

STAVELY MINERALS LIMITED
ACN 119 826 907

OPTIONS PROSPECTUS

For the offer of:

- (a) up to 49,324,312 New Options to participants in the Placement, on the basis of one (1) New Option for every two (2) Shares subscribed for and issued to the participants under the Placement (**Placement Options Offer**); and
- (b) 5,000,000 New Options to the Lead Manager of the Placement (or its nominee) (**Lead Manager Options Offer**),

(together, the **Offers**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the New Options being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The New Options offered by this Prospectus should be considered as highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 22 July 2024 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No New Options may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

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

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The New Options offered by this Prospectus should be considered as highly speculative.

Applications for New Options offered pursuant to this Prospectus can only be made by an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus.

In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No investment advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for New Options under this Prospectus to determine whether it meets your

objectives, financial situation and needs.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

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

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

Overseas shareholders

These Offers do not, and are not intended to, constitute offers 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.

The Offers are not being extended and the New Options will not be issued to Shareholders with a registered address which is outside Australia or Germany.

For further information on overseas Shareholders please refer to Section 2.11.

Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of its 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 of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

Please refer to Section 6.2 for further details.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website (www.stavelly.com.au). By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.stavely.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus, or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 9287 7630 during office hours or by emailing the Company at info@stavely.com.au.

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

Company website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

Financial forecasts

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

reliable best estimate forecast or projection.

Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

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

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. 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.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

All references to time in this Prospectus are references to Australian Western Standard Time.

Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will

use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

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

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (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 New Options, the Company may not be able to accept or process your application.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 8 9287 7630

CORPORATE DIRECTORY

Directors

Christopher Cairns
Executive Chair & Managing Director

Jennifer Murphy
Executive Technical Director

Peter Ironside
Non-Executive Director

Robert Dennis
Non-Executive Director

Amanda Sparks
Non-Executive Director

Company Secretary

Amanda Sparks

Registered Office

First Floor, 168 Stirling Highway
NEDLANDS WA 6009

Telephone: +61 8 9287 7630
Email: info@stavelly.com.au
Website: www.stavelly.com.au

Auditor*

BDO Audit (WA) Pty Ltd
Chartered Accountants
Level 9, Mia Yellagonga Tower
5 Spring Street
PERTH WA 6000

Share Registry*

Computershare Investor Services Pty Ltd
Level 17
221 St Georges Terrace
PERTH WA 6000

Telephone: +61 8 9323 2000

Legal Advisers

Steinepreis Paganin
Level 14
QV1 Building
250 St Georges Terrace
PERTH WA 6000

Lead Manager to the Placement

Whairo Capital Pty Ltd
136 Fitzmaurice Street
WAGGA WAGGA NSW 2650

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

1. INDICATIVE TIMETABLE

1.1 Key Offer Information

Action	Date*
Lodgement of Prospectus with ASIC and ASX	22 July 2024
Opening Date of Offers under Prospectus	22 July 2024
Closing Date (5:00pm AWST)**	26 July 2024
Issue of New Options under the Offers	29 July 2024
Expected date of Official Quotation of New Options on ASX	30 July 2024

* The Directors reserve the right to bring forward or extend the Closing Date at any time after the Opening Date without notice. As such, the date the New Options are expected to be quoted on ASX may vary with any change in the Closing Date.

** Subscribers under the Offers should ensure that they have lodged their Application Form by this date.

1.2 Background

On 18 June 2024, the Company completed a placement to raise approximately \$3,650,000 (including \$350,000 from Directors), through the issue of 89,189,189 Shares at an issue price of \$0.037 per Share (**Placement**).

The Company also agreed, subject to Shareholder approval, to issue one (1) New Option for every (2) Shares subscribed for under the Placement, exercisable at \$0.07 each on or before 31 December 2025.

The Company issued:

- (a) 50,995,180 Shares under ASX Listing Rule 7.1; and
- (b) 38,194,009 Shares under ASX Listing Rule 7.1A,

pursuant to the Placement on 18 June 2024.

Shareholders approved the Directors' participation in the Placement at a general meeting on 18 July 2024 (**General Meeting**) on the following terms:

- (a) Christopher Cairns: 1,351,350 Shares and 675,675 New Options;
- (b) Jennifer Murphy: 1,351,350 Shares and 675,675 New Options;
- (c) Peter Ironside: 5,405,406 Shares and 2,702,703 New Options; and
- (d) Amanda Sparks: 1,351,350 Shares and 675,675 New Options.

The Placement Shares were issued to the participating Directors on 18 July 2024.

The Company also obtained Shareholder approval pursuant to ASX Listing Rules 7.1 and 10.11 at the General Meeting for the issue of the New Options pursuant to the Offers.

Further information in relation to the Placement is set out in the ASX announcement released on 11 June 2024 and the Company's notice of General Meeting released to ASX on 18 June 2024.

2. DETAILS OF THE OFFERS

2.1 Placement Options Offer

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

The New Options offered under the Placement Options Offer pursuant to this Prospectus will be exercisable at \$0.07 each on or before 31 December 2025 and otherwise on the terms set out in Section 4.1. All Shares issued upon exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

The maximum number of New Options to be issued under the Placement Options Offer is 49,324,312, calculated on the basis of one (1) New Option for every two (2) Shares subscribed for under the Placement.

No funds will be raised from the Placement Options Offer as the New Options are being issued for nil consideration.

The Company will apply for Official Quotation of the New Options offered pursuant to the Placement Options Offer.

2.2 Lead Manager Options Offer

The Lead Manager Options Offer is an offer of 5,000,000 New Options to the Lead Manager (or its nominee).

No funds will be raised from the Lead Manager Options Offer as the New Options are being issued in consideration for services provided by the Lead Manager.

The New Options offered under the Lead Manager Options Offer pursuant to this Prospectus will be exercisable at \$0.07 each on or before 31 December 2025 and otherwise on the terms set out in Section 4.1. All Shares issued upon exercise of the New Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

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

2.3 Lead Manager

Whairo Capital Pty Ltd (ACN 618 944 568) (Corporate Authorised Representative (number 1282684) of Redleaf Securities Pty Ltd (ACN 606 000 800), being the holder of AFSL 510097) (**Lead Manager**) was engaged by the Company to act as Lead Manager to the Placement under a mandate letter with the following material terms:

- (a) **Engagement:** The Lead Manager will be engaged as corporate advisor and lead manager and provide capital raising activities, corporate and financial advice to the Company.
- (b) **Term:** Commencing 5 June 2024 until 5 September 2024.
- (c) **Fees:** The Company agreed to pay/issue the Lead Manager:
 - (i) a capital raising fee equal to:
 - (ii) 6% (plus GST) of the total amount raised under the Placement; provided that
 - (iii) the Lead Manager will only be paid 3% (plus GST) of the total amount raised under the Placement in respect of proceeds from the Stavely's Chairman's List; and
 - (iv) 5,000,000 New Options.
- (d) **Retainer:** The Company has agreed to pay the Lead Manager a monthly retainer of \$6,000 per month (excluding GST) for a minimum of three months following commencement of the mandate letter on 5 June 2024.

The mandate letter otherwise contains provisions considered standard for an agreement of its nature (including representations and warranties, indemnity provisions and confidentiality provisions).

2.4 Minimum subscription

There is no minimum subscription for the Offers.

2.5 Not underwritten

The Offers are not underwritten.

2.6 Oversubscriptions

No oversubscriptions will be accepted by the Company under the Offers.

2.7 Applications

Applications for New Options can only be made by the participants in the Placement and the Lead Manager (or their nominee(s)) at the direction of the Company and must be made using the appropriate Application Form accompanying this Prospectus. Completed Application Forms must be mailed or delivered to the address set out on the Application Form by no later than the Closing Date. The New Options are being issued for nil cash consideration and therefore the Applicants are not required to pay any funds with their application.

Completed Application Forms must be mailed or delivered to the address set out on the Application Form by **no later than 5:00pm (AWST) on the Closing Date**.

The Company reserves the right to close the Offers early.

If you require assistance in completing an Application Form, please contact the Company Secretary on +61 8 9287 7630.

2.8 ASX Listing

Application for Official Quotation of the New Options offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus.

If ASX does not grant Official Quotation of the New Options offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the issue of any New Options pursuant to this Prospectus will be deemed void.

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

2.9 Issue of New Options

New Options issued pursuant to the Offers will be issued in accordance with the timetable set out in Section 1 of this Prospectus.

2.10 Defects in Applications

If an Application Form is not completed correctly, the Company may, in its discretion, still treat the Application Form to be valid. The Company's decision to treat an application as valid, or how to construe, amend or complete it, will be final.

2.11 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 the New Options these Shareholders would be offered, and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offers are not being

extended and New Options will not be issued to Shareholders with a registered address which is outside Australia or Germany.

European Union

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

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

Nominees and custodians

Nominees and custodians may not submit an Application Form on behalf of any Shareholder resident outside Australia or Germany without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

2.12 Enquiries

Any questions concerning the Offers should be directed to the Company Secretary on +61 8 9287 7630.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Offers

The purpose of the Placement Options Offer is to offer investors and Directors who participated in the Placement one (1) free New Option for every two (2) Shares subscribed for under the Placement.

The purpose of the Lead Manager Options Offer is to satisfy the Company's agreement to issue 5,000,000 New Options to the Lead Manager (or its nominee).

In addition to the above purposes, the Offers are being made under this Prospectus to remove any trading restrictions attaching to the New Options and any Shares issued on exercise of the New Options. The Company confirms that:

- (a) the New Options offered under this Prospectus are being issued with disclosure under this Prospectus (which is a disclosure document under Part 6D.2 of the Corporations Act); and
- (b) the Offers are being made such that the relief provided under *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80* with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Subject to the New Options being granted to Official Quotation on the ASX, holders of the New Options will be able to trade the New Options on the ASX and will be able to exercise the New Options into Shares and trade those Shares without the need for additional disclosure and without any trading restrictions.

3.2 Effects of the Offers

The principal effects of the Placement and Offers, assuming the Company issues the maximum number of New Options under the Offers, will be to:

- (a) increase the number of Options currently on issue from 13,487,500 as at the date of this Prospectus to 67,811,812; and
- (b) to remove any trading restrictions attaching to the New Options and to enable the on-sale of any Shares issued on exercise of the New Options issued under this Prospectus.

3.3 Effect of the Offers on capital structure

The effect of the Offers on the capital structure of the Company, assuming the Company issues the maximum number of New Options under the Offers, is set out below.

Shares ¹	Number
Shares currently on issue ¹	481,540,424
Shares offered pursuant to the Offers	Nil
Total Shares on completion of the Offers	481,540,424

Options	Number
Options currently on issue ²	13,487,500
New Options offered pursuant to the Placement Options Offer ³	49,324,312
New Options offered pursuant to the Lead Manager Options Offer ³	5,000,000
Total Options on completion of the Offers	67,811,812

Notes:

1. The rights attaching to the Shares are summarised in Section 4.2 of this Prospectus.
2. Comprising:
 - (a) 4,737,500 unquoted Options (ASX: SVYA) exercisable at \$0.71 each and expiring 30 November 2024;

- (b) 5,150,000 unquoted Options (ASX: SVYAK) exercisable at \$0.22 each and expiring 30 November 2025;
 - (c) 425,000 unquoted Options (ASX: SVYAL) exercisable at \$0.30 each and expiring 30 November 2025; and
 - (d) 3,175,000 unquoted Options (ASX: SVYAM) exercisable at \$0.14 each and expiring 30 November 2026.
3. Quoted Options exercisable at \$0.07 each on or before 31 December 2025, the terms of which are set out at Section 4.1.

The capital structure on a fully diluted basis as at the date of this Prospectus is 495,027,924 Shares and on completion of the Offers would be 549,352,236 Shares.

3.4 Financial effect of the Offers

No funds will be raised from the Offers as the New Options are being issued for nil cash consideration. However, if all New Options are exercised into Shares, the Company will receive approximately \$3,802,702.

The expenses of the Offers are estimated to be approximately \$37,000. The expenses of the Offers will be met utilising the Company's existing cash reserves.

Accordingly, the immediate financial effect of the Offers will be to reduce the Company's existing cash reserves by \$37,000.

3.5 Substantial Shareholders

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

Shareholder	Shares	%
Peter Ironside	38,048,944	7.90%
Jupiter Asset Management Ltd.	25,742,764	5.35%

The Company confirms that no existing Shareholder will increase its shareholding to above 19.9% as a result of the Offers.

4. RIGHTS ATTACHING TO SECURITIES

4.1 Terms of the New Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) fully paid ordinary share (**Share**) in the Company upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.07 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (AWST) on 31 December 2025 (**Expiry Date**). 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 exercise notice (**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**

Within five (5) Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of 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 paragraph (g)(ii) is for any reason 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 an Optionholder 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) **Change in exercise price**

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

(l) **Transferability**

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

4.2 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares in the Company currently on issue and the Shares that will be issued on the exercise of the New Options offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

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

(a) **General meetings**

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

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

(b) **Voting rights**

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

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

(c) **Dividend rights**

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

amounts paid and payable (excluding amounts credited) in respect of such Shares.

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

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time 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) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the 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.

The liquidator may, with the authority of a special resolution, 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.

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of Constitution**

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

5. RISK FACTORS

5.1 Introduction

The New Options offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the New Options and Shares issued upon the exercise of the New Options may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the New Options. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

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

5.2 Company specific

Risk Category	Risk
Additional Requirements for Capital	The Company's capital requirements depend on numerous factors. Given that the Company's primary business is mineral exploration and that it does not currently have any mining operations, the Company may require further financing in addition to amounts raised under the recently completed Placement. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.
Climate Risk	There are a number of climate-related factors that may affect the field operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include: <ul style="list-style-type: none"><li data-bbox="624 1659 1394 2040">(a) 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<li data-bbox="624 2047 1394 2096">(b) climate change may cause certain physical and environmental risks that cannot be predicted by the

Risk Category	Risk
	<p>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.</p>
<p>Exploration Risk</p>	<p>Potential investors should understand that mineral exploration and project development are high-risk undertakings. There can be no assurance that exploration of the Company's projects, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p> <p>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.</p> <p>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 tenements, a reduction in the cash reserves of the Company and possible relinquishment of the projects.</p> <p>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.</p>
<p>Mine Development Risk</p>	<p>Possible future development of a mining operation at the Company's 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, a reliance on government approvals, some of which are subject to Ministerial discretion, 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.</p> <p>If the Company commences production, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects.</p>
<p>Commodity Price Volatility and Exchange Rates</p>	<p>If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities 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</p>

Risk Category	Risk
	<p>metals, technological advancements, forward selling activities and other macro-economic factors.</p> <p>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.</p>

5.3 Industry specific

Risk Category	Risk
Exploration Costs	<p>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.</p>
Exploration Success	<p>The mining tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.</p> <p>There can be no assurance that exploration of the mining tenements, or any other licenses that may be acquired in the future, will result in the discovery of an economic mineral resource. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p> <p>There is no assurance that exploration or project studies by the Company will result in the definition of an economically viable mineral deposit or that the exploration tonnage estimates and conceptual project developments discussed in this Prospectus are able to be achieved.</p> <p>The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process and Aboriginal heritage factors, changing government regulations and many other factors beyond the control of the Company.</p> <p>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.</p>
Resource, Reserves and Exploration Targets	<p>Reserve and Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature Resource and Reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.</p>

Risk Category	Risk
Operations	No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.
Occupational and Safety Health	<p>Site safety is a critical element of the Company. While the Company has a strong commitment to achieving a safe performance on site and a strong record in achieving safety performance, a serious site safety incident could impact upon the reputation and financial performance of the Company.</p> <p>Additionally, laws and regulations may become more complex and stringent. Failure to comply with applicable regulations or requirements may result in significant liabilities, suspended activities and increased costs.</p>
Environmental	<p>The operations and proposed activities of the Company are subject to Australian 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 highest standard of environmental obligation, including compliance with all environmental laws.</p> <p>Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or fires 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.</p> <p>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 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.</p>
Native Title	<p>The Native Title Act recognises and protects the rights and interests in Australia of Aboriginal and Torres Strait Islander people in land and waters, according to their traditional laws and customs. There is significant uncertainty associated with Native Title in Australia and this may impact on the Company's operations and future plan.</p> <p>In relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which Native Title rights of Aboriginal and Torres Strait Islander people exist. If Native Title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.</p>
Expenditure Commitments and Licence Conditions	Interests in tenements in Victoria are governed by the mining acts and regulations that are current in Victoria and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the

Risk Category	Risk
	tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments.
Land Access Risk	<p>Land access is critical for exploration and exploitation to succeed. It requires both access to the mineral rights and access to the surface rights. Minerals rights may be negotiated and acquired. In all cases, the acquisition of prospective exploration and mining licences is a competitive business in which proprietary knowledge or information is critical and the ability to negotiate satisfactory commercial arrangements with other parties is often essential. The Company may not be successful in acquiring or obtaining the necessary licences to conduct exploration or evaluation activities outside of the mineral tenements that it owns.</p> <p>Access to land for exploration and evaluation purposes can be obtained by: (i) private access and compensation agreement with the landowner; (ii) purchase of surface rights; or (iii) through judicial rulings. However, access rights to licences can be affected by many factors, including: (i) surface title land ownership negotiations, which are required before ground disturbing exploration activities can commence within the jurisdictions in which the Company operates; (ii) permitting for exploration activities, which are required in order to undertake most exploration and exploitation activities within the jurisdictions in which the Company operates; and (iii) natural occurrences, including inclement weather, fire or floods. All of these issues have the potential to delay, curtail and preclude the Company's operations. While the Company will have the potential to influence some of these access issues, manages those instances where negotiations are required to gain access, it is not possible for the Company to predict the extent to which the above-mentioned risks and uncertainties may adversely impact the Company's operations.</p>

5.4 General risks

Risk Category	Risk
Economic	General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.
Market Conditions	<p>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:</p> <ul style="list-style-type: none"> (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. <p>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.</p>
Competition Risk	The industry in which the Company will be involved is subject to domestic and global competition. Although the Company will undertake all reasonable due diligence in its business decisions and

Risk Category	Risk
	operations, the Company will have no influence or control over the activities or actions of its competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.
Litigation Risks	The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.
Dividends	Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.
Taxation	<p>The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All existing and prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring New Options from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of subscribing for New Options offered under this Prospectus.</p>
Reliance on Key Personnel	The Company's future success depends on its continuing ability to retain and attract highly qualified and experienced personnel. Competition for such personnel can be intense and there can be no assurance that Stavely will be able to attract and retain additional highly qualified personnel in the future. The ability to attract and retain necessary personnel could have a material adverse effect on the Company reputation and financial position.
Human Resources	With an increase in labour demand within the resources sector, there is increased competition for quality personnel. The ability to attract and retain necessary personnel could have an adverse effect on the Company with the loss of technical knowledge.
Economic Conditions and Other Global or National Issues	<p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p> <p>Specifically, it should be noted that the current evolving conflict between Ukraine and Russia is impacting global macroeconomics and markets generally. The nature and extent of the effect of this conflict on the performance of the Company and the value of its Shares remains unknown. The Company's Share price may be</p>

Risk Category	Risk
	adversely affected in the short to medium term by the economic uncertainty caused by the conflict between Ukraine and Russia and overall impacts on global macroeconomics. Given the situation is continually evolving, the outcomes and consequences are inevitably uncertain.

5.5 Speculative investment

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the New Options.

Existing and prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the New Options offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those New Options.

Before deciding whether to subscribe for New Options under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

6. ADDITIONAL INFORMATION

6.1 Litigation

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

6.2 Continuous Disclosure Obligations

As set out in the Important Notices Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

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

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

Date	Description of Announcement
3-October-2023	Compelling New Regional Porphyry Targets Identified
3-October-2023	Amended Compelling New Regional Porphyry Targets Identified
5-October-2023	Outstanding Ni-Cu Prospectivity Outlined Hawkstone Project
9-October-2023	Notice of Annual General Meeting/Proxy Form
9-October-2023	Proposed issue of securities - SVY
19-October-2023	Investor Presentation 19 October 2023
30-October-2023	Quarterly Activities Report - September 2023
30-October-2023	Quarterly Cashflow Report – September 2023
1-November-2023	Notification of cessation of securities - SVY
1-November-2023	Presentation - IMARC November 2023
8-November-2023	Application for quotation of securities - SVY

Date	Description of Announcement
8-November-2023	5-Year Extension of Term for Tenements and Cleansing Notice
14-November-2023	Successful WA Government Drilling Co-Funding Application
16-November-2023	Annual General Meeting Presentation
16-November-2023	Results of Annual General Meeting
20-November-2023	Notification regarding unquoted securities - SVY
20-November-2023	Change of Director's Interest Notice - C Cairns
20-November-2023	Change of Director's Interest Notice - P Ironside
20-November-2023	Change of Director's Interest Notice - J Murphy
20-November-2023	Change of Director's Interest Notice – A Sparks
20-November-2023	Change of Director's Interest Notice – R Dennis
29-November-2023	Presentation - Resourcing Tomorrow Conference November 2023
30-November-2023	Lapse of Performance Rights with Appendix 3Ys
30-November-2023	Notification of cessation of securities - SVY
15-December-2023	Notification regarding unquoted securities - SVY
25-January-2024	Quarterly Activities Report - December 2023
25-January-2024	Quarterly Cashflow Report - December 2023
12-February-2024	Stavely Expands Footprint at Hawkstone Project
13-February-2024	Investor Presentation - RIU Explorers Conference
05-March-2024	Half Yearly Report and Accounts
27-March-2024	Stavely Joins Falcon Metals to Explore for Magmatic Nickel
27-March-2024	SVY Joins Falcon Metals to Explore for Magmatic Ni Corrected
29-April-2024	Stavely Minerals Agrees Terms for Sale of Gembrae Farm
29-April-2024	Quarterly Cashflow Report - March 2024
29-April-2024	Quarterly Activities Report - March 2024
06-May-2024	\$400,000 in WA EIS Drilling and Geophysical Grants Awarded
09-May-2024	Commercial Viability Study for Development of Cayley Lode
14-May-2024	Shallow Copper Drill Target Identified at Junction Prospect
21-May-2024	Change Auditors
21-May-2024	Listed Options Expiry
22-May-2024	Listed Options Expiry - Correction
27-May-2024	Investor Presentation - May 2024
05-June-2024	Mobilise to Drill the Junction Lode Target Next Week
06-June-2024	Trading Halt
06-June-2024	Investor Presentation - June 2024
11-June-2024	SUCCESSFUL A\$3.65 MILLION PLACEMENT
11-June-2024	Proposed issue of securities - SVY
11-June-2024	Proposed issue of securities - SVY

Date	Description of Announcement
17 June 2024	Drill Rig On-site and Set to Drill Test the Junction Lode
18 June 2024	Application for quotation of securities - SVY
18 June 2024	Cleansing Notice
18 June 2024	Notice of General Meeting/Proxy Form
26 June 2024	Drilling Access Agreed for Key Junction Target
1 July 2024	Change of Director's Interest Notice - JM Lapsed Options
1 July 2024	Change of Director's Interest Notice - CC Lapsed Options
1 July 2024	Change of Director's Interest Notice - PRI Lapsed Options
1 July 2024	Change of Director's Interest Notice - AS Lapsed Options
1 July 2024	Change in substantial holding - Ironside
8 July 2024	Application for quotation of securities - SVY
8 July 2024	Cleansing Notice
8 July 2024	Cancel – Application for quotation of securities - SVY
18 July 2024	Stavely Successful in \$750,000 JMEI Application
18 July 2024	General Meeting Presentation
18 July 2024	Results of General Meeting
18 July 2024	Quarterly Cashflow Report - June 2024
18 July 2024	Quarterly Activities Report - June 2024
18 July 2024	Application for quotation of securities - SVY
18 July 2024	Application for quotation of securities - SVY
18 July 2024	Cleansing Notice
18 July 2024	Change of Director's Interest Notice - C Cairns
18 July 2024	Change of Director's Interest Notice - J Murphy
18 July 2024	Change of Director's Interest Notice - A Sparks
18 July 2024	Change of Director's Interest Notice - P Ironside

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website at www.stavely.com.au.

6.3 Market Price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on the ASX.

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

	(\$)	Date
Highest	\$0.058	21 May 2024
Lowest	\$0.025	3 May & 13 May 2024

	(\$)	Date
Last	\$0.028	19 July 2024

As the issue of the New Options under this Prospectus represents the first time the Company will have this class of quoted Options on issue, there are no previous closing market sale prices preceding the date of lodgement of this Prospectus that can be disclosed.

6.4 Interests of Directors

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

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

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

Security Holdings

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus is set out in the table below:

Date of this Prospectus

Director	Shares	Options
Christopher Cairns ¹	10,037,729	3,500,000
Jennifer Murphy ²	6,984,165	2,900,000
Peter Ironside ³	38,048,944	1,475,000
Amanda Sparks ⁴	4,055,889	2,075,000
Robert Dennis ⁵	644,444	1,200,000

Completion of the Offers

Director	Shares	Options
Christopher Cairns ¹	10,037,729	4,175,675
Jennifer Murphy ²	6,984,165	3,575,675
Peter Ironside ³	38,048,944	4,177,703
Amanda Sparks ⁴	4,055,889	2,750,675
Robert Dennis ⁵	644,444	1,200,000

Notes:

1. Christopher Cairns comprising:
 - (a) 10,037,729 Shares held as follows: 4,528,811 Shares held directly by Christopher Cairns, 2,147,531 Shares held indirectly by Goldwork Asset Pty Ltd <The Cairns Family a/c> and 3,361,387 Shares held indirectly by Goldwork Asset Pty Ltd <Cairns Family S/F a/c>;
 - (b) 3,500,000 unlisted Options held as follows: 1,500,000 unlisted Options (ASX: SVYAK) exercisable at \$0.22 each on or before 30 November 2025 and 1,000,000 unlisted Options (ASX: SVYAM) exercisable at \$0.14 each on or before 30 November 2026 held directly by Christopher Cairns, 1,000,000 unlisted Options (ASX: SVYAI) exercisable at \$0.71 each on or before 30 November 2024 held indirectly by Goldwork Asset Pty Ltd <The Cairns Family a/c>; and
 - (c) 675,675 New Options to be issued to Christopher Cairns (or his nominee) under the Placement Options Offer.
2. Jennifer Murphy comprising:
 - (a) 6,984,165 Shares held as follows: 5,162,345 Shares held directly by Jennifer Murphy and 1,821,820 Shares held indirectly by Edenglen Pty Ltd <Murphy Super Fund a/c>;
 - (b) 2,900,000 unlisted Options held as follows: 850,000 unlisted Options (ASX: SVYAI) exercisable at \$0.71 on or before 30 November 2024 held indirectly by Edenglen Pty Ltd <Murphy Family a/c> and both 1,250,000 unlisted Options (ASX: SVYAK) exercisable at \$0.22 each on or before 30 November 2025 and 800,000 unlisted Options (ASX: SVYAM) exercisable at \$0.14 each on or before 30 November 2026 held directly by Jennifer Murphy; and
 - (c) 675,675 New Options to be issued to Jennifer Murphy (or her nominee) under the Placement Options Offer.
3. Peter Ironside comprising:
 - (a) 38,048,944 Shares held as follows: 9,173,619 Shares held indirectly by Ironside Pty Ltd <Ironside Super Fund a/c>, 9,295,325 Shares held indirectly by Ironside Pty Ltd <Ironside Family a/c> and 19,580,000 Shares held indirectly by Chaka Investments Pty Ltd;
 - (b) 1,475,000 unlisted Options held as follows: 575,000 unlisted Options (ASX: SVYAI) exercisable at \$0.71 on or before 30 November 2024, 700,000 unlisted Options (ASX: SVYAK) exercisable at \$0.22 each on or before 30 November 2025 and 200,000 unlisted options (ASX: SVYAM) exercisable at \$0.14 each on or before 30 November 2026 held indirectly by Ironside Pty Ltd <Ironside Family a/c>; and
 - (c) 2,702,703 New Options to be issued to Peter Ironside (or his nominee) under the Placement Options Offer.
4. Amanda Sparks comprising:
 - (a) 4,055,889 Shares held as follows: 663,360 Shares held directly by Amanda Sparks, 1,405,237 Shares held jointly by Amanda Sparks and Anthony Sparks and 1,987,292 Shares held indirectly by Mr Anthony James Sparks and Mrs Amanda Grace Sparks <A & A Sparks S/F No 2 A/ a/c>;
 - (b) 2,075,000 unlisted Options held directly by Amanda Sparks as follows: 575,000 unlisted Options (ASX: SVYAI) exercisable at \$0.71 on or before 30 November 2024, 1,000,000 unlisted Options (ASX: SVYAK) exercisable at \$0.22 each on or before 30 November 2025 and 500,000 unlisted Options (ASX: SVYAM) exercisable at \$0.14 each on or before 30 November 2026; and
 - (c) 675,675 New Options to be issued to Amanda Sparks (or her nominee) under the Placement Options Offer.
5. Comprising:
 - (a) 644,444 Shares held directly by Robert Dennis; and
 - (b) 1,200,000 unlisted Options held directly by Robert Dennis as follows: 300,000 unlisted Options (ASX: SVYAI) exercisable at \$0.71 on or before 30 November 2024, 700,000 unlisted Options (ASX: SVYAK) exercisable at \$0.22 each on or before 30 November 2025 and 200,000 unlisted Options (ASX: SVYAM) exercisable at \$0.14 each on or before 30 November 2026.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director.

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

The following table shows the total annual remuneration paid to the Directors for the previous two financial years, and the proposed remuneration for the current financial year.

Director		FY ending 30 June 2025 (Proposed)	FY ended 30 June 2024	FY ended 30 June 2023
Christopher Cairns	Cash	\$350,000	\$350,833	\$371,284
	Share-Based	-	\$39,895	\$110,870
	Total	\$350,000	\$390,728	\$482,154
Jennifer Murphy	Cash	\$285,000	\$283,221	\$312,365
	Share-Based	-	\$30,926	\$86,409
	Total	\$285,000	\$314,147	\$398,774
Peter Ironside	Cash	\$55,750	\$55,500	\$55,250
	Share-Based	-	\$5,998	\$30,800
	Total	\$55,750	\$61,498	\$86,050
Amanda Sparks	Cash	\$111,500	\$111,111	\$110,500
	Share-Based	-	\$14,995	\$44,000
	Total	\$111,500	\$126,106	\$154,500
Robert Dennis	Cash	\$55,750	\$55,500	\$55,250
	Share-Based	-	\$5,998	\$30,800
	Total	\$55,750	\$61,498	\$86,050

6.5 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 Offers; or
- (c) the Offers,

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

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

Steinepreis Paganin has acted as the solicitors to the Company in respect of the Prospectus. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services. Subsequently, fees will be charged in accordance with normal charge out rates. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$67,934.50 (excluding GST and disbursements) for legal services provided to the Company.

Whairo Capital Pty Ltd has acted as Lead Manager to the Placement. Refer to Section 2.3 of this Prospectus for the fees to be paid to the Lead Manager. During the 24 months preceding lodgement of this Prospectus with the ASIC, the Lead Manager has received \$204,000 (excluding GST) in fees from the Company for its services in connection with the Placement and has not received any fees from the Company for any other services.

6.6 Consents

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

Each of the parties referred to in this Section:

- (a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (b) in light of the above, 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 the lodgement of this Prospectus with the ASIC.

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

Whairo Capital Pty Ltd has given its written consent to being named as the Lead Manager to the Placement in this Prospectus. Whairo Capital Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

6.7 Estimated Expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$37,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

Item	Amount
ASIC fees	\$3,206
ASX fees	\$14,346
Legal fees	\$15,000
Share Registry fees, printing and distribution	\$4,000
Other costs	\$448
Total	\$37,000

7. DIRECTORS' AUTHORISATION

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

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

8. GLOSSARY

\$ means an Australian dollar.

Applicant means an investor that applies for New Options pursuant to the Placement Options Offer or Lead Manager Options Offer (as the case may be).

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

ASIC means Australian Securities & 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 official listing rules of ASX.

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

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

Board means the board of Directors as constituted from time to time.

Lead Manager Options Offer means the offer of New Options to the Lead Manager as set out in Section 2.2.

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 in the Section 1 (unless extended or closed earlier).

Company means Stavely Minerals Ltd (ACN 119 826 907).

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 at the date of this Prospectus.

General Meeting has the meaning given in Section 1.2.

Lead Manager means Whairo Capital Pty Ltd (ACN 618 944 568) (Corporate Authorised Representative (number 1282684) of Redleaf Securities Pty Ltd (ACN 606 000 800), being the holder of AFSL 510097).

New Option means an Option issued on the terms set out in Section 4.1.

Offers means the Placement Options Offer and Broker Options Offer the subject of this Prospectus and **Offer** means either of them (as the context requires).

Official Quotation means official quotation by ASX in accordance with the ASX Listing Rules.

Opening Date means the opening date of the Offer as set out in the indicative timetable in Section 1.

Option means an option to acquire a Share, including where the context requires, New Options.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 1.2.

Placement Options Offer means the offer of New Options as set out in Section 2.1.

Prospectus means this prospectus.

Section means a section of this Prospectus.

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

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

Shareholder means the holder of a Share.