the direction of the Company and must be made using the Application Form accompanying this Prospectus.

Placement Participants may only make an application in accordance with their entitlement under the Placement. Ignite (or its nominee) may only make an application in accordance with their entitlement under the Lead Manager Mandate.

New Listed Options issued will be issued for nil cash consideration and therefore the Applicants are not required to pay any funds with the Application Form in respect of these New Listed Options.

Completed Application Forms must be posted to the Company's Share Registry or e-mailed as follows:

Post: Eclipse Metals Limited  
Level 3, 1060 Hay Street  
WEST PERTH WA 6005

Email: m.foy@eclipsemetals.com.au

Completed Application Forms must reach the address set out above by no later than the Closing Date.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company, for the number of New Listed Options on the Application Form.

The Application Form does not need to be signed to be a binding acceptance of the New Listed Options under an Offer. If the Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form, is final.

If you are in doubt as to the course of action, you should consult your professional advisor(s).

## **1.9 ASX Quotation**

Application for Official Quotation of the New Listed Options offered pursuant to this Prospectus will be made to ASX within seven (7) days after the date of this Prospectus. The New Listed Options will only be admitted to Official Quotation if the quotation requirements under the ASX Listing Rules are satisfied. If the quotation requirements are not satisfied or ASX otherwise does not grant Official Quotation of the New Listed Options, the New Listed Options will be issued will be unquoted.

The fact that ASX may grant Official Quotation of the New Listed Options is not to be taken in any way as an indication of the merits of the Company or the New Listed Options now offered under this Prospectus.

## **1.10 Issue of New Listed Options**

The New Listed Options issued pursuant to the Offers will be allotted in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Holding statements for New Listed Options issued under the Offers will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

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

The Company will not be issuing option certificates. 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 New Listed Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

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

### **1.12 Risks**

As with any securities investment, there are risks associated with investing in the Company. The principal risk that could affect the financial and market performance of the Company are details in Section 4 of the Prospectus. The New Listed Options on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

### **1.13 Overseas Applicants**

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. No action has been taken to register or qualify the Securities the subject of this Prospectus or otherwise permit a public offering of Securities the subject of this Prospects in any jurisdiction outside of Australia.

#### ***New Zealand***

The Offers are not being made to the public in New Zealand other than existing Shareholders with registered addresses in New Zealand to whom an Offer is being made in reliance on the Financial Market Conduct Act 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, any may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

#### ***Hong Kong***

WARNING: This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32, Laws of Hong Kong) in Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong). The New Listed Options may not be offered or sold and will not be offered or sold in Hong Kong, by means of any document other than (i) to “professional

investors” within the meaning of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) and any rules made under that ordinance or (ii) in other circumstances which do not result in the document being a “prospectus” within the meaning of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32, Laws of Hong Kong) or which do not constitute an offer to the public within the meaning of that ordinance.

No advertisement, invitation or document relating to the New Listed Options may be issued or may be in the possession (and no advertisement, invitation or document relating to the New Listed Options has been or will be issued, or has been or will be in the possession) of any person for the purpose of issue, whether in Hong Kong or elsewhere, that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the New Listed Options that are or are intended to be disposed of only to persons outside Hong Kong or only to “professional investors” within the meaning of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) and any rules made under that ordinance. No person allotted New Listed Options may dispose, transfer or on sell, or offer to dispose, transfer or on sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such New Listed Options.

This Prospectus and the information within are strictly confidential to the person whom it is addressed and must not be distributed, published, reproduced or disclosed (in whole or in part) by recipient to any other person or used for any purpose in Hong Kong.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

#### **1.14 Target market determination**

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Listed Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company’s website ([www.eclipsemetals.com.au](http://www.eclipsemetals.com.au)). By making an application for New Listed Options under an Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

#### **1.15 Taxation**

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its officers accept any liabilities or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the Securities of the Company.

#### **1.16 Privacy Act**

If you complete an application for New Listed Options, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder or Optionholder, facilitate distribution payments and corporate communications to you as a Shareholder or Optionholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including

the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's share registry.

You can access, correct and update the personal information that we hold about you. Please contact the Share Registry if you wish to do so at the relevant contact numbers set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

## **1.17 Enquiries**

Any questions concerning the Offers should be directed to the Company at +61 8 9480 0420 or by email to [m.foy@eclipsemetals.com.au](mailto:m.foy@eclipsemetals.com.au).

## 2. Purpose and Effect of the Offers

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### 2.1 Purpose of the Offers

The primary purpose of this Prospectus is to:

- (a) issue the New Listed Options under the Placement Offer;
- (b) issue the New Listed Options under the Secondary Offer;
- (c) facilitate secondary trading of the New Listed Options under the Placement Offer and Secondary Offer; and
- (d) facilitate secondary trading of any Shares issued under the Placement and upon exercise of the New Listed Options issued under the Placement Offer and the Secondary Offer.

Section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of the New Listed Options as they are not in a class of securities that were quoted securities at all times in the last 3 months.

Consequently, the Company has issued this Prospectus in respect of the Placement Offer and the Secondary Offer to the Placement Participants and Ignite, respectively. Issuing the New Listed Options under this Prospectus will enable persons who are issued the New Listed Options to on-sell their New Listed Options, and any Shares issued on exercise of the New Listed Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

### 2.2 Effect of the Offers

The principal effect of the Offers (assuming all New Listed Options offered under this Prospectus are issued) will be that 107,500,000 New Listed Options will be issued.

The effect of the Offers on the capital structure of the Company is set out in Section 2.3 below.

### 2.3 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all Options offered under the Prospectus are issued, is set out below.

Shares	Number
Shares currently on issue <sup>1</sup>	2,024,256,848 <sup>1</sup>
Shares offered pursuant to the Offers	0
<b>Total Shares on issue after completion of the Offers</b>	<b>2,024,256,848</b>

<b>Options</b>	
Unlisted Options (exercise price \$0.015, expiry 28 May 2024) <sup>2</sup>	62,500,000 <sup>2</sup>
Unlisted Options (exercise price at \$0.05, expiry 28 May 2026) <sup>3</sup>	32,500,000 <sup>3</sup>
Unlisted Options (exercise price at \$0.05, expiry 17 September 2024)	190,976,469
New Listed Options to be issued pursuant to the Offers (approximate maximum) <sup>4</sup>	107,500,000
<b>Total Options on issue after completion of the Offers</b>	<b>393,476,469</b>

**Notes:**

1. The Shares currently on issue include 100,000,000 Shares voluntary escrowed until 14/01/2023, 77,000,000 voluntary escrowed until 28/05/2023 and 40,500,000 voluntary escrowed until 28/05/2024.
2. The unlisted Options (exercisable at \$0.015, expiring 28/05/2024) includes 31,250,000 voluntary escrowed Options until 28/05/2023 and 25,000,000 voluntary escrowed options until 28/05/2024.
3. The unlisted Options (exercisable at \$0.05, expiring 28/05/2026) includes 16,250,000 voluntary escrowed Options until 28/05/2023 and 10,000,000 voluntary escrowed Options until 28/05/2024.
4. The terms and conditions of the Options to be issued under the Offers are set out in Section 3.1.

## 2.4 Effect on control of the Company

The Offers will not have a material impact on the control (as defined by section 50AA of the Corporations Act) of the Company. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offers.

The maximum number of New Listed Options proposed to be issued under the Offers is 107,500,000 New Listed Options. If all of these New Listed Options are exercised, the Shares issued on exercise will represent approximately 5.3% of the Shares on issue completion of the Offers.

## 2.5 Financial Effect of the Offers

The New Listed Options to be issued pursuant to this Prospectus will be issued for nil cash consideration. Accordingly, the issue of the New Listed Options pursuant to this Prospectus will not have a material impact on the Company's current financial position.

## 2.6 Details of substantial holders

Those Shareholders holding 5% or more of the Shares on issue both as at the date of this Prospectus and on completion of the Offers are set out in the respective tables below (assuming substantial holders do not hold other Options).

As at the date of the Prospectus:

<b>Shareholder</b>	<b>Shares</b>	<b>Options</b>	<b>Percentage Holding (undiluted)</b>
Uranium Resources Pty Ltd	204,800,000	Nil	10.13%

Cerium Pty Ltd	281,000,000	Nil	13.90%
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The Offers will have no effect on the quantity of Shares held by these substantial shareholders as only New Listed Options are being issued. The Company will notify ASX of any changes in interests of the substantial holders as a result of the issue of Shares under the Placement in accordance with its continuous disclosure obligations.

## 3. Rights and Liabilities Attaching to Securities

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### 3.1 New Listed Option terms and conditions

The terms and conditions of the New Listed Options are as follows:

#### 3.1.1 Entitlement

Each Option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company upon exercise of the Option.

#### 3.1.2 Exercise Price and Expiry Date

The amount payable upon exercise of each Option will be \$0.05 (**Exercise Price**).

The expiry date of each Option is 17 September 2024 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse at 5.00pm (WST) on the Expiry Date.

#### 3.1.3 Exercise Period

Subject to all necessary shareholder and regulatory approvals as determined by the Company (including but not limited to shareholder approval under Item 7 of section 611 of the *Corporations Act 2001 (Cth)*), the Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

#### 3.1.4 Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

#### 3.1.5 Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

#### 3.1.6 Quotation

The Company will seek quotation of the Options on ASX in accordance with the Listing Rules, the Corporations Act, subject to satisfaction of the minimum quotation conditions of the Listing Rules. In the event that quotation of the Options cannot be obtained, the Options will remain unlisted.

#### 3.1.7 Issue of Shares on exercise

Within 5 business days after the Exercise Date (or in the event shareholder and regulatory approvals are required pursuant to clause 3.1.3 above, within 5 business days after the date on which the Company obtains all necessary shareholder and regulatory approvals), the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus



prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (c) if admitted to the official list of ASX at the time, subject to any restriction or escrow arrangements imposed by ASX, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

### **3.1.8 Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

### **3.1.9 Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

### **3.1.10 Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

### **3.1.11 Change in exercise price**

There will be no change to the exercise price of the Options or the number of Shares over which the Options are exercisable in the event of the Company making a pro rata issue of Shares or other securities to the holders of Shares in the Company (other than a bonus issue).

### **3.1.12 Adjustment for bonus issues**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder would have received if the holder of the Options had exercised the before the record date for the bonus issue; and
- (b) no change will be made to the Option exercise price.

### **3.1.13 Transferability**

The Options are transferable, subject to any restrictions or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## **3.2 Rights attaching to Shares**

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

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

### **3.2.1 General meetings**

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

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

### **3.2.2 Voting rights**

Subject to the Constitution and any rights or restrictions attached to a class of Shares:

- (a) on a show of hands at a meeting of Shareholders, every Shareholder present has one vote;
- (b) on a poll at a meeting of Shareholders, every Shareholder present has:
  - (i) one vote for each fully paid up Share (whether the issue price of the Share was paid up or credited or both) that the Shareholder holds; and
  - (ii) for each partly paid up Share that the Shareholder holds, a fraction of one vote equal to the proportion which the amount paid or credited on that Share (excluding any amounts paid up in advance of the relevant due date for payment) bears to the total amounts paid and payable (including amounts credited) on that Share.

A Shareholder, who is entitled to attend and cast a vote at a meeting of Shareholders, may vote on a show of hands and on a poll:

- (a) in person or, if the Shareholder is a body corporate, by its representative;
- (b) by proxy or, if the Shareholder is entitled to cast 2 or more votes at the meeting, by not more than 2 proxies; or
- (c) by attorney or, if the Shareholder is entitled to cast 2 or more votes at the meeting, by not more than 2 attorneys.

### **3.2.3 Dividend rights**

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of Shares, the Company may pay dividends as the Directors resolve but only out of profits of the Company.

The method of payment of a dividend may include any or all of the payment of cash, the issue of Shares or other securities, the grant of options and the transfer of assets.

The directors may determine that dividends be paid on Shares of one class but not on another class and at different classes of Shares.

The Company is not required to pay any interest on a dividend.

Subject to the Listing Rules, the directors may capitalise any profits of the Company and distribute that capital to the Shareholders, in the same proportions as the Shareholders are entitled to a distribution by dividend.

Subject to the Corporations Act and the Listing Rules:

- (a) the Directors may establish a dividend selection plan or bonus share plan on such terms as the Directors resolve, under which participants may elect in respect of all or part of their Shares:
  - (i) to receive a dividend from the Company paid in whole or in part out of a particular fund or reserve or out of profits derived from a particular source; or
  - (ii) to forego a dividend from the Company and receive some other form of distribution or entitlement (including securities) from the Company or another body corporate or a trust;
- (b) the Directors may establish a dividend reinvestment plan on such terms as the Directors resolve, under which participants may elect in respect of all or part of their Shares to apply the whole or any part of a dividend from the Company in subscribing for securities of the Company or a Related Corporation; and
- (c) the Directors may implement, amend, suspend or terminate any plan established under the Constitution.

#### **3.2.4 Winding-up**

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of Shares, on a winding up of the Company any surplus must be divided among the Shareholders in the proportion which the amount paid (including amounts credited) on the Shares of a Shareholder bears to the total amount paid and payable (including amounts credited) on the Shares of all Shareholders.

Subject to the Corporations Act, the Listing Rules and any rights or restrictions attached to a class of Shares, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the Shareholders, distribute among the Shareholders the whole or any part of the property of the Company, decide how to distribute the property as between the Shareholders or different classes of Shareholders and settle any dispute concerning a distribution.

#### **3.2.5 Shareholder liability**

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

#### **3.2.6 Transfer of Shares**

Subject to the Corporations Act, the Listing Rules and the ASTC Settlement Rules, the Shares are freely transferable.

#### **3.2.7 Variation of rights**

Subject to the applicable law and the terms of issue of Shares in a particular class, the Company may:

- (a) vary or cancel rights attached to Shares in that class; or
- (b) convert Shares from one class to another,

by special resolution of the Company and:

- (c) by special resolution passed at a meeting of Shareholders holding Shares in that class; or
- (d) with the written consent of Shareholders with at least 75% of the votes in that class.

## **4. Risk Factors**

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### **4.1 Introduction**

The Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for Securities and to consult their professional advisers before deciding whether to apply for Securities pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

### **4.2 Company specific**

#### **4.2.1 Fluctuations in Metal Prices**

The price of manganese, base metals and other minerals fluctuates widely and is affected by numerous factors beyond the control of the Company such as industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of metals by producers and speculators as well as other global or regional political, social or economic events. The supply of metals consists of a combination of new mine production and existing stocks held by governments, producers, speculators and consumers.

Any exploration scenario for the Company's existing projects will be dependent upon the price of manganese, base metals and other minerals being adequate to make these properties economic.

Depending on the metal prices, the Company could be forced to discontinue any current or planned development and may lose its interest in, or may be forced to sell, some of its tenements. There is no assurance that, even as commercial quantities of manganese and other base metals are produced, a profitable market will exist for them.

Declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may eventually interrupt operations until a satisfactory reassessment can be completed.

#### **4.2.2 Environmental risks and regulations**

The Company's projects are subject to laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed. The Company has received environmental approval for its projects.

The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by the Company's activities will be rehabilitated as required by the conditions attaching to the Tenements.

### **4.2.3 Litigation**

The Company is exposed to possible litigation risks including contractual disputes. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

## **4.3 General Risks**

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

### **4.3.1 Operating Risks**

The current and future operations of the Company, including appraisal and possible exploration activities may be affected by a range of factors, including:

- (a) adverse geological conditions;
- (b) limitations on activities due to seasonal weather patterns, heavy localised rainfall and cyclone activity;
- (c) unanticipated operational and technical difficulties encountered in geophysical surveys, and drilling activities;
- (d) mechanical failure of drilling equipment;
- (e) industrial and environmental accidents, industrial disputes and other force majeure events;
- (f) unavailability of necessary support services in a timely fashion to support activities on site;
- (g) unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment; and
- (h) inability to obtain necessary consents or approvals.

### **4.3.2 Future funding requirements**

The Company will require additional funding in the future in order to develop its projects, including the exploration and development of any other projects. In addition, the Company will need to undertake a capital raising to raise additional funds to meet the administration and working capital costs in the medium to long term.

Any additional equity financing may be dilutive to Shareholders and any project financing if available may involve restrictive covenants, which may limit the Company's operations and business strategy.

Further, there can be no assurance that any such equity or project funding will be available for the Company on favourable terms or at all.

Accordingly, 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.

### **4.3.3 Resource estimates**

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to activities planned with respect to the Company's projects, which may, in turn, adversely affect the Company's operations.

### **4.3.4 Exploration Risks**

There is no assurance that manganese and other base metals will be discovered in the areas in which the Company has an interest. Even if further base metals are discovered in those areas, there is no assurance that commercial quantities of these minerals can be recovered from the Company's permits.

Mineral exploration by its nature contains elements of significant risk. Ultimate and continuous success of these activities is dependent on many factors such as:

- (a) the discovery and/or acquisition of economically recoverable ore resources;
- (b) successful conclusions to bankable feasibility studies;
- (c) access to adequate capital for project development;
- (d) securing and maintaining title to tenements;
- (e) obtaining consents and approvals necessary for the conduct of exploration and mining;
- (f) access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants;
- (g) native title risks; and
- (h) adverse weather conditions over a prolonged period which may adversely affect exploration and mining operations and the timing of revenues.

Whether or not income will result from development of tenements depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development and mining operations.

### **4.3.5 Contracts Risk**

From time to time the Company will have in place contracting arrangements with third party contractors for exploration services conducted on its projects. The Directors are unable to predict the risk of:

- (a) financial failure or default of the contractor or any other third party to a contract for which the Company is a party, or
- (b) insolvency or other managerial failure by any of the operators and contractors used the Company in its mining activities, or

- (c) insolvency or other managerial failure by any of the other service providers used by the Company or operators for any activity, or
- (d) mechanical, other operating or commercial failure by the contractor or of the contractors' equipment or services, which are used by or provided to the Company.

The occurrence of such an event may result in alterations to the exploration plans of the Company which may, in turn, adversely affect the Company's operations.

#### **4.3.6 Tenure risks**

Interests in exploration and mining tenements in Australia are governed by State legislation and are evidenced by the granting of leases or licences. Each lease or licence is for a specific term and carries with it annual expenditure and reporting conditions as well as other conditions that must be complied with. The Company's project tenements are currently in good standing, however the Company could lose title to, or its interest in, its mining tenements if conditions of grant are not met or if expenditure commitments are not satisfied.

#### **4.3.7 Native title and heritage risks**

The Company's tenements are subject to common law and native title rights of indigenous Australians. Legitimate native title rights are recognised and protected under the Native Title Act 1993 (Cth) (**Native Title Act**). Further, certain areas containing sacred sites or sites of cultural significance to indigenous people are also protected under state legislation. The Company's ability to utilise this land and to conduct its exploration activities will be subject to such terms and conditions as the Company may achieve through negotiations with traditional owners or by legal determination under the Native Title Act and/or heritage legislation

### **4.4 Economic Risks**

General economic conditions, movements in commodity prices, interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and future production activities, as well as on its ability to fund those activities.

#### **4.4.1 Security Investments**

Applicants should be aware that there are risks associated with any securities investment. Shares listed on the stock market and, in particular, securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

#### **4.4.2 Legislative changes, Government policy and approvals**

Changes in government regulations and policies may adversely affect the financial performance of the Company. For example, any increased rentals under the relevant legislation may impact on the Company's actual financial statements. The Company's capacity to explore and exploit any projects may be affected by changes in government policy, which are beyond the control of the Company.

#### **4.4.3 Tax and Royalties Risk**

Changes to income tax (including capital gains tax), GST, stamp duty or other revenue legislation, case law, rulings or determinations issued by the Commissioner of Taxation or other practices of tax authorities may change following the date of this Prospectus or adversely affect the Company's profitability, net assets and cash flow. In particular, both the level and basis of taxation may change.

#### **4.4.4 Reliance on Key Personnel and Employees**

The Company's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. To manage its growth, the Company must attract and retain additional highly qualified management, technical, sales and marketing personnel and continue to implement and improve operational, financial and management information systems. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

#### **4.4.5 COVID-19 risk**

The outbreak of the coronavirus disease (**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 are monitoring the situation 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 inevitably uncertain. If any of these impacts appear material prior to close of the Offers, the Company will notify investors under a supplementary prospectus.



## 5. Additional Information

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### 5.1 Continuous Disclosure Obligations and Nature of Prospectus

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

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

Investors are encouraged to check and monitor any further announcements made by the Company to ASX prior to securities being issued under the Offers. To do so, please refer to the Company’s ASX announcements platform via [www.asx.com.au](http://www.asx.com.au).

The New Listed Options to be issued pursuant to this Prospectus are options over continuously quoted securities. This Prospectus is issued under the special prospectus content rules for continuously quoted securities in Section 713 of the Corporations Act, and is a “transaction specific prospectus”. In general terms, a “transaction specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This enables listed disclosing entities, such as the Company, to issue a prospectus for options to acquire continuously quoted securities with modified disclosure requirements if they satisfy certain requirements.

The information in this Prospectus principally concerns the terms and conditions of the Offers and the information reasonably necessary to make an informed assessment of:

- (a) the effect of the Offers on the Company; and
- (b) the rights and liabilities attaching to the New Listed Options offered pursuant to this Prospectus and the underlying securities.

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

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 3 months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

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

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

The Company has lodged the following announcements with ASX since the date of lodgement of the Company's latest annual financial report and before lodgement of this Prospectus with ASIC:

## 5.2 Announcements

Date	Announcement
05/09/2022	Cleansing Notice
05/09/2022	Application for quotation of securities – EPM
30/08/2022	Proposed issue of securities - EPM
30/08/2022	Eclipse Completes \$2 Million Placement
26/08/2022	Trading Halt
25/08/2022	Approval for Field Activities by Greenland's MLSA
29/07/2022	Quarterly Activities/Appendix 5B Cash Flow Report
14/06/2022	PDAC 2022 Presentation
14/06/2022	Satellite Imagery Analysis Identifies New Invittuut Target
09/06/2022	Eclipse Progresses Invittuut Mining Licence
25/05/2022	Release from Voluntary Escrow
19/05/2022	Gronnedal-Ika Drilling Permit to Test REE Mineralisation
29/04/2022	Quarterly Activities/Appendix 5B Cash Flow Report
06/04/2022	Ivittuut Bulk Sample Analysis Returns 99.9% Silica Result

04/04/2022	Update on Divestment of Northern Territory Projects
24/03/2022	Ivittuut Project Returns More High-Grade REE Results
23/03/2022	Anomalous Lithium Concentrations at Greenland Project
15/03/2022	Half Yearly Report and Accounts
09/03/2022	Multi-Element Assay Results at Greenland Prospects
01/03/2022	Collaborative Research Program on Ivittuut Mine Greenland
10/02/2022	Update on Divestment of Northern Territory Projects
03/02/2022	Change of Directors' Interest Notices
01/02/2022	Cleansing Notice
01/02/2022	Application for quotation of securities – EPM
31/01/2022	Quarterly Activities/Appendix 5B Cash Flow Report
14/01/2022	Release from Voluntary Escrow
12/01/2022	Cleansing Notice
12/01/2022	Application for quotation of securities – EPM
20/12/2021	Change of Registry Address
15/12/2021	Initial Director's Interest Notice
15/12/2021	New Director Appointment
09/12/2021	Notification regarding unquoted securities – EPM
29/11/2021	Results of Meeting
29/11/2021	Eclipse to Divest Northern Territory Project
22/11/2021	Ivittuut Drill Samples Confirm High-Grade Rare Earth Results
17/11/2021	Remuneration Update
17/11/2021	Field Exploration Update – Ivittuut Greenland Project
15/11/2021	Ivittuut Historical Samples Return High-Grade REE Results
29/10/2021	Quarterly Activities/Appendix 5B Cash Flow Report
28/10/2021	Notice of Annual General Meeting/Proxy Form
07/10/2021	Eclipse Progresses Greenland Development Plan
05/10/2021	Response to ASX Price Query
04/10/2021	Closing Date for Nominations and Date of AGM
29/09/2021	Annual Report to shareholders

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

### 5.3 Lead Manager Mandate

The Company engaged the services of Ignite Equity Pty Ltd to manage the Placement. Pursuant to the Lead Manager Mandate, the Company has agreed to pay Ignite (or its nominee):

- (a) a placement fee equal to 6% on all funds raised under the Placement; and
- (b) 500,000 New Listed Options for every \$100,000 raised under the Placement,

Based on the amount raised under the Placement, Ignite (or its nominee) is entitled to a total of 7,500,000 New Listed Options, which Options are offered under the Secondary Offer (details of which are set out in Section 1.6).

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of this nature.

## 5.4 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director nor any firm in which such a Director is a partner, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers pursuant to this Prospectus; or
- (c) the Offers, and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director or to any firm in which any such Director is a partner or Director, either to induce them to become, or to qualify them as, a Director or otherwise for services rendered by them or by the firm in connection with the formation or promotion of the Company or the Offers.

## 5.5 Remuneration

The remuneration (including superannuation and share based payments unless stated otherwise) paid to the Directors for the two financial years prior to the date of this Prospectus, and proposed to be paid to the Directors for the current financial year (on an annualised basis), is set out below.

Director	Remuneration for the financial year ended 2021	Remuneration for the financial year ended 2022	Proposed remuneration for financial year ending 2023
Carl Popal <sup>1</sup>	\$189,150	\$353,760	\$300,000
Rodney Dale <sup>2</sup>	\$68,350	\$89,890	\$36,000
Ibrar Idrees <sup>3</sup>	\$14,500	\$52,841	18,000
Dr Oliver Kreuzer <sup>4</sup>	-	\$37,883	\$40,000

### Notes:

1. Carl Popal was re-appointed as director on 16 March 2020.
2. Rodney Dale was re-appointed as director on 29 November 2021.
3. Ibrar Idrees was re-appointed as director on 30 November 2020.
4. Dr Oliver Kreuzer was appointed on 15 December 2021.

The Constitution of the Company provides that the Non-Executive Directors may be paid for their services as Directors, a sum not exceeding such fixed sum per annum as may be determined by the Company in general meeting.

Directors are also entitled to be paid all reasonable travelling, accommodation and other expenses properly incurred by a Director in attending Director or Shareholder meetings or in connection with the business of the Company.

The Directors' relevant interests in the Company's securities as at the date of this Prospectus is set out below.

## 5.6 Securities

The securities in which the Directors and their associates have or are proposed to have relevant interests in at the date of this Prospectus are set out below.

Director	Shares	Options	Performance Rights
Carl Popal	51,587,833	4,908,784	9,500,000
Rodney Dale	8,000,000	700,000	4,000,000
Ibrar Idrees	1,000,000	-	4,000,000
Dr Oliver Kreuzer	-	-	-

### Notes:

None of the Directors are Placement Participants and therefore will not receive any New Listed Options under the Offers.

## 5.7 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

## 5.8 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner, nor any company with which any of those persons is or was associated, has or had within 2 years before the lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) to any expert, underwriter, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, or to any firm in which any of those persons is or was a partner, or to any company with which any of those persons is or was associated, for services rendered by that person, or by the firm or the company, in connection with the formation or promotion of the Company or the Offers.

Ignite Equity Pty Ltd has acted as the lead manager to the Placement and will be paid the fees described in Section 5.3 in consideration for those services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Ignite Equity Pty Ltd has not been paid any other fees for services provided to the Company.

Perth Legal Consultants has acted as the solicitors to the Company in relation to the Offers and associated due diligence process. The Company estimates it will pay Perth Legal Consultants \$6,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Perth Legal Consultants has been paid approximately \$30,000 (including GST and disbursements) for legal services provided to the Company.

## 5.9 Consents

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Ignite Equity Pty Ltd has given and has not withdrawn its consent to be named as the solicitors to the Company in this Prospectus, in the form and context in which it is named. Ignite Equity Pty Ltd has not caused or authorised the issue of this Prospectus, and expressly disclaims and takes no responsibility for, any part of this Prospectus other than a reference to its name.

Perth Legal Consultants has given and has not withdrawn its consent to be named as the solicitors to the Company in this Prospectus, in the form and context in which it is named. Perth Legal Consultants has not caused or authorised the issue of this Prospectus, and expressly disclaims and takes no responsibility for, any part of this Prospectus other than a reference to its name.

Automic Registry Services (**Share Registry**) has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Application Forms received pursuant to this Prospectus, and are paid for these services on standard industry terms and conditions. References to the Share Registry appear for information purposes only. The Share Registry has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registry in the form and context in which it is named. The Share Registry has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registry to the Company. The Share Registry has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

Stantons International (**Auditor**) has been appointed as the Company auditor. References to the Auditor appear for information purposes only. The Auditor has given and, as at the date hereof, has not withdrawn, its written consent to be named as the Auditor in the form and context in which it is named. The Auditor has had no involvement in the preparation of any part of the Prospectus other than being named as Auditor to the Company. The Auditor has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

## 5.10 Litigation

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

## 5.11 Estimated Expenses of Offers

The total expenses of the Offers are estimated to be approximately \$41,220 (excluding GST) as follows:

<b>Expense</b>	<b>(\$)</b>
ASIC fees	\$3,206
ASX fees	\$27,014
Legal expenses	\$6,000
Miscellaneous, printing and other expenses	\$5,000
<b>Total</b>	<b>\$41,220</b>

**Note:** The Company engaged the services of Ignite Equity Pty Ltd to manage the Placement. Refer to Section 5.3 for details of the fees payable to Ignite Equity Pty Ltd pursuant to the Lead Manager Mandate.

## 5.12 Market Price of Shares

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

The highest and lowest closing prices of Shares on the ASX during the 3 months preceding the date of this Prospectus, and the closing price on the trading day before the date of this Prospectus, are set out below.

	<b>Price</b>	<b>Date</b>
Highest	\$0.029	8 June 2022
Lowest	\$0.018	1, 5 & 19 July 2022
Last	\$0.022	8 September 2022

## 5.13 Electronic Prospectus

Pursuant to ASIC Regulatory Guide 107, the ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic prospectus and electronic entitlement and acceptance form on the basis of a paper prospectus lodged with the ASIC, and the publication of notices referring to an electronic prospectus or electronic entitlement and acceptance form, subject to compliance with certain conditions.

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 8 9480 0420 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, 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 Prospectus and any relevant supplementary or Prospectus or any of those documents were incomplete or altered.

## 6. Directors' Authorisation

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This Prospectus is dated 9 September 2022 and is issued by the Company and its issue has been authorised by a resolution of the Directors.

The Directors have made all reasonable enquires and on that basis have reasonable grounds to believe that any statements made by the Directors in this Prospectus are not misleading or deceptive.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors.

Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

Signed for and on behalf of the Company.



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**Carl Popal**  
**Executive Chairman**  
**Eclipse Metals Limited**



## 7. Glossary

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

**Applicant** means a Placement Participant or Ignite (or its nominee) who applies for New Listed Options under the Placement Offer or the Secondary Offer (as applicable).

**Application Form** means the personalised application form accompany this Prospectus.

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

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

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

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

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

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

**Closing Date** means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

**Company** means Eclipse Metals Limited (ACN 142 366 541)

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

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

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

**Ignite** means Ignite Equity Pty Ltd (ACN 658 888 601).

**Lead Manager Mandate** means the mandate between the Company and Ignite, a summary of which is set out in Section 5.3.

**New Listed Option** means an Option offered under this Prospectus on the terms and conditions set out in Section 3.1.

**Offers** means the Placement Offer and the Secondary Offer and **Offer** means any one of them.

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

**Option** means an option to acquire a Share, including the New Listed Options

**Optionholder** means a holder of an Option.

**Placement** has the meaning given to that term in Section 1.1.

**Placement Offer** means the offer of 100,000,000 New Listed Options to the Placement Participants pursuant to this Prospectus.

**Placement Participant** means a person who participated in the Placement and **Placement Participants** has the corresponding meaning.

**Prospectus** means this prospectus.

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

**Secondary Offer** means the offer of 7,500,000 New Listed Options to Ignite (or its nominee) as detailed in Section 1.6 of this Prospectus.

**Security** means a security in the capital of the Company, including a Share or Option.

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

**Share Registry** means Automic Registry Services.

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

**WST** means Western Standard Time as observed in Perth, Western Australia.