

Medallion Metals Limited

ACN 609 225 023

Pro-rata Non-renounceable Rights Issue Prospectus

This Prospectus is being issued for a pro rata non-renounceable entitlement issue of approximately 46,126,503 new Shares at an issue price of \$0.065 per Share to Eligible Shareholders on the basis of 1 new Share for every 5 Shares held by those Shareholders at the Record Date to raise up to approximately \$2,998,223 (**Offer**).

The Offer is fully underwritten by Canaccord Genuity (Australia) Limited (AFSL 234 666) and Morgans Corporate Limited (AFSL 235 410) (together, the **Underwriters**). Refer to Section 9.4 for details regarding the terms of the underwriting.

IMPORTANT NOTICE

This document is important which requires your immediately attention and should be read in its entirety. If, after reading this Prospectus, you have any questions about the Shares being offered under this Prospectus or any other matter, you should consult your stockbroker, accountant, solicitor or other professional adviser.

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

IMPORTANT NOTICES

General

This Prospectus is dated 13 July 2023 and was lodged with ASIC on that date with the consent of all Directors. None of ASIC, ASX or their respective officers or employees takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is important and should be read in its entirety before deciding to participate in the Offer. In particular, you should consider the risk factors set out in Section 8 of this Prospectus in light of your personal circumstances (including financial and taxation issues) and seek advice from your accountant, financial advisor, stockbroker, lawyer, tax advisor or other independent and qualified advisor if you have any questions.

Continuously Quoted Securities

In preparing this Prospectus, regard has been had to the fact the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisors. This Prospectus is a transaction specific prospectus prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

No Exposure Period

An exposure period does not apply to the Offer.

Expiry Date

No Shares will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

Not financial product advice

The information in this Prospectus is not financial product advice and has been prepared without taking into account your financial and investment objectives, financial situation or particular needs (including financial or taxation issues).

Some of the risk that investors and their professional advisors should consider before deciding whether to invest in the Company are set out in Section 8 of this Prospectus. There may be additional risks to those that should be considered in light of your personal circumstances.

Disclaimer

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

Except to the extent required by law, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of the Company, the repayment of capital by the Company, the payment of a return on the Shares or the future value of the Shares. The business, financial condition, operating results and prospects of the Company may change after the date of this Prospectus. You should be aware that past performance is not indicative of future performance. Any new or change in circumstances that arise after the date of this Prospectus will be disclosed by the Company to the extent required and in accordance with the Corporations Act.

No cooling-off rights

Cooling-off rights do not apply to an investment in Shares issued under this Prospectus. This means that, except where permitted by the Corporations Act, you cannot withdraw your Application once it has been accepted.

Geographic Restrictions

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of law.

This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. No action has been taken to permit the Offer under this Prospectus in any jurisdiction other than Australia, Hong Kong, Singapore and New Zealand.

Nominees and custodians may not distribute this Prospectus and may not permit any beneficial shareholder to participate in the Offer in any country other than Australia and New Zealand without the prior written consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of this regulations.

Hong Kong

WARNING: This document may be distributed in Hong Kong only to existing shareholders of the Company. This document may not be distributed, published, reproduced or disclosed (in whole or in part) to any other person in Hong Kong or used for any purpose in Hong Kong other than in connection with the recipient's consideration of the Offer.

You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

This document has not been reviewed by any Hong Kong regulatory authority. In particular, this document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the Laws of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong under Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong.

Singapore

This document and any other materials relating to the new Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document relating to the new Shares may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the new Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire new Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly

New Zealand

The new Shares are not being offered to the public within New Zealand other than existing Shareholders of the Company with registered addresses in New Zealand to whom the Offer of these Shares is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

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

Obtaining a copy of this Prospectus

You can obtain a copy of this Prospectus, free of charge, by contacting the Company Secretary on +61 8 6424 8700 during normal business hours or by email at info@medallionmetals.com.au

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please phone the Company on +61 8 6424 8700 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.medallionmetals.com.au

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

The Offer contemplated by this Prospectus is only available in electronic form to persons receiving an electronic version within Australia, Hong Kong, Singapore and New Zealand.

Where this Prospectus has been dispatched to or accessed by persons other than Eligible Shareholders, this Prospectus is provided for information purposes only.

Application for Shares

Applications for Shares offered pursuant to this Prospectus can only be submitted in accordance with the instructions on an original Entitlement and Acceptance Form or Shortfall Application Form.

Defined Terms

A number of terms used in this Prospectus are defined in Section 11 of the Prospectus.

Risk factors

Potential investors should be aware that subscribing for and holding Shares in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 8 of this Prospectus. These risks together with other general risks applicable to all investments in listed companies not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares.

Forward-looking statements

Some of the statements appearing in this Prospectus are in the nature of forward looking

statements, including statements of intention, opinion and belief and predictions as to possible future events. Such statements are not statements of fact and are subject inherent risks and uncertainties (both known and unknown) which may or may not be within the control of the Company. You can identify such statements by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and are predictions or indicative of future events.

Although the Directors believe these forward-looking statements (including the assumptions on which they are based) are reasonable as at the date of this Prospectus, no assurance can be given that such expectations or assumptions will prove to be correct. Actual outcomes, events and results may differ, including due to risks set out in Section 8 of this Prospectus.

The Company and its Directors, officers, employees and advisors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Company does not intend to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

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1. Corporate directory

Directors

John Fitzgerald
(Non-Executive Chair)

Paul Bennett
(Managing Director)

Anthony (Tony) James
(Non-Executive Director)

Chief Financial Officer & Company Secretary

Benjamin Larkin

Registered office

Suite 1, 11 Ventnor Avenue
West Perth WA 6005

Telephone: +61 8 6424 8700
Email: info@medallionmetals.com.au
Website: www.medallionmetals.com.au

Auditor

BDO Audit (WA) Pty Ltd
Level 9
Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000

Share Registry*

Automic Pty Ltd
Level 2, 367 St Georges Terrace
Perth WA 6000

Telephone: 1300 288 664
Email: hello@automicgroup.com.au
Website: www.automicgroup.com.au

Joint Lead Managers and Underwriters

Canaccord Genuity (Australia) Limited
Level 23, Exchange Tower
2 The Esplanade
Perth, WA 6000

Morgans Corporate Limited
Level 4, 50 Colin Street
West Perth WA 6005

Solicitors

Steinepreis Paganin
Level 4, The Read Buildings
16 Milligan Street
Perth WA 6000

* This entity is included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

2. Timetable*

Company announces Offer and lodges Appendix 3B with ASX	13 July 2023
Lodgement of Prospectus with the ASIC and release to ASX	13 July 2023
“Ex” date	17 July 2023
Record Date for determining Entitlements (7.00pm AEST)	18 July 2023
Offer Open, Prospectus sent out to Eligible Shareholders & Company announces this has been completed	20 July 2023
Last day Company can extend Closing Date	31 July 2023
Closing Date of the Offer* (5.00pm WST)	3 August 2023
Securities quoted on a deferred settlement basis from market open	4 August 2023
Notification of Shortfall to the Underwriters	7 August 2023
Announcement of results of the Offer	8 August 2023
Settlement with the Underwriters	8 August 2023
Issue date of Shares under the Offer / Lodgement of Appendix 2A with ASX*	8 August 2023

* The dates above are indicative only and are subject to change. The Directors may vary these dates subject to any applicable requirements of the Corporations Act or the Listing Rules. The Directors may extend the Closing Date by giving at least three (3) Business Days’ notice to ASX prior to the Closing Date. As such the date the Shares are expected to commence trading on ASX may vary.

3. Details of the Offer

3.1 The Offer

The Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) new Share for every five (5) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.065 per Share.

Fractional entitlements will be rounded up to the nearest whole number.

All of the Shares offered under this Prospectus following issue will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 7 for further information regarding the rights and liabilities attaching to the Shares.

Based on the capital structure of the Company as at the date of this Prospectus and assuming all Entitlements are accepted, a maximum of 46,126,503 Shares may be issued pursuant to the Offer (subject to rounding) increasing the Shares on issue from 230,632,518 to 276,759,021 Shares (subject to rounding and assuming that the Shares under the Placement have not been issued, all Entitlements are accepted, no Options are exercised before the Record Date). Assuming the Offer is Fully Subscribed then the Company will raise approximately \$2,998,223 under the Offer (before costs).

As at the date of this Prospectus, the Company has 12,376,800 Options on issue. Existing holders of Options must exercise their Options prior to the Record Date to participate in the Offer in respect of the Shares underlying their Options. Please refer to Section 5.5 of this Prospectus for information on the exercise price and expiry date of the Options on issue.

The purpose of the Offer and the intended use of funds raised are set out in Section 5.1 of this Prospectus.

The rights to Entitlements are personal and are not tradeable.

3.2 Minimum subscription amount

There is no minimum subscription as the Offer is fully underwritten.

3.3 Joint Lead Managers

The Company has appointed Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Morgans Corporate Limited (ACN 010 539 607) (**Joint Lead Managers**) as the joint lead managers to the Offer upon and subject to the terms and conditions of the Joint Lead Manager Mandate. Canaccord Genuity (Australia) Limited will act as sole bookrunner subject to the terms and conditions of the Joint Lead Manager Mandate.

The Company has agreed to pay the Joint Lead Managers the following fees for their services:

- (a) a joint lead manager fee equal to 2% of the gross proceeds of the Offer, to be split equally between each of the Joint Lead Managers;

- (b) a selling fee of 4% of the gross proceeds of the Offer. However, this fee is not applicable to proceeds equalling approximately \$1.8 million from major shareholders subscribing for Entitlements, to be split equally between each of the Joint Lead Managers so far as there is sufficient demand from their respective clients; and
- (c) 7 million unlisted options over Shares exercisable at a 50% premium to the Issue Price with a 3 year expiry from the date of issue, to be split equally between each of the Joint Lead Managers.

The Company will also reimburse the Joint Lead Managers for legal costs of an amount up to \$20,000, all reasonable costs and expenses incidental to the Offer and air travel exceeding 5 hours duration will be business class level, capped at a total amount of \$10,000.

Refer to Section 9.5 for a summary of the material terms of the Joint Lead Manager Mandate.

3.4 Underwriting and sub-underwriting

The Offer is fully underwritten by Canaccord Genuity (Australia) Limited and Morgans Corporate Limited upon and subject to the terms and conditions of the Underwriting Agreement.

The Company has agreed to pay the Underwriters the following fees for its services:

- (a) a management fee equal to 2% of the gross proceeds of the Offer, to be split equally between each of the Underwriters;
- (b) a underwriting fee of 4% of the gross proceeds of the Offer. However, this fee is not applicable proceeds equalling approximately \$1.8 million from major shareholders subscribing for Entitlements.

The Company will also reimburse the Underwriters for all reasonable legal costs capped at a maximum of \$20,000 (excluding GST) and expenses incidental to the Offer provided that the Underwriters seek prior approval from the Company before incurring expense greater than \$2,000.

To the extent fees or expenses are paid under the Underwriting Agreement, fees and expenses are not payable under the Joint Lead Managers Mandate.

Refer to Section 9.4 for a summary of the material terms of the Underwriting Agreement.

Anthony James, a Non-Executive Director of the Company, (**Sub-Underwriter**) has entered into a sub-underwriting agreement with the Company (**Sub-Underwriting Agreement**) and has agreed to sub-underwrite \$20,000 (307,693 Shares).

The Sub-Underwriter currently holds no Shares in the Company. Upon completion of the Offer, the Sub-Underwriter will have a voting power of 0.12% in the Company (assuming the Sub-Underwriter takes up all of their Entitlement and all Shortfall is placed).

Refer to Section 9.6 for a summary of the terms of the Sub-Underwriting Agreement.

Refer to Section 4.6 for further details with respect to the effect of the Offer on control of the Company.

3.5 Shortfall Offer

Any Shares not taken up pursuant to an Entitlement will form the Shortfall Offer (**Shortfall Shares**).

Allocation of the Shortfall Shares will be at the discretion of the Company, in consultation with the Underwriters and otherwise subject to the terms of the Underwriting Agreement, details of which are set out in Section 9.4.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.065, being the price at which Shares have been offered under the Offer.

All Shares issued under the Shortfall Offer shall be issued on the same terms as Shares being offered under the Offer (including the issue price).

If an Eligible Shareholder does not wish to take up any part of their Entitlement the Eligible Shareholder is not required to take any action. That part of the Eligible Shareholders not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between the applications received from Eligible Shareholders and the number of Shares proposed to be issued under the Offer.

Eligible Shareholders may apply for additional Shares in excess of their Entitlement under the Shortfall Offer in accordance with the Entitlement and Acceptance Form and by paying the appropriate Application Monies in accordance with the instructions set out in the Entitlement and Acceptance Form.

It is a term of the Offer that no person will be permitted by the Company and Underwriters to subscribe for and be issued Shortfall Shares under the Offer if by doing so will contravene the takeover prohibition in section 606 of the Corporations Act. Similarly, no shares will be issued via the Shortfall Offer to any related parties of the Company.

The Company, in conjunction with the Underwriters, reserve the right to issue an Eligible Shareholder a lesser number of Shortfall Shares than applied for or no Shortfall Shares at all. All decisions regarding the allocation of Shortfall Shares will be final and binding on all applicants under the Shortfall Offer. As such, there is no guarantee that any Shortfall Shares applied for will be issued to Eligible Shareholders.

The Company and the Underwriters will have no liability to any Applicant who receives less than the number of additional Shares they applied for under the Shortfall Offer. If the Company scales back any applications for Shares under the Shortfall Offer any application monies will be returned (without interest) in accordance with the provisions of the Corporations Act.

The Board and the Underwriters will ensure that the allocation of Shortfall Securities will be undertaken in a manner so as to not exacerbate a potential unacceptable control event.

4. Acceptance – what Eligible Shareholders may do

Your acceptance of the Offer must be in accordance with the Entitlement and Acceptance Form accompanying this Prospectus.

Other than where you apply for Shortfall Shares, your acceptance must not exceed your Entitlement as shown on that form.

You may participate in the Offer (and Shortfall Offer) as follows:

- (a) accept your **full** Entitlement;
- (b) accept your **full** Entitlement and apply for Shortfall under the Shortfall Offer;
- (c) accept **part** of your Entitlement; or
- (d) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

The Offer is non-renounceable. Accordingly, a Shareholder may not sell or transfer all or part of their Entitlement.

4.1 No Return of Entitlement and Acceptance Forms/ no payment by cheque

The Company has resolved that Applicants do NOT need to return their completed Entitlement and Acceptance Forms to the Company and payments must be made by BPAY®, or EFT (for Eligible Shareholders overseas).

The Company has resolved that Applications cannot be paid for by cheque.

4.2 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form if you pay by BPAY® but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your Application Monies paid by BPAY®.

4.3 By Electronic Funds Transfer

For payment by Electronic Funds Transfer (**EFT**), please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via EFT if you are

the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- (a) you must make payment to the entitlement offer bank account using your unique reference number for payment by 'Option B – Electronic Funds Transfer', as shown on your Entitlement and Acceptance Form, as your payment reference. **You must quote your unique reference number as your payment reference / description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your Application and the Shares not being issued (and the funds refunded);** and
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

4.4 Cut-off for Receipt of BPAY® and EFT Payments

Applicants should be aware of the cut off time for payment to the Company's Share Registry, Automic Pty Ltd, which is 4.00pm (WST) on the Closing Date. Applicants should also be aware of their own financial institutions cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure that funds are submitted correctly by the closing date and time (being 5.00pm WST on 3 August 2023) including taking into account any delay that may occur as a result of payments being made after 5.00pm (WST) and/ or on a day that is not a business day.

Any application monies received for more than your final allocation of Shares (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

4.5 Offset

Under the terms of the Offer, Applicants may elect to offset amounts payable by the Company to the Shareholder in lieu of the Shareholder paying cash consideration for Shares under the Offer (**Offset**). Any remaining balance outstanding after the application of the Offset shall be payable by the Company in accordance with existing arrangements. Applicants who wish to Offset should contact the Company. The Offset does not enable the Applicants to take up more Shares under the Offer than if the Offset was not available. Any amount owing to an Applicant that elects to Offset will be reduced by the equivalent amount of their respective Entitlement.

Bolong

The Company has agreed to an Offset with respect to the full Entitlement of the Company's largest Shareholder, Bolong (Australia) Investment Management Pty Ltd (**Bolong**). Bolong is currently owed \$4,000,000 by the Company pursuant to a loan agreement (**Shareholder Loan**). The application of the Offset to Bolong's Entitlement of \$650,000 will reduce the Shareholder Loan to \$3,350,000.

4.6 Effect of Offer on Control of the Company

General

As set out in Section 3.4 of this Prospectus the Offer is fully underwritten by the Underwriters upon and subject to the terms and conditions of the Underwriting Agreement.

As set out in Section 5.3 of this Prospectus Bolong (Australia) Investment Management Pty Ltd, holds approximately 21.7% of Shares on issue as at the date of this Prospectus.

Please see below for disclosures regarding the impacts on control of the Company as a result of the Offer in the context of the above parties.

Underwriters

As at the date of this Prospectus, the Underwriters do not hold any Securities in the Company and accordingly, the Underwriters have no present voting power in the Company.

Shareholders should be aware that the extent to which Shares are issued pursuant to the Underwriting Agreement could result in the Underwriters increasing their voting power in the Company. The Underwriters are not related parties of the Company for the purpose of the Corporations Act.

The Underwriting Agreement allows the Underwriters to enter into sub-underwriting agreements to pass on some or all of its obligations to subscribe for the Shortfall under the Underwriting Agreement. The Underwriters have confirmed to the Company that it has entered into a number of sub-underwriting agreements and firm commitments up to the full Underwritten Amount. The Underwriters have confirmed that as at the date of this Prospectus, no individual sub-underwriter:

- (a) is a substantial Shareholder of the Company; or
- (b) is a related party of the Company.

In the event that there is a Shortfall, these sub-underwriting and firm commitment arrangements will have the effect of decreasing the number of Shares to be subscribed for by the Underwriters to nil, given these sub-underwriting and firm commitment arrangements in aggregate cover the full Underwritten Amount.

For illustrative purposes, the Underwriters present relevant interest and changes under several scenarios are set out in the table below:

Event	Shares held by the Underwriters	Voting Power of the Underwriters (%)
Date of Prospectus	Nil	0.00%
Completion of Offer		
Fully subscribed by Eligible Shareholders	Nil	0.00%

75% subscribed by Eligible Shareholders	11,531,626	4.17%
50% subscribed by Eligible Shareholders	23,063,252	8.33%
25% subscribed by Eligible Shareholders	34,594,877	12.50%
0% subscribed by Eligible Shareholders	46,126,503	16.67%

The above example scenarios show the potential effect of the underwriting of the Offer by the Underwriters. However, it is unlikely that no Eligible Shareholders will subscribe for their Entitlement under the Offer and as set out above, as the Underwriters have confirmed they have entered into sub-underwriting agreements and firm commitments to cover the full Underwritten Amount, so the Underwriters Voting Power is unlikely to change. In addition, the above example scenarios do not take into account any Shortfall that may be subsequently placed to Eligible Shareholders or third parties which would reduce the control impact.

The underwriting obligation and therefore potential voting power of the Underwriters will reduce by a corresponding amount to the extent of the Entitlements under the Offer taken up by Eligible Shareholders and Shortfall taken up by sub-underwriters or placed to Eligible Shareholders and third parties.

To the best of the Underwriters knowledge, no sub-underwriter (together with their associates) can acquire a relevant interest in more than 19.99% of the issued share capital of the Company.

Bolong

The Company's largest Shareholder, Bolong (Australia) Investment Management Pty Ltd (**Bolong**), currently has Voting Power of 21.7% in the Company's Shares based on its latest substantial shareholder notice lodged with the ASX. As per Section 5.3, Bolong's current intention is to subscribe for its full Entitlements. Accordingly, Bolong's Voting Power is not expected to increase.

4.7 Potential dilution of Shareholders

In addition to the potential control impacts set out in Section 4.6, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 16.67% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding at Record Date	% at Record Date	Entitlements under the Offer	Holdings if Offer not taken up	% post Offer
Shareholder 1	20,000,000	8.67%	4,000,000	20,000,000	7.23%
Shareholder 2	10,000,000	4.34%	2,000,000	10,000,000	3.61%
Shareholder 3	3,000,000	1.30%	600,000	3,000,000	1.08%

Shareholder 4	800,000	0.35%	160,000	800,000	0.29%
Shareholder 5	100,000	0.04%	20,000	100,000	0.04%

Notes:

1. This is based on a share capital of 230,632,518 Share as at the date of this Prospectus and assumes no Options currently on issue or other Shares are issued prior to the Record Date.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Underwriting and Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

4.8 ASX listing

Application for Official Quotation of the Shares offered pursuant to this Prospectus on the ASX will be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Shares offered pursuant to this Prospectus before the expiration of three (3) months after the date of this Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application Monies for the Securities within the time prescribed under the Corporations Act, without interest.

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

4.9 Issue

Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out in Section 2 of this Prospectus.

Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis.

Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date.

Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for Shares issued under the Offer will be mailed in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus. Holding Statements for any Shortfall Shares issued under the Shortfall Offer will be mailed as soon as practicable after their issue.

4.10 Overseas shareholders

This Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

Australia, Hong Kong, Singapore and New Zealand

The Offer is being made to all Shareholders with registered addresses, on the Record Date, in Australia, Hong Kong, Singapore or New Zealand (**Eligible Shareholders**).

Hong Kong

WARNING: This document may be distributed in Hong Kong only to existing shareholders of the Company. This document may not be distributed, published, reproduced or disclosed (in whole or in part) to any other person in Hong Kong or used for any purpose in Hong Kong other than in connection with the recipient's consideration of the Offer.

You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

This document has not been reviewed by any Hong Kong regulatory authority. In particular, this document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of the Laws of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong under Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong.

Singapore

This document and any other materials relating to the new Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document relating to the new Shares may not be issued, circulated or distributed, nor may the new Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the new Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire new Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

New Zealand

The Securities are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional

provisions of the *Financial Markets Conduct Act 2013 (New Zealand)* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand)*.

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

Other Places

In relation to Shareholders with registered addresses on the Record Date in places other than Australia, Hong Kong, Singapore or New Zealand, the Company has decided that it would be unreasonable to make the Offer to those Shareholders having regard to:

- (a) the number of Shareholders in each such place;
- (b) the number and value of securities the holders would be offered; and
- (c) the costs of complying with legal requirements, and requirements of regulatory authorities, each such place.

Custodians and nominees

The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. If any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.

Ineligible Shareholders

Shareholders with registered addresses on the Record Date in places other than Australia, Hong Kong, Singapore or New Zealand are not eligible to participate in or accept the Offer (**Ineligible Shareholders**).

Nominee

No nominee has been appointed for Ineligible Shareholders under section 615 of the Corporations Act and, as such, Eligible Shareholders will not be able to rely on the exception for rights issues in item 10 of section 611 of the Corporations Act. Accordingly, when an Eligible Shareholder applies for some or all of its Entitlement, it must have regard to the takeovers prohibition in section 606 of the Corporations Act (that is, the 20% Voting Power threshold). Eligible Shareholders who may be at risk of exceeding the 20% Voting Power threshold in section 606 of the Corporations Act as a result of acceptance of the Entitlement Offer should seek professional advice before applying for Shares under this Prospectus.

4.11 CHESS and Issuer Sponsorship

The Company will not be issuing share certificates for the Shares offered under this Prospectus. The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Investors who are issued Shares under this Prospectus will be provided with a holding statement (similar to a bank account statement) that sets out the number of Shares issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

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

4.12 Rounding

Fractional entitlements will be rounded up to the nearest whole number. All references to numbers of Shares to be issued pursuant to this Prospectus are expressed subject to rounding.

4.13 Privacy Act

If you complete an Application for Shares, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess your Application, service your needs as a holder of equity securities in the Company, facilitate distribution of payments and corporate communications to you as a Shareholder and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the Company's register of members, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

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

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

4.14 Enquiries

Any questions concerning the Offer should be directed to Ben Larkin, Company Secretary, on +61 8 6424 8700 or by email to info@medallionmetals.com.au.

5. Purpose and effect of the Offer

5.1 Purpose of the Offer

The purpose of the Offer is to raise up to approximately \$2,998,223 (before costs assuming maximum subscription based on the total number of Shares on issue as at the date of this Prospectus and no other Shares are issued or Options exercised prior to the Record Date).

The funds raised from the Offer are planned to be used in accordance with the table set out below:

Item	Proceeds of the Offer	Full Subscription (\$)	%
1	Pre-feasibility study	500,000	17%
2	Exploration expenses	1,449,835	48%
3	Expenses of the Offer	167,293	6%
4	Working capital	881,095	29%
Total		2,998,223	100%

Notes:

1. Refer to Section 9.9 of this Prospectus for further details relating to the estimated expenses of the Offer.

The above table is a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis. The Company's current cash resources and additional capital proposed to be raised by the Offer are sufficient to meet its current stated objectives.

In the event that insufficient funds are raised to meet the expenses of the Offer, the Company intends to use its existing working capital to meet the expenses of the Offer.

5.2 Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted, or all Shortfall is placed, and no Options are exercised prior to the Record Date, will be to:

- (a) increase the cash reserves by approximately \$2,998,223 immediately after completion of the Offer; and
- (b) increase the number of Shares on issue from 230,632,518 as at the date of this Prospectus to 276,759,021 Shares (assuming no other Shares are issued and no Options exercised prior to the Record Date).

5.3 Details of substantial holders

Based on the Company's share register as at the date of lodgement of this Prospectus with ASIC, the Company's substantial holders (i.e. holders with a Relevant Interest (either alone or with Associates) in 5% or more of the Voting Shares), as at the Record Date and their Entitlement under the Offer (assuming their holds do not change between the date of this Prospectus and the Record Date), are set out in the table below, assuming they do not acquire any additional Shares before the Record Date.

Row	Substantial Holder	Shares	Shareholding at Record Date	Entitlement Shares	Subscription Sum \$
1	Bolong (Australia) Investment Management Pty Ltd	50,000,000	21.68%	10,000,000	\$650,000
2	Langyu International Holdings Ltd	20,953,952	9.09%	4,190,790	\$272,401
3	Aurora Prospects Pty Ltd ATF Aurora Family Trust	17,834,957	7.73%	3,566,991	\$231,854
4	Darren Hedley ¹	16,893,478	7.32%	3,378,696	\$219,615
5	Fan Rong Minerals Consulting Pty Ltd ATF Fan Rong Family Trust	16,562,500	7.18%	3,312,500	\$215,313

Notes:

1. Comprising of 16,750,000 Shares held by Minmetals Pty Ltd ATF The Mining Trust and 143,478 Shares held by Mainglow Pty Ltd ATF Hedley Family No 1 A/C. Mr Hedley has a controlling interest in these entities.

In the event all Entitlements are accepted by Eligible Shareholders there will be no material change to the substantial holders on completion of the Offer.

The substantial Shareholders (except for Langyu International Holdings Ltd) in the preceding table have agreed with the Underwriters under letter agreements to take up their Entitlement in full under the Offer.

Refer to Section 4.6 for details on the potential effect on control of the Company of the Offer.

Refer to Section 4.5 for details regarding an Offset in relation to Bolong's Entitlement.

5.4 Pro-forma statement of financial position

The auditor reviewed statement of financial position as at 31 December 2022, the unaudited management accounts statement of financial position as at 30 April 2023 and the unaudited pro-forma statement of financial position as at 30 April 2023 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position has been prepared to provide an indication on the effect of the Offer on the financial position of the Company assuming the Offer are Fully Subscribed or all Shortfall is placed and no other Shares are issued or Options are exercised prior to the Record Date. It has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma

financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	Reviewed December 2022 \$	Unaudited April 2023 \$	Unaudited Pro- Forma April 2023 \$
Assets			
Cash and cash equivalents	2,765,209	1,144,529	3,325,459
Restricted cash	74,304	74,304	74,304
Prepayments	31,775	-	-
Trade and other receivables	223,545	367,531	367,531
Total current assets	3,094,833	1,586,365	3,767,295
Investments	2,514,186	1,414,230	1,414,230
Exploration and evaluation assets	11,912,075	12,419,096	12,419,096
Property, plant and equipment	941,391	923,034	923,034
Right of use assets	122,934	99,148	99,148
Total non-current assets	15,490,586	14,855,508	14,855,508
Total assets	18,585,419	16,441,872	18,622,803
Liabilities			
Trade and other payables	(505,428)	(737,569)	(737,569)
Lease liabilities	(71,077)	(69,799)	(69,799)
Employee benefits	(328,141)	(138,049)	(138,049)
Total current liabilities	(904,646)	(945,418)	(945,418)
Lease liabilities	(54,843)	(36,203)	(36,203)
Borrowings	(4,000,000)	(4,000,000)	(3,350,000)
Provisions	(698,552)	(698,552)	(698,552)
Total non-current liabilities	(4,753,395)	(4,734,755)	(4,084,755)
Total liabilities	(5,658,041)	(5,680,173)	(5,030,173)
Net assets	12,927,378	10,761,700	13,592,630
Equity			
Share capital	28,367,090	28,335,278	31,333,501
Reserves	3,469,435	3,461,342	3,461,342
Accumulated losses	(18,909,147)	(21,034,921)	(21,202,213)
Total equity	12,927,378	10,761,700	13,592,630

The pro-forma statement of financial position includes the following adjustments:

- (a) \$2,998,223 being raised under the Offer (assuming maximum subscription and that no Options are exercised prior to the Record Date and excludes the effects of the Placement) and deducting the estimated expenses of the Offer of \$167,293.
- (b) Cash and cash equivalents are presented net of the expenses of the Offer.
- (c) Borrowings are reduced by \$650,000 as a result of the application of an Offset in relation to Bolong's Entitlements.

5.5 Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming Fully Subscribed, is set out below.

Shares	Number
Shares on issue at the date of this Prospectus	230,632,518
Shares to be issued under the Placement ¹	30,769,230
Shares offered under the Offer	46,126,503
Total Shares on issue after completion of the Offer	307,528,251

Notes:

- On 13 July 2023, the Company announced it had received firm commitments from existing and new sophisticated and professional investors to raise \$2,000,000 via the placement of 30,769,231 Shares. It is anticipated that these Shares will be issued on 24 July 2023 and the Placement participants will not be entitled to participate in the Offer.

Options	Number
Options currently on issue:	
MM8AC unlisted Options with an exercise price of \$0.01 each and an expiry of 15 October 2025 (subject to vesting conditions)	1,800,000
MM8AD unlisted Options with an exercise price of \$0.01 each and an expiry of 15 October 2025 (subject to vesting conditions)	435,000
MM8AE unlisted Options with an exercise price of nil each and an expiry of 20 October 2026 (subject to vesting conditions)	291,800
MM8AF unlisted Options with an exercise price of \$0.285 each and an expiry of 31 January 2025	2,000,000
MM8AG unlisted Options with an exercise price of \$0.38 each and an expiry of 31 January 2025	2,000,000
MM8AH unlisted Options with an exercise price of nil each and an expiry of 15 March 2027 (subject to vesting conditions)	71,500
MM8AK unlisted Options with an exercise price of nil each and an expiry of 26 November 2027 (subject to vesting conditions)	4,250,000
MM8AL unlisted Options with an exercise price of nil each and an expiry of 26 November 2027 (subject to vesting conditions)	1,528,500
Options offered pursuant to this Offer	
Nil	Nil
Total Options on issue after completion of the Offer	12,376,800

Notes:

- Upon completion of the Offer, the Company will issue 7,000,000 Options to the Joint Leader Managers as summarised in Section 9.5.
- The issued capital of the Company on a fully diluted basis as at the date of this Prospectus is 243,009,318 Shares and on completion of the Offer (assuming its Fully Subscribed or all Shortfall is placed) would be 289,135,821 Shares.
- No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

6. Directors And Senior Management

6.1 Directors

John Daniel Fitzgerald – Non-Executive Chair, CA, Fellow FINSIA, GAICD

Mr Fitzgerald is an experienced Company Director and resource financier. He has worked with the resources sector for 30 years providing corporate advisory, project finance and commodity risk management services to a large number of companies in that sector. Mr Fitzgerald is a Non-Executive Director of Northern Star Resources Ltd (ASX:NST) and the Non-Executive Chair of Turaco Gold Ltd (ASX:TCG). He has previously held positions as Chair of Integra Mining Ltd (ASX:IGR), Carbine Resources Limited (ASX:CRB), Atherton Resources Limited (ASX:ATE) and Exore Resources Limited (ASX:ERX) as well as senior executive roles with a number of Investment Banks with a focus on the provision of financial services to the mining sector. Mr Fitzgerald is a Chartered Accountant, a Fellow of FINSIA and a graduate member of the Australian Institute of Company Directors.

Paul William Bennett – Managing Director, BEng (Mining), MBA, MAusIMM, MAICD

Mr Bennett is a Mining Engineer with an MBA who has extensive experience in the operation, development and financing of resource companies and projects over a 25-year period. He has worked in technical, management and business development roles for Newcrest, Western Metals and Panoramic Resources and holds a WA First Class Mine Manager's Certificate. For nine years, Mr Bennett was a senior executive at RMB Resources, the resources investment banking business of Rand Merchant Bank, where he specialised in the provision of equity, quasi-equity/mezzanine and debt financing for small to mid-sized resource companies across a range of commodities and jurisdictions. Mr Bennett is currently a Non-Executive Director of NickelSearch Ltd (ASX:NIS) and was previously a Non-Executive Director of Horizon Gold Ltd (ASX:HRN) between August 2016 and July 2020..

Anthony Paul James – Non-Executive Director, BEng (Mining), AWASM, FAusIMM

Mr James has over 30 years' mine operating and project development experience predominantly in Western Australia and experience at Managing Director level of three ASX listed companies (Atherton Resources Limited (ASX:ATE), Mutiny Gold Limited (ASX:MYG) and Carbine Resources Limited (ASX:CRB)). He has a background in feasibility studies leading into successful project development and operating results (including the Pillara zinc/lead project, Trident/ Higginsville gold project and Kanowna Belle Gold mine). Mr James is currently the Managing Director of Galena Mining Limited (ASX:G1A). Mr James was formerly a Non-Executive Director of Wiluna Mining Corporation Limited (ASX:WMX) and Apollo Consolidated Limited (ASX:AOP).

6.2 Senior Management

Benjamin James Larkin – Chief Financial Officer and Company Secretary, BCom, CA

Mr Benjamin Larkin is a Chartered Accountant with approximately 20 years of professional experience. Mr Larkin commenced his career in public practice before specialising in the natural resources sector in 2007. Mr Larkin is the former Company Secretary of ASX listed Carnaby Resources Limited (ASX:CNB). Prior to his role at

Carnaby Resources Limited, Mr Larkin served as the Financial Controller for the formerly ASX listed company, Beadell Resources Limited (ASX:BDR).

7. Rights and Liabilities attaching to Shares

7.1 Shares

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

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

(a) General meetings

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

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

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of Shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote (even though he or she may represent more than one member); and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the Corporations Act, Listing Rules, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit.

(d) Winding-up

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the Company's property, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of shareholders.

(e) Shareholder liability

As the Shares issued under the Prospectus will be fully paid shares at the time of issue, they will not be subject to any calls for further moneys by the Directors and will therefore not become liable for forfeiture.

(f) Transfer of Shares

Generally, Shares in the Company are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of, or failure to observe the provisions of, a law of Australia and the transfer not being in breach of the Corporations Act and the ASX Listing Rules.

(g) Future increase in capital

The issue of any new Shares is under the Directors' control. Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) Variation of rights

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders, vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by special resolution passed at a separate meeting of the holders of the shares of that class.

(i) Alteration of Constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at a general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(j) Sale of Small Parcels of Shares

The Company can, in accordance with the Corporations Act and the ASX Listing Rules, no more than once in any 12-month period, sell shareholdings which do not represent a “marketable parcel” of shares, being a shareholding that is less than \$500 based on the closing price of the Company’s Shares on ASX as at the relevant time.

(k) Proportional Takeover Provisions

Pursuant to section 648G of the Corporations Act, the Constitution includes provisions that provide that a proportional takeover bid for Shares may only proceed after the bid has been approved by a meeting of Shareholders held in accordance with the terms set out in the Corporations Act. These provisions will cease to have effect on the third anniversary of the adoption of the Constitution unless renewed with Shareholder approval in accordance with the Corporations Act.

8. Risk factors

8.1 Introduction

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

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors.

The risks identified in this Section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares.

The risks factors set out in this Section, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

8.2 Company Specific Risks

(a) Potential for dilution

In addition to potential control impacts set out in Section 4.6, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 16.67% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

It is not possible to predict what the value of the Company, a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.072 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

(b) Going concern

The Company's interim financial report for the half year ended 31 December 2022 (**Financial Report**) includes a note on the financial condition of the

Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern.

The Company produced a loss after income tax of \$1,965,096. Cash outflows from operations and investment activities were \$3,849,919. As at 31 December 2022 the Company has a net working capital surplus, inclusive of current provisions, of \$2,190,187.

These conditions indicate a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern and therefore it may be unable to realise its assets and discharge its liabilities in the normal course of business.

The Directors consider that there are reasonable grounds to believe that the Company will be able to raise additional funds to meet its debt as and when they fall due and it is appropriate for the financial statements to be prepared on a going concern basis.

Notwithstanding the 'going concern' emphasis of matter included in the Financial Report, the Directors believe that upon the successful completion of the Offer, the Company will have sufficient funds to adequately meet the Company's current exploration commitments and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company.

In the event that the Offer is not completed successfully there is significant uncertainty as to whether the Company can continue as a going concern which is likely to have a material adverse effect on the Company's activities.

(c) Exploration and Development

Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that future exploration of the Company's tenements, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited. The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.

(d) Additional Funding

The Company will generate losses for the foreseeable future. While the funds to be raised under the Offer are considered sufficient to meet the stated objectives of the Company, the Company will require additional funding for its activities.

The Company's ability to effectively implement its business and operational plans in the future, to take advantage of opportunities for future acquisitions or other business opportunities and to meet any unanticipated liabilities or

expenses which the Company may incur may depend in part on its ability to raise additional funds.

The Company may seek to raise additional funds through equity or debt financing or other means.

There can be no assurance that additional funding will be available when needed or, if available, the terms of the funding may not be favourable to the Company and might involve substantial dilution to Shareholders.

Inability to obtain sufficient funding for the Company's activities and future projects may result in the delay or cancellation of certain activities or projects, which would likely adversely affect the potential growth of the Company.

Loan agreements and other financing arrangements such as debt facilities, convertible note issues and finance leases (and any related guarantee and security) that may be entered into by the Company may contain covenants, undertakings and other provisions which, if breached, may entitle lenders to accelerate repayment of loans and there is no assurance that the Company would be able to repay such loans in the event of an acceleration.

(e) RGP Funding

Should the Company decide to develop the Ravensthorpe Gold Project (**RGP**), the Company will require additional project funding.

The Company will require additional funding to repay the Shareholder Loan. The Shareholder Loan is repayable 120 days following any decision by the Company to develop RGP. If sufficient funds are unable to be raised to repay the Shareholder Loan when due, Bolong could take action against the Company, including seeking to enforce any security it has at that time over the Company's assets. The loan document for the Shareholder Loan provides that the Shareholder Loan shall be secured against the Company's interest in the Projects, but no action has been taken by Bolong to perfect any security in this regard as at the date of this Prospectus. If Bolong seeks to perfect its security, this is expected to involve the Company granting a first ranking general security and mining mortgages over the Tenements.

Any debt financing, if available, may involve granting security over the Company's assets, restrictions on other forms of financing and operating activities. Any equity funding has the potential to be substantially dilutive to Shareholders and may be undertaken at prices lower than the Share issue price under the Offer. No assurance can be given that adequate funding will be available, or available on suitable terms. The ability to raise the required additional capital is subject to entry into binding agreements and may be influenced by other factors including the other risks as set out in this Section 8.

(f) Key Personnel

The Company is substantially reliant on the expertise and abilities of its key personnel in overseeing the day-to-day operations of its projects. There can be no assurance that there will be no detrimental impact on the Company if one or more of these employees or contractors cease their relationship with the Company.

(g) Environmental (including permitting)

The Company's activities will be subject to the environmental laws inherent in the mining industry and in Australia. The Company intends to conduct its activities in an environmentally responsible manner and in compliance with all applicable laws. However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability. The occurrence of any such environmental incident could delay future production or increase production costs.

In addition, environmental approvals will be required from relevant government or regulatory authorities before certain activities may be undertaken which are likely to impact the environment, including for land clearing and ground disturbing activities. Failure or delay in obtaining such approvals will prevent the Company from undertaking its planned activities.

Further, the Company is unable to predict the impact of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

8.3 Industry Specific Risks

(a) Commodity Price

Changes in the market price of a range of commodities but in particular, gold and copper, which in the past has been subject to material fluctuations, will affect the profitability of the Company's operations and its financial condition in the future, if the Company is able to develop RGP and commences production. Gold and copper prices are affected by numerous industry and market factors and events that are beyond the control of the Company including expectations with respect to the rate of inflation, interest rates, currency exchange rates (particularly the strength of the US dollar), the demand for jewellery and other products containing gold and copper, production levels, inventories, cost of substitutes, changes in global or regional investment or consumption patterns and sales by central banks and other holders of gold and other metals in response to the above factors as well as general global economic conditions and political trends.

A decline in the market price of gold and copper below the Company's future costs of production for any sustained period due to these or other factors and events, would have a material adverse effect on the profit, cash flow, financial performance and position and future operations of the Company. Such a decline could also have a material adverse impact on the ability of the Company to finance the exploration and development of its existing and future projects. A decline in the market price of gold may also require the Company to write down any Ore Reserves that may be declared in the future which would have a material adverse impact on the value of the Company's securities. The Company will also have to assess the economic impact of any sustained lower gold prices on recoverability and therefore, on cut-off grades and the level of its Mineral Resources and any Ore Reserves it may estimate in the future.

A delay in exploration or production or the abandonment of one or more of the Company's Projects may have a material adverse effect on the Company's production, earnings and financial position.

(b) Exchange Rate

The international price of various commodities the Projects are prospective for are typically denominated in United States dollars, whereas the income and expenditure of the Company with respect to the Projects will be denominated in Australian dollars, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined by international markets.

(c) Mineral Resource and Ore Reserve Estimates

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

The Company has identified a number of exploration prospects based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. While the Company intends to undertake additional resource drilling with the aim of defining new Mineral Resources, and upgrading its existing Mineral Resources, no assurance can be given that additional exploration or development results will result in the determination of a new Mineral Resources or upgrade of existing Mineral Resources. Even if a Mineral Resource is identified, or upgraded, no assurance can be given that this can be economically extracted.

(d) Tenure and Title

The ability of the Company to carry out successful exploration and mining activities will depend on the ability to maintain or obtain tenure to mining titles. The maintenance or issue of any such titles must be in accordance with the laws of the relevant jurisdiction and in particular, the relevant mining legislation. Conditions imposed by such legislation must also be complied with.

It is the Company's intention to satisfy the conditions that apply to the Tenements. However, no guarantee can be given that tenures will be maintained or granted, or if they are maintained or granted, that the Company will be in a position to comply with all conditions that are imposed or that they will not be plaited by third parties.

If the conditions that apply to a Tenement are not satisfied, it may be subject to additional conditions, penalties, objections, or forfeiture applications. Any of these events could have a materially adverse effect on the Company's prospects and the value of its assets.

Tenements are subject to periodic renewal or extension of term. There is no guarantee that any renewal or extension applications will be approved, or that future applications for renewal or extension will be approved. The consequence of failure to renew or involuntary surrender of all or part of a granted tenements could be significant.

The *Forrest & Forrest Pty Ltd vs Wilson* (2017) 346 ALR 1 recent High Court decision (**Forrest Decision**) in relation to the validity of grants of Western Australian mining leases and other tenements could bring the validity of mining leases and other tenements into question, as any mining lease or other tenement granted other than in strict compliance with the relevant legislative regime may result in the grant of that mining lease or other tenement being deemed invalid by a court.

The Company's Mining Leases M74/0136, M74/0163, M74/0165, M74/0180 and M74/0184 were all applied for after 10 February 2006. Any of these may be affected by the same procedural defect and/or may have been granted other than in strict compliance with the relevant legislative regime and therefore may be subject to challenge. It is expected that legislation will be passed by the Western Australian Parliament to address these issues. It is also not clear how long it will take for such legislation to be passed and whether it will trigger additional negotiation or compensation requirements under the *Native Title Act 1993* (Cth).

(e) Native Title and Aboriginal Heritage

In relation to the Tenements which the Company has an interest in, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to Tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. Considerable expense may be incurred in negotiating and resolving issues, including any compensation arrangements reached in settling Native Title claims lodged over any of the Tenements held or acquired by the Company.

The Directors will closely monitor the potential effect of native title claims involving the Tenements in which the Company has or may have an interest.

The presence of Aboriginal sacred sites and cultural heritage artefacts on the Tenements is protected by State and Commonwealth laws. Any destruction or harming of such sites and artefacts may result in the Company incurring significant fines and Court injunctions, which may adversely impact on exploration and mining activities. The Company will review and, as required, conduct surveys before conducting work which could disturb the surface of the land. The Tenements currently contain, and may contain additional, sites of cultural significance which will need to be avoided during field programs and resulting mining operations. The existence of such sites may limit or preclude exploration or mining activities on those sites and delays and expenses may be experienced in obtaining clearances.

(f) Exploration Costs

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. No assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability.

(g) Operating and Development Risks

If the Company becomes a producer, the Company's ability to achieve production, development, operating cost and capital expenditure estimates on a timely basis cannot be assured. The business of mining involves many risks and may be impacted by factors including ore tonnes, grade and metallurgical recovery, input prices (some of which are unpredictable and outside the control of the Company), overall availability of free cash to fund continuing development activities, labour force disruptions, cost overruns, changes in the regulatory environment and other unforeseen contingencies. Other risks also exist such as environmental hazards (including discharge of pollutants or hazardous chemicals), industrial accidents, occupational and health hazards, cave-ins, and rock bursts. Such occurrences could result in damage to, or destruction of, production facilities, personal injury or death, environmental damage, delays in mining, increased production costs and other monetary losses and possible legal liability to the owner or operator of the mine. The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past mining activities for which it was not responsible. In addition, the Company's profitability could be adversely affected if for any reason its production and processing of or mine development is unexpectedly interrupted or slowed. Examples of events which could have such an impact include unscheduled plant shutdowns or other processing problems, mechanical failures, the unavailability of materials and equipment, pit slope failures, unusual or unexpected rock formations, poor or unexpected geological or metallurgical conditions, poor or inadequate ventilation, failure of mine communications systems, poor water condition, interruptions to gas and electricity supplies, human error, and adverse weather conditions.

(h) Failure to Satisfy Expenditure Commitments

Interests in tenements in Western Australia are governed by the mining acts and regulations that are current in that State and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in its tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.

(i) Safety

Safety is a fundamental risk for any exploration and production company with regard to personal injury, damage to property and equipment and other losses. The occurrence of any of these risks could result in legal proceedings against the Company and substantial losses to the Company due to injury or loss of life, damage or destruction of property, regulatory investigation, and penalties or suspension of operations. Damage occurring to third parties as a result of such risks may give rise to claims against the Company.

8.4 General Risks

(a) Inflation and costs of goods and services

The Company's operations are being impacted by inflation and the current rise in costs of goods and services. Should inflation and the costs of goods and services continue to rise this will affect the Company's operations and the Company may have to adjust and revise its budgets and operations.

(b) Share Market Risk

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. General share market conditions are affected by many factors such as:

- (i) general economic and political outlook;
- (ii) introduction of tax reform or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of the Company's Shares may fluctuate significantly based on a number of factors including the Company's operating performance and the performance of competitors and other similar companies, the public's reaction to the Company's press releases, other public announcements and the Company's filings with securities regulatory authorities, changes in earnings estimates or recommendations by research analysts who track the Company's Shares or the shares of other companies in the gold and mineral exploration sector, changes in general economic conditions, the number of the Company's Shares publicly traded and the arrival or departure of key personnel, acquisitions, strategic alliances or joint ventures involving the Company or its competitors.

In addition, the market price of the Company's Shares is affected by many variables not directly related to the Company's success and are therefore not within the Company's control, including other developments that affect the market for all resource sector shares, the breadth of the public market for the Company's Shares, and the attractiveness of alternative investments.

(c) Liquidity

Market conditions can significantly affect the ability of investors to liquidate their Shares. Such factors include, amongst others, market depth for the Shares, general market disruption, extraordinary events, political factors, disruptions or limitation of the trading activities on trading venues and exchanges and unforeseen systemic disruptions of the financial system.

(d) Taxation

The acquisition and disposal of Securities will have tax consequences which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Securities from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under this Prospectus.

(e) Agents and Contracts

The Directors are unable to predict the risk of insolvency or managerial failure by any of the contractors used (or to be used in the future) by the Company in any of its activities or the insolvency or other managerial failures by any of the other service providers used (or to be used by the Company in the future) for any activity.

(f) Force Majeure

The Company and its Projects, now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics, or quarantine restrictions.

(g) Unforeseen Expenditure Risk

Expenditure may need to be incurred that has not been taken into account. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the financial performance of the Company.

(h) Management of Growth

There is a risk that the Company's management may not be able to implement the Company's growth strategy. The capacity of the Company's management to properly implement the strategic direction of the Group may affect the Company's financial and operating performance.

(i) Litigation Risk

The Company in the future be exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. It may also in the ordinary course of business become involved in litigation and disputes with, for example, competing mining tenement holders or applicants, government departments affecting or overseeing the Company's activities or proposed activities, service providers and customers. Any such litigation or dispute could involve significant economic costs and adversely affect the Company's operations and cause damage to relationships with contractors, customers or other stakeholders. Such outcomes may have an adverse impact on the Company's business, reputation and financial performance.

(j) Competition

The Company intends to compete with other companies, including major gold companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's Projects and business. There can be no assurance that the Company can compete effectively with these companies.

(k) Insurance

The Company intends to maintain adequate insurance over its operations within the ranges that the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. However, the Company may not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

(l) Changes to Laws and Regulations and Policy

The Company may be affected by changes to laws, regulations and policy (in Australia and other countries in which the Company may operate) concerning mining and exploration, property, the environment, superannuation, taxation trade practices and competition, government grants, incentive schemes, accounting standards and other matters. Such changes could have adverse impacts on the Company from a financial and operational perspective.

8.5 Investment is Speculative

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

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

9. Additional information

9.1 Litigation

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

9.2 Continuous disclosure obligations

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

This Prospectus is a “transaction specific prospectus”. In general terms a “transaction specific prospectus” is primarily required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is issued in circumstances where significant publicly available information in relation to the Company exists by virtue of disclosures to ASX. This Prospectus does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors are encouraged to have regard to the other publicly available information available through the ASX in relation to the Company before making a decision whether or not to invest.

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

Information that is already in the public domain has not generally been included in this Prospectus other than certain information required to be included in this Prospectus by the Corporations Act.

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

- (a) the Company is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, the offices of the ASIC; and

- (c) the Company will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
- (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure notices given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with ASIC.

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

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the date of lodgement of this Prospectus with ASIC are set out in the table below.

Date	Description of announcement
13/07/2023	Proposed issue of securities - MM8
13/07/2023	\$5 million Capital Raising to Continue to Advance RGP
11/07/2023	Trading Halt
30/06/2023	Change in substantial holding for NIS
21/06/2023	Gold Coast Investment Showcase Investor Presentation
20/06/2023	Change of Director's Interest Notice
15/06/2023	Change of Director's Interest Notice
31/05/2023	NIS: Non Renounceable Rights Issue Extension of Offer Period
25/05/2023	NIS: Nickel Sulphides Intersected at B1
22/05/2023	121 Mining Investment Conference Investor Presentation
16/05/2023	Notification of cessation of securities – MM8
03/05/2023	NIS: NIS Launches Fully Underwritten \$2.4M Rights Issue

Date	Description of announcement
28/04/2023	Quarterly Activities/Appendix 5B Cash Flow Report
05/04/2023	NIS: Lithium and VHMS Potential Identified at Carlingup
30/03/2023	Exercise of Unquoted Incentive Options
30/03/2023	Application for quotation of securities - MM8
30/03/2023	NIS: Significant Upgrade of Nickel Sulphide Indicated Res
23/03/2023	Ceasing to be a substantial holder
23/03/2023	Application for quotation of securities - MM8
22/03/2023	Final Director's Interest Notice
22/03/2023	Change of Director's Interest Notice
22/03/2023	Notification of cessation of securities - MM8
22/03/2023	Project Update
15/03/2023	Half Year Accounts
15/03/2023	End of Escrow Period
14/03/2023	NIS: Nickel Sulphides Confirmed at Sexton
21/02/2023	NIS: Outstanding Growth Potential Highlighted at Sexton
14/02/2023	Investor Presentation
13/02/2023	RGP Resource increases to 1.62Moz AuEq
02/02/2023	Change of Director's Interest Notice
02/02/2023	Change of Director's Interest Notice
02/02/2023	Notification of cessation of securities - MM8
02/02/2023	Notification of cessation of securities - MM8

Date	Description of announcement
01/02/2023	Extensional drilling further expands mineralisation at Gem
30/01/2023	Quarterly Activities/Appendix 5B Cash Flow Report
24/01/2023	Flag returns grades of 118g/t Au and 9.3% Cu at depth
16/01/2023	Initial Resource at Gift lifts Ravensthorpe to 1.47Moz
28/12/2022	Notification of Listed Option Expiry
21/12/2022	Initial Mineral Resource Estimate Declared at Desmond
16/12/2022	Notification regarding unquoted securities - MM8
12/12/2022	NIS: Strong DHEM Targets Defined At Javelin
07/12/2022	Change of Director's Interest Notice
07/12/2022	Change of Director's Interest Notice
07/12/2022	Change of Director's Interest Notice
07/12/2022	Change of Director's Interest Notice
02/12/2022	Notification regarding unquoted securities - MM8
02/12/2022	Notification regarding unquoted securities - MM8
01/12/2022	Update - Proposed issue of securities - MM8
29/11/2022	Results of Meeting
31/10/2022	Quarterly Activities/Appendix 5B Cash Flow Report
19/10/2022	Investor Presentation
18/10/2022	High grades set Flag flying
17/10/2022	Proposed issue of securities - MM8
12/10/2022	Notice of Annual General Meeting/Proxy Form

Date	Description of announcement
10/10/2022	Notification of cessation of securities - MM8
10/10/2022	2022 Annual General Meeting
29/09/2022	Annual Report 2022

ASX maintains files containing publicly available information for all listed companies. Copies of all documents released by the Company to the ASX are available on the ASX website at www.asx.com.au

9.3 Market price of Shares

The highest, lowest and last market sale prices of the Shares on ASX during the three (3) months immediately preceding the date of lodgement of this Prospectus with the ASIC and the last respective date of those sales were:

	Price	Date
Highest	\$0.0145	11 April 2023
Lowest	\$0.07	28 June 2023, 29 June 2023
Last	\$0.072	10 July 2023

9.4 Underwriting Agreement

The Company has entered into an underwriting agreement (**Underwriting Agreement**) with Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Morgans Corporate Limited (ACN 010 669 726) (together, the **Underwriters**) pursuant to which the Underwriters have agreed to underwrite 100% of the funds raised under the Offer (equal to 46,126,503 Shares).

The Underwriters may appoint sub-underwriters to sub-underwrite the Offer. The appointment of any sub-underwriter and the allocation of any Underwritten Shares. The appointment of any sub-underwriter and the allocation of any Underwritten Shares is a the sole discretion of the Underwriters.

The Company has agreed to pay the Underwriters the following fees for its services:

- (a) a management fee equal to 2% of the gross proceeds of the Offer, to be split equally between each of the Underwriters;
- (b) a underwriting fee of 4% of the gross proceeds of the Offer. However, this fee is not applicable proceeds equalling approximately \$1.8 million from major shareholders subscribing for Entitlements.

The Company will also reimburse the Underwriters for all reasonable legal costs capped at a maximum of \$20,000 (excluding GST) and expenses incidental to the Offer provided that the Underwriters seek prior approval from the Company before incurring expenses greater than \$2,000.

To the extent fees or expenses are paid under the Underwriting Agreement, fees and expenses are not payable under the Joint Lead Managers Mandate.

The Underwriters have the right to terminate the Underwriting Agreement prior to 8:00am (AEST) on the 8 August 2023 by giving notice to the Company and without any cost or liability in the following circumstances:

- (a) any Material Adverse Change occurs;
- (b) the Company ceases to be admitted to the official list of ASX or the Shares cease to be quoted on ASX, or it is announced by ASX or the Company that such an event will occur;
- (c) unconditional approval (or conditional approval, provided such condition would not cause or contribute to a Material Adverse Change) by ASX for official quotation of the Underwritten Shares is refused or is not granted by the time required to conduct the Offer in accordance with the timetable or, if granted, is modified (in a manner which would cause or contribute to a Material Adverse Change) or withdrawn;
- (d) the Company or its subsidiary is insolvent or there is an act or omission, or a circumstance arises, which is likely to result in the Company or its subsidiary becoming insolvent;
- (e) the Company notifies either of the Underwriters or ASX in writing that it does not wish to proceed with all or any part of the Offer or the Company repays monies received pursuant to the Offer or the Company offers applicants under the Offer the opportunity to withdraw their application for Shares and be repaid their application money.
- (f) ASX withdraws, revokes or amends any ASX waivers obtained in connection with the Offer;
- (g) the Takeovers Panel makes, or an application is made to the Takeovers Panel seeking, a declaration that circumstances in relation to the affairs of the Company are unacceptable circumstances under Pt 6.10 of the Corporations Act;
- (h) there is an application to a court or Governmental Agency (including the Takeovers Panel) for an order, declaration (including of unacceptable circumstances) or other remedy in connection with the Offer (or any part of it);
- (i) there is an event or occurrence, including any statute, order, rule, regulation, directive or request of any Governmental Agency, which makes it illegal for either of the Underwriters to satisfy an obligation of this agreement, or to market, promote or settle the Offer;
- (j) there is any change to the Board or key management personnel of the Company, or a prospective change is announced with regards to the Board or key management personnel.
- (k) the Company receives correspondence from ASX or ASIC which in the reasonable opinion of either or both Joint Lead Managers would cause or contribute to a Material Adverse Change.
- (l) a director or the chief executive officer or chief financial officer of the Company is charged with an indictable offence or fraudulent conduct;
- (m) any director of the Company is disqualified under the Corporations Act from managing a corporation; or

- (n) any regulatory body (other than the Takeovers Panel) commences any public action against the Company, or any director or the chief executive officer or chief financial officer of the Company, or publicly announces that it intends to take any such action.
- (o) the Company or a current director, officer or other current key management personnel of the Company commits any act of fraud, wilful or reckless misconduct or negligence, or which is misleading or deceptive in any respect, whether by act or omission and whether or not in connection with the Offer or is charged with having committed any of the foregoing.
- (p) the Company is unable to issue or prevented from issuing Underwritten Shares as contemplated by this agreement, including by virtue of the ASX Listing Rules, applicable laws, a Governmental Agency, an interim or final stop order from ASIC under section 739 of the Corporations Act (or ASIC holding a hearing under section 739 of the Corporations Act) or an order of a court of competent jurisdiction within the period required by the ASX Listing Rules or timetable;
- (q) there is an alteration to the Company's capital structure without the prior consent of the Underwriters or as otherwise provided for or contemplated in this agreement or contained within the ASX Disclosures, except for an alteration of the Company's capital structure arising from the exercise, conversion or expiry of any existing option, right to a Share or other convertible security issued by the Company in accordance with its terms.
- (r) the Shares of the Company that trade on the ASX under the ASX code "MM8" close on three consecutive days less than the Offer price of \$0.065;
- (s) the S&P/ASX 200 Index published by ASX is at any time more than 7.5% below its level as at the close of trading on the Business Day before the date of the Underwriting Agreement;
- (t) the Gold Price:
 - (i) on and from the date of this agreement up to and including the 19 July 2023, has fallen at any time to; or
 - (ii) from the 19 July 2023 up to and including the 8 August 2023, closes on two consecutive trading days at,

a level that is 7.5% or more below the level of that price at the close of trading on the Business Day before the date of this agreement, where the term **Gold Price** means the Nymex Comex Gold Price, divided by the Reserve Bank of Australia AUD/USD exchange rate close for the relevant trading day (or where the relevant day is not a trading day, the exchange rate close on the immediately preceding trading day).]
- (u) ASIC:
 - (i) makes an order or interim order under section 739 concerning the Prospectus;
 - (ii) applies for an order under Part 9.5 in relation to the Offer or any Information Document; or
 - (iii) holds, or gives notice of intention to hold, a hearing or investigation in relation to the Offer or any Information Document under the

Corporations Act or the Australian Securities and Investments Commission Act 2001 (Cth); or

- (iv) prosecutes or gives notice of an intention to prosecute or commences proceedings against, or gives notice of an intention to commence proceedings against the Company or any of its officers, employees or agents in relation to the Offer or any Information Document.
- (v) the Company withdraws the Prospectus.
- (w) any person whose consent to the issue of the Prospectus is required by section 720 of the Corporations Act and who has previously consented to the issue of the Prospectus withdraws such consent;
- (x) any person gives a notice under section 733(3) of the Corporations Act; or
- (y) any person (other than the Underwriters) who has previously consented to the inclusion of their name or any statement in the Prospectus withdraws that consent;
- (z) any circumstance arises after lodgement of the Prospectus that results in the Company either repaying the money received from persons who have applied for Shares or offering persons who have applied for Shares an opportunity to withdraw their application for Shares and be repaid their application money;
- (aa) the Company or its related bodies corporate breaches, or defaults under, any provision, undertaking, covenant or ratio of a material debt or financing arrangement or any related documentation to which that entity is a party which has, or may have, a Material Adverse Effect on the Group; or
 - (i) there occurs:
 - (A) an event of default;
 - (B) a review event which gives a lender or financier the right to accelerate or require repayment of the debt or financing; or
 - (C) any other similar event,under or with respect to any such debt or financing arrangement or related documentation of a the Company or its related bodies corporate;
- (bb) a certificate required to be furnished by the Company under the Underwriting Agreement (to confirm certain statements, completion of obligations and that no termination event has occurred) is not furnished when required, or if furnished is untrue, incorrect or misleading or deceptive in any respect (including by omission).
- (cc) any event specified in the timetable is delayed by more than one Business Day other than in accordance with Underwriting Agreement or a delay caused solely by an Underwriter seeking to terminate.

- (dd) Any:
 - (i) statement in an Information Document is or becomes false, misleading or deceptive in any material respect or likely to mislead or deceive;
 - (ii) Information Document does not contain all information required to comply with all applicable laws; or
 - (iii) Information Document is withdrawn;
- (ee) the Company commits a material breach of the Corporations Act, ASX Listing Rules, its Constitution, or other material applicable laws.
- (ff) the Company:
 - (i) disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;
 - (ii) ceases or threatens to cease to carry on business; or
 - (iii) amends its Constitution or other constituent document of a related body corporate.

Furthermore, the Underwriters have the right to terminate the Underwriting Agreement prior to 8:00am (AEST) on the 8 August 2023 by giving notice to the Company and without any cost or liability in the following circumstances

- (gg) the Company fails to perform or observe any of its obligations under this agreement including (for the avoidance of doubt) without limitation not receiving or obtaining consent from the Underwriters where required by the terms of this agreement;
- (hh) any expression of belief, expectation or intention, or statement relating to future matters (including any forecast or prospective financial statements, information or data) in an Information Document or public information is or becomes incapable of being met or, in the reasonable opinion of the Underwriters, unlikely to be met in the projected timeframe;
- (ii) any of the documents required to be provided under the due diligence planning memorandum having been withdrawn, or varied without the prior written consent of the Underwriters;
- (jj) the due diligence report or the information provided by or on behalf of the Company to the Underwriters in relation to the due diligence program, the Information Documents or the Offer, is false, misleading or deceptive or likely to mislead or deceive (including by omission);
- (kk) a representation or warranty made or given by the Company under this agreement is breached or proves to be, or has been, or becomes, untrue or incorrect or misleading or deceptive;
- (ll) any regulatory body commences any enquiry or public action against a the Company or any related body corporates;
- (mm) a new circumstance arises which is a matter adverse to investors in Shares and which would have been required by the Corporations Act to be included

in the Information Documents had the new circumstance arisen before the Information Documents were given to ASX;

- (nn) litigation, arbitration, administrative or industrial proceedings of any nature are after the date of this agreement commenced against the Company or its related bodies corporate or against any director of the Company in their capacity as such.
- (oo) any person is appointed under any legislation in respect of companies to investigate the affairs of the Company;
- (pp) any contract, deed or other agreement, which is material to the making of an informed investment decision in relation to the Shares is either:
 - (i) breached, terminated, rescinded, altered or amended without the prior written consent of the Underwriters; or
 - (ii) found to be void or voidable;
- (qq) the Company:
 - (i) issues an Information Document without the prior approval of the Joint Lead Managers (such approval not to be unreasonably withheld or delayed); or
 - (ii) varies an existing Information Document without the prior approval of the Joint Lead Managers (such approval not to be unreasonably withheld or delayed);
- (rr) a contravention by the Company of any provision of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
- (ss) there is introduced into the Parliament of the Commonwealth of Australia or any State or Territory of Australia a law or prospective law or any new regulation is made under any law, or a Governmental Agency or the Reserve Bank of Australia adopts a policy, or there is an official announcement on behalf of the Government of the Commonwealth of Australia or any State or Territory of Australia or a Governmental Agency that such a law or regulation will be introduced or policy adopted (as the case may be) (other than a law or policy that has been announced before the date of this agreement);
- (tt) any of the following occurs
 - (i) a general moratorium on commercial banking activities in any one or more of the members of the Australia, New Zealand, Germany, Luxembourg, the United States, Switzerland, Canada, the United Kingdom, Hong Kong, Singapore or Japan is declared by the relevant central banking authority in any of those countries, or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries; or
 - (ii) trading in all securities quoted or listed on the ASX, the New York Stock Exchange, NASDAQ or the London Stock Exchange is suspended or limited in a material respect; or
 - (iii) the occurrence of any other adverse change or disruption to financial, political or economic conditions, currency exchange rates

or controls or financial markets in any one or more of the members of the Australia, New Zealand, Germany, Luxembourg, Switzerland, the United States, Canada, the United Kingdom, Hong Kong, Singapore or Japan or any change or development involving a prospective adverse change in any of those conditions or markets;

- (uu) major hostilities not existing at the date of this agreement commence (whether war has been declared or not) or an escalation in existing hostilities occurs (whether war has been declared or not) involving any one or more of the members of the North Atlantic Treaty Organisation, Finland, Sweden, Australia, New Zealand, Switzerland, Germany, Luxembourg, the United States, Canada, the United Kingdom, China, Taiwan Hong Kong, Singapore, Japan or a member state of the European Union or a national emergency is declared by any of those countries, or a major terrorist act is perpetrated anywhere in the world;
- (vv) a pandemic, epidemic or large-scale outbreak of a disease (including without limitation SARS, swine or avian flu, H5N1, H7N9, COVID-19 or a related or mutated form of these) not presently existing occurs or in respect of which there is a major escalation, involving any one or more of the members of the North Atlantic Treaty Organisation, Finland, Sweden, Australia, New Zealand, Germany, Luxembourg, the United States, Canada, the United Kingdom, China, Hong Kong, Singapore, Japan or a member state of the European Union;
- (ww) a Prescribed Occurrence in respect of the Company occurs during the Offer Period, other than:
 - (i) as contemplated by this agreement:
 - (A) the Company issuing securities pursuant to:
 - (B) the exercise or conversion of any security on issue as at the date of this agreement;
 - (C) any employee incentive scheme in operation as at the date of this agreement; or
 - (D) any distribution reinvestment plan;
 - (ii) as permitted in writing by the Joint Lead Managers; or
 - (iii) as announced by the Company prior to the date of this agreement or described in the Prospectus.
- (xx) any person whose consent to the issue of the Prospectus or any Supplementary Prospectus is required by section 720 of the Corporations Act and who has previously consented to the issue of the Prospectus or any Supplementary Prospectus withdraws such consent;
- (yy) any person gives a notice under section 733(3) of the Corporations Act; or
- (zz) any person (other than the Underwriters) who has previously consented to the inclusion of their name or any statement in the Prospectus or any supplementary Prospectus withdraws that consent,

provided that the Underwriter has reasonable grounds to believe or actually does believe, that it:

- (a) has or is likely to have a material or adverse effect on:
 - (i) the financial position or performance, shareholders' equity, profits, losses, results, condition, operations or prospects of the Company; or
 - (ii) the success or outcome of the Offer; or
 - (iii) the ability of the Underwriters to market or effect settlement of, the Offer (irrespective of whether or not the Offer has opened); or
 - (iv) the market price of Shares on ASX; or
 - (v) a decision of an investor to invest in Shares; or
- (b) has given or could reasonably be expected to give rise to a contravention by, or a liability of, the Underwriters under any applicable law or regulation.

The Underwriting Agreement otherwise contains terms and conditions considered standard for agreements of this nature.

Refer to Section 5.3 regarding subscription letters the Underwriters have signed with substantial Shareholders.

9.5 Joint Lead Managers Mandate

The Company has appointed Canaccord Genuity (Australia) Limited and Morgans Corporate Limited (**Joint Lead Managers**) to act as joint lead managers and Canaccord Genuity (Australia) Limited to act as sole bookrunner to the Offer by engagement letter dated 10 July 2023 between those parties (**Joint Lead Managers Mandate**). The Company has agreed to pay the Joint Lead Managers:

- (a) a joint lead manager fee equal to 2% of the gross proceeds of the Offer, to be split equally between each of the Joint Lead Managers;
- (b) a selling fee of 4% of the gross proceeds of the Offer. However, this fee is not applicable to proceeds equalling approximately \$1.8 million from major shareholders subscribing for Entitlements, to be split equally between each of the Joint Lead Managers so far as there is sufficient demand from their respective clients; and
- (c) 7 million unlisted options over Shares exercisable at a 50% premium to the 0.065 with a 3 year expiry from the date of issue, to be split equally between each of the Joint Lead Managers.

The Company will also reimburse the Joint Lead Managers for legal costs up to an amount of \$20,000, all reasonable costs and expenses incidental to the Offer and air travel exceeding 5 hours duration will be business class level, capped at a total amount of \$10,000.

The Joint Lead Managers can terminate the Joint Lead Managers Mandate by written notice to the other party.

The Company provides a wide-ranging indemnity to the Joint Lead Managers (and each of their respective related bodies corporate and their respective directors, officers, employees, partners, agents, shareholders and advisers) covering various matters including making the Offer, breach of contract by the Company, claims relating to the Offer, promotion of the Offer, breach of law by the Company or officers/employees.

The Joint Lead Managers Mandate otherwise contains terms and conditions considered standard for agreements of this nature.

9.6 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the two (2) years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed Director:

- (a) to a Director or proposed Director as an inducement to become, or to qualify as, a Director; or
- (b) to a Director, proposed Director or Relevant Person for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offer.

Directors' Interests in Securities

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement under the Offer, is set out in the table below.

Director	Current Holdings		Offer Entitlement – Shares	Total Subscription Price (\$)
	Shares	Options		
Paul Bennett ¹	5,566,009	2,900,000	1,113,202	72,358
John Fitzgerald ²	620,177	1,000,000	124,035	8,062
Anthony (Tony) James ³	-	750,000	-	-

Notes:

1. Shares and Options held by Paul Bennett ATF SCP Bennett Investment Trust and Paul Bennett:
 - Paul Bennett ATF SCP Bennett Investment Trust holds 5,166,009 Shares and Options comprising 900,000 unlisted Options exercisable at \$0.01 each on or before 15 October 2025 and 2,000,000 unlisted Options exercisable at \$0.00 each on or before 26 November 2027. All unlisted Options are subject to vesting conditions.
 - Paul Bennett holds 400,000 Shares.
2. Shares and Options held by John Fitzgerald ATF JD and TJ Fitzgerald Family Trust and John Fitzgerald ATF JD & TJ Fitzgerald Superannuation Fund:
 - John Fitzgerald ATF JD and TJ Fitzgerald Family Trust holds 386,843 Shares and Options comprising 450,000 unlisted Options exercisable at \$0.01 each on or before 15 October 2025 and 550,000 unlisted Options exercisable at \$0.00 each on or before 26 November 2027. All unlisted Options are subject to vesting conditions.
 - John Fitzgerald ATF JD & TJ Fitzgerald Superannuation Fund holds 233,334 Shares.
3. Options held by Mr Anthony James & Mrs Ann James ATF The James Family #2 Trust: Options comprising 450,000 unlisted Options exercisable at \$0.01 each on or before 15 October 2025 and 300,000 unlisted Options exercisable at \$0.00 each on or before 26 November 2027. All unlisted Options are subject to vesting conditions.

As outlined in Section 3.4, Anthony James has entered into an agreement with the Underwriters on the following material terms:

- (a) Mr James has agreed to sub-underwrite \$20,000 (307,693 Shares);
- (b) Mr James will be paid a sub-underwriting fee by the Underwriters of 0.75% on the sub-underwritten amount; and
- (c) the Sub-Underwriting Agreement shall terminate if the Underwriters' obligations under the Underwriting Agreement cease or are terminated.

The Sub-Underwriting Agreements are otherwise made on the terms and conditions considered standard for an agreement of this nature.

Upon completion of the Offer this represents a maximum potential Shareholding of 0.12%.

All of the Directors (excluding Mr Tony James who does not have an Entitlement as the date of this Prospectus), and the entities that they control, have agreed to take up some or all of their Entitlements.

Remuneration

The remuneration of an executive director is decided by the Board, without the affected executive director participating in that decision-making process. The total maximum remuneration of non-executive directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules as applicable. The determination of non-executive directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive director. The current amount has been set to not exceed \$300,000 per annum.

A director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other directors determine where a director performs special duties or otherwise performs services outside the scope of the ordinary duties of a director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive directors.

Director	FY2022 (Actual)	FY2023 (Actual)	FY2024 (Proposed)
Paul Bennett	\$286,654	\$290,000	\$290,000
John Fitzgerald	\$79,077	\$80,000	\$80,000
Anthony (Tony) James	\$49,423	50,000	\$50,000

Notes:

1. Remuneration excludes compulsory superannuation (currently 11% per annum) and reasonable expenses incurred.

A summary of the service agreement between the Company and the Managing Director Paul Bennett is provided below:

The Company has entered into an executive services agreement with Director Paul Bennett under which Mr Bennett will act as Managing Director of the Company with no fixed term. He will be entitled to a fee of \$290,000 per annum plus superannuation. He will not be entitled to any additional Director fees.

The Company may terminate the agreement without cause with six months' notice (or payment in lieu), which may be deemed to be triggered if there is a material diminution of Mr Bennett's role in the three months following a change of control. Mr Bennett can terminate with three months' notice. The agreement is otherwise on standard terms for agreements of this nature.

9.7 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the two (2) years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;

- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (c) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (a) the formation or promotion of the Company; or
- (b) the Offer.

Steinepreis Paganin

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$20,000 (excluding GST and disbursements) for legal services in relation to the Offer. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has not been paid any fees for legal services provided to the Company.

BDO Audit (WA) Pty Ltd

BDO Audit (WA) Pty Ltd was paid \$18,252 (excluding GST) in fees for reviewing the Company's 31 December 2022 financial statements. During the 24 months preceding lodgement of this Prospectus with the ASIC, BDO Audit (WA) Pty Ltd has received \$68,408 (excluding GST) in fees from the Company in relation to audit and review services.

Canaccord Genuity (Australia) Limited and Morgans Corporate Limited

Canaccord Genuity (Australia) Limited and Morgans Corporate Limited are acting as:

- (a) the Underwriters for the Company in relation to the Offer. The Company will pay the Underwriters fees in respect of the Offer as detailed in Section 9.4; and
- (b) the Joint Lead Managers for the Company in relation to the Offer. The Company will pay the Joint Lead Managers fees in respect of the Offer as detailed in Section 9.5.

During the 24 months preceding lodgement of this Prospectus with the ASIC, Canaccord Genuity (Australia) Limited has been paid fees totalling \$569,656 (excluding GST and disbursements) by the Company. During this period the Company also issued that company 2,000,000 unlisted Options with an exercise price of \$0.285 each and an expiry of 31 January 2025, and 2,000,000 unlisted Options with an exercise price of \$0.38 each and an expiry of 31 January 2025, for capital raising services.

During the 24 months preceding lodgement of this Prospectus with the ASIC, Morgans Corporate Limited has not been paid any fees.

9.8 Consents

Each of the parties referred to in this Section:

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

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus and have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

BDO Audit (WA) Pty Ltd given its written consent to being named as auditor to the Company in this Prospectus and the inclusion of the 31 December 2023 reviewed balance sheet of the Company in Section 5.4. BDO Audit (WA) Pty Ltd has not withdrawn its consent prior to lodgement of this Prospectus with the ASIC.

Canaccord Genuity (Australia) Limited and Morgans Corporate Limited have given their written consent to being named as Underwriters and Joint Lead Managers to the Offer, to the Company in this Prospectus and have not withdrawn their consent prior to the lodgement of this Prospectus with the ASIC.

Each of Bolong (Australia) Investment Management Pty Ltd, Darren Hedley, Aurora Prospects Pty Ltd ATF Aurora Family Trust and Fan Rong Minerals Consulting Pty Ltd ATF Fan Rong Family Trust have given its written consent to the inclusion of the statement in Section 5.3 about its intention in relation it its Entitlement.

9.9 Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$167,293 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	11,003
Underwriting fees	53,119
Lead Broker fees	59,964
Legal fees	20,000
Miscellaneous	20,000
Total	<u>167,293</u>

9.10 Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

9.11 Electronic prospectus

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on +61 8 6124 8700 and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website at www.medallionmetals.com.au.

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

10. Directors' authorisation

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

A handwritten signature in blue ink, appearing to read 'Paul Bennett', is positioned above a horizontal line.

Paul Bennett
Managing Director
For and on behalf of
Medallion Metals Ltd

11. Glossary

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

Applicant means a Shareholder who applies for Shares pursuant to the Offer or a Shareholder or other party who applies for Shares pursuant to the Shortfall Offer.

Application means an application to subscribe for Shares under this Prospectus.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

Application Monies means money submitted by Applicants in respect of Applications.

Announcement Date means 13 July 2023

ASIC means the Australian Securities and Investments Commission.

Associates has the meaning given in section 12 of the Corporations Act.

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

ASX Release means the initial release to ASX containing details of the Offer to be issued on the Announcement Date..

ASX Listing Rules means the listing rules of the ASX.

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

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

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

CHESS means the Clearing House Electronic Sub-Register System operated by ASX Settlement Pty Ltd.

Closing Date means the date specified in the timetable set out in Section 2 of this Prospectus (unless extended).

Company means Medallion Metals Ltd (ACN 609 225 023).

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

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

Directors mean the directors of the Company.

Eligible Shareholder means a Shareholder of the Company as at the Record Date other than an Ineligible Shareholder.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

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

Fully Subscribed means that all Entitlements are taken up on the assumption that no further Shares are issued by the Company prior to the Record Date (whether on the exercise of options or otherwise).

Ineligible Shareholder means a Shareholder as at the Record Date whose registered address in the Company's register of members is not situated in Australia, Hong Kong, Singapore or New Zealand.

Information Documents means the ASX Release, the Prospectus, any materials in relation to the Placement made or distributed by or on behalf of the Company, , Appendix 3B and Appendix 2A given to ASX on the 13 July 2023 by or on behalf of the Company in relation to the Offer and any amendments, supplements, replacements or updates to any of those documents.

Joint Lead Managers means Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Morgans Corporate Limited (ACN 010 669 726).

Joint Lead Managers Mandate has the meaning given in Section 9.5 of this Prospectus.

Material Adverse Change means any change, effect, event, occurrence or development which, individually or in the aggregate, may be expected to result in, or has resulted in, any change or effect that is material or adverse to the market price of Shares on ASX, the success or settlement of the Offer, business, operating results, productions performance, assets, liabilities financial position, prospects, operations or conditions (financial or otherwise) of the Company or any Group Member.

Offer means the offer by way of the non-renounceable entitlement issue the subject of this Prospectus.

Offer means the Offer and the Shortfall Offer.

Official Quotation means official quotation on ASX.

Offset has the meaning given in Section 4.5 of this Prospectus.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement means firm commitments from existing and new sophisticated and professional investors to raise \$2,000,000 via the placement of 30,769,231 shares announced on 13 July 2023.

Placement Settlement Date means 19 July 2023.

Prescribed Occurrence means the events specified in paragraphs (a) to (h) (inclusive) of subsection 652C(1) of the Corporations Act as if references to 'the target' were replaced by references to 'the Company'.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at the commencement of this Prospectus.

Relevant Interest has the meaning given in sections 608 and 609 of the Corporations Act.

Securities means Shares.

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

Shareholder means a holder of a Share.

Shareholder Loan means the loan payable to Bolong Australia (Investment) Pty Ltd.

Share Registry means the share registry of the Company as noted in Section 1 of this Prospectus.

Shortfall means the Shares not applied for under the Offer (if any).

Shortfall Application Form means the shortfall application form either attached to or accompanying this Prospectus.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 3.5 of this Prospectus.

Shortfall Securities means those Shares not issued pursuant to the Offer.

Underwriters means Canaccord Genuity (Australia) Limited (ACN 075 071 466) and Morgans Corporate Limited (ACN 010 699 726).

Underwriting Agreement means the agreement dated on or around 13 July 2023 between the Company and the Underwriters appointing the Underwriters as underwriters to the Offer.

Underwritten Amount means \$2,998,223.

Underwritten Shares means 46,126,503.

Voting Power has the meaning given in section 610 of the Corporations Act.

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