



Prospectus

Calidus Resources Limited
(ACN 006 640 553)

This Prospectus is primarily being issued for the offer of up to 26,086,956 Shares at an issue price of \$0.115 per Share and 13,043,478 New Quoted Options to Eligible Shareholders, on the basis of one (1) free-attaching New Quoted Option for every two (2) Shares subscribed for under the SPP, to raise up to \$3,000,000 (before costs) (**SPP Offer**).

This Prospectus is also being issued for the SPP Shortfall Offer and Placement Options Offer described in this Prospectus.

Important Notice

This is an important document and requires your immediate attention. It should be read in its entirety. If you are in doubt about what to do, you should consult your professional adviser without delay.

An investment in the Securities offered in connection with this Prospectus should be considered of a speculative nature.

This Prospectus may not be released to US wire services or distributed in the United States.

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Important information

This Prospectus is dated 23 April 2024 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

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

The Securities offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

A copy of this Prospectus is available for inspection at the registered office of the Company at Suite 12, 11 Ventnor Avenue, West Perth WA 6005, during normal business hours. The Prospectus will also be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company. The Offers contemplated by this Prospectus are only available in electronic form to persons receiving an electronic version of this Prospectus within Australia.

Applications for Securities under the Offers will only be accepted on an original Application Form which accompanies this Prospectus. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

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

No action has been taken to permit the offer of Securities under this Prospectus in any jurisdiction other than Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Quoted Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website (<https://www.calidus.com.au/>). A copy of the TMD will be distributed to Eligible Shareholders and Placement Participants who fall within the target market.

This Prospectus is important and should be read in its entirety before deciding to participate in the Offers. This Prospectus does not take into account the investment objectives, financial, taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay.

This Prospectus includes forward looking statements that have been based on current expectations about future acts, events and circumstances. These forward looking statements are, however, subject to risks, uncertainties and assumptions that could cause those acts, events and circumstances to differ materially from the expectations described in the forward looking statements. The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Directors 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.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities and 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.

Definitions of certain terms used in this Prospectus are contained in Section 8. All references to currency are to Australian dollars and all references to time are to AWST, unless otherwise indicated. Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

Notice to nominees and custodians

Nominees and custodians may not distribute this Prospectus, and may not permit any beneficial shareholder to participate in the Offers, in any country outside Australia and New Zealand except, with respect to the Placement Options Offer, to Placement Participants in other Permitted Jurisdictions or with the consent of the Company where the Company may determine it is lawful and practical to make the Offers.

ASIC Instrument

In certain circumstances, a listed company may undertake a share purchase plan in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument)*. The ASIC Instrument allows a share purchase plan to be conducted without the use of a prospectus.

The ASIC Instrument requires that the Company must not issue Shares under the SPP Offer unless the application price for Shares issued to an Eligible Shareholder under the SPP Offer, together with the total application price of Shares issued to that Eligible Shareholder under another share purchase plan conducted by the Company within 12 months before the date of issue of Shares under the SPP Offer, does not exceed \$30,000. Given the Company issued Shares under its Previous SPP on 6 June 2023, and is proposing to issue Shares under the SPP Offer on 15 May 2024, Eligible Shareholders who participated in the Previous SPP would be limited in the number of Shares they could subscribe for under the SPP Offer if the Company relied upon the ASIC Instrument. In order for all Eligible Shareholders to have the ability to apply for up to \$30,000 under the SPP Offer, the Company has elected to conduct the SPP Offer under this Prospectus rather than rely on the relief granted by the ASIC Instrument.

Corporate Directory

Directors	
Mark Connelly	Non-Executive Chair
David Reeves	Managing Director
John Ciganek	Non-Executive Director
Kate George	Non-Executive Director
Key Management Personnel	
Julia Beckett	Company Secretary
Registered and Principal Office	Share Registry*
Suite 12 11 Ventnor Avenue West Perth WA 6005 Phone: +61 8 9178 8950 Email: info@calidus.com.au Website: https://www.calidus.com.au/	Automic Pty Ltd Level 5, 191 St Georges Terrace Perth, WA 6000 Telephone: 1300 288 664 (within Australia) +61 2 9698 5414 (outside Australia)
Auditor*	Solicitors
Moore Australia Audit (WA) Level 15, Exchange Tower 2 The Esplanade Perth WA 6000	Hamilton Locke Central Park Building Level 48, 152 - 158 St Georges Terrace Perth WA 6000
ASX Code: CAI	

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

PROPOSED TIMETABLE FOR OFFERS

Event*	Date
Record Date (7.00pm AEDT) for entitlement to participate in SPP Offer	21 March 2024
Opening Date of Offers	23 April 2024
Closing Date of SPP Offer and Placement Options Offer (5.00pm AEST)	8 May 2024
General Meeting held	14 May 2024
Announcement of results of the SPP Offer and issue of Securities under the SPP Offer and Placement Options Offer	15 May 2024
Anticipated date of Official Quotation of Securities issued under the SPP Offer and Placement Options Offer	16 May 2024
Closing Date of the SPP Shortfall Offer and issue of Securities pursuant to the SPP Shortfall Offer (if any)	14 August 2024

* The dates and times noted above are indicative only and subject to change. Any material changes will be notified by the Company to ASX. The Company reserves the right to amend any or all of these dates and times, including amending the Closing Date of the Offers, without prior notice subject to the Corporations Act, the Listing Rules and other applicable laws. Accordingly, Applicants are encouraged to submit their Application Form as early as possible.

Investment Overview

This Section is intended to highlight key information for potential investors. It is an overview only, and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in Securities.

Key Information	Further Information
<p>Transaction specific prospectus</p> <p>This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities and 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.</p> <p>In certain circumstances, a listed company may undertake a share purchase plan in accordance with <i>ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument)</i>. The ASIC Instrument allows a share purchase plan to be conducted without the use of a prospectus once in any consecutive 12-month period.</p> <p>Given the Company issued Shares under its Previous SPP on 6 June 2023, and is proposing to issue Shares under the SPP Offer on 15 May 2024, Eligible Shareholders who participated in the Previous SPP would be limited in the number of Shares they could subscribe for under the SPP Offer if the Company relied upon the ASIC Instrument. In order for all Eligible Shareholders to have the ability to apply for up to \$30,000 under the SPP Offer, the Company has elected to conduct the SPP Offer under this Prospectus rather than rely on the relief granted by the ASIC Instrument.</p>	
<p>SPP Offer</p> <p>The SPP Offer is an offer to each Eligible Shareholder to apply for a maximum of \$30,000 worth of SPP Shares at an issue price of \$0.115 per SPP Share and one (1) free-attaching New Quoted Option for every two (2) SPP Shares subscribed for and issued, to raise up to \$3,000,000 (before costs) (together, the SPP Securities).</p> <p>Exception 5 in Listing Rule 7.2 (LR Exception) is only available once in any 12 month period and the Company issued Shares under the Previous SPP pursuant to the LR Exception within the 12 months prior to the proposed issue date of the SPP Shares under the SPP Offer. Therefore, the issue of SPP Shares under the SPP Offer is subject to Shareholder approval at the Company's General Meeting.</p> <p>The issue of New Quoted Options under the SPP Offer is also subject to Shareholder approval at the Company's General Meeting.</p>	Sections 1(b) and 2.1(a)
<p>SPP Shortfall Offer</p> <p>Any SPP Shares and free-attaching New Quoted Options to those SPP Shares (on a one (1) for two (2) basis) not taken up pursuant to the SPP Offer and under this Prospectus (SPP Shortfall Securities) will form the SPP Shortfall Offer which may be offered by the Company to any investors (including Eligible Shareholders) as a separate placement at the discretion of the Directors. The offer of SPP Shortfall Securities under the SPP Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open after the Closing Date of the SPP Offer and Placement Options Offer.</p>	Sections 1(b) and 2.1(b)

Key Information	Further Information
<p>Placement Options Offer</p> <p>The Company has agreed, subject to obtaining Shareholder approval at the General Meeting, to issue participants in the Placement, one (1) free attaching New Quoted Option for every two (2) Placement Shares subscribed for and issued under the Placement (Placement Options).</p>	<p>Sections 1(a) and 2.1(c)</p>
<p>Conditional Offers</p> <p>Each Offer under this Prospectus is conditional upon separate Shareholder approval under Listing Rule 7.1 being obtained at the General Meeting.</p> <p>If Shareholder approval is not obtained at the General Meeting for the issue of the relevant Securities the subject of an Offer, that Offer will not proceed and any Application Monies received pursuant to that Offer will be returned to the Applicants.</p>	<p>Section 2.3</p>
<p>Purpose of the Prospectus</p> <p>The purpose of this Prospectus is to:</p> <ul style="list-style-type: none"> • make the Offers with disclosure under Part 6D of the Corporations Act and enable the on-sale of the Securities issued pursuant to the Offers; and • ensure that the on-sale of the Shares issued on conversion of the New Quoted Options do not breach section 707(3) of the Corporations Act. 	<p>Section 2.4</p>
<p>Oversubscriptions</p> <p>The Directors may, in their absolute discretion, decide to increase acceptances under the SPP Offer in the event of oversubscriptions, subject to compliance with the ASX Listing Rules and Corporations Act.</p>	<p>Section 2.1(a)</p>
<p>What is the issue price of the Offers?</p> <p>The Shares are being issued under the SPP Offer and SPP Shortfall Offer at an issue price of \$0.115 per Share (being the same issue price as the Shares issued under the Placement).</p> <p>The New Quoted Options are being issued under the SPP Offer, SPP Shortfall Offer and the Placement Options Offer for no additional consideration as they are being issued on a free-attaching basis to participants in the SPP, SPP Shortfall and Placement.</p>	<p>Section 2.1</p>
<p>Who is eligible to subscribe under the Offers?</p> <p>SPP Offer: Only Eligible Shareholders may participate in the SPP Offer and apply for up to \$30,000 worth of Shares at an issue price of \$0.115 per Share, being the same price at which the Placement Participants participated in the Placement. 'Eligible Shareholders' for the purpose of the SPP Offer are Shareholders:</p> <ul style="list-style-type: none"> • who were registered holders of Shares on the Record Date; • whose registered address in the Company's register of members is in Australia, New Zealand or the United Kingdom (subject to the restrictions described in Section 2.17 below); and • are not in the United States nor acting for the account or benefit of a person in the United States. 	<p>Section 2.2</p>

Key Information	Further Information																								
<p>SPP Shortfall Offer: Only investors invited by the Directors are eligible to participate in the SPP Shortfall Offer.</p> <p>The Placement Options Offer: Only investors who participated in the Placement and were issued Placement Shares are eligible to participate in the Placement Options Offer.</p>																									
<p>What are the terms of the New Quoted Options?</p> <p>The terms of the New Quoted Options to be issued under the Offers are the same. The New Quoted Options will be exercisable at \$0.17 each and expire on 15 November 2026. Application has been made for the New Quoted Options to be quoted on ASX. The full terms of the New Quoted Options are set out in Section 5.2.</p>	Section 5.2																								
<p>Are the Offers underwritten?</p> <p>The Offers are not underwritten.</p>	Section 2.7																								
<p>Effect on control of the Company</p> <p>The Company is of the view that the Offers will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. So far as the Company is aware, no new investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offers.</p>	Section 3.3																								
<p>Indicative Capital Structure</p> <p>The effect of the Offers on the capital structure is set out below (assuming no other Securities are issued and no other existing Securities are exercised):</p> <table><tr><th></th><th>Shares</th><th>Quoted Options</th><th>Unquoted Options</th></tr><tr><td>Existing Securities on issue</td><td>760,954,238</td><td>59,059,271</td><td>19,896,588</td></tr><tr><td>Maximum SPP Securities to be issued under SPP Offer and/or SPP Shortfall Offer</td><td>26,086,956</td><td>13,043,478</td><td>-</td></tr><tr><td>Maximum New Quoted Options to be issued under Placement Options Offer</td><td>-</td><td>71,826,086</td><td>-</td></tr><tr><td>Maximum Director Placement Shares</td><td>1,043,476</td><td>-</td><td>-</td></tr><tr><td>Total</td><td>788,084,670</td><td>143,928,835</td><td>19,896,588</td></tr></table> <p>Further details in respect of the Company's capital structure are set out in Section 3.1.</p> <p>The unaudited pro forma statement of financial position showing the effect of the Offers is set out in Section 3.5.</p>		Shares	Quoted Options	Unquoted Options	Existing Securities on issue	760,954,238	59,059,271	19,896,588	Maximum SPP Securities to be issued under SPP Offer and/or SPP Shortfall Offer	26,086,956	13,043,478	-	Maximum New Quoted Options to be issued under Placement Options Offer	-	71,826,086	-	Maximum Director Placement Shares	1,043,476	-	-	Total	788,084,670	143,928,835	19,896,588	Section 3.1
	Shares	Quoted Options	Unquoted Options																						
Existing Securities on issue	760,954,238	59,059,271	19,896,588																						
Maximum SPP Securities to be issued under SPP Offer and/or SPP Shortfall Offer	26,086,956	13,043,478	-																						
Maximum New Quoted Options to be issued under Placement Options Offer	-	71,826,086	-																						
Maximum Director Placement Shares	1,043,476	-	-																						
Total	788,084,670	143,928,835	19,896,588																						

Key Information	Further Information
<p>Use of funds</p> <p>Funds raised from the Offers will be primarily applied towards:</p> <ul style="list-style-type: none"> • general working capital to strengthen the Company's balance sheet; and • costs of the Offers and Placement. 	Section 3.2
<p>What are the risks of a further investment in the Company?</p> <p>Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4, including (but not limited to) risks in respect of:</p> <ul style="list-style-type: none"> • Uncertainty of operations, development of projects and exploration: Mining operations, associated future development activities and sustaining exploration are highly speculative, involve many risks and may be unsuccessful. The Company's ability to sustain or increase its proposed forecast levels of production is dependent on its ability to operate to set budgets and plans and the success of development of projects associated with the life of mine business plan. As a result of the uncertainties involved in these activities, the development and operation of projects may not occur on time, on budget, or at all, which would adversely affect the Company's results of operation and its financial condition. • Future capital requirements: The Company believes its available cash following its recent capital raisings will be adequate to fund its business objectives in the short term, however, the Company may require further financing in the future. Any additional financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Although the Directors believe that additional funding can be obtained, no assurances can be made that appropriate funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed it will likely have a material adverse effect on the Company's activities. • Financing risks: If the Company fails to comply in all material respects with the terms of its finance agreements, its financiers may seek immediate repayment of amounts drawn plus interest and costs, terminate all hedging transactions and enforce its rights under the financing documents. This action would likely have a material adverse effect on the Company's activities. • Risks as to forecasts: The Company has prepared forecasts for its operations. These forecasts, although considered to have reasonable grounds, may be adversely affected by a range of factors. Adjustments to these factors may increase the cost of mining or delay or halt planned commissioning, ramp up and production, which could adversely affect our results of operations or decrease the value of the Company's assets. • Mining industry risks: Risks generally applicable to mineral exploration, development and producing entities in Western Australia apply to the Company, including (without limitation): risks as to Ore Reserve and Mineral Resource estimates, tenure of tenements and renewals, land access requirements, commodity prices, land access, environmental and government regulation, occupational health and safety, native title and cultural heritage. 	Section 4
<p>Are the Directors participating in the Offers?</p> <p>The relevant interest of each of the Directors in Securities as at the date of this Prospectus is set out in the table below:</p>	Section 6.8(a)

Key Information					Further Information
Director	Shares	Voting Power (%)	Unquoted Options	Entitlement to New Quoted Options	
Mark Connelly	1,089,453	0.14	156,333	86,956	
David Reeves	22,137,336	2.91	427,474	434,782	
John Ciganek	69,074	0.01	204,814	-	
Kate George	306,527	0.04	123,334	-	
<p>Subject to receipt of Shareholder approval under Listing Rule 10.11 at the General Meeting, Directors Mark Connelly and David Reeves will participate in the Placement and will be entitled to subscribe for up to 86,956 and 434,782 New Quoted Options under the Placement Options Offer, respectively.</p> <p>No Director will subscribe for SPP Securities under the SPP Offer and will not be offered any Securities in the SPP Shortfall Offer.</p>					
<p>Forward looking statements</p> <p>This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.</p> <p>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 considered reasonable.</p> <p>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, the Directors and the management.</p> <p>The Directors 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.</p> <p>The Directors 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.</p> <p>These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.</p>					Section 4

1. Background of the Offers

On 22 March 2024, the Company announced a two stage capital raising comprising a two-tranche placement (**Placement**) and share purchase plan (**SPP**) to raise an aggregate amount of up to \$19,520,000 (before costs) (**Capital Raising**).

An overview of the Capital Raising is set out below:

(a) Placement

The Company has received firm commitments to issue a total of 143,652,172 Shares at an issue price of \$0.115 per Share (**Placement Shares**) to raise \$16,520,000 (before costs).

The Placement is comprised of the following tranches:

(i) **Tranche 1 Placement:** 142,608,696 Placement Shares issued to unrelated institutional, sophisticated and professional investors (**Tranche 1 Placement Participants**) on 28 March 2024 without disclosure under the Corporations Act and utilising the Company's available placement capacity under Listing Rules 7.1 and 7.1A as follows:

(A) 81,937,534 Placement Shares under Listing Rule 7.1; and

(B) 60,671,162 Placement Shares under Listing Rule 7.1A; and

(ii) **Tranche 2 Placement:** 1,043,476 Placement Shares to Directors Mark Connelly and David Reeves (or their respective nominees) subject to receipt of Shareholder approval pursuant to Listing Rule 10.11 at the General Meeting (**Director Placement Shares**).

The Company has agreed, subject to obtaining Shareholder approval at the General Meeting, to issue participants in the Placement, one (1) free attaching New Quoted Option for every two (2) Placement Shares subscribed for and issued (refer to Section 5.2 for the terms and conditions of the New Quoted Options).

The New Quoted Options offered under the Placement are being offered pursuant to this Prospectus and will be issued subject to Shareholder approval under Listing Rule 7.1 being obtained at the General Meeting. Further details in respect of the Placement Options Offer are set out in Section 2.1(c).

(b) SPP

The Company is offering Shareholders who were registered as a holder of Shares as at 7.00pm (AEDT) on 21 March 2024 (**Record Date**) and whose registered address is in Australia, New Zealand or the United Kingdom (**Eligible Shareholders**) the opportunity to apply for a maximum of \$30,000 worth of new Shares (**SPP Shares**) at an issue price of \$0.115 per Share (**Issue Price**).

On the last trading day immediately prior to the announcement date of the SPP Offer, the closing price of the Shares trading on the ASX was \$0.165 per Share. The Issue Price is a 30.3% discount to that closing price. The Issue Price is a 23.8% discount to the 5-day VWAP of \$0.1508 prior to the announcement date of the SPP Offer.

In the event that less than \$3,000,000 is applied for under the SPP Offer by Eligible Shareholders, the Directors may seek to place that number of SPP Shares at an issue price of \$0.115 per Share to raise up to \$3,000,000 when combined with the amount raised under the SPP Offer (subject to the ASX Listing Rules and Corporations Act) (**SPP Shortfall**).

The Company has also agreed to offer SPP Subscribers who participate in the SPP and SPP Shortfall, one (1) free-attaching New Quoted Option for every two (2) SPP Shares subscribed for and issued under the SPP and SPP Shortfall respectively (refer to Section 5.2 for the terms and conditions of the New Quoted Options).

The Securities offered under the SPP and SPP Shortfall are being offered pursuant to this Prospectus and will be issued subject to Shareholder approval under Listing Rule 7.1 being obtained at the General Meeting. Further details in respect of the SPP Offer and SPP Shortfall Offer are set out in Sections 2.1(a) and 2.1(b).

2. Details of the Offers

2.1 The Offers

(a) SPP Offer

The SPP Offer is an offer to each Eligible Shareholder to apply for a maximum of \$30,000 worth of SPP Shares at an issue price of \$0.115 per Share and one (1) free-attaching New Quoted Option for every two (2) SPP Shares subscribed for, to raise up to \$3,000,000 (before costs) (together, the **SPP Securities**).

Exception 5 in Listing Rule 7.2 (**LR Exception**) is only available once in any 12 month period and the Company issued Shares under the Previous SPP pursuant to the LR Exception within the 12 months prior to the proposed issue date of the Shares under the SPP Offer. Therefore, the issue of the SPP Securities under the SPP Offer is subject to Shareholder approval at the Company's General Meeting.

All of the SPP Shares offered under the SPP Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.1 for further information regarding the rights and liabilities attaching to the Shares.

The New Quoted Options offered under the SPP Offer will be exercisable at \$0.17 each and expire on 15 November 2026 and otherwise on the terms set out in Section 5.2. All of the Shares issued upon exercise of the New Quoted Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.1 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the SPP Offer is to raise \$3,000,000 (before costs). The SPP Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any SPP Securities offered under the SPP Offer.

(b) SPP Shortfall Offer

Any SPP Shares and free-attaching New Quoted Options to those SPP Shares (on a one (1) for two (2) basis) not taken up pursuant to the SPP Offer and under this Prospectus (**SPP Shortfall Securities**) will form the SPP Shortfall Offer which may be offered by the Company to any investors (including Eligible Shareholders) as a separate placement at the discretion of the Directors. The offer of SPP Shortfall Securities under the SPP Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open after the Closing Date of the SPP Offer and Placement Options Offer.

The issue price of Shares offered under the SPP Shortfall Offer will be \$0.115 each, which is the issue price at which SPP Shares are offered to Eligible Shareholders under the SPP Offer. The Shares issued under the SPP Offer will be deducted from the Shares issued under the SPP Shortfall Offer so that the total number of Shares issued under the SPP Offer and the SPP Shortfall Offer is 26,086,956.

All of the Shares offered under the SPP Shortfall Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.1 for further information regarding the rights and liabilities attaching to the Shares.

The New Quoted Options offered under the SPP Shortfall Offer will be exercisable at \$0.17 each and expire on 15 November 2026 and otherwise on the terms set out in Section 5.2, being the same terms on which the New Quoted Options are offered under the SPP Offer. All of the Shares issued upon exercise of the New Quoted Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.1 for further information regarding the rights and liabilities attaching to the Shares.

The Directors do not represent that any application to participate in the SPP Shortfall Offer will be successful. The Company reserves the right to issue to an Applicant for Securities under the SPP Shortfall Offer a lesser number of Securities than the number applied for or reject an application or not proceed with the issuing of the Securities pursuant to the SPP Shortfall Offer or part thereof. If the number of Securities issued to an Applicant is less than the number applied for by the Applicant, surplus Application Monies will be refunded to the Applicant in full. Interest will not be paid on any Application Monies refunded.

If you are invited to subscribe for Securities pursuant to the SPP Shortfall Offer, and you wish to subscribe, please complete an SPP Shortfall Application Form.

(c) Placement Options Offer

The Placement Options Offer is an offer of one (1) free attaching New Quoted Option for every two (2) Placement Shares subscribed for and issued under the Placement.

Based on the number of Placement Shares issued under the Tranche 1 Placement and number of Director Placement Shares to be issued subject to receipt of Shareholder approval pursuant to Listing Rule 10.11 at the General Meeting, up to 71,826,086 New Quoted Options may be issued under the Placement Options Offer. No funds will be raised from the issue of the New Quoted Options.

The New Quoted Options offered under the Placement Options Offer will be exercisable at \$0.17 each and expire on 15 November 2026 and otherwise on the terms set out in Section 5.2. All of the Shares issued upon exercise of the New Quoted Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.1 for further information regarding the rights and liabilities attaching to the Shares.

2.2 Eligibility of the Offers

(a) The SPP Offer

Only Eligible Shareholders may participate in the SPP Offer. 'Eligible Shareholders' for the purpose of the SPP Offer are Shareholders:

- (i) who were registered holders of Shares on the Record Date; and
- (ii) whose registered address in the Company's register of members is in Australia, New Zealand or the United Kingdom (subject to the restrictions described in Section 2.17 below); and
- (iii) are not in the United States nor acting for the account or benefit of a person in the United States.

The Company has determined that it would be unreasonable to extend the SPP Offer to Shareholders with registered addresses in jurisdictions other than Australia, New

Zealand and the United Kingdom. The Company has formed this view having considered:

- (i) the number and value of the Securities that would be offered to those Shareholders; and
- (ii) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

If an Eligible Shareholder is the only registered Shareholder of a holding of Shares but receives more than one SPP Offer (for example because they hold Shares in more than one capacity), they may only apply for one parcel of Shares with a value of up to \$30,000. Shareholders that are joint holders or have multiple registered holdings of existing Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and joint holders are entitled to participate in the SPP Offer in respect of that single holding only.

The Company reserves the right to reject any application for SPP Securities under this Prospectus to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

The Board reserves the right to reject or scale back any applications in whole or in part at its absolute discretion (**Scale Back**). If there is a Scale Back, Eligible Shareholders may not receive all the SPP Securities for which they have applied. In the event of a Scale Back, the Company intends to prioritise allocations to retail Eligible Shareholders over institutional Eligible Shareholders (as determined by the Company). However, the Company may in its absolute discretion determine to apply the Scale Back to the extent and in the manner it sees fit, which may include taking into account a number of factors including, but not limited to:

- (i) the size of the Applicant's shareholding at the Record Date;
- (ii) the extent to which the Applicant has sold or purchased Shares since the Record Date;
- (iii) whether the Applicant has multiple registered holdings;
- (iv) the date on which the Applicant's application was made; and
- (v) the total number of applications and SPP Shares subscribed for by Eligible Shareholders.

Directors may also, in their absolute discretion, decide to increase acceptances in the event of oversubscriptions, subject to compliance with the ASX Listing Rules and Corporations Act. Participation in the SPP Offer is optional and is subject to the terms and conditions set out in this Prospectus.

(b) **The SPP Shortfall Offer**

Only investors invited by the Directors are eligible to participate in the SPP Shortfall Offer.

(c) **The Placement Options Offer**

Only investors who participated in the Placement and were issued Placement Shares are eligible to participate in the Placement Options Offer.

2.3 Conditional Offers

Each Offer under this Prospectus is conditional upon separate Shareholder approval under

Listing Rule 7.1 being obtained at the General Meeting.

If Shareholder approval is not obtained at the General Meeting for the issue of the relevant Securities the subject of an Offer, that Offer will not proceed and any Application Monies received pursuant to that Offer will be returned to the Applicants.

2.4 Purpose of the Prospectus

Section 707(3) of the Corporations Act generally requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months of the date of their issue.

The Corporations Act provides an exception to section 707(3) where an entity issues a 'cleansing' notice under section 708A(5). However, the Company is precluded from issuing a 'cleansing' notice in respect of the New Quoted Options as they are not in a class of securities that were quoted securities at all times in the last 3 months.

The Company is also unable to rely on disclosure relief provided by *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument)* as:

- (d) *in respect to the issue of New Quoted Options under the SPP Offer:* it doesn't extend to the offer of options under a share purchase plan; and
- (e) *in respect to the issue of SPP Shares under the SPP Offer:* in order for all Eligible Shareholders to have the ability to apply for up to \$30,000 under the SPP Offer, the Company has elected to conduct the SPP Offer under this Prospectus rather than rely on the relief granted by the ASIC Instrument.

Consequently, the Company has issued this Prospectus for the offers of the SPP Shares and New Quoted Options.

This Prospectus has also been issued to facilitate secondary trading of the Shares issued upon exercise of the New Quoted Options issued under the Offers. Issuing the New Quoted Options under this Prospectus will enable persons who are issued the New Quoted Options to on-sell the Shares issued on exercise of the New Quoted Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

Accordingly, the purpose of this Prospectus is to:

- (a) make the Offers with disclosure under Part 6D of the Corporations Act and enable the on-sale of the Securities issued pursuant to the Offers; and
- (b) ensure that the on-sale of the Shares issued on conversion of the New Quoted Options do not breach section 707(3) of the Corporations Act.

2.5 Opening and Closing Date

As set out in the Proposed Timetable, the Offers will open on 23 April 2024 (**Opening Date**) and are anticipated to close as follows:

- (a) **SPP Offer and Placement Options Offer Closing Date:** 5:00pm (AEST) on 8 May 2024; and
- (b) **SPP Shortfall Offer Closing Date:** No later than 5:00pm (AWST) on 14 August 2024 (being three months after the date of the General Meeting, assuming the proposed issue of the SPP Securities was approved by Shareholders),

(each a **Closing Date**).

The above dates are indicative only and subject to change without notice. The Company may vary these dates, including to close the Offers early, extend the Closing Date or to withdraw the Offers at any time prior to issue of the Securities. 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.

The Company will accept Application Forms for the Offers from the Opening Date until 5.00pm (AEST) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules.

2.6 Minimum subscription

There is no minimum subscription under any Offer.

2.7 No underwriting

The Offers are not underwritten.

2.8 Withdrawal of Offers

The Directors may at any time decide to withdraw this Prospectus and the Offers, or any part of the Offers.

2.9 No rights trading

The rights to Securities under the Offers are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your right to receive some or all of the Securities to any other party. If you do not take up your right to receive the relevant Securities by the Closing Date, the offer to you will lapse.

2.10 Application Monies held on trust

All Application Monies received for the SPP Shares under the SPP Offer and SPP Shortfall Offer will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the SPP Shares are issued. All Application Monies will be returned (without interest) if the SPP Shares are not issued.

2.11 Notice to nominees and custodians

If you are an Eligible Shareholder and hold Shares as a Custodian, you may apply for up to \$30,000 worth of SPP Shares for each beneficiary for whom you act as Custodian (**Participating Beneficiaries**) provided you provide a certificate to the Company (**Custodian Certificate**) that contains further certifications and details (as required under the terms of the ASIC Instrument) before your Application will be accepted. Applications by Custodians or nominees that are not accompanied by a duly completed Custodian Certificate will be rejected. By applying as a Custodian on behalf of Participating Beneficiaries to purchase SPP Shares, you certify (amongst other things) that each Participating Beneficiary has not exceeded the \$30,000 limit.

To request a Custodian Certificate or for further information about the custodian application process, please contact the Share Registry from 8:30am to 7.00pm (AEST) Monday to Friday on 1300 288 664 (callers within Australia) or +61 2 9698 5414 (callers outside Australia) or email hello@automicgroup.com.au.

The Company reserves the right to reject any application for SPP Shares under this Prospectus to the extent that it considers that the Application (whether alone or in conjunction with other Applications) does not comply with these requirements.

2.12 Applications

(a) Application Forms

(i) SPP Offer

Eligible Shareholders may apply for SPP Securities under the SPP Offer by making an application in accordance with the instructions in the personalised Application Form. Eligible Shareholders can generate their personalised Application Forms and unique BPAY® numbers by registration online in accordance with the instructions online at <https://investor.automic.com.au/#/home>. Eligible Shareholders applying for Securities under the SPP Offer in Australia by way of BPAY® or EFT or in New Zealand or the United Kingdom by way of EFT are not required to complete and return their personalised Application Form.

Pursuant to the SPP Offer, Eligible Shareholders may apply for up to a maximum of \$30,000 worth of SPP Shares. Eligible Shareholders may participate by selecting one of the following options (**SPP Application Amount**) to purchase SPP Securities under the SPP Offer:

SPP Offer	SPP Application Amount	Number of SPP Shares which may be purchased	Number of New Quoted Options to be received (1 for 2 basis)
A	\$1,000	8,695	4,348
B	\$2,000	17,391	8,696
C	\$5,000	43,478	21,739
D	\$15,000	130,434	65,217
E	\$20,000	173,913	86,957
F	\$30,000	260,869	130,435

To participate in the SPP Offer, payment of the Application Monies must be made per the instructions set out on the Application Form, with sufficient time to be received by or on behalf of the Company by no later than 5:00pm (AEST) on the Closing Date of the SPP Offer.

The Company reserves the absolute discretion to scale back applications under the SPP Offer to the extent and in the manner it sees fit. If the Company undertakes a scale back, an Applicant will receive the number of SPP Securities determined by the Company in its absolute discretion which may be less than the number of SPP Securities applied for (refer to Section 2.2(a) for further details of the Scale Back policy). In this case, the difference between the Application Monies received and the number of SPP Shares allocated to the Applicant multiplied by the Issue Price will be refunded to the Applicant, without interest.

If an Applicant pays an amount that is different from one of the permitted SPP Application Amounts stated in the table above, the Company reserves the right to unilaterally amend the Applicant's application to the nearest SPP Application Amount that is lower than the amount applied for, and refund the difference by direct credit as soon as practicable without interest. If no bank details are held on file, a withheld notice will be sent by post to the registered address recorded on file by the Share Registry.

(ii) **SPP Shortfall Offer**

Application Forms for the SPP Shortfall Offer will be provided to parties invited by the Directors. Applicants who wish to participate in the SPP Shortfall Offer should contact the Company.

Completed Application Forms under the SPP Shortfall Offer must be returned to the address set out in the Application Form with sufficient time to be received by or on behalf of the Company by no later than the date specified by the Company when providing Applicants with a copy of this Prospectus and an Application Form.

(iii) **Placement Options Offer**

A Placement Participant may only accept the Placement Options Offer on the basis of one (1) New Quoted Option for every two (2) Placement Shares subscribed for and issued pursuant to the Placement by completing the Placement Offer Application Form in accordance with the instructions on the Placement Offer Application Form.

No subscription monies are payable for the New Quoted Options offered pursuant to this Prospectus under the Placement Options Offer. Completed Application Forms under the Placement Options Offer must be returned to the address set out in the Application Form with sufficient time to be received by or on behalf of the Company by no later than the date specified by the Company when providing Applicants with a copy of this Prospectus and an Application Form.

(b) **Payment for SPP Shares**

All amounts in the SPP Offer are expressed in Australian dollars. You must pay for the SPP Shares by BPAY® (Australian Shareholders only) or via EFT following the instructions on the Application Form.

You may apply for Securities under the SPP Offer:

- (i) by making a BPAY® payment (for Australian Shareholders only) using the customer reference number shown on your personalised Application Form, in which case you do not need to return your Application Form; or
- (ii) by making payment via EFT using the customer reference number shown on your personalised Application Form, in which case you do not need to return your Application Form.

In each case, if you make a payment by BPAY® or EFT and the Company receives an amount that is less than the whole amount for which SPP Shares may be applied the Company reserves the right to return your monies (in which case you will receive no SPP Shares) or issue you a lesser number of SPP Shares and (if necessary) return a portion of your funds. No interest will be paid on money returned.

Any amount not applied to your Application will be refunded without interest.

Please do not forward cash or cheques. Receipts for payment will not be issued. Payments must be received by 5.00pm (AEST) on the Closing Date of the SPP Offer. Payments received after that time will not be accepted. If paying via BPAY® or EFT, Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are received through BPAY® or EFT by the Closing Date of the SPP Offer.

If you apply for, and make payment to acquire, SPP Shares under the SPP Offer, you:

- (i) irrevocably and unconditionally agree to the terms and conditions of the SPP Offer and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the SPP Offer;
- (ii) warrant that all details and statements in your Application are true and complete and not misleading;
- (iii) acknowledge that the market price of SPP Shares may rise or fall between the date of the SPP Offer and the date of issue of the SPP Shares, and that the price you pay for SPP Shares pursuant to this Prospectus may exceed the market price of the SPP Shares on the date of issue of the SPP Shares;
- (iv) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the SPP Shares is less than the Issue Price);
- (v) warrant that you are an Eligible Shareholder and are eligible to participate in the SPP Offer;
- (vi) acknowledge that no interest will be paid on any Application Monies held pending the issue of SPP Shares under the SPP Offer or subsequently refunded to you for any reason;
- (vii) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in this Prospectus;
- (viii) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
 - (A) you are not applying for SPP Shares with an application price of more than \$30,000 under the SPP Offer (including by instructing a Custodian to acquire SPP Shares on your behalf under the SPP Offer); and
 - (B) the total of the application price for the following does not exceed \$30,000:
 - (1) the SPP Shares the subject of the Application; and
 - (2) any other SPP Shares which you have instructed a Custodian to acquire on your behalf under the SPP Offer;
- (ix) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
 - (A) you are a Custodian (as defined in the ASIC Instrument);
 - (B) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
 - (C) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for SPP Shares on their behalf under the SPP Offer;

- (D) each Participating Beneficiary on whose behalf you are applying for SPP Shares has been given a copy of this Prospectus;
- (E) the application price for the SPP Shares applied for on behalf of the Participating Beneficiary does not exceed \$30,000; and
- (F) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (x) agree to be bound by the Constitution (as amended from time to time);
- (xi) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the SPP Offer, or has any obligation to provide such advice;
- (xii) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail; and
- (xiii) have not distributed this Prospectus or any other documents relating to the SPP Offer to any person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

(c) **Acceptance of Application**

Making a payment via BPAY® or EFT or acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Securities accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of Securities.

If the relevant Application Form is not completed correctly, it may still be treated as valid. The Directors' decision as to whether to treat the Application as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your Application Form or by making a BPAY® or EFT payment in accordance with the instructions on the Application Form, you will be deemed to have represented that you are entitled to apply for Securities under the relevant Offer. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (i) received a copy of the Prospectus with the Application Form;
- (ii) agree to be bound by the terms of the relevant Offer;
- (iii) declare that all details and statements in the Application Form are complete and accurate;
- (iv) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (v) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the Securities to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Application Form;
- (vi) declare that you have a registered address in Australia, or another country which permits the Company to make the relevant Offer to you without the requirement to lodge any documents with your local regulatory authority;

- (vii) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that the Securities are suitable for you given your investment objectives, financial situation or particular needs;
- (viii) if you are applying for SPP Securities under the SPP Offer:
 - (A) you are not in the United States and are not acting for the account or benefit of any person in the United States or elsewhere outside in Australia, New Zealand or the United Kingdom;
 - (B) acknowledge that the SPP Securities have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States, and accordingly the SPP Securities may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws;
 - (C) you have not, and will not, send this Prospectus or any materials relating to the SPP to any person who is not a resident of Australia, New Zealand or the United Kingdom or any person in the United States or to any person acting for the account or benefit of a person in the United States;
 - (D) if in the future you decide to sell SPP Securities issued to you, you will only do so in the regular way for transactions on ASX where neither you nor the person acting on your behalf know, or have reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States; and
 - (E) if you are acting as a trustee, nominee or Custodian, each beneficial holder on whose behalf you are participating for SPP Securities is a resident in Australia, New Zealand or the United Kingdom, and you have not sent this Prospectus or any materials relating to the SPP to any person outside of Australia, New Zealand or the United Kingdom;
- (ix) acknowledge that the Securities offered under this Prospectus have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia;
- (x) meet the eligibility criteria of the expected target market for the New Quoted Options outlined in the TMD, a copy of which can be accessed at the Company's website (<https://www.calidus.com.au/>); and
- (xi) if you are applying for New Quoted Options under the Placement Options Offer:
 - (A) if you (or any person for whom you are acquiring the New Quoted Options) are in Germany, you (and any such person) are a "qualified investor" (as defined in Article 2(e) of the Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union);
 - (B) if you (or any person for whom you are acquiring the New Quoted Options) are in Hong Kong, you (and any such person) are a "professional investor" (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong);

- (C) If you (or any person for whom you are acquiring or procuring the New Quoted Options) are in New Zealand, you (and any such person):
- (1) are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the Financial Markets Conduct Act 2013 (New Zealand) (the “FMC Act”), (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification);
 - (2) acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of Options to you, (ii) no product disclosure statement or other disclosure document under the FMC Act may be prepared in respect of the offer of New Quoted Options and (iii) any information provided to you in respect of the offer is not required to, and may not, contain all of the information that a product disclosure statement or other disclosure document under New Zealand law is required to contain;
 - (3) warrant that if in the future you elect to directly or indirectly offer or sell any of the New Quoted Options allotted to you, you undertake not to do so in a manner that could result in (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand, (ii) any contravention of the FMC Act or (iii) the Company or its directors incurring any liability; and
 - (4) warrant that (i) any person for whom you are acquiring New Quoted Options meets one or more of the criteria specified in subclause (a) above and (ii) you have received, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act;
- (D) If you (or any person for whom you are acquiring the New Quoted Options) are in Singapore, you (and any such person):
- (1) are an “institutional investor” or an “accredited investor” (as such terms are defined in the Securities and Futures Act 2001 of Singapore (“SFA”));
 - (2) will acquire the New Quoted Options in accordance with applicable provisions of the SFA; and
 - (3) acknowledge that the offer of the New Quoted Options is subject to the restrictions (including resale restrictions) set out in the SFA; and
- (E) If you (or any person for whom you are acquiring the New Quoted Options) are in South Africa, you (and any such person) are included in the categories of persons pertaining to “*offers that are not offers to the public*” as contained in section 96(1)(a) of the South African

Companies Act and, as such, you are not a person in respect of which the prospectus requirements of the South African Companies Act apply.

2.13 Issue date and dispatch

Subject to the receipt of Shareholder approval at the General Meeting, all Securities under the Offers are expected to be issued on or before the date specified in the Indicative Timetable in this Prospectus.

Security holder statements will be dispatched at the end of the calendar month following the issue of the Securities under the Offers.

The New Quoted Options will be issued only after ASX has granted permission for the New Quoted Options to be quoted. It is expected that New Quoted Options will be issued and quoted by ASX in accordance with the dates specified in the Proposed Timetable.

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

2.14 ASX quotation

Application has been made for the Official Quotation of the Shares and New Quoted Options offered by this Prospectus. If permission is not granted by ASX for the Official Quotation of the Shares offered by this Prospectus within three months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

The New Quoted Options will only be admitted to Official Quotation by ASX if the conditions for quotation of a new class of securities are satisfied (which include, amongst other things, there being a minimum of 100,000 New Quoted Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the ASX Listing Rules)). If these requirements are not met within three months from the date of this Prospectus, any issue or transfer of the New Quoted Options (or Shares issued on exercise of those New Quoted Options) will be void in accordance with section 723(3) of the Corporations Act.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation to the Shares and New Quoted Options is not to be taken in any way as an indication of the merits of the Company, the Shares or the New Quoted Options.

2.15 CHESS

The Company participates in the Clearing House Electronic Sub-Register System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by the Company's share registry and will contain the number of Securities issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

2.16 SRN

Following the issue of the New Quoted Options, you will be registered on the Issuer Sponsored sub-register and your statement will be despatched by the Share Registry and will contain the number of New Quoted Options issued to you under this Prospectus and your security holder reference number.

An Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

2.17 Residents outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any such restrictions, including those set forth below. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus, and any accompanying Application Form, do not, and are not intended to, constitute an offer of Securities in any jurisdiction in which it would be unlawful. In particular, this Prospectus, and any accompanying Application Form, may not be distributed to any person, and the Securities may not be offered or sold, in any country outside Australia, except to the extent permitted below.

(a) New Zealand

The SPP Securities are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of such securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This Prospectus 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.

(b) United Kingdom

Neither this Prospectus nor any other document relating to the offer of SPP Securities has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the SPP Securities.

The SPP Securities may not be offered or sold in the United Kingdom by means of this Prospectus or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This Prospectus may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the SPP Securities has only been communicated or caused to be communicated and will only

be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Prospectus is being distributed only to, and is directed at, persons:

- (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**);
 - (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO; or
 - (iii) to whom it may otherwise be lawfully communicated,
- (together, **relevant persons**).

The investment to which this Prospectus relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

For the avoidance of doubt, the below exemptions apply only to the offer of New Quoted Options under the Placement Options Offer, and do not apply to the offer of SPP Securities to Eligible Shareholders under the SPP Offer (refer to Section 2.2(a) for information regarding eligibility to participate in the SPP Offer). The SPP Offer will be made only to persons registered as a holder of Shares as at the Record Date whose registered address is in Australia or, subject to the offer restrictions in Section 2.17(a) and 2.17(b), New Zealand or the United Kingdom.

(c) **Germany**

This Prospectus has not been, and will not be, registered with or approved by any securities regulator in Germany or elsewhere in the European Union. Accordingly, this Prospectus may not be made available, nor may the New Quoted Options be offered for sale, in Germany except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the **Prospectus Regulation**).

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of New Quoted Options in Germany is limited to persons who are “qualified investors” (as defined in Article 2(e) of the Prospectus Regulation).

(d) **Hong Kong**

WARNING: This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this Prospectus may not be distributed, and the New Quoted Options may not be offered or sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Quoted Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Quoted Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Quoted Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

(e) **New Zealand**

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**).

The New Quoted Options are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

(f) **Singapore**

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

This Prospectus has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

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

(g) **South Africa**

This Prospectus does not, nor is it intended to, constitute a prospectus prepared and registered under the South African Companies Act 2008 and may not be distributed to the public in South Africa. This Prospectus has not been registered with nor approved by the South African Companies and Intellectual Property Commission.

Any offer of New Quoted Options in South Africa will be made by way of a private placement to, and capable of acceptance only by, investors who fall within one of the specified categories listed in section 96(1)(a) of the South African Companies Act.

An entity or person resident in South Africa may not implement participation in the offer unless:

- (i) permitted under the South African Exchange Control Regulations; or

- (ii) a specific approval has been obtained from an authorised foreign exchange dealer in South Africa or the Financial Surveillance Department of the South African Reserve Bank.

2.18 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Securities under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Securities under this Prospectus.

2.19 Major activities and financial information

A summary of the activities and financial information relating to the Company for the half-year ended 31 December 2023 and financial year ended 30 June 2023 can be found in the Company's Interim Financial Report and Annual Financial Report lodged with ASX.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Financial Report on 29 September 2023 are listed in Section 6.2.

Copies of these documents are available free of charge from the Company. Directors strongly recommend that potential Applicants review these and all other announcements prior to deciding whether or not to participate in an Offer.

2.20 Privacy

The Company collects information about each Applicant provided on an Application Form for the purposes of processing the application and, if the application is successful, to administer the Applicant's Security holding in the Company.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by the Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your application.

An Applicant has an entitlement to gain access to, correct and update the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

2.21 Enquiries concerning this Prospectus

For enquiries relating to this Prospectus and general shareholder enquiries, please contact the Company Secretary by email via info@calidus.com.au.

3. Effect of the Offers

3.1 Capital structure on completion of the Offers

The principal effect of the Offers, assuming all Securities offered under this Prospectus are issued, will be to increase the number of Shares and quoted Options currently on issue by a maximum of 26,086,956 and 84,869,564 respectively. Application will be made for the New Quoted Options to be quoted on ASX, creating a new class of Quoted Options.

Assuming that no existing Options are exercised, the effect of the Offers on the Company's issued capital as at the date of this Prospectus is as shown in the following table.

	Shares¹	Quoted Options²	Unquoted Options³
Existing Securities on issue	760,954,238	59,059,271	19,896,588
Maximum SPP Securities to be issued under SPP Offer and/or SPP Shortfall Offer ⁴	26,086,956	13,043,478	-
Maximum New Quoted Options to be issued under the Placement Options Offer ⁵	-	71,826,086	-
Maximum Director Placement Shares ⁶	1,043,476	-	-
Total	788,084,670	143,928,835	19,896,588

Notes:

1. Includes 142,608,696 Placement Shares issued under the Placement on 28 March 2024.
2. Quoted Options on issue are exercisable at \$0.30 each on or before 27 September 2024.
3. 19,896,588 unquoted Options which vest into 19,896,588 Shares subject to satisfaction of various milestones, comprising:
 - (a) 1,343,459 Options exercisable at \$Nil and expiring on 31 December 2024;
 - (b) 133,333 Options exercisable at \$Nil and expiring on 4 January 2025;
 - (c) 1,350,000 Options exercisable at \$Nil and expiring on 30 January 2025;
 - (d) 402,984 Options exercisable at \$Nil and expiring on 31 December 2025; and
 - (e) 16,666,812 Options exercisable at \$Nil and expiring on 31 December 2026.
4. Assumes the SPP Offer and SPP Shortfall Offer is fully subscribed.
5. Includes up to 521,738 New Quoted Options to be issued to Directors Mark Connelly and David Reeves (or their respective nominees), subject to receipt of Shareholder approval under Listing Rule 10.11 at the General Meeting.
6. The issue of the Director Placement Shares to Directors Mark Connelly and David Reeves (or their respective nominees) is subject to receipt of Shareholder approval under Listing Rule 10.11 at the General Meeting.

3.2 Proposed use of funds

The following indicative table sets out the proposed use of funds raised under the Offers, assuming the SPP Offer is fully subscribed:

Proposed use	\$	%
General working capital ¹	2,931,255	97.7
Expenses of the Offers ²	68,745	2.3
Total	3,000,000	100

Notes:

1. Working capital includes but is not limited to corporate office, administration, staff and operating costs, directors' fees, executive fees, ASX and share registry fees, legal, tax and audit fees, insurance and travel costs.
2. The Expenses of the Offers includes ASIC fees, ASX quotation fees, legal and preparation expenses, printing mailing and other expenses. Refer to Section 6.11 for details.
3. In the event that the SPP Offer and SPP Shortfall Offer is not fully subscribed, the Company will adjust the use of funds to reflect the amount actually raised and intends to evenly scale-back the funds attributable to general working capital.
4. The above table does not include any funds raised from exercise of the New Quoted Options. To the extent that New Quoted Options are exercised, the funds raised are intended to be applied to ongoing exploration and general working capital.

The above table is a statement of current intentions as at the date of this Prospectus. As with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including exploration results, market conditions, the development of new opportunities and/or any number of other factors, and actual expenditure levels, may differ significantly from the above estimates.

3.3 Effect on control of the Company

The Company is of the view that the Offers will not affect the control (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.

3.4 Diluting effect of the Offers

On the assumption that:

- (a) all of the Securities offered under this Prospectus are issued and exercised into Shares; and
 - (b) no other Securities are issued or exercised (except the Director Placement Shares),
- the diluting effect on the percentage interest of existing Shareholders would be 12.71%.

3.5 Pro forma consolidated statement of financial position

Set out below is:

- (a) the reviewed consolidated statement of financial position of the Company as at 31 December 2023 (**Balance Date**);
- (b) the unaudited effects of the Placement and SPP Offer (assuming the SPP Offer is fully subscribed); and

- (c) the unaudited pro forma statement of financial position of the Company at the Balance Date adjusted to reflect paragraph 3.5(b).

The statements of financial position have been prepared to provide Shareholders with information on the assets and liabilities of the Company and the pro forma assets and liabilities of the Company as noted below. The historical and pro forma information is presented in abbreviated form and does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

	31 DECEMBER 2023 \$('000s)	OFFERS AND PLACEMENT \$('000s)	PRO FORMA \$('000s)
Current assets	37,815	18,756	59,571
Non-current assets	280,097	0	280,097
Total assets	317,912	18,756	336,668
Current liabilities	67,880	0	67,880
Non-current liabilities	114,997	0	114,997
Total liabilities	182,877	0	182,877
NET ASSETS	135,035	18,756	153,791
Net Issued Capital	174,263	19,520	193,783
Reserves	9,544	0	9,544
Accumulated losses	(48,772)	(764)	(49,536)
TOTAL EQUITY	135,035	18,756	153,791

3.6 Basis of Preparation

The pro forma balance sheet has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and settlement of liabilities in the normal course of business.

The pro forma statement of financial position is based on the reviewed financial position as at 31 December 2023 and is adjusted to reflect the following assumptions:

- (a) the SPP Offer is fully subscribed and \$3,000,000 (before costs) is raised;
- (b) the Placement completes and \$16,520,000 (before costs) is raised and additional costs of the Placement of \$695,000 are recognised in accumulated losses;
- (c) the Placement Options Offer is fully subscribed; and
- (d) the estimated expenses of the Offers are \$68,745.

Other than in the ordinary course of business or as described above, there have been no other material changes to the Company's financial position between 31 December 2023 and the date of this Prospectus.

4. Risk Factors

An investment in Securities offered by this Prospectus should be regarded as speculative. Activities in the Company, as in any business, are subject to risks which may impact on the Company's future performance. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks, however some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which prospective investors need to be aware of in evaluating the Company's business and the risks of investing in the Company. Prospective investors should carefully consider the following factors in addition to the other information presented in the Prospectus.

The principal risks include, but are not limited to, the following:

4.1 Risks specific to the Company

(a) Process Plant Performance

Rates of gold production are impacted by a number of factors including the grade of ore delivered to the process plant and the percentage of gold recovered from ore processed in the plant. Projected rates of gold production are, in part dependent upon progression of mining in accordance with plans and mining equipment productivity. Should mining productivity rates be less than estimated by the Company, there is a risk that the rate of gold production over a given time period will be lower than projected by the Company. This would have the impact of extending the life of mine time period and would likely cause an increase in projected expenditure.

A failure to achieve estimated rates of gold recovery in the process plant could result in lower returns from the Company's operations than expected or could result in the Company's operations not being economically viable. This could impact the Company's financial performance and position.

(b) Ore Reserve and Mineral Resource estimates

Ore Reserve and Mineral Resource estimates are prepared in accordance with the JORC Code and are expressions of judgement based on knowledge, experience and industry practice. The reported estimates, which were valid when originally estimated, may alter significantly when new information or techniques become available. As the Company obtains new information through additional drilling and analysis, Ore Reserve and Mineral Resource estimates are likely to change. This may result in alterations to the Company's exploration, development and production plans which may, in turn, positively or negatively affect the Company's operations and financial position.

By their very nature, Ore Reserve and Mineral Resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Commodity price fluctuations, as well as capital and production costs or reduced throughput and/or recovery rates, may materially affect the estimates.

(c) Future capital requirements

The future capital requirements of the Company will depend on many factors including its abilities to produce and market its products. The Company believes its available cash following the capital raisings and transactions contemplated herein will be adequate to fund its business objectives in the short term, however, the Company may require further financing in the future.

In the event further financing is required to maintain operations, any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than

the then market price or may involve restrictive covenants which limit the Company's operations and business strategy.

Although the Directors believe that additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company's activities.

(d) **Financing risks**

Macquarie Bank Limited (**Macquarie**) has signed finance documents to provide development funding for the Warrawoona Gold Project. If certain events occur such as the Company or Keras (Pilbara) Gold Pty Ltd (the Company's wholly-owned subsidiary) failing to comply in all material respects with the terms of the finance agreements, breaching a representation or warranty, or the occurrence of an event of default or review event under the financing documents, the financiers may seek immediate repayment of amounts drawn plus interest and costs, terminate all hedging transactions and enforce its rights under the financing documents.

(e) **Risks as to forecasts**

The Company has prepared operating cash costs, future production targets and revenue profiles for its future operations at its projects. These forecasts, although considered to have reasonable grounds, may be adversely affected by a range of factors including:

- (i) inflation or other escalation in capital and operating costs;
- (ii) mining, processing and loading equipment failures and unexpected maintenance problems;
- (iii) limited availability or increased costs of mining, processing and loading equipment and parts and other materials from suppliers;
- (iv) mine safety accidents;
- (v) adverse weather and natural disasters; and
- (vi) a shortage of skilled labour.

If any of these or other conditions or events occur in the future, they may increase the cost of mining or delay or halt planned commissioning, ramp up and production, which could adversely affect the Company's results of operations or decrease the value of the Company's assets.

(f) **Personnel and operating costs**

The Company is dependent on the experience of its Directors' and management team. Whilst the Board has sought to and will continue to ensure that the management team and any key employees are appropriately incentivised, their services cannot be guaranteed. The loss of any of the Directors', senior management or key employees' services to the Company may have an adverse effect on the performance of the Company pending replacements being identified and retained by or appointed to the Board of the Company.

There is a high demand in Western Australia for skilled workers from competing operators. Tightening of the labour market due to a shortage of skilled labour, combined with a high industry turnover rate and growing number of competing employers for skilled labour, may inhibit the Company's or its contractors' ability to identify, retain and employ the skilled workers required for the Company's operations. The Company may be exposed to increased labour costs in markets where the

demand for labour is strong. A shortage of skilled labour may delay or halt planned commissioning, ramp up and production, limit the Company's ability to grow its operations or lead to a decline in productivity.

(g) **Contractual risk**

The ability of the Company to achieve its objectives will depend on the performance by the other parties to contracts which the Company may enter into in the future. If a party defaults in the performance of its obligations it may be necessary for the Company to approach a court to seek legal remedy. Legal action can be costly and there can be no guarantee that a legal remedy will ultimately be granted on appropriate terms.

Further, the Company is unable to predict the risk of insolvency or managerial failure by any of the third party contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity. The effects of such failures may have an adverse effect on the Company's activities.

(h) **Joint venture risk**

The Company is subject to the risk that changes in the status of any of the Company's joint ventures (including changes caused by financial failure or default by a participant in the joint venture) may adversely affect the operations and performance of the Company.

(i) **Mining Risks**

When compared with many industrial and commercial operations, mining and mineral processing projects are relatively high risk. Each ore body is unique. The nature of mineralisation, the occurrence and grade of the ore, as well as its behaviour during mining and processing can never be wholly predicted. Estimations of the tonnes, grade and overall mineral content of a deposit are not precise calculations but are based on interpretation and samples from drilling, which, even at close drill hole spacing, represent a very small sample of the entire ore body. Failure to maintain the expected levels of reconciliation to ore reserves and mineral resources could result in lower returns from the Company's operations than expected or could result in the Company's operations not being economically viable. This could impact the Company's financial performance and position.

Projected rates of gold production are, in part, dependent upon progression of mining in accordance with plans and mining equipment productivity. Should mining productivity rates be less than estimated by the Company, there is a risk that the rate of gold production over a given time period will be lower than projected by the Company. This would have the impact of extending the remaining life of mine time period and would likely cause an increase in projected expenditure. While the Company may be able to mitigate some or all of the effects or lower than projected rates of mining productivity through the mobilisation of additional mining equipment, there remains a risk that it is unable to do so or that the additional cost incurred to mobilise additional mining equipment adversely impacts the profitability of the Company.

4.2 Mining Industry Risks

(a) **Operational risk**

The Company's mining, exploration and development activities will be subject to numerous operational risks, many of which are beyond the Company's control. The Company's operations may be curtailed, delayed or cancelled as a result of factors such as adverse weather conditions both on site and off site restricting access for machinery and personnel, mechanical difficulties, shortages in or increases in the costs of labour, consumables, spare parts, plant and equipment, external services

failure (including energy and water supply), industrial disputes and action, difficulties in commissioning, ramp up and operating plant and equipment, IT system failures, mechanical failure or plant breakdown, compliance with governmental requirements, changes in governmental regulations and civil unrest. Hazards incidental to the mining, exploration and development of mineral properties such as unusual or unexpected geological formations, difficulties and/or delays associated with groundwater and dewatering of existing pits may be encountered by the Company. Industrial and environmental accidents could lead to substantial claims against the Company for injury or loss of life, and damage or destruction to property, as well as regulatory investigations, clean up responsibilities, penalties and the suspension of operations.

Life of mine plans for open pit operations rely, in part, on completion of mining in accordance with the final pit design and there is a risk that final excavated pits end with shallower wall angles than used in the respective life of mine plans, increasing the cost of gold produced as a result. Geotechnical risk arises from the movement of the ground during and following mining activity, both for open pit and underground exploration/mining activities. This may result in temporary or permanent access being restricted or cut off. The loss of access may have a significant impact on the progress of exploration, the economics of the ore body or delay the delivery of ore to the processing plant (and any design or construction alternatives may not be successful or cost effective).

Any underground exploration or mining requires specialised infrastructure and is subject to geological and hydrological risks such as water influx and movement of the earth. Water influx and / or movement of the earth may prevent the Company from completing its exploration activities and may prevent or delay mining.

The Company will endeavour to take appropriate action to mitigate these operational risks (including by ensuring legislative compliance, properly documenting arrangements with counterparties, and adopting industry best practice policies and procedures) or to insure against them, but the occurrence of any one or a combination of these events may have a material adverse effect on the Company's performance and the value of its assets.

(b) Commodity prices

The value of the Company's assets may be affected by fluctuations in commodity prices and exchange rates, such as the USD denominated gold price, and the AUD denominated gold price as a result of fluctuations in the AUD / USD exchange rate.

Future production from the Company's mining operations will be dependent upon the gold price being sufficient to make these operations economic.

These prices can fluctuate rapidly and widely and are affected by numerous factors beyond the control of the Company. These factors include world demand for precious and other metals, forward selling by producers, and production cost levels in major metal-producing regions. Other factors include expectations regarding inflation, the financial impact of movements in interest rates, gold price forward curves, global economic trends, confidence and conditions, and domestic and international fiscal, monetary and regulatory policy settings.

(c) Exploration and development

The Company intends to continue with exploration and development programs on the Company's tenements. In the event that the planned drilling programs produce poorer than expected results, the value of the Company's assets and the viability of the Company's future operations may be significantly diminished. Additionally, the inability to find and delineate additional sources of ore may require the Company to delay or indefinitely defer a decision to expand mining and/or processing operations

until sufficient quantities of economically viable ore can be found, delineated and obtain regulatory approval for mining and processing.

The Company's tenements are at various stages of exploration and development, and potential investors should understand that mineral exploration and development are high risk enterprises. Even a combination of experience, knowledge and careful evaluation may not be able to overcome the inherent risk associated with exploring prospective tenements.

Investors are cautioned that the proximity to, or similarity of, the Company's tenements to nearby or other mineral occurrences or deposits is no guarantee that the Company's tenements will be prospective for an economic reserve.

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 development of an economically viable deposit of gold or other minerals.

(d) Tenure of tenements

Interests in tenements in Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the State. The Company is subject to the *Mining Act 1978* (WA) and the Company has an obligation to meet conditions that apply to the Company's tenements, including the payment of rent and prescribed annual expenditure commitments. The tenements held by the Company are subject to annual review and periodic renewal. There are no guarantees that the Company's tenements that are subject to renewal will be renewed or that any applications for exemption from minimum expenditure conditions will be granted, each of which would adversely affect the standing of a tenement. A number of the tenements may be subject to additional conditions, penalties, objections or forfeiture applications in the future. Alternatively, applications, transfers, conversions or renewals may be refused or may not be approved with favourable terms. Any of these events could have a materially adverse effect on the Company's prospects and the value of its assets.

(e) Grant of future authorisations

The Company currently holds all material authorisations required to undertake its open pit mining operations and exploration programs. However, many of the mineral rights and interests held by the Company are subject to the need for ongoing or new government approvals, licences and permits as the scope of the Company's operations change. The granting and renewal of such approvals, licences and permits are, as a practical matter, subject to the discretion of applicable government agencies or officials.

(f) Rights of land access

The Company's tenements overlap various types of tenure including live and pending mining tenements, Crown reserves, private land and pastoral leases. This may result in disruption and/or impediment to the operation or development of the Company's assets. Any new mine development or expansion will require landholder issues to be addressed, which can have consequences for timing and cost implications.

(g) Occupational health and safety

Mining and exploration activities have inherent risks and hazards. The Company is committed to providing a safe and healthy workplace and environment for its personnel, contractors and visitors. The Company provides appropriate instructions, equipment, preventative measures, first aid information, medical facilities and training to all stakeholders through its occupational health and safety management systems.

A serious site safety incident may expose the Company to significant penalties and the Company may be liable for compensation to the injured personnel. These

liabilities may not be covered by the Company's insurance policies or, if they are covered, may exceed the Company's policy limits or be subject to significant deductibles. Also, any claim under the Company's insurance policies could increase the Company's future costs of insurance. Accordingly, any liabilities for workplace accidents could have a material adverse impact on the Company's liquidity and financial results. It is not possible to anticipate the effect on the Company's business from any changes to workplace occupational health and safety legislation or directions or necessitated by concern for the health of the workforce. Such changes may have an adverse impact on the financial performance and/or financial position of the Company.

(h) **Environment and government regulation**

The operations and proposed activities of the Company are subject to State and Commonwealth laws and regulations concerning the environment. If such laws are breached, the Company may be required to suspend activities and/or incur significant liabilities including penalties, due to past or future activities.

As with most mining operations and exploration projects, the Company's activities are expected to have an impact on the environment, particularly as advanced exploration and mine development and production continues. Mining projects have statutory rehabilitation obligations that the Company will need to comply with in the future and which may be material. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including in compliance in all material respects with relevant environmental laws. Nevertheless, there are certain risks inherent in the Company's activities which could subject the Company to extensive liability.

(i) **Native title and cultural heritage**

The effect of the present laws in respect of native title that apply in Australia is that the Company's tenements may be affected by native title claims or procedures. This may preclude or delay granting of exploration and mining tenements or the ability of the Company to explore, develop and/or commercialise the resources on the Company's tenements. Considerable expenses may be incurred negotiating and resolving issues, including any compensation arrangements reached in settling native title claims lodged over any of the tenements held or acquired by the Company.

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

4.3 Risks relevant to the Offers

(a) **Quotation risk**

The Company will apply for quotation of the New Quoted Options subject to compliance with the requirements of ASX and the Listing Rules, however, the New Quoted Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of securities are satisfied (which include, amongst other things, there being a minimum of 100,000 New Quoted Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the Listing Rules)).

The Company makes no guarantee that any such application for quotation will be successful and there is a risk that the Company will not be able to satisfy the ASX requirements for quotation. In the event that the Company is unable to satisfy the ASX requirements, the New Quoted Options will not be issued. If the New Quoted Options are admitted to official quotation by ASX, the price of the New Quoted Options is subject to uncertainty and there can be no assurance that an active market for the New Quoted Options will develop or continue after the Offers.

(b) **Option risk and dilution**

Options are, by their nature, only of value at times when the exercise price is lower than the price of the underlying Shares. There is no guarantee that the New Quoted Options offered under this Prospectus will, at any particular time, have an exercise price which is lower than the price of the Shares.

There is a risk that the New Quoted Options may expire at a time when they have little or no value.

On completion of the Offers, assuming the Offers are fully subscribed, there will be up to approximately 84,869,564 New Quoted Options on issue. If exercised, these New Quoted Options will be converted into Shares thereby causing the shareholdings of Shareholders to be diluted by up to 9.72% (on the basis that the Offers are fully subscribed and no other Securities are issued or exercised at the date of this Prospectus).

However, each New Quoted Option has an exercise price of \$0.17 which means that the Company will receive additional funds of up to approximately \$14.4 million (before costs) upon exercise of the New Quoted Options, assuming all New Quoted Options the subject of the Offers are issued and subsequently exercised. There is no certainty that New Quoted Options, if issued, will be exercised in full, or at all.

4.4 General Risks

(a) **Market conditions**

The market price of the quoted securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource stocks in particular.

Further, share market conditions may affect the value of the Company's Shares regardless of the Company's performance. Share market conditions are affected by many factors such as general economic outlook, interest rates and inflation rates, currency fluctuations, changes in investor sentiment, the demand for, and supply of, capital, and terrorism or other hostilities.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) **Unforeseen expenditure risk**

The Company's cost estimates and financial forecasts include appropriate provisions for material risks and uncertainties and are considered to be fit for purpose for the proposed activities of the Company. If risks and uncertainties prove to be greater than expected, or if new currently unforeseen material risks and uncertainties arise, the expenditure proposals of the Company are likely to be adversely affected.

(c) **Insurance**

The Company insures its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be available or of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on

the business, financial condition and results of the Company. In addition, there is a risk that an insurer defaults in the payment of a legitimate claim by the Company.

(d) **Litigation**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, royalty disputes, other contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any material litigation.

(e) **Force Majeure**

The projects in which the Company has an interest now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics, quarantine restrictions or regulatory changes.

4.5 Investment Speculative

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

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of its Securities. Investors should consider that the investment in the Company is high risk and should consult their professional adviser before deciding whether to apply for Securities pursuant to this Prospectus.

5. Rights attaching to Securities

5.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution.

(b) Voting rights

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

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

(c) Dividend rights

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

No dividend will carry interest as against the Company.

The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend. The Directors may capitalise any profits of the Company

and distribute that capital to the Shareholders, in the same proportions as the Shareholders are entitled to a distribution by dividend.

(d) **Winding-up**

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

(e) **Further increase in capital**

Subject to the Corporations Act and the Constitution, the Board 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 Board decides. The Company must not issue shares or grant options if the issue or grant would result in a breach of the Listing Rules.

(f) **Transfer of Shares**

Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in any usual or common form or in any other form that the Directors approve.

Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien. The Company must refuse to register a transfer of Shares where the Corporations Act, Listing Rules or ASX Settlement Operating Rules or a law about stamp duty requires the Company to do so.

(g) **Variation of rights**

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

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

(h) **Alteration of Constitution**

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.

5.2 Terms and conditions of New Quoted Options

The New Quoted Options granted under the Offers (referred to as “**Options**” for the purpose of this Section 5.2) will be issued on the following terms and conditions:

- (a) **(Entitlement)**: Each Option gives the holder the right to subscribe for one Share.
- (b) **(Expiry Date)**: The Options will expire at 5:00pm (AWST) on 15 November 2026 **(Expiry Date)**. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) **(Exercise Price)**: The amount payable upon exercise of each Option is \$0.17 per Option **(Exercise Price)**.
- (d) **(Exercise)**: A holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) an electronic funds transfer for the Exercise Price for the number of Options being exercised.
- (e) **(Exercise Notice)**: An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 10,000 must be exercised on each occasion.
- (f) **(Timing of issue of Shares on exercise)**: Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (g) **(Transferability)**:
 - (i) to the extent they are quoted on ASX’s official list, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws, the Options will be freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws; and
 - (ii) to the extent they are not quoted on ASX’s official list, the Options will not be transferable without the prior written approval of the Company.
- (h) **(Ranking of Shares)**: All Shares allotted upon the exercise of Options will upon allotment be fully paid and rank *pari passu* in all respects with other Shares.
- (i) **(Quotation)**: It is the Company’s current intention to seek quotation of the Options. There is no certainty that quotation of the Options will be granted. The quotation of the Options will be subject to the Company offering the Options under a prospectus

prepared in accordance with Chapter 6D of the Corporations Act and lodged with ASIC and satisfying the quotation conditions set out in the Listing Rules.

- (j) **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, the rights of the holders of Options will be varied in accordance with the Listing Rules.
- (k) **(Dividend rights):** An Option does not entitle the holder to any dividends.
- (l) **(Voting rights):** An Option does not entitle the holder to vote on any resolutions proposed at a general meeting of the Company, subject to any voting rights provided under the Corporations Act or the Listing Rules where such rights cannot be excluded by these terms.
- (m) **(Entitlements and bonus issues):** Holders of Options will not be entitled to participate in new issues of capital offered to shareholders such as bonus issues and entitlement issues.
- (n) **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment:
 - (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the holder of Options would have received if the holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (o) **(Return of capital rights):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (p) **(Rights on winding up):** The Options have no right to participate in the surplus profits or assets of the Company upon a winding up of the Company.
- (q) **(Takeovers prohibition):**
 - (i) the issue of Shares on exercise of the Options is subject to and conditional upon the issue of the relevant Shares not resulting in any person being in breach of section 606(1) of the Corporations Act; and
 - (ii) the Company will not be required to seek the approval of its members for the purposes of item 7 of section 611 of the Corporations Act to permit the issue of any Shares on exercise of the Options.
- (r) **(No other rights):** An Option does not give a holder any rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.
- (s) **(Amendments required by ASX):** The terms of the Options may be amended as considered necessary by the Board in order to comply with the Listing Rules, or any directions of ASX regarding the terms provided that, subject to compliance with the Listing Rules, following such amendment, the economic and other rights of the holder are not diminished or terminated.

6. Additional Information

6.1 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit report or review. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 6.2 below). Copies of all documents announced to the ASX can be found at <https://www.calidus.com.au/asx-announcements/>.

6.2 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offers a copy of:

- (a) the financial statements of the Company for the financial year ended 30 June 2023 as lodged with ASX on 29 September 2023 (**Annual Report**), being the last financial statements for a financial year of the Company lodged with ASIC before the issue of this Prospectus;
- (b) the half yearly report of the Company for the half year ended 31 December 2023 as lodged with ASX on 11 March 2024; and
- (c) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the Annual Report referred to in paragraph (a) above, until the date of this Prospectus:

Date lodged	Subject of Announcement
17 April 2024	Response to ASX Aware Query
11 April 2024	Notification of cessation of securities - CAI
11 April 2024	General Meeting & Share Purchase Plan - Timetable Update
11 April 2024	Notice of General Meeting/Proxy Form
8 April 2024	Share Purchase Plan - Timetable Update
5 April 2024	Ceasing to be a substantial holder from MQG
4 April 2024	Becoming a substantial holder from MQG
4 April 2024	Resources Rising Stars Presentation
4 April 2024	Production continues upward trend at Warrawoona
3 April 2024	Change in substantial holding
2 April 2024	Cleansing Statement
2 April 2024	Application for quotation of securities - CAI

Date lodged	Subject of Announcement
26 March 2024	Becoming a substantial holder
26 March 2024	RKT: RKT Signs Contract with Calidus Resources for xBot Sol
26 March 2024	Change in substantial holding
22 March 2024	Proposed issue of securities - CAI
22 March 2024	Cancel - Proposed issue of securities - CAI
22 March 2024	Cleansing Statement
22 March 2024	Reinstatement to Quotation
22 March 2024	Proposed issue of securities - CAI
22 March 2024	Proposed issue of securities - CAI
22 March 2024	Equity Raising Presentation
22 March 2024	Restructure positions Calidus for strong growth in cashflow
21 March 2024	Application for quotation of securities - CAI
20 March 2024	Proposed issue of securities - CAI
20 March 2024	Request for Voluntary Suspension Extension
15 March 2024	Suspension from Quotation
13 March 2024	Trading Halt
13 March 2024	Pause in Trading
13 March 2024	Euroz Hartleys Rottnest Conference Presentation Amended
13 March 2024	Euroz Hartleys Rottnest Conference Investor Presentation
11 March 2024	Half Year Report and Accounts
6 March 2024	Application for quotation of securities - CAI
5 March 2024	Melbourne Mining Club Investor Presentation
29 February 2024	Production and cashflow guidance increases
22 February 2024	Maiden Reserve at Bulletin to drive step-change
21 February 2024	Notification regarding unquoted securities - CAI
19 February 2024	Indicated Resource at Bulletin - Amendment
19 February 2024	Indicated Resource at Bulletin underpins growth strategy
9 February 2024	Application for quotation of securities - CAI
29 January 2024	Application for quotation of securities - CAI
25 January 2024	Quarterly Activities Report and Quarterly Cashflow Report
18 January 2024	Shallow, high-grade intercepts continue at Bulletin
15 January 2024	Potential lithium corridor defined at Tabbas Tabbas South
12 January 2024	Appendix 3Y - Mark Connelly

Date lodged	Subject of Announcement
12 January 2024	Appendix 3Y - David Reeves
12 January 2024	Application for quotation of securities - CAI
12 January 2024	Notification of cessation of securities - CAI
11 January 2024	Warrawoona positioned for a strong H2 FY2024 - Amended
10 January 2024	Calidus Investor Webinar Presentation
10 January 2024	Warrawoona positioned for a strong H2 FY2024
9 January 2024	Outstanding Drill Results Grow Potential - Amended
9 January 2024	Outstanding Drill Results Grow Potential at Bulletin Deposit
8 January 2024	Investor Webinar
3 January 2024	Amendment to Appendix 2A
28 December 2023	Appendix 3Y - John Ciganek
28 December 2023	Application for quotation of securities - CAI
27 December 2023	Operations Update
22 December 2023	Cleansing Statement
22 December 2023	Application for quotation of securities - CAI
21 December 2023	Proposed issue of securities - CAI
21 December 2023	Calidus buys Nullagine Gold Project & enhances cash position
14 December 2023	Blue Bar Development Approved
11 December 2023	Release of Shares from Voluntary Escrow & Options Expiring
23 November 2023	Notification regarding unquoted securities - CAI
23 November 2023	Notification of cessation of securities - CAI
16 November 2023	Bulletin Joint Venture Executed
15 November 2023	Clarification information on social media release
14 November 2023	Results of Annual General Meeting
6 November 2023	Highly experienced mining specialist appointed as COO
2 November 2023	CAI-SQM lithium venture ramps up exploration on Tappa Tappa
31 October 2023	Calidus Investor Webinar Presentation
30 October 2023	Calidus Investor Webinar
27 October 2023	Cleansing Statement
27 October 2023	Application for quotation of securities - CAI
27 October 2023	Quarterly Activities Report and Quarterly Cashflow Report
27 October 2023	Maiden Bulletin Resource of 111,000oz at 4.1g/t - Amended
26 October 2023	Trading Halt

Date lodged	Subject of Announcement
26 October 2023	Pause in Trading
26 October 2023	Maiden Bulletin Resource of 111,000oz at 4.1g/t
23 October 2023	Proposed issue of securities - CAI
23 October 2023	Global lithium producer SQM takes 40% in Pirra Lithium
20 October 2023	Trading Halt
12 October 2023	New Large High-Grade Satellite Deposits to Feed Warrawoona
9 October 2023	Calidus on track to meet FY24 guidance
4 October 2023	Notice of Annual General Meeting/Proxy Form
29 September 2023	Appendix 4G
29 September 2023	Corporate Governance Statement

The following documents are available for inspection throughout the period of the Offers during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 6.12 and the consents provided by the Directors to the issue of this Prospectus.

6.3 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

The Company is currently in discussions to potentially refinance its existing loan facility with Macquarie Bank Limited (**Macquarie**), partially remove hedging arrangements with Macquarie and to fund working capital requirements through a bond issue. It is proposed for the bonds to be senior secured, with substantially all material assets of the Company to be secured on a first priority basis.

Investors are cautioned that there is no certainty as to the size or terms of any proposed bond issue, and no guarantee that these discussions will result in a bond issue or refinance of any form. The Company will keep the market updated in accordance with its continuous disclosure obligations.

6.4 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

6.5 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the three months immediately preceding the date of the Offers, and the respective dates of those sales were:

Lowest: \$0.105 on 27 March 2024

Highest: \$0.195 on 23, 24 and 31 January 2024

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.125 per Share on 22 April 2024.

6.6 Dividend Policy

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

6.7 Substantial Shareholders

Based on available information as at the date of this Prospectus, those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Number of Shares	Voting power
Alkane Resources Ltd	54,685,118	7.19%
Macmahon Contractors Pty Ltd	49,880,350	6.56%
CQS (UK) LLP ¹	47,009,147	6.18%
SG Hiscock & Company Limited ²	44,537,490	5.85%

Notes:

1. CQS (UK) LLP (or its nominees) (**CQS**) participated in the Placement and was issued 11,304,348 Placement Shares. Accordingly, CQS is entitled to subscribe for 5,652,174 Placement Options under the Placement Options Offer.
2. SG Hiscock & Company Limited (**SG**) participated in the Placement and was issued 21,739,131 Placement Shares. Accordingly, SG is entitled to subscribe for 10,869,565 Placement Options under the Placement Options Offer.

6.8 Interests of Directors

(a) Security holdings

The relevant interest of each of the Directors (together with their associates) in Securities as at the date of this Prospectus is set out below:

Director	Shares	Voting Power (%)	Unquoted Options	Entitlement to New Quoted Options
Mark Connelly ¹	1,089,453	0.14	156,333	86,956
David Reeves ²	22,137,336	2.91	427,474	434,782
John Ciganek ³	69,074	0.01	204,814	-

Kate George ⁴	306,527	0.04	123,334	-
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Notes:

1. Securities held as follows:
 - (a) 526,786 Shares held directly by Mr Connelly;
 - (b) 562,667 Shares and 156,333 unquoted Options (subject to satisfaction of various milestones) exercisable at \$Nil and expiring on 31 December 2025, held indirectly by Marcon Investments (WA) Pty Ltd ATF Connelly Family Trust, of which Mr Connelly is a director and secretary.
2. Securities held indirectly as follows:
 - (a) 20,842,230 Shares and 427,474 unquoted Options (subject to satisfaction of various milestones) exercisable at \$Nil and expiring on 31 December 2024, held indirectly by Mr Reeve's wife, Eleanor Jean Reeves ATF Elanwi Trust (of which Mr Reeves is a beneficiary).
 - (b) 394,784 Shares held indirectly by Bodmin Superfund, of which Mr Reeves is trustee; and
 - (c) 900,322 Shares held indirectly by Wilgus Investments Pty Ltd, of which Mr Reeves is a director.
3. 69,074 Shares and 204,814 unquoted Options (subject to satisfaction of various milestones) comprising:
 - (a) 133,333 Options exercisable at \$Nil and expiring on 4 January 2025;
 - (b) 2,407 Options exercisable at \$Nil and expiring on 31 December 2024; and
 - (c) 69,074 Options exercisable at \$Nil and expiring on 31 December 2025,
 held indirectly by Mr John Ciganek ATF The Ciganek Family Trust.
4. 306,527 Shares and 123,334 unquoted Options (subject to satisfaction of various milestones) comprising:
 - (a) 61,667 Options exercisable at \$Nil and expiring on 31 December 2024; and
 - (b) 61,667 Options exercisable at \$Nil and expiring on 31 December 2025,
 held indirectly by Ms Kate Sarah George ATF The Jakedog Investment A/C.

Directors Mark Connelly and David Reeves have committed to participate in the Tranche 2 Placement and accordingly intend to participate in the Placement Options Offer, subject to Shareholder approval under Listing Rule 10.11 at the General Meeting as follows:

- (i) Mark Connelly has subscribed for 173,912 Director Placement Shares and 86,956 free-attaching New Quoted Options; and
- (ii) David Reeves has subscribed 869,564 Director Placement Shares and 434,782 free-attaching New Quoted Options.

No Director will subscribe for SPP Securities under the SPP Offer and will not be offered any Securities in the SPP Shortfall Offer.

Upon completion of the Offers, assuming the SPP Offer and/or SPP Shortfall Offer is fully subscribed and the Company issues the Securities to the Directors under the Tranche 2 Placement as outlined above, the relevant interest of each of the Directors could be as follows:

- (i) 0.16% for Mark Connelly;
- (ii) 2.92% for David Reeves;
- (iii) 0.01% for John Ciganek;
- (iv) 0.04% for Kate George.

(b) **Remuneration of Directors**

The Constitution of the Company provides that the non-executive directors are entitled to be paid an amount of fees which does not in any year exceed in aggregate the amount last fixed by ordinary resolution. The aggregate amount fixed is \$250,000. This aggregate amount is to be allocated among the non-executive directors in the proportion and manner they agree or, in default of agreement, among them equally. The amount may also be provided in a manner the Board decides (with the agreement of the Director concerned), which may include provision of non-cash benefits, in which case, the Board must also decide the manner in which the value of those benefits is to be calculated.

The Constitution also provides that:

- (i) the Directors shall be entitled to be paid reasonable travelling, accommodation and other expenses incurred by them respectively in or about the performance of their duties as Directors; and
- (ii) if any of the Directors being willing are called upon to perform additional or special duties for the Company, the Company may remunerate that Director as determined by the Directors and that remuneration may be either in addition to or in substitution for his or her share in the fee-pool described.

The remuneration of executive directors is to be fixed by the Board. As at the date of this Prospectus, the Company has one Executive Director, Mr David Reeves. The Company has agreed to pay Mr Reeves a base salary of \$479,000 plus superannuation per annum for services provided to the Company as Managing Director.

The table below sets out the remuneration provided to the Directors of the Company and their associated companies during the last two financial years (FY), inclusive of directors fees, consultancy fees, share-based payments, termination payments and superannuation contributions.

Director	FY ended 30 June 2023	FY ended 30 June 2022
Mark Connelly	\$241,491	\$159,128
David Reeves ¹	\$977,287	\$576,609
John Ciganek	\$104,491	\$77,522
Kate George ²	\$128,720	\$56,916
Keith Coughlan ³	-	\$49,987

Notes:

1. The Company paid office rent to Wild West Enterprises Pty Ltd (**WWE**) of \$75,600 in the year ended 30 June 2023 (prior year to 30 June 2022: \$81,500). Mr Reeves is a director of WWE. During FY23 the Company and WWE renewed the sub-lease agreement in respect of the office space at 12/11 Ventnor Avenue, West Perth for an initial period of two years with a one-time option to extend for a further one year. The rent payable by the Company under the office

lease agreement is \$6,300 per month payable in advance. The Board considers that the agreement to be on arms' length and commercial terms. The above table does not take into account any payments to WWE.

2. During the year ended 30 June 2023, the Company engaged Rapallo Pty Ltd (**Rapallo**) in preparing environmental reports and assisting the Company with environmental approvals. The Company paid a total of \$35,758 for these services during the year ended 30 June 2023. Ms George is a director of Rapallo. The above table does not take into account any payments to Rapallo.
3. Mr Coughlan resigned as a Non-Executive Director on 13 May 2022.

(c) **Information disclosed in this Prospectus**

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

- (i) the formation or promotion of the Company;
- (ii) any 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 no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director:

- (iv) as an inducement to become, or to qualify as, a Director; or
- (v) for services provided in connection with the formation or promotion of the Company, or the Offers.

6.9 Related party transactions

There are no related party transactions involved in the Offers that are not otherwise described in this Prospectus.

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting and does not vote on the matter.

6.10 Interests of other persons

Except as disclosed in this Prospectus, no underwriter, expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last 2 years prior to the date of this Prospectus in the formation or promotion of the Company, the Securities offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Securities offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Securities offered under this Prospectus.

6.11 Expenses of Offers

	\$
ASIC lodgement fee	\$3,206
ASX quotation fee (excluding GST)	\$40,539
Legal fees and expenses (excluding GST)	\$25,000
TOTAL	\$68,745

6.12 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Securities under this Prospectus), the Directors, any 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) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) 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.

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

Automic has given its written consent to being named in this Prospectus as share registry to the Company. Automic has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

6.13 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Securities in response to an electronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

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

7. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of the Company by:

A handwritten signature in black ink, appearing to read 'Mark Connelly', with a stylized flourish at the end.

Mark Connelly
Non-Executive Chair
Dated: 23 April 2024

8. Definitions

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

AEST means Australian Eastern Standard Time.

Applicant means a person who submits an Application Form or makes a BPAY® or EFT payment in accordance with the instructions set out in the Application Form.

Application means a valid application for Securities made on an Application Form.

Application Form means an SPP Application Form, an SPP Shortfall Application Form, or a Placement Offer Application Form, as the context requires.

Application Monies means application monies for SPP Shares received by the Company.

ASIC means Australian Securities and Investments Commission.

ASIC Instrument means ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.

ASX means the ASX Limited (ABN 98 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

ASX Settlement Operating Rules means ASX Settlement Operating Rules of ASX Settlement.

ATF means as trustee for.

Automic means Automic Pty Ltd ACN 152 260 814.

AWST means Australian Western Standard Time, being the time in Perth, Australia.

Board means the board of Directors.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHES means ASX Clearing House Electronic Sub-register System.

Closing Date has the relevant meaning applicable to each Offer as described in Section 2.5.

Company means Calidus Resources Limited ACN 006 640 553.

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

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

Custodian has the meaning given to that term in the ASIC Instrument.

Custodian Certificate has the meaning given to that term in Section 2.11.

Directors mean the directors of the Company as at the date of this Prospectus.

Director Placement Shares means the proposed issue of 1,043,476 Shares at an issue price of \$0.115 per Share to Directors Mark Connelly and David Reeves (or their respective nominees) to raise \$120,000 (before costs), subject to receipt of Shareholder approval under Listing Rule 10.11 at the General Meeting.

Eligible Shareholder means a person who was registered as the holder of Shares as at 7:00pm (AEDT) on the Record Date with a registered address in Australia or, subject to the offer restrictions in Section 2.17, New Zealand or the United Kingdom and is not in the United States nor acting for the account or benefit of a person in the United States.

General Meeting means the general meeting of Shareholders anticipated to be held on 14 May 2024.

Issue Price means \$0.115 per Share.

Issuer Sponsored means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

JORC Code means the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Listing Rules means the listing rules of ASX.

New Quoted Option means an Option to be issued under this Prospectus, exercisable at \$0.17 each and expiring on 15 November 2026, on the terms and conditions in Section 5.2.

Offers means, collectively, the SPP Offer, SPP Shortfall Offer and the Placement Options Offer, and **Offer** means any one of those Offers, as the context requires.

Official Quotation means the quotation of Securities on the official list of ASX.

Option means an option to acquire a Share.

Participating Beneficiary has the meaning given to that term in the ASIC Instrument.

Permitted Jurisdictions means New Zealand, Germany, Hong Kong, Singapore and South Africa, and such other jurisdictions as determined by the Company in their discretion.

Placement has the meaning given in Section 1.

Placement Offer Application Form means the application form in respect of the Placement Options Offer provided by the Company with a copy of this Prospectus.

Placement Options Offer means the offer of up to 71,826,086 New Quoted Options to Tranche 1 Placement Participants and Directors Mark Connelly and David Reeves, on the basis of 1 free-attaching Quoted Option for every 2 Shares subscribed for and issued under the Placement, pursuant to this Prospectus.

Placement Participants means the Tranche 1 Placement Participants and Directors Mark Connelly and David Reeves (or their respective nominees).

Placement Shares means, collectively, the 142,608,696 Shares which have been issued to the Tranche 1 Placement Participants and 1,043,476 Director Placement Shares to raise \$16,520,000 (before costs).

Previous SPP means the Company's share purchase plan announced to ASX on 21 April 2023.

Proposed Timetable means the proposed timetable on page 4 of this Prospectus.

Prospectus means this prospectus dated 23 April 2024.

Record Date means 7.00pm (AEDT) on the record date identified in the Proposed Timetable.

Section means a section of this Prospectus.

Securities means Shares and/or Options.

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

Share Registry means Automatic.

Shareholder means the holder of a Share.

SPP means the share purchase plan referred to in Section 1(b).

SPP Application Form means the application form in respect of the SPP Offer, either attached to or accompanying this Prospectus.

SPP Offer means the offer to Eligible Shareholders of up to 26,086,956 SPP Shares and 13,043,478 free attaching New Quoted Options, to Eligible Shareholders, on the basis of one (1) free attaching New Quoted Option for every two (2) SPP Shares subscribed for and issued to Eligible Shareholders under the SPP, to raise up to \$3,000,000 (before costs).

SPP Securities means the SPP Shares and New Quoted Options offered under the SPP Offer.

SPP Shares means up to 26,086,956 Shares offered under the SPP Offer at an issue price of \$0.115 per Share.

SPP Shortfall has the meaning given in Section 1(b).

SPP Shortfall Application Form means an application form provided by the Company on which applications under the SPP Shortfall Offer can be made.

SPP Shortfall Offer means the offer of any SPP Shortfall Securities to parties invited by the Directors at the Issue Price, pursuant to this Prospectus.

SPP Shortfall Securities means any SPP Shares and free-attaching New Quoted Options to those SPP Shares (on a one (1) for two (2) basis) not taken up pursuant to the SPP Offer and under this Prospectus.

SPP Subscribers means Eligible Shareholders who subscribe for SPP Shares under the SPP and investors who subscribe for SPP Shares under the SPP Shortfall, as the context requires.

Tranche 1 Placement has the meaning given in Section 1.1(a)(i).

Tranche 1 Placement Participants has the meaning given in Section 1.1(a)(i).

Tranche 2 Placement has the meaning given in Section 1.1(a)(ii).

USD means United States Dollars.

VWAP means the volume weighted average price of Shares.