



# Cooper Metals Limited

(ACN 647 594 956)

## Loyalty Options Prospectus

For a pro-rata non-renounceable entitlement issue of one (1) Loyalty Option (exercisable at \$0.25 and expiring 24 November 2026) for every ten (10) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.003 per Loyalty Option to raise up to approximately \$23,507 before costs (based on the number of Shares on issue as at the date of this Prospectus) (**Loyalty Offer**).

This Prospectus also contains a secondary offer of 1,000,000 Options to the Lead Manager (and/or its nominees) in accordance with the Lead Manager Mandate (**Lead Manager Offer**).

The Loyalty Offer is not underwritten.  
The Loyalty Offer closes at 5.00pm (WST) on 5 August 2024.

### Important Notice

This is an important document and should be read in its entirety.  
This Prospectus is a transaction-specific prospectus issued in accordance with section 713 of the Corporations Act. If you have any queries about any part of the Prospectus, please contact your professional adviser without delay. The Options offered by this Prospectus should be considered speculative.

# Corporate Directory

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## Directors

Michael Frayne (Non-Executive Chairman)  
Ian Warland (Managing Director)  
Timothy Armstrong (Non-Executive Director)

## Company Secretary

Alan Armstrong

## Registered Office

Level 8, 216 St Georges Terrace  
Perth WA 6000

Telephone: +61 8 9481 0389  
Email: alan@miningcorporate.com.au  
Website: www.coopermetals.com.au

## ASX Code

CPM

## Share Registry\*

Automatic Registry Services  
Level 5, 191 St Georges Terrace  
Perth WA 6000

Telephone: 1300 288 664 (within Australia) or  
+61 (2) 9698 5414 (outside Australia)

## Solicitors

Nova Legal  
Level 2, 50 Kings Park Road  
West Perth WA 6005

## Auditors\*

Hall Chadwick WA Audit Pty Ltd  
283 Rokeby Road  
Subiaco WA 6008

## Lead Manager

Prenzler Group Pty Ltd  
Suite 1 Level 12/25 Bligh St  
Sydney NSW 2000

*\* These entities are included for information purposes only. It has not been involved in the preparation of this Prospectus.*

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# IMPORTANT INFORMATION

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## GENERAL

This Prospectus is dated 16 July 2024 and was lodged with ASIC on that date. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Prospectus.

This Prospectus expires 13 months from the date it was lodged with ASIC. No Loyalty Options will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. An application will be made to ASX for the quotation of the Loyalty Options the subject of this Prospectus in accordance with the timetable set out at the commencement of this Prospectus.

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. Section 713 allows the issue of a more concise prospectus in relation to an offer of continuously quoted securities or options to acquire continuously quoted securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all information that would be included in a prospectus for an initial public offering.

This document is important and it should be read in its entirety. The Loyalty Options to be issued pursuant to this Prospectus should be viewed as a speculative investment and Eligible Shareholders should refer to the Section 2 for details of certain risk factors which are considered to be relevant for the purposes of the Loyalty Offer. Eligible Shareholders should consult their stockbroker, solicitor, accountant or other professional adviser if necessary.

No person is authorised to give any information or to make any representation in relation to the Loyalty Offer which is not contained in this Prospectus and any such information may not be relied upon as having been authorised by the Directors.

A copy of this Prospectus can be downloaded from the Company's website at <https://www.coopermetals.com.au/>. The offer constituted by an electronic version of this Prospectus is only available to persons receiving an electronic version of this Prospectus within Australia. Any Shareholder may obtain a hard copy of this Prospectus by contacting the Company.

A number of terms and abbreviations used in this Prospectus have defined meanings set out in Section 7.

## OVERSEAS SHAREHOLDERS

Loyalty Options will not be issued pursuant to this Prospectus in jurisdictions outside Australian and New Zealand. The distribution of this Prospectus in jurisdictions outside of Australia and New Zealand may be restricted by law and therefore persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with any such restrictions may constitute a violation of the applicable securities law.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Loyalty Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Loyalty Offer is not being extended and Loyalty Options will not be issued to Shareholders with a registered address which is outside Australia and New Zealand.

This Prospectus does not, and is not intended to, constitute an offer of securities in any jurisdiction where, or to any person to whom, it would be unlawful to make such an offer or issue. This Prospectus has not been, nor will it be lodged, filed or registered with any regulatory authority under the securities laws of any other country.

## **RISK FACTORS**

Refer to Section 2 for details of the risks associated with an investment in the Company. As with any securities investment, there are risks associated with investing in the Company. Investors should be aware that an investment in the Company involves risks that may be greater than risks associated with an investment in some other companies. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Loyalty Options on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. Some of the risks are, however, highly unpredictable and the extent to which they can be effectively managed is limited.

Risks of investing in the Company's existing assets and general risks are set out in Section 2 of this Prospectus.

Careful consideration should be given to all matters raised in this Prospectus and the relative risk factors prior to applying for Loyalty Options offered for subscription under this Prospectus. Investors should consider the risk factors described in Section 2, together with the information contained elsewhere in this Prospectus, before deciding whether to apply for Loyalty Options.

## **TARGET MARKET DETERMINATION**

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the various target markets for the offer of Loyalty Options issued under this Prospectus. The Company and the Lead Manager will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website at <https://www.coopermetals.com.au/>. By making an application for Loyalty Options under this Prospectus, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

## TIMETABLE AND IMPORTANT DATES

EVENT	DATE
Announcement of Loyalty Offer	Thursday, 11 July 2024
Lodgement of Appendix 3B with ASX and Prospectus with ASIC and ASX	Tuesday, 16 July 2024
Ex date	Friday, 19 July 2024
Record Date for determining Shareholders entitled to participate in the Loyalty Offer	Monday, 22 July 2024
Prospectus and Entitlement and Acceptance Form despatched to Eligible Shareholders, and Company announces that this has occurred	Thursday, 25 July 2024
Opening date of the Loyalty Offer	Thursday, 25 July 2024
Last day to extend Closing Date of the Loyalty Offer	Wednesday, 31 July 2024
Closing Date (5.00pm WST)*	Monday, 5 August 2024
Securities quoted on a deferred settlement basis	Tuesday, 6 August 2024
Announcement of results of the Loyalty Offer	Monday, 12 August 2024
Last day for the Company to issue the Loyalty Options under the Loyalty Options Offer and lodge an Appendix 2A	Monday, 12 August 2024

\* The Directors may extend the Closing Date of the Loyalty Offer by giving at least 3 Business Days' notice to ASX prior to the Closing Date. As such the date the Loyalty Options are expected to commence trading on ASX may vary.

\*\*Quotation of the Loyalty Options is subject to the Company satisfying the quotation requirements set out in Chapter 2 of the ASX Listing Rules.

# 1. DETAILS OF THE OFFERS

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## 1.1 Loyalty Offer

The Loyalty Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) Option (**Loyalty Option**) for every ten (10) Shares held by those Shareholders registered at the Record Date at an issue price of \$0.003 per Loyalty Option. In the calculation of any Entitlement, fractions will be rounded down to the nearest whole number.

All of the Loyalty Options offered under this Prospectus will be issued with an exercise price of \$0.25 and an expiry date of 24 November 2026, being the same terms as the 'CPMO' options currently on issue. The Company will apply for Official Quotation of the Loyalty Options.

Based on the capital structure of the Company as at the date of this Prospectus, approximately 7,835,565 Loyalty Options will be issued pursuant to the Loyalty Offer to raise up to approximately \$23,507 (before costs).

As at the date of this Prospectus, the Company has 5,390,000 unlisted Options and 10,000,000 listed Options on issue, all of which may be exercised prior to the Record Date in order to participate in the Loyalty Offer. Please refer to Section 3.4 for information on the exercise price and expiry date of the Options currently on issue.

As at the date of this Prospectus, the Company has 3,000,000 Performance Rights on issue. The vesting conditions are not capable of being satisfied prior to the Record Date. Therefore, they will not be able to be converted into Shares prior to the Record Date to participate in the Loyalty Offer. Please refer to Section 3.4 for information on the vesting conditions of the Performance Rights on issue.

The full terms and conditions of the Loyalty Options are set out in Section 4.2 of this Prospectus. All of the Shares issued upon the future exercise of the Loyalty Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for a summary of the rights and liabilities attaching to Shares.

Details of the purpose and effect of the Loyalty Offer and the proposed use of funds raised are set out in Section 3.

The number of Loyalty Options to which you are entitled as an Eligible Shareholder is shown on the accompanying personalised Entitlement and Acceptance Form. Please refer to Section 1.4 for details on how to apply for Loyalty Options under the Loyalty Offer.

## 1.2 Minimum Subscription

There is no minimum subscription under the Loyalty Offer.

## 1.3 Opening and Closing Dates

The Loyalty Offer will open for receipt of acceptances on **Thursday, 25 July 2024**.

The Loyalty Offer will close at **5:00pm (WST) on Monday, 5 August 2024**, or such later date as the Directors, in their absolute discretion and subject to compliance with the Listing Rules, may determine and provided that the Company gives ASX notice of the change at least 3 Business Days prior to the Closing Date.

## 1.4 How to Accept the Loyalty Offer

Your acceptance of any of the Loyalty Offer must be made by completing the online Entitlement and Acceptance Form available at one of the three links set out below and paying the application monies electronically by BPAY or EFT in accordance with the instructions set out in the Entitlement and Acceptance Form. You will need to provide your SRN or HIN and postcode to access the online application system.

### (a) How to access the Entitlement and Acceptance Form

<b>If you already have an online account with Automic share registry</b>	<a href="https://investor.automic.com.au">https://investor.automic.com.au</a> <ul style="list-style-type: none"><li>• Select: "Existing Users Sign In"</li><li>• Once you have successfully signed in, click on "Documents and Statements" &gt; "Other Documents"</li><li>• Download the Prospectus and Entitlement and Acceptance Form</li></ul>
<b>If you don't have an online account with Automic share registry but wish/want to register for one</b>	<a href="https://investor.automic.com.au/#/signup">https://investor.automic.com.au/#/signup</a> <ul style="list-style-type: none"><li>• Select: <b>Cooper Metals Limited</b> from the dropdown list in the <b>ISSUER</b> field</li><li>• Enter you holder number SRN / HIN (from your latest Holding Statement)</li><li>• Enter your partial holder name</li><li>• Enter Postcode (Aust only) or Country of Residence (if not Australia)</li><li>• Tick box "I am not a robot", then <b>Next</b></li><li>• Complete prompts</li><li>• Once you have successfully signed in, click on "Documents and Statements" &gt; "Other Documents"</li><li>• Download the Prospectus and Entitlement and Acceptance Form</li></ul>
<b>If you don't have an online account with Automic share registry but want to use Automic for this Loyalty Offer only</b>	<a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> <ul style="list-style-type: none"><li>• Select: <b>Cooper Metals Limited</b> from the dropdown list in the <b>ISSUER</b> field</li><li>• Enter you holder number SRN / HIN (from your latest Holding Statement)</li><li>• Enter your partial holder name</li><li>• Enter Postcode (Aust only) or Country of Residence (if not Australia)</li><li>• Tick box "I am not a robot", then <b>Access</b></li><li>• Once you have successfully signed in, click on "Documents and Statements" &gt; "Other Documents"</li><li>• Download the Prospectus and Entitlement and Acceptance Form</li></ul>

### (b) What Eligible Shareholders may do

The Entitlement and Acceptance Form sets out the number of Loyalty Options you are entitled to subscribe for. Your acceptance must not exceed your Entitlement as shown on that form. If it does, your acceptance will be deemed to be for the maximum Entitlement.



You may participate in the Loyalty Offer as follows:

- (i) if you wish to accept your **full** Entitlement:
  - (A) take up all of your Entitlement in accordance with the instructions on the accompanying Entitlement and Acceptance Form; and
  - (B) pay the application monies for the amount indicated on your Entitlement and Acceptance Form (in full) by BPAY or EFT, so that it is received by no later than 5.00pm WST on the Closing Date; or
- (ii) if you only wish to accept **part** of your Entitlement:
  - (A) fill in the number of Loyalty Options you wish to accept in the space provided on the Entitlement and Acceptance Form; and
  - (B) pay the appropriate application monies, by BPAY or EFT so that is received no later than 5.00pm WST on the Closing Date; or
- (iii) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

(c) **Payment options**

(i) **BPAY®**

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

- (A) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (B) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Loyalty Options which is covered in full by your application monies.

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the unique customer reference number (**CRN**) specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same CRN for more than one of your Shareholdings. This can result in your application monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any application in respect of your remaining Shareholdings will not be valid).

(ii) **Electronic Funds Transfer**

For payment by Electronic Funds Transfer (**EFT**), please follow the instructions on the Entitlement and Acceptance Form. Multiple acceptances must be paid separately. You should be aware of your financial institution's cut-off time and any associated fees with processing an EFT. It is your responsibility to ensure funds are submitted correctly by the Closing Date and time. Please note that should you choose to pay by EFT:

- (A) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and
- (B) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Loyalty Options which is covered in full by your Application monies.

Please ensure you use your unique payment reference number located on the Entitlement and Acceptance Form. This will ensure your payment is processed correctly. Failure to do so may result in your funds not being allocated to your application and your Entitlement subsequently not being issued.

**It is your responsibility to ensure that your completed Entitlement and Acceptance Form and payment of application monies is received by the share registry by no later than 5:00 pm (WST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.** Any application monies received for more than your final allocation of Loyalty Options will be refunded. No interest will be paid on any application monies received or refunded.

## **1.5 Shortfall Offer**

Any Entitlement to Loyalty Options not taken up pursuant to the Loyalty Offer will form part of the Shortfall Offer (**Shortfall Options**).

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Closing Date of the Loyalty Offer. The issue price for each Shortfall Option to be issued under the Shortfall Offer shall be \$0.003 being the price at which Loyalty Options have been offered under the Loyalty Offer.

Applications for Shortfall Options must be made by completing the Shortfall Offer Application Form provided by the Lead Manager and making payment for the Shortfall Options in accordance with the instructions on the Shortfall Offer Application Form. A Shortfall Application Form may be provided, together with a copy of this Prospectus, to other investors who are not currently Shareholders who are invited by the Lead Manager to participate in the Shortfall Offer. The Lead Manager and Directors reserve the right to issue Shortfall Options at their absolute discretion, subject to any restrictions imposed by the Corporations Act and the Listing Rules. Accordingly, do not complete a Shortfall Offer Application Form unless directed to do so by the Lead Manager or the Company.

All decisions regarding the allocation of the Shortfall Options will be made by the Lead Manager, in consultation with the Company. There is no guarantee that Applicants under the Shortfall Offer will receive any Shortfall Options applied for under the Shortfall Offer. The Lead Manager and the Directors reserve the right to issue to an Applicant a lesser number of Shortfall Options than the number for which the Applicant applies, or to reject or scale back an Application for Shortfall Options, or to not proceed with placing the Shortfall Options. In that event, Application Monies will be refunded by the Company (without interest) in accordance with the provisions of the Corporations Act. The Lead Manager and the Company will have no liability to any Applicant who receives less than the number of Shortfall Options they applied for under the Shortfall Offer.

## **1.6 Non-renounceable**

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

## 1.7 Underwriting

The Loyalty Offer is not underwritten.

Prenzler Group Pty Ltd (ACN 621 100 730) (**Lead Manager**) has been appointed as Lead Manager to the Loyalty Offer. The Lead Manager will use its best endeavours to place any Shortfall Options under the Shortfall Offer.

## 1.8 Lead Manager Offer

This Prospectus includes the offer of 1,000,000 Options (on the same terms and conditions as the Loyalty Options) (**Lead Manager Options**) to the Lead Manager (and/or its nominees) in consideration for lead manager services pursuant to the Lead Manager Mandate. A summary of the terms and conditions of the Lead Manager Mandate is set out in Section 5.5.

Only the Lead Manager may accept the Lead Manager Offer. An application form in relation to the Lead Manager Offer will be issued to the Lead Manager (and/or its nominees) together with a copy of this Prospectus.

The Lead Manager Options offered under the Lead Manager Offer will be issued on the terms and conditions set out in Section 4.2, being the same terms and conditions as the Loyalty Options. All of the Shares issued upon the future exercise of the Lead Manager Options will rank equally with the Shares on issue at the date of this Prospectus.

The Company will apply for Official Quotation of the Lead Manager Options issued pursuant to the Lead Manager Offer.

## 1.9 ASX Listing

Application for Official Quotation of the Loyalty Options offered pursuant to this Prospectus will be made in accordance with the timetable set out at the commencement of this Prospectus. The Company will apply for Official Quotation of the Loyalty Options.

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

## 1.10 Issue of Loyalty Options

Loyalty Options issued pursuant to the Loyalty Offer will be allotted in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus. Loyalty Options issued pursuant to the Shortfall Offer will be issued on a progressive basis.

Where the number of Loyalty Options issued is less than the number applied for, or where no allotment is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable.

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

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

## **1.11 CHESS and Issuer Sponsorship**

The Company will not be issuing option certificates. The Company is a participant in Clearing House Electronic Sub-Register System (**CHESS**), for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of Options allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

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

## **1.12 Risks**

As with any securities investment, there are risks associated with investing in the Company. The principal risks that could affect the financial and market performance of the Company are detailed in Section 2 of this Prospectus. The Options on offer under this Prospectus should be considered speculative. Accordingly, before deciding to invest in the Company, investors should read this Prospectus in its entirety and should consider all factors in light of their individual circumstances and seek appropriate professional advice.

## **1.13 Overseas Shareholders**

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Loyalty Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Loyalty Offer is not being extended and Loyalty Options will not be issued to Shareholders with a registered address which is outside Australia or New Zealand.

In relation to the Shortfall Offer, the distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. No action has been taken to register or qualify the Shortfall Offer or the Shortfall Options, or to otherwise permit a public offering of the Shortfall Options under the Shortfall Offer in any jurisdiction outside Australia.

### ***New Zealand***

The Loyalty Offer (and Shortfall Offer) is not being made to the public in New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the Offer is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

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

### ***Nominees and custodians***

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that applying for Loyalty Options under the Loyalty Offer (or Shortfall Offer) does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form (or Shortfall Offer Application Form) will be taken by the Company to constitute a representation that there has been no breach of those regulations.

## **1.14 Representations**

The return of the Application Form or otherwise applying for Options under this Prospectus will be taken by the Company to constitute a representation by the Applicant that it:

- (a) has received a printed or electronic copy of this Prospectus accompanying the form and has read it in full;
- (b) agrees to be bound by the terms of this Prospectus and the Constitution;
- (c) has obtained all necessary approvals and complied with all relevant laws and regulations for the purposes of Section 1.13 (to the extent that they are applicable) and confirms its eligibility in respect of an offer of securities under the applicable Offer;
- (d) declares that all details and statements in the Application Form are complete and accurate;
- (e) declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Application Form;
- (f) acknowledges that once the Application Form is returned or payment is made its acceptance may not be varied or withdrawn;
- (g) agrees to being issued the number of new securities that it applies for (or such other number issued in accordance with this Prospectus);
- (h) authorises the Company to register it as the holder(s) of the Options issued to it under the applicable Offer;
- (i) acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the Options are suitable for it, given its investment objectives, financial situation or particular needs; and
- (j) authorises the Company and its officers or agents to do anything on its behalf necessary for the new securities to be issued to it, including correcting any errors in its Application Form or other form provided by it and acting on instructions received by the share registry using the contact details in the Application Form.

## **1.15 Taxation**

It is the responsibility of all persons to satisfy themselves of the particular taxation treatment that applies to them by consulting their own professional tax advisers. Taxation consequences will depend on particular circumstances. Neither the Company nor any of its

officers accept any liability or responsibility in respect of the taxation consequences of the matters referred to above or any other taxation consequences connected with an investment in the securities of the Company.

## **1.16 Privacy Disclosure**

If you complete an application for Options under this Prospectus, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and will use that information to assess your application, service your needs as a holder of equity securities in the Company, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

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

## **1.17 Enquiries**

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

If you have any questions regarding your Entitlement or the Loyalty Offer, please contact the Company Secretary on +61 (08) 9481 0389, from 8.30am (WST) to 5.00pm (WST), Monday to Friday.

## **2. RISK FACTORS**

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### **2.1 Introduction**

The Options offered under this Prospectus should be considered speculative because of the nature of the Company's business.

Whilst the Directors recommend that Shareholders take up their entitlement to Loyalty Options, there are however numerous risk factors involved. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which the Loyalty Options will trade (subject to satisfying ASX of the quotation requirements) or the underlying Shares.

The following is a summary of the more material matters to be considered and should be read in conjunction with specific matters referred to in the Company's announcements and reports. However, the summary is not exhaustive and potential investors should examine the contents of this Prospectus in its entirety and consult their professional advisors before deciding whether to apply for Options under this Prospectus.

### **2.2 Company specific**

#### **(a) Limited History**

No assurance can be given that the Company will achieve commercial viability through the successful exploration and/or mining of the Projects. Until the Company is able to realise value from the Projects (or any other tenements the Company may acquire in the future), it is likely to incur ongoing operating losses.

#### **(b) Tenement Access and Third Party Risks**

Under Commonwealth and the applicable State legislation, the Company may be required to obtain the consent of and/or pay compensation to holders of third-party interests which overlay areas within the Tenements. The Tenements overlap certain third party interests that may limit the Company's ability to conduct exploration and mining activities including Crown land, pastoral lease and areas covered by native title determinations.

Any delays in respect of conflicting third-party rights, obtaining necessary consents, or compensation obligations, may adversely impact the Company's ability to carry out exploration or mining activities within the affected areas.

#### **(c) Tenure Risk**

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements and/or applications for tenements will be approved.

The Tenements are subject to the applicable mining acts and regulations in Queensland and Western Australia. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the Tenements comprising the Projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company. The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in

Queensland and Western Australia and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted tenements for reasons beyond the control of the Company could be significant.

**(d) Mineral Resources and Ore Reserve Estimates**

There are no current Mineral Resource or Ore Reserves (as defined by the JORC Code) identified by the Company on the Projects.

Whilst the Company intends to undertake exploration activities with the aim of defining a Mineral Resources, no assurance can be given that the exploration will result in the determination of a Mineral Resource. Even if a Mineral Resources is identified, no assurance can be provided that this can be economically extracted. Mineral Resource and Ore Reserve estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which are valid when originally calculated may change significantly when new information or techniques become available.

In addition, by their very nature, Mineral Resource and Ore Reserve estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate.

**(e) Potential Acquisitions**

As part of its business strategy, the Company will actively pursue and assess other new business opportunities in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements, and/or direct equity participation.

The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from the Projects and/or raising additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

**(f) Native Title Risks**

The Company is aware that the Tenements are within the area of a number of registered native title claims.

There remains a risk that in the future, native title and/or registered native title claims may affect the land the subject of the Tenements or in the vicinity.

The existence of native title claims over the area covered by the Tenements, or a subsequent determination of native title over the area, will not impact the rights or interests of the holder under the Tenements provided the Tenements have been validly granted in accordance with the Native Title Act.

However, if any Tenement was not validly granted in compliance with the Native Title Act, this may have an adverse impact on the Company's activities. There is nothing



in our enquiries to indicate that any of the Tenements were not validly granted in accordance with the Native Title Act.

The grant of any future tenure to the Company over areas that are covered by registered claims or determinations will likely require engagement with the relevant claimants or native title holders (as relevant) in accordance with the Native Title Act.

The effect of present laws in respect of native title that apply in Australia is that mining tenements (including applications for mining tenements) may be affected by native title claims or procedures, which may prevent or delay the granting of mining tenements, or affect the ability of the Company to explore and develop the mining tenements. The Company's tenements may be subject to native title claims. If so, before carrying out exploration activity on these tenements, the Company must notify the claimant group of the details of such exploration and give the claimant group the right to carry out a heritage survey over the land to determine if any sites or objects of significance exist. The Company must meet all of the claimant group's costs in carrying out such survey. The Company might experience delays and cost overruns in the event it is unable to access the land required for its operations for these reasons.

The Company may also be required to follow the standard procedures set out in any applicable Indigenous Land Use Agreements (**ILUA**) to ensure site or objects of significance to aboriginal people are identified before carrying out any ground disturbing works. The Company might experience delays and cost overruns in the event it is unable to access the land required for its operations for these reasons.

The Company is aware that the Tenements are within the area of a number of registered native title claims and ILUAs. The Company does not anticipate that these native title claims and ILUAs will have any significant impact on the Company's intended exploration program. In any event, the Company will closely monitor the potential effect of native title claims and ILUAs involving Tenements.

(g) **Aboriginal Heritage Sites**

A mining or exploration licence may contain places or objects of Aboriginal cultural heritage significance. The existence of Aboriginal heritage sites within the Company's projects may lead to restrictions on the areas that the Company will be able to explore and mine.

The Company is aware that there are several registered Aboriginal Sites and other Heritage Places recorded within the area of the Tenements. Approvals are required if these sites will be impacted by exploration or mining activities. The Company does not anticipate that these sites will have any significant impact on the Company's intended exploration program.

There remains a risk that additional Aboriginal sites may exist on the land the subject of the Tenements. The existence of such sites may preclude or limit mining activities in certain areas of the Tenements.

In any event, the Company will review the location of each site when planning its exploration programs so as to ensure that activities near Aboriginal sites meet the requirements under the applicable legislation.

(h) **Landowner and Access Risk**

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

The Company will be required to negotiate access arrangements and pay compensation to land-owners, local authorities and traditional land users. The Company's ability to resolve access and compensation issues will have an impact on the future success and financial performance of the Company. Legal processes are available in the case of disputes, but in preference the Company has made respectful and fair land-owner interactions an integral component of its strategy.

Investors should be aware that any delay in obtaining agreement in respect of compensation due to landholders whose land comprises the Tenements may adversely impact or delay the Company's ability to carry out exploration or mining activities on its Tenements.

(i) **The Company does not expect to declare any dividends in the foreseeable future**

The Company does not anticipate declaring or paying any dividends to Shareholders in the foreseeable future. Consequently, investors may need to rely on sales of their securities to realise any future gains on their investment.

## **2.3 Mining Industry Risks**

(a) **Exploration Risk**

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

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

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Company's projects, a reduction in the cash reserves of the Company and possible relinquishment of the Company's projects.

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

(b) **Regulatory Risks**

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise

the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time consuming process and there is a risk that the Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the tenements.

**(c) Operating and Development Risks**

The Company's ability to achieve production, development, operating cost and capital expenditure estimates on a timely basis cannot be assured.

The business of mining involves many risks and may be impacted by factors including ore tonnes, grade and metallurgical recovery, input prices (some of which are unpredictable and outside the control of the Company), overall availability of free cash to fund continuing development activities, labour force disruptions, cost overruns, changes in the regulatory environment and other unforeseen contingencies. Other risks also exist such as environmental hazards (including discharge of pollutants or hazardous chemicals), industrial accidents, occupational and health hazards, cave-ins and rock bursts. Such occurrences could result in damage to, or destruction of, production facilities, personal injury or death, environmental damage, delays in mining, increased production costs and other monetary losses and possible legal liability to the owner or operator of the mine. The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past mining activities for which it was not responsible.

In addition, the Company's profitability could be adversely affected if for any reason its production and processing of or mine development is unexpectedly interrupted or slowed. Examples of events which could have such an impact include unscheduled plant shutdowns or other processing problems, mechanical failures, the unavailability of materials and equipment, pit slope failures, unusual or unexpected rock formations, poor or unexpected geological or metallurgical conditions, poor or inadequate ventilation, failure of mine communications systems, poor water condition, interruptions to gas and electricity supplies, human error and adverse weather conditions.

**(d) Mine Development Risk**

Possible future development of mining operations of the Projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production of any of the Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the Projects. The risks associated with the

development of a mine will be considered in full should the Projects reach that stage and will be managed with ongoing consideration of stakeholder interests.

(e) **Environmental**

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

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

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become even more onerous making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

(f) **Failure to satisfy Expenditure Commitments**

The Tenements comprising the Projects are governed by the mining acts and regulations in Western Australia and Queensland. Each granted Tenement is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the tenements if conditions are not met or if insufficient funds are available to meet expenditure commitments.

(g) **Force majeure**

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

## **2.4 General Risks**

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

(a) **Reliance on Key Personnel**

The Company's operational success will depend substantially on the continuing efforts of senior executives. The loss of services of one or more senior executives may have an adverse effect on the Company's operations. Furthermore, if the Company is unable to attract, train and retain key individuals and other highly skilled employees and consultants, its business may be adversely affected.

(b) **Additional Requirements for Capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to maintain its funds and/or generate income from its operations, the Company may require further financing in the future. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back exploration expenditure as the case may be.

(c) **Royalties**

The Company's mining projects may be subject to State royalties. In the event that State royalties are increased in the future, the profitability and commercial viability of the Company's projects may be negatively impacted.

(d) **General Economic Climate**

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, commodity prices and stock market prices. The Company's future revenues and securities price may be affected by these factors, as well as by fluctuations in the price of commodities, which are beyond the Company's control.

(e) **Changes in Legislation and Government Regulation**

Government legislation in Australia or any other relevant jurisdiction, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

(f) **Competition for Projects**

The Company competes with other companies, including mineral exploration and production companies. Some of these companies have greater financial and other resources than the Company. As a result, such companies may be in a better position to compete for future business opportunities and there can be no assurance that the Company can effectively compete with these companies. In the event that the Company is not able to secure a new project or business opportunity this may have an adverse effect on the operations of the Company, its possible future profitability and the trading price of its securities, including the Securities offered under this Prospectus.

(g) **Commodity Price Volatility and Exchange Rate Risk**

If the Company achieves success leading to mineral production, the revenue it will derive through the sale exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward

selling activities and other macro-economic factors. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

(h) **Market conditions**

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

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

The market price of 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 exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of exploration companies experience extreme price and volume fluctuations that have often been unrelated to the operating performance of such companies. These factors may materially affect the market price of the Shares regardless of the Company's performance.

(i) **Climate change risks**

Climate change is a risk the Company has considered, particularly related to its operations in the mining industry. The climate change risks particularly attributable to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and
- (ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks

associated with climate change may significantly change the industry in which the Company operates.

**(j) Reports regarding the Company and the Projects**

If securities or industry analysts do not publish or cease publishing research or reports about the Company, its business or its market, or if they change their recommendations regarding the Company's Securities adversely, the price of its Securities and trading volumes could be adversely affected.

The market for the Company's Securities trading on ASX may be influenced by any research or reports compiled by securities or industry analysts. If any of the analysts who may cover the Company and its products change previously disclosed recommendations on the Company or for that matter its competitors, the price of its Securities may be adversely affected.

**(k) Litigation risks**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, 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 litigation.

**(l) Insurance**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be 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.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

## **2.5 Speculative Investment**

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

The Options offered under this Prospectus carry no guarantee in respect of value, profitability, dividends, return of capital or the price at which the Options (subject to satisfying ASX of the quotation requirements set out in Chapter 2 of the ASX Listing Rules) may trade on the ASX or the underlying Shares.

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

### 3. PURPOSE AND EFFECT OF THE OFFERS

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#### 3.1 Purpose of the Offers

The purpose of the Loyalty Offer is to recognise the support and loyalty the Company has received from its Shareholders to date. In addition, the Loyalty Offer will raise a nominal amount of approximately \$23,507 (before costs). The funds raised from the Loyalty Offer will be applied towards expenses of the Loyalty Offer. Refer to Section 5.10 for details of the estimated expenses of the Loyalty Offer.

The Loyalty Options will also provide the Company with a potential source of additional capital if the Loyalty Options are exercised. The Company will receive \$0.25 for each Loyalty Option exercised. If all Loyalty Options are issued and exercised, the Company will receive approximately \$1,958,891. However, there is no certainty that any Loyalty Options will be exercised, and the proportion exercised will depend on the Share price relative to the exercise price during the exercise period. It is anticipated that any funds raised by the exercise of Loyalty Options will be used toward continued development of the Company's existing projects and for working capital. The application of funds will depend on when the Loyalty Options are exercised and the status of the Company's projects and requirements at the relevant time.

The above is a statement of current intentions as at the date of this Prospectus. As with any budget, intervening events (such as project and general market risk factors affecting the Company) and new circumstances have the potential to affect the ultimate way funds will be applied. The Directors reserve the right to alter the way funds are applied on this basis.

This Prospectus also includes an offer of 1,000,000 Lead Manager Options to the Lead Manager (and/or its nominees). No funds will be raised from the Lead Manager Options as the Lead Manager Options are being issued as consideration for the lead manager services provided by the Lead Manager. However, the Lead Manager Options will provide the Company with a potential source of additional capital if the Lead Manager Options are exercised in the future (being approximately \$250,000).

On completion of the Loyalty Offer and Lead Manager Offer (together, the **Offers**), the Board believes the Company will have sufficient working capital to achieve its stated objectives.

#### 3.2 Effect of the Offers

The principal effect of the Offers (assuming all Options offered under this Prospectus are issued) will be to:

- (a) decrease the cash reserves by \$1,493 (after deducting the estimated cash costs of the Offers) immediately after completion of the Offers; and
- (b) increase the number of Options on issue from 15,390,000 as at the date of this Prospectus to 24,225,565 Options (subject to rounding of fractional Entitlements).

#### 3.3 Effect on balance sheet

The Loyalty Options to be issued pursuant to this Prospectus will only raise funds of approximately \$23,507 (before costs) and as such, the immediate effect on the Company's balance sheet will be minimal, limited to a decrease to the Company's existing cash reserves, with a corresponding adjustment to the Company's issued capital. Additional capital will be raised if the Loyalty Options and Lead Manager Options are exercised. This will affect the Company's balance sheet.



If the maximum number of Loyalty Options and Lead Manager Options are issued and then exercised, the Company will receive a total of approximately \$2,208,891. However, the Company is not able to specify with any certainty the extent of any change to the balance sheet given the uncertainty around the number of Loyalty Options to be ultimately issued and whether and when any of the Loyalty Options or Lead Manager Options will be exercised.

### 3.4 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all Loyalty Options offered under the Prospectus are issued (ignoring the effects of rounding of fractional Entitlements, and assuming no further Securities are issued prior to the Record Date), is set out below.

Security	Number
<b>Shares<sup>1</sup></b>	
Shares on issue as at the date of this Prospectus	78,355,650
<b>Total Shares on issue on completion of the Offers</b>	<b>78,355,650</b>
<b>Options</b>	
Options on issue as at the date of this Prospectus:	
Listed Options exercisable at \$0.25 and expiring 24 November 2026	10,000,000
Unlisted Options exercisable at \$0.50 on or before 8 February 2026	3,000,000
Unlisted Options exercisable at \$0.25 and expiring 15 December 2026	300,000
Unlisted Options exercisable at \$0.25 and expiring 15 November 2024	2,090,000
Loyalty Options to be issued pursuant to the Loyalty Offer <sup>2</sup>	7,835,565
Lead Manager Options to be issued pursuant to the Lead Manager Offer <sup>2</sup>	1,000,000
<b>Total Options on issue on completion of the Offers</b>	<b>24,225,565</b>
<b>Performance Rights</b>	
Performance Rights on issue as at the date of this Prospectus <sup>3</sup>	3,000,000
<b>Total Performance Rights on issue on completion of the Offers</b>	<b>3,000,000</b>

**Notes:**

- 1 The rights and liabilities attaching to the Shares are summarised in Section 4.1.
- 2 Exercisable at \$0.25 and expiring 24 November 2026. The Company will apply for Official Quotation of the Loyalty Options and Lead Manager Options offered under this Prospectus. The full terms and conditions of the Loyalty Options and Lead Manager Options are set out in Section 4.2.
- 3 Comprising:
  - (a) 1,000,000 Class A Performance Rights which vest upon the Company announcing a total Inferred JORC 2012 compliance resources of equal or greater than 100,000 tonnes (at 1% copper) of

Copper Equivalent metal (reported in accordance with clause 50 of the JORC Code) either at the Gooroo Project or Mt Isa East Prospectus, as verified by an independent expert;

- (b) 1,000,000 Class B Performance Rights which vest upon the Company announcing a total Inferred JORC 2012 compliance resources of equal or greater than 150,000 tonnes (at 1% copper) of Copper Equivalent metal (reported in accordance with clause 50 of the JORC Code) either at the Gooroo Project or Mt Isa East Prospectus, as verified by an independent expert; and
- (c) 1,000,000 Class C Performance Rights which vest upon the Company's share price achieving a VWAP of \$0.60 per Share (or more) for no less than 15 consecutive ASX trading days (where trading in the Company's shares actually occurs).

The full terms and conditions of the Performance Rights are set out in the Company's notice of meeting released to ASX on 28 March 2024.

### 3.5 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 as only Options are being issued. No investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offers.

There will be no change to any Shareholder's voting power as a result of the issue of the Options under this Prospectus. Where the Options are exercised into Shares, the voting power of the Shareholders who exercise the Options will increase. The likelihood of Options being exercised is dependent on the price of Shares from time to time until the Options expire.

### 3.6 Potential dilution

No immediate dilution will occur as a result of the issue of Options under this Prospectus. However, Shareholders should note that if they do not participate in the Loyalty Offer, their holdings are likely to be diluted if Loyalty Options are issued and subsequently exercised (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution from the Loyalty Offer may impact Shareholders is set out in the table below:

Holder	Holding as at Record date	% at Record Date	Entitlement under Loyalty Offer	% if full Entitlement taken up	% if no Entitlement taken up
Shareholder 1	5,000,000	6.38%	500,000	6.38%	5.73%
Shareholder 2	2,500,000	3.19%	250,000	3.19%	2.87%
Shareholder 3	1,000,000	1.28%	100,000	1.28%	1.15%
Shareholder 4	500,000	0.64%	50,000	0.64%	0.57%
Shareholder 5	100,000	0.13%	10,000	0.13%	0.11%

**Notes:**

- 1 The table is based on a share capital of 78,355,650 as at the date of this Prospectus and assumes that all Loyalty Options and Lead Manager Options are issued and exercised and that no other Shares are issued, including on exercise of existing Options or conversion of existing Performance Rights.
- 2 The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some of the resulting Shortfall Options are not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

### 3.7 Details of substantial holders

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

Shareholder	Shares	%
EQUITY TRUSTEES LIMITED <LOWELL RESOURCES FUND A/C>	5,415,556	6.91%
HSBC CUSTODY NOMINEES (AUSTRALIA) LIMITED	4,937,645	6.30%

The Offers will have no effect on the quantity of Shares held by these substantial holders as only Options are being issued.

## **4. RIGHTS ATTACHING TO SECURITIES**

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### **4.1 Rights and liabilities attaching to Shares**

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

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

#### **(a) General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings 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 or if a determination has been made, by direct vote;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote (even though he or she may represent more than one member); and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall (or where a Direct Vote has been lodged), 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, shall have such number of votes being equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable in respect of those Shares (excluding amounts credited).

#### **(c) Dividend rights**

Subject to and in accordance with the Corporations Act, the Listing Rules, the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares. The Directors may rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company.

The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied. Pending any application of the reserves, the Directors may invest or use the reserves in the business of the Company or in other investments as they think fit. Any amount set aside as a reserve is not required to be held separately from the Company's other assets and may be used by the Company or invested as the Directors think fit.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time and payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

**(d) Restricted Securities**

The Company shall comply in all respects with the requirements of the Listing Rules with respect to Restricted Securities.

Without limiting the generality of the above:

- (i) a holder of Restricted Securities must not Dispose of, or agree or offer to Dispose of, the Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules or the ASX;
- (ii) if the Restricted Securities are in the same class as quoted Securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer sponsored subregister and are to have a Holding Lock applied for the duration of the escrow period applicable to those Securities;
- (iii) the Company will refuse to acknowledge any Disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules or the ASX;
- (iv) a holder of Restricted Securities will not be entitled to participate in any return of capital on those Securities during the escrow period applicable to those Securities except as permitted by the Listing Rules or the ASX; and
- (v) if a holder of Restricted Securities breaches a Restriction Deed or a provision of this Constitution restricting a Disposal of those Securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those Securities for so long as the breach continues.

**(e) 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 he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders. No member is obliged to accept any Shares, securities or other assets in respect of which there is any liability.

The liquidator may, with the authority of a special resolution of the Company, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Shares or other securities in respect of which there is any liability.

(f) **Shareholder liability**

As the Shares under the Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(g) **Transfer of Shares**

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

(h) **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.

(i) **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.

## **4.2 Terms and conditions of Loyalty Options and Lead Manager Options**

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option is \$0.25 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 24 November 2026. An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

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

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

Following the Exercise Date and within the time period specified by the ASX Listing Rules, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Transferability**

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



## **5. ADDITIONAL INFORMATION**

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### **5.1 Company Update**

Details of the Company's current activities are set out in the announcements made by the Company to the ASX and are available from the ASX, or the Company's website at <https://www.coopermetals.com.au/>.

In accordance with the Company's business model and strategy, the Company continuously to identify and review other commercial opportunities for the Company which complement the Company's existing projects and activities. Negotiations with third parties are early stage, incomplete and confidential. There can be no certainty that any agreement or agreements will be reached, or that any transaction will eventuate. The Company will keep the market informed in accordance with its continuous disclosure obligations.

### **5.2 Continuous Reporting and Disclosure Obligations**

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

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

Investors are encouraged to check and monitor any further announcements made by the Company to ASX prior to securities being issued under the Loyalty Offer. To do so, please refer to the Company's ASX announcements platform via [www.asx.com.au](http://www.asx.com.au).

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a "transaction-specific" prospectus in respect of the Loyalty Offer.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (iii) the annual financial report of the Company for the financial year ended 30 June 2023;

- (iv) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and
- (v) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

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

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

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

The following announcements have been lodged with ASX in respect of the Company since the Company lodged its annual financial report for the financial year ended 30 June 2023 on 29 September 2023.

Date	Title
16 July 2024	Proposed issue of securities - CPM
11 July 2024	Entitlement Issue of Loyalty Options
5 July 2024	Change of Director's Interest Notice x 3
1 July 2024	Notification of cessation of securities - CPM
26 June 2024	Latest rock chips up to 48.3g/t Au at Gooroo Project in WA
24 June 2024	Change of Director's Interest Notice x 2
20 June 2024	Highest gold assay to date in rock chips at Attina Prospect
6 June 2024	Change of Director's Interest Notice x 3
31 May 2024	Shallow Cu-Au mineralisation continues at Mafic Sweats South
30 May 2024	Notification regarding unquoted securities - CPM
20 May 2024	Brumby Ridge Fault enhances prospectivity of Mt Isa Project
8 May 2024	RIU Sydney Resources Round-up Investor Presentation

Date	Title
1 May 2024	Results of Meeting
29 April 2024	Quarterly Activities Report and Appendix 5B
26 April 2024	RC drilling finished on multiple prospects at Mt Isa East
12 April 2024	Follow up RC drilling commences on multiple Cu-Au prospects
8 April 2024	Drilling update for Brumby Ridge Mt Isa East Project
28 March 2024	Letter to Shareholders - Notice of General Meeting
28 March 2024	Notice of General Meeting/Proxy Form
21 March 2024	RC drilling commences at Brumby Ridge
15 March 2024	Half Year Accounts
13 March 2024	Investor Presentation
13 March 2024	Brumby Ridge Diamond Drilling Update
5 March 2024	IP Survey confirms 300m long chargeability at Brumby Ridge
29 February 2024	Investor Presentation
29 February 2024	Diamond Drilling commences at Brumby Ridge
27 February 2024	Notice Under Section 708A
27 February 2024	Application for quotation of securities - CPM
21 February 2024	Proposed issue of securities - CPM
21 February 2024	Excellent IP result at Brumby Ridge and \$3.5m placement
19 February 2024	Trading Halt
14 February 2024	Latest rock chips up to 2.56g/t Au at Gooroo Project in WA
12 February 2024	Change of Director's Interest Notice
30 January 2024	Quarterly Activities Report and Appendix 5B
23 January 2024	Raven Prospect improved by geochemistry & geophysics surveys
17 January 2024	New rock chip assays expand search area at Brumby Ridge
18 December 2023	Change of Director's Interest Notice

Date	Title
15 December 2023	Notice Under Section 708A
15 December 2023	Grant of Waiver of ASX Listing Rule 14.7
15 December 2023	Notification regarding unquoted securities - CPM
15 December 2023	Application for quotation of securities - CPM
15 December 2023	Application for quotation of securities - CPM
15 December 2023	Application for quotation of securities - CPM
12 December 2023	Raven Cu-Au prospect extended by recent RC drilling
6 December 2023	Notice Under Section 708A
6 December 2023	Application for quotation of securities - CPM
30 November 2023	Brumby Ridge Copper Discovery confirmed - 71m @ 2.8% Cu
29 November 2023	CPMO - Top 20 Holders and Distribution Schedule
28 November 2023	Trading Halt
27 November 2023	Application for quotation of securities - CPM
24 November 2023	Options Prospectus
23 November 2023	Results of Meeting
23 November 2023	Change of Director's Interest Notice x 3
22 November 2023	Change in substantial holding
21 November 2023	Change in substantial holding
21 November 2023	Application for quotation of securities – CPM
17 November 2023	Application for quotation of securities – CPM
14 November 2023	50m @ 1.32% Cu intercept at Brumby Ridge Cu-Au Prospect
10 November 2023	Restricted Securities to be Released from Escrow
10 November 2023	Trading Halt
8 November 2023	Follow up RC Drilling commences at Raven and Brumby Ridge
2 November 2023	First holes into 2 untested prospects hit significant Cu-Au

Date	Title
26 October 2023	Quarterly Activities Report and Appendix 5B
24 October 2023	Letter to Shareholders - Notice of Annual General Meeting
24 October 2023	Notice of Annual General Meeting/Proxy Form
24 October 2023	Drilling uncovers untested Cu-Au potential at King Solomon 1
17 October 2023	Initial scout drilling complete over five Cu-Au prospects
12 October 2023	Results of Meeting
5 October 2023	RC Drilling commences to test five Cu-Au prospects at Mt Isa
29 September 2023	Appendix 4G and Corporate Governance Statement
29 September 2023	Annual Report to shareholders

### 5.3 Market Price of Shares and Options

The highest and lowest closing prices of Shares on the ASX during the 3 months preceding the date of this Prospectus, and the closing price on the trading day before the date of this Prospectus, are set out below.

#### Shares (ASX: CPM)

	Price	Date
Highest	\$0.145	16 May 2024
Lowest	\$0.063	21 June and 24 June 2024
Last	\$0.066	15 July 2024

#### Options (ASX: CPMO)

	Price	Date
Highest	\$0.09	16 May 2024
Lowest	\$0.019	11 June to 15 July 2024
Last	\$0.019	15 July 2024

It is not possible to predict what the value of Loyalty Options or Shares will be following the Loyalty Offer and the Directors do not make any representations as to such matters.

The last trading price of Shares (ASX: CPM) and Options (ASX: CPMO) on ASX prior to the Prospectus being lodged is not a reliable indicator as to the potential trading price of the Loyalty Options or Shares after implementation of the Loyalty Offer.

## 5.4 Litigation

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

## 5.5 Lead Manager Mandate

Prenzler Group Pty Ltd (ACN 621 100 730) has been appointed as Lead Manager to the Loyalty Offer.

Pursuant to the Lead Manager Mandate between the Company and the Lead Manager (**Lead Manager Mandate**), the Company has agreed to issue the Lead Manager (and/or its nominees) 1,000,000 Lead Manager Options in consideration for acting as Lead Manager to the Loyalty Offer.

The Lead Manager will use its best endeavours to place any Shortfall Options under the Shortfall Offer.

The Lead Manager Mandate otherwise contains terms and conditions considered standard for an agreement of this nature.

## 5.6 Directors' Interests

Other than as set out below or elsewhere in this Prospectus, no Director has, or had within two years before lodgement of this Prospectus with ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid (in cash or securities or otherwise) and no benefits have been given or agreed to be given to any Director:

- (a) to induce him to become, or to qualify him as, a Director; or
- (b) for services rendered by him in connection with the formation or promotion of the Company or the Offer.

### **Remuneration**

The remuneration (including superannuation unless stated otherwise) paid or due to be paid to the Directors for the two financial years prior to the date of this Prospectus, and proposed to be paid to the Directors for the current financial year (on an annualised basis), is set out below.

Director	FY 2022	FY 2023	FY 2024
Michael Frayne <sup>1</sup>	\$40,000	\$60,000	\$60,000
Ian Warland <sup>2</sup>	\$160,027	\$200,000	\$262,500
Timothy Armstrong <sup>3</sup>	\$36,000	\$70,000	\$102,000

**Notes:**

- 1 Michael Frayne was appointed as director on 2 February 2021.
- 2 Ian Warland was appointed as director on 2 February 2021.
- 3 Timothy Armstrong was appointed as director on 2 February 2021.

Further information relating to the remuneration of Directors can be found in the Company's annual financial report for the financial year ended 30 June 2023, which was announced to ASX on 29 September 2023.

### **Securities**

The securities in which the Directors and their associates have or are proposed to have relevant interests in at the date of this Prospectus are set out below.

<b>Director</b>	<b>Shares</b>	<b>Options</b>	<b>Performance Rights<sup>4</sup></b>	<b>Entitlement to Loyalty Options</b>
Michael Frayne <sup>1</sup>	1,600,000	-	750,000	150,000
Ian Warland <sup>2</sup>	2,325,000	40,000	1,500,000	232,500
Timothy Armstrong <sup>3</sup>	1,550,000	-	750,000	155,000

#### **Notes:**

- 1 Securities held indirectly by Chulu Holdings Pty Ltd, an entity controlled by Mr Frayne.
- 2 50,000 Shares held jointly by Ian & Nicole Warland. 275,000 Shares, 40,000 listed Options (ASX: CPMO) exercisable at \$0.25 and expiring 24 November 2026 and 1,500,000 Performance Rights held indirectly by Mr Ian Warland & Ms Nicole Galloway Warland <Galloway & Warland S/F A/C>. 2,000,000 Shares held indirectly by Nile Exploration Pty Ltd, an entity controlled by Mr Warland.
- 3 Shares held indirectly by TJA Assets Pty Ltd <TJA Investment A/C> and Performance Rights held indirectly by TJA Super Pty Ltd <TJA Superannuation A/C>, which are entities controlled by Mr Armstrong.
- 4 The full terms and conditions of the Performance Rights are set out in the Company's notice of meeting released to ASX on 28 March 2024.

## **5.7 Related party transactions**

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

## **5.8 Interests of experts and advisers**

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

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

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

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

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

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

Prenzler Group Pty Ltd has acted as the lead manager of the Loyalty Offer. The Company will issue 1,000,000 Options under the Lead Manager Offer for these services. During the 24 months preceding the lodgement of this Prospectus with ASIC, Prenzler Group Pty Ltd has received \$124,146 (including GST) in fees from the Company.

Nova Legal has acted as solicitors to the Company in relation to the Loyalty Offer. The Company estimates it will pay Nova Legal \$8,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with ASIC, Nova Legal has been paid fees totalling \$98,275 (excluding GST and disbursements) for legal services provided to the Company.

Automatic Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect of the procession of Entitlement and Acceptance Forms receive pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

## 5.9 Consents

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

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section;
- (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; and
- (c) has not withdrawn its consent prior to lodgement of this Prospectus with ASIC.

Prenzler Group Pty Ltd has given its written consent to being named as lead manager to the Loyalty Offer in this Prospectus.



Nova Legal has given its written consent to being named as the solicitors to the Company in this Prospectus.

Automatic Pty Ltd has given its written consent to being named as the share registry to the Company in this Prospectus.

#### **5.10 Estimated expenses of the Loyalty Offer**

The estimated cash costs of the Loyalty Offer (exclusive of GST) are set out below:

<b>Item</b>	<b>Amount (\$)</b>
ASIC lodgement fee	\$3,206
ASX quotation fee	\$10,454
Legal fees	\$8,000
Printing, registry and other expenses	\$3,340
<b>Total</b>	<b>\$25,000</b>

#### **5.11 Electronic Prospectus**

If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application Forms. If you have not, please phone the Company on the number set out in the Corporate Directory to this Prospectus and the Company will send you, for free, either a hard copy or a further electronic copy of the Prospectus, or both. Alternatively, you may obtain a copy of this Prospectus from the Company's website as set out in the Corporate Directory to this Prospectus.

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

## **6. DIRECTORS' AUTHORISATION**

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

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

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**Michael Frayne**  
**Non-Executive Chairman**  
**Cooper Metals Limited**

## 7. DEFINITIONS

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

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

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

**ASIC** means the Australian Securities and Investments Commission.

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

**ASX Listing Rules** means the listing rules of the ASX.

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

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

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

**Closing Date** means the date specified in the timetable set out at the commencement of this Prospectus (unless extended).

**Company** means Cooper Metals Limited (ACN 647 594 956).

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

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

**Directors** means the directors of the Company as at the date of this Prospectus.

**Eligible Shareholders** means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date and have a registered address in Australia or New Zealand.

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

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

**Lead Manager** means Prenzler Group Pty Ltd (ACN 621 100 730).

**Lead Manager Mandate** means the mandate between the Company and the Lead Manager, as summarised in Section 5.5.

**Lead Manager Offer** means the offer of 1,000,000 Lead Manager Options to the Lead Manager (and/or its nominees) on the terms and conditions set out in Section 1.8.

**Lead Manager Option** means an Option issued on the terms and conditions set out in Section 4.2.

**Loyalty Offer** means the non-renounceable offer of Loyalty Options, the subject of this Prospectus.

**Loyalty Option** means an Option issued on the terms and conditions set out in Section 4.2.

**Official Quotation** means official quotation on ASX.

**Option** means an option to acquire a Share.

**Optionholder** means a holder of an Option.

**Prospectus** means this prospectus.

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

**Section** means a section of this Prospectus.

**Securities** means Shares and/or Options, as the context requires.

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

**Shareholder** means a holder of a Share.

**Shortfall** means the Loyalty Options not applied for under the Loyalty Offer (if any).

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

**Shortfall Offer** means the offer of the Shortfall on the terms and conditions set out in Section 1.5.

**Shortfall Options** means those Loyalty Options issued pursuant to the Shortfall.

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