

**REWARD MINERALS LIMITED**  
**ACN 009 173 602**

**PROSPECTUS**

**For the offer of a non-renounceable pro-rata rights issue to Eligible Shareholders of approximately 32,550,448 New Shares, on the basis of 1 New Share for every 6 Shares held at an issue price of 8 cents per New Share, to raise up to approximately \$2,604,036 before costs and approximately 16,275,224 New Options on the basis of 1 free attaching New Option for every 2 New Shares issued, with each New Option having an exercise price of 20 cents and an expiry date of 31 March 2025.**

**The Offer is fully underwritten by Lazarus Corporate Finance Pty Limited.**

**IMPORTANT NOTICE**

This document is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. This Prospectus contains important information about the Offer. You should read the entire document including the Entitlement and Acceptance Form. If after reading this Prospectus you have any questions about the Offer or this Prospectus, you should speak to your professional adviser.

The New Shares and New Options offered by this Prospectus should be considered highly speculative.

## **IMPORTANT NOTICE**

This Prospectus is dated 13 February 2023 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Certain terms and abbreviations used in this Prospectus have defined meanings, which are explained in the Glossary. In this Prospectus, the words "we", "our" and "us" refer to the Company. The words "you" or "your" refer to Shareholders.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application for quotation of the New Shares and New Options will be made to ASX within 7 days after the date of this Prospectus.

We are an ASX listed company whose securities are granted official quotation by ASX. In preparing this Prospectus regard has been had to the fact that we are a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Directors or by us.

### **Restrictions on distribution**

The Offer is made in Australia and New Zealand only. This Prospectus does not constitute an Offer in any overseas jurisdiction where it would be unlawful to make the Offer. You must ensure compliance with all laws of any country relevant to your Application. We will take the return of a duly completed Entitlement and Acceptance Form as a representation by you that there has been no breach of any laws and that you are an Eligible Shareholder.

The Corporations Act prohibits any person passing on to another person an application form unless it is accompanied by or included in a hard copy, or the complete and unaltered electronic version of this Prospectus. Please contact us if you wish to obtain a hard copy of this Prospectus free of charge.

A copy of this Prospectus is available from the ASX website at [www.rewardminerals.com](http://www.rewardminerals.com). If you access the electronic version of this Prospectus you should ensure that you read the entire Prospectus. The electronic version of this Prospectus is only available to Australian residents.

### **Target Market Determination**

A Target Market Determination (TMD) in respect of the offer of New Options under this Prospectus has been prepared by the Company and is available on the Company's website at [www.rewardminerals.com](http://www.rewardminerals.com).

The TMD seeks to offer potential investors with an understanding of the class of investors for which the offer of New Options has been designed, having regard to the objectives, financial situation and needs of the target market.

## **CORPORATE DIRECTORY**

### **DIRECTORS**

Mr Colin McCavana (Non-Executive Chairman)  
Dr Michael Ruane (Executive Director)  
Mr Rod Della Vedova (Non-Executive Director)

### **SOLICITORS**

Fairweather Corporate Lawyers  
Suite 2, 589 Stirling Highway  
Cottesloe, Western Australia, 6011

### **CHIEF EXECUTIVE OFFICER**

Mr Lorry Hughes

### **UNDERWRITER**

Lazarus Corporate Finance Pty Ltd  
Level 32, 152 St Georges Terrace  
Perth, Western Australia, 6000

### **COMPANY SECRETARY**

Ms Bianca Taveira

AFSL 403 684

### **REGISTERED OFFICE**

159 Stirling Highway  
Nedlands, Western Australia, 6009

Tel: +61 8 9386 4699  
Email: [admin@rewardminerals.com](mailto:admin@rewardminerals.com)  
Website: [www.rewardminerals.com](http://www.rewardminerals.com)

### **SHARE REGISTRY\***

Automic Pty Ltd  
Level 5  
126 Phillip Street  
Sydney NSW 2000

Tel: 1300 288 664 (within Australia)  
+61 2 9698 5414 (international)  
Email: [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au)  
Website: [automicgroup.com.au](http://automicgroup.com.au)

\* The name of the Share Registry is included for information purposes only. It has not been involved in the preparation of any part of this Prospectus and has not consented to being named in the Prospectus.

## TIMETABLE

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Prospectus lodged with ASIC and ASX	13 February 2023
"Ex" date (date from which existing Shares trade on ASX without the entitlement to participate in the Offer)	16 February 2023
Record Date (to determine eligibility of Shareholders to participate in the Offer)	17 February 2023
Send Prospectus and Entitlement and Acceptance Forms to Eligible Shareholders (Opening Date)	22 February 2023
Closing Date	15 March 2023
Existing Shares quoted on a deferred settlement basis	16 March 2023
Issue date of Entitlement and any Shortfall to be issued to Eligible Shareholders	22 March 2023
Issue date of Shortfall to Underwriter any sub-underwriters.	29 March 2023

Please note that these dates are subject to change. We reserve the right, subject to the Corporations Act and the Listing Rules to amend the timetable at any time, and in particular, to extend the Closing Date or to withdraw the Offer without prior notice.

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## 1. INVESTMENT OVERVIEW

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Question	Response	Where to find more information
What is the Offer?	<p>We are offering to issue New Shares and New Options to Eligible Shareholders by a non-renounceable rights issue.</p> <p>Under the Rights Issue, Eligible Shareholders may subscribe for 1 New Share for every 6 Shares held on the Record Date. Each Eligible Shareholder will also be entitled to 1 free New Option for every 2 New Shares subscribed for under the Prospectus. Application will be made for quotation of the New Shares and New Options.</p>	Section 2.1
What is the Issue Price for the New Shares?	The Issue Price is 8 cents per New Share.	Section 2.1
What are the terms of the New Options?	The New Options have an exercise price of 20 cents and an expiry date of 31 March 2025. The full terms of the Options are set out in Section 6.2.	Section 6.2
Who is an Eligible Shareholder?	<p>The Offer is made to Eligible Shareholders only.</p> <p>An Eligible Shareholder is a Shareholder with a registered address in Australia or New Zealand at the Record Date.</p>	Section 5.1
How many New Securities will be issued?	The maximum number of securities that may be issued under the Offer is 32,550,448 New Shares and 16,275,224 New Options.	Section 2.1
What is the amount that will be raised under the Offer?	At the date of this Prospectus the maximum amount that may be raised under the Offer is \$2,604,036.	Section 2.1
What is minimum subscription?	The Minimum Subscription is \$2,604,036 which is the Underwritten Amount.	Section 5.1
What is the purpose of the Offer?	<p>The purpose of the Offer is to raise funds to:</p> <ul style="list-style-type: none"><li>• develop the Reward Process Technology;</li><li>• advance the KP Lake Project;</li><li>• provide general working capital; and</li><li>• pay the costs of the rights issue process.</li></ul> <p>A budget of how we intend to use the funds at Full Subscription is set out in Section 2.2. As with any budget, new circumstances may change the way we apply the funds.</p>	Section 2.2

Question	Response	Where to find more information
What is the effect of the Offer?	<p>The effect of the Offer is to:</p> <ul style="list-style-type: none"> <li>• Increase the number of Shares and Options on issue.</li> <li>• Increase our cash reserves by approximately \$2,604,036 before the costs of the Offer.</li> </ul>	Section 2.3
What are the risks of a further investment in the Company?	<p>The Rights Issue should be considered highly speculative. Before deciding to subscribe under the Offer, you should consider the risk factors set out in this Prospectus and all other relevant material including our public announcements and reports. The Company has risks associated with both the development of the Reward Process Technology (technology company risks) and resource exploration and development risks. Some of the specific risks relevant to an investment in the Company are:</p> <ul style="list-style-type: none"> <li>• <b>Technology development and commercialisation risk</b>  <p>The Company's Reward Process Technology is an early stage technology. Continued research and development is required upon the Reward Process Technology, which is innovative but not commercially proven. There is a significant risk as to whether the Company can further develop (including initially by an engineering study on the KP Lake Project) and then commercialise the Technology including by production or licensing. A failure to achieve commercialisation will have a significant adverse impact on the Company's business model and financial position.</p> </li> <li>• <b>Intellectual property risk</b>  <p>The success of the Company's Reward Process Technology will depend in part on the Company's ability to obtain patents (and therefore proprietary rights) without infringing the proprietary rights of others. One Australian provisional patent application has been filed and which application is required to be complete by 11 August 2023 (within 12 months of filing). The strength of patents involves complex legal and scientific questions and can be uncertain. There can be no assurance as to the grant of any patents or that any such patents granted in relation to the Reward Process Technology will afford the Company commercially significant protection of the Reward Process Technology or that competitors will not develop competing technologies that circumvents such patents.</p> </li> </ul>	Section 4

Question	Response	Where to find more information
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- **Future funding needs**

The Company is in early stage development of its Reward Process Technology and has not generated revenue or profits. The KP Lake Project has been the subject of a Pre-Feasibility Study with the Company investigating financing and joint venture alternatives to advance the KP Lake Project. Additionally, the Company will require future funding beyond the funds to be raised by this Offer including to repay a related party loan as set out in Section 2.2.

No assurance can be made that future funding will be available to the Company on favourable terms, or at all, which would prejudice the development of the Reward Process Technology, the Company's operations and financial viability.

- **Further development of the KP Lake Project**

A Pre-Feasibility Study has been completed on the KP Lake Project, an Indigenous Land Use Agreement executed and various State and Commonwealth environmental approvals are in place. To further develop the Project, the Company is looking to financing and joint venture alternatives. A suitable agreement may not be able to be reached with a strategic partner. Further, if an agreement is reached it may involve commercial terms such as a sell down of equity by the Company in the KP Lake Project.

- **Aboriginal Heritage/Native Title Risk**

A registered Indigenous Land Use Agreement (ILUA) is in place with the Martu people, traditional owners of the land upon which the KP Lake Project is located. The Company will need to maintain workable arrangements with the Martu people to ensure heritage clearance for works and development programmes are obtained. The Company is currently developing a cultural heritage management plan with the Martu People.

Question	Response	Where to find more information
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- **Mineral title holding and renewal risks**

The tenements held by the Company including the KP Lake Project are subject to legislative requirements to keep them in good standing including payment of rent and rates and meeting or successfully applying for exemption of minimum annual expenditure conditions. The Company intends to apply for an exemption of the minimum annual expenditure conditions for the KP Lake Project tenements. There can be no guarantee of the grant of such applications, with the Minister being able to forfeit tenements in the event of an exemption application not being granted.

- **Reliance on key personnel**

The Company's success largely depends on the core competencies of its Directors and management and their experience, and ability, to operate in the technology development and resource industries and the Company's ability to retain its key executives.

What are the underwriting arrangements?	<p>Lazarus Corporate Finance Pty Limited is the Underwriter. The Underwriter is not a related party and has no current relevant interest in Shares.</p> <p>The Underwriter has agreed to fully underwrite the Offer being the amount of \$2,604,036 (the Underwritten Amount).</p> <p>The Underwriter has appointed Tyson Resources as a priority sub-underwriter to subscribe for the Shortfall up to \$1,000,000. No fee is payable to Tyson.</p> <p>Tyson Resources is an entity controlled by Dr Michael Ruane, a director of the Company. Dr Ruane and his entities currently have a voting power of 39.79% of the Company.</p> <p>The Underwriter may appoint other unrelated parties as priority sub-underwriters and general sub-underwriters. Priority sub-underwriters rank alongside one another and will participate pro-rata in Shortfall. General sub-underwriters will participate after the exhaustion of Shortfall to priority sub-underwriters and will participate pro-rata.</p> <p>The Underwriter is being paid a management and underwriting fee of \$156,242 (6% of the Offer) and is to be issued with 2,000,000 Underwriter Options on the same terms as the New Options. The Directors independent of Dr Ruane believe the structure of the Rights Issue (featuring a no fee sub-underwriting structure to assist ensuring a fully underwritten rights issue) is in the best interests of the Company.</p>	Section 3
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How do I accept my Entitlement	All Eligible Shareholders are entitled to subscribe for New Shares and New Options under the Offer. If you wish to make an Application in respect to your Entitlement, please follow the	Section 5.2
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Question	Response	Where to find more information
under the Offer?	<p>instructions on the Entitlement and Acceptance Form that accompanies this Prospectus.</p> <p>You may accept all or part of your Entitlement.</p> <p>Eligible Shareholders (other than related parties) who have subscribed for their full Entitlement may apply for Shortfall.</p> <p>If you do not wish to take up any of your Entitlement, you do not need to take any action and your Entitlement will lapse.</p>	
What happens if Eligible Shareholders don't accept their Entitlement?	<p>Any Entitlement not accepted by Eligible Shareholders will form the Shortfall.</p> <p>The Underwriter must apply for the Shortfall up to the Underwritten Amount in accordance with the terms of the Underwriting Agreement. The Underwriter has appointed Tyson Resources (an entity controlled by Dr Ruane and a related party to the Company) as a priority sub-underwriter to subscribe for a maximum of \$1,000,000 of Shortfall. The Underwriter may appoint other unrelated parties as priority and general sub-underwriters.</p>	Sections 3.3 and 5.4
How will Shortfall be allocated?	<p>The Shortfall will be allocated by the Underwriter in consultation with the Directors. Priority sub-underwriters will participate on the same terms as one another so as to be issued with Shortfall pro-rata to the amounts priority sub-underwritten and then general sub-underwriters will participate on the same terms as one another so as to be issued with Shortfall pro-rata but only after exhaustion of the Shortfall to priority sub-underwriters.</p> <p>Eligible Shareholders (other than related parties) who have subscribed for their full Entitlement may apply for Shortfall. However, there is no guarantee of any allocation of Shortfall.</p>	Section 3.3
What happens to Excluded Shareholders?	<p>The Offer is not extended to Excluded Shareholders (any Shareholder whose registered address on the Record Date is not in Australia or New Zealand).</p> <p>There will be no nominee for Excluded Shareholders to sell any Entitlement.</p>	Section 5.2

Question	Response	Where to find more information
<p>What is the effect on control of the Offer?</p>	<p>The maximum dilution to shareholding that will be experienced by Eligible Shareholders that do not subscribe for their Entitlement is 14.28%.</p> <p>Dr Ruane and his entities have the largest combined shareholding in the Company with a current voting power of 39.79%.</p> <p>Dr Ruane and his associates will not take up their Entitlement under the Offer.</p> <p>By reason of Dr Ruane and his associates not taking up their Entitlement, the Offer being fully underwritten and Tyson Resources sub-underwriting for 38.40% of the Underwritten Amount (being less than the current voting power of 39.79% of Dr Ruane), Dr Ruane's voting power and Entitlement at the completion of the Offer will decrease to a maximum of 39.59%.</p> <p>There is therefore no adverse control aspects by reason of the Offer.</p>	<p>Section 3.4</p>

## 2. REASON FOR THE RIGHTS ISSUE AND EFFECT ON THE COMPANY

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### 2.1 Background

The Company 100% owns the Kumpupintil Lake SOP Project ("**KP Lake Project**"), located east of Newman in north-western Western Australia. The Project hosts a high grade brine sulphate of potash deposit in a region with a high evaporation rate. A Pre-Feasibility Study was completed in April 2018 and updated with improved logistics costs in July 2018. An indigenous Land Use Agreement has been executed with the Martu People, the traditional owners of the land upon which the KP Lake Project is located. Various State and Commonwealth environmental approvals are in place. The Company has been investigating financing and joint venture alternatives to advance the KP Lake Project.

A Cultural Heritage Management Plan is being developed between the Company and the Martu People to manage cultural heritage matters during the development and any operation of the KP Lake Project.

As part of developing the Project, the Company has undertaken research and development activities aimed at developing alternative lower cost methods for extraction or recovery of SOP from brines and bitterns from solar salt operations based on sea water. These activities led to the Company developing a new potassium sulphate processing technology ("**Reward Process Technology**") with the potential to significantly reduce the capital and processing costs of an operation recovering SOP from brine.

The Company has filed an Australian provisional patent application commencing the process to seek to protect intellectual property related to the Reward Process Technology.

The Company's key focus is upon developing the Reward Process Technology including additional test and pilot works to validate the technology with an engineering scoping study on the Reward Process Technology for the KP Lake Project. Such a study will provide additional detail to complete the patent application due to be submitted by 11 August 2023 (within 12 months of filing).

As well as testing the Reward Process Technology on the KP Lake Project with the aim of improving technical and economic viability, the Company will seek to develop the Reward Process Technology by partnerships, joint ventures or licensing arrangements with third party sulphate of potash, solar salt and strategic investment companies.

Subsidiaries of the Company and Fortescue Metals Group Limited ("**Fortescue**") are in a farm-in and joint venture in respect of tenements in the northern part of the KP Lake Project (see ASX announcement of 13 November 2019). The Fortescue subsidiary as operator has the right to earn an 80% joint venture interest by sole-funding \$2,000,000 over 4 years. Potash rights are reserved to the Company. The Fortescue subsidiary has drilled for copper and gold with results anticipated in or about April 2023 (see ASX announcement of 18 October 2022).

The Company is making this Offer in order to be able to apply the funds as anticipated in Section 2.2 including developing the Reward Process Technology (including an engineering scoping study and completion of an international patent application), advancing the KP Lake Project including the cultural heritage management plan.

The Offer consists of a pro-rata non-renounceable rights issue of approximately 32,550,448 New Shares to Eligible Shareholders. The Offer is made on the basis of 1 New Share for every 6 Shares held by Eligible Shareholders on the Record Date at an issue price of 8 cents per New Share and 1 free New Option for every 2 New Shares subscribed for under the Prospectus. The Rights Issue will raise up to approximately \$2,604,036 before costs at Full Subscription.

Application will be made for quotation of the New Shares and New Options on ASX.

## 2.2 Use of funds

A total of up to approximately \$2,604,036 is sought to be raised from this Rights Issue. Presented below is how the Company intends to use its current funds and the proceeds of the Offer at Full Subscription.

<b>Funds Available</b>	<b>Full Subscription (\$2,604,036)</b>
Cash on hand at 7 February 2023	\$940,000
Funds raised under the Offer	\$2,604,036
<b>Total funds available</b>	<b>\$3,544,036</b>

<b>Use of Funds</b>	<b>Amount</b>
Reward Process Technology development	
• Technology development	\$250,000
• Engineering scoping study	\$650,000
• Complete patent application	\$100,000
KP Lake Project expenditure	
• Advancement of Project including cultural heritage management plan <sup>1</sup>	\$1,200,000
• Tenement holding costs <sup>1</sup>	\$822,000
General working capital <sup>2</sup>	\$308,660
Cash costs of the Offer <sup>3</sup>	\$213,376
<b>Total</b>	<b>\$3,544,036</b>

Notes:

1. The tenement holding costs reflect annual rent and rates upon all the KP Lake Project tenements. Project development costs will form part of annual expenditure conditions on the tenements.
2. General working capital includes corporate administration and operating costs and may be applied to directors' fees, ASX and share registry fees, legal, tax, audit and corporate advisory fees, insurance and travel costs.
3. The items comprising the cash costs of the Offer are set out in Section 6.7. The fee payable to the Underwriter include the issue of 2,000,000 Underwriter Options (see Section 3.1). The fees of the Underwriter are set out in Section 3.
4. From 16 September 2019, entities controlled by Dr Ruane have loaned \$2,800,000 to the Company. The loan is on reasonable arms length terms to the Company as it is unsecured and with interest of 7.5% per annum payable quarterly in arrears. The principal loan sum outstanding of \$2,800,000 and current accrued interest of \$378,740 totals \$3,178,740. No current funds or funds raised by this Offer are intended to be applied to repayment of the principal loan or interest outstanding. These outstanding sums will be carried forward for greater than 12 months as the Company and Dr Ruane

have agreed that the amount of the principal loan and interest will not be called upon by Dr Ruane prior to 1 March 2024.

5. The Use of Funds provided above is a statement of our proposed application of the funds raised as at the date of this Prospectus. As with any budget, unexpected events and new circumstances have the potential to affect our decisions and we reserve the right to vary the way the funds are applied.

### 2.3 Effect on Shareholders' equity and cash reserves

Assuming that all New Shares and New Options offered under the Rights Issue are issued, the principal effects of the Rights Issue on the Company will be to:

- (a) increase the total number of Shares and Options on issue (see Section 2.4); and
- (b) increase our cash reserves, before taking into account the costs of the Offer (see Section 2.5).

A pro forma statement of financial position that contains further information about the effect of the Rights Issue on the Company is provided in Section 2.5.

### 2.4 Effect on capital structure

The capital structure of the Company following the Offer is shown in the following table.

<b>Shares<sup>1</sup></b>	<b>Full Subscription (\$2,604,036)</b>
Existing Shares	195,302,690
New Shares issued under Rights Issue	32,550,448
<b>Total Shares on issue after completion of the Rights Issue</b>	<b>227,853,138</b>
<b>Options<sup>2</sup></b>	
Existing Options (exercise price 20 cents expiry date 30 September 2023) – unlisted	15,853,260
Options (exercise price 20 cents expiry date 14 September 2025) – unlisted	5,000,000
New Options issued under Rights Issue (exercise price 20 cents expiry date 31 March 2025)	16,275,224
Broker Options issued to the Underwriter (exercise price 20 cents expiry date 31 March 2025)	2,000,000
<b>Total Options on issue after completion of the Rights Issue</b>	<b>39,128,484</b>

Notes:

1. Under the terms of the Indigenous Land Use Agreement with the Martu people in respect of the KP Lake Project (see ASX release dated 23 December 2011), the Company is obliged to issue to the Jamukumu Yapalikurnu Aboriginal Corporation ("JYAC") or its nominee 3,000,000 Options in the event of a decision to mine. Also, in the event of the commencement of potash production at the KP Lake Project, the Company is obliged to issue a further 7,500,000 Options to JYAC. JYAC is the Prescribed Body Corporate for the Martu people of the Central Western Desert region

of Western Australia. The Options will have an exercise price of 50 cents and an expiry date of 4 years from the date of issue.

## 2.5 Pro forma Statement of Financial Position

To illustrate the effect of the Rights Issue on the Company, a pro forma statement of financial position has been prepared based on the unaudited statement of financial position as at 31 December 2022. The pro forma statement of financial position shows the effect of the Rights Issue as if it had been made on 31 December 2022 at Full Subscription based on the following assumptions:

- the issue of 32,550,448 New Shares at an issue price of 8 cents each and the issue of 16,275,224 free attaching New Options to raise \$2,604,036 less estimated cash costs of \$213,376 and the issue of 2,000,000 Underwriter Options.

	<b>31 December 2022 Consolidated unaudited \$</b>	<b>31 December 2022 Proforma (Full Subscription) \$</b>
<b>Current assets</b>		
Cash and cash equivalents	1,699,738	4,090,398
Trade and other receivables	83,660	83,660
<b>Total current assets</b>	<b>1,783,398</b>	<b>4,174,058</b>
<b>Non-current assets</b>		
Right of use assets	111,826	111,826
Other assets	50,000	50,000
Property, plant and equipment	285,414	285,414
Exploration and evaluation expenditure	42,239,793	42,239,793
<b>Total non-current assets</b>	<b>42,687,033</b>	<b>42,687,033</b>
<b>Total assets</b>	<b>44,470,431</b>	<b>46,861,091</b>
<b>Current liabilities</b>		
Trade and other payables	834,738	834,738
Lease Liabilities	79,283	79,283
Borrowings	3,153,425	3,153,425
<b>Total current liabilities</b>	<b>4,067,446</b>	<b>4,067,446</b>
<b>Non-Current Liabilities</b>		
Lease Liabilities	42,390	42,390
<b>Total non-current liabilities</b>	<b>42,390</b>	<b>42,390</b>
<b>Total liabilities</b>	<b>4,109,836</b>	<b>4,109,836</b>
<b>Net assets</b>	<b>40,360,595</b>	<b>42,751,255</b>
<b>Equity</b>		
Contributed equity	44,439,827	46,830,487
Reserves	11,457,661	11,457,661
Accumulated losses	(15,536,893)	(15,536,893)
<b>Total equity</b>	<b>40,360,595</b>	<b>42,751,255</b>

### **3. UNDERWRITING AND EFFECT ON CONTROL**

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#### **3.1 Underwriter and Underwriting Agreement**

The Underwriter is appointed under the Underwriting Agreement to fully underwrite the Offer up to the Underwritten Amount (\$2,604,036). The Underwriter is not a related party or Shareholder of the Company.

Under the Underwriting Agreement the Underwriter is obliged to subscribe for any Shortfall up to the Underwritten Amount of \$2,604,036 so as to be issued with Shortfall in accordance with the Offer timetable. The maximum number of securities that the Underwriter is required to subscribe for under the Shortfall is 32,550,448 New Shares and 16,275,224 New Options.

The Company is required to reimburse the Underwriter for all reasonable out-of-pocket expenses.

The Company is required to make the Offer in accordance with all relevant regulatory requirements and the Company has given various representations and warranties to the Underwriter, which are customary for an agreement of this kind.

The Underwriter has discretion to terminate its obligations under the Underwriting Agreement on the occurrence of a number of events, which may occur before the issue of any Shortfall. The termination events are customary for an agreement of this kind. The more significant termination events include the S&P/ASX 300 Index falling to a level that is 5% or more below its level at the close of business on the business day prior to the date of the Underwriting Agreement, and where there is a material adverse effect in respect of the Offer or the Company.

The management and underwriting fee is \$156,242 (6% of the Offer) plus the issue of 2,000,000 Underwriter Options (exercise price 20 cents expiry date 31 March 2025), which Options are on the same terms as the New Options offered under the Rights Issue. This Prospectus is also an offer of the 2,000,000 Underwriter Options to the Underwriter and these Underwriter Options will be applied for by the Underwriter and issued under the Prospectus on completion of the Offer.

The Company and the Underwriter are further parties to a mandate agreement dated 16 January 2023, where the only material term in addition to the Underwriting Agreement, is Lazarus is entitled to a retainer of \$10,000 for 3 months. The first retainer payment has been paid by the Company.

#### **3.2 Sub-underwriter and Sub-underwriting Agreement**

The Underwriter has appointed Tyson Resources to priority sub-underwrite up to \$1,000,000 of the Shortfall.

Tyson Resources will rank alongside (and pro-rata with) other priority sub-underwriters that may be appointed by the Underwriter. The Underwriter may also appoint general sub-underwriters who will subscribe for Shortfall on a pro-rata basis between them after the exhaustion of Shortfall to the priority sub-underwriters.

Tyson Resources is an entity controlled by Dr Ruane and is therefore a related party of the Company. It is also a substantial shareholder of the Company. Tyson Resources is a private investment company which has invested in the resources sector for in excess of 20 years. Dr Ruane is a director and controls the shareholding of Tyson Resources. Dr Ruane and his

associates are substantial shareholders of the Company and Empire Resources Limited, which is an ASX listed entity.

Tyson Resources will not be paid a fee by reason of its sub-underwriting of the Shortfall.

### **3.3 Shortfall/Allocation Policy**

Eligible Shareholders (other than related parties) who have subscribed for their full Entitlement may apply for Shortfall. However, there is no guarantee of any allocation of Shortfall.

The Directors, in consultation with the Underwriter, reserve the right to issue Shortfall at their absolute discretion. Accordingly, there is no guarantee that any applications for Shortfall by Eligible Shareholders will be successful. In exercising this discretion, the Directors will take into consideration a number of factors, including, without limitation, the Company's best interests, the Applicant's existing shareholding, the extent to which an Applicant has sold or bought Shares in the Company before and after both the announcement of the Offer and the Record Date, the financial needs of the Company, and the optimal composition of the Company's register following the Offer.

Any appointed priority sub-underwriters will participate on the same terms as one another so as to be issued with Shortfall pro-rata to the amounts sub-underwritten and then general sub-underwriters will participate on the same terms as one another so as to be issued pro-rata but only after the exhaustion of Shortfall to the priority sub-underwriters.

The Directors, in consultation with the underwriter, will ensure that the Offer (including the equitable dispersion of Shortfall) complies with the provisions of Chapter 6 of the Corporations Act and is otherwise consistent with the policy guidelines contained in ASIC Regulatory Guide 6 and Takeovers Panel Guidance Note 17.

### **3.4 Potential effect on control**

The Offer is 1 New Share for every 6 Shares held by Eligible Shareholders together with 1 free attaching New Option for every 2 New Shares issued. The maximum dilution that will be experienced by any Eligible Shareholder that fails to subscribe for any Entitlement is 14.28% of an existing holding.

Under the Underwriting Agreement, the Underwriter is obliged to subscribe for the Shortfall up to the Underwritten Amount (maximum of 32,550,448 New Shares and 16,275,224 New Options). If the Underwriter is required to subscribe for the Shortfall up to the Underwritten Amount, then the voting power of the Underwriter will be 14.28% at Full Subscription. However, the Underwriter has and will appoint sub-underwriters to subscribe for Shortfall. This includes Tyson Resources as a priority sub-underwriter to subscribe for the Shortfall up to \$1,000,000 and on the same terms as other priority sub-underwriters. The potential effect on control if Tyson Resources is required to subscribe for the Shortfall is described below.

At the date of this Prospectus, Dr Ruane and entities associated with him (including Tyson Resources) have a voting power and Entitlement of 39.79% (77,710,909 Shares).

Dr Ruane and his associates will not take up any of their Entitlement under the Offer. However, Tyson Resources is sub-underwriting Shortfall of \$1,000,000 (38.40% of the Underwritten Amount/Offer) for no fee. It will utilise the takeovers exception in section 611 item 13 (underwriting/sub-underwriting exception) to do so.

By reason of Dr Ruane and his associates not taking up their Entitlement, the Offer being fully underwritten and Tyson Resources sub-underwriting for 38.40% of the Underwritten

Amount/Offer (being less than the current voting power and Entitlement of 39.79% of Dr Ruane), Dr Ruane's voting power at the completion of the Offer will decrease to a maximum of 39.59%. This maximum voting power of 39.59% (which is a decrease from the pre-Offer holding) will only be the result if there are no other priority sub-underwriters to share the available Shortfall with Dr Ruane.

There is therefore no adverse control aspects by reason of the Offer.

### **3.5 Future intention of Dr Ruane and his associates**

Dr Ruane and his associates (including Tyson Resources as sub-underwriter) after the Offer will maintain a voting power in the Company above the 20% takeover threshold and will utilise the takeovers exception in section 611 item 13 of the Corporations Act (underwriting/sub-underwriting) to partly sub-underwrite the Offer.

Dr Ruane and his associates have informed the Company that they are supportive of the current direction and they do not currently intend to make any major changes to the direction and objectives of the Company, and other than as disclosed in this Prospectus:

- do not currently intend to make any significant changes to the existing business;
- do not currently intend to inject further capital into the Company other than sub-underwriting the Offer. However, if the Company requires additional funding in the future, they will assess such requirement and decide whether to provide such funding based on the prevailing circumstances at the time;
- intend to support the Company's decisions regarding the future employment of present employees and contemplate that they will continue in the ordinary course of business;
- do not currently intend for any property to be transferred between the Company and Dr Ruane or any person or entity associated with him;
- do not currently intend to redeploy any fixed assets; and
- do not currently intend to change the Company's existing financial or dividend policies.

Dr Ruane and his associates have indicated that their intentions detailed above are based on the facts and information presently known to them regarding the Company and the general business environment as at the date of this Prospectus. Any future decision will be reached by them based on all material information and circumstances at the relevant time. Accordingly, if circumstances change or new information becomes available in the future, their intentions may change accordingly.

## **4. RISK FACTORS**

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### **4.1 Introduction**

An investment in the securities of the Company should be considered highly speculative with the Company having risks associated with both the development of the Reward Process Technology (technology company risks) and resource exploration and development risks. A summary of the Company and its activities is set out in Section 2.1.

The activities of the Company are subject to various risks that may impact on the future performance of the Company. The following is a non-exhaustive list of the risks that may have a material effect on the financial position and performance of the Company and the value of its securities.

The specific risks below are some of the risks to the Company of a specific nature by reason of its technology development focus as well as its focus on developing the KP Lake Project in Western Australia. The general investment risks below are some of the risks to the Company of a general economic nature.

### **4.2 Specific risks**

#### **Technology development and commercialisation risk**

The Company's Reward Process Technology is an early stage technology. Continued research and development is required upon the Reward Process Technology, which is innovative but not commercially proven. There is a significant risk as to whether the Company can further develop (including initially by an engineering study on the KP Lake Project) and then commercialise the Technology including by production or licensing. A failure to achieve commercialisation will have a significant adverse impact on the Company's business model and financial position.

#### **Intellectual property risk**

The success of the Company's Reward Process Technology will depend in part on the Company's ability to obtain patents (and therefore proprietary rights) without infringing the proprietary rights of others. One Australian provisional patent application has been filed and which application is required to be completed by 11 August 2023 (within 12 months of filing). The strength of patents involves complex legal and scientific questions and can be uncertain. There can be no assurance as to the grant of any patents or that any such patents granted in relation to the Reward Process Technology will afford the Company commercially significant protection of the Reward Process Technology or that competitors will not develop competing technologies that circumvents such patents.

#### **Licensing, strategic partnerships and technology engagement**

To successfully commercialise the Reward Process Technology, the Company may look to licence its technology to customers to generate revenue and this will require customer engagement and execution of relevant contracts. The Company may seek to develop strategic partnerships or licensing arrangements with third party sulphate of potash, solar salt and strategic investment companies. Currently, there are no such licences or strategic partners.

### **Future funding needs**

The Company is in early stage development of its Reward Process Technology and has not generated revenue or profits. The KP Lake Project has been the subject of a Pre-Feasibility Study with the Company investigating financing and joint venture alternatives to advance the KP Lake Project. The Company will require future funding beyond the funds to be raised by this Offer including to repay a related party loan as set out in Section 2.2.

No assurance can be made that future funding will be available to the Company on favourable terms, or at all, which would prejudice the development of the Reward Process Technology, the Company's operations and financial viability.

### **KP Lake Project development and production risks**

A Pre-Feasibility Study has been completed on the KP Lake Project, an Indigenous Land Use Agreement executed and various State and Commonwealth environmental approvals are in place. To further develop the Project, the Company is looking to financing and joint venture alternatives. A suitable agreement may not be able to be reached with a strategic partner. Further, if an agreement is reached it may involve commercial terms such as a sell down of equity by the Company in the KP Lake Project.

Further, the future development of the KP Lake Project is generally dependent on, and may be affected by, a number of factors including, but not limited to, the results of further trials and feasibility studies, failing to receive the necessary approvals from all relevant authorities and parties, excessive seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts, plant and equipment, cost overruns, risk of access to the required level of funding and contracting risks from third parties providing essential services.

### **SOP price and exchange rate volatility**

It is anticipated that any revenues derived from the KP Lake Project will be derived from the sale of SOP in domestic and international markets. Consequently, any future earnings are likely to be closely related to the price of SOP and the terms of any offtake agreements entered into.

SOP prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for SOP and related and/or competing fertilisers, forward selling by producers and production cost levels at other operations or in other producing regions. Global weather patterns that impact crop fertility may also affect the price of SOP.

Moreover, the SOP and other commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the relevant commodity as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

In addition, exchange rate volatility may impact on the Company's financial success as it is anticipated that the majority of its SOP sales will be made in international markets.

## **Environmental approvals and regulations**

The KP Lake Project received Western Australian EPA approval from the State Minister for Environment (see ASX announcement of 4 June 2020) and Commonwealth environmental assessment under the EPBC Act 1999 (Cth) (see ASX announcement of 2 October 2020).

If the KP Lake Project becomes operational it will remain subject to Commonwealth and State laws and regulations regarding environmental matters. Failure to comply with such laws may prejudice the ongoing operation of a Project.

## **Native title and Aboriginal heritage**

A registered Indigenous Land Use Agreement (“ILUA”) for the KP Lake Project is in place with the Martu People, the traditional owners of the land upon which the KP Lake Project is located. The ILUA covers the commercial terms between the parties as well as the commitments made by the Company in respect of cultural and heritage matters, employment and contracting of Martu People throughout the Project life cycle.

The Native Title Act 1993 (Cth) recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is a significant uncertainty associated with native title in Australia and this may impact upon the Company's operations and future plans.

Native title can be extinguished by valid grants of land or waters to people other than the native title holders or by valid use of land or waters. It can also be extinguished if the indigenous group has lost their connection with the relevant land or waters. Native title is not necessarily extinguished by the grant of mining licences, although a valid mining lease prevails over native title to the extent of any inconsistency for the duration of the title.

It is important to note that the existence of a native title claim is not an indication that native title in fact exists to the land covered by the claim, as this is a matter ultimately determined by the Federal Court. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining the consent of any relevant landowner) or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Company must also comply with Aboriginal heritage legislation requirements which require heritage survey work to be undertaken ahead of the commencement of exploration activities and or the development of infrastructure and mining operations.

The Company is currently developing a cultural heritage management plan with the Martu People.

## **Reliance on key personnel**

The Company's success largely depends on the core competencies of its Directors, senior management and other key personnel. The Company cannot assure that it will be able to retain its key employees and the loss of one or more of these employees may result in a significant disruption to the business and its operations.

## **Mineral Title holding and renewal risks**

All of the tenements, leases or licences which the Company holds in respect of the KP Lake Project or in which it may earn an interest in will be subject to applications for renewal or grant (as the case may be). The renewal or grant of each tenement, lease or licence is

usually at the discretion of the relevant government authority, who may also impose additional terms as they see fit.

Additionally, tenements are subject to a number of State specific legislative conditions including payment of rent and rates and meeting minimum annual expenditure commitments. The inability to meet these conditions could affect the standing of a tenement or restrict its ability to be renewed. In respect of the KP Lake Project tenements, the Company intends to apply for an exemption of the minimum annual expenditure conditions for the KP Lake Project tenements. There can be no guarantee of the grant of such applications, with the Minister being able to forfeit tenements in the event of an exemption application not being granted.

If a tenement or licence expires, is not renewed or is not granted, the Company may suffer significant damage through loss of the opportunity to discover and potentially develop any mineral resources that may be on that tenement.

### **Results of Studies**

As stated above the Company completed a Pre-Feasibility Study for the KP Lake Project in 2018 (see ASX announcements of 1 May 2018 and 13 July 2018). Further studies are required to enable an investment decision to be made.

The Company may progressively undertake such studies in respect of its KP Lake Project or other Projects. These studies may include scoping, pre-feasibility, definitive feasibility and/or bankable feasibility studies.

These studies are completed within parameters designed to determine the economic feasibility of the Projects within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Projects or the results of other studies undertaken by the Company (eg the results of a feasibility study may materially differ to the results of a scoping study).

Even if a study confirms the economic viability of a Project, there can be no guarantee that the Project will be successfully developed as assumed or that it will deliver the outcomes estimated in the feasibility study (such as operational costs and SOP prices). Further, the ability of the Company to complete a study may be dependent on the Company's ability to raise the funds to complete the study.

### **Resources and Reserve estimates**

Mineral Resource and Ore Reserve estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Mineral Resource and Ore Reserve estimation is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate.

The actual quality and characteristics of ore deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop resources. Further, Ore Reserves are valued based on future costs and future prices and, consequently, the actual Mineral Resources and Ore Reserves may differ from those estimated, which may result in either a positive or negative effect on operations.

### **COVID-19 pandemic risk**

The COVID-19 pandemic has had a significant adverse impact on world economic conditions and outlook. Companies with projects in Australia have not been isolated from this impact

and these unstable economic conditions may continue for the foreseeable future, at least until the successful development of a vaccine, which cannot be guaranteed.

Various national and state governments have imposed restrictions on the movement of people and goods in an attempt to slow down and contain the spread of the COVID-19 virus. Social distancing measures have been implemented in many places. Various other restrictions (such as lockdowns) have been or could also be implemented.

The Company's activities may be delayed or curtailed as a result of the COVID-19 pandemic or measures taken to contain it.

### **Joint venture exploration risk**

As set out in Section 2.1, a subsidiary of the Company is in a farm-in and joint venture agreement with a subsidiary of Fortescue Metals Group Limited ("**Fortescue**"). The Fortescue subsidiary is sole-funding exploration. Exploration is by its nature a high risk undertaking. There can be no assurance of success from such exploration. Further, in order for the project to be successful, the Company may need to maintain a good working relationship with its joint venture partner.

### **Insurance**

The Company may maintain insurance within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. However, it is not always possible to cost-effectively insure against all risks associated with such activities. The Company may decide not to take out insurance against certain risks as a result of high premiums or for other reasons. Should liabilities arise on uninsured risks, the Company's business, financial condition and results of operations and the market price of the Shares may be materially adversely affected.

### **Legal Proceedings**

Legal proceedings may arise from time to time in the course of the business of the Company. As at the date of this Prospectus, there are no material legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

### **Climate Change Regulation**

The mining of mineral resources is generally relatively energy intensive and is often dependent on the consumption of fossil fuels. Increased regulation and government policy designed to mitigate climate change may adversely affect the operating cost of the Company's operations and therefore negatively impact the financial performance of the Company.

## **4.3 General Investment Risks**

### **Securities investments and share market conditions**

There are risks associated with any securities investment. The prices at which the securities of the Company trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for both technology and exploration and mining company shares, may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities

of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

### **Economic Risk**

Changes in the general local and global economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption, the rate of growth of gross domestic product in Australia, interest rates and the rate of inflation.

### **Legislative**

Changes in relevant taxes, legal and administration regimes, accounting practices and government policies may adversely affect the financial performance of the Company.

## 5. DETAILS OF THE OFFER

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### 5.1 The Offer

#### (a) Overview

All Eligible Shareholders are entitled to participate in the Rights Issue. You are an Eligible Shareholder if you are a Shareholder with an address in Australia or New Zealand on the Record Date. The Record Date is 5:00pm WST, 17 February 2023.

As an Eligible Shareholder you are entitled to subscribe for 1 New Share for every 6 Shares held on the Record Date at the Issue Price of 8 cents per New Share. You are also entitled to 1 free attaching New Option for every 2 New Shares subscribed for. When calculating your Entitlement, we will round fractions up to the nearest whole number.

We must receive your Entitlement and Acceptance Form by the Closing Date (being 5:00pm WST on 15 March 2023).

The Offer is non-renounceable. This means that you may not sell or transfer all or part of your Entitlement. The Offer will lapse if you do not accept your Entitlement by the Closing Date.

#### (b) Minimum Subscription

The Minimum Subscription is \$2,604,036 which is the Underwritten Amount.

No New Shares or New Options will be issued until the Minimum Subscription is reached. If the Minimum Subscription is not reached within 4 months after the date of this Prospectus, the Company will refund all application moneys without interest in accordance with the Corporations Act.

#### (c) Underwriting arrangements

The underwriting and sub-underwriting arrangement with Tyson Resources are set out in Section 3.

#### (d) Rights attaching to New Shares and terms of New Options

A summary of the rights attaching to the New Shares and the terms of the New Options are set out in Sections 6.1 and 6.2.

### 5.2 How to accept the Rights Issue

#### (a) Action required by Eligible Shareholders

Your Entitlement is shown on the Entitlement and Acceptance Form accompanying the Prospectus sent to you. To subscribe to the Rights Issue, you must follow the instructions in this form.

You may take up your Entitlement in whole or in part or allow all of your Entitlement to lapse.

If you apply for all of your Entitlement, you may also apply for Shortfall.

You may pay by BPAY or electronic funds transfer (EFT) in accordance with the instructions on the Entitlement and Acceptance Form.

If you pay by BPAY, please follow the procedure set out in the Entitlement and Acceptance Form. You do not have to send us a completed Entitlement and Acceptance Form if you pay by BPAY. It is your responsibility to ensure that we receive your payment by the Closing Date. We do not accept any responsibility for incorrectly completed BPAY payments.

We must receive your payment by the Closing Date. If we receive your payment after the Closing Date, we may, at our discretion, accept or reject your Application. If we reject your Application, you will receive a refund in full of any payment of Application Money without interest.

If you make a payment, you will be deemed to have accepted the Offer to subscribe, on the terms set out in this Prospectus and in the Entitlement and Acceptance Form, for the number of New Shares and New Options represented by the payment.

We will hold your Application Money on trust until we issue the New Shares and New Options in accordance with the Corporations Act. We will retain any interest earned on the Application Money, whether or not the New Shares and New Options are issued to you.

If you are in any doubt as to how to complete or deal with your Entitlement and Acceptance Form, you should contact your professional adviser for assistance.

**(b) Shareholders outside Australia and New Zealand (Excluded Shareholders)**

The Offer is not made to Shareholders with a registered address which is outside Australia or New Zealand (Excluded Shareholders). The Company has formed the view that it is unreasonable to make an offer to Excluded Shareholders having regard to the number of Excluded Shareholders, the number and value of New Shares and New Options the Excluded Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

Eligible Shareholders holding Shares on behalf of persons who are resident outside Australia or New Zealand (including nominees, custodians and trustees) are responsible for ensuring that any dealing with their Entitlement and any New Shares and New Options issued do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlement or the distribution of this Prospectus or the Entitlement and Acceptance Form.

The making of an Application will constitute a representation that there has been no breach of such laws or regulations. Shareholders who are nominees, custodians or trustees are therefore advised to seek independent advice as to how they should proceed.

**(c) No Nominee for Excluded Shareholders**

There will be no appointment of a nominee for Excluded Shareholders to sell any Entitlement.

(d) **New Zealand offer restrictions**

The New Shares and New Options are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

(e) **Taxation**

There may be taxation implications in relation to the Rights Issue and subscribing for New Shares and New Options. These taxation implications vary depending on your individual circumstances. You should seek and rely on your own taxation advice regarding an investment in the Company. Neither the Company nor any of its officers, employees, agents and advisers accepts any liability or responsibility with respect to the taxation consequences connected with the Rights Issue or the New Shares and New Options.

### **5.3 Issue and quotation**

(a) **Issue of New Shares and New Options**

The New Shares and New Options under the Rights Issue will be issued as soon as practicable after the Closing Date. We will issue the New Shares and New Options on the basis of your Entitlement.

Pending the issue of New Shares and New Options or payment of refunds under this Prospectus, we will hold all Application Money on trust for you in a separate bank account. We will, however, be entitled to retain all interest that accrues on any Application Money we hold.

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

(b) **Quotation of New Shares and New Options by ASX**

We intend to apply to ASX for quotation of the New Shares and New Options within 7 days of the date of this Prospectus. If the ASX accepts our application, quotation of the New Shares and New Options will commence after the issue of the New Shares and New Options.

If any New Shares and New Options are not granted quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, we will not issue those New Shares and New Options and the Application Money in respect of those New Shares will be refunded to you without interest within the time prescribed by the Corporations Act.

(c) **Holding Statements**

We participate in the security transfer system known as CHESS. CHESS is operated by ASX Settlement Pty Ltd (ACN 008 504 532) (a wholly owned subsidiary of ASX) in accordance with the Listing Rules and the ASX Settlement Operating Rules. Under CHESS you will not receive a share certificate. You will receive a holding statement setting out the number of New Shares and New Options issued to you under this Prospectus. If you are broker sponsored, ASX Settlement will send you a CHESS statement.

**5.4 Shortfall**

Any New Shares and New Options under the Rights Issue that are not applied for will form the Shortfall. The Offer to issue Shortfall is a separate offer under the Prospectus. The Offer is fully underwritten and Shortfall will be allocated by the Underwriter in consultation with the Directors (see Section 3.3).

Eligible Shareholders who are not related parties and who have subscribed for their full entitlement may apply for any Shortfall by completing the relevant Shortfall section in the Entitlement and Acceptance Form and paying by BPAY or EFT on the same terms as in Section 5.2.

Application for Shortfall with moneys does not guarantee any allotment of any Shortfall. All application moneys in relation to which Shortfall are not allocated will be returned without interest.

It is your responsibility to ensure that you will not breach the takeovers provisions in the Corporations Act by applying for Shortfall.

Any Shortfall will be issued in accordance with the timetable. In the event that the Underwriting Agreement is terminated by either party, any Shortfall not issued under the Offer may be placed and issued by the Company within 3 months of the Closing Date. Any issue of Shortfall will be at the same price as the offer under the Rights Issue.

## **6. ADDITIONAL INFORMATION**

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### **6.1 Rights attaching to New Shares**

The rights attaching to ownership of Shares in the Company (including the New Shares) are:

- (a) set out in the Company's Constitution; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

A summary of the more significant rights attaching to Shares is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of our Shareholders.

#### **Voting rights**

At a general meeting each Shareholder present in person or by proxy, company representative or attorney is entitled to one vote on a show of hands. Upon a poll, every Shareholder present in person or by proxy, company representative or attorney is entitled to one vote for each fully paid share that the Shareholder holds.

#### **General meetings**

Each Shareholder is entitled to receive notice of and to be present, to vote and to speak at any general meeting of the Company. Further, each Shareholder is entitled to receive all notices, accounts and other documents required to be furnished to Shareholders under the Constitution of the Company or the Corporations Act.

#### **Transfer of Shares**

A Shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX or the Corporations Act for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors.

#### **Dividend rights**

There is no entitlement to a dividend other than that determined by Directors from time to time. The New Shares will rank equally with all other issued Shares in the capital of the Company for the purposes of participation in any dividend paid out of the profits of the Company. The Directors are not anticipating paying dividends at this stage of the Company's development.

#### **Future increases in capital**

The issue of Shares is under the control of the Directors. Subject to restrictions on the issue of Shares to Directors, the Constitution of the Company and the Corporations Act, the Directors may issue or otherwise dispose of new Shares on such terms and conditions as they may determine.

#### **Amendment of Constitution**

The Constitution of the Company can only be amended by a special resolution, passed by at least three quarters of the votes cast by holders of Shares entitled to vote on the resolution, at general meeting. At least 28 days' written notice specifying the intention to propose the

resolution as a special resolution must be given.

### **Predominance of Listing Rules**

While the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

## **6.2 Terms of New Options**

The terms of the issue of the New Options are:

- (a) Each Option entitles the holder to one Share.
- (b) The exercise price of the Options is 20 cents each.
- (c) The Options may be exercised at any time prior to 5:00pm Western Standard Time on 31 March 2025 ("Expiry Date").
- (d) Application will be made for the Options to be quoted and the Options will be freely tradeable.
- (e) The Company will provide to each Option holder a notice that is to be completed when exercising the Options ("Notice of Exercise"). Options may be exercised by the Option holder in whole or in part by completing the Notice of Exercise and forwarding the same to the secretary of the Company to be received prior to the Expiry Date.
- (f) Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be issued a Share ranking equally with the then issued Shares. The Company will apply to ASX for all Shares pursuant to the exercise of Options to be admitted to quotation.
- (g) There are no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues or pro-rata issues of capital to Shareholders during the term of the Options. Thereby, the Option holder has no rights to a change in the exercise price of the Option or a change to the number of underlying securities over which the Option can be exercised except in the event of a bonus issue. The Company will ensure, for the purposes of determining entitlements to any issue, that Option holder will be notified of a proposed issue after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in such issues.
- (h) If on or prior to the Expiry Date the Company makes a bonus issue of securities to holders of Shares in the Company, then upon exercise of his or her Options a holder will be entitled to have issued to him or her (in addition to the Shares which he or she is otherwise entitled to have issued to him or her upon such exercise) the number of securities which would have been issued to him or her under that bonus issue if the Options had been exercised before the record date for the bonus issue.

- (i) In the event of any reconstruction (including consolidation, subdivisions, reduction or return) of the issued capital of the Company, all rights of the Option holder are to be changed in a manner consistent with the Listing Rules.

### 6.3 Transaction specific prospectus and continuous disclosure obligations

We are a disclosing entity under the Corporations Act and therefore are subject to regular reporting and disclosure obligations. Under those obligations, we are required to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the Listing Rules. In particular, we must comply with the requirement to disclose to ASX any information held by us which a reasonable person would expect to have a material effect on the price or the value of the Company's securities.

As this Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act, it is only required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the securities offered. This Prospectus is not required to provide information regarding our assets and liabilities, financial position and performance, profits and losses or prospects.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with 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 ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request:
  - (i) the annual financial report most recently lodged by the Company with ASIC;
  - (ii) any half-year financial report lodged with ASIC after lodgement of the annual financial report and before lodgement of this Prospectus with ASIC; and
  - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of this Prospectus with ASIC.

We lodged our latest annual report with ASX on 31 March 2022. Since then, we have made the following announcements to ASX, shown in the table below.

Date	Description of Announcement
31/03/2022	Corporate Governance Statement
31/03/2022	Appendix 4G
01/04/2022	Change of Director's Interest Notice
12/04/2022	Change of Director's Interest Notice

<b>Date</b>	<b>Description of Announcement</b>
12/04/2022	Change in substantial holding
14/04/2022	Notice required under ASX Listing Rule 3.13.1
14/04/2022	Notice of Annual General Meeting/Proxy Form
27/04/2022	Quarterly Activities/Appendix 5B Cash Flow Report
12/05/2022	Application for quotation of securities – RWD
18/05/2022	Change of Director's Interest Notice
31/05/2022	Chairman's Address to Shareholders
31/05/2022	AGM Presentation
31/05/2022	Results of Meeting
14/06/2022	Change of Director's Interest Notice – Ruane
23/06/2022	Release of shares from escrow
13/07/2022	Change of Director's Interest Notice – Ruane
19/07/2022	Pause in trading
19/07/2022	Trading Halt
20/07/2022	Suspension from Official Quotation
28/07/2022	Lifting of Voluntary Suspension
28/07/2022	Reinstatement to Quotation
29/07/2022	Quarterly Activities/Appendix 5B Cash Flow Report
09/08/2022	Officer Basin Potash Project – Update
23/08/2022	RWD Develops New Potash Brine Processing Technology
25/08/2022	Change of Director's Interest Notice – Ruane
30/08/2022	CEO Appointment
13/09/2022	Notice of Change of Auditor
13/09/2022	Half Yearly Report and Accounts
15/09/2022	Notification of cessation of securities – RWD
15/09/2022	Notification regarding unquoted securities – RWD

<b>Date</b>	<b>Description of Announcement</b>
18/10/2022	McKay Range RC Drilling Commenced
26/10/2022	Quarterly Activities/Appendix 5B Cash Flow Report
31/10/2022	Investor Update Presentation
25/11/2022	Change of Director's Interest Notice – Ruane
25/11/2022	Change of Director's Interest Notice – Ruane
24/01/2023	Change of Director's Interest Notice - Ruane
31/01/2023	Quarterly Activities/Appendix 5B Cash Flow Report
09/02/2023	Trading Halt

#### **6.4 Market price of Shares**

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

The highest and lowest closing price of the Company's quoted Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales and the last sale on the day prior to lodgement of this Prospectus with ASIC were:

	<b>Price</b>	<b>Date</b>
Highest	13 cents	1 February 2023
Lowest	9.5 cents	18 November 2022
Latest	11.5 cents	8 February 2023

#### **6.5 Directors' Interests**

##### **(a) Interests of Directors**

Other than as disclosed in this Prospectus, no Director or proposed Director holds, or has held at any time during the last two years, any interest in:

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

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person to a Director or proposed Director to induce him or her to become, or to qualify as, a Director or for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

(b) **Interests in securities as at the date of this Prospectus**

As at the date of this Prospectus, the Directors (and their respective associates) have relevant interests in the Shares and Options of the Company as set out in the table below. Interests include those held directly and indirectly.

The table below does not include the New Shares and New Options that the Directors may subscribe for under the Offer.

<b>Director</b>	<b>Number of Shares</b>	<b>Number of Options</b>
Colin McCavana	1,054,997	0
Michael Ruane <sup>1</sup>	77,710,909	7,142,856 <sup>2</sup>
Rod Della Vedova	92,500	9,250 <sup>2</sup>

Notes:

1. Tyson Resources which is an entity that is controlled by Dr Ruane, has agreed to priority sub-underwrite the Shortfall up to \$1,000,000 (12,500,000 New Shares and 6,250,000 New Options). Section 3.4 sets out the maximum voting power of Dr Ruane by reason of the Offer.
2. The Options have an exercise price of 20 cents and an expiry date of 30 September 2023.

(c) **Remuneration of Directors**

Mr Colin McCavana is paid a Director's fee of \$36,000 per annum as non-executive Chairman. In the 2 years prior to the date of this Prospectus, Mr McCavana has received cash remuneration totalling \$72,000.

Dr Michael Ruane as an executive director is paid remuneration based on a daily rate of \$750. In the 2 years prior to the date of this Prospectus, Dr Ruane has been paid remuneration totalling \$298,500. The terms of a loan made by Dr Ruane to the Company is summarised in Section 2.2.

Mr Rod Della Vedova is paid a Director's fee of \$30,000 per annum. In the 2 years prior to the date of this Prospectus, Mr Della Vedova has received cash remuneration totalling \$60,000.

A Director may also be paid fees or other amounts as the Directors determine if a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

## **6.6 Interests of Experts and Advisers**

Other than as disclosed in this Prospectus, no expert, 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, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, 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 Offer; or
- (c) the Offer.

Other than as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, 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, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Fairweather Corporate Lawyers has acted as lawyers to the Company in relation to the Offer. We estimate that we will pay approximately \$23,000 (plus GST) for these services. In the past two years, Fairweather Corporate Lawyers has been paid fees (excluding GST) of approximately \$14,200 by the Company.

Lazarus Corporate Finance Pty Limited is the Underwriter to the Offer. The management and underwriting fee is \$156,242 (6% of the Offer) plus the issue of 2,000,000 Underwriter Options. See Sections 3.1 and 3.2. In the past two years, Lazarus Corporate Finance Pty Limited has been paid fees (excluding GST) of \$10,000 by the Company representing the first of the retainer payments (see Section 3.1).

Tyson Resources Pty Ltd has been appointed by the Underwriter as a priority sub-underwriter as described in this Prospectus. Tyson Resources is an entity controlled by Dr Ruane, a Director of the Company. The Underwriter will not pay Tyson Resources a fee by reason of its sub-underwriting of the Shortfall. In the past two years, Tyson Resources has not been paid any fees by the Company.

## **6.7 Costs of the Offer**

The cash costs connected to the Rights Issue payable by the Company are estimated at approximately \$213,376 exclusive of GST at Full Subscription. These expenses are expected to be applied to the items set out in the table below.

<b>Item of Expenditure (exclusive of GST)</b>	<b>Full Subscription</b>
Management and Underwriting Fee (cash part of fee)	\$156,242
Legal Fees	\$23,000
Printing, share registry, miscellaneous	\$15,000
ASIC lodgement fee	\$3,206
ASX fee for New Shares and New Options	\$15,928
<b>Total</b>	<b>\$213,376</b>

Notes:

1. The Underwriter will also be issued with 2,000,000 Options as part of its underwriting fee under the terms of the Underwriting Agreement summarised in Section 3.1. These Options are a non-cash cost of the Offer.

## **6.8 Consents**

The following parties have given their written consent to be named in this Prospectus and for the inclusion of statements made by that party (as described below in the form and context in which they are included), and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

FW Legal Pty Ltd trading as Fairweather Corporate Lawyers has consented to Fairweather Corporate Lawyers being named as the Solicitors to the Offer.

Lazarus Corporate Finance Pty Limited has consented to being named as the Underwriter to the Offer and the inclusion in the Prospectus of all statements referring to it.

Tyson Resources Pty Ltd has consented to being named as the sub-underwriter to the Shortfall and the inclusion in the Prospectus of all statements referring to it.

The parties referred to above in this Section:

- do not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this Section;
- 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 the Prospectus with the consent of that party as specified in this Section; and
- has not caused or authorised the issue of this Prospectus.

## 7. DIRECTORS' AUTHORISATION AND CONSENT

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This Prospectus is authorised by the Company and lodged with the ASIC pursuant to section 718 of the Corporations Act.

Each Director has consented to lodgement of this Prospectus with ASIC in accordance with the terms of section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 13 February 2023



Signed for and on behalf of Reward Minerals Limited  
By Dr Michael Ruane  
Executive Director

## 8. GLOSSARY

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Where the following terms are used in this Prospectus they have the following meanings:

<b>AFSL</b>	Australian Financial Services Licence.
<b>Applicant</b>	A person who submits and Entitlement and Acceptance Form.
<b>Application</b>	An application for New Shares and New Options under the Rights Issue.
<b>Application Money</b>	The Issue Price multiplied by the total number of New Shares applied for by an Applicant under an Entitlement and Acceptance Form.
<b>ASIC</b>	Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited (ACN 008 624 691) and the Australian Securities Exchange it operates
<b>Board</b>	The Board of Directors.
<b>Closing Date</b>	The time and date at which the Offer expires, being 5.00pm WST, 15 March 2023, subject to the Company varying this date in accordance with the Listing Rules.
<b>Company or RWD</b>	Reward Minerals Limited (ACN 009 173 602).
<b>Constitution</b>	The constitution of the Company.
<b>Corporations Act</b>	The Corporations Act 2001 (Cth)
<b>Director</b>	A director of the Company for the time being.
<b>Eligible Shareholders</b>	Shareholders with a registered address in Australia or New Zealand at the Record Date.
<b>Entitlement</b>	The entitlement to subscribe for New Shares and New Options under the Rights Issue.
<b>Entitlement and Acceptance Form</b>	The entitlement and acceptance form attached to or accompanying this Prospectus, personalised for each Eligible Shareholder, which allows each Eligible Shareholder to accept the Offer.
<b>Excluded Shareholders</b>	Shareholders with a registered address outside Australia or New Zealand at the Record Date.
<b>Full Subscription</b>	The maximum amount to be raised under the Offer being \$2,604,036.
<b>JORC Code</b>	2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves' prepared by the Joint Ore Reserves Committee of Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia.
<b>Issue Price</b>	8 cents per New Share, being the price payable to subscribe for each New Share.
<b>Kumpupintil Lake Project or KP Lake Project or Project</b>	The Company's Kumpupintil Lake SOP Project located east of Newman in north western - Western Australia.
<b>Listing Rules</b>	The listing rules of ASX.

<b>Minimum Subscription</b>	The minimum amount to be raised under the Offer being \$2,604,036.
<b>New Options</b>	The Options offered under the Rights Issue.
<b>New Shares</b>	The Shares offered under the Rights Issue.
<b>New Securities Offer</b>	The New Shares and New Options.
<b>Option</b>	The offer to Eligible Shareholders of New Shares and New Options under the Rights Issue.
<b>PFS</b>	An option to acquire a Share.
<b>Prospectus</b>	Pre-Feasibility Study.
<b>Record Date</b>	This Prospectus dated 13 February 2023.
<b>Rights Issue</b>	The time and date for determining a Shareholder's entitlement to participate in the Rights Issue, being 5:00pm WST, 17 February 2023.
<b>Share</b>	The pro-rata non-renounceable offer to Eligible Shareholders of 1 New Share for every 6 Shares held by Eligible Shareholders on the Record Date with 1 free New Option for every 2 Shares subscribed for.
<b>Shareholder</b>	A fully paid ordinary share in the issued capital of the Company.
<b>Shortfall</b>	Registered holder of Shares.
<b>SOP</b>	New Shares and New Options not applied for under the Offer before the Closing Date.
<b>Tyson Resources</b>	Sulphate of Potash.
<b>Underwriter</b>	Tyson Resources Pty Ltd (ACN 008 739 080), the sub-underwriter to the Shortfall.
<b>Underwriting Options</b>	Lazarus Corporate Finance Pty Limited (ACN 149 263 543) (AFSL 403 684).
<b>Underwriting Agreement</b>	The Options to be offered and issued to the Underwriter in accordance with the Underwriting Agreement.
<b>Underwritten Amount</b>	The underwriting agreement between the Company and the Broker.
<b>WST</b>	The sum of \$2,604,036.
<b>\$</b>	Western Standard Time.
	means Australian dollars unless otherwise stated.



REWARD MINERALS LIMITED | ACN 009 173 602

All Registry Communication to:



GPO Box 5193, Sydney NSW 2001
1300 288 664 (within Australia)
+61 2 9698 5414 (international)
corporate.actions@automicgroup.com.au
www.automicgroup.com.au

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

Holder Number:
[HolderNumberMasked]

Shares held as at the Record Date at
7.00pm (AEDT) on 17 February 2023
[CumBalance]

ENTITLEMENT AND ACCEPTANCE FORM

OFFER CLOSSES 5.00PM (AEDT) ON 15 MARCH 2023 (WHICH MAY CHANGE WITHOUT NOTICE)

On 13 February 2023, Reward Minerals Limited (the Company) announced its intention to raise \$2,604,036 by way of a pro-rata non-renounceable entitlement offer of new fully paid ordinary shares. Under the Entitlement Offer, eligible shareholders are entitled to subscribe for 1 New Share for every 6 Shares held at 7:00pm (AEDT) on 17 February 2023 (Record Date), at the Offer Price of 8 cents per New Share. Each Eligible Shareholder will also be entitled to 1 free New Option for every 2 New Shares subscribed for under the Prospectus. The New Options have an exercise price of 20 cents and an expiry date of 31 March 2025.

The Prospectus dated 13 February 2023 contains information about the Entitlement Offer and you should carefully read the Prospectus before applying for Shares and Options. This Entitlement and Acceptance Form should be read in conjunction with the Prospectus. If you do not understand the information provided in the Prospectus or you are in doubt as to how you should deal with it, you should seek professional advice. Other than as defined in this Entitlement and Acceptance form, capitalised terms have the same meaning as defined in the Prospectus.

1 ACCEPTANCE OF ENTITLEMENT OR PART THEREOF

Table with 3 columns: Entitlement Type, Payment Amount A\$ (\$0.08 per Share), and Number of Shares Applied. Includes rows for Full Entitlement and Partial Entitlement.

2 APPLICATION FOR SHORTFALL SHARES

As an Eligible Shareholder, you are invited to apply for Shortfall Shares, providing you have taken up your full Entitlement.

Table with 3 columns: Application Type, Payment Amount A\$ (\$0.08 per Shortfall Share), and Number of Shortfall Shares Applied. Includes a row for Shortfall Application.

No fractional shares will be issued. If the dollar amount for additional shares, divided by the issue price (\$0.08), is a fraction of a New Share, the New Shares allotted will be rounded up).

3 MAKE YOUR PAYMENT BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this form if you have made payment via BPAY® or EFT.

Table for Total Payment A\$ with input fields for dollars, cents, and a decimal separator.

Option A - BPAY® and Option B - Electronic Funds Transfer (EFT) sections. Includes BPay logo, biller code, ref no, account details, and important payment instructions.

#### 4 Elect to receive email communication

Return to Automic Group by email to [corporate.actions@automicgroup.com.au](mailto:corporate.actions@automicgroup.com.au)

Telephone Number ( )	Contact Name (PLEASE PRINT)	RWD-[HolderId]
Please insert your email address if you wish to elect to be an e-Shareholder, and you consent to receiving communications from the Share Registry, Automic Group		

## INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the Entitlement Offer is optional and is offered exclusively to all Shareholders who are registered as holders of fully paid ordinary Shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

### ACCEPTANCE OF OFFER

By making a BPAY® or EFT payment:

- you represent and warrant that you have read and understood the Prospectus and that you acknowledge the matters, and make the warranties and representations contained therein and in this Entitlement and Acceptance Form; and
- you provide authorisation to be registered as the holder of Shares and Options acquired by you and agree to be bound by the Constitution of the Company.

#### 1 Acceptance of Full or Partial Entitlement for Shares

If you wish to accept your full entitlement:

- make payment by BPAY® or EFT for your full entitlement by following the instructions on this Entitlement and Acceptance Form.

If you only wish to accept part of your entitlement:

- calculate the payment amount for the portion of your entitlement that you wish to take up in accordance with the partial entitlement section of this Entitlement and Acceptance Form; and
- make payment by BPAY® or EFT for that portion of your entitlement by following the instructions on this Entitlement and Acceptance Form.

#### 2 Applying for Shortfall Shares

If you accept your full entitlement and wish to apply for Shortfall Shares in excess of your entitlement:

- make payment by BPAY® or EFT of the total payment amount for your full entitlement AND your participation in the Shortfall Offer by following the instructions on this Entitlement and Acceptance Form.

Your application for Shortfall Shares may not be successful (wholly or partially). The decision in relation to the number of Shortfall Shares in excess of your entitlement to be allocated to you will be final. No interest will be paid on any application monies received and returned.

#### 3 Payment

By making a payment via BPAY® or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by the Share Registry by the closing date and time. Payment **must be received** by the Share Registry by 5:00pm (AEDT) on 15 March 2023.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 3. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be **unable to allocate or refund your payment**. If you need assistance, please contact Automic.

**Payment by BPAY®:** You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

**Payment by EFT:** You can make a payment via Electronic Funds Transfer (EFT). Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (AEDT) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid.

#### 4 Contact Details - Elect to receive email communication

The Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 8:00pm (AEDT).