

Western Yilgarn NL

(ACN 112 914 459)

Prospectus

For the offer of 10,000 New Options in the capital of the Company at an issue price of \$0.01 per New Option to raise \$100 before expenses (**Offer**)

IMPORTANT NOTICE

This is an important document that should be read in its entirety. Please read the instructions in this document and on the Application Form regarding acceptance of the Offer. If you do not understand this document you should consult your professional adviser without delay.

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

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IMPORTANT INFORMATION

General

The Prospectus is dated 11 September 2023 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and its officers do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

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

No New Options will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

The Offer is only available to those who are personally invited to accept the Offer.

Electronic Prospectus

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at www.westernyilgarn.com.au. Applications cannot be made online. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

Forward-looking statements

This Prospectus may contain forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, Directors and management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements, including the risk factors set summarised in this Prospectus.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. 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 in New Options or the Company.

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

Offer restrictions

The offer of New Options made pursuant to this Prospectus is not made to persons or in places to which, or in which, it would not be lawful to make such an offer of New Options. No action has been taken to register the Offer under this Prospectus or otherwise permit the Offer to be made in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law in those jurisdictions and therefore persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws.

Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 6.

All references in this Prospectus to \$, AUD or dollars are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Perth, Western Australia.

CORPORATE DIRECTORY

Directors

Mr Peter Lewis – Non-Executive Chairman
Mr John Traicos – Non-Executive Director
Mr Peter Michael – Non-Executive Director

Company Secretary

Ms Melissa Chapman
Ms Catherine Grant-Edwards

Registered Office

2A / 300 Fitzgerald Street
North Perth WA 6006
Telephone: + 61 8 6166 9107
Email: ir@westernyilgarn.com.au

Website

www.westernyilgarn.com.au

ASX Code

WYX

Share Registry*

Computershare Investor Services Pty Ltd
Level 11, 172 St Georges Terrace
Perth WA 6000

Phone: 1300 850 505 (within Australia)
Phone: +61 3 9415 4000 (outside Australia)
Web: www.computershare.com/au

Auditor*

Rothsay Audit & Assurance Pty Ltd
Level 1, Lincoln House
4 Ventnor Avenue
West Perth WA 6005

Telephone: + 61 2 8815 5400

Legal Adviser

Larri Legal Pty Ltd
Suite 6 / 152 High Street
Fremantle WA 6160

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

1. DETAILS OF THE OFFER

1.1 Summary of the Offer

The Company is making an offer of 10,000 New Options at an issue price of \$0.01 per New Option to raise \$100 (before expenses of the Offer). The Offer is open to persons by invitation from the Company only.

The Offer is not underwritten.

1.2 Timetable

The timetable for the Offer is as follows:

Event	Date
Lodgement of this Prospectus with ASIC and ASX	11 September 2023
Opening Date	11 September 2023
Closing Date	12 September 2023

The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act or the Listing Rules.

1.3 Purpose of the Offer

Further details on the background to the Offer and the purpose of the Offer are set out in Sections 2.2 and 2.3.

1.4 Minimum subscription

There is no minimum subscription for the Offer.

1.5 Applications

An Application under the Offer may only be made by persons on invitation from the Company.

Application Forms must be delivered or mailed together with a cheque on or before the Closing Date to 2A/300 Fitzgerald Street, North Perth WA 6006.

All Application Monies received for the New Options will be held in trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Options are issued. All Application Monies will be returned (without interest) if the New Options are not issued.

1.6 Issue and dispatch

The Company may issue the New Options progressively as Applications are received. Securityholder statements will be dispatched as soon as possible after the issue of the New Options.

It is the responsibility of Applicants to determine their allocation prior to trading in the New Options. Applicants who sell New Options before they receive their holding statements will do so at their own risk.

1.7 Risk factors

An investment in New Options should be regarded as highly speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are set out in Section 3.

1.8 Overseas investors

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or to extend such an invitation. No action has been taken to register this Prospectus or otherwise to permit an offering of New Options in any jurisdiction outside Australia. It is the responsibility of non-Australian resident investors to obtain all necessary approvals and comply with all relevant regulations for the issue to them of New Options offered pursuant to this Prospectus. Return of a duly completed Application Form will constitute a representation and warranty that there has been no breach of such regulations.

1.9 CHES and issuer sponsorship

The Company operates an electronic CHES sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after allotment. Holding statements will be sent either by CHES (for security holders who elect to hold Shares on the CHES sub-register) or by the Company's Share Registry (for security holders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of New Options allotted under this Prospectus and the Holder Identification Number (for security holders who elect to hold New Options on the CHES sub register) or Shareholder Reference Number (for security holders who elect to hold their shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the Listing Rules and the Corporations Act.

1.10 ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for the Official Quotation of the New Options under the Offer. If permission is not granted by ASX for the Official Quotation of the New Options offered by this Prospectus within 3 months after the date of this Prospectus (or such period as varied by ASIC), the Company will not issue any New Options and will repay any application monies for New Options received within the time prescribed under the Corporations Act (without interest).

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

1.11 Electronic Prospectus

This Prospectus is available in electronic format via the ASX website, www.asx.com.au and via the Company's website at www.westernyilgarn.com.au. Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus free of charge by contacting the Company.

Applications for New Options may only be made on the personalised Application Form which will be provided to invitees, and which will be accompanied by the complete and unaltered electronic version of this Prospectus.

The Corporations Act prohibits any person from passing on to another person a personalised Application Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus. The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

1.12 Privacy

Persons who apply for New Options pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for securities, to provide facilities and services to Shareholders, and to carry out various administrative functions.

Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for New Options will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

1.13 Taxation

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

1.14 Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company on +61 8 6166 9107.

2. PURPOSE AND EFFECT OF THE OFFER

2.1 Offer

The Offer is an offer of 10,000 New Options at an issue price of \$0.01 per New Option, to raise up to \$100 (before expenses). The Offer will only be extended to parties invited to apply by the Directors. Application Forms will only be provided by the Company to these parties.

The full terms and conditions of the New Options to be offered under this Prospectus are set out in Section 4.2.

2.2 Objective

The purpose of this Prospectus is to remove any trading restrictions that may have attached to 19,999,997 Options in the same class as the New Options issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date (including prior to lodgement of this Prospectus) so that following quotation of Options in the same class as the New Options, any on-sale of Options in that class issued before the Closing Date does not breach section 707(3) of the Corporations Act.

Relevantly, section 708A(11) provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities of the company that are already quoted on the ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued (section 708A(11)(b)(i)); or
 - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued (section 708A(b)(ii)); and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

19,999,997 Options in the same class as the New Options are not currently in a class of quoted securities. The Company will apply for quotation of 13,237,497 Options and the New Options within 7 days following the date of this Prospectus and the issue of New Options under the Offer is conditional upon ASX granting Official Quotation to the New Options and 13,237,497 Options on issue in the same class as the New Options. The Company intends to apply for quotation of the balance of the Options (being 6,762,500 Options) once the escrow period applicable to those Options ends on 12 April 2024.

The Company is seeking to raise only a nominal amount of \$100 under this Prospectus and, accordingly, the purpose of this Prospectus is not to raise capital. All of the funds raised from the Offer will be applied towards the expenses of the Offer. Refer to Section 4.9 for further details relating to the estimated expenses of the Offer.

2.3 Background to the Offer

During the financial year ending 30 June 2022, the Company was in voluntary administration, its securities were suspended from quotation on the Official List (having been suspended since 24 December 2019) and the Company was subject to a Deed of Company Arrangement (**DOCA**). In connection with its recapitalisation under the DOCA and to facilitate an application for readmission to the Official List, the Company undertook several transactions to provide funding for the Company's proposed activities.

On 31 December 2021, the Company announced its intention to undertake a capital raising to raise up to \$4,500,000 (before costs) through the issue of 22,500,000 Shares at an issue price of \$0.20 per Share with free-attaching Options (on the basis of one Option for every two Shares successfully subscribed for in the capital raising, for a total of 11,250,000 Options) (**Placement**). The Placement was approved by Shareholders on 31 January 2022 and the Company issued a prospectus for the offer of the securities to be issued under the Placement on 8 February 2022 (**Re-Listing Prospectus**). The Placement was fully subscribed and was completed on 4 May 2022 through the issue of 22,500,000 Shares and 11,250,000 Options.

On 7 February 2022, prior to completion of the Placement, the Company announced that it had completed the issue of Convertible Notes to sophisticated and professional investors, raising \$550,000 before costs. The purpose of the issue was to provide immediate funding to cover the costs of re-admission to the Official List and for general working capital purposes pending completion of the Placement. The terms of the Convertible Notes provided for the automatic conversion of the notes on completion of the Placement, with such conversion to be at a conversion price of \$0.10 per Share and otherwise on the same terms of the securities to be issued under the Placement (i.e. one free attaching Option for every two Shares issued).

Shareholders approved the issue of securities on conversion of the Convertible Notes on 31 January 2022 and the conversion of the Convertible Notes was completed on 12 April 2022 by the issue of 5,500,000 Shares and 2,750,000 Options to Convertible Note holders.

In addition to the above transactions, a further 6,000,000 Options were offered to the Advisors as remuneration for services provided to the Company during this period (**Advisor Securities**). The issue of the Advisor Securities was approved by Shareholders on 31 January 2022 and was completed on 12 April 2022.

Further details on the Placement, the Convertible Notes and the Advisor Securities are set out in the Re-Listing Prospectus and the Company's Notice of 2021 Annual General Meeting dated 31 December 2021.

2.4 Effect of the Offer on Capital Structure

The capital structure of the Company on completion of the Offer is set out below.

Shares

Shares ¹	Number
Shares currently on issue ²	79,372,506 ³
Shares offered under this Prospectus	0
Total Shares on issue on completion of the Offer	79,372,506
Notes:	
1. The rights and liabilities attaching to Shares are summarised in Section 4.3 of this Prospectus.	
2. This assumes no Options are exercised.	
3. Includes 29,715,002 Shares which are escrowed until 12 April 2024.	

Options

Options	Number
Unlisted options exercisable at \$0.20 each on or before 12 April 2025	38,440,000 ⁵
Unlisted options exercisable at \$0.00 each on or before 12 April 2025	573,751
Unlisted options exercisable at \$0.20 each on or before 12 April 2025 ⁴	2,492,469
Listed Options exercisable at \$0.30 each on or before 12 April 2025 ^{1, 2}	13,237,497

Unlisted Options exercisable at \$0.30 each on or before 12 April 2025 ^{1,6}	6,762,500
New Options offered under this Prospectus ^{1, 2}	10,000
Total Options on issue on completion of the Offer³	61,516,217⁷
<p>Notes:</p> <ol style="list-style-type: none"> 1. The rights and liabilities attaching to the Options and New Options are summarised in Section 4.2 of this Prospectus. 2. This Company is proposing to seek quotation of the Options and New Options. 3. This assumes the Offer is fully subscribed, all New Options offered are issued and no options are exercised. 4. Incentive options held by Directors of the Company which vest on achievement of certain milestones. 5. Includes 24,440,002 options which are escrowed until 12 April 2024. 6. As set out in Section 2.2 above, the Company intends to apply for quotation of these Options once the applicable escrow period ends on 12 April 2024. 7. The board has resolved to issue a further 3,300,000 incentive options to the Directors and executives which will be subject to various milestones, subject to shareholder approval being obtained. Refer to the Company's Appendix 3B dated 8 May 2023 and page 12 of the Company's 2023 Annual Report for further information on the proposed issue. The Company intends to seek Shareholder approval for the issue of these incentive options at its upcoming Annual General Meeting which is expected to be held in early Q4. 	

2.5 Effect on the control of the Company

The Offer will not have any control effect on the Company.

2.6 Financial Effect of the Offer

After paying the expenses of the Offer of approximately \$13,206 (exclusive of GST), there will be no proceeds from the Offer (even if the Offer is fully subscribed). The expenses of the Offer will be met from the Company's existing cash reserves. Accordingly, effect of the Offer on the Company's financial position will be a net decrease in cash held of approximately \$13,106 (exclusive of GST).

3. RISK FACTORS

3.1 Introduction

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

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

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

3.2 Company Specific Risks

(a) Tenement Title

Interests in tenements in Western Australia are governed by legislation and are evidenced by the granting of licences. Each licence is granted for a specific term and carries with it expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to, or its interest in, a Tenement if licence conditions are not met or if insufficient funds are available to meet expenditure commitments as and when they arise.

The Company's tenements (or tenements in which the Company may acquire an interest in the future), will be subject to applications for renewal or exemption from expenditure (as the case may be). The renewal or exemption from expenditure for a tenement is usually determined at the discretion of the relevant government authority. If a tenement is not renewed or granted an exemption from expenditure, the Company may suffer damage through loss of opportunity to develop and discover minerals on that tenement.

Although the Company has taken steps to verify the title to its projects, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee title. Title to the Company's projects, and resource properties which the Company may acquire in the future, may be subject to unregistered prior agreements or transfers, and may also be affected by undetected defects or other stakeholder rights.

Further, four of the Company's tenements are pending applications (being E70/5111, E36/1065, E36/1066 and E59/2838). There is a risk that one or all of the applications for these tenements may not be granted in their entirety, not granted at all, granted with conditions unacceptable for the Company's proposed activities or granted following an extended period of delay due to matters outside of the control of the Company.

The Company is also aware of a number of concurrent interests which encroach on the projects, including licence applications affecting the tenements in Western Australia. These may affect the Company's access to, or rights to conduct exploration and/or mining activities on, the encroaching areas. Any encroaching interests which affect the Company's projects, or any resource properties which the Company acquires in the future, have the potential to materially adversely affect the Company's operations, outlook and financial condition.

(b) Land Access

There is a substantial level of regulation and restriction on the ability of exploration and mining companies to gain access to land in Australia. Negotiations with both Traditional Owners and landowners/occupiers are generally required before the Company can access land for exploration or mining activities.

Land access is critical for exploration and mining operations. Access to land can be affected by land ownership, including private (freehold) land, Crown land, Crown leases, and regulatory requirements. The Company notes that certain tenements overlap with conflicting land uses, including private land (see Section 3.1(c) below), file notation areas, pastoral leases, petroleum titles, registered heritage sites and areas of Crown reserves and proposed reserve lands.

While access issues are faced by many mining exploration companies and are not considered unusual, the ability of the Company to explore its claims and exploit any deposits that may be discovered, may be affected by any ownership or land usage rights, and regulatory requirements.

(c) **Private Land**

Tenements held by the Company (comprising E70/5111, E70/5767 and E70/5921) substantially overlap with private/freehold land.

Most grants of freehold that were made prior to 1 January 1899 in Western Australia included the grant of minerals other than gold, silver and precious minerals (referred to as 'the Royal Metals'), which were reserved to the Crown. This land is commonly referred to as 'minerals to owner' land as the landowner owns all other minerals and has the right to deal with those minerals as it sees fit. In such a situation, a mining tenement granted under the *Mining Act 1978 (WA)* will confer on the tenement holder the right to explore for, or mine gold, silver and precious metals only but will not give any rights to exploit any other mineral.

Preliminary enquiries made with Landgate have confirmed that the majority of the lots overlapped by the above tenements comprise (partially or in whole) land granted prior to 1 January 1899. It should be noted that the enquiries made with Landgate were made to identify the Crown allotment parcel only. The report obtained from Landgate does not constitute a full chain of title searches and does not capture all records within the chain of each land parcel. Further investigations would be required to trace the passage of mineral ownership over time.

As the Company defines exploration targets on these affected tenements and prior to commencing ground disturbing activities, the Company will conduct further investigations to confirm whether the relevant private land parcels are 'minerals to owner' land and whether it is necessary to obtain consent and/or agreement in relation to access and compensation from the owners of such land.

Approvals for mining gold, silver and precious metals on pre-1899 land have generally been granted by local government as an Extractive Industry Licence ("EIL"; *Local Government Act 1995*) or Development Approval ("DA"; *Planning and Development Act 2005*). A miner wishing to mine minerals other than the gold, silver and precious metals located on pre-1899 land will need to negotiate an access and compensation agreement with the owner of the land (and owner of the minerals) and obtain permission either through an EIL or DA. Any significant proposal may require assessment by the Environment Protection Authority and any mining activity will be subject to the *Mines Safety and Inspection Act 1994*.

(d) **Exploration**

The Company's projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Company's projects, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, Aboriginal heritage, changing government regulations and many other factors beyond the control of the Company.

(e) **Operating risks**

The operations of the Company may be affected by various factors including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or

mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its Tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(f) **Native Title**

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

Native Title can be extinguished by valid grants of land (such as freehold title) or waters to people other than the Native Title holders or by valid use of land or waters. Native Title is not necessarily extinguished by the grant of mining leases, although a valid mining lease prevails over Native Title to the extent of any inconsistency for the duration of the title.

The existence of a Native Title claim is not an indication that Native Title in fact exists on the land covered by the claim, as this matter is ultimately determined by the Federal Court.

A number of the Company's tenements are affected by known Native Title claims and/or rights and interests. Accordingly, the ability of the Company to gain access to these tenements or to progress from the exploration phase to the development and mining phases of operation may be adversely affected. Certain of the Company's tenements are also subject to ILUAs, which may contain terms and conditions which are unfavourable for, or restrictive against, the Company.

If Native Title is found to exist in respect of the area of any of the Company's tenements, then any compensation liability payable to the holders of the Native Title rights in relation to the grant and activities conducted on the relevant tenements will lie with the Company. Compensation liability may be determined by the Federal Court or settled by agreement with native title holders, including through ILUAs (which have statutory force) and common law agreements (which do not have statutory force). At this stage, the Company is not able to quantify any potential compensation payments, if any.

(g) **Aboriginal Heritage**

The Company must comply with Aboriginal heritage legislation requirements which include the requirement to conduct heritage survey work prior to the commencement of operations.

The Company is aware of various areas of indigenous significance and Aboriginal heritage sites of considerable cultural value both to the local indigenous communities and the broader community generally which affect certain tenements held by the Company. It is also likely that additional Aboriginal sites may be identified on the land the subject of the Company's tenements.

The Company will comply with all relevant Aboriginal Heritage Acts and any applicable agreements that may be in place with the relevant Traditional Owners. Prior to commencing ground disturbing activities, including mining, the Company will need to consult with relevant Traditional Owners regarding the likely impact that the proposed activities may have on such areas. There is no guarantee that the Company will be able to deal with Aboriginal heritage issues in a satisfactory or timely manner and accordingly such issues may increase the proposed time periods for the conduct of the Company's proposed activities, lead to increased costs for such activities (in obtaining the required consents and/or approvals) and also limit the Company's ability to conduct its proposed activities on the relevant tenement.

The Company notes the recent enactment of the *Aboriginal Cultural Heritage Act 2021* (WA) and the subsequent announcement in August 2023 by the State Government to repeal the new legislation and restore the *Aboriginal Heritage Act 1972* (WA) which it replaced, with amendments, pursuant to the *Aboriginal Heritage Legislation Amendment and Repeal Bill 2023* (WA). Until the current legislation is formally repealed and the Bill commences, there remains ongoing practical implementation issues for compliance and uncertainty regarding the final terms of the new laws. The Company will continue to monitor the situation closely however, there remains there is a risk that the Company's activities will be impacted while the uncertainty remains and depending on the requirements of the new laws adopted.

(h) **Government and regulatory risk**

The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and work 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 its operations. These permits relate to exploration, development, production and rehabilitation activities. While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects.

Obtaining necessary permits can be a time-consuming process and there is a risk that Company will 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 in 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 of the Company's tenements.

(i) **No Defined Resources**

The Company, at this time, does not have any JORC Code 2012 compliant mineral resources or reserves on its projects, and previous exploration over the areas covered by

the Company's projects is limited. There can be no assurance that future exploration and development activities on the Company's projects, or any other mineral permits that may be acquired in the future, will result in the identification of an economically viable mineral deposit.

(j) **Resource Estimates**

Whilst the Company intends to undertake exploration activities with the aim of defining a JORC Code 2012 compliant resources, no assurances can be given that exploration will result in the determination of a resource on any tenement. Even if a resource is identified, no assurance can be provided that this can be economically extracted.

In the event that the Company successfully delineates a resource or reserve on any of its mineral permits, that resource or reserve estimate will be an expression of judgment based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(k) **Results of studies**

Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies in respect to its projects. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.

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

Even if a study confirms the economic viability of a project, there can be no guarantee that this project will be successfully brought into production as assumed or within the estimated parameters in the feasibility study (e.g. operational costs and commodity prices) once production commences. Further, the ability of the Company to complete a study may be dependent on the Company's ability to raise further funds to complete the study if required.

(l) **Metallurgy**

Metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk, such as:

- identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- developing an economic process route to produce a metal and/or concentrate; and
- changes in mineralogy in the ore deposit that can result in inconsistent metal recovery, affecting the economic viability of the project.

(m) **Commodity price volatility**

It is anticipated that any revenues derived from mining will primarily be derived from the sale of precious and base metals. Consequently, any future earnings are likely to be closely related to the price of these commodities and the terms of any offtake agreements that it enters into.

Metal prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for minerals and metals, forward selling by producers, and production cost levels in major mineral-producing regions.

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

(n) **Environmental**

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to appropriate standards of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There are risks that the cost of compliance with environmental laws and regulations will increase for the Company's operations generally, also negatively impacting any future feasibility studies.

Approvals may be required for land clearing and for ground disturbance activities. Delays in obtaining such approvals can result in delays to planned exploration programmes or mining activities.

(o) **Key Management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. The Company may be detrimentally affected if one or more of the key management or other personnel cease their engagement with the Company.

(p) **Agents and contractors**

The Company intends to outsource substantial parts of its exploration activities pursuant to services contracts with third party contractors. The Directors are unable to predict the risk of financial failure, default or insolvency of any of the contractors. If these events

occur in relation to a contractor, recovery by the Company of resulting financial losses may be limited. Contractors may also underperform their obligations of their contracts. If such contracts are terminated, the Company may not be able to find a suitable replacement on satisfactory terms.

(q) **Acquisitions**

The Company may make acquisitions of, or significant investments in, companies or assets that are complementary to its business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.

(r) **Royalties**

Any future mining projects may be subject to State or Federal royalties, in addition to the royalties payable to third parties. Each royalty holder has an express right to lodge caveats against the relevant tenements to protect its interest in the relevant tenements. In the event that additional royalties are imposed or increased in the future, the profitability and commercial viability of the Company's projects may be negatively impacted.

(s) **Climate change regulation**

Mining of mineral resources is relatively energy intensive and is dependent on the consumption of fossil fuels. Increase regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

(t) **Downturn in the resources industry**

The Company's revenue and growth are susceptible to a downturn in the resources industry. The resources industry is influenced by many economic and political factors which are outside the control of the Company, including but not limited to confidence in the global economy and global economic growth, continued international demand and commodity prices. Any prolonged decline in commodity prices, particularly gold or copper, or the demand for resources may have a materially adverse effect on the Company's financial performance and financial position.

(u) **Additional requirements for capital**

At 30 June 2023, the Company had \$2,134,313 in cash and cash equivalents. In light of the Company's current and proposed activities, it is highly likely that further funding will be required to meet the ongoing working capital costs of the Company. Further, as an exploration company, the Company's current exploration plans and budgets may change depending on a range of intervening events, including exploration success or failure, the granting or non-granting of pending tenement applications and new acquisitions, and new circumstances have the potential to affect the manner in which funds are applied and the level of funding required by the Company. The Company's capital requirements also depend on numerous factors which apply generally to all businesses in particular non-revenue making businesses, including for example inflation rates and the costs of goods and services procured.

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 accordingly to a number of factors, including prospectivity of the Company's projects (existing and future),

feasibility studies, stock market and industry conditions and the price of relevant commodities and exchange rates.

Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(v) **Future profitability**

The Company's profitability will be impacted by, among other things, the success of its exploration and mining activities, economic conditions in the markets in which it operates, competition factors and any regulatory developments. Accordingly, the extent of future profits (if any) and the time required to achieve sustained profitability are uncertain and cannot be reliably predicted.

(w) **Exploration costs**

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant 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.

(x) **Development risk**

If the Company identifies mineral deposits that subsequent studies confirm to be potentially economic, then the future development of a mining operation at any of the Company's projects will be subject to many risks, including:

- (i) obtaining all necessary and requisite approvals from relevant authorities and third parties;
- (ii) access to necessary funding;
- (iii) geological and weather conditions causing delays and interference to operations;
- (iv) technical and operational difficulties associated with mining of minerals and production activities;
- (v) mechanical failure of plant and equipment;
- (vi) shortages or increases in price of consumables, and plant and equipment;
- (vii) environmental hazards, fires, explosions and other accidents;
- (viii) interference by environmental lobby groups;
- (ix) transportation facilities; and
- (x) cost overruns.

There is no guarantee that the Company will achieve commercial viability for any of its projects.

(y) **Taxation and government regulations**

Changes in taxation and government legislation in a range of areas (for example, Corporations Act, accounting standards, and taxation law, or similar legislation in overseas jurisdictions) can have a significant influence on the outlook for all companies and the returns to investors.

The recoupment of taxation losses accrued by the Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cashflows of the Company.

(z) **Joint venture parties, agents and contractors**

The Directors are unable to predict the risk of financial failure or default by a participant in the earn-in agreements and joint ventures to which the Company is at present a party or may become a party or the insolvency or managerial failure by any of the contractors (or to be used in the future) by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used (or to be used in the future) by the Company for any activity.

(aa) **Rehabilitation of tenements**

In relation to the Company's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the Company could become subject to liability if, for example, there is environmental pollution or damage from the Company's exploration activities and there are consequential clean-up costs at a later point in time.

(bb) **Contract risk**

The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:

- (i) financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party;
- (ii) insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its exploration activities; or
- (iii) insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity.

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the Company's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by the Company, it is not possible for the Company to predict or protect itself completely against all such contract risks.

(cc) **Payment obligations**

Under the exploration permits and licences and certain other contractual agreements to which the Company is or may in the future become party, the Company is or may become subject to payment and other obligations. In particular, the permit holders are required to expend the funds necessary to meet the minimum work commitments attaching to the permits and licences. Failure to meet these work commitments will render the permit liable to be cancelled. Further, if any contractual obligations are not complied with when due, in addition to any other remedies which may be available to other parties, this could result in dilution or forfeiture of interests held by the Company.

(dd) **Quotation of Options**

The Company intends for the Options to be quoted on the ASX. Accordingly, the Company will apply for Official Quotation of 13,237,497 Options in accordance with the timetable set out in the Listing Rules. However, the quotation of the Options is subject to the satisfaction of the Listing Rules requirements (including, the spread requirements). Accordingly, if the Company does not satisfy these, the Company will withdraw the application for Official Quotation in respect of the Options and the Options will not be quoted and will remain unlisted, until such time as the Company can satisfy the Listing Rule requirements. The Company intends to apply for quotation of the balance of the Options (being 6,762,500 Options) once the escrow period applicable to those Options ends on 12 April 2024. Again, there is a risk that these Options will not be quoted and remain unlisted.

3.3 General Risks

(a) **Changes in legislation or regulations**

Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in the jurisdictions in which the Company operates may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

(b) **Foreign Exchange Risks**

International prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined on international markets. If the Company achieves success leading to mineral production, the revenue it will derive through the sale of product may also expose the potential income of the Company to further exchange rate risks.

(c) **Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates, including the recent increases in interest rates within Australia and inflation rates within Australia and globally, may have an adverse effect on the general economic outlook and Company's exploration, development and production activities, as well as on its ability to fund those activities.

(d) **Share market**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Company's quoted securities may be subject to fluctuation and may be affected by many factors including but not limited to the following:

- (i) the general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) terrorism and other hostilities; and
- (vii) other factors beyond the control of the Company.

(e) **Liquidity risk**

Liquidity risk is the risk that the Company may encounter difficulties raising funds to meet commitments and financial obligations as and when they fall due. It is the Company's aim in managing its liquidity to ensure that there are sufficient funds to meet its liabilities as and when they fall due. The Company manages liquidity risk by continuously monitoring its actual cash flows and forecast cash flows.

There is no guarantee that there will be an ongoing liquid market for Shares. Accordingly, there is a risk that, should the market for Shares become illiquid, Shareholders will be unable to realise their investment in the Company.

(f) **Safety**

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

(g) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(h) **Litigation**

The Company may in the ordinary course of business become involved in litigation and disputes, for example with service providers, customers or third parties infringing the Company's intellectual property rights. Any such litigation or dispute could involve significant economic costs and damage to relationships with contractors, customers or

other stakeholders. Such outcomes may have an adverse impact on the Company's business, reputation and financial performance.

(i) **Insurance coverage**

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

(j) **Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(k) **Force Majeure risk**

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies and the operations of the Company. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially adversely affected if any of the events described above occurs.

The Company's Share price may continue to be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any further governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The Directors are monitoring the situation closely and have considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain in addition to those impacts already noted above.

(l) **Taxation**

The acquisition and disposal of New Options and Options may have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors of the Company are urged to obtain independent financial advice about the consequences of acquiring securities from a taxation point of view and generally.

3.4 Speculative investment

The above list of risk factors ought not be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above,

may in the future materially affect the financial performance of the Company and the value of the Offer under this Prospectus.

Therefore, the New Options being issued pursuant to this Prospectus carry no guarantee with respect to the returns of capital or their respective market value. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Prospectus.

4. ADDITIONAL INFORMATION

4.1 Continuous disclosure obligations

As the Company is admitted to the Official List, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

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

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer. ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Options under this Prospectus.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office 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;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to in paragraph (i) above and before the lodgement of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus.
- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2023:

Date Lodged	Description of Announcement
23 August 2023	Site Access Finalised at Sylvania Project
22 August 2023	AMEC Presentation 22 nd August 2023
22 August 2023	Multiple Targets Identified for Drilling at Bulga Project
21 August 2023	Julimar West Project Update
15 August 2023	Appendix 4G and Corporate Governance Statement

4.2 Rights and liabilities attaching to the Options and New Options

(a) Entitlement

Each New Option and Option entitles the holder to subscribe for one Share upon exercise of the New Options and/or Option.

(b) Exercise Price

The amount payable upon exercise of each New Option and Option is \$0.30 (**Exercise Price**).

(c) Expiry Date

Each New Option and Option will expire at 5:00 pm (WST) on 12 April 2025 (**Expiry Date**). A New Option and/or Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The New Options and Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The New Options and Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the holding statement (**Notice of**

Exercise) and payment of the Exercise Price for each New Option and Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of New Options and/or Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if admitted to the Official List at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options and/or Options.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

A New Option and/or Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the New Option and/or Option can be exercised.

(l) **Transferability**

The New Options and Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

4.3 Rights and liabilities attaching to the Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares that may be issued pursuant to the exercise of the New Options or Options. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares

are contained in the Corporations Act, Listing Rules and the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) **General meetings and notices**

Each eligible Shareholder is entitled to receive notice of, and, except in certain circumstances, to attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the Listing Rules.

(b) **Voting rights**

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is an eligible Shareholder or a proxy, attorney or representative of an eligible Shareholder has one vote; and
- (iii) on a poll, every person present who is an eligible Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote per Share. On a poll, partly paid Shares confer a fraction of a vote pro-rata to the amount paid up and payable on the Share.

(c) **Dividend rights**

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders, such dividend to be paid only out of the profits of the Company. The Directors may determine the amount, method and time for payment of the Dividend, which are to be apportioned and paid proportionately to the amounts paid or credited as paid on Shares.

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

(d) **Winding-up**

Subject to the Corporations Act, the Listing Rules and any special or preferential rights attaching to any class or classes of shares in the Company, on a winding up of the Company the liquidator may, with the approval of a special resolution, distribute among the Shareholders the whole or any part of the assets of the Company and may determine how such division is to be carried out. The liquidator may also, with the approval of a special resolution, vest the whole or any part of the Company's assets in a trustee on trust for contributories as the liquidator thinks fit.

Sections 254B(2), (3) and (4) of the Corporations Act prescribe certain terms of issue and entitlements with respect to shares in a "no liability" company. Section 254B(2) provides that a share in a no liability company is issued subject to a term that if the company is wound up and a surplus remain, it must be distributed among the parties entitled to it in

proportion to the number of shares held by them irrespective of the amounts paid up on those shares. However, a member who is in arrears in payment of a call on a share, but whose shares have not been forfeited, is entitled to participate in the distribution of that surplus if the full amount outstanding in respect of the call is first paid.

Section 254B(3) provides that if a no liability company is wound up having ceased to carry on business within 12 months after its registration, those of its shares that were issued for cash (to the extent of the capital contributed by subscribing shareholders) must on a winding up rank in priority to shares issued to vendors or promoters, or both, for consideration other than for cash.

Additionally, section 254B(4) provides that shareholders that were vendors or promoters of a no liability company are not entitled to any preference upon a winding up of that company at any time, notwithstanding anything contained in the company's constitution or the terms on which the shares were issued.

(e) **Shareholder liability**

The Shares that may be issued pursuant to the exercise of the New Options or Options offered under this Prospectus are fully paid ordinary shares. There is no liability on a holder of those Shares to contribute any further amount to the Company in respect of those Shares.

(f) **Transfer of shares**

Holders of Shares may transfer them by proper transfer. The Company may participate in any computerised or electronic system for market settlement, securities transfer and registration conducted in accordance with the Corporations Act, Listing Rules and the operating rules of a CS Facility (as defined in the Corporations Act), in which case, Shares may be transferred and transfers may be registered in any manner required or permitted by the Listing Rules or those operating rules.

The Company may refuse to register a transfer of Shares where the refusal to register the transfer is permitted under the Listing Rules.

(g) **Future increase in capital**

The Board of Directors may (subject to the restrictions on the issue of Shares imposed by the Constitution, the Corporations Act and the Listing Rules), issue Shares, grant options in respect of Shares, or otherwise dispose of further Shares as the Board may determine and on any terms the Board considers appropriate.

(h) **Unmarketable parcels**

Provided that the Company complies with certain requirements as dictated by the Constitution, the Listing Rules and the Corporations Act, the Company may sell all the Shares of a holder who has an unmarketable parcel of Shares.

(i) **Variation of rights**

Subject to the Corporations Act, the Company may, with the sanction of special resolution passed at a meeting of shareholders or with the written consent of holders of three quarter of the issued shares, vary the rights and privileges attached to any class of Shares.

(j) **Alteration of constitution**

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

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

(k) **Directors**

Details of the powers and duties of Directors are contained in the Constitution.

(l) **Share buy backs**

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

(m) **Listing Rules**

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

4.4 Interests of Directors, experts and advisors

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

- (i) Director or proposed Director;
- (ii) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (iii) promoter of the Company; or
- (iv) financial services licensee named in this Prospectus as a financial services licensee involved the Offer,

holds, or has held within 2 years before the date of this Prospectus, any interest in the Offer or in the formation or promotion of, or in any property acquired or proposed to be acquired by, the Company in connection with its formation or promotion or the Offer.

- (b) Other than as set out below or elsewhere in the Prospectus, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:
- (i) to a Director or proposed Director to induce him to become, or to qualify him as, a director of the Company; or
 - (ii) for services provided in connection with the formation or promotion of the Company or the Offer by any Director or proposed Director, any person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, any promoter of the Company, or any underwriter or financial services licensee named in this Prospectus as an underwriter or financial services licensee involved in the Offer.

Larri Legal will be paid fees of approximately \$10,000 (plus GST) in relation to the preparation of this Prospectus.

4.5 Details of interests

(a) Directors' security holdings

Directors' interests in Shares, Options and Performance Rights as at the date of this Prospectus are as follows:

Director	Shares	Options ⁴
Peter Lewis ¹	444,000	830,823 ³
John Traicos	-	830,823 ³
Peter Michael ²	589,646	830,823 ³
Notes:		
1. Indirectly held by P. B. Lewis & Co Pty Ltd as Trustees for the Lewis Family Trust.		
2. Indirectly held by Altona Property Group Pty Ltd <the PBM A/C>.		
3. Balance comprises 276,941 Class A incentive options, 276,941 Class B incentive options and 276,941 Class C incentive options. Options have an exercise price of \$0.20 and expire 12 April 2025. All incentive options held by the Directors are escrowed until 12 April 2024.		
4. The board has resolved to issue a further 3,300,000 incentive options to the Directors which will be subject to various milestones, subject to shareholder approval. Refer to Section 4.5(b) below for further details.		

(b) Director's remuneration

The remuneration paid or payable to Directors for the 2 years prior to the date of this Prospectus is as follows:

Director	FY	Cash Remuneration	Superannuation	Equity Based Payments	Total
Peter Lewis ¹	2023	\$48,000	-	-	\$48,000
	2022	\$34,300	-	\$32,795	\$67,095
John Traicos ²	2023	\$60,000	-	-	\$60,000
	2022	\$34,300	-	\$32,795	\$67,095

Peter Michael ³	2023	\$42,191	-	-	\$42,191
	2022	\$34,300	-	\$32,795	\$67,095
Notes:					
1. Peter Lewis entered into an agreement for the provision of Non-Executive Director services commencing 6 September 2021 and a letter of variation with an effective date of 1 March 2023. Mr Lewis' directors fees are paid to P B Lewis & Co Pty Ltd, of which Mr Lewis is a Director.					
2. John Traicos entered into an agreement for his appointment as Non-Executive Director on 6 September 2021 and a consultancy agreement commencing on 1 July 2022. Fees payable to Mr Traicos' are paid to Cressing Pty Ltd <Traicos Family Trust>, of which Mr Traicos is a director.					
3. Peter Michael entered into an agreement for the provision of Non-Executive Director on 6 September 2021. Mr Michael's directors fees are paid to him personally.					

Remuneration payable from 1 July 2023 is as follows:

- (i) Peter Lewis will be paid a fee of \$60,000 per annum for his services as Non-Executive Chairman;
- (ii) John Traicos will be paid a fee of \$48,000 per annum for his services as Non-Executive Director. In addition to the above remuneration, Mr Traicos will be paid an additional \$18,000 per annum pursuant to a consultancy agreement commencing 1 July 2022 for the provision of executive services in the role of managing the day-to-day operations and administration of the Company; and
- (iii) Peter Michael will be paid a fee of \$42,000 per annum for his services as Non-Executive Director.

In addition to the above remuneration, the Company has agreed to issue the Directors a total of 3,300,000 incentive options (each incentive option conditional to the achievement of certain milestones) with such issue being subject to Shareholder approval. The Company intends to seek Shareholder approval for the issue at its upcoming Annual General Meeting due to be held in the coming months. Refer to page 12 of the Company's 2023 Annual Report for further information on the proposed issue of incentive options.

4.6 Substantial Holders

Based on publicly available information as at the date of this Prospectus, the following Shareholders are substantial shareholders of the Company.

Shareholder Name	Number of Shares	Percentage
Oceanic Capital Pty Ltd and St Barnabas Investments Pty Ltd <The Melvista Family A/C>	20,440,000	25.75%
Glen Goulds	6,875,000	8.66%
Alladrenalin Pty Ltd <Panorama Discretionary A/C>	4,880,000	6.15%

There will be no change to the substantial holders on completion of the Offer.

4.7 Market Prices

The highest and lowest market sale prices of the Company's Shares during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

Highest: \$0.27 per Share on 23 August 2023.

Lowest: \$0.074 per Share on 9 June 2023.

The last available market sale price of Shares on ASX prior to the date of this Prospectus was \$0.16 per Share on 8 September 2023.

4.8 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Securities), the Directors, the persons named in the Prospectus with their consent as proposed directors, any underwriters, persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

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

Larri Legal has given its written consent to being named as the solicitors to the Company in this Prospectus. Larri Legal has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

4.9 Expenses of the Offer

The estimated expenses of the Offer (exclusive of GST) are as follows:

Expense	Amount
Legal fees	\$10,000
ASIC fees	\$3,206
Total	\$13,206

4.10 Litigation

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

5. DIRECTORS' AUTHORISATION

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.



Mr Peter Lewis
Non-Executive Chairman
For and on behalf of
Western Yilgarn NL

6. DEFINITIONS

Definitions used in this Prospectus are as follows:

Advisor means various advisors or consultants of the Company who provided corporate, legal, financial or company secretarial services to the Company as part of the Company's recapitalisation under the DOCA and re-admission to the Official List .

Advisor Securities has the meaning given to that term in Section 2.3.

Application Form means an application form attached to or accompanying this Prospectus.

Application Monies means the amount of money in dollars and cents payable for New Options at \$0.01 per New Option pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of Directors of the Company from time to time.

Business Day means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means the date that the Offer closes which is 5.00pm (WST) on 12 September 2023 or such other time and date as the Directors determine.

Company means Western Yilgarn NL (ACN 112 914 459).

Constitution means the constitution of the Company.

Convertible Notes means convertible notes issued by the Company between January and February, each having a face value of \$1, maturing 18-months after issue, attracting interest at 6% per annum (repayable in cash) and which convert into securities in the Company in various circumstances including on completion of a qualifying capital raising by the Company.

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

Director means a director of the Company.

Listing Rules means the official listing rules of the ASX from time to time.

New Options means the 10,000 options in the capital of the Company offered pursuant to this Prospectus on the terms and conditions set out in Section 4.2 of this Prospectus.

Offer means the offer of the New Option referred to in the "Details of the Offer" Section of the Prospectus.

Offer Period means the period commencing on the Opening Date and ending on the Closing Date.

Official List means the official list of the ASX.

Official Quotation means quotation of New Options and Options on the Official List.

Opening Date means the first date for receipt of completed Application Forms which is 4:00pm (WST) on 11 September 2023 or such other time and date as the Directors determine.

Option means an option to acquire a Share on the terms and conditions set in Section 4.2 of this Prospectus.

Placement has the meaning given to that term in Section 2.3.

Prospectus means this prospectus dated 11 September 2023.

Re-Listing Prospectus has the meaning given to that term in Section 2.3.

Section means a section of this Prospectus.

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

Shareholder means a holder of Shares.

Share Registry means Automatic Registry Services.

WST means Western Standard Time in Australia.