

7 August 2023

Dear Shareholder,

INVITATION TO PARTICIPATE IN SHARE PURCHASE PLAN

On 31 July 2023, Caravel Minerals Limited (**Caravel** or **Company**) announced an offer to eligible shareholders to participate in a Share Purchase Plan (**Plan**).

The Plan offers to Eligible Shareholders, the opportunity to purchase up to \$30,000 of Caravel ordinary shares (**New Shares**) at 22 cents each without incurring brokerage or transaction costs on the terms and conditions set out in the offer booklet that accompanies this letter (**SPP Booklet**) (**SPP Share Offer**).

The SPP Share Offer follows on from a placement that the Company has undertaken by which it raised \$9.5 million (before costs) by the issue of 43,181,818 Shares at 22 cents to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act (**Placement**). By this SPP Share Offer, the Company is providing an opportunity for Eligible Shareholders to participate in a capital raising on the same terms as the Placement.

Application for quotation on ASX of the New Shares will be made immediately following issue of those New Shares.

Shareholders eligible to participate in the Plan

Participation in the Plan is voluntary and is available exclusively to shareholders who are registered as holders of Shares at 5pm (Perth time) on the Record Date of 28 July 2023 and whose registered address is in Australia or New Zealand (**Eligible Shareholders**).

Plan and Offer Price

The Plan entitles Eligible Shareholders to purchase parcels of Shares of \$2,000, \$5,000, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.

The New Shares will be priced at 22 cents (**Offer Price**). This Offer Price represents a 15.4% discount to the last closing price of \$0.26 per Share before the day on which the Plan was announced on Wednesday, 26 July 2023 and a 16.5% discount to the volume weighted average price of the Company's Shares over the last 5 days on which sales in the Shares are recorded on Wednesday, 26 July 2023. The Offer Price is the same price as the Shares that were issued under the Placement.

The Plan will not be underwritten.

SPP Option Offer

Eligible Shareholders are also entitled to apply for one free-attaching option (**Option**) for every two New Shares subscribed for under the Plan via the SPP Option Offer. The Options will be exercisable at \$0.33 (33 cents), expiring 30 August 2025, and the Company will apply for the

Options to be quoted on the ASX.

The SPP Option Offer is being made under a prospectus that is being provided to Eligible Shareholders (**Prospectus**).

How to apply

If you wish to participate in the Plan and the SPP Option Offer, please download the SPP Booklet and Options Prospectus and follow the instructions contained within the Application Form which accompanies the Prospectus. You can access your personalised Application Form to apply for New Shares and Options by taking the following steps:

1. Go to <https://investor.automic.com.au/#/home>
2. Log in with your existing username and password or register for an online account
3. Once logged in, click on "Documents and Statements" then "Other Documents"
4. Click on the SPP Booklet, Prospectus and Application Forms to download

The Plan and the SPP Option Offer is expected to close on Monday, 21 August 2023.

The SPP Booklet and Prospectus contain further information regarding the Plan and the SPP Option Offer. In particular, the Prospectus sets out the terms of issue of the Options and describes the risks associated with an investment in Caravel. Eligible Shareholders should read the Prospectus before making any decision to invest. The Company is not licensed to provide financial advice and is not providing investment advice or any recommendation regarding the Plan or the SPP Option Offer. The Board recommends that you obtain your own financial advice in respect of the Plan and the SPP Option Offer.

Current Activities

Details of the Company's current activities are set out in the announcements made to the ASX and are available from the ASX, or the Company's website at www.caravelminerals.com.au.

The funds raised under the Placement and the Plan will be used to fund the continued development of the Caravel Copper Project, including the imminent commencement of a Bankable Feasibility Study (BFS), permitting and infrastructure studies and other development activities, as well as for working capital and the costs of the offer.

Custodians and Nominees

Eligible Shareholders who hold Shares as a custodian for one or more persons on the Record Date may apply for up to a maximum amount of \$30,000 worth of New Shares in respect of each beneficiary who is resident in Australia or New Zealand, subject to providing a Custodian Certificate to the Company. Please refer to the SPP Booklet for more details.

Non-renounceable

The Offer under the Plan and the SPP Option Offer is non-renounceable and cannot be transferred by Eligible Shareholders.

Foreign offer restrictions

This document may not be released or distributed in any country other than Australia and New Zealand. This document does not constitute an offer to sell, or a solicitation of an offer to buy securities in any other country. In particular, any securities described in this document have not

been, and will not be, registered under any United States statute and may not be offered or sold in the United States.

The New Shares are not being offered or sold to the public within New Zealand, other than to existing Shareholders at the Record Date with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Market Conduct (Incidental Offers) Exemption Notice 2016 (New Zealand).

This SPP Booklet has not been registered, filed with or approved by any New Zealand regulatory authority. This SPP Booklet 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.

Scale-back

The Company will issue a maximum of 9,090,909 New Shares under the Plan. In the event of an oversubscription by the closing date the Directors will in their absolute discretion scale-back applications. Eligible Shareholders may therefore receive less than the parcel of New Shares for which they applied.

Shortfall

There will be a shortfall if less than the maximum number of New Shares are subscribed for by Eligible Shareholders (i.e. less than 9,090,909 New Shares). In this event, and subject to any necessary shareholder approval, the shortfall may be placed to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act. The Offer is not underwritten.

Indicative Timetable

Event	Date
Record Date for Plan	28 July 2023
Posting of SPP Booklet and Offer Opens	7 August 2023
Prospectus lodged with ASIC and ASX and SPP Option Offer opens	7 August 2023
Closing Date for Plan and SPP Option Offer	21 August 2023
Announcement of results of Plan and SPP Option Offer	24 August 2023
Issue of New Shares under Plan Issue of Options under the SPP Option Offer (subject to satisfaction of the ASX quotation requirement)	30 August 2023
Estimated Quotation of New Shares on ASX	30 August 2023

These dates are indicative only. The Company may vary the dates (including extending the closing date) of the Offer without notice. Accordingly, shareholders are encouraged to submit their Application Form as early as possible.

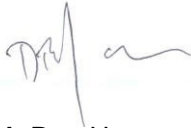
Queries

If you have any queries about how to participate in the Plan or the SPP Option Offer, or if you would like to receive a paper copy of the SPP Booklet and Prospectus, together with a paper copy

of your Application Forms, please contact the Company's share registry, Automic Registry Services, on 1300 288 664 (toll free within Australia) or +61 2 9698 5414 (International).

Should you wish to discuss any other information contained in this letter further, please do not hesitate to contact the Company Secretary, Daniel Davis or me.

Yours faithfully,

A handwritten signature in blue ink, appearing to read 'Don Hyma', with a stylized flourish at the end.

Mr Don Hyma
Managing Director
Caravel Minerals Limited

This announcement was authorised by Caravel's Board of Directors.

For further information, please contact:

Daniel Davis
Company Secretary
Tel: + 61 8 9426 6400
info@caravelminerals.com.au

CARAVEL MINERALS LIMITED (ACN 120 069 089)

SHAREHOLDER SHARE PURCHASE PLAN – OFFER BOOKLET

1. PURPOSE

The purpose of the Shareholder Share Purchase Plan (the **Plan**) is to offer eligible shareholders of Caravel Minerals Limited (**Caravel** or **Company**) the opportunity to acquire additional fully paid ordinary shares in the Company (**New Shares**) in accordance with the terms and conditions set out in this SPP Booklet (**SPP Share Offer**). Under this Plan, Eligible Shareholders may purchase New Shares at 22 cents each (**Offer Price**). The purchase is without the need to pay brokerage costs and without the need for the Company to issue a Prospectus.

2. KEY DATES

Event	Date
Record Date for Plan	28 July 2023
Announcement of Placement and SPP	31 July 2023
Settlement of New Shares under the Placement	4 August 2023
Posting of SPP Booklet and SPP Share Offer opens	7 August 2023
Prospectus lodged with ASIC and ASX and SPP Option Offer opens	7 August 2023
Closing Date for Plan and SPP Option Offer	21 August 2023
Announcement of results of Plan and SPP Option Offer	24 August 2023
Issue of New Shares under Plan	30 August 2023
Issue of Options under the SPP Option Offer and Placement (subject to ASX quotation condition being met)	30 August 2023
Estimated Quotation of New Shares on ASX	30 August 2023
Estimated Quotation of Options on ASX (subject to ASX quotation condition being met)	30 August 2023
General meeting to approve director participation in the Placement	28 September 2023
Issue of Shares and Options to Directors under the Placement (subject to approval at the general meeting)	29 September 2023

These dates are indicative only. The Company may vary the dates (including extending the closing date) of the Offer without notice. Accordingly, shareholders are encouraged to submit their Application Form as early as possible.

3. SHAREHOLDERS ELIGIBLE TO PARTICIPATE

Eligible Shareholders

Holders of Shares that are registered with an Australian or New Zealand address at the Record Date are eligible shareholders (**Eligible Shareholders**) and may participate in the Plan. Due to foreign securities laws, it is not practical for shareholders resident in other countries to be offered the opportunity to participate in the Plan.

The Record Date is 28 July 2023.

Participation in the Plan is optional and is subject to the terms and conditions set out in this SPP Booklet. Offers made under the Plan are non-renounceable (i.e. Eligible Shareholders may not transfer their rights to any New Shares offered under the Plan). Eligible Shareholders who wish to

take up the New Shares issued under the Plan agree to be bound by the Company's constitution in respect of the New Shares issued under the Plan.

An offer may, at the discretion of the Directors of the Company, be made under the Plan once a year. The maximum amount which any shareholder may subscribe for in any consecutive 12-month period is \$30,000.

Joint holders

Where two or more persons are recorded in the register as jointly holding Shares, they are taken to be a single registered holder and the SPP Share Offer is made to them jointly.

Custodians, trustees and nominees

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (**ASIC Instrument 2019/547**)) (refer below) (**Custodian**), you may apply for up to the maximum of New Shares for each beneficiary for whom you act as custodian provided you annex to your Application Form a certificate to the Company (**Custodian Certificate**) with the following information:

- a) that you or another interposed custodian held Shares on behalf of one or more other persons who are resident in Australia or New Zealand (each a Participating Beneficiary) at 5:00pm (Perth time) on the Record Date who have subsequently instructed you to apply for New Shares under the Plan on their behalf;
- b) the number of Participating Beneficiaries and their names and addresses;
- c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- d) the dollar amount of New Shares that each Participating Beneficiary has instructed you, either directly or indirectly through another custodian, to apply for on their behalf;
- e) that the amount for New Shares applied under the SPP Share Offer for each Participating Beneficiary for whom you act plus the application amount for any other Shares issued to you as custodian for that Participating Beneficiary under any arrangement similar to the Plan in the prior 12 months does not exceed \$30,000;
- f) that a copy of the written offer document was given to each beneficiary; and
- g) where you hold shares on behalf of a beneficiary indirectly, through one or more interposed custodians, the name and address of each interposed custodian.

For the purposes of ASIC Instrument 2019/547 you are a "*custodian*" if you are a registered holder that:

- holds an Australian financial services licence covering the provision of a custodial or depository service;
- is exempt from the requirement to hold an Australian financial services licence for the provision of a custodial or depository service;
- holds an Australian financial services licence covering the operation of an IDPS or is a responsible entity of an IDPS-like scheme;
- is a trustee of a self-managed superannuation fund or a superannuation master trusts; or

- is noted on the Company's register of members as holding the shares on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request Custodian Certificate and if you would like further information on how to apply, you should contact the Company's share registry during normal business hours.

The Company reserves the right to reject any application for New Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these SPP Booklet.

4. PRICE OF NEW SHARES

The price of New Shares to be issued under the Plan is 22 cents each representing a 15.4% discount to the last closing price of \$0.26 per Share before the day on which the Plan was announced on Wednesday, 26 July 2023 and a 16.5% discount to the volume weighted average price of the Company's Shares over the last 5 days on which sales in the Shares are recorded on Wednesday, 26 July 2023.

If you apply to participate in the Plan, you should be aware, and accept the risk, that the market price of the Shares in the Company may rise and fall between the date of this SPP Booklet and the date when any New Shares are issued to you under the Plan. As such, it is possible that, up to or after the date you receive New Shares under the Plan, you may be able to buy Shares on the ASX at a lower price than under this Plan.

Your application is unconditional and may not be withdrawn, given if the market price of Shares is less than the Offer Price.

The Board recommends that you obtain your own financial advice in respect of the SPP Share Offer under the Plan.

5. ISSUE OF NEW SHARES

The New Shares will be issued as soon as reasonably practicable after the Closing Date. The New Shares will rank equally in all respects with all other fully paid ordinary shares in the Company from the date of issue.

Shareholding statements or CHESS notifications will be issued in respect of all New Shares issued under the Plan. The Company will, promptly after the issue of New Shares under the Plan, make application for those New Shares to be quoted on ASX.

6. LODGING THE APPLICATION FORM AND PAYMENT

You can participate in the SPP Share Offer by applying for New Shares in accordance with the Application Form. Please follow the instructions on the Application Form. Minimum subscription under the SPP Share Offer is \$2,000 and maximum subscription is \$30,000.

You can apply by one of the following methods.

Option 1 – payment by Electronic Funds Transfer

Make an EFT payment from your cheque or savings account using Bank Account Details and your CRN or unique Payment Reference shown on your Application Form which is required to identify your holding.

If you make your payment using EFT you do not need to return your Application Form.

made by EFT that are received after **5:00pm (Perth time) on 21 August 2023** will not be accepted.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted. If you fail to quote your CRN or unique Payment Reference correctly, the Company's share registry may be unable to allocate or refund your payment. If you need assistance, please contact the Company's share registry, Automic Registry Services, on 1300 288 664 (toll free within Australia) or +61 2 9698 5414 (International).

Option 2 – payment by BPAY facility

Make a BPAY payment from your cheque or savings account by using the Biller Code and your CRN or unique Payment Reference shown on your Application Form which is required to identify your holding.

If you have multiple holdings you will have multiple BPAY Reference Numbers. To ensure you receive your New Shares under the SPP Share Offer in respect of that holding you must use the specific Biller Code and Payment Reference shown on each personalised Application Form when paying for any New Shares that you may wish to apply for in respect of that holding. If you inadvertently use the same Payment Reference for more than one of your applications, you will be deemed to have applied only for that application to which that Payment Reference applies and any excess amount will be refunded.

If you make your payment using BPAY you do not need to return your Application Form.

New Zealand holders will not be able to make a payment using BPAY. Payments made by BPAY received after **5:00pm (Perth time) on 21 August 2023** will not be accepted.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay via BPAY does not exceed your limit.

By using the BPAY facility to apply for New Shares, you represent that the total of the application price for the following does not exceed \$30,000:

- the New Shares the subject of your application;
- any other Shares issued under any similar arrangement in the 12 months before the date of your application;
- any other New Shares which you have instructed a Custodian to acquire on your behalf under the Plan;
- any other Shares issued to a Custodian under an arrangement similar to the Plan in the 12 months before the date of your application as a result of any instruction given by you to the Custodian or to another custodian which resulted in you holding beneficial interests in such Shares.

Once an application has been made it cannot be revoked. All valid applications shall be deemed accepted if received before the Closing Date of **5:00pm (Perth time) on 21 August 2023**.

If the exact amount of money is not tendered with your application, the Company reserves the right to either:

- return your Application Form and/or payment and not issue any New Shares to you; or
- issue to you the number of New Shares that would have been issued had you applied for the highest designated amount that is less than the amount of your payment and refund the excess application money to you by cheque as soon as possible, without interest.

Eligible Shareholders may apply for a parcel of New Shares under the SPP Share Offer in accordance with the application amounts set out below. The maximum investment any shareholder may apply for is \$30,000. This limitation applies even if a shareholder receives more than one SPP Share Offer (whether in respect of a joint holding or because the shareholder has more than one holding under a separate account). It is the responsibility of the applicant to ensure that the aggregate of the application price paid for the New Shares the subject of the application and any other shares and interests in the class applied for by you under the Plan or any similar arrangement in the 12 months prior to the date of the application does not exceed \$30,000.

The number of New Shares issues to an applicant will be calculated by dividing the application monies by the Offer Price. The table below shows how many New Shares may be issued on the basis of different parcel sizes, together with the number of Options that may be applied for under the Prospectus (see section 10 for further details). The number of New Shares will be rounded down to the nearest whole number.

Application amount	Number of New Shares applied for under the Plan	Number of Options entitled to be applied for under the SPP Option Offer
\$2,000	9,090	4,545
\$5,000	22,727	11,363
\$10,000	45,454	22,727
\$15,000	68,182	34,091
\$20,000	90,909	45,454
\$25,000	113,636	56,818
\$30,000	136,364	68,182

7. SCALE-BACK

The Company will issue a maximum of 9,090,909 New Shares under the Plan representing a maximum \$2,000,000 raising before expenses.

In the event of an oversubscription by the closing date the Directors will in their absolute discretion scale-back applications.

If the Company undertakes a scale-back, you will receive the number of New Shares decided by the Company in its absolute discretion, which may be less than the parcel of New Shares for which you applied. In this case, the difference between the application money received, and the number of New Shares allocated to you multiplied by the purchase price, will be refunded to you by direct credit (to your nominated account as recorded on Company's share register) or by cheque, as soon as practicable, without interest.

Scale-back decisions are made by the Board and are final.

8. PLACEMENT OF SHORTFALL

In the event that less than 9,090,909 New Shares are subscribed for, then (subject to any necessary shareholder approval) the Company reserves the right to place such shortfall to sophisticated, professional and other investors who are exempt from the disclosure requirements under Chapter 6D of the Corporations Act.

The SPP Share Offer is not underwritten.

9. ISSUE OF NEW SHARES

The New Shares will be issued under the Plan on or about 30 August 2023 or as soon as possible after that date. The Company may issue fewer New Shares than applied for by you (or none at all) if any of the following apply:

- the Company considers (in its reasonable opinion) that issuing New Shares to you under the Plan will breach the Plan, the Corporations Act or the ASX Listing Rules;
- the Company considers (in its reasonable opinion) that by issuing New Shares to you under the Plan you may exceed the maximum of \$30,000 or receive an aggregate of more than \$30,000 of New Shares under the Plan or any other arrangement similar to the Plan in the past 12 months up to the Closing Date (except to the extent that the person is issued with New Shares as a Custodian under a custodian offer);
- you are a Custodian and you have not complied with the requirements of paragraph 2;
- the Company undertakes a scale back;
- the Company considers (in its reasonable opinion) that you have not complied with these terms.

It is your responsibility to confirm your holding before trading any New Shares you believe have been issued under the Plan. Any shareholder that sells New Shares before receiving confirmation of their holding in the form of their holding statement will do so at their own risk. The Company and the share registry disclaim all liability whether in the negligence or otherwise (to the maximum extent permitted by law) to person who trade their New Shares before receiving their holding statements, whether on the basis of confirmation of the allocation provided by the Company or the share registry.

10. SPP OPTION OFFER

Participants to the Plan are entitled to apply for Options. The offer of Options is being made under the Prospectus to participants in the Placement and the Plan.

Eligible Shareholders will be entitled to apply for one Option for every two New Shares subscribed for under the SPP Share Offer, with fractional entitlements to be rounded down to the nearest whole number. The Options will be issued for nil consideration and will be exercisable at \$0.33 (33 cents), expiring on 30 August 2025. Each Option gives the holder the right to subscribe for one Share upon exercise.

The offer of New Shares under the Plan is made in accordance with ASIC Instrument 2019/547 via this SPP Booklet. ASIC Instrument 2019/547 allows a share purchase plan to be conducted without the use of a prospectus once in every 12 months period. The Company satisfies the conditions of ASIC Instrument 2019/547 for the issue of Shares under the Plan, however, the Company is unable to rely on ASIC Instrument 2019/547 for the SPP Option Offer because the

Options to be issued under the SPP Option Offer are a new class of securities not currently quoted on ASX.

Accordingly, the Company is undertaking the SPP Option Offer under the Prospectus.

In the event of a scale-back, the number of Options issued to you will be scaled back in the same proportion as the number of New Shares applied for is scaled back (so that the number of Options issued to you will be 50% of the number of New Shares subscribed to you under the Plan).

The Company intends to seek quotation of the Options on ASX. Listing Rule 2.5, condition 6 requires that there are at least 100,000 Options on issue and 50 holders of Options with a marketable parcel (excluding restricted securities). If this condition is not satisfied, the issue of Options may not proceed.

11. OTHER INFORMATION

Not a Prospectus

The Plan is offered in compliance with ASIC Instrument 2019/547, which provides relief from the requirements for the Company to provide prospectus disclosure in relation to the Plan. Accordingly, this document is not a prospectus and has not been lodged with ASIC. This document does not contain the type of information required to be contained in a prospectus. You must rely on your own knowledge of the Company, previous information disclosed by the Company to ASX and if necessary, consult with your professional adviser when deciding whether or not to participate in the Plan.

Modification and Termination of the Plan

The Company may modify or terminate the Plan at any time. The Company will notify ASX of any modification to, or termination of, the Plan. The omission to give notice of any modification to, or termination of, the Plan or the failure of ASX to receive such notice will not invalidate the modification or termination.

Dispute Resolution

The Company may, in any manner it thinks fit, settle any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Plan, whether generally or in relation to any participant or application for New Shares. The decision of the Company in this respect will be conclusive and binding on all shareholders and other persons to whom that determination relates.

Company's rights

The Company reserves the right to waive strict compliance with any provision of these terms and conditions. The powers of the Company under these conditions may be exercised by the Directors of the Company or any delegate of them.

Queries

If you have questions in relation to how to participate in the SPP Share Offer, please contact the Company's share registry, Automic Registry Services, on 1300 288 664 (toll free within Australia) or +61 2 9698 5414 (International). You may also contact the Company Secretary, Daniel Davis on + 61 8 9426 6400 or by email to info@caravelminerals.com.au

If you have any questions in relation to whether an investment in the Company through the Plan is appropriate for you, please contact your stockbroker, accountant or other professional adviser.

CARAVEL MINERALS LIMITED

ACN 120 069 089

PROSPECTUS

For an offer of up to 20,454,546 Options for nil consideration, on the basis of one Option for every two (2) Shares issued to investors under the Unconditional Placement (**Unconditional Placement Offer**);

and

For an offer of up to 4,545,455 Options for nil consideration, on the basis of one Option for every two (2) Shares issued to investors under the SPP Share Offer and the SPP Shortfall Offer (**SPP Option Offer**);

and

For an offer of up to 1,136,363 Options for nil consideration, on the basis of one Option for every two (2) Shares issued to Directors under the Director Placement (**Director Option Offer**);

and

For an offer of up to 1,500,000 Options for nil consideration to the Lead Managers to the Placement (**Lead Managers Option Offer**).

The Director Placement Offer is conditional upon the Company obtaining the requisite Shareholder approval at the Company's extraordinary general meeting scheduled to be held on Thursday, 28 September 2023 (**Meeting**). Refer to Section 1.8 for further details

The Offers are not open to the general public.

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this document and on the accompanying Application Form regarding acceptance of the Offers. If you do not understand this document, you should consult your professional adviser. The Securities offered by this Prospectus should be considered as a speculative investment.

Important Information

General

This Prospectus relates to the offer of Options by Caravel Minerals Limited (**Caravel** or **Company**) under the Offers.

The Offers under this Prospectus are only be made to participants in the Placement, the SPP Share Offer (including the SPP Shortfall Offer), the Director Placement and the Lead Manager Offer. It is not being made to the general public.

This Prospectus is dated 7 August 2023 and was lodged with the Australian Securities and Investment Commission (**ASIC**) on the same date. Neither ASIC nor ASX Limited (ACN 008 624 691) trading as the Australian Securities Exchange (**ASX**) takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

This Prospectus is a transaction specific prospectus for an offer of 'continuously quoted securities' (as defined in the Corporations Act) prepared in accordance with section 713 of the Corporations Act. In preparing this Prospectus, regard has been had to the fact that 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 advisers.

Options will not be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

ASIC Instrument 2016/80

This Prospectus has been prepared, in part, to ensure that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 (Instrument 2016/80) is available in respect of the Options. Instrument 2016/80 provides relief from the on-sale provisions of section 707 of the Corporations Act and will relieve the need for any further disclosure to be made prior to the on-sale of Shares issued following the exercise of Options, within 12 months of their date of issue. Shares issued on exercise of the Options will be able to be immediately traded on ASX (subject to the grant of quotation).

ASIC Instrument 2019/547

The offer of Shares under the Plan is being made in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Instrument 2019/547) via an SPP offer booklet. Instrument 2019/547 allows a share purchase plan to be conducted without the use of a prospectus once in every 12-month period. The Company satisfies the conditions of Instrument 2019/547 for the issue of Shares under the Plan, however the Company is unable to rely on Instrument 2019/547 for the SPP Option Offer because the Options to be issued under the SPP Option Offer are a new class of securities not currently quoted on the ASX.

Accordingly, the Company is undertaking the SPP Option Offer under this Prospectus.

No cooling off rights

Cooling off rights do not apply to an investment in Options. You cannot withdraw your application once it has been accepted.

No representation other than in this Prospectus

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

Except as required by law, and only to the extent so required, neither Caravel nor any other person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Prospectus, or on the exercise of the Options issued under this Prospectus.

Prospectus does not contain investment advice

The information provided in this Prospectus is not investment advice and has been prepared without taking into account your investment objectives, financial situation or particular circumstances. It is important that you read and consider the information in this Prospectus in full before deciding to apply for Options and consider the risks that could affect the performance of Options and Shares issued on exercise of the Options.

If you have any questions, you should seek advice from your financial or other professional adviser.

Obtaining a Prospectus and Application Form

Paper copies of this Prospectus and an Application Form can be obtained free of charge during the offer period (as set out in the Timetable) by calling the Company Secretary on + 61 8 9426 6400.

Risk Factors

Potential investors should be aware that subscribing for and exercising Options involves a number of risks. The key risk factors which investors should be aware of are set out in Section 5 of this Prospectus. These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Options, and underlying Shares, in the future.

Restrictions on Foreign Jurisdictions

This Prospectus 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.

No action has been taken to register or qualify the Options being offered under the Offers or otherwise permit a public offering of the Options in any jurisdiction other than Australia and New Zealand.

In particular, this Prospectus, the Offers and the Options to be issued under the Prospectus have not been, and will not be, registered under the US Securities Act of 1933 (as amended) and the Offers may not be offered or sold in the United States

except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

Information for New Zealand investors

This offer to New Zealand investors is a regulated offer made under Australian and New Zealand law. In Australia, this is Chapter 8 of the Corporations Act 2001 (Aust) and regulations made under that Act. In New Zealand, this is subpart 6 of Part 9 of the Financial Markets Conduct Act 2013 and Part 9 of the Financial Markets Conduct Regulations 2014.

This offer and the content of the offer document are principally governed by Australian rather than New Zealand law. In the main, the Corporations Act 2001 (Aust) and the regulations made under that Act set out how the offer must be made.

There are differences in how financial products are regulated under Australian law. For example, the disclosure of fees for managed investment schemes is different under the Australian regime.

The rights, remedies, and compensation arrangements available to New Zealand investors in Australian financial products may differ from the rights, remedies, and compensation arrangements for New Zealand financial products.

Both the Australian and New Zealand financial markets regulators have enforcement responsibilities in relation to this offer. If you need to make a complaint about this offer, please contact the Financial Markets Authority, New Zealand (<http://www.fma.govt.nz>). The Australian and New Zealand regulators will work together to settle your complaint.

The taxation treatment of Australian financial products is not the same as for New Zealand financial products.

If you are uncertain about whether this investment is appropriate for you, you should seek the advice of a financial advice provider.

The offer may involve a currency exchange risk. The currency for the financial products is not New Zealand dollars. The value of the financial products will go up or down according to changes in the exchange rate between that currency and New Zealand dollars. These changes may be significant.

If you expect the financial products to pay any amounts in a currency that is not New Zealand dollars, you may incur significant fees in having the funds credited to a bank account in New Zealand in New Zealand dollars.

If the financial products are able to be traded on a financial product market and you wish to trade the financial products through that market, you will have to make arrangements for a participant in that market to sell the financial products on your behalf. If the financial product market does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the financial products and trading may differ from financial product markets that operate in New Zealand.

The dispute resolution process described in this offer document is available only in Australia and is not available in New Zealand.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including the ASX website at www.asx.com.au). The contents of any website or filing with ASIC or ASX by the Company are not incorporated into this Prospectus and do not constitute part of an Offer unless otherwise expressly stated. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest the Company or subscribe for Options under this Prospectus.

The Company has not authorised any person to give any information or make any representation in connection with an Offer which is not contained in this Prospectus. Any such extraneous information or representation may not be relied upon.

Forward-looking statements

This Prospectus includes forward-looking statements that have been based on current expectations about future acts, events and circumstances, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These forward-looking statements are subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in such forward-looking statements.

Accordingly, the Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur. Further, except during an Offer Period and otherwise as required by law, the Company may not update or revise any forward-looking statement if events subsequently occur or information subsequently becomes available that affects the original forward-looking statement.

Privacy

If you apply for Options, you will provide personal information to the Company and the Share Registry. The Company and the Share Registry collect, hold and use your personal information in order to assess your application, service your needs as a Shareholder and Option holder, provide facilities and services that you request and carry out appropriate administration. Company and tax laws require some of the information to be collected. If you do not provide the information requested, your application may not be able to be processed efficiently, or at all.

Each of the Company and the Share Registry may disclose your personal information for purposes related to your shareholding or optionholding to each other and to their respective agents and services providers including those listed below or as otherwise authorised under the *Privacy Act 1988 (Cth)* (**Privacy Act**):

- In the case of the Company, to the Share Registry for ongoing administration of the share register.
- In the case of the Company and the Share Registry, to printers and mailing houses for the purposes of preparation and distribution of Shareholder and Option holder information and for handling of mail.

Under the Privacy Act, you may request access to your personal information held by (or on behalf of) the Company or the Share Registry. You can request access to your personal information by telephoning 1300 288 664 between 9am-5pm (WST) Monday to Friday (excluding public holidays) or otherwise contacting the Share Registry.

Meaning of Terms

Capitalised terms and certain other terms used in this Prospectus are defined in the Glossary in Section 7.

Currency

References to “\$”, “A\$”, “AUD”, or “dollar” are references to Australian currency, unless otherwise stated.

Time

References to time relate to the time in Perth, Western Australia, unless otherwise stated.

Corporate Directory

Directors

Mr Wayne Trumble
(Non-Executive Chairman)

Mr Don Hyma
(Managing Director)

Mr Alasdair Cooke
(Executive Director)

Mr Richard Monti
(Non-Executive Director)

Solicitors to the Offer

Jackson McDonald
Level 17, 225 St Georges Terrace
Perth WA 6000

Share Registry*

Automic Registry Services
Level 5
191 St Georges Terrace
Perth WA 6000

Company Secretary

Mr Daniel Davis

Tel: 1300 288 664 (within Australia)
Email: hello@automicgroup.com.au
Website: www.automicgroup.com.au

Registered Office and Principal Office

Suite 1, 245 Churchill Avenue
Subiaco, Western Australia, 6008

Tel: +61 8 9426 6400
Fax: +61 8 9426 6448
Email: investors@caravelminerals.com.au
Website: www.caravelminerals.com.au

*Included for information purposes only. This entity has not been involved in the preparation of this Prospectus.

ASX Code

CVV

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Key Offer information

Indicative timetable

Event	Date
Record Date for Plan	28 July 2023
Announcement of Placement and SPP	31 July 2023
Settlement of New Shares under the Placement	4 August 2023
Posting of SPP Booklet and SPP Share Offer opens	7 August 2023
Prospectus lodged with ASIC and ASX and Offers opens	7 August 2023
Closing Date for Plan and Offers	21 August 2023
Announcement of results of Plan and Offers	24 August 2023
Issue of New Shares under Plan	30 August 2023
Issue of Options under the Offers (subject to ASX quotation condition being met)	30 August 2023
Estimated Quotation of New Shares on ASX	30 August 2023
Estimated Quotation of Options on ASX (subject to ASX quotation condition being met)	30 August 2023
General meeting to approve Director Placement	28 September 2023
Issue of Shares and Options to Directors under the Director Placement (subject to approval at the general meeting)	29 September 2023

Note: These dates are indicative only and subject to change. The Company may vary these dates without notice, including whether to close the Share Purchase Plan early, extend the Share Purchase Plan, or accept late Applications, either generally or in particular cases. Investors who wish to submit an Application and subscribe for Securities under the Share Purchase Plan are encouraged to do so as soon as possible after the Share Purchase Plan opens.

Key Plan and SPP Option Offer details

Terms	Details
Offer Price under the Plan	\$0.22 per Share
Maximum amount to be raised under the Plan	The Plan is seeking to raise a maximum of \$2,000,000
Total number of Shares to be issued under the Plan	Up to 9,090,909 Shares will be issued under the Plan, assuming the Plan is fully subscribed.
Total number of Options to be issued under SPP Option Offer	Up to 4,545,455 Options will be issued under the SPP Option Offer (subject to rounding), assuming 9,090,909 Shares are issued under the Plan.
Total amount raised if all Options are issued and exercised in respect of the Plan	\$1,500,000.15, which will be used to help fund the Company's the continued development of the Caravel Copper Project.
Quotation of Options	The Company will apply for the Options to be issued under the SPP Option Offer to be quoted on ASX within seven days after the date of this Prospectus. If the Options are not quoted on ASX (for example, as a result of failing to reach the minimum spread of 50 Option holders), the SPP Option Offer made under this Prospectus may not proceed.

Key Placement details

Terms	Details
Offer Price under the Placement	\$0.22 per Share
Total Shares to be issued under the Placement	<p>A total of 43,181,818 Shares, comprising:</p> <ul style="list-style-type: none"> 40,909,091 new Shares issued utilizing the Company's existing placement capacity under ASX Listing Rule 7.1A under the Unconditional Placement; and 2,272,727 new Shares to be issued, subject to Shareholder approval under the Director Placement.
Total amount to be raised under the Placement	\$9.5 million.
Total number of Options to be issued under the Unconditional Placement Offer and Director Option Offer	<p>A total of 21,590,909 Options, comprising:</p> <ul style="list-style-type: none"> 20,454,546 Options issued in connection with the Unconditional Placement; and 1,136,363 Options to be issued, subject to Shareholder approval in connection with the Director Placement.
Total amount raised if all Options are issued and exercised in respect of the Placement	\$7,124,999.97, which will be used to help fund the Company's the continued development of the Caravel Copper Project.
Option of Options to Director Placement participants conditional on Shareholder approval	In the event that the Director Placement Offer is not approved by Shareholders, the Directors who participate in the Director Placement will not receive Shares or Options.
Quotation of Options	The Company will apply for the Options to be issued under the Unconditional Placement Offer and the Director Option Offer to be quoted on ASX within seven days after the date of this Prospectus. If the Options are not quoted on ASX (for example, as a result of failing to reach the minimum spread of 50 Option holders), the Unconditional Placement Offer and the Director Option Offer made under this Prospectus may not proceed.

Key Lead Managers Option Offer details

Terms	Details
Total number of Options to be issued under the Lead Managers Option Offer	1,500,000 Options.
Total amount raised if all Options are issued and exercised in respect of the Lead Managers Option Offer	\$495,000 which will be used to help fund the Company's the continued development of the Caravel Copper Project.
Quotation of Options	The Company will apply for the Options to be issued under the Lead Managers Option Offer to be quoted on ASX within seven days after the date of this Prospectus. If the Options are not quoted on ASX (for example, as a result of failing to reach the minimum spread of 50 Option holders), the Lead Managers Option Offer made under this Prospectus may not proceed.

1. DETAILS OF THE OFFERS

1.1 Background

On 31 July 2023, the Company announced a capital raising and issue of Shares and free attaching Options (**Capital Raising**) comprising the following components.

(a) **Placement**

A placement to professional and sophisticated investors, including the Company's Board members, to raise a total of approximately \$9.5 million (**Placement**) through the issue of 43,181,818 new Shares at an offer price of \$0.22 per Share (**Offer Price**). The Placement comprises the Unconditional Placement and Director Placement.

The Company has engaged Barrenjoey Markets Pty Limited and Canaccord Genuity (Australia) Limited as joint lead managers of the Placement (**Lead Managers**). The Placement is not underwritten.

(b) **Unconditional Placement**

On 7 August 2023, a total of 40,909,091 new Shares will have been issued to professional and sophisticated investors (**Unconditional Placement**), utilising the Company's existing placement capacity under ASX Listing Rules 7.1.

(c) **Director Placement**

In conjunction with the Unconditional Placement, the Company is undertaking a placement to the Directors (**Director Placement**). On or about 29 September 2023, a total of 2,272,727 Shares and up to 1,136,363 free attaching Options are proposed to be issued to the Directors under the Director Placement. The issue of new Shares and Options under the Director Placement is conditional on Shareholder approval.

The issue of Shares and Options to Directors under the Director Placement will, if approved, be undertaken on exactly the same terms as the issue of Shares and Options to participants in the Unconditional Placement.

The total value of new Shares (at the Offer Price) proposed to be issued to the Directors is \$500,000.

(d) **Share Purchase Plan**

A share purchase plan to accompany the Placement (**Plan** or **SPP**), under which Eligible Shareholders (being Shareholders with an address in Australia or New Zealand, or otherwise as determined by the Directors, who are on the register as at 5:00pm (WST) on 28 July 2023) will be entitled to acquire up to \$30,000 worth of new Shares at the SPP Offer Price. The Company is seeking to raise a maximum of \$2,000,000 under the SPP at an offer price of \$0.22 per Share, being the same as the Offer Price under the Placement. The SPP is not underwritten.

The Directors have reserved the right to place all of the SPP Shortfall Shares (and attaching Options) under the SPP to any other sophisticated and professional investors (who are not related parties) as a separate placement at the SPP Offer Price (**SPP Shortfall Offer**).

(e) **Options**

Shares issued under the Placement and SPP are being offered with free attaching options, expiring on 30 August 2025 and with an exercise price of \$0.33 (**Options**). The terms of issue of the Options are set out in Section 4.1.

The Options are being offered at a ratio of one Option for every two new Shares issued under the Placement and SPP (including the SPP Shortfall Offer).

The Options are being offered under this Prospectus. The Company will apply for quotation of the Options on ASX, the grant of which will be subject to satisfaction of the minimum spread requirements under the ASX Listing Rules. If the Options are not quoted, the issue of Options may not proceed.

Only those Shareholders who participated in the Placement, or who participate in the SPP (or the SPP Shortfall Offer), will be entitled to subscribe for Options under this Prospectus.

1.2 Unconditional Placement Offer

Investors under the Unconditional Placement (**Unconditional Placement Subscribers**) are being offered one free attaching Option, for nil consideration, for every two Shares issued to each investor under the Unconditional Placement.

The offer of Options to Unconditional Placement Subscribers (**Unconditional Placement Offer**) is being made in this Prospectus and will result in the issue of up to approximately 20,454,546 Options to the Unconditional Placement Subscribers (subject to rounding).

The offer of Options to Unconditional Placement Subscribers is not conditional on Shareholder approval of the Unconditional Placement Offer.

1.3 Director Option Offer

The Directors who are participating in the Director Placement (**Director Placement Subscribers**) are being offered, subject to Shareholder approval, one free attaching Option, for nil consideration, for every two Shares issued to each Director under the Director Placement.

The offer of Options to Director Placement Subscribers (the **Director Option Offer**) is being made in this Prospectus and will result in the issue of up to approximately 1,136,363 Options to the Director Placement Subscribers (subject to rounding).

1.4 SPP Option Offer

Eligible Shareholders who subscribe for Shares under the SPP, and any investors who subscribe for Shares under the SPP Shortfall Offer (together **SPP Option Subscribers**), are being offered one free attaching Option, for nil consideration, for every 2 Shares issued to them in connection with the SPP and the SPP Shortfall Offer.

Assuming the SPP is fully subscribed (up to \$2,000,000) up to approximately 9,090,909 Shares and 4,545,455 Options will be issued to participants in the SPP (subject to rounding). The offer of Options to SPP Option Subscribers (the **SPP Option Offer**) is being made in this Prospectus.

1.5 Lead Managers Option Offer

The Company engaged Barrenjoey Markets Pty Limited and Canaccord Genuity (Australia) Limited as joint lead managers of the Placement (**Lead Managers**).

In part consideration for the services provided by the Lead Managers, the Company has agreed to issue 1,500,000 Options to the Lead Managers under this Prospectus. For further details in relation to the terms of the Lead Managers' engagement, please refer to Section 6.10. The offer of Options to the Lead Managers (the **Lead Managers Option Offer**) is being made in this Prospectus.

1.6 Use of funds raised

The Company intends to use the funds raised under the Capital Raising as follows (assuming the SPP is fully subscribed):

Use of funds	Amount
Commence the Bankable Feasibility Study (BFS) engineering at the Caravel Copper Project	\$7,500,000
Progress power and water access and infrastructure studies	\$2,000,000
Progress regulatory approvals and stakeholder engagement	\$1,000,000
Costs of the Capital Raising	\$570,000
Working capital	\$430,000
Total	\$11,500,000

Note: the information in the above table is current as at the Prospectus Date. The use of funds may change depending on any intervening events or changes in the Company's circumstances. The Board reserves the right to change the way funds are used and applied.

1.7 The Offers and Subscribers

The Unconditional Placement Offer, Director Option Offer, SPP Option Offer and the Lead Managers Option Offer together comprise the Offers. Unconditional Placement Subscribers, Director Placement Subscribers, SPP Option Subscribers and the Lead Managers are referred to as the Subscribers.

1.8 Conditional Offers

The issue of Options under the Director Option Offer is conditional on Shareholder approval at the Meeting. The Meeting is expected to be held on 28 September 2023. Further details on the Meeting can be found in the Notice of Meeting to be lodged with ASX on or around 28 August 2023.

In the event that the Director Option Offer is not approved by Shareholders at the Meeting the Directors who participate in the Director Placement will not receive Shares or Option under the Director Placement.

1.9 No general public offer

There is no general public offer of Options under this Prospectus.

1.10 Terms of Options

Each Option offered under this Prospectus will have the same terms. The Options will have an exercise price of \$0.33 and expire on 30 August 2025.

Upon exercise, each Option will entitle the holder to one ordinary fully paid Share. The terms of issue of the Options are set out in Section 4.1 below.

1.11 Ranking of Shares on exercise of Options

All of the Shares issued upon the future exercise of the Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

1.12 Minimum and maximum subscription

There is no minimum subscription under the Offers. No person may apply for (and the Company will not issue) Options under the Offers in excess of the person's entitlement to Options.

1.13 Consideration payable

The Options offered under this Prospectus will be issued to the Subscribers for nil cash consideration. Accordingly, the Company will not raise any proceeds by the issue of Options under this Prospectus.

1.14 Non-renounceable Offer

The Offers are non-renounceable. Accordingly, a Subscriber may not sell or transfer all or part of their entitlement to subscribe for Options.

1.15 Rounding

In the event that a person is entitled to a fraction of an Option, that fractional entitlement will be rounded down.

1.16 Lead Manager and underwriting

The Placement is being lead managed by the Lead Managers. The Placement and SPP (and the Offers) are not underwritten. See Section 6.10 for details of the fees payable to the Lead Manager.

2. HOW TO APPLY

2.1 How to apply for Options

If you are eligible to subscribe for Options pursuant to the Unconditional Placement Offer, Director Placement Offer or Lead Managers Offer and wish to subscribe, please complete an Application Form which accompanies this Prospectus (and which will be provided to you by the Company, the Lead Manager or the Share Registry).

If the number of Options subscribed for is more than the number of Options to which the relevant Subscriber is entitled under the Unconditional Placement Offer, Director Placement Offer or Lead Managers Offer, Caravel reserves the right to accept it in respect of the lesser number of Options to which the Subscriber is entitled. Once an application has been made it cannot be revoked. No notice of acceptance of an application will be provided.

Completed Application Forms must be received, in accordance with the instructions on the Application Form, by no later than the Closing Date.

If you are participating in the SPP and therefore are eligible to participate in the SPP Option Offer, your application form submitted under the SPP (which was accompanied by this Prospectus) will constitute an Application Form for Options under the SPP Options Offer. Details of how to pay for your Shares under the SPP are included in the SPP Booklet. By making payment for New Shares by BPAY or EFT under the SPP, you will be deemed to have applied for the number of Options appropriate for the parcel of New Shares applied for under this Prospectus (on the basis of one Option for every two New Shares applied for under the SPP). If you have applied for New Shares under the SPP but do not wish to be issued the attaching Options, you should contact the Company Secretary on + 61 8 9426 6400.

2.2 Offer Period

The Offers will open on 7 August 2023 (**Opening Date**). Applications for Options under the Offers close on 21 August 2023 (**Closing Date**).

The Opening Date and Closing Date for the Offers are indicative only and subject to change without notice. The Company may vary these dates, including to close the Offers early or extend the Closing Date, at any time prior to the issue of Options under the Offers (subject to the Corporations Act and ASX Listing Rules). The Company may also accept late applications at its discretion. If any of the dates are changed, subsequent dates may also change. You are encouraged to lodge your Application Form as soon as possible after the Opening Date.

2.3 Withdrawal

Subject to the Corporations Act, the ASX Listing Rules and any other requirements of ASX or the law, the Directors may decide to withdraw this Prospectus and the Offers at any time prior to the allotment of Options or to waive strict compliance with any provision of the terms and conditions of the Offers.

2.4 ASX quotation

The Company will apply to ASX for quotation of the Options and accordingly the Options will be quoted on ASX (subject to meeting ASX's conditions for quotation, including ASX's minimum spread requirements).

If the Options are not quoted within 3 months of the Prospectus Date, the Offers under this Prospectus will not proceed. The Company will apply for quotation of the Shares issued on exercise of the Options in accordance with the terms of issue of the Options (see Section 4.1). The fact that ASX may grant official quotation to the Options or Shares is not to be taken in any way as an indication of the merits of the Company, the Options or the Shares.

2.5 Allotment and Option holding statements

The Company anticipates issuing Options subscribed for under the Offers (other than the Director Option Offer) on or around 30 August 2023. The Company anticipates issuing the Options subscribed for under the Director Option Offer on or around 29 September 2023 (subject to Shareholder approval).

Holding statements for Options issued under the Offers will be mailed as soon as reasonably practicable after the Options are issued.

2.6 Enquiries

Any questions concerning the Offers should be directed to the Company Secretary on + 61 8 9426 6400.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Offers

The Offers are being made in accordance with the Company's announced intention to offer free attaching Options to Subscribers under the Unconditional Placement, Director Placement, SPP and SPP Shortfall Offer as well as to offer Options to the Lead Managers in part consideration for their services provided to the Company.

No funds will be raised from the Offers.

3.2 Effect of the Offers

The principal effect of the Offers, assuming all Options offered under the Prospectus are subscribed for and granted, will be to issue:

- (a) up to approximately 20,454,546 Options under the Unconditional Placement Offer;
- (b) up to approximately 1,136,363 Options under the Director Placement Offer;
- (c) up to approximately 4,545,455 Options under the SPP Option Offer; and
- (d) 1,500,000 Options under the Lead Managers Option Offer.

One Option will be offered for every two Shares issued under the SPP. The final number of Shares issued under the SPP (and hence the final number of Options) will depend on the level of applications received under the SPP.

Assuming the SPP is fully subscribed (up to \$2,000,000), up to approximately 4,545,455 Options will be issued under the SPP Option Offer. In the event that all of the Options offered under this Prospectus are issued, the Company will issue a total of approximately 27,636,364 Options under the Offers (and 27,636,364 Shares if all of the Options are exercised). See Section 3.7 for further details on the effect of the Offers on the capital structure of the Company.

3.3 Use of proceeds raised from the exercise of Options

The issue and exercise of all of the Options offered under this Prospectus would involve the Company raising a total of approximately \$9,120,000 by the issue of approximately 27,636,364 Shares.

The Company intends to use the proceeds of the exercise of the Options to fund the Company's continued development of the Caravel Copper Project and provide the Company with additional working capital.

3.4 Effect on control of the Company

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

The maximum number of Options proposed to be issued under the Offers is 27,636,364 Options. If all of these Options are exercised, the Shares issued on exercise will represent approximately 2.95% of the Shares on issue following completion of the Offers.

3.5 Financial effect of the Offers

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

3.6 Substantial holders

Based on the most recent filings and the Company's share register, the persons who (together with their Associates) will have a relevant interest in 5% or more of the Company's Shares (assuming completion of the Capital Raising and no acquisitions or disposals of Shares from the Prospectus Date until completion) are set out below:

Shareholder	Shares at Prospectus Date	%	Shares on completion of the Capital Raising	%
Paradice Investment Management Pty Ltd	45,470,504	9.49%	49,515,355	9.32%
Alasdair Cooke (as associated entities)	31,983,117	6.67%	34,255,854	6.45%

3.7 Effect on Capital Structure

Assuming the requisite Shareholder approvals at the Meeting and the subsequent completion of the issue of:

- (a) 40,909,091 Shares under the Unconditional Placement, together with the issue of 20,454,546 Options under the Unconditional Placement Offer;
- (b) 2,272,727 Shares under the Director Placement, together with the issue of 1,136,363 Options under the Director Option Offer;
- (c) 9,090,909 Shares under the SPP, together with the issue of 4,545,455 Options under the SPP Option Offer; and
- (d) 1,500,000 Options under the Lead Managers Option Offer,

on completion of the Capital Raising the capital structure of the Company will comprise:

- (e) on an undiluted basis:
 - (i) 531,457,100 Shares;
 - (ii) 27,636,364 Options;
 - (iii) 2,000,000 unlisted options exercisable at \$0.30 on or before 3 March 2024; and
 - (iv) 8,000,000 unlisted options exercisable at \$0.31 on or before 31 October 2025,
 - (v) 9,000,000 unlisted options exercisable at \$0.33 on or before 31 October 2025,
- (f) on a fully diluted basis (assuming exercise of all of the unlisted options and Options), 578,093,464 Shares.

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Options

Each option (**Option**) issued by the Company entitles its holder to subscribe for one fully-paid ordinary share in the capital of the Company (**Share**) on the following terms and conditions.

- (a) The Options are exercisable at a price of 33 cents (\$0.33) each at any time from the date of issue of the Options up to their expiry on 30 August 2025 (inclusive) (**Option Exercise Period**), but not thereafter.
- (b) Each Option entitles the holder to subscribe for one fully paid ordinary share. No amount is payable on issue of the Options.
- (c) The Company must give each Option holder a holding statement or confirmation stating:
 - (i) the number of Options issued to the Option holder;
 - (ii) the exercise price of the Options; and
 - (iii) the date of issue of the Options and the Option Exercise Period.
- (d) The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the *Corporations Act 2001 (Cth)*.
- (e) The Options will be fully transferrable, subject to registration of the transfer by the Company. For such time as the Company is listed, the ASX Listing Rules will apply to the Options.
- (f) The Company will apply for quotation of the Options on ASX.
- (g) Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options rank equally with other issued Shares from the date they are issued by the Company.
- (h) An Option holder is not entitled to participate in any new issue of securities to existing Shareholders unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (i) The Company must give an Option holder, if required by the ASX Listing Rules, notice of:
 - (i) the proposed terms of the issue or offer proposed under paragraph (h); and
 - (ii) the right to exercise the Option holder's Options under paragraph (h).
- (j) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the ASX Listing Rules.
- (k) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before

the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the ASX Listing Rules.

- (l) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (m) Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
- (n) The Company must within a reasonable period give to each Option holder notice of any change under paragraphs (k) to (m) (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of an Option.
- (o) When exercising Options, an Option holder must give the Company or its share registry a Notice of Exercise of Options form (to be provided by the Company or share registry), together with payment of the exercise monies payable to the Company in connection with the Options being exercised (being \$0.33 per Option).
- (p) The Options are exercisable on any business day during the Option Exercise Period. An Option holder may only exercise Options in multiples of 50,000, unless the Option holder exercises all of its Options.
- (q) If an Option holder exercises less than the total number of its Options, the Company must issue the Option holder a new holding statement for the remaining number of Options held by the Option holder.
- (r) Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form is received by the Company in accordance with paragraphs (p) and (q). The Company shall within 20 business days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a shareholder statement to the holder.
- (s) The Company will apply to ASX for official quotation of the Shares issued on exercise of the Options.
- (t) If required by the ASX Listing Rules, the Company will advise holders at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the ASX Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
- (u) These Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Western Australia. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia.

4.2 Shares

A summary of the key rights attaching to the Shares is set out below. The provisions of the Constitution relating to the rights attaching to the Shares must be read subject to the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of the rights, liabilities and restrictions attaching to the Shares.

- (a) General meeting and notices

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the ASX Listing Rules.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of the Company every holder of fully paid ordinary shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per share on a poll.

A person who holds a share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the share.

Where there are two or more joint holders of a share and more than one of them is present at a meeting and tenders a vote in respect of the share, the Company will count only the vote cast by the member whose name appears first in the Company's register of members.

(c) Issues of further shares

The Directors may, on behalf of the Company, issue, grant Options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Directors decide. However, the Directors must act in accordance with the restrictions imposed by the Constitution, the ASX Listing Rules, the Corporations Act and any rights for the time being attached to the shares in any special class of those shares.

(d) Variation of rights

At present, the Company has on issue ordinary shares and performance shares. Unless otherwise provided by the Constitution or by the terms of issue of a class of shares, the rights attached to the shares in any class may be varied or cancelled only with the written consent of the holders of at least three-quarters of the issued shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued shares of the affected class.

(e) Transfer of shares

Subject to the Constitution, the Corporations Act and the ASX Listing Rules, ordinary shares are freely transferable.

The shares may be transferred by a proper transfer effected in accordance with the ASTC operating rules, by any other method of transferring or dealing with shares introduced by ASX and as otherwise permitted by the Corporations Act or by a written instrument of transfer in any usual form or in any other form approved by either the Directors or ASX that is permitted by the Corporations Act.

The Directors may decline to register a transfer of shares (other than a proper transfer in accordance with the ASTC operating rules) where permitted to do so under the ASX Listing Rules. If the Directors decline to register a transfer, the Company must, within five Business Days after the transfer is delivered to the Company, give the party lodging the transfer written notice of the refusal and the reason for refusal. The Directors must decline to register a transfer of shares when required by law, by the ASX Listing Rules or by the ASTC operating rules.

(f) Partly paid shares

The Directors may, subject to compliance with the Constitution, the Corporations Act and the ASX Listing Rules, issue partly paid shares upon which there are outstanding

amounts payable. These shares will have limited rights to vote and to receive dividends.

(g) Dividends

The Directors may from time to time determine dividends to be distributed to members according to their rights and interests. The Directors may fix the time for distribution and the methods of distribution. Subject to the terms of issue of shares, the Company may pay a dividend on one class of shares to the exclusion of another class.

Each share carries the right to participate in the dividend in the same proportion that the amount for the time being paid on the share (excluding any amount paid in advance of calls) bears to the total issue price of the share.

(h) Winding up

Subject to the rights of holders of shares with special rights in a winding-up, if the Company is wound up, members will be entitled to participate in any surplus assets of the Company in proportion to the percentage of the capital paid up on their shares when the winding up begins.

(i) Dividend reinvestment and share plans

The members of the Company, in general meeting, may authorise the Directors to implement and maintain dividend reinvestment plans (under which any member may elect that dividends payable by the Company be reinvested by way of subscription for fully paid shares in the Company) and any other share plans (under which any member may elect to forego any dividends that may be payable on all or some of the shares held by that member and to receive instead some other entitlement, including the issue of fully paid shares).

(j) Directors

The Constitution states that the minimum number of Directors is three.

(k) Powers of the Board

Except as otherwise required by the Corporations Act, any other law, the ASX Listing Rules or the Constitution, the Directors have power to manage the business of the Company and may exercise every right, power or capacity of the Company to the exclusion of the members (except to sell or dispose of the main undertaking of the Company).

(l) Share buy backs

Subject to the provisions of the Corporations Act and the ASX Listing Rules, the Company may buy back shares in itself on terms and at times determined by the Directors.

(m) Unmarketable parcels

The Constitution permits the Board to sell the shares held by a shareholder if they comprise less than a marketable parcel within the meaning of the ASX Listing Rules. The procedure may only be invoked once in any 12 month period and requires the Company to give the shareholder notice of the intended sale. If a shareholder does not want his shares sold, he may notify the Company accordingly.

(n) Capitalisation of profits

The Company may capitalise profits, reserves or other amounts available for distribution to members. Subject to the Constitution and the terms of issue of shares,

members are entitled to participate in a capital distribution in the same proportions in which they are entitled to participate in dividends.

(o) Capital reduction

Subject to the Corporations Act and the ASX Listing Rules, the Company may reduce its share capital.

(p) Preference shares

The Company may issue preference shares including preference shares that are liable to be redeemed. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved by special resolution of the Company.

5. RISK FACTORS

The business activities of the Company are subject to risks and there are many risks which may impact on the Company's future performance. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but many are outside of the control of the Company and cannot be mitigated. There are also general risks associated with any investment. Investors should consider all of these risks before they make a decision whether or not to acquire, and exercise, Options.

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

The principal risk factors include, but are not limited to, the following.

5.1 Company-specific risks

(a) Nature of the Options

The Company will seek to have the Options being offered to participants in the Capital Raising quoted on ASX. In order to be quoted on ASX certain requirements apply, including that there is a minimum spread of 50 Option holders. If the ASX quotation requirements are not met the Option offer may not proceed, in which case no participants in the Capital Raising will receive Options.

There is no certainty that Shares will trade above the Option exercise price and accordingly there is no certainty that Optionholders will realise any value from the Options. In the event that Options are exercised, this will dilute the holdings of existing Shareholders.

(b) Director Option Offer risks

The Capital Raising involves the Director Placement, which will be put to Shareholders at the Meeting.

There is no certainty that Shareholders will approve the Director Placement (including the Director Option Offer). If the Director Placement is not approved by Shareholders, the Company will not receive the expected proceeds of the Director Placement.

(c) Future capital needs and additional funding:

The funds raised by the Capital Raising will be used to carry out the Company's objectives as detailed in this Prospectus. The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of its projects (existing and future, including in particular the Caravel Copper Project), stock market and industry conditions and the price of relevant commodities and exchange rates. No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may be required to scale back its exploration programmes.

(d) Exploration projects:

The Company's mineral tenements are at various stages of exploration. Mineral exploration and development is a high-risk undertaking. There can be no assurance that exploration of the Company's tenements or any other tenements that may be acquired in the future, will result in the discovery of economic ore deposits outside of the already known Calingiri copper project and there is no guarantee that any

discoveries will be commercially viable. The Company's future exploration activities may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, water requirements, unanticipated operational and technical difficulties, industrial and environmental issues, native title process, changing government regulations and many other factors beyond the Company's control. Currently, water and power supply to the Caravel Copper Project area is a risk as there are no suitable supplies within the mine area. Whilst the Company has identified a potential water and power supply for the project and is in discussions with third parties to secure this, there can be no assurance that such water and power supply can be secured on favourable terms (or at all). If adequate water and power cannot be secured for the project on acceptable terms, the Company may be required to scale back its exploration activities on the Caravel Copper Project. The Company's success will also depend on the Company having access to sufficient capital, being able to maintain title to its tenements and obtaining all required approvals for its activities. In particular, the Caravel Copper Project is located on freehold land and requires owners' consent for the grant of a mining lease and the right to mine the surface (top 30m). Suitable access and surface rights agreements have been secured with the three principal landowners covering the project resources and plant layout and further agreements are being negotiated for the remaining areas required for the project. In the event that exploration programmes prove to be unsuccessful, this could lead to a diminution in the value of the Company's tenements, a reduction in the known resources of the Company and possible relinquishment of tenements. The Company's exploration costs 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 uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(e) Regulatory risks:

The Company's exploration activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, operating and rehabilitation activities. Obtaining necessary permits can be a time-consuming process and there is a risk that the Company may not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more tenements.

(f) Environmental risks:

All mining projects are subject to scrutiny for environmental protection issues and are at risk of not being approved if the impact on the environment is significant. The Caravel Copper Project is expected to be permitted under Part IV of the Environmental Protection Act 1986 (WA) approval process and the necessary environmental studies and documentation has been prepared on this basis. Whilst the Company is not aware of any significant environmental sensitivities in connection with the Caravel Copper Project, there can be no assurance that environmental approval will be obtained on acceptable terms (or at all).

(g) Mineral resource estimations:

The mineral resource estimates for the Calingiri copper project are estimates only and no assurances can be given that any particular levels of recovery of copper will in fact be realised. Mineral resource estimates are expressions of judgment based on knowledge, experience and resource modelling. Mineral resource estimates are inherently imprecise and rely to some extent on interpretations made. They are also influenced by the recoverability of the value component from the defined resource. Additionally, resource estimates may change over time as new information becomes available. Should the Company encounter mineralisation or geological formations different from those predicted by past drilling, sampling and interpretations, resource estimates may need to be altered in a way that could adversely affect the Company's operations.

(h) Copper price volatility:

The Company is seeking to develop the Caravel copper project which is reliant in part upon the price of copper. Further, in the event of any future copper production, the Company's financial performance will be sensitive to the copper price. The copper price is affected by numerous factors and events that are beyond the control of the Company. These factors and events include general economic activity, world demand for copper, forward selling activity, costs of production by other copper producers and other matters such as inflationary expectations, interest rates, currency exchange rates as well as general global economic conditions and political trends.

(i) Development and mining:

The possible future development of the Company's copper project is dependent on, and may be affected by, a number of factors including, but not limited to, failure to acquire and/or delineate economically recoverable resources bodies, unfavourable geological conditions, failing to receive the necessary approvals from all relevant authorities and parties, excessive seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts, plant and equipment, cost overruns, risk of access to the required level of funding and contracting risks from third parties providing essential services. In the event that the Company commences production, its operations may be disrupted by a variety of risks and hazards, including environmental hazards, industrial issues, technical failures, labour disputes, unusual or unexpected geological formations, hydrogeological conditions including flooding, etc. In addition, the Company's ability to achieve production targets, receive goods and services and export concentrate products may be restricted by access to power networks, roads, rail and ports.

(j) Impact of inflation on costs:

Higher than expected inflation rates generally, or specific to the mining industry in particular, could be expected to increase operating and development costs and potentially reduce the value of future project developments.

(k) Title risk:

The Company's exploration activities are dependent on the maintenance (including renewal) of the tenements in which the Company has or acquires an interest. Maintenance of the Company's tenements is dependent on, among other things, the Company's ability to meet the licence conditions imposed by relevant authorities including compliance with the Company's work program requirements which, in turn, is dependent on the Company being sufficiently funded to meet those expenditure requirements. Although the Company has no reason to believe that the tenements in which it currently has an interest will not be renewed, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will be imposed by the relevant granting authority.

(l) Legal proceedings:

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

5.2 General investment risks

(a) Securities investments and share market conditions:

There are risks associated with any securities investment. The trading prices of securities trade fluctuate in response to a number of factors. Furthermore, the stock market, and in particular the market for resource exploration and development companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) Economic risk:

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

(c) Legislative:

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

6. ADDITIONAL INFORMATION

6.1 Litigation

As at the date of this Prospectus the Company is not involved in any legal proceedings and the Directors are not aware of any legal proceedings pending or threatened against the Company which are likely to have a material adverse effect on the business or financial position of the Company.

6.2 Continuous disclosure obligations

This is a Prospectus for the offer of continuously quoted securities (as defined in the Corporations Act) of the Company and is issued pursuant to section 713 of the Corporations Act as a transaction specific prospectus. Accordingly, this Prospectus does not contain the same level of disclosure as an initial public offering Prospectus.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request 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, being the financial report for the year ending 30 June 2022 lodged on 14 October 2022;
 - (ii) any half year financial report lodged with ASIC by the Company after lodgement of the annual financial report referred to in paragraph (i) and before lodgement of this Prospectus with ASIC, being the half-year financial report for the six months ending 31 December 2022 lodged on 14 March 2023; and
 - (iii) any continuous disclosure documents given by the Company to ASX after the lodgement of the annual financial report referred to in paragraph (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 at the registered office of the Company during normal office hours.

6.3 Documents available for inspection

The Company has lodged the following announcements with ASX since the lodgement of the Company's latest full year statutory accounts (on 14 October 2022) and before lodgement of this Prospectus with ASIC as set out in the table below:

Date	Description of ASX Announcement
14/10/2022	Notice of Annual General Meeting/Proxy Form
14/10/2022	Appendix 4G and Corporate Governance Statement
27/10/2022	Approvals Update – Caravel Copper Project
31/10/2022	Quarterly Activities/Appendix 5B Cash Flow Report
15/11/2022	Trading Halt
16/11/2022	\$12.0M Share Placement
16/11/2022	Proposed issue of securities - CVV

Date	Description of ASX Announcement
16/11/2022	Appointment of Managing Director
17/11/2022	AGM Presentation
17/11/2022	AGM Presentation – Livestream
17/11/2022	Results of AGM
23/11/2022	Application for quotation of securities – CVV
23/11/2022	Completion of Placement and Cleansing Notice
25/11/2022	Change in substantial holding
30/11/2022	Initial Director's Interest Notice - Hyma
08/12/2022	Final Director's Interest Notice – Steve Abbott
23/12/2022	Notice of General Meeting/Proxy Form
30/01/2023	Quarterly Activities/Appendix 5B Cash Flow Report
31/01/2023	Results of Meeting
03/02/2023	Application for quotation of securities – CVV
03/02/2023	Notification regarding unquoted securities – CVV
03/02/2023	Change of Director's Interest Notice (Hyma and Cooke)
03/02/2023	Issue of Placement Shares and Cleansing Notice
20/02/2023	Testwork Delivers Positive Results – Caravel Copper Project
01/03/2023	Drilling Results – Bindi Copper Deposit
14/03/2023	Half Year Accounts
17/03/2023	DFS Update – Caravel Copper Project
22/03/2023	Project Update – Molybdenum Recovery Circuit Included in DFS
13/04/2023	PFS Processing Update – Caravel Copper Project
28/04/2023	Quarterly Activities/Appendix 5B Cash Flow Report
28/04/2023	Becoming a substantial holder
05/05/2023	Ceasing to be a substantial holder
23/05/2023	Investor Presentation – Resources Raising Stars
01/06/2023	Notice of cessation of securities – CVV
03/07/2023	Notice of cessation of securities – CVV
27/07/2023	Quarterly Activities/Appendix 5B Cash Flow Report
27/07/2023	Trading Halt
31/07/2023	\$9.5M Share Placement
31/07/2023	Proposed issue of securities - CVV
04/08/2023	New Staff and Director Incentives
04/08/2023	Notification regarding unquoted securities – CVV
07/08/2023	Application for Quotation of Securities - CVV
07/08/2023	Completion of placement and cleansing notice

The announcements are available at www.asx.com.au and through the Company's website <https://caravelminerals.com.au/>.

6.4 Instrument 2016/80

This Prospectus has been prepared, in part, to ensure that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 (Instrument 2016/80) is available in respect of the Options. Instrument 2016/80 provides relief from the on-sale provisions of section 707 of the Corporations Act and will relieve the need for any further disclosure to be made prior to the on-sale of Shares issued following the exercise of

Options, within 12 months of their date of issue. Shares issued on exercise of the Options will be able to be immediately traded on ASX (subject to the grant of quotation).

6.5 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgment of this Prospectus with 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 Offers; or
- (c) the Offers,

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:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offers.

6.6 Security holdings of Directors

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with the number of Shares and Options to be issued to each Director under the Director Placement (subject to Shareholder approval) is set out in the table below.

Director	Shares at Prospectus Date	%	Options	Director Placement Shares	Director Placement Options
Wayne Trumble	420,000	0.09%	Nil	Nil	Nil
Don Hyma	100,000	0.02%	8,000,000	Nil	Nil
Alasdair Cooke	31,983,117	6.67%	Nil	2,272,727	1,136,363
Richard Monti	2,300,000	0.48%	Nil	Nil	Nil

6.7 Remuneration of Directors

Please refer to the Directors' Report, which is contained on pages 17 to 24 of the Company's Annual Report for the financial year 1 July 2021 to 30 June 2022, for full details of the remuneration of the Company's executive and non-executive directors.

The typeset Annual Report was lodged with ASX on 14 October 2022 and is available on the Company's ASX announcements page at: <https://caravelminerals.com.au/annual-reports/>

A hard copy of the Annual Report is also available free of charge by contacting the Company at its registered address using the details on page iv of this Prospectus.

6.8 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus:

- (a) all other persons 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 do not have, and have not had in the 2 years before the Prospectus Date, any interest in:
 - (i) the formation or promotion of the Company;
 - (ii) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
 - (iii) the Offers; and
- (b) amounts have not been paid or agreed to be paid (whether in cash, Securities or otherwise), and other benefits have not been given or agreed to be given, to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the Offers.

Jackson McDonald has acted as the Australian legal adviser to the Company in relation to the Capital Raising and the Offers (except in relation to stamp duty and taxation matters). The Company has paid or agreed to pay approximately \$25,000 (excluding GST) for these services in connection with the Offers up to the date of the Prospectus. Further amounts may be payable to Jackson McDonald in accordance with its time-based charge out rates.

Barrenjoey Markets Pty Ltd and Canaccord Genuity (Australia) Limited have acted as the Lead Managers to the Company in relation to the Capital Raising and the Offers. The Company has paid or agreed to pay the fees outlined in Section 6.10 for these services in connection with the Offers up to the date of the Prospectus.

6.9 Lead Manager Mandate Agreement

The Company and the Lead Managers are parties to a mandate letter dated 28 May 2023 (**Mandate Agreement**) by which the Lead Managers agrees to act as lead manager and bookrunner to Placement.

Under the Mandate Agreement, the Lead Managers are entitled to a fee equal to:

- (a) a management fee of 1.5% of the proceeds of the Placement; and
- (b) a selling fee of 3.5% of the proceeds of the Placement,

to be divided on an equal basis and a discretionary incentive fee of 1,500,000 Options to be offered to one or both of the Lead Managers.

The Company agrees to give standard representations and warranties to the Lead Manager in the Mandate Agreement and agrees to provide a standard indemnity for the benefit of the Lead Manager and pay the Lead Manager's reasonable expenses. It also agrees to conduct the Offers in accordance with applicable law.

6.10 Consents

Jackson McDonald has given, and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as the Company's Australian legal adviser (except in relation to stamp duty and taxation matters) in the form and context in which it is named. Jackson McDonald takes no responsibility for any part of this Prospectus, other than a reference to its name.

Barrenjoey Markets Pty Ltd has given, and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as a lead manager (but not underwriter) of the Placement in the form and context in which it is named. Barrenjoey Markets Pty Ltd takes no responsibility for any part of this Prospectus, other than a reference to its name.

Canaccord Genuity (Australia) Limited has given, and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as a lead manager (but not underwriter) of the Placement in the form and context in which it is named. Canaccord Genuity (Australia) Limited takes no responsibility for any part of this Prospectus, other than a reference to its name.

Automic Pty Ltd has given, and has not withdrawn prior to the lodgment of this Prospectus with ASIC, its written consent to be named in this Prospectus as the Company's Share Registry in the form and context in which it is named. Automic Pty Ltd has not taken part in the preparation of any part of this Prospectus other than the recording of its name as Share Registry. Automic Pty Ltd takes no responsibility for any part of this Prospectus, other than a reference to its name.

6.11 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 include forecast future earnings in this Prospectus.

6.12 Taxation

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of applying for (and exercising) securities under this Prospectus. The Company does not accept any responsibility for any such taxation consequences. Shareholders should consult their professional tax adviser if they have any queries regarding the taxation consequences of apply for (and exercising) securities offered under this Prospectus.

6.13 Governing law

This Prospectus, the Offers and the contracts formed on acceptance of applications under the Offers are governed by the laws applicable in Western Australia, Australia. Each applicant for Options submits to the non-exclusive jurisdiction of the courts of Western Australia, Australia.

6.14 Directors' authorisation

This Prospectus is authorised by each Director, who has given and not withdrawn their consent to the issue of this Prospectus and to its lodgment with ASIC.

Signed for and on behalf of Caravel Minerals Limited by being signed by a Director in accordance with section 351 of the Corporations Act:

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

Don Hyma
Managing Director

7. GLOSSARY OF TERMS

A\$ or \$	Australian dollars.
Application Form	An individual application form by which participants in the Unconditional Placement Offer, Director Option Offer, SPP Option Offer and the Lead Managers Option Offer apply for Options under this Prospectus.
ASIC	The Australian Securities and Investments Commission.
Associate	Has the meaning given to that term in the ASX Listing Rules.
ASX	ASX Limited (ACN 008 624 691) trading as the 'Australian Securities Exchange'.
ASX Listing Rules	The official listing rules of ASX.
ASX Settlement Operating Rules	The settlement rules of the securities clearing house which operates CHES.
Board	The board of Directors of the Company.
Business Day	Has the meaning given to that term in the ASX Listing Rules.
Capital Raising	Has the meaning given to that term in Section 1.1
CHES	Clearing House Electronic Sub-register System operated by ASX Settlement.
Closing Date	The date specified in Section 2.2 (unless extended).
Company or Caravel	Caravel Minerals Limited (ACN 120 069 089).
Constitution	The constitution of the Company, as amended from time to time.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company as at the Prospectus Date.
Director Option Offer	Has the meaning given to that term in Section 1.3.
Director Placement	Has the meaning given to that term in Section 1.1(c).
Director Placement Subscribers	Has the meaning given to that term in Section 1.3.
Eligible Shareholder	In relation to the SPP, has the meaning given to that term in Section 1.1(d).
GST	Goods and services tax.
Lead Managers	Barrenjoey Markets Pty Limited and Canaccord Genuity (Australia) Limited.
Lead Managers Option Offer	Has the meaning given to that term in Section 1.5.

Meeting	The general meeting of Shareholders to be held on or about Thursday, 28 September 2023.
Offer Period	With respect to an Offer, the period commencing on the Opening Date and ending on the relevant Closing Date.
Offer Price	\$0.22 per Share.
Offers	The Unconditional Placement Offer, Director Option Offer, SPP Option Offer and the Lead Managers Option Offer, or either one of those offers as the case may be.
Opening Date	The opening date of the Offers, being Monday, 7 August 2023.
Option	An option to subscribe for a Share.
Placement	The Unconditional Placement and the Director Placement.
Privacy Act	<i>Privacy Act 1988</i> (Cth).
Prospectus	This document, including the Application Form.
Prospectus Date	The date of lodgement of this Prospectus with ASIC, being Monday, 7 August 2023.
Record Date	The date at which entitlement of Shareholders to participate in the SPP is determined, being 5.00pm (WST) on Friday, 28 July 2023.
Related Bodies Corporate	Has the meaning given to that term in the Corporations Act.
Section	A section of this Prospectus.
Securities	Has the meaning given to that term in section 761A of the Corporations Act and includes a Share and an Option.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	The holder of a Share.
Share Registry	The Company's Share Registry, Automic Pty Ltd.
SPP or Plan	The Company's share purchase plan dated on or about the date of this Prospectus.
SPP Option Offer	Has the meaning given to that term in Section 1.4.
SPP Option Subscribers	Has the meaning given to that term in Section 1.4.
SPP Shortfall	The shortfall to the SPP.
SPP Shortfall Offer	The offer of the SPP Shortfall.
Subscribers	The Unconditional Placement Subscribers, Director Placement Subscribers, SPP Option Subscribers or the Lead Managers (or any of them, as the case requires)..
Unconditional Placement	Has the meaning given to that term in Section 1.1(b).

Unconditional Placement Offer	Has the meaning given to that term in Section 1.2.
Unconditional Placement Subscribers	Has the meaning given to that term in Section 1.2.
WST	Western Standard Time, being the time in Perth, Western Australia.