

ALICE QUEEN LIMITED

[ABN 71 099 247 408]

("the Company")

OPTIONS PROSPECTUS

This Prospectus contains the following offers of securities:

- An offer of up to 100 options (**T1 New Options**) at an issue price of \$0.001 (0.1 cents) per T1 New Option (the **T1 Offer**). Each T1 New Option has an exercise price of \$0.013 (1.3 cents), expiry date of 23 September 2025 and, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company (**Share**); and
- An offer of up to 100 options (**T2 New Options**) at an issue price of \$0.001 (0.1 cents) per T2 New Option (the **T2 Offer**). Each T2 New Option has an exercise price of \$0.008 (0.8 cents), expiry date of 9 December 2025 and, upon exercise, entitle the holder to one Share.

The T1 Offer and T2 Offer are referred to collectively in this Prospectus as the **Offers**.

The Offers (or either of them) are only made to and capable of acceptance by invitees determined by the Company. The Offer closes at 5:00pm Melbourne time on 10 February 2023.

This Prospectus has been prepared primarily for the purposes of Section 708A(11) of the Corporations Act 2001 (Cth) to facilitate the secondary trading of the T1 Placement Options and the T2 Placement Options.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

It is important that you read this Prospectus carefully before deciding to accept the Offers (or either of them) described in this Prospectus. If you do not understand its contents you should consult your stockbroker, accountant or other professional adviser.

The securities offered under this Prospectus are considered speculative

CORPORATE DIRECTORY

Alice Queen Limited
[ABN 71 099 247 408]

Directors

Andrew Buxton – Managing Director
Dale McCabe – Executive Director
James Myers – Non-Executive Director

Company Secretary and Chief Financial Officer

Anne Adaley

Registered Office

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ASX Code

AQX

Website

www.alicequeen.com.au

To view annual reports, shareholder and company information, news announcements, background information on the Company's business and historical information, visit www2.asx.com.au and search code "AQX".

IMPORTANT NOTICES

This prospectus (**Prospectus**) is dated 10 February 2023. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission (**ASIC**) on the same date. Neither ASIC nor ASX Limited (**ASX**) nor their respective officers take any responsibility as to the contents of this Prospectus.

Subject to the Corporations Act, the ASX Listing Rules and other applicable laws, the Company reserves the right to close the Offer early, to extend the Closing Date, or not to proceed with the Offers (or either of them).

The Offers close at 5:00pm (Melbourne time) on 10 February 2023, which date may change without notice.

This Prospectus contains offers of convertible securities to acquire continuously quoted securities (the T1 New Options and T2 New Options). Accordingly, this Prospectus is not required by the Corporations Act to contain all the information normally required to be set out in a document of this type.

This Prospectus incorporates by reference information contained in documents lodged with ASIC. A document incorporated by reference in this Prospectus may be obtained free of charge from the Company during the application period.

The Company has determined the target market for the offer of T1 New Options under the T1 Offer and T2 New Options under the T2 Offer made in this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) for each of the respective Offers as set out on the website of the Company (www.alicequeen.com.au). By making an application for T1 New Options under the T1 Offer and/or the T2 New Options under the T2 Offer, an investor warrants they have read and understood the TMD and that they fall within the target market set out in the TMD.

No person is authorised to give any information or make any representation in connection with this Prospectus that is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offers (or either of them).

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of past and 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, its Directors and management. Although the Company believes that the expectations reflected in the forward looking statements included in this Prospectus are reasonable, none of the Company, its Directors or officers, or any person named in this Prospectus can give, or gives, any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur or that the assumptions on which those statements are based will prove to be correct or exhaustive beyond the date of its making. Investors are cautioned not to place undue reliance on these forward-looking statements.

Except to the extent required by law, 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.

The forward-looking statements contained in this Prospectus are subject to various risk factors that could cause actual results to differ materially from the results expressed or anticipated in these statements. The key risk factors of investing in the Company are set out in Section 5 of this Prospectus.

No account has been taken of particular objectives, financial situation or needs of recipients of this Prospectus. Recipients of this Prospectus should have regard to their own objectives, financial situation and needs. Recipients of this Prospectus should make their own independent investigation and assessment of the Company, its business,

assets and liabilities, prospects and profits and losses, and risks associated with investing. Independent advice should be sought before any decision is made to apply for securities under the Offers (or either of them).

All monetary amounts in this Prospectus are in Australian dollars unless otherwise stated. All dates and times are dates and times in Melbourne, Victoria, Australia unless otherwise stated.

The securities offered under this Prospectus are considered speculative.

TIMETABLE

Lodgement of Prospectus	10 February 2023
Offer Period opens	10 February 2023
Closing Date	10 February 2023 at 5:00pm Melbourne time

Subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws, the Company reserves the right to change the above dates, close the Offers (or either of them) before the date stated above, extend the Closing Date and subsequent dates or not proceed with the Offers (or either of them). The Company reserves the right to extend the Closing Date by making an announcement of the extension to ASX.

No securities will be issued on the basis of this Prospectus after 10 March 2024, being the expiry date of this Prospectus.

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KEY INVESTMENT RISKS – SUMMARY

Please read and consider this Prospectus in full and in conjunction with matters which have or may be referred to in the Company's ASX announcements before applying for securities under the Offers (or either of them).

Section 5 of this Prospectus contains an overview of some of the key risks associated with investment in the Company, including risks associated with the Offers respectively as set out below:

- Value of securities and share market conditions.
- There being no guarantee that the share price of the Company will be greater than the exercise price of T1 New Options and/or T2 New Options prior to their respective expiry dates.
- Potential taxation consequences.
- Shareholders will be diluted upon exercise of any T1 New Options and/or T2 New Options into Shares.
- Liquidity risks.

Section 5 of this Prospectus also contains an overview of the specific business risks of the Company, a selection of which are set out below:

- Risks associated with the requirement for future capital, including access to such capital and the consequences to the Company's operations if such capital cannot be obtained.
- Risks associated with conclusion and maintenance of agreements and arrangements with third parties, including joint venture and/or farm-in arrangements and relationships with project partners. These risks include risks that third parties will fail to perform their obligations under existing or future agreements or may withdraw from those agreements and risks associated with the Company's ability to negotiate further joint venture and/or farm-in agreements on favourable terms, or at all.
- Risks associated with the grant, renewal and maintenance of the Company's tenements.
- Risks inherent in mining and exploration generally including environmental regulation and risks, compliance with standards, native title and Aboriginal Cultural Heritage requirements and the inherent uncertainties of mineral exploration and mineral resource estimates and exploration targets.
- Risks with respect to gaining access to the area the subject of the Company's tenements and projects.
- Risks associated with maintaining relationships with communities proximate to the Company's tenements and projects.
- Risks associated with climate change.

In addition, there are risks of a more general nature, such as economic and market conditions.

A more detailed overview of some of the key risks associated with the Company and its operations are set out in Section 5 of this Prospectus.

ABOUT THE OFFER - SUMMARY

The following summary provides only a limited overview of the Offer being made by the Company. Further detail is set out in this Prospectus. Please read and consider this Prospectus in full before making any decision regarding applying for New Options, exercising New Options and/or Placement Options or investing in the Company.

Topic	Summary	For more information see:
What is the T1 Offer?	An offer of up to 100 options (T1 New Options) to invitees determined by the Company (T1 Offer).	Section 1.1
What is the issue price of New Options?	\$0.001 (0.1 cents) per T1 New Option.	Section 1.1
What are the terms of T1 New Options?	Each T1 New Option has an exercise price of \$0.013 (1.3 cents), expiry date of 23 September 2025 and, upon exercise, entitle the holder to one Share in the capital of the Company. Full terms of the T1 New Options and T1 Placement Options are set out in Section 9.	Section 1.1 and 9.1
What is the purpose of the T1 Offer?	The purpose of the T1 Offer is to facilitate the secondary trading of the T1 Placement Options (defined in section 1.6).	Sections 1.3, 1.6 and 2
Is the T1 Offer underwritten?	No, the T1 Offer is not underwritten.	Section 1.4
What is the T2 Offer?	An offer of up to 100 options (T2 New Options) to invitees determined by the Company (T2 Offer).	Section 1.1
What is the issue price of T2 New Options?	\$0.001 (0.1 cents) per T2 New Option.	Section 1.1
What are the terms of T2 New Options?	Each T2 New Option has an exercise price of \$0.008 (0.8 cents), expiry date of 9 December 2025 and, upon exercise, entitle the holder to one Share in the capital of the Company. Full terms of the T2 New Options and T2 Placement Options are set out in Section 9.2.	Section 1.1 and 9.2
What is the purpose of the T2 Offer?	The purpose of the T2 Offer is to facilitate the secondary trading of the T2 Placement Options (defined in section 1.6).	Sections 1.3, 1.6 and 2
Is the T2 Offer underwritten?	No, the T2 Offer is not underwritten.	Section 1.4
Are there risks associated with investment in the Company?	There are risks associated with investment in the Company. These include risks relating to the respective Offers and the T1 New Options and/or T2 New Options, risks relating to the Company and risks associated with financial investment generally. Please carefully consider the risks and the information contained in this Prospectus in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements before deciding to apply for or acquire securities under this Prospectus or otherwise making an investment in the Company.	Section 5
How and when will I know if my application was successful?	Holding statements confirming the issue of T1 New Options and/or T2 New Options (if any) are anticipated to be dispatched on or about 10 February 2023.	Section 6
What are the taxation implications of participating in the Offer?	Taxation implications will vary depending upon the specific circumstances of the investor. You should obtain professional advice as to the taxation treatment applicable to you.	Section 11

Topic	Summary	For more information see:
Where can I find more information about the Company?	For more information on the Company please see the Company's website (www.alicequeen.com.au) or refer to the Company's ASX announcements (available on the ASX's website www2.asx.com.au , search code "AQX").	Section 17
What if I have questions about the Offer or how to apply?	You should consult your stockbroker, accountant, solicitor or other professional adviser before making any decision regarding applying for securities under this Prospectus. Questions can also be directed to the Company on +61 3 8669 1408.	Section 17

1. Details of the Offer

1.1 The Offers

Alice Queen Limited [ABN 71 099 247 408] (**Alice Queen** or **the Company**) offers:

- up to 100 T1 New Options at an issue price of \$0.001 (0.1 cents) each (**T1 Offer**). The full terms of the T1 New Options are set out in Section 9.1; and
- up to 100 T2 New Options at an issue price of \$0.001 (0.1 cents) each (**T2 Offer**). The full terms of the T2 New Options are set out in Section 9.2.

The T1 Offer and T2 Offer are referred to collectively in this Prospectus as the **Offers**.

The Offers (or either of them) are only made to and capable of investors determined by the Company who receive a personalised application form to participate in either or both of the Offers (**Invitees**).

1.2 No Underwriting

The Offers are not underwritten.

1.3 ASX Listing

The Company proposes applying for quotation of the T1 New Options and T2 New Options to be issued (if any) and the T1 Placement Options and T2 Placement Options (each as defined in section 1.6). The T1 New Options and T1 Placement Options form one class of securities and the T2 New Options and T2 Placement Options for one class of securities. The Company proposes applying for quotation of each of these classes of securities.

T1 New Options and T1 Placement Options

T1 New Options to be issued (if any) and the T1 Placement Options already of issue will remain unquoted (unlisted) until such time as the Company satisfies the quotation requirements of ASX, which will include:

- there being at least 100,000 T1 New Options and T1 Placement Options on issue in combination; and
- the T1 New Options and T1 Placement Options in combination are held by at least 50 holders each with a marketable parcel (being if all options held by a holder are exercised in full, the underlying Shares would be a parcel of note less than \$500 based on the trading price of Shares or the Exercise Price if the underlying Shares are unquoted).

The Company believes that the above requirements will, as at the date of this Prospectus, be met with respect to the T1 New Options and the T1 Placement Options.

If quotation is not granted, the T1 New Options to be issued (if any) and the T1 Placement Options will not be able to be traded on ASX. The fact that ASX may grant official quotation of the T1 New Options to be issued (if any) and/or the T2 Placement Options is not to be taken in any way as an indication of the merits of the Company or of the T1 New Options to be issued (if any) and/or the T1 Placement Options.

T2 New Options and T2 Placement Options

T2 New Options to be issued (if any) and the T2 Placement Options already of issue will remain unquoted (unlisted) until such time as the Company satisfies the quotation requirements of ASX, which will include:

- there being at least 100,000 T2 New Options and T2 Placement Options on issue in combination; and

- the T2 New Options and T2 Placement Options in combination are held by at least 50 holders each with a marketable parcel (being if all options held by a holder are exercised in full, the underlying Shares would be a parcel of note less than \$500 based on the trading price of Shares or the Exercise Price if the underlying Shares are unquoted).

The Company believes that the above requirements will, as at the date of this Prospectus, be met with respect to the T2 New Options and the T2 Placement Options.

If quotation is not granted, the T2 New Options to be issued (if any) and the T2 Placement Options will not be able to be traded on ASX. The fact that ASX may grant official quotation of the T2 New Options to be issued (if any) and/or the T2 Placement Options is not to be taken in any way as an indication of the merits of the Company or of the T2 New Options to be issued (if any) and/or the T2 Placement Options.

1.4 Minimum subscription

There is no minimum subscription under either of the Offers.

1.5 Prohibition on exceeding 20% voting threshold

Recipients of T1 New Options and/or T2 New Options must have regard to, and comply with, the takeovers prohibition (the 20% voting power threshold) and substantial holder disclosure requirements of the Corporations Act 2001 (Cth) (**Corporations Act**) when exercising T1 New Options and/or T2 New Options.

The Company expressly disclaims any responsibility for ensuring that recipients do not breach the takeovers prohibition and/or the substantial holder disclosure requirements under the Corporations Act in any circumstance, including as a result of exercise of options.

The Company may refuse to act upon the exercise of T1 New Options and/or T2 New Options (or, as the case may be, T1 Placement Options and/or T2 Placement Options) where such exercise would constitute a breach of the 20% voting power threshold under the Corporations Act.

Recipients of T1 New Options and/or T2 New Options (or, as the case may be, T1 Placement Options and/or T2 Placement Options) should seek their own professional advice regarding if they may be at risk of breaching the takeovers prohibition or be required to comply with the substantial holder disclosure requirements under the Corporations Act as a result of the issue of Shares upon exercise of options.

1.6 Placement Option issues

T1 Placement

Note: the number of Placement Shares announced on 28 April 2022 was approximately 255,366,667. The actual number of Placement Shares issued was 250,735,417. The number of free-attaching Placement Options issued was commensurately reduced having regard to the number of Placement Shares issued.

On 28 April 2022 the Company announced that it had received firm commitments from existing and new unrelated sophisticated and professional investors for a placement of fully paid ordinary shares (**T1 Placement Shares**) to be issued in two tranches at an issue price of \$0.006 (0.6 cents) per T1 Placement Share to raise approximately \$1.5 million before costs (**T1 Placement**).

166,666,666 of the T1 Placement Shares were issued on 6 May 2022 without shareholder approval. The issue of the remaining 84,068,751 T1 Placement Shares was subject to shareholder approval which was obtained at the general meeting of shareholders on 27 June 2022 and the T1 Placement Shares were issued on 27 August 2022 (37,513,112 T1 Placement Shares) and 27 September 2022 (46,555,639 T1 Placement Shares).

Every two T1 Placement Shares were to be accompanied by one free-attaching option (**T1 Placement Option**) with an exercise price of \$0.013 (1.3 cents), expiring 23 September 2025 and which, upon exercise, entitled the holder to one fully paid ordinary share in the capital of the Company. The issue of the T1 Placement Options

was subject to shareholder approval which was obtained at a general meeting of shareholders on 27 June 2022 and the T1 Placement Options were issued 23 September 2022 (102,089,889 T1 Placement Options) and 27 September 2022 (23,277,819 T1 Placement Options).

Evolution Capital Pty Ltd (**Evolution**) acted as lead manager of the T1 Placement. Fees payable by the Company to Evolution in connection with this role comprised 5% of the funds raised under the T1 Placement and 20,000,000 T1 Placement Options, the issue of which was subject to shareholder approval which was obtained at a general meeting of shareholders on 27 June 2022. These T1 Placement Options were issued on 27 September 2022.

Noting the above, the number of T1 Placement Options on issue at the date of this Prospectus is 145,367,708.

T2 Placement

On 2 August 2022 the Company announced that it had received firm commitments from existing and new unrelated sophisticated and professional investors for a placement of 416,666,667 fully paid ordinary shares (**T2 Placement Shares**) to be issued in two tranches at an issue price of \$0.003 (0.3 cents) per Placement Share to raise approximately \$1.25 million before costs (**T2 Placement**).

All of the T2 Placement Shares were issued without shareholder approval on 10 August 2022.

Every two T2 Placement Shares were to be accompanied by one free-attaching option (**T2 Placement Option**) with an exercise price of \$0.008 (0.8 cents), expiring 9 December 2025 and which, upon exercise, entitled the holder to one fully paid ordinary share in the capital of the Company. The issue of the T2 Placement Options was subject to shareholder approval which was obtained at a general meeting of shareholders on 28 October 2022 and the T2 Placement Options were issued on 9 December 2022.

GTT Ventures Pty Ltd (**GTT**) acted as lead manager of the T2 Placement. Fees payable by the Company to GTT in connection with this role comprised 6% of the funds raised under the T2 Placement and 15,500,000 T2 Placement Options, the issue of which was subject to shareholder approval which was obtained at a general meeting of shareholders on 28 October 2022 and the T2 Placement Options were issued on 9 December 2022.

T1 Placement settlement

On 28 September 2022, the Company announced that it had reached a settlement in respect of funds for the T1 Placement. The settlement included an agreement by the Company to issue an aggregate of 30,000,000 T2 Placement Options to those participants in the second tranche of the T1 Placement. The issue of these T2 Options was subject to shareholder approval which was obtained at a general meeting of shareholders on 28 October 2022 and the T2 Placement Options were issued on 9 December 2022.

Having regard to the T2 Placement and the T1 Placement settlement, the total number of T2 Placement Options on issue at the date of this Prospectus is 238,333,333.

T3 Placement

On 1 February 2023 the Company announced that it had received binding commitments from unrelated sophisticated and professional investors for a placement of 330,037,514 fully paid ordinary shares (**T3 Placement Shares**) at an issue price of \$0.0015 (0.15 cents) per T3 Placement Share to raise approximately \$500,000 before costs (**T3 Placement**).

All of the T3 Placement Shares were issued without shareholder approval on 9 February 2023.

Every two T3 Placement Shares were to be accompanied by one free-attaching option (**T3 Placement Option**) with the same terms as the T2 Placement Options, namely having an exercise price of \$0.008 (0.8 cents), expiring 9 December 2025 and which, upon exercise, entitled the holder to one fully paid ordinary share in the capital of the Company. The issue of the T3 Placement Options is subject to shareholder approval which is proposed to be obtained at a general meeting of shareholders that is anticipated to be held in March 2023. If shareholder approval is obtained, the Company will seek quotation of the T3 Placement Options. The Company

expressly does not seek quotation of the T3 Placement Options under this Prospectus, however in the event shareholders approve the issue of the T3 Placement Options, the Company will seek quotation of the T3 Placement Options at the time of issue.

Cadmon Advisory Pty Ltd (**Cadmon**) acted as lead manager of the T3 Placement. Fees payable by the Company to Cadmon in connection with this role comprised 6% of the funds raised under the T3 Placement and 30,000,000 options (each with an exercise price of \$0.003 (0.3 cents), expiry date 3 years from issue and which, upon exercise, entitle the holder to one fully paid ordinary share in the capital of the Company), the issue of which was subject to shareholder approval which is subject to shareholder approval which is proposed to be obtained at a general meeting of shareholders that is anticipated to be held in March 2023.

2. Purpose of this Prospectus, the Offer and the Placements

The purpose of this Prospectus and the Offer made under it is to comply with section 708A(11) of the Corporations Act 2001 (Cth) to qualify the T1 Placement Options and T2 Placement Options respectively for secondary trading such that the Placement Options can be offered for sale within 12 months of issue. This Prospectus is a required step in the Company seeking the quotation (listing) of the T1 Placement Options and T2 Placement Options respectively as set out in section 1.3.

The purpose of the T1 Placement, T2 Placement, and T3 Placement in combination was to raise an aggregate of approximately \$3.25 million before costs. Details of the use of funds raised and the financial effect of the Offers and T1 Placement, T2 Placement and T3 Placement in combination are set out in section 3.

The purpose of the T1 Placement settlement was to settle the second tranche of the T1 Placement.

3. Financial effect of the Offer and the Placement

The Offer will have a negligible effect on the financial position of the Company as the maximum that would be raised if the Offers are fully subscribed is \$0.20 (20 cents). As referred to above, this Prospectus has been primarily prepared for the purposes of qualifying the T1 Placement Options and T2 Placement Options respectively for secondary trading.

As noted above, an aggregate of approximately \$3.25 million before costs was raised from the T1 Placement, T2 Placement and T3 Placement in combination. Funds raised have been, or are to be, used for:

- Field exploration at Viani and Sabeto;
- Corporate Activities for Lachlan Fold Belt (NSW) and Horn Island (QLD) projects;
- Commencement of exploration in Fiji;
- Exploration Drilling at Horn Island;
- Progress exploration in New South Wales;
- Progressing advanced discussions for joint venture opportunities on New South Wales projects to accelerate further drilling; and
- Corporate & working capital including costs of the Placement.

The anticipated costs of the Offers, the T1 Placement, T2 Placement and T3 Placement in combination are set out in the table below:

Particulars	Amount (\$)
Lead Manager Fees – T1 Placement *	\$75,000
Lead Manager Fees – T2 Placement **	\$75,000
Lead Manager Fees – T3 Placement ***	\$30,000
Legal, printing and postage	\$12,000
ASIC and ASX Fees ****	\$37,500
TOTAL	\$199,500

Note to Tables:

**In connection with the T1 Placement, the Company agreed to pay Evolution Capital Pty Ltd and/or its nominee(s) 5% of the amount raised under the Placement. Evolution Capital Pty Ltd (and/or its nominee(s) also received 20,000,000 T1 Placement Options.*

***In connection with the T2 Placement, the Company agreed to pay GTT Ventures Pty Ltd and/or its nominee(s) 6% of the amount raised under the Placement. Evolution Capital Pty Ltd (and/or its nominee(s) also received 15,500,000 T2 Placement Options.*

****In connection with the T3 Placement, the Company agreed to pay Cadmon Advisory Pty Ltd and/or its nominee(s) 6% of the amount raised under the T3 Placement. Cadmon Advisory Pty Ltd (and/or its nominee(s) also received 30,000,000 T3 Placement Options.*

***** includes anticipated quotation costs of T1 Placement Shares, T2 Placement Shares, T1 Placement Options, T2 Placement Options, T1 New Options and T2 New Options and the lodgement fee payable in connection with lodging this Prospectus with ASIC.*

The T1 Placement, T2 Placement and T3 Placement in combination increased the cash reserves of the Company by approximately \$3.05 million, being \$3.25 million less the anticipated costs of \$199,500 noted above.

Other than the increase of the cash reserves of the Company as set out above and increasing the equity of the Company by a commensurate amount, the Offer and the Placement are not anticipated to have an impact upon the financial position of the Company other than as set out in this section 3.

4. Effect on the Capital Structure of the Company

4.1 Shares and Convertible Securities

The tables below set out the capital structure of the Company, including the effect on the Company's capital structure of the Offer and the Placement in combination. These tables assume that no further securities are issued by the Company other than as provided for under the Offer and in connection with the Placement in combination and that no convertible securities on issue in the Company are exercised into fully paid ordinary shares. For the avoidance of doubt the Q2 Placement Shares have been issued and are included as separate items in the below tables for information purposes only.

SHARES

Ordinary shares other than Placement Shares*	1,532,832,010	60.58%
T1 Placement Shares	250,751,417	9.91%
T2 Placement Shares	416,666,667	16.47%
T3 Placement Shares	330,037,514	13.04%
Existing total Shares on issue	2,530,287,608	100%

OPTIONS

Quoted / Unquoted	Number of options	Expiry Date	Exercise price
Quoted	146,829,723	5 November 2023	\$0.03
Unquoted	31,266,588	25 June 2024	A\$0.05
Currently Unquoted, seeking to be Quoted	145,367,708 (T1 Placement Options)	23 September 2025	A\$0.013
Currently Unquoted, seeking to be Quoted	Up to 100 (T1 New Options)	23 September 2025	A\$0.013
Currently Unquoted, seeking to be Quoted	253,833,333 (T2 Placement Options)	9 December 2025	A\$0.008
Currently Unquoted, seeking to be Quoted	Up to 100 (T2 New Options)	9 December 2025	A\$0.008

Note to Tables:

1. As announced on 1 February 2023, the issue of the T3 Placement Options is subject to shareholder approval, proposed to be sought at a General Meeting of the Company at a date to be determined. If shareholder approval to the issue is obtained, the Company proposes to seek quotation of the T3 Placement Options, subject to meeting ASX requirements and the issue of a prospectus.
2. As announced on 1 February 2023, the issue of 30,000,000 T3 Placement Options to Cadmon is subject to shareholder approval, proposed to be sought at a General Meeting of the Company at a date to be determined. If shareholder approval to the issue is obtained, the Company proposes to seek quotation of these options, subject to meeting ASX requirements and the issue of a prospectus.

4.2 Dilution and control

The percentage shareholding in the Company of existing shareholders was diluted through the issue of T1 Placement Shares and T2 Placement Shares. Existing shareholders will be further diluted through the issue of shares upon exercise of T1 Placement Options, T2 Placement Options, T1 New Options and/or T2 New Options, if any. The dilutive effect of the potential issue of shares on exercise of 50% and 100% of the:

- T1 Placement Options and T1 New Options in combination; and
- T2 Placement Options and T2 New Options in combination; and

- All of the T1 Placement Options, T2 Placement Options, T1 New Options and/or T2 New Options in combination,

is outlined below. The below tables are for indicative purposes only and is not to be taken as a representation that a certain number of options will be exercised, if any.

TABLE 1: T1 NEW OPTIONS AND T1 PLACEMENT OPTIONS

Shareholder (example)	Example shareholder holding	Current % (2,530,287,608 Shares)	% of total Shares post 50% of T1 New Options and T1 Placement Options exercised (2,602,971,512 Shares)	% of total Shares post 100% of T1 New Options and T1 Placement Options exercised (2,675,655,416 Shares)
A	10,000,000	0.40%	0.38%	0.37%
B	20,000,000	0.79%	0.77%	0.75%
C	50,000,000	1.98%	1.92%	1.87%
D	75,000,000	2.96%	2.88%	2.80%
E	100,000,000	3.95%	3.84%	3.74%

TABLE 2: T2 NEW OPTIONS AND T2 PLACEMENT OPTIONS

Shareholder (example)	Example shareholder holding	Current % (2,530,287,608 Shares)	% of total Shares post 50% of T2 New Options and T2 Placement Options exercised (2,657,204,325 Shares)	% of total Shares post 100% of T2 New Options and T2 Placement Options exercised (2,784,121,041 Shares)
A	10,000,000	0.40%	0.38%	0.36%
B	20,000,000	0.79%	0.75%	0.72%
C	50,000,000	1.98%	1.88%	1.80%
D	75,000,000	2.96%	2.82%	2.69%
E	100,000,000	3.95%	3.76%	3.59%

TABLE 3: T1 NEW OPTIONS, T2 NEW OPTIONS, T1 PLACEMENT OPTIONS AND T2 PLACEMENT OPTIONS

Shareholder (example)	Example shareholder holding	Current % (2,530,287,608 Shares)	% of total Shares post 50% of T1 New Options, T2 New Options, T1 Placement Options and T2 Placement Options exercised (2,729,888,229 Shares)	% of total Shares post 100% of T1 New Options, T2 New Options, T1 Placement Options and T2 Placement Options exercised (2,929,488,849 Shares)
A	10,000,000	0.40%	0.37%	0.34%
B	20,000,000	0.79%	0.73%	0.68%
C	50,000,000	1.98%	1.83%	1.71%
D	75,000,000	2.96%	2.75%	2.56%
E	100,000,000	3.95%	3.66%	3.41%

Note to Tables:

1. All percentages are rounded to two decimal places.

5. Risks

The securities offered under this Prospectus are considered highly speculative. An investment in the Company carries risk. The Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in the Prospectus.

This section identifies circumstances the Directors regard as risks associated with investment in the Company and which may have a material adverse impact on the financial performance of the Company, if they were to arise.

Specifically:

- the T1 New Options and T2 New Options are subject to specific risks (refer to section 5.1);
- the business, assets and operations of the Company are subject to specific risk factors that could potentially influence the performance of the Company in the future (refer section 5.2); and
- there are general investment and market risks (refer section 5.3).

Where possible, the Directors aim to manage these risks by carefully planning the Company's activities and implementing risk control measures. However, some of the risks identified are highly unpredictable or are out of the control of the Company and the Company is therefore limited to the extent it can effectively manage them.

These risk factors are not intended to be an exhaustive list of risks to which the Company is, or will be, exposed.

5.1 Risks associated with the Offer and the New Options

(a) Value of securities and share market conditions

The market price of the Company's securities is subject to varied and unpredictable influences on the market for equities in general and with respect to resources stocks in particular. Market conditions and lack of liquidity may affect the value of the Company's securities regardless of the performance of the Company.

(b) Exercise Price

No guarantee can be given that the price of the fully paid ordinary shares of the Company will be greater than the Exercise Price prior to the Expiry Date. Accordingly, there is a risk that options will be out of the money during the entire exercise period which would affect the value of the options.

(c) Taxation consequences

The issue of Shares on exercise of the options may have taxation consequences depending on the particular circumstances of the recipient. You should seek your own professional advice before investing in the Company.

(d) Dilution

Although the issue of the T1 New Options, T1 Placement Options, T2 New Options and/or T2 Placement Options will not result in the dilution of the holdings of existing shareholders of the Company, any exercise of the into shares will result in existing shareholders being diluted. An example of the potential dilutive effect of the exercise of the T1 New Options, T1 Placement Options, T2 New Options and/or T2 Placement Options is set out in section 4.2. There is no guarantee that a certain number of T1 New Options, T1 Placement Options, T2 New Options and/or T2 Placement Options will be exercised, if any at all.

(e) Liquidity

As noted in section 1.3, the Company proposes seeking quotation (listing) of the T1 New Options, T1 Placement Options, T2 New Options and T2 Placement Options. There is a risk that the Company will not be able to satisfy the quotation conditions imposed by ASX on commercially viable terms, or at all. If the T1 New Options, T1 Placement Options, T2 New Options and T2 Placement Options are not listed, holders will not be able to trade the options on ASX which will reduce liquidity. Even if the T1 New Options, T1 Placement Options, T2 New Options and/or T2 Placement Options are listed on ASX, there can be no assurance given that there will be, or will continue to be, an active market or that the price will increase.

5.2 Company Specific Risks

(a) Future requirements for capital

The Company will require additional funding to carry out its planned and future activities on its tenements. Further details of the planned activities of the Company have been previously released as announcements to ASX. The Company may also incur unexpected costs in implementing its existing and future exploration plans, including engaging contractors to complete exploration activities.

There can be no guarantee that further financing will be available on commercially acceptable terms, or at all. Any additional financing through equity issues would be dependent upon the ability of the Company to raise funds in the securities market, which in turn is dependent on there being sufficient identifiable appetite from investors for equity in the Company. Such equity issues, if successfully conducted, would also be dilutive to current equity holdings in the Company. Furthermore, debt financing may not be available to support the scope and extent of proposed activities especially given the Company is engaged in early stage exploration and may result in repayment obligations accruing against the Company.

While the Company will seek further funding as and when required, ultimately access to such funding or lack thereof may require the Company to scale back its operations, including allowing the lapse of one or more of its Tenements and/or the postponement, or abandonment, of one or more of its projects.

(b) Third Party Risks

The Company and its group entities have contracted with, or will in the future need to contract with, various parties to enable the implementation of its exploration plans on the tenements. Such counterparties include

service contractors, consultants, suppliers, landowners and native title holders. There is a risk that counterparties may fail to perform their obligations under existing or future agreements. This could lead to delays, increase in costs, disputes and even litigation. All these factors could negatively affect the Company's operations and there can be no assurance the Company would be successful in seeking remedies or enforcement of its rights through legal actions.

The Company's tenements are held through corporate entities (**Project Entities**) in which third parties hold minority shareholdings. While the Company is the majority holder in the Project Entities, there is a risk that one or more minority shareholders of a Project Entity may encounter insolvency, management changes or failure or otherwise undergo a change of control, which may cause disputes to or, or cause delays or damage to, the Company's relationships or dealings with those minority holders.

(c) Risks Associated with the Company's Tenements

The implementation of the Company's planned mineral exploration projects requires government licences, permits and other approvals, principally in the form of government instruments creating the exploration tenements. Obtaining approval for the grant of tenements and ensuring compliance with the conditions of the grant can be complex, costly and time consuming and is therefore not assured. Failure to obtain or renew a tenement could mean the Company is unable to proceed with the continued exploration and development of a particular project. This in turn would likely adversely affect the Company's financial condition, operations and prospects. The permits and other approvals that the Company needs may not be issued, maintained or renewed either in a timely fashion or at all which could also adversely affect its financial position and prospects.

The decision to renew tenements rests with the relevant government authorities in those States. In granting renewal of tenements, authorities may impose conditions including increased expenditure or work commitments. Imposition of such conditions and the potential inability of the Company to meet those conditions may adversely affect the operations, financial position and prospects of the Company.

Although the Company currently intends to continue to pursue exploration of the areas comprising the tenements it holds, the Company may in future determine not to proceed with a portion, or the entirety, of the area covered by one or more of the tenements. This determination is dependent on the circumstances of the Company at the time, including but not limited to the costs and administrative burden of maintaining a tenement (including meeting the conditions imposed in respect of the tenement), the results of exploration on a tenement and the working capital requirements of the Company. The Company may also decide to pursue new exploration projects which, in addition to the general exploration, access and tenure risks set out herein, may carry specific risks which are inherent to the particular project and/or project location.

(d) Resource Estimation

Mineral resource estimates and exploration targets are expressions of judgement by qualified individuals based on knowledge, experience and industry practice. There are inherent risks associated with such estimates, including that ore eventually recovered may be of a different grade, tonnage or strip ratio from those adopted in the model used. These estimates also depend to some extent on interpretations and geological assumptions which may ultimately prove to be unreliable. Fluctuations in commodity prices, costs and other market factors may subsequently alter a resource estimation. Accordingly, adverse changes to the assumptions underpinning mineral resource estimates or exploration targets would likely negatively impact the value of the tenements and thereby the Company's prospects.

(e) Exploration Success

The tenements are at varying (but generally early) stages of the exploration process and potential investors should note mineral exploration and development such as that being proposed by the Company are high risk undertakings. There can be no assurance exploration of the tenements, or any other licences held or acquired in the future by the Company, will result in the discovery of one or more mineral deposit. Furthermore, the discovery of a mineral deposit does not guarantee that the mining of that deposit would be economically

viable. The size of the deposit, location, grade, access to infrastructure including equipment, development and operating costs, commodity prices and recovery rates are all key factors in determining commercial viability. Accordingly, there is a high risk the Company's expenditure of funds on its proposed exploration programs will not lead to the discovery and development of an economically viable resource. Such an outcome would be adverse to the Company's financial position and prospects and would potentially result in the Company scaling back its activities to conserve cash reserves and pay its creditors.

(f) Environmental Risks

The Company's intended operations, by their nature, have the potential to impact biodiversity, land, water resources, coastal environments and the related ecosystems. Changes in scientific understanding of these impacts, regulatory requirements or stakeholder expectations may prevent or delay the Company receiving necessary approvals and could result in increased costs for mitigation or compensatory actions.

A portion of the Horn Island Gold Project tenement has been subject to previous mining works which may not have been adequately rehabilitated. Whilst the Company is not responsible for these historic works, it intends to undertake exploration activities in this area and the historical disturbances caused by previous mining may increase future rehabilitation costs payable by the Company over what otherwise would be expected if such historical works had not occurred.

(g) Access Restrictions Risk

There are various restrictions operating to exclude, limit or impose conditions upon the Company's ability to conduct exploration activities on parts or all of the tenements. These restrictions include:

- exclusions from pursuing exploration on certain areas of Commonwealth land;
- requirements arising from Native Title legislation and claims;
- requirements arising from state legislation relating to Aboriginal heritage, culture and objects;
- environmental based conditions and restrictions;
- access procedures and compensation requirements in relation to privately held land; and
- access procedures and conditions in relation to land falling within deeds of grant in trust.

The Company has formulated its exploration plans to seek to accommodate and work within the access restrictions outlined above, however these requirements can be complex and sometimes require approvals, consents or negotiations involving government entities or third parties. As such, there is a risk one or more of these access issues may prevent the Company from implementing its intended exploration plans, which may thereby adversely affect the Company's financial position, operations and prospects.

The Company has entered into access agreement(s) where required which may in future be revoked or terminated in accordance with their terms.

(h) Community Risks

The Company's intended operations are located in close proximity to various communities. These local communities may become dissatisfied with the impact of the Company's activities or may oppose development of the projects of the Company. Such communities may solicit political support to thwart or restrict the provision of approvals the Company requires to implement its plans. Such opposition could also lead to litigation which may detrimentally impact the costs or viability of operations. Community related risks may include public protest demonstrations, civil unrest, damage to Company property and altercations involving local residents and the Company's employees or contractors. These matters all have potential to

adversely affect the Company's reputation, standing, financial position and prospects. The Company has engaged extensively with the local Horn Island community, including private landowners, indigenous representatives, government officials and the community generally. Whilst the Company believes these efforts have fostered a strong relationship with stakeholders, there is a risk this situation could change to detrimentally affect the Company's prospects and the engagement of stakeholders.

As noted above, the Company has entered, and may in future enter, into access agreements with respect to its projects. The parties with whom the Company enters into these access agreements are likely to be communities proximate to the projects and/or their representatives. The continued goodwill and strong relationship between the Company and these communities is therefore important to the Company's continued access to, and exploration and development of, its projects.

(i) Joint Venture or Option and Farm-In Risks

The Company has previously, and may in future, enter into joint venture and/or farm-in arrangements in respect of one or more of its projects. Any future joint venture and/or farm-in arrangements (if any) will be subject to risks generally associated with contracting with third parties, including the risk that the third-party may seek to terminate or withdraw from the arrangement, or fail to perform its obligations thereunder. In addition, there can be no guarantee that the Company will be able to negotiate such arrangements on commercially favourable terms, if at all.

(j) Climate change

As an entity engaged in exploration activities, the Company anticipates it will be subject to climate risks and in particular:

- i) The emergence of new or expanded regulations associated with transitioning to a lower carbon economy including market changes associated with climate change mitigation. The Company may be impacted by local and international compliance regulations, or specific taxes or penalties associated with carbon emissions or environmental damage. Given the uncertainty with respect to the future regulatory framework regarding climate change mitigation, the Company may be subject to further restrictions, conditions and risks. The Company's initial focus is on the Kookaburra Gully Graphite Project and it is anticipated that battery metals, such as Graphite, will play an increasing role in the transition of the economy to lower carbon energy production. Notwithstanding this outlook, and while the Company will seek to manage risks associated with the above as and when they arise, there can be no guarantee that the Company will be able to do so in a cost-effective manner, if at all.
- ii) Climate change may cause physical and environmental risks that cannot be predicted, including extreme weather patterns and events that may directly or indirectly impact the operations of the Company and may significantly disrupt the industry in which the Company operates.

5.3 Industry Risks

(a) Environmental/ Regulation Generally

The operations of the Company in both the near and long term are subject to extensive State and Federal environmental laws and regulations. The future activities of the Company may impact upon the environment, especially if advanced exploration or mine development proceeds. The Company will use all reasonable endeavours to comply with all environmental and regulatory requirements, however the laws are complex and there is a risk of inadvertent non-compliance by the Company.

Proceeding with a mining operation would be expected to create significantly enhanced environmental risks, particularly with respect to environmental damage through construction activities, disposal of waste products and/or water contamination. Such occurrences could delay production or increase costs of operations.

Natural events such as excessive rainfall, floods, storms or bushfire could adversely affect the Company's ongoing compliance with environmental laws and regulations. Breaches of environmental legal and regulatory requirements may result in fines, damages, clean-up costs and other penalties being levied against the Company.

(b) Expenditure, Reporting and Renewal of Tenements

The interests of the Company in its tenements are governed by mining legislation, regulations and conditions imposed by the relevant legislature. Each tenement is subject to annual expenditure and reporting obligations. Tenements are granted for fixed terms and renewal or extension of tenements is subject to government approval, which depends in part upon historical and ongoing compliance with tenement conditions and relevant law. Failure to meet these requirements may result in loss of a tenement.

Renewal or extension of a tenement will necessitate surrender of a portion of the area covered. There is a risk that in selecting an area for surrender the Company may forgo a yet to be discovered mineral deposit.

(c) Mine Development

In the event the Company identifies an economically viable mineral deposit, its capacity to proceed to develop a mine in respect of that mineral deposit will be dependent upon a number of factors. These factors include obtaining approvals from all relevant authorities and parties (including the grant of a mining lease), seasonal weather issues, construction issues, cost overruns, plant and equipment availability, skilled consultants and labour availability, funding needs and other matters. These factors may create risks in respect of the successful development of any project.

The development of a mine may also be subject to the terms of arrangements between the Company and third parties, including but not limited to access rights and agreements and joint venture and/or farm-in arrangements.

(d) Operations

Operations will, for the foreseeable future, predominantly comprise exploration activities. These activities may be adversely affected by a range of factors including lack of access to suitable personnel, lack of access to drill rigs or other equipment, mechanical failure or breakdowns, adverse weather, industrial accidents or disputes, shortages or increased costs of consumables, and other factors outside the Company's control. Such factors would detrimentally affect the Company's prospects and activities.

5.4 General Risks

(a) Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may adversely affect the Company's activities, as well as its ability to fund those activities. Further, share market conditions may affect the value of the Company's securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- international trade disputes and sanctions

- political instability and civil unrest
- restricted access to trade routes
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

(b) Regulatory Risks

The Company's activities could be adversely affected by changes to laws such as the impact of taxes and charges, increasing requirements relating to regulatory and environmental matters and changes to mining or exploration rights granted under legislation. The Company could also be adversely affected by changes to laws regarding native title and heritage matters, employee relations, health and worker safety, protection of endangered and protected species and other matters. Failure to comply with applicable laws or permit conditions could result in fines, penalties or other sanctions including suspension or forfeiture of rights.

(b) Litigation Risks

The Company is exposed to possible litigation risks including contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

(c) Commodity price volatility and exchange rate risks

If the Company achieves successes leading to mineral production, the revenue it may derive through the sale of commodities exposes the potential income of the Company to commodity price (especially gold) and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are in Fiji dollars and Australian dollars. The Company reports its accounts in Australian currency. These factors expose the Company to the fluctuations and volatility of the rate of exchange between the United States dollar, the Fiji dollar and the Australian dollar as determined in international markets.

5.5 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or in connection with an investment in the Company. The above risk factors, and other risk factors not specifically referred to above, may materially affect the future financial performance of the Company and the value of the securities offered under this Prospectus.

Shares received upon exercise of T1 New Options, T1 Placement Options, T2 New Options and/or T2 Placement Options (if any) carry no guarantee with respect to the payment of dividends, returns of capital or market value. The Company does not expect to declare any dividends for the foreseeable future.

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

6. Acceptance Instructions

6.1 Investment Speculative

Applications under the Offers (or either of them) must only be made by investors who receive a personalised application form from the Company to participate in the Offers (or either of them). The Company may determine at its absolute discretion whether to accept any or all applications under the Offers (or either of them). Application forms and payment must be delivered to the Company in accordance with the instructions on the personalised application form.

6.2 General

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. Persons residing in countries outside Australia should consult their professional advisers as to whether governmental or other consent are required or whether formalities need to be observed for them to participate in the Offers (or either of them). Return of a personalised Application Form will be taken by the Company to constitute a representation that there has been no breach of such requirements.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Prospectus. Because of this, recipients of this Prospectus should have regard to their own objectives, financial situation and needs.

Recipients of this Prospectus should make their own independent investigations and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to accept the Offers (or either of them) or otherwise invest in the Company.

If you have any questions about the Offers please contact the Company at +61 3 8669 1408.

7. Continuous Disclosure Obligations

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for convertible securities over continuously quoted securities (being the T1 New Options and T2 New Options being offered under this Prospectus).

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities under that prospectus are continuously quoted securities, or option over continuously quoted securities, within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities, or options over a class of securities, that were quoted enhanced disclosure securities at all times during the 3 months before the date of this Prospectus and other requirements relating to the Company not being subject to various exemptions and orders under the Corporations Act within the last 12 months are met.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of securities on the company and the rights and liabilities 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. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries 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 12 months before the date 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.

For the purpose of satisfying section 713(5) of the Corporations Act a prospectus must incorporate information that:

- (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (b) is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:
 - the assets and liabilities, financial position and performance, profit and losses and prospects of the Company; and
 - the rights and liabilities attaching to the securities being offered.

The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find such information in the prospectus. The Company is not aware of any matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus.

The Company operates an ongoing business and reports regularly on its activities.

As a disclosing entity under the Corporations Act, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASX and ASIC in relation to the Company may be obtained from or inspected by accessing the respective web sites.

Any person may request, and the Company will provide free of charge, a copy of each of the following documents during the acceptance period of this Prospectus:

- (a) The annual financial report of the Company for the financial year ended 30 June 2022 (released to ASX on 30 September 2022), being the most recent annual financial report of the Company before the lodgement of this Prospectus with ASIC; and
- (b) Any continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report referred to in (a) above before lodgement of this Prospectus. Continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report to the date of this Prospectus are listed in section 8 of this Prospectus.

Such documents are also available online from the ASX website at www2.asx.com.au, search code AQX.

8. ASX Announcements

The following announcements (continuous disclosure notices) have been made by the Company to ASX since lodging its annual financial report for the year ended 30 June 2022 with ASIC:

Date	Headline
10 February 2023	Section 708A Notice
10 February 2023	Application for quotation of securities - AQX
10 February 2023	Change of Directors Interest Notice
10 February 2023	Notification of cessation of securities - AQX
1 February 2023	Proposed issue of securities - AQX
1 February 2023	Proposed issue of securities - AQX
1 February 2023	Alice Queen Completes Private Placement
31 January 2023	Quarterly Activities and Cashflow Reports
30 January 2023	Trading Halt
12 January 2023	HORN ISLAND CRITICAL MINERALS GRANT APPLICATION
9 January 2023	PROJECTS UPDATE
21 December 2022	SABETO GRANTED EXPLORATION COMMENCES
12 December 2022	Appendix 3G
2 December 2022	VIANI EXPLORATION UPDATE
2 December 2022	Results of Annual General Meeting Amended
25 November 2022	Results of Meeting
17 November 2022	ALICE QUEEN COMMENCES VIANI EXPLORATION FIJI
15 November 2022	Change of Director's Interest Notice
2 November 2022	BODA EAST DRILLING CONFIRMS CONTINUITY OF MINERALISATION
28 October 2022	Results of Meeting
27 October 2022	Quarterly Activities and Cashflow Reports
26 October 2022	Notice of Annual General Meeting/Proxy Form
7 October 2022	Update – Proposed issue of securities – AQX
7 October 2022	Addendum to the notice of General Meeting
6 October 2022	Alice Queen commences drilling at Boda East
30 September 2022	Notice required under ASX Listing Rule 3.13.1
30 September 2022	Annual Report to shareholders
30 September 2022	Appendix 4G and Corporate Governance Statement

Any person may request, and the Company will provide free of charge, a copy of any of the above announcements during the application period of this Prospectus.

The Company may make further announcements to ASX from time to time. Announcements are released by ASX on its website, www2.asx.com.au under the Company's ASX code "AQX" and copies of announcements can be obtained from the Company upon request and are available on the Company's website www.alicequeen.com.au. Prospective investors are advised to refer to ASX's website for updated releases about events or matters affecting the Company.

In making statements in this Prospectus, it is noted 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.

9. Terms of securities

9.1 T1 Options

T1 New Options and T1 Placement Options (collectively **Options** in this Section 9.1) have the following common terms:

- (a) Each Option entitles the holder to acquire one ordinary fully paid share (**Share**) in the capital of the Company.
- (b) The exercise price is 1.3 cents (\$0.013) per Option.
- (c) Each Option is exercisable at any time prior to 5.00pm Melbourne time on 23 September 2025 (**Expiry Date**) by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.
- (d) Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (e) Holders shall not be entitled to exercise their Options (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.
- (f) The exercise price is payable in full on exercise.
- (g) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- (h) Subject to compliance with applicable law, the Options are freely transferable.
- (i) All Shares issued upon exercise of Options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid shares. Whilst admitted to the Official List of the ASX, the Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX. The Options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant Options.
- (j) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the Option. The Company will send notices to option holders at least five (5) business days prior to the record date (or such shorter period as allowed by the ASX Listing Rules) applying to offers of securities made to shareholders during the currency of the Options.
- (k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (l) Whilst the Company is admitted to the Official List of ASX, these terms of Options will be varied as required to comply with the requirements of ASX.

9.2 T2 Options

T2 New Options and T2 Placement Options (collectively **Options** in this Section 9.1) have the following common terms:

- (a) Each Option entitles the holder to acquire one ordinary fully paid share (**Share**) in the capital of the Company.
- (b) The exercise price is 0.8 cents (\$0.008) per Option.
- (c) Each Option is exercisable at any time prior to 5.00pm Melbourne time on 9 December 2025 (**Expiry Date**) by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.
- (d) Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- (e) Holders shall not be entitled to exercise their Options (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.
- (f) The exercise price is payable in full on exercise.
- (g) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of \$1,000.
- (h) Subject to compliance with applicable law, the Options are freely transferable.
- (i) All Shares issued upon exercise of Options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued ordinary fully paid shares. Whilst admitted to the Official List of the ASX, the Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX. The Options will not give any right to participate in dividends until shares are issued pursuant to the exercise of the relevant Options.
- (j) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offered to shareholders without first exercising the Option. The Company will send notices to option holders at least five (5) business days prior to the record date (or such shorter period as allowed by the ASX Listing Rules) applying to offers of securities made to shareholders during the currency of the Options.
- (k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the expiry date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- (l) Whilst the Company is admitted to the Official List of ASX, these terms of Options will be varied as required to comply with the requirements of ASX.

9.3 **Shares on exercise of options**

Shares issued on exercise of T1 New Options, T1 Placement Options, T2 New Options and/or T2 Placement Options will be fully paid ordinary shares in the capital of the Company, which will rank equally with, and will have the same voting and other rights as existing issued shares of the Company. The rights attaching to the Company's shares are set out in the Company's constitution, the Listing Rules of ASX and the Corporations Act. The Company's constitution has been lodged with ASIC. The constitution contains provisions of the kind common for public companies in Australia and are taken to be included in this Prospectus by operation of Section 712 of the Corporations Act. Any person may request a copy of the constitution during the application period of the Prospectus, which the Company will provide free of charge.

9.4 General

The Offer and any application concerning the Offers under this Prospectus shall be governed and construed in accordance with the laws in the State of Victoria, Australia.

10. Director's interests

10.1 Securities

The Directors' direct and indirect interests in securities of the Company as at the date of this Prospectus and the dilutive effect of the potential issue of shares on exercise of 50% and 100% of the:

- T1 Placement Options and T1 New Options in combination; and
- T2 Placement Options and T2 New Options in combination; and
- All of the T1 Placement Options, T2 Placement Options, T1 New Options and/or T2 New Options in combination,

on the direct and indirect share holdings of Directors are set out in the following tables.

TABLE 1: T1 NEW OPTIONS AND T1 PLACEMENT OPTIONS

Director/Shareholder (and/or associate(s))	Existing Shares		Maximum % if 50% exercised	Maximum % if 100% exercised	Current Options
	Number	%			
Andrew Buxton	74,171,489	2.93%	2.85%	2.85%	8,000,000
Dale McCabe	Nil	Nil	Nil	Nil	8,000,000
James Myers	Nil	Nil	Nil	Nil	1,923,077
TOTAL:	74,171,489	2.93%	2.85%	2.85%	17,923,077

TABLE 2: T2 NEW OPTIONS AND T2 PLACEMENT OPTIONS

Director/Shareholder (and/or associate(s))	Existing Shares		Maximum % if 50% exercised	Maximum % if 100% exercised	Current Options
	Number	%			
Andrew Buxton	74,171,489	2.93%	2.79%	2.66%	8,000,000
Dale McCabe	Nil	Nil	Nil	Nil	8,000,000
James Myers	Nil	Nil	Nil	Nil	1,923,077
TOTAL:	74,171,489	2.93%	2.79%	2.66%	17,923,077

TABLE 3: T1 NEW OPTIONS, T2 NEW OPTIONS, T1 PLACEMENT OPTIONS AND T2 PLACEMENT OPTIONS

Director/Shareholder (and/or associate(s))	Existing Shares		Maximum % if 50% exercised	Maximum % if 100% exercised	Current Options
	Number	%			
Andrew Buxton	74,171,489	2.93%	2.72%	2.53%	8,000,000
Dale McCabe	Nil	Nil	Nil	Nil	8,000,000
James Myers	Nil	Nil	Nil	Nil	1,923,077
TOTAL:	74,171,489	2.93%	2.72%	2.53%	17,923,077

Notes to Tables:

1. All percentages are rounded to two decimal places.
2. The Directors did not participate in the Placement and will also not be able to apply for New Options.

10.2 Remuneration & Payments to Directors

Fees and other remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company. Details of the cash remuneration or agreed to be paid to Directors in the two years noted below (excluding GST if applicable) are as follows:

Director	February 2021 – January 2022	February 2022 – January 2023
Andrew Buxton	\$350,400	\$237,500
Dale McCabe	\$219,600	\$189,600
James Myers ²	Nil	\$33,333

Notes to table:

1. The remuneration set out above includes base salaries in connection with director engagements and compulsory contributions towards director nominated superannuation funds as required by Australian employment law. It does not include the fair value of any securities issued as incentives to the Directors in the relevant period which are (and will be) set out in the Annual Report of the Company and were subject to receipt of prior shareholder approval.
2. Total remuneration of \$33,333 paid or payable during the period from the date Mr. Myers joined the Board on 30 May 2022 to 31 January 2023.

Other

Except as disclosed in this Prospectus:

- (a) no person has paid or agreed to pay any amount to any Director or has given or agreed to give any benefit to any Director, to induce the Director to become, or to qualify as, a Director or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the Offers (or either of them).

- (b) no Director or proposed Director has, or has had within two years of lodgement of this Prospectus, any interest in:
- the formation or promotion of the Company; or
 - any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offers (or either of them); or
 - the Offers (or either of them).

11. Taxation

Recipients of the Offer should seek and obtain their own taxation advice.

12. Overseas Investors

This Prospectus and any application form do not constitute an offer in any jurisdiction in which, or to any persons to whom, it would not be lawful to make such an offer.

This Prospectus does not constitute an offer for securities in any place where, or to any person whom, it would be unlawful to make such an offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law, and persons outside Australia who comes 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 T1 New Options, T2 New Options, T1 Placement Options, T2 Placement Options or either of the Offers or otherwise to permit a public offering of the securities in any jurisdiction outside Australia.

The Offers have not been, and will not be, registered under the US Securities Act and has not been made in the United States of America or to persons resident in the United States of America.

13. Privacy

Personal information is collected on application forms by the Company and the Share Registrar for processing applications, maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Acceptances might not be processed efficiently, or at all, if the information requested is not provided. Personal information about recipients may be disclosed to external service providers such as print or mail service providers as required or permitted by law. A recipient who would like details of their personal information held by the Company or its Share Registrar, or who would like to correct information that is incorrect or out of date, should contact the Company by email, by telephone or at the address shown in the Corporate Directory. In accordance with the Corporations Act, recipients may be sent material (including marketing material) in addition to general corporate communications. Recipients may elect not to receive marketing material by contacting the Share Registrar's Privacy Officer. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

14. Electronic Prospectus

This Prospectus is available in electronic format via the ASX website, www2.asx.com.au search code AQX and via the Company's website at www.alicequeen.com.au.

Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by contacting the Company on +61 3 8669 1408.

Applications for T1 New Options and/or T2 New Options may only be made on the personalised Application Form which will be provided to Invitees and which will form part of or will be accompanied by the complete and unaltered electronic version of this Prospectus. The Corporations Act prohibits any person from passing on to another person a personalised Application Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.

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 complete and unaltered electronic version of this Prospectus.

15. Investment Decisions

The information in this Prospectus does not constitute financial product advice. This Prospectus does not take into account the investment objectives, financial situation, tax position and particular needs of individual investors. Investors should obtain their own independent advice and consider the appropriateness of the Offer having regard to their own objectives, financial situation, tax position and needs.

16. Future Performance

Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants the future performance of the Company, or any return on any investment made pursuant to this Prospectus. An investment through applying for and receiving T1 New Options and/or T2 New Options under the Offers (or either of them) made by this Prospectus should be considered speculative.

17. Enquiries

If you have any questions regarding the content of this Prospectus or applying for T1 New Options and/or T2 New Options you should contact your stockbroker, accountant or independent professional financial adviser prior to applying. If you have any questions please contact the Company on +61 3 8669 1408.

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

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors of the Company have authorised the lodgement of this Prospectus with ASIC.



Andrew Buxton
Managing Director