

Prospectus

Pursuant to section 713 *Corporations Act 2001* (Cth)

Matsa Resources Limited ACN 106 732 487 (**Company**)

A non-renounceable, pro-rata rights issue to Eligible Shareholders of 1 Loyalty Option for every 5 Shares held at an offer price of \$0.0025 per Loyalty Option to raise approximately \$325,044 before costs with each Loyalty Option having an exercise price of \$0.05 and expiring on 30 September 2027 (**Entitlement Offer**).

The Entitlement Offer is fully underwritten by Westar Capital Limited (**Westar Capital** or **Underwriter** or **Lead Manager**). Refer to section 7.2 for details regarding the terms of the Underwriting Agreement.

This document is important and it should be read in its entirety

To participate in the Entitlement Offer you must make a payment by following the instructions on your personalised Entitlement and Acceptance Form, which can be accessed via <https://investor.automic.com.au/#/home>. Your payment must be received by the Company's Share Registry no later than 5.00pm (Perth time) on the Closing Date. Please refer to the timetable set out in this Prospectus for the Important Dates.

If you are in any doubt as to the contents of this document, you should consult your stockbroker, solicitor, banker, financial advisor or accountant as soon as possible. The securities offered by this Prospectus are considered to be speculative.

This is a transaction-specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth).

Important Information

Offer Statistics

Offer Price:\$0.0025 per Loyalty Option

Offer ratio: 1 Loyalty Option for every 5 Shares

Max. amount of Loyalty Options to be issued under the Entitlement Offer:up to 130,017,500

Number of Shares on issue following the Entitlement Offer*: 650,087,503

Number of Options on issue following the Entitlement Offer**: 226,173,981

*Represents Shares on issue as at the date of this Prospectus and excludes any Shares which may be issued in the event that any Existing Options are exercised prior to the Record Date or any Shares which may be issued by the Company in exchange for drilling services as approved by Shareholders on 25 July 2024.

**Includes 96,156,481 Existing Options currently on issue.

Key Dates for Investors

Announcement of Entitlement Offer and Appendix 3B and
Prospectus lodged with ASX and ASIC:7 October 2024

Record Date for determining Entitlements under the Entitlement Offer:10 October 2024

Prospectus despatched:15 October 2024

Offer open:15 October 2024

Last date to extend Closing Date:21 October 2024

Offer expected to close:24 October 2024

Notification of Shortfall:28 October 2024

Expected date for despatch of new holding statements:1 November 2024

Further details regarding the timetable for the Entitlement Offer are set out in section 2.4. All dates are subject to change and accordingly are indicative only. In particular, the Company, in consultation with Westar Capital, has the right to vary the dates of the Entitlement Offer, without prior notice. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible after the Entitlement Offer opens.

Important Notice

This Prospectus is dated 7 October 2024 and was lodged with the ASIC on the same date. Neither ASIC nor ASX nor their respective officers take any responsibility as to the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities will be issued on the basis of this Prospectus any later than 13 months after the date of issue of this Prospectus.

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

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

Applications for Loyalty Options offered under the Entitlement Offer pursuant to this Prospectus can only be made by an original Entitlement and Acceptance Form.

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 of the Corporations Act 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.

Securities will only be issued on the basis of this Prospectus in accordance with the terms set out in this Prospectus.

Having taken such precautions and having made such enquiries 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 3 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.

As at the date of this Prospectus, the Company has complied with:

1. the provisions of chapter 2M of the Corporations Act, as they apply to the Company; and
2. section 674 of the Corporations Act.

The Entitlement Offer is only offered to those Shareholders who are Eligible Shareholders on the Record Date (being Shareholders who have a registered address in Australia, New Zealand and Germany).

Foreign Shareholders

This document does not constitute an offer of Loyalty Options in any jurisdiction in which it would be unlawful. Loyalty Options may not be offered or sold in any country outside Australia except to the extent permitted below.

The Company has decided that it is unreasonable to offer the Entitlement Offer to Shareholders with registered addresses outside of Australia, New Zealand and Germany having regard to the number of Shareholders in those places, the number and value of the Loyalty Options they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Entitlement Offer is not being extended to, and does not qualify for distribution or sale by, and no Loyalty

Options under the Entitlement Offer will be issued to Shareholders having registered addresses outside of Australia, New Zealand and Germany.

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries, outside of Australia, New Zealand and Germany, in which the Company's Shareholders may reside. It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance. The Entitlement Offer may only be accepted by Eligible Shareholders and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

The distribution of this Prospectus in jurisdictions outside Australia, New Zealand and Germany may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

See section 2.10 for further information on Entitlement Offer restrictions with respect to Shareholders who do not have registered addresses in Australia, New Zealand or Germany.

New Zealand

The Loyalty Options are not being offered to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand)*.

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 under the *Financial Markets Conduct Act 2013 (New Zealand)*. 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.

Germany

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

In accordance with Article 1(4) of the Prospectus Regulation, an offer of Loyalty Options in Germany is limited:

- (a) to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);
- (b) to fewer than 150 natural or legal persons (other than qualified investors); or
- (c) in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

United States

This document may not be released or distributed in the United States. This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**), and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

How to Accept Entitlement under the Entitlement Offer

Entitlements to Loyalty Options can be accepted in full or in part by following the instructions on the Entitlement and Acceptance Form which is accompanying this Prospectus, which can be accessed via <https://investor.automic.com.au/#/home>, and making payment of Acceptance Money by BPAY® or EFT (**Electronic Funds Transfer**) in accordance with the instructions set out in this Prospectus and on the Entitlement and Acceptance Form.

This Prospectus is also available in electronic form on the internet at www.matsa.com.au. If you wish to obtain a free paper copy of this Prospectus, please contact the Company on (08) 9230 3555 (for callers within Australia) and +61 8 9230 3555 (for callers outside Australia).

Enquiries

If you are an Eligible Shareholder and have any questions in relation to the Entitlement Offer, please contact your stockbroker, accountant, financial or other professional adviser. If you have questions in relation to the Shares upon which your Entitlement has been calculated, or how to take up your Entitlement, please call the Company's Share Registry, Automic on 1300 288 664 (within Australia) +61 2 9698 5414 (international).

Deciding to Accept the Entitlement Offer

No person named in this Prospectus, nor any other person, guarantees the performance of Matsa, the repayment of capital or the payment of a return on the Loyalty Options.

Please read this Prospectus carefully before you decide to invest. An investment in the Company has a number of specific risks which you should consider before deciding to invest. Some of these risks are summarised in section 1.6 of this Prospectus and set out in more detail in section 6 of this Prospectus. This Prospectus is an important document and you should read it in full before deciding whether to invest pursuant to the Entitlement Offer. You should also have regard to other publicly available information about the Company, including ASX announcements, which can be found at the Company's website: www.matsa.com.au.

Target Market Determination

A Target Market Determination in respect of the Loyalty Options offered under this Prospectus has been prepared by the Company as required under section 994B of the Corporations Act and is available on the Company's website at: www.matsa.com.au.

Terms Used

A number of terms and abbreviations used in this Prospectus have defined meanings, which are explained in the definitions and glossary in section 9.

Money as expressed in this Prospectus is in Australian dollars unless otherwise indicated.

Forward Looking Statements

Some of the information contained in this Prospectus constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'should', 'will', 'expects', 'plans' or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial conditions or provide other forward-looking information. The Company's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This Prospectus details some important factors that could cause the Company's actual results to differ from the forward-looking statements made in this Prospectus.

No Representations

No person is authorised to give any information or to make any representation in connection with the Entitlement Offer which are not contained in this Prospectus. Any information or representation in connection with the Entitlement Offer not contained in this Prospectus may not be relied on as having been authorised by the Company or its officers. This Prospectus does not provide investment advice or advice on the taxation consequences of accepting the Entitlement Offer. The Entitlement Offer and the information in this Prospectus, do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor.

Table of Contents

1.	Investment Summary	9
2.	Details of the Entitlement Offer	18
3.	How to Apply	23
4.	Company Information	26
5.	Effect of the Entitlement Offer on the Company	28
6.	Risk Factors	34
7.	Material Contracts	43
8.	Additional Information	50
9.	Definitions and Glossary	62
10.	Corporate Directory	64
	Schedule 1 – ASX Announcements	65

Chairman's Letter

7 October 2024

Dear Shareholders,

It is my pleasure to introduce this Prospectus and invite you to take up your Entitlement of Loyalty Options in Matsa Resources Limited (**Matsa** or the **Company**) as outlined in this document.

As announced on 7 October 2024, the Directors wish to provide the opportunity for Eligible Shareholders to invest in Loyalty Options under the Entitlement Offer. The Entitlement Offer is a non-renounceable, pro-rata rights issue to Eligible Shareholders of 1 Loyalty Option for every 5 Shares held at an offer price of \$0.0025 per Loyalty Option to raise approximately \$325,044 before costs with each Loyalty Option having an exercise price of \$0.05 and expiring on 30 September 2027 (**Entitlement Offer**).

The Entitlement Offer is fully underwritten by Westar Capital Limited (**Westar Capital** or **Underwriter**) who is also acting as lead manager to the Entitlement Offer. The Entitlement Offer has also been well supported by the Company's Directors. Each of the Directors has advised their intention to take up their full Entitlement. Please refer to the timetable for the important dates of the Entitlement Offer.

It is proposed that the funds raised from the Entitlement Offer will be put towards the development of the Company's Devon Pit Gold Project, contained within the Lake Carey Gold Project, and working capital.

Shareholders intending to participate in the Entitlement Offer should note that a personalised Entitlement and Acceptance Form is available via <https://investor.automic.com.au/#/home> and sets out the number of Loyalty Options you are entitled to subscribe for as an Eligible Shareholder (**Entitlement**). Entitlements to Loyalty Options can be accepted in full or in part by making payment of Acceptance Money in accordance with the instructions on the Entitlement and Acceptance Form. Shareholders do not need to return their Entitlement and Acceptance Form.

Further information on the Entitlement Offer is detailed in this Prospectus. You should read the entirety of the Prospectus carefully, and the Company's ASX announcements before deciding whether to participate in the Entitlement Offer.

You should also consult your stockbroker, accountant, financial or other professional adviser to evaluate whether or not to participate in the Entitlement Offer.

On behalf of the Directors, I thank you for your continued support and I invite you to consider this investment opportunity.

Yours sincerely,



Paul Poli
Chairman
Matsa Resources Limited

1. Investment Summary

The information set out in this section is not intended to be comprehensive and should be read in conjunction with the full text of this Prospectus.

1.1 The Entitlement Offer

This Prospectus is for the non-renounceable, pro-rata rights issue of approximately 130,017,500 Loyalty Options at an offer price of \$0.0025 per Loyalty Option (**Offer Price**), on the basis of 1 Loyalty Option for every 5 Shares held by Eligible Shareholders as at the Record Date, to raise approximately \$325,044 before costs (**Entitlement Offer**).

Each Loyalty Option has an exercise price of \$0.05 (**Exercise Price**) and will expire on 30 September 2027 (**Expiry Date**).

The Entitlement Offer is an offer to Eligible Shareholders only.

The Entitlement Offer is fully underwritten by Westar Capital.

The total price paid for the Shares issued upon the exercise of the Loyalty Options (**Resulting Shares**) is \$0.0525 (being the aggregate of the Offer Price and the Exercise Price, per Resulting Share). This compares to the 10 day average volume-weighted average price for the Shares being \$0.035 as at 4 October 2024.

The Company will not apply for the Loyalty Options to be granted Official Quotation on the ASX. However, the Company will apply for the Resulting Shares (if any) to be admitted to the Official List of the ASX.

The Directors may at any time decide to withdraw this Prospectus and the offer of Loyalty Options made under this Prospectus, in which case the Company will return all applications moneys (without interest) within 28 days of giving notice of such withdrawal.

1.2 Eligible Shareholders

The Entitlement Offer is an offer to Eligible Shareholders only, being Shareholders who the Company is satisfied that the Entitlement Offer is permitted, and who:

- (a) are the registered holder of Shares as at 5.00pm (Perth time) on the Record Date; and
- (b) have a registered address in Australia, New Zealand or Germany.

1.3 Minimum Subscription

There is no minimum subscription to the Entitlement Offer. The Entitlement Offer is fully underwritten.

1.4 Purpose of the Entitlement Offer

The Directors intend to apply the proceeds from the Entitlement Offer for the purposes of:

- (a) development of the Company's Devon Pit Gold Project contained within the Company's Lake Carey Gold Project;
- (b) the costs of the Entitlement Offer; and
- (c) general working capital purposes.

The proceeds from the Entitlement Offer are proposed to be allocated in the following manner as at the date of this Prospectus:

Proposed Use of Funds ²	Entitlement Offer Amount
Development of the Company's Devon Pit Gold Project	\$200,000
Estimated costs of the Entitlement Offer ¹	\$75,000
Working capital	\$50,044
Total (maximum raising)	\$325,044

Notes:

1. Assumes that the Entitlement Offer is fully subscribed. Refer to section 8.14 for further details relating to the estimated costs of the Entitlement Offer.
2. The proposed use of funds from the Entitlement Offer are subject to change without notice and may be impacted by any exploration results received after the date of this Prospectus.

However, in the event that circumstances change, or other better opportunities arise, the Directors reserve the right to vary the proposed uses to maximise the benefit to Shareholders.

1.5 Investment Highlights

The proceeds from the Entitlement Offer will be used predominantly for development of the Company's Devon Pit Gold Project. The Company has a remaining permit to be granted at its Devon Pit Gold Project (being the Native Vegetation Clearing Permit (**NVCP**)), by the Western Australian Department of Energy, Mines, Industry Regulation and Safety (**DEMIRS**). The Company expects the NVCP to be granted in due course and the Company is reviewing processing options for the Devon ore as well as financing options to commence development.

1.6 Risk Factors

Investing in the Company involves risk. Exploration and evaluation for minerals is generally considered a high-risk activity, and the worst case scenario is that most or all of the investment could be lost.

There are a range of factors, both specific to the Company and of a general nature, which may affect the future operating and financial performance of the Company. Some of these factors can be mitigated by appropriate commercial action. However, many are outside the control of the Company, dependent on the policies adopted and approaches taken by regulatory authorities, or cannot otherwise be mitigated.

Prior to making any decision to subscribe for Loyalty Options, you should carefully consider the risk factors set out below. If you are still unsure about subscribing for Loyalty Options, you should first seek advice from your stockbroker, accountant, financial or other professional adviser.

The following sets out a summary of some of the key risks relevant to the Company and its operations:

Risk	Details
Permit Risk	The rights to mineral permits carry with them various obligations which the holder is required to comply with in order to ensure the continued good standing of the permit and, specifically, obligations in regard to minimum expenditure levels and responsibilities in respect of the environment and safety. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a

Risk	Details
	permit or permits. There is no guarantee that current or future exploration permit applications or existing permit renewals will be granted, that they will be granted without undue delay, or that the Company can economically comply with any conditions imposed on any granted exploration permits. The Company is currently waiting for DEMIRS to grant the NVCP permit application required to commence mining operations at the Devon Pit Gold Project. There is no guarantee the NVCP permit will be granted.
General Economic Conditions	Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, inflation, supply and demand, industrial disruption and other economic factors. The price of commodities will also be of particular relevance to the Company. These factors are beyond the control of the Company and the Company cannot, with any degree of certainty, predict how they will impact on the Company.
Commodity Price and Exchange Risks	Any substantial decline in the price of gold, lithium or other minerals could have a material adverse effect on the Company. Furthermore, international prices of gold and lithium 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.
Climate Change	The operations and activities of the Company are subject to changes to local or international compliance regulations related to climate change mitigation efforts, specific taxation or penalties for carbon emissions or environmental damage and other possible restraints on industry that may further impact the Company. 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. Climate change may also cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns, 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.
Management Actions	Directors of the Company will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for the same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its operations. The success of the Company is currently largely dependent on the performance of its Directors and officers. There is no assurance that the Company can maintain the services of its Directors and officers, or other qualified personnel required to operate its

Risk	Details
	business. The loss of the services of these persons could have a material adverse effect on the Company and its prospects.
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.
Project Delay	To the extent that operational, construction and development activities are delayed for any of the production or development projects in which the Company is the operator or is to be granted management rights, this may affect the total development costs and the timing and level of proceeds derived from the operation which may have a material adverse effect on the Company.
Funding Risk	The Company's ability to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities and to meet any unanticipated liabilities or expenses which the Company may incur may depend in part on its ability to raise additional funds. The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.
Exploration and Development	By its nature, mineral exploration and development are high risk undertakings. While the Company has attempted to reduce this risk by selecting projects that are highly prospective, there is still no guarantee of success. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. It is impossible to ensure that the exploration or development programmes planned by the Company will result in profitable commercial mining operations. The circumstances in which a mineral deposit becomes or remains commercially viable depend on a number of factors. These include the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as the Company successfully obtaining all necessary consents and approvals and the successful design, construction and operation of gathering, processing and transportation facilities. A combination of these factors may result in projects not being developed, or operations becoming unprofitable. Delays or difficulties in obtaining relevant approvals, or obtaining conditional or limited approvals, may interfere with the Company's operations which could materially impact the business, financial position and performance of the Company. Furthermore, should the Company be unable to secure new exploration areas and resources, there could be a material adverse effect on the Company's prospects for mineral exploration and its success in the future.

Risk	Details
Environmental Risk	The Company's operations and projects are subject to the laws and regulations of all jurisdictions in which it has interests and carries on business, regarding environmental compliance and relevant hazards. These laws and regulations set various standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were conducted. Significant liability 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 owners of property acquired by the Company or its subsidiaries, or noncompliance with environmental laws or regulations. The Company proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage. There is also a risk that the environmental laws and regulations may become more onerous, making the Company's operations more expensive. Amendments to current laws, regulations and permits governing operations and activities of mineral exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.
Resources and Reserve Estimates	Resource and reserve estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates, which were valid when originally calculated, may alter when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates may change. Accordingly, the actual resources may materially differ from these estimates and assumptions and no assurances can be given that the resource estimates and the underlying assumptions will be realised. This could result in alterations to development and mining/extraction plans, which may, in turn, affect the Company's operations and ultimately the Company's financial performance and value.
Ukraine and Gaza Conflicts	The current conflict between Ukraine and Russia (Ukraine Conflict) and Israel and Palestine (Gaza Conflict) is creating and is likely to continue to create impacts to the global economic markets that are unpredictable. The nature and extent of the effect of the Ukraine Conflict and the Gaza Conflict on the performance of the Company remains unknown. The Directors are continuing to monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Ukraine Conflict and the Gaza Conflict, including limitations on travel and

Risk	Details
	changes to import/export restrictions and arrangements involving the relevant countries, may adversely impact the Company's operations and are likely to be beyond the control of the Company. While the Company has not assumed any ongoing direct business with Ukrainian, Belarusian, Russian, Israeli or Palestinian companies, the indirect impacts of the conflicts may have unpredictable indirect consequences on the Company's future business. It is expected that the situation will continually evolve, and the consequences are therefore inevitably uncertain.
Economic Conditions and Other Global or National Issues	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. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.
Litigation Risk	All industries, including the mining industry, may be subject to legal claims whether or not they have merit. The Company maintains Directors' and Officers' liability insurance. The Company has also provided an indemnity for each Director to the maximum extent permitted by law, against any liability for legal costs incurred in respect of liability incurred by them, as or by virtue of their holding office as, and acting in the capacity of, an officer of the Company, except where the liability arises out of conduct involving lack of good faith or in breach of the law. Whilst the Company is not aware of any current or proposed litigation against it, the Company may be subject to litigation and other claims and disputes in the course of its business, including employment disputes, contractual disputes, indemnity claims and occupational and personal claims. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could cause the Company to incur unforeseen loss, costs or expenses (including loss, cost or expense that is not covered by insurance policies), could occupy a significant amount of management's time and attention and could materially adversely affect the Company's business, operating and financial performance. In addition, even if the Company was to ultimately prevail in any such litigation, claim or dispute, it could suffer reputational damage, which could have an adverse effect on the Company's business, operating or financial performance.
Occupation Health and Safety	Workplace incidents may take place for various reasons, including as a result of non-compliance with safety rules and regulations. The Company may be liable for personal injuries or fatalities that are suffered by the Company's employees, contractors or other persons under applicable occupational health and safety laws. If the Company is liable under applicable laws, in whole or part, it may be subject to significant penalties. The Company may be subject to liability to pay compensation, and this may materially and adversely affect the Company's financial position and profitability. The potentially hazardous nature of mineral processing

Risk	Details
	means that health and safety regulations impact the activities of the Company. Any injuries, accidents or other relevant events that occur on the Company's operation site could result in legal claims, potential delays or halt that could adversely impact the Company.
Labour Shortages and Industrial Disputes	There is a risk that the Company may need to pay higher than expected costs to acquire or retain the necessary labour for its operations. This could result in a material and adverse increase in costs and/or development projects being delayed or becoming uneconomic and not proceeding as planned. The Company will also be exposed to the risk that industrial disputes may arise (for example, in relation to claims for higher wages or better conditions) which might disrupt some of its operations and lead to increases in project costs and delays.
Cyber Risk	The integrity, availability and confidentiality of data within the Company's information and operational technology systems may be subject to intentional or unintentional disruptions (for example, from a cyber security attack). Given the current size of the Company's business, the Company engages a third party IT support company who have robust processes and technology, supported by specialist cyber security skills to prevent, detect, respond and recover from such attacks should one occur.
Regulatory Risk	Legislative or regulatory changes in jurisdictions in which the Company operates, including property or environmental regulations, could have an adverse impact on the Company.

Further details regarding risks which may affect the Company in the future are set out in section 6.

The Loyalty Options offered under this Prospectus carry no guarantee of profitability, dividends, return of capital. The past performance of the Company should not necessarily be considered a guide to their future performance.

1.7 Loyalty Option Terms

The Loyalty Options available under the Entitlement Offer will be exercisable at \$0.05 each and will expire on 30 September 2027. Terms of the Loyalty Options to be issued under this Prospectus are set out in full in section 8.3.

1.8 Resulting Share Terms

A summary of the rights attaching to the Shares issued upon exercise of the Loyalty Options (**Resulting Shares**) is set out in section 8.4. Each Resulting Share will rank equally with all existing Shares then on issue.

1.9 Acceptance of Entitlement to Loyalty Options

The number of Loyalty Options to which an Eligible Shareholder is entitled and the total amount an Eligible Shareholder will have to pay if they choose to take up all of their rights to subscribe for Loyalty Options is shown on the Entitlement and Acceptance Form accompanying this Prospectus. This Prospectus is for the information of Eligible Shareholders who are entitled and may wish to apply for the Loyalty Options. Fractional entitlements will be rounded up to the nearest whole number.

Entitlements to Loyalty Options can be accepted in full or in part by following the instructions on the Entitlement and Acceptance Form, which can be accessed via

<https://investor.automic.com.au/#/home>, and by making payment of Acceptance Money in accordance with the instructions set out in section 3 and on the Entitlement and Acceptance Form. Acceptance Money should be rounded up to the nearest cent.

The Directors reserve the right to offer and issue Shortfall Securities at their absolute discretion, subject to any restrictions imposed by the Corporations Act or the ASX Listing Rules.

Application Moneys for the Loyalty Options must be received by the Company at its Share Registry by the Closing Date. Please refer to section 2.4 for the Important Dates of the Entitlement Offer.

1.10 Ineligible Shareholders

The Company will not be extending the Entitlement Offer to Ineligible Shareholders.

1.11 Directors Intentions in respect of Entitlements

As at the date of this Prospectus, each of the Directors of Matsa have either a direct or indirect interest in Shares. Set out below is a table summarising the Entitlement of each Director (based on their current holding) and how they intend to treat their Entitlement.

Director	Shares	Unlisted MATAA Options ¹	Unlisted MATAQ Options ²	Unlisted MATAR Options ³	Entitlement ⁴	Intentions
Paul Poli	16,500,000	800,000	-	333,333	3,300,000	Take up full entitlement
Pascal Blampain	1,633,333	166,666	2,000,000	333,333	326,666	Take up full entitlement
Andrew Chapman	1,266,667	333,334	1,500,000	-	253,333	Take up full entitlement

Notes:

1. Exercisable at \$0.07; expiring on 7 September 2025.
2. Exercisable at \$0.09; expiring 30 November 2025.
3. Exercisable at \$0.07; expiring 31 January 2026.
4. The Acceptance Money payable in respect of these Loyalty Options will be satisfied through a cash payment.

1.12 Lead Manager

Westar Capital has been appointed as the Lead Manager to the Entitlement Offer. Further details of the terms of appointment of the Lead Manager are set out in section 7.1.

1.13 Underwriter

The Entitlement Offer is fully underwritten by Westar Capital, subject to the terms and conditions of the Underwriting Agreement. Please refer to section 7.2 for further details in relation to the Underwriting Agreement.

The Underwriter is not a related party of the Company for the purposes of the Corporations Act. The Company considers that entering into the Underwriting Agreement was at arm's length terms and appropriate in the circumstances.

Westar Capital will, subject to the Underwriting Agreement not being terminated, subscribe for (or nominate other persons, including sub-underwriters to subscribe for) the Loyalty Options

under the Entitlement Offer not otherwise subscribed for by Eligible Shareholders under the Entitlement Offer (**Shortfall Securities**).

Any Shortfall Securities issued to the Underwriter will be issued pursuant to ASX Listing Rule 7.2 (Exception 2) and accordingly, Shareholder approval will not be required for that issue.

It is important to note that Westar Capital will be acting for, and providing services to, the Company in relation to the Entitlement Offer and will not be acting for or providing services to Shareholders. The engagement of Westar Capital as the Underwriter by the Company is not intended to create any agency or other relationship between Westar Capital and Shareholders. It is noted that the Sub-Underwriters have agreed with the Underwriter to sub-underwrite up to \$325,044 of the Entitlement Offer (refer to section 7.3).

1.14 **Shortfall**

Any Loyalty Options under the Entitlement Offer that are not subscribed for will form the Shortfall. The offer to issue Shortfall is a separate offer under the Prospectus (**Shortfall Offer**). The Shortfall Offer is on the same terms and conditions as the Entitlement Offer, except as set out in this Prospectus, and will remain open for up to 3 months from the Closing Date. The issue price for each Loyalty Option to be issued under the Shortfall Offer will be \$0.0025 (the same Offer Price as under the Entitlement Offer).

The Directors reserve the right to offer and issue Shortfall Securities at their absolute discretion, subject to any restrictions imposed by the Corporations Act or the ASX Listing Rules or the underwriting arrangements.

In the event that there is a Shortfall and the Directors exercise this discretion, the allocation of the Shortfall Securities will be determined by Westar Capital in consultation with the Directors and taking into account applications received by the Company in respect of the allocation of Shortfall Securities. If required, the Directors intend to actively work with Westar Capital during, and after, the Entitlement Offer in order to secure commitments and subsequently to place, any Shortfall Securities not subscribed for by Eligible Shareholders, noting that the Entitlement Offer is fully underwritten.

1.15 **Shortfall and Dilution of Shareholder's Interests**

Eligible Shareholders should be aware that to the extent that they do not accept their Entitlements in full, a Shortfall will arise and all or part of any Shortfall may be placed by Westar Capital, in consultation with the Directors, to existing Shareholders or new investors.

The issue of Shortfall Securities will not result in any immediate dilution of each Shareholders' interest in the Company. Whilst not all Shortfall Securities may be exercised, the interests of Shareholders will be diluted gradually as a result of the exercise of those Shortfall Securities.

Acceptance of Entitlements or placement of any Shortfall may also result in existing Shareholders or new investors significantly increasing their interest in the Company or obtaining a substantial interest in the Company upon exercise of any Loyalty Options issued under the Entitlement Offer or Shortfall Offer.

2. Details of the Entitlement Offer

2.1 The Entitlement Offer

The Entitlement Offer is a non-renounceable, pro-rata entitlement offer of approximately 130,017,500 Loyalty Options at an Offer Price of \$0.0025 per Loyalty Option, on the basis of 1 Loyalty Option for every 5 Shares held by Eligible Shareholders as at the Record Date, to raise approximately \$325,044 before costs.

There are currently approximately 96,156,481 Existing Options on issue in the Company. If any of the Existing Options are exercised prior to the Record Date, additional Loyalty Options will be offered under this Prospectus.

If all Existing Options on issue at the date of this Prospectus were exercised prior to the Record Date, the Company's issued Shares would increase by 96,156,481 Shares¹, resulting in a further 19,231,296 Loyalty Options being offered pursuant to this Prospectus. This would increase the Company's total Shares on issue prior to the Entitlement Offer to 746,243,984 and on completion of the Entitlement Offer the total number of Shares on issue in the Company would be 746,243,984 Shares.

The Entitlement Offer is an offer to Eligible Shareholders only.

The Entitlement Offer is fully underwritten by Westar Capital.

The total price paid for the Shares issued upon the exercise of the Loyalty Options (**Resulting Shares**) is \$0.0525 (being the aggregate of the Offer Price and the Exercise Price, per Resulting Share). This compares to the 10 day average volume-weighted average price for the Shares being \$0.035 as at 4 October 2024.

The Company will not apply for the Loyalty Options to be granted Official Quotation on the ASX. However, the Company will apply for the Resulting Shares (if any) to be admitted to the Official List of the ASX and reserves the rights to make an application to list the Loyalty Options subsequently. The Directors may at any time decide to withdraw this Prospectus and the Entitlement Offer made under this Prospectus, in which case the Company will return all Acceptance Moneys (without interest) within 28 days of giving notice of such withdrawal.

2.2 Eligible Shareholders

The Entitlement Offer is an offer to Eligible Shareholders only, being Shareholders who the Company is satisfied that the Entitlement Offer is permitted, and who:

- (a) are the registered holder of Shares as at 5.00pm (Perth time) on the Record Date; and
- (b) have a registered address in Australia, New Zealand and Germany.

2.3 Allotment and Allocation Policy

Loyalty Options issued pursuant to the Entitlement Offer will be allotted in accordance with the ASX Listing Rules and timetable set out in section 2.4 of this Prospectus.

In the case that there is less than full subscription by Eligible Shareholders of their Entitlements under the Entitlement Offer, the Directors reserve the right to offer and issue Shortfall Securities at their absolute discretion, subject to any restrictions imposed by the Corporations Act and the

¹ If the maximum number of Shares as approved by Shareholders on 25 July 2024 are issued by the Company in exchange for drilling services prior to the Record Date, the Company's issued Shares would increase by 10,000,000 Shares, resulting in a further 2,000,000 Loyalty Options being offered pursuant to this Prospectus.

ASX Listing Rules. In the event that there is a Shortfall and the Directors exercise this discretion, the allocation of the Shortfall Securities will be determined by Westar Capital in consultation with the Directors and otherwise subject to the Corporations Act and the terms of the Underwriting Agreement.

Any Shortfall will be issued within three months after the Closing Date at an issue price being not less than the Offer Price (with the exception of any Shortfall Securities to be issued to the Underwriter or Sub-Underwriters which will be issued within 15 Business Days after the Closing Date).

No Loyalty Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus.

2.4 Important Dates

Announcement of the Entitlement Offer	7 October 2024
Lodgement of Prospectus with ASIC and ASX	7 October 2024
Notice to Option Holders	7 October 2024
Notice to security holders containing Appendix 3B information	7 October 2024
Shares commence trading on an ex rights basis	9 October 2024
Record Date for the Entitlement Offer	10 October 2024
Notice to Ineligible Shareholders	15 October 2024
Prospectus and Entitlement and Acceptance Form despatched to Shareholders	15 October 2024
Opening Date of Entitlement Offer (9.00am Perth time)	15 October 2024
Last date to extend Entitlement Offer	21 October 2024
Closing Date of Entitlement Offer (5.00pm Perth time)	24 October 2024
Advise ASX of any Shortfall	28 October 2024
Expected date of issue of Loyalty Options	31 October 2024
Expected date for despatch of new holding statements	1 November 2024

The dates set out in this table are subject to change and accordingly are indicative only. The Company, in consultation with Westar Capital, reserves the right to alter this timetable at any time.

The Directors, subject to the requirements of the ASX Listing Rules and the Corporations Act, reserve the right to:

- (a) withdraw the Entitlement Offer without prior notice; or
- (b) vary any of the important dates set out in this Prospectus, including extending the Entitlement Offer.

2.5 CHESS

The Company is a participant in the Clearing House Electronic Subregister System known as 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.

The Company will not issue certificates to Shareholders with respect to the Loyalty Options. After allotment of the Loyalty Options, those who are issuer sponsored holders will receive an issuer sponsored statement and those who are CHESS holders will receive an allotment advice.

The CHESS statements, which are similar in style to bank account statements, will set out the number of Loyalty Options allotted to each successful applicant pursuant to this Prospectus. The statement 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 statements will be provided to holders which reflect any changes in their holding in the Company during a particular month.

2.6 Minimum Subscription

There is no minimum subscription to the Entitlement Offer. The Entitlement Offer is fully underwritten.

2.7 Lead Manager

Westar Capital has been appointed the lead manager to the Entitlement Offer. Further details of the appointment of the Lead Manager are set out in section 7.1.

2.8 Underwriting

The Entitlement Offer is fully underwritten by Westar Capital. Further details of the appointment of the Underwriter are set out in section 7.2. Details of the sub-underwriting arrangements are set out in section 7.3.

2.9 Option Holders

Option Holders will not be entitled to participate in the Entitlement Offer unless they:

- (a) have become entitled to exercise their Existing Options under the terms of their issue and do so prior to the Record Date; and
- (b) participate in the Entitlement Offer as a result of being an Eligible Shareholder at 5.00pm (Perth time) on the Record Date.

If all holders of Existing Options elect to exercise their Existing Options prior to the Record Date, and are eligible to participate in the Entitlement Offer, a further 19,231,296 (approximately) Loyalty Options may be issued under this Prospectus. Details of the Existing Options are set out in section 5.2.

2.10 Overseas Shareholders

The Company has not made investigations as to the regulatory requirements that may prevail in the countries outside of Australia, New Zealand and Germany in which the Company's Shareholders reside.

This Prospectus and accompanying forms do not, and are not intended to, constitute an offer of Loyalty Options in any place outside of Australia, New Zealand and Germany in which, or to any person to whom, it would not be lawful to make such an offer or to issue the Entitlement Offer or that form.

The distribution of this Prospectus in places outside Australia, New Zealand and Germany may be restricted by law and persons who come into possession of this Prospectus should seek

advice on and observe those restrictions. Any failure to comply with those restrictions may violate applicable securities laws.

The Company has decided that it is unreasonable to make offers under this Prospectus to Shareholders with registered addresses outside of Australia, New Zealand and Germany (**Ineligible Shareholders**) having regard to the number of Shareholders in those places, the number and value of the Loyalty Options they would be offered and the legal and regulatory requirements in those places and costs of complying with those requirements. Accordingly, the Entitlement Offer is not being extended to Ineligible Shareholders, and does not qualify for distribution or sale by Ineligible Shareholders and no Loyalty Options will be issued to Ineligible Shareholders.

In particular, this Entitlement Offer is not made in the United States or to persons (including nominees or custodians) acting for the account or benefit of a person in the United States, or to any person who is ineligible under applicable securities laws in any country to receive an offer under the Prospectus without any requirement for a prospectus to be lodged or registered.

2.11 Notice to Nominees and Custodians

Persons acting as nominees, trustees or custodians for other persons must not take up any Entitlements on behalf of, or send any documents related to the Entitlement Offer to, any person in any jurisdiction where it is unlawful to do so, or to any person that is acting for the account or benefit of a person in any jurisdiction where it is unlawful to do so. By applying for Loyalty Options under this Prospectus, including by submitting an Entitlement and Acceptance Form, a nominee, trustee or custodian represents and warrants this is the case.

Nominees and custodians that hold Shares should note that the Entitlement Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities.

Where any nominee, trustee or custodian is acting on behalf of a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Entitlement Offer is compatible with applicable foreign laws.

Nominees and custodians may not distribute this document, and may not permit any beneficial Shareholder to participate in the Entitlement Offer, in any country outside Australia except, with the consent of the Company, to beneficial Shareholders resident in certain other countries where it is lawful and practical to make the Entitlement Offer.

2.12 Relevant Interest in Voting Shares

- (a) As the Loyalty Options do not grant the holders any voting rights (see section 8.3 below) those Eligible Shareholders who elect to take up their Entitlement under the Entitlement Offer will not, as a result of the Entitlement Offer, acquire a relevant interest in issued voting Shares in the Company as contemplated under section 606(1) of the Corporations Act.
- (b) However, if the Loyalty Options are exercised, the holders will be issued Resulting Shares. Section 606(6) of the Corporations Act provides that, upon conversion of the Loyalty Options to Resulting Shares, the holders will acquire a relevant interest in voting shares in the Company for the purposes of section 606(1).
- (c) A sale nominee has not been appointed by the Company under section 615 of the Corporations Act in relation to the Entitlements held by those foreign Shareholders who are not Eligible Shareholders. Eligible Shareholders will not be able to rely on the rights issue exemption to takeover restrictions as provided by item 10 of section 611 of the Corporations Act.

- (d) Accordingly, Eligible Shareholders should carefully consider the prohibitions set out in Part 6.1 of the Corporations Act when electing to take up their Entitlement under the Entitlement Offer. Any exercise of Loyalty Options must not result in the holder's voting power in the Company increasing:
- (1) from 20% or below to more than 20%; or
 - (2) from a starting point that is above 20% and below 90%,
- unless the acquisition complies with an exception set out in section 611 of the Corporations Act.
- (e) In particular, if:
- (1) the holder's voting power in the Company in the 6 months prior to the exercise of the Loyalty Options was at least 19%; and
 - (2) the exercise of Loyalty Options would not result in the holder increasing its voting power by more than 3%, then the acquisition of a relevant interest in voting shares pursuant to the exercise of Loyalty Options will not be a breach of the Corporations Act.

2.13 Electronic Prospectus

An electronic version of this Prospectus is available on the Company's website at www.matsa.com.au.

The Entitlement and Acceptance Form may only be distributed together with a complete and unaltered copy of the Prospectus. The Company will not accept a completed Entitlement and Acceptance Form if it has reason to believe that the investor has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Entitlement and Acceptance Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that in the offer period the electronic version of this Prospectus will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from the Company.

3. How to Apply

3.1 How to Accept your Entitlement

What Eligible Shareholders May Do

The number of Loyalty Options to which Eligible Shareholders are entitled is shown on the personalised Entitlement and Acceptance Form which accompanies this Prospectus and which can be accessed via <https://investor.automic.com.au/#/home>. Eligible Shareholders may choose any of the options set out in the table below.

Options	Key Considerations	For More Information
Take up all of your Entitlement	- Should you wish to accept all of your Entitlement, then your application for Loyalty Options under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which accompanies this Prospectus and which can be accessed via https://investor.automic.com.au/#/home. Please read the instructions carefully. - Payment can be made by the methods set out in below. As set out below, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form.	See below.
Take up a proportion of your Entitlement and allow the balance to lapse	If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus and which can be accessed via https://investor.automic.com.au/#/home for the number of Loyalty Options you wish to take up and making payment using the methods set out below. As set out below, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form.	See below.

Payment Options

(a) By BPAY® (Recommended)

For payment by BPAY, please follow the instructions on your personalised 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:

- (1) 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
- (2) 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 Acceptance Moneys.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY are received by 5.00pm (Perth time) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY payment.**

Guidance where you have more than one CRN (Shareholding of Shares)

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 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 Acceptance Moneys 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).

(b) By Electronic Funds Transfer (Overseas Applicants)

For payment by EFT for overseas Eligible Shareholders, please follow the instructions on your personalised Entitlement and Acceptance Form, which can be accessed via <https://investor.automic.com.au/#/home>. You can only make a payment via EFT if you are the holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by EFT:

- (1) 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
- (2) 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 Acceptance Moneys.

Do Nothing

You may do nothing; in which case you will have no right to subscribe for Loyalty Options and no Loyalty Options will be issued to you. However, if you are an Eligible Shareholder and you do nothing, then Loyalty Options representing your Entitlement may be issued to the Underwriter (or Sub-Underwriters) or other investors or third parties in placing any Shortfall.

You should also note that, if you do not take up your Entitlement, then although you will continue to own the same number of Shares, your percentage shareholding in the Company may decrease if any Loyalty Options issued under the Entitlement Offer are exercised before the Expiry Date.

General

If you have any queries concerning your Entitlement, or how to participate in the Entitlement Offer, please contact the Company's Share Registry, Automic, on 1300 288 664 (within Australia) +61 2 9698 5414 (international) or contact your stockbroker, accountant, financial or other professional adviser.

Eligible Shareholders may take up the Entitlement Offer at any time before the Closing Date by following the instructions on their personalised Entitlement and Acceptance Form and making a payment. Applications received after the Closing Date may not be accepted. The Company will not be responsible for postal or delivery delays.

The Offer Price of \$0.0025 per Loyalty Option is payable in full on Acceptance of all or part of your Entitlement.

If an Eligible Shareholder elects to make payment using BPAY, they must contact their bank, credit union or building society to make payment of the Acceptance Money from their cheque or

savings account. Refer to the Entitlement and Acceptance Form for the biller code and customer reference number. Eligible Shareholders who have multiple holdings will have multiple customer reference numbers.

Payment will only be accepted in Australian currency and BPAY payments must be drawn from an Australian bank.

Payment Methods

All Shareholders must pay their Acceptance Money by following the instructions set out on the Entitlement and Acceptance Form, which can be accessed via <https://investor.automic.com.au/#/home>. Australian Shareholders must pay by BPAY. New Zealand and German Shareholders must pay by EFT. Payment by cash, cheque or money order will not be accepted.

If you are a custodian, please refer to the communication sent to you from the Share Registry for instructions on how to apply and pay.

No stamp duty, brokerage or handling fees are payable by the Applicant for the Loyalty Options offered by this Prospectus.

The amount payable on Acceptance will not vary during the period of the Entitlement Offer and no further amount is payable on allotment. Acceptance Money will be held in trust in a subscription account until allotment of the Loyalty Options. The subscription account will be established and kept by the Company on behalf of the Applicants. Any interest earned on the Acceptance Money will be retained by the Company irrespective of whether allotment takes place.

3.2 Binding Effect of Entitlement and Acceptance Form

A completed and lodged Entitlement and Acceptance Form, or a payment made through BPAY or EFT, constitutes a binding offer to acquire Loyalty Options on the terms and conditions set out in this Prospectus and once lodged or paid, cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for Loyalty Options. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

By completing your personalised Entitlement and Acceptance Form with the requisite Acceptance Money or making a payment by BPAY or EFT, you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:

- (a) you are an Eligible Shareholder and are not in the United States and are not a person (including nominees or custodians) acting for the account or benefit of a person in the United States and are not otherwise a person to whom it would be illegal to make an offer or issue Loyalty Options under the Entitlement Offer;
- (b) you acknowledge that the Loyalty Options have not been, and will not be, registered under the US Securities Act or under the laws of any other jurisdiction outside of Australia; and
- (c) you have not and will not send any materials relating to the Entitlement Offer to any person in the United States or to any person (including nominees or custodians) acting for the account or benefit of a person in the United States.

4. Company Information

4.1 Introduction

Matsa is an ASX listed minerals exploration company operating in Western Australia and Thailand. The corporate office is located in Perth, Western Australia. The Company also has a corporate office in Bangkok.

The Company's activities during the last year included gold exploration in Western Australia at its Lake Carey Gold Project and lithium exploration in Thailand.

The Company is focussed on progressing the development of the Devon Pit Gold Project, contained within the Lake Carey Gold Project.

4.2 The Directors

The Directors of Matsa bring to the Board relevant expertise and skills, including industry and business knowledge, financial management and corporate governance experience.

Each Director has confirmed with Matsa that they anticipate being available to perform their duties as Executive Directors of Matsa, without undue constraints from other commitments.

The following persons are Directors of the Company as at the date of this Prospectus:

Paul Poli – Executive Chairman

B. Comm, FCPA DFP

Mr Poli is a fellow of the Australian Society of Certified Practicing Accountants and a former registered Securities Trader. He was the founder and managing partner of a taxation and business advisory firm for 19 years prior to founding and heading Matsa from 2009 to date. He is well versed in all aspects of business, particularly financial management through both his previous consulting roles and through his personal ownership of private companies in Western Australia, the Northern Territory and Southeast Asia. Mr Poli led the negotiations for several significant transactions for Matsa including the \$14,000,000 Norseman sale to Panoramic Resources Limited, \$6,000,000 minority interest sale to Westgold Resources Limited (ASX: WGX), and \$7,000,000 Symons Hill IGO joint venture. Mr Poli, in his capacity as Chairman of Bulletin Resources Limited (ASX:BNR) also negotiated the sale of the Halls Creek Gold Project for \$12,000,000 to Pantoro Limited (ASX: PNR), and the \$5,600,000 transaction with Apollo Consolidated Limited.

He has been Chairman of Matsa for over 13 years and a significant investor in the mining industry. Mr Poli is particularly well qualified to drive the creation of a significant mining and exploration company.

During the past three years, Mr Poli has also served as a director of Bulletin Resources Limited (ASX: BNR).

Pascal Blampain – Executive Director

Pascal Blampain is a geologist with over 28 years' experience across Australia and Papua New Guinea having held senior positions with global miners including Barrick Gold Corporation and Gold Fields Limited.

Mr Blampain's roles have spanned regional and near-mine exploration, operational geology, long-term strategic planning and resource development. He has a strong track record of delivering resource and reserve growth in gold during his time working at world-class deposits such as Plutonic, Wallaby (Granny Smith), Porgera (PNG) and Lawlers (now Lawlers-Agnew).

Mr Blampain has also served in Chief Geologist/Geology Manager roles at Plutonic (Superior Gold Inc.), Mount Monger-Mt Belches (Silver Lake Resources Limited), Darlot (Gold Fields Limited) and Lawlers (Barrick Gold Corporation).

During the past three years Mr Blampain has not served as a director of any other listed company.

Andrew Chapman – Executive Director and Company Secretary
CA F Fin GAICD

Mr Chapman is a chartered accountant with over 30 years of experience with publicly listed companies where he has held positions as a Director, Company Secretary and Chief Financial Officer and has experience in the areas of corporate acquisitions, divestments and capital raisings. He has worked for a number of public companies in the mineral resources, oil and gas and technology sectors. He is currently the company secretary of Bulletin Resources Limited (ASX: BNR).

Mr Chapman is an associate member of the Institute of Chartered Accountants (ICAA), a Fellow of the Financial Services Institute of Australasia (Finsia) and a graduate member of the Australian Institute of Company Directors (AICD).

During the past three years, Mr Chapman has not served as a director of any other listed company.

Details of the current interests of the Directors in the Company and their intentions in respect of the Entitlement Offer are set out in section 1.11.

4.3 **Senior Management**

The following persons form the senior management of the Company as at the date of this Prospectus:

Ratha Kheowkhamsaeng – Thailand subsidiary Managing Director

Mr. Kheowkhamsaeng has 20 years management experience in Thailand, having been a director of 5 Thai and Thai/Japanese companies, mainly in the manufacturing and industrial sectors. He is well versed in local customs and culture and has vast experience in the law and business principles of Thailand.

Mr Kheowkhamsaeng has been the Managing Director of Matsa's Thailand subsidiaries since 2010 and is responsible for dealing with the Thailand government and managing all aspects of Matsa's operations in Thailand.

He brings extensive Thai business knowledge and contacts.

5. Effect of the Entitlement Offer on the Company

5.1 Financial Position

To illustrate the effect of the issue on the Company, the pro-forma consolidated balance sheet has been prepared based on the Company's full year financial report as at 30 June 2024.

The pro-forma balance sheet shows the effect of the Entitlement Offer and as if the Entitlement Offer (under this Prospectus) had been made on 30 June 2024.

The accounting policies adopted in preparation of the pro-forma consolidated balance sheet are consistent with the policies adopted and as described in the Company's financial statements for the full year ended 30 June 2024.

The significant effects of the Entitlement Offer (assuming the Entitlement Offer is fully subscribed and no Existing Options are exercised) will be to:

- (a) increase cash reserves by approximately \$250,044 to \$1,287,884 (after cash expenses of the Entitlement Offer which are estimated to be \$75,000) assuming a \$0.0025 per Loyalty Option offer price;
- (b) no increase in the number of issued ordinary Shares; and
- (c) increase the number of Options on issue from 96,156,481 to 226,173,981.

	AUDITED 30 June 2024 \$	PROFORMA Adjustments ^{1, 2, 3} \$	PROFORMA Full Subscription \$
Current Assets			
Cash and cash equivalents	1,037,840	3,068,826	4,106,666
Other receivables	355,767	-	355,767
Other financial assets	163,649	-	163,649
Total Current Assets	1,557,256	3,068,826	4,626,082
Non Current Assets			
Other assets	287,363	-	287,363
Exploration and evaluation assets	21,192,194	-	21,192,194
Plant and equipment	208,824	-	208,824
Right-of-use assets	30,743	-	30,743
Total Non Current Assets	21,719,124	-	21,719,124
Total Assets	23,276,380	3,068,826	26,345,206
Current Liabilities			
Trade and other payables	1,250,089	-	1,250,089
Borrowings	1,561,160	-	1,561,160
Lease liabilities	33,679	-	33,679
Provisions	470,712	-	470,712
Total Current Liabilities	3,315,640	-	3,315,640
Non Current Liabilities			
Borrowings	3,988,571	-	3,988,571
Provisions	2,904,946	-	2,904,946

Total Non Current Liabilities	6,893,517	-	6,893,517
Total Liabilities	10,209,157	-	10,209,157
Net Assets	13,067,223	3,068,826	16,136,049
Equity			
Issued capital	69,483,957	3,068,826	72,552,783
Reserves	10,381,132	-	10,381,132
Accumulated losses	(66,876,554)	-	(66,876,554)
Total equity attributable to equity holders of the Company	12,988,535	3,068,826	16,057,361
Non-controlling interests	78,688	-	78,688
Total Equity	13,067,223	3,068,826	16,136,049

Notes:

1. This figure is calculated by subtracting the costs of the Entitlement Offer (\$75,000) from the funds raised from the issue of Loyalty Options available under the Entitlement Offer (\$325,044) based on the following assumptions:
 - (a) All Loyalty Options available under the Entitlement Offer (130,017,500) will be issued at the Offer Price of \$0.0025 per Loyalty Option; and
 - (b) The costs of the Entitlement Offer will not exceed \$75,000.
2. On 17 June 2024, the Company announced it had increased the April 2024 placement subject to being approved by Shareholders. On 25 July 2024, Shareholder approval was received and a further 14,818,339 Shares were issued at an issue price of \$0.03.
3. On 16 September 2024, the Company announced it had conducted a capital raising via a placement of 84,794,022 fully paid ordinary shares at an issue price of \$0.028 each to raise \$2,374,232 less costs of nil.

5.2 Capital Structure

The Share capital structure of the Company immediately following the Entitlement Offer, on the basis that the Entitlement Offer is fully subscribed (excluding rounding of Entitlements), will be as follows:

	Shares		Options	
	Number	%	Number	%
On issue at the date of this Prospectus	650,087,503	100%	96,156,481	42%
Maximum number under the Entitlement Offer	-	-%	130,017,500	57%
Total:	650,087,503	100%	226,173,981	100%

Notes:

1. If any of the Existing Options are exercised prior to the Record Date or any Shares are issued by the Company in exchange for drilling services as approved by Shareholders on 25 July 2024, additional Loyalty Options will be issued under the Entitlement Offer under this Prospectus. If all Existing Options on issue as at the date of this Prospectus were exercised prior to the Record Date, the Company's issued Shares would increase by 96,156,481 resulting in a further 19,231,296 Loyalty Options being issued pursuant to this Prospectus. If the maximum number of Shares as approved by Shareholders are issued by the Company in exchange for drilling services prior to the Record Date, the Company's issued Shares would increase by 10,000,000 Shares, resulting in a further 2,000,000 Loyalty Options being offered pursuant to this Prospectus. This would increase the Company's total Shares on issue after completion of the Entitlement Offer to 756,243,984 Shares.

As at the date of this Prospectus, the Company has a total of 96,156,481 Existing Options on issue:

Number of Options Issued	Holder	Exercise Price	Expiry Date
15,000,000	Westar Capital Limited nominees	\$0.08	30 November 2025
3,000,000	Employees	\$0.09	30 November 2025
6,000,000	Directors	\$0.09	30 November 2025
33,333,333	Placement participants (incl. Directors)	\$0.07	7 September 2025
5,000,000	Broker	\$0.07	1 November 2026
5,000,000	Broker	\$0.105	1 November 2026
28,823,148	Placement participants	\$0.07	31 January 2026

The Options capital structure of the Company immediately following the Entitlement Offer, on the basis that the Entitlement Offer is fully subscribed and no Existing Options are exercised, will be as follows:

	Number
Existing Options on issue at the date of this Prospectus	96,156,481
Maximum number of Loyalty Options issued under the Entitlement Offer	130,017,500
Total	226,173,981

In the event of a Shortfall, the allocation of the Shortfall Securities will be determined by Westar Capital in consultation with the Directors and taking into account applications received by the Company in respect of the allocation of Shortfall Securities, and otherwise subject to the Corporations Act and the terms of the Underwriting Agreement.

5.3 Substantial Shareholders

Based on available information, the following are details of those Shareholders who hold more than 5% of the Shares in the Company prior to the date of this Prospectus:

Substantial Holder	Number of Shares	% Holding (Undiluted)
Deutsche Balaton Aktiengesellschaft	126,024,223	19.39
Bulletin Resources Limited	70,000,000	10.77

As no Shares are issued under the Entitlement Offer, there is no immediate impact on Shareholder interests in the Company as a result of the Entitlement Offer. Accordingly, on completion of the issue of securities under the Entitlement Offer, the interests of substantial Shareholders of the Company are expected to remain as follows:

Substantial Holder	Number of Shares	% Holding (Undiluted)
Deutsche Balaton Aktiengesellschaft	126,024,223	19.39
Bulletin Resources Limited	70,000,000	10.77

Deutsche Balaton Aktiengesellschaft would as a result of acceptance of its full Entitlement increase the number of Options its holds in the Company from 28,055,555 to 53,260,399.

Bulletin Resources Limited would as a result of acceptance of its full Entitlement increase the number of Options its holds in the Company from 0 to 14,000,000.

The Directors confirm that no person will acquire through participation in the Entitlement Offer a holding of Shares of, or increase their holding to, an amount in excess of 19.9% of all the Shares on issue on completion of the Entitlement Offer.

5.4 Effect on Control of the Company

As at the date of this Prospectus, the Underwriter does not hold a relevant interest in any of the Company's securities and accordingly, does not hold voting power in the Company.

Prospective investors should be aware that the extent to which securities are issued pursuant to the Underwriting Agreement could result in the Underwriter acquiring voting power in the Company. The Underwriter is not a related party of the Company for the purposes of the Corporations Act.

The Underwriting Agreement allows the Underwriter to enter into sub-underwriting agreements to pass on some or all of its obligations to subscribe for Shortfall under the Entitlement Offer pursuant to the Underwriting Agreement.

In the event that there is a Shortfall under the Entitlement Offer, the sub-underwriting arrangements will have the effect of decreasing the number of Loyalty Options to be subscribed for by the Underwriter.

For illustrative purposes, the Underwriter's present relevant interest may change under several scenarios, depending on the level of participation by investors in the Entitlement Offer:

Event	Shares Held by Underwriter ¹	Total Shares on Completion of the Entitlement Offer ²	Voting Power of Underwriter (%) ³	Loyalty Options Held by Underwriter
Date of Prospectus	Nil	650,087,503	Nil	Nil
Completion of the Entitlement Offer				
Entitlement Offer fully subscribed by Eligible Shareholders	Nil	650,087,503	Nil	Nil
Entitlement Offer 75% subscribed by Eligible Shareholders	Nil	650,087,503	Nil	32,504,375 ⁴
Entitlement Offer 50% subscribed by Eligible Shareholders	Nil	650,087,503	Nil	65,008,750 ⁴
Entitlement Offer 25% subscribed by Eligible Shareholders	Nil	650,087,503	Nil	97,513,125 ⁴
Entitlement Offer 0% subscribed by Eligible Shareholders	Nil	650,087,503	Nil	130,017,500 ⁴

Notes:

1. Shares held by the Underwriter pursuant to underwriting the Entitlement Offer under the Underwriting Agreement.
2. Includes 650,087,503 Shares on issue as at the date of this Prospectus.
3. As this Entitlement Offer is only for Loyalty Options there is no change in the voting power of the Company.
4. Does not take into account any Loyalty Options sub-underwritten by the Sub-Underwriters which would further reduce the relevant interest of the Underwriter.

The above example scenarios show the potential effect of the underwriting of the Entitlement Offer by the Underwriter. However, it is unlikely that no investors will subscribe for Loyalty Options under the Entitlement Offer and as set out above, the Underwriter may enter into sub-underwriting agreements.

The Underwriter has advised that it has entered into sub-underwritings for up to \$325,044 (100%) of the Entitlement Offer as per below. The Sub-Underwriters and their commitments are set out in the table below:

Sub-Underwriter	Commitment
Sonya Kathleen Poli <S K Poli Family A/C>, an entity controlled by Ms Sonya Poli (the wife of Mr Paul Poli) and is therefore a related party of the Company (but is not an associate of or controlled by Mr Poli).	124,017,500 Loyalty Options (being \$310,044)
Julie Blampain-Clark as trustee for the JBC Family Trust, an entity controlled by Ms Julie Blampain-Clark (the wife of Mr Pascal Blampain) and is therefore a related party of the Company (but is not an associate of or controlled by Mr Blampain).	5,000,000 Loyalty Options (being \$12,500)
Shazand Pty Ltd (Chapman Family Superannuation Fund), a related party and associate of Andrew Chapman.	1,000,000 Loyalty Options (being \$2,500)

The Directors and the Underwriter will ensure that the allocation of the Shortfall Securities will be undertaken in a manner so as not to exacerbate a potential unacceptable control event.

5.5 Dilution

As no Shares are issued under the Entitlement Offer, there is no immediate dilution of a Shareholder's interest in the Company as a result of the Entitlement Offer.

Assuming that all Loyalty Options are issued and exercised (and no other Existing Options are exercised), Shareholders who do not participate in the Entitlement Offer will have their holdings diluted. Given the terms of the Entitlement Offer, the maximum possible dilution to an Eligible Shareholder's interest in the Company would be 16.67%.

Additionally, the Entitlement Offer is not being extended to Shareholders with registered addresses outside of Australia, New Zealand and Germany and the holdings of those Shareholders in the Company will be diluted by approximately 16.67% in the event that all Loyalty Options are issued and exercised (and no other Existing Options are exercised).

6. Risk Factors

6.1 Introduction

There are risks which may impact on the operating and financial performance of the Group and, therefore, on the value of the Loyalty Options offered under this Prospectus. Some of these risks can be mitigated by the Group's systems and internal controls, but many are outside of the control of the Group and the Board. There can be no guarantee that the Company will achieve its stated objectives or that any forward-looking statements will eventuate. There are also general risks associated with any investment in shares.

More specifically, the risks are that:

- (a) the price at which the Applicant is able to sell the Loyalty Options is less than the price paid due to changes in market circumstances;
- (b) the Applicant is unable to sell the Loyalty Options;
- (c) the Company is placed in receivership or liquidation making it reasonably foreseeable that Shareholders could receive none, or only some of their initial investment; and
- (d) the Company fails to generate sufficient profit to pay dividends.

In the event of insolvency, the holders of fully paid ordinary shares would not normally be liable to pay money to any person. An exception could occur where a distribution, such as a dividend, has been made to Shareholders in circumstances where the Company was unable at that time to meet the solvency test set out in the Corporations Act. In that case, a liquidator may call for a return of such distributions.

Potential investors should therefore carefully consider all associated risks before applying for Loyalty Options under this Prospectus and should consider their personal circumstances (including financial and taxation issues) and seek advice from their stockbroker, accountant, financial or other professional advisers before deciding whether to invest.

A number of material risk factors which may adversely affect the Group and the value of the Loyalty Options offered under this Prospectus are set out in this section. This is not an exhaustive list and there may be other factors which have an adverse effect on the Group and the value of the securities offered under this Prospectus.

6.2 General Risks

- (a) General Economic Conditions

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, inflation, supply and demand, industrial disruption and other economic factors. The price of commodities will also be of particular relevance to the Company. These factors are beyond the control of the Company and the Company cannot, with any degree of certainty, predict how they will impact on the Company.

- (b) Equity Market Risk

Securities listed on the stock market, and in particular securities of mining and exploration companies, including the Company, can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.

General factors that may affect the market price of securities include economic conditions in both Australia and internationally, investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation (including any changes adopted to address climate change issues), changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(c) **Commodity Price and Exchange Risks**

Any substantial decline in the price of gold, lithium or other minerals could have a material adverse effect on the Company.

Furthermore, international prices of gold and lithium 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.

(d) **Climate Change**

The operations and activities of the Company are subject to changes to local or international compliance regulations related to climate change mitigation efforts, specific taxation or penalties for carbon emissions or environmental damage and other possible restraints on industry that may further impact the Company. 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.

Climate change may also cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns, 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.

(e) **Management Actions**

Directors of the Company will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for the same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its operations.

The success of the Company is currently largely dependent on the performance of its Directors and officers.

There is no assurance that the Company can maintain the services of its Directors and officers, or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on the Company and its prospects.

(f) **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.

(g) Ukraine and Gaza Conflicts

The current conflict between Ukraine and Russia (Ukraine Conflict) and Israel and Palestine (Gaza Conflict) is creating and is likely to continue to create impacts to the global economic markets that are unpredictable. The nature and extent of the effect of the Ukraine Conflict and the Gaza Conflict on the performance of the Company remains unknown.

The Directors are continuing to monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses.

Further, any governmental or industry measures taken in response to the Ukraine Conflict and the Gaza Conflict, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant countries, may adversely impact the Company's operations and are likely to be beyond the control of the Company.

While the Company has not assumed any ongoing direct business with Ukrainian, Belarusian, Russian, Israeli or Palestinian companies, the indirect impacts of the conflicts may have unpredictable indirect consequences on the Company's future business. It is expected that the situation will continually evolve, and the consequences are therefore inevitably uncertain.

(h) Economic Conditions and Other Global Issues

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. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.

(i) Litigation Risk

All industries, including the mining industry, may be subject to legal claims whether or not they have merit. The Company maintains Directors' and Officers' liability insurance. The Company has also provided an indemnity for each Director to the maximum extent permitted by law, against any liability for legal costs incurred in respect of liability incurred by them, as or by virtue of their holding office as, and acting in the capacity of, an officer of the Company, except where the liability arises out of conduct involving lack of good faith or in breach of the law.

Whilst the Company is not aware of any current or proposed litigation against it, the Company may be subject to litigation and other claims and disputes in the course of its business, including employment disputes, contractual disputes, indemnity claims and occupational and personal claims. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could cause the Company to incur unforeseen loss, costs or expenses (including loss, cost or expense that is not covered by insurance policies), could occupy a significant amount of management's time and attention and could materially adversely affect the Company's business, operating and financial performance. In addition, even if the Company was to ultimately prevail in any

such litigation, claim or dispute, it could suffer reputational damage, which could have an adverse effect on the Company's business, operating or financial performance.

(j) Occupation Health and Safety Risk

Workplace incidents may take place for various reasons, including as a result of non-compliance with safety rules and regulations. The Company may be liable for personal injuries or fatalities that are suffered by the Company's employees, contractors or other persons under applicable occupational health and safety laws. If the Company is liable under applicable laws, in whole or part, it may be subject to significant penalties. The Company may be subject to liability to pay compensation, and this may materially and adversely affect the Company's financial position and profitability. The potentially hazardous nature of mineral processing means that health and safety regulations impact the activities of the Company. Any injuries, accidents or other relevant events that occur on the Company's operation site could result in legal claims, potential delays or halt that could adversely impact the Company.

(k) Labour Shortages and Industrial Disputes

There is a risk that the Company may need to pay higher than expected costs to acquire or retain the necessary labour for its operations. This could result in a material and adverse increase in costs and/or development projects being delayed or becoming uneconomic and not proceeding as planned. The Company will also be exposed to the risk that industrial disputes may arise (for example, in relation to claims for higher wages or better conditions) which might disrupt some of its operations and lead to increases in project costs and delays.

(l) Cyber Risk

The integrity, availability and confidentiality of data within the Company's information and operational technology systems may be subject to intentional or unintentional disruptions (for example, from a cyber security attack). Given the current size of the Company's business, the Company engages a third party IT support company who have robust processes and technology, supported by specialist cyber security skills to prevent, detect, respond and recover from such attacks should one occur.

(m) Competition Risk

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

(n) Legislative Change

Changes in government regulations and policies may adversely affect the financial performance or the current and proposed operations generally of the Company. It is possible that the current system of exploration and mine permitting in Western Australia may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.

(o) Unforeseen Expenses

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

(p) Regulatory Risks

Legislative or regulatory changes in jurisdictions in which the Company operates, including property or environmental regulations, could have an adverse impact on the Company.

6.3 Risks Specific to an Investment in the Company

In addition to the general risks noted in section 6.2, Applicants should be aware of risks specific to an investment in the Company, which may include, but are not limited to those risks described below.

(a) Permit Risk

The rights to mineral permits carry with them various obligations which the holder is required to comply with in order to ensure the continued good standing of the permit and, specifically, obligations in regard to minimum expenditure levels and responsibilities in respect of the environment and safety. Failure to observe these requirements could prejudice the right to maintain title to a given area and result in government action to forfeit a permit or permits. There is no guarantee that current or future exploration permit applications or existing permit renewals will be granted, that they will be granted without undue delay, or that the Company can economically comply with any conditions imposed on any granted exploration permits.

The Company is currently waiting for DEMIRS to grant the NVCP permit application required to commence mining operations at the Devon Pit Gold Project. There is no guarantee the NVCP permit will be granted.

(b) Exploration and Development

By its nature, mineral exploration and development are high risk undertakings. While the Company has attempted to reduce this risk by selecting projects that are highly prospective, there is still no guarantee of success. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited. It is impossible to ensure that the exploration or development programmes planned by the Company will result in profitable commercial mining operations. The circumstances in which a mineral deposit becomes or remains commercially viable depend on a number of factors. These include the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as the Company successfully obtaining all necessary consents and approvals and the successful design, construction and operation of gathering, processing and transportation facilities. A combination of these factors may result in projects not being developed, or operations becoming unprofitable. Delays or difficulties in obtaining relevant approvals, or obtaining conditional or limited approvals, may interfere with the Company's operations which could materially impact the business, financial position and performance of the Company. Furthermore, should the Company be unable to secure new exploration areas and resources, there could be a material adverse effect on the Company's prospects for mineral exploration and its success in the future.

(c) Project Delay

To the extent that operational, construction and development activities are delayed for any of the production or development projects in which the Company is the operator or is to be granted management rights, this may affect the total development costs and the timing and level of proceeds derived from the operation which may have a material adverse effect on the Company.

(d) Funding Risk

The Company's ability to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities and to meet any unanticipated liabilities or expenses which the Company may incur may depend in part on its ability to raise additional funds. The Company may seek to raise further funds through equity or debt financing, joint ventures, production sharing arrangements or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of exploration, development or production on the Company's properties or even loss of a property interest. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.

(e) Contractual Arrangements

The Company is a party to a number of material contracts and may be advanced in the finalisation of other contracts. Failure by any other party to a contract with the Company to comply with their obligations could have a material adverse effect on the Company. Additionally, the failure by the Company to finalise and execute contracts presently under negotiation or to finalise conditions arising under existing conditional material contracts could have a material adverse effect on the Company.

To the extent that a third party defaults in their obligations, it may be necessary for the Company to enforce its rights under any of the contracts and pursue legal action. Such legal actions may be costly, and no guarantee can be given by the Company that a legal remedy will ultimately be granted on appropriate terms.

(f) Environmental Risks

The Company's operations and projects are subject to the laws and regulations of all jurisdictions in which it has interests and carries on business, regarding environmental compliance and relevant hazards.

These laws and regulations set various standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former facilities and locations where operations are or were conducted. Significant liability 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 owners of property acquired by the Company or its subsidiaries, or non-compliance with environmental laws or regulations.

The Company proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage.

There is also a risk that the environmental laws and regulations may become more onerous, making the Company's operations more expensive. Amendments to current laws, regulations and permits governing operations and activities of mineral exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new properties.

(g) Tenure and Native Title Risks

Interests in exploration and mining tenements in Australia are governed by State legislation and are evidenced by the granting of leases or licences. Each lease or licence is for a specific term and carries with its annual expenditure and reporting conditions as

well as other conditions requiring compliance. These conditions include the requirement, for exploration licences, for reduction in the area held under licence from time to time unless it is considered that special circumstances apply. Consequently, the Company could lose title to, or its interest in, its tenements if licence conditions are not met or if expenditure commitments are not met.

It is possible that, in relation to tenements in which the Company has an interest or may acquire such an interest, there may be areas over which legitimate native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to obtain the consent of any relevant land owner, or to progress from the exploration phase to the development and mining phases of the operation, may be adversely affected.

It is possible that there will exist on the Company's mining tenements, areas containing sacred sites or sites of significance to Aboriginal people subject to the provisions of the Aboriginal Heritage Act 1972 (WA), the Northern Territory Aboriginal Sacred Sites Act 1989 (NT), the Aboriginal Heritage Act 1988 (SA), the Aboriginal Relics Act 1975 (Tas) or the Aboriginal Cultural Heritage Act 2003 (Qld), or areas subject to the Native Title Act 1993 (Cth) in Australia. As a result, land within the tenements may be subject to exploration, mining or other restrictions as a result of claims of Aboriginal heritage sites or native title.

Interests in mining tenements in Thailand are governed by legislation and are evidenced by the granting of licences or leases. The Company's tenements/holdings are subject to periodic renewal and risks of adverse modifications and lapse or other termination. The tenements only permit specific activities, and there is no guarantee that future exploration, development, processing or mining will be permitted. Each tenement is periodically renewed based on the Company meeting certain conditions and minimum expenditures. The imposition of new conditions or the inability to meet those conditions may prevent renewal or may otherwise cause the lapse or termination of tenements and adversely affect the operations, financial position and/or performance of the Company. Additionally, interests held by the Company are subject to the need for new licences and permits. There is no assurance that such licences and permits would be granted as a matter of course and there is no assurance that new conditions will not be imposed by the relevant granting authority. Any failure to obtain the grant or renewal of tenure in any jurisdiction in which the Company operates may have a material adverse effect on the Company and its business.

(h) Resource and Reserve Estimates

Resource and reserve estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates, which were valid when originally calculated, may alter when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates may change. Accordingly, the actual resources may materially differ from these estimates and assumptions and no assurances can be given that the resource estimates and the underlying assumptions will be realised. This could result in alterations to development and mining/extraction plans, which may, in turn, affect the Company's operations and ultimately the Company's financial performance and value.

(i) Production and Cost Estimates and Forecasts

The Company undertakes its business planning using a range of estimates and forecasts using information available to it at that point in time. These plans include estimates of future production and of the cash costs and capital costs of that production. The ability of the Company to achieve production targets, or meet operating or capital expenditure budgets or estimates cannot be assured. Actual costs of production may be impacted

by factors such as variations in ore grade, mine operating conditions, including geotechnical conditions, metallurgical recoveries, labour costs and availability, as well as accidents, poor performance and general economic factors. A failure to realise estimated forecasts and plans could have a material adverse impact on the Company's financial and operating performance.

(j) Operational and Technical Risks

The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades and/or resources in exploration and mining, operational and technical difficulties encountered in mining, milling and extraction, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical or recovery problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes, and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

(k) Results of Studies

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

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

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

(l) Risks Associated with Operating in Thailand

The Company has tenements located in Thailand and the Company is subject to various political, regulatory, economic and other risks and uncertainties with operating in Thailand. The Company's operations in Thailand are exposed to exploration and mining risks in a developing country which are not necessarily present in a developed country. These risks and uncertainties vary from country to country and include, but are not limited to, economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local staff or contractors or require other benefits to be provided to local residents.

The Company may also be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity.

Any future material adverse changes in government policies or legislation in Thailand that affect foreign ownership, mineral exploration, development or mining activities, may affect the viability and profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions

on exploration, development, mining production, price controls, export controls, secondary processing requirements in country, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, local economic empowerment or similar policies, employment, contractor selection and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements. The occurrence of these various factors adds uncertainties that cannot be accurately predicted and could have an adverse effect on the Company's operations or profitability.

The legal system operating in Thailand may be less developed than in more established countries, which may result in risk such as political difficulties in obtaining effective legal redress in the courts whether in respect of a breach of law or regulation, or in an ownership dispute, a higher degree of discretion on the part of governmental agencies, the lack of political or administrative guidance on implementing applicable rules and regulations including, in particular, as regards local taxation and property rights, inconsistencies or conflicts between and within various laws, regulations, decrees, orders and resolutions, or relative inexperience of the judiciary and courts in such matters.

The commitment by local business people, government officials and agencies and the judicial system to abide by legal requirements and negotiated agreements may be more uncertain, creating particular concerns with respect to licences and agreements for business. These may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that projects, licences, licence applications or other legal arrangements will not be adversely affected by the actions of the government authorities or others and the effectiveness and enforcement of such arrangements cannot be assured. Any of these factors could materially and adversely effect the Company's business, results of operations and financial condition.

(m) Other

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management or operational personnel, weather and climate, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

Shareholders should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the Loyalty Options.

7. Material Contracts

7.1 Mandate Agreement

On 3 October 2024, the Company entered a mandate with Westar Capital pursuant to which Westar Capital has been appointed as Lead Manager and Underwriter to the Entitlement Offer (**Mandate Agreement**).

Under the Mandate Agreement, Westar Capital will provide the Company with all necessary assistance in managing and arranging the Entitlement Offer as is customary and appropriate in offers of this nature, including:

- (a) developing and managing the Entitlement Offer timetable in conjunction with the Company;
- (b) coordinating and managing the Entitlement Offer generally;
- (c) participating in any Entitlement Offer related meetings as and when required;
- (d) familiarising itself to the extent deemed appropriate and necessary with the Company's business, operations, properties, financial condition and prospects;
- (e) assisting the Company in determining the information that potential investors and their advisors would reasonably require in respect of the Entitlement Offer;
- (f) establishing and facilitating demand for the Loyalty Options;
- (g) assisting the Company to prepare an appropriate presentation to support the marketing and selling initiatives;
- (h) providing strategic advice as required during the term of the Mandate Agreement; and
- (i) assisting with the management of the marketing processes for the Entitlement Offer.

As remuneration for acting as Lead Manager and Underwriter to the Entitlement Offer, Westar Capital will receive 6% of the gross amount raised by the Entitlement Offer and a signing fee of \$10,000.00. The Company has also agreed to reimburse Westar Capital in respect of reasonable out-of-pocket expenses directly related to the Entitlement Offer.

The Company may terminate the Mandate Agreement at any time before the Loyalty Options are issued if:

- (a) Westar Capital fails to rectify any material breach of the Mandate Agreement having been given 10 Business Days notice in writing by the Company of such breach having occurred; or
- (b) on a no fault basis, with 5 Business Days' notice in writing by the Company provided certain conditions are met.

Any such termination by the Company will take effect upon receipt by Westar Capital of written notice to that effect.

The Mandate Agreement contains a number of termination events which enable Westar Capital to terminate the Mandate where, for example:

- (a) the Australian equity capital market conditions are such that they are not, in the bona fide judgement of Westar Capital, conducive to the successful completion of the Mandate

Agreement, or other events beyond the control of Westar Capital are so material and adverse as to make it impracticable or inadvisable to proceed with the issue;

- (b) there is a material adverse effect;
- (c) there is a false or misleading statement, material omission or misrepresentation in the information supplied to Westar Capital;
- (d) any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan the United Kingdom, the United States of America or the international financial markets;
- (e) the introduction or public announcement of a proposal to introduce into the parliament of Australia or any state of Australia, a new law, or the Reserve Bank of Australia, any federal or state authority of Australia adopts or announces a proposal to adopt a new policy (other than a law or policy which has been announced before the date of the Mandate Agreement), any of which does or is likely to prohibit or regulate financial institutions or credit providers, capital issues or stock markets;
- (f) default by the Company of any material term of the Mandate Agreement;
- (g) any warranties or representations by the Company in the Mandate Agreement are or become materially untrue;
- (h) a director or proposed director of the Company is charged with an indictable offence or is disqualified from managing a corporation under the Corporations Act;
- (i) ASIC commences, or threatens to commence, a proceeding, hearing or investigation in relation to the Entitlement Offer;
- (j) any government agency (including ASIC) commences any public action, hearing or investigation against the Company or any of its Directors in their capacity as a Director of the Company or announces that it intends to take such action; or
- (k) all of the conditions to the Mandate Agreement have not been or will not be satisfied, or waived by Westar Capital, prior to 31 October 2024 or such later date agreed by Westar Capital in writing.

Any such termination by Westar Capital will take effect upon receipt by the Company of written notice to that effect.

In the event that the Company terminates the Mandate Agreement or Westar Capital terminates the Mandate Agreement for cause, Westar Capital will be entitled to the reimbursement of any incurred or accrued reasonable expenses up to the date of termination and if the Mandate Agreement is terminated prior to completion of the Entitlement Offer, a termination fee of \$7,500 plus GST payable the Company within 2 Business Days of the presentation of a tax invoice.

The Mandate Agreement also contains indemnities pursuant to which the Company agrees to take full responsibility for the Entitlement Offer and to unconditionally and irrevocably indemnify and keep indemnified and hold harmless Westar Capital and its associates and related companies, its directors, agents and staff (collectively, the **Indemnified Parties**) against any and all liabilities, losses, demands, damages, penalties, proceedings, costs, fees or expenses of any kind whatsoever which may be incurred by an Indemnified Party in any jurisdiction directly or indirectly arising out of or in respect of, for example:

- (a) the Mandate Agreement, or the Entitlement Offer, or any matter or activity referred to therein unless the losses result from the negligence, default omission or acts of one or more of the Indemnified Parties; or

- (b) any claim that Westar Capital has any liability under the Corporations Act or any other law in relation to the Entitlement Offer unless such claim or liability results from the negligence default omission or act of one or more of the Indemnified Parties.

7.2 Underwriting Agreement

The Company has engaged Westar Capital as the Underwriter for the Entitlement Offer under an underwriting agreement dated on or around 3 October 2024 (**Underwriting Agreement**).

The effect of the Underwriting Agreement on the control of the Company has been considered above at section 5.4.

The key terms of the Underwriting Agreement are as follows:

- (a) Westar Capital agrees to fully underwrite the subscription of the securities offered under the Entitlement Offer, being:
 - (1) 130,017,500 Loyalty Options at a price of \$0.0025 per Loyalty Option issued on the basis on one new Loyalty Option for every five Shares held under the Entitlement Offer.
- (b) in consideration for provision of the underwriting services, the Company will pay / issue Westar Capital (or its nominees):
 - (1) 6% of the amount raised under the Entitlement Offer; and
 - (2) all reasonable costs and expenses to the Entitlement Offer, including disbursements of Westar Capital and all marketing and promotional expenditure related to the Entitlement Offer.
- (c) the obligations of the Underwriter under the Underwriting Agreement are subject to and conditional upon:
 - (1) the Underwriter being satisfied (in its sole and absolute discretion) with the Company's due diligence program and the due diligence results in respect of the Prospectus by the lodgement date;
 - (2) on or before lodgement of the Prospectus, the Underwriter procuring such persons to sub-underwrite the Entitlement Offer as the Underwriter in its absolute discretion thinks fit;
 - (3) the Underwriter being satisfied (in its sole and absolute discretion) with the form of the Prospectus and having given its consent to be named in the Entitlement Offer prior to the lodgement date as evidence thereof;
 - (4) on or before lodgement of the Prospectus, a legal sign off letter being provided to the Board by the solicitors for the Company (in a form satisfactory to the Underwriter acting reasonably), and addressed to be for the benefit of the Underwriter; and
 - (5) the Prospectus being lodged with ASIC on 7 October 2024;
- (d) Following consultation with the Company and having taken into account applications received by the Company in respect of the allocation of Shortfall Securities, Westar Capital must obtain the consent of the Company in determining who is to receive the Shortfall Securities provided that, other than any sub-underwriters, investors must not be a related party of the Company;

- (e) if there is a Shortfall in valid applications received by the Company by the Closing Date, Westar Capital may review applications for the Loyalty Options which were rejected by the Company, the Underwriter may re-lodge those applications which are or have become valid Applications and the Company must accept those applications as valid;
- (f) the underwriting obligations can be terminated by the Underwriter in a number of circumstances including if:
 - (1) the S&P ASX 200 Index is at any time after the date of the Underwriting Agreement 10% or more below its respective level as at the close of business on the Business Day prior to the date of the Underwriting Agreement;
 - (2) the Company does not lodge this Prospectus with ASIC on the lodgement date or this Prospectus or Entitlement Offer is withdrawn by the Company;
 - (3) the Company fails to lodge a supplementary Prospectus at the reasonable request of the Underwriter;
 - (4) this Prospectus fails to comply with disclosure requirements;
 - (5) the material statement in this Prospectus is misleading or deceptive;
 - (6) ASIC or any other person proposes to conduct any enquiry, investigation or proceedings, or to take any regulatory action or to seek any remedy, in connection with the Entitlement Offer or the Prospectus, or publicly foreshadows that it may do so;
 - (7) the Company is prevented from issuing the securities under the Entitlement Offer;
 - (8) any statement or estimate in the Prospectus which relates to a future matter is or becomes incapable of being met or, in the reasonable opinion of the Underwriter, unlikely to be met in the projected timeframe;
 - (9) any person (other than the Underwriter) who has previously consented to the inclusion of their name in the Prospectus or to be named in the Prospectus, withdraws that consent;
 - (10) the takeovers panel makes a declaration that circumstances in relation to the affairs of the Company are unacceptable;
 - (11) any authorisation which material to anything refer to in this Prospectus is repealed, revoked or terminated or expire or is modified in a manner unacceptable to Westar Capital;
 - (12) a Director or senior manager of the Company or its subsidiaries is charged with an indictable offence; or
 - (13) upon the occurrence of termination events which include:
 - (A) **(Hostilities)**: there is an outbreak of hostilities or a material escalation of hostilities (whether or not war has been declared) after the date of the Underwriting Agreement involving one or more of Australia, New Zealand, Indonesia, Japan, Russia, the United Kingdom, the United States of America, India, Pakistan, or the Peoples Republic of China or any member of the European Union other than hostilities involving Libya, Afghanistan, Iraq, Iran, Syria, Lebanon or Israel and the Underwriter

believes (on reasonable grounds) that the outbreak or escalation is likely to result in the S&P ASX 200 Index falling by 10% or more;

- (B) **(Default)**: default or breach by the Company under the terms conditions, covenant or undertaking in accordance with the Underwriting Agreement;
- (C) **(Incorrect or Untrue Representation)**: any representation, warranty or undertaking given by the Company under the Underwriting Agreement is or becomes untrue or incorrect;
- (D) **(Contravention of a Constitution or Act)**: a contravention by the Group of any provision of its constitution, the Corporations Act, the ASX Listing Rules or any other applicable legislation or any policy or requirement of ASIC or ASX;
- (E) **(Adverse Change)**: an event occurs which gives rise to a material adverse effect or any adverse change or any development including a prospective adverse change after the date of the Underwriting Agreement in the assets, liabilities, financial position, trading results, profits, forecasts, losses, prospects, business or operations of the Group;
- (F) **(Error in Due Diligence Results)**: it transpires that any of the due diligence results was false, misleading or deceptive or that there was an omission from them;
- (G) **(Significant Change)**: a "new circumstance" as referred to in section 719(1) of the Corporations Act arises that is materially adverse from the point of view of an investor;
- (H) **(Public Statements)**: without the prior approval of the Underwriter a public statement is made by the Company in relation to the Entitlement Offer;
- (I) **(Misleading Information)**: any information supplied at any time by the Company or any person on its behalf to the Underwriter in respect of any aspect of the Entitlement Offer or the affairs of the Group becomes misleading or deceptive or likely to mislead or deceive;
- (J) **(Change in Act or Policy)**: there is introduced, or there is a public announcement of a proposal to introduce, into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia or any Commonwealth or State authority adopts or announces a proposal to adopt any new, or any major change in, existing, monetary, taxation, exchange or fiscal policy;
- (K) **(Prescribed Occurrence)**: a prescribed occurrence occurs as specified in the Underwriting Agreement;
- (L) **(Suspension of Debt Payments)**: the Company suspends payment of its debts generally;
- (M) **(Event of Insolvency)**: the Company suffers an insolvency event;
- (N) **(Judgement Against Relevant Company)**: a judgment in an amount exceeding \$100,000 is obtained against the Group and is not set aside or satisfied within 7 days;

- (O) **(Litigation)**: litigation, arbitration, administrative or industrial proceedings are after the date of the Underwriting Agreement commenced against the Group except as disclosed in the Prospectus;
- (P) **(Board and Senior Management Composition)**: there is a change in the composition of the Board or a change in the senior management of the Company before the date of issue of the Entitlement Offer without the prior written consent of the Underwriter;
- (Q) **(Change in Shareholdings)**: there is a material change in the major or controlling shareholdings of the Group or a takeover offer or scheme of arrangement pursuant to Chapter 5 or 6 of the Corporations Act is publicly announced in relation to Group;
- (R) **(Timetable)**: there is a delay in any specified date in the Timetable which is greater than 2 Business Days;
- (S) **(Force Majeure)**: a force majeure affecting the Company's business or any obligation under the Underwriting Agreement lasting in excess of 7 days occurs;
- (T) **(Certain Resolutions Passed)**: the Group passes or takes any steps to pass a resolution under section 254N, section 257A or section 260B of the Corporations Act or a resolution to amend its constitution without the prior written consent of the Underwriter;
- (U) **(Capital Structure)**: the Group alters its capital structure in any manner not contemplated by the Entitlement Offer;
- (V) **(Breach of Material Contracts)**: any of the material contracts are terminated or substantially modified; or
- (W) **(Market Conditions)**: a suspension or material limitation in trading generally on ASX occurs or any material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia, Japan, the United Kingdom, the United States of America or other international financial markets.

7.3 Sub-Underwriting Arrangements

Under the Underwriting Agreement, the Underwriter may engage sub-underwriters to the Entitlement Offer.

The Underwriter has entered into sub-underwriting agreements with:

- (a) Sonya Kathleen Poli <S K Poli Family A/C>, an entity controlled by Ms Sonya Poli (the wife of Mr Paul Poli) and is therefore a related party of the Company (but is not an associate of or controlled by Mr Poli);
- (b) Julie Blampain-Clark as trustee for the JBC Family Trust, an entity controlled by Ms Julie Blampain-Clark (the wife of Mr Pascal Blampain) and is therefore a related party of the Company (but is not an associate of or controlled by Mr Blampain); and
- (c) Shazand Pty Ltd (Chapman Family Superannuation Fund), a related party and associate of Andrew Chapman,

(together, the **Sub-Underwriters**).

The Sub-Underwriters have agreed to sub-underwrite up to 130,017,500 Loyalty Options of the Entitlement Offer, being up to a maximum of \$325,044, in accordance with the terms of their respective sub-underwriting agreements.

The maximum total shareholding of the Sub-Underwriters upon completion of the Entitlement Offer assuming that each of the Sub-Underwriters receives its maximum sub-underwriting commitments (which would assume that the Entitlement Offer is 0% subscribed by Eligible Shareholders, which as at the date of this Prospectus is not expected by the Company) is set out in the table below.

Sub-Underwriter	Shares Held as at the Date of this Prospectus	Options Held as at the Date of this Prospectus	Voting Power as at the Date of this Prospectus (Undiluted)	Options Held on Completion ⁴	Shareholding on Completion (Undiluted)	Voting Power on Completion (Undiluted)	Voting Power on Completion (Diluted) ^{4, 6}
Sonya Kathleen Poli <S K Poli Family A/C>	3,392,002 ¹	2,000,000 ^{1, 2}	0.52% ¹	124,017,500 Loyalty Options 2,000,000 Existing Options ^{1, 2}	3,392,002 ¹	0.52% ¹	14.77% ^{1, 2}
Julie Blampain-Clark as trustee for the JBC Family Trust	-	-	-	5,000,000 Loyalty Options ³	-	-	0.57% ³
Shazand Pty Ltd (Chapman Family Superannuation Fund)	1,266,667 ⁵	1,833,334 ⁵	0.19% ⁵	1,000,000 Loyalty Options 1,833,334 ⁵ Existing Options	1,266,667 ⁵	0.19% ⁵	0.47% ⁵

Notes:

1. This does not include the 4,300,000 Shares and 500,000 MATAA Options exercisable at \$0.07, expiring 7 September 2025 held by Mr Paul Poli + Mrs Sonya Kathleen Poli <The P Poli Super A/C>, the 11,200,000 Shares and 300,000 MATAR Options exercisable at \$0.07, expiring 7 September 2025 held by Mr Paul Poli <P Poli Family A/C>, the 1,000,000 Shares held by Strategic Strategies Pty Ltd (controlled by Mr Paul Poli), the 698,400 Shares held by Mrs Sonya Kathleen Poli and the 1,731,500 Shares, 100,000 MATAR Options exercisable at \$0.07, expiring 7 September 2025 and 333,333 MATAQ Options exercisable at \$0.07, expiring 31 January 2026 held by Mrs Sonya Kathleen Poli <Matthew Dylan Poli A/C> and Mrs Sonya Kathleen Poli <Sarah Ashleigh Poli A/C> for and on behalf of each of Mr and Ms Poli's children.
2. Sonya Kathleen Poli <S K Poli Family A/C> holds 2,000,000 MATAQ Options exercisable at \$0.09, expiring 30 November 2025.
3. This does not include the 1,633,333 Shares, 2,000,000 MATAQ Options exercisable at \$0.09, expiring 30 November 2025, 166,666 MATAA Options exercisable at \$0.07, expiring 7 September 2025 and 333,333 MATAR Options exercisable at \$0.07, expiring 31 January 2026 held by Pascal Blampain and Julie Blampain-Clark as trustees for the P&J Blampark Trust.
4. This assumes that the Sub-Underwriters take up the full amount of their sub-underwriting commitment.
5. This includes Shares and Options held by Sharryn Chapman (who is the wife of Andrew Chapman).
6. This assumes that all Options and Loyalty Options on issue at completion of the Entitlement Offer are exercised.

As no Shares are issued under the Entitlement Offer, there is no immediate impact on the shareholdings of the Sub-Underwriters as a result of the Entitlement Offer.

The sub-underwriting agreements are on standard market terms with a 3% fee payable under the sub-underwriting agreements.

Any Shortfall Securities issued to the Sub-Underwriters will be issued pursuant to ASX Listing Rule 10.12 (Exception 2) and accordingly, Shareholder approval will not be required for that issue.

8. Additional Information

8.1 Transaction Specific Prospectus

Matsa is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the ASX Listing Rules.

This Prospectus is a transaction specific prospectus that has been prepared in accordance with section 713 of the Corporations Act. This section enables disclosing entities to issue a prospectus in relation to securities in a class of securities which have been quoted on ASX at all times during the three months before the date of the Prospectus or options to acquire such securities. It does not contain the same level of disclosure as a prospectus for an initial public offering. Apart from formal matters this Prospectus need only contain information relating to the terms and conditions of the Entitlement Offer, the effect of the Entitlement Offer on the Company and the rights and liabilities attaching to the Loyalty Options and the underlying securities.

As the Company is a disclosing entity for the purpose of the Corporations Act and is subject to regular reporting obligations and the continuous disclosure requirements of the ASX Listing Rules, certain information is reasonably expected to be known to investors and their professional advisers. This Prospectus should be read in conjunction with the Company's other periodic and continuous disclosure announcements given to ASX, which are available at www.asx.com.au. In addition to announcements already given to ASX by the Company as at the date of this Prospectus, Shareholders are encouraged to continue to monitor the Company's ASX announcements after the date of this Prospectus. On 5 September 2024, the Company announced to ASX that it had executed an extension to the Confidentiality Agreement it had previously entered on 31 July 2023 into with AngloGold Ashanti Limited, for an additional period of time for due diligence to be carried out on a potential transaction. Material updates regarding this matter will be provided by the Company as and when they become available, and there is no guarantee a transaction will be entered into.

Copies of the documents lodged by the Company with ASIC may be obtained from, or inspected at, an office of ASIC.

The Company will provide a copy of any of the following documents, free of charge, to any person who asks for a copy of the document before the Closing Date in relation to this Prospectus:

- (a) annual financial report for the period ending 30 June 2024;
- (b) annual financial report for the period ending 30 June 2023; and
- (c) any other financial statements lodged in relation to the Company with ASIC and any continuous disclosure notices given by the Company to ASX, in the period starting immediately after lodgement of the annual financial report for the Company for the period ended 30 June 2024 and ending on the date of lodgement of this Prospectus with ASIC.

8.2 ASX Information and Share Information

The ASX Announcements that the Company has lodged with ASX since the date of lodgement of the Company's annual financial report for the year ended 30 June 2024 and before lodgement of this Prospectus are set out in Schedule 1 of this Prospectus. Copies of ASX announcements made by the Company may be obtained on the ASX website or the Company's website: www.matsa.com.au.

The highest and lowest prices of Shares in the Company on the ASX in the six-month period before the date of this Prospectus and the respective dates of those sales are set out below.

	High (cents)	Low (cents)	Volume Weighted Average (cents)
One Month	4.0	2.5	3.2
Three Months	4.0	2.3	3.0
Six Months	4.0	2.3	3.0

The Company will not apply for Official Quotation of the Loyalty Options on the ASX. Further, for so long as the Loyalty Options are not listed on the Official List, the Loyalty Options are non-transferable. Accordingly, there is no current market value or trading history for the Loyalty Options. The Company will apply for the Resulting Shares (if any) to be admitted to the Official List of the ASX and reserves the rights to make application to list the Loyalty Options subsequently.

8.3 Terms and Conditions of the Loyalty Options

The Loyalty Options will be issued on the following terms and conditions:

- (a) A subscription price of \$0.0025 as consideration will be payable per Loyalty Option for the issue of the Loyalty Options.
- (b) The Loyalty Options shall expire at 5.00pm Perth time on 30 September 2027 (**Expiry Date**).
- (c) Subject to 8.3(n), the amount payable upon exercise of each Loyalty Option will be \$0.05 each (**Exercise Price**).
- (d) Subject to these terms and conditions, each Loyalty Option will entitle the holder to subscribe for one Share in the Company by paying the full amount of the Exercise Price.
- (e) Loyalty Options may be exercised at any time from the date of issue until the Expiry Date.
- (f) Loyalty Options not exercised on or before the Expiry Date will automatically lapse.
- (g) The Exercise Price shall be payable in full on exercise of the Loyalty Options.
- (h) Loyalty Options may only be exercised by the delivery to the registered office of the Company a notice in writing. The notice must specify the number of Loyalty Options being exercised and must be accompanied by:
 - (1) payment for the Exercise Price for each Loyalty Option being exercised; and
 - (2) the certificate for those Loyalty Options, for cancellation by the Company.

The notice is only effective (and only becomes effective) when the Company has received value for the full amount of the Exercise Price (for example, if the Exercise Price is paid by cheque, by clearance of that cheque) on or before the Expiry Date.
- (i) Subject to 8.3(g), within 5 Business Days after the date on which the holder exercises the Loyalty Option, the Company must:
 - (1) allot and issue the number of Resulting Shares specified in the notice to the holder;
 - (2) cancel the certificate for the Loyalty Options being exercised; and

- (3) if applicable, issue a new certificate for any remaining Loyalty Options covered by the certificate accompanying the notice.
- (j) Whilst the Loyalty Options are not listed on the Official List, the Loyalty Options are non-transferable (unless written consent is provided by the Board of the Company). If the Loyalty Options were subsequently listed on ASX, they will be transferable.
- (k) Resulting Shares allotted pursuant to an exercise of the Loyalty Options shall rank, from the date of allotment, *pari passu* with existing Shares of the Company in all respects.
- (l) The Company shall, in accordance with the ASX Listing Rules, make an application to have Resulting Shares allotted pursuant to an exercise of Loyalty Options quoted on ASX.
- (m) There are no participating rights or entitlements inherent in the Loyalty Options to participate in any new issues of capital which may be made or offered by the Company to its Shareholders from time to time prior to the Expiry Date unless and until the Loyalty Options are exercised. However, the Company must give notice as required under the ASX Listing Rules to Option holders of any new issue of capital before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
- (n) If, prior to the expiry of any Loyalty Options, there is a reorganisation of the issued capital of the Company, Loyalty Options will be reorganised in accordance with the ASX Listing Rules and Corporations Act at the time of the reorganisation.
- (o) If, prior to the expiry of a Loyalty Option, there is a bonus issue to the holders of Shares in the Company, the number of Resulting Shares over which the Loyalty Option is exercisable may be increased by the number of Shares which the Loyalty Option holder would have received if the Loyalty Option had been exercised before the record date for the bonus issue.
- (p) The Loyalty Options will not give any right to participate in dividends until Resulting Shares are allotted pursuant to the exercise of the relevant Loyalty Options.
- (q) If at any time prior to the Expiry Date the Loyalty Option holder dies, the deceased holder's legal personal representative may:
 - (1) elect to be registered as the new Loyalty Option holder of the deceased Loyalty Option holder's Loyalty Options;
 - (2) whether or not he or she becomes so registered, exercise those Loyalty Options as if he or she were the holder of them in accordance with those terms and conditions; and
 - (3) if the deceased Loyalty Option holder has already given a notice of exercise of his or her Loyalty Options, pay the Exercise Price in respect of those Loyalty Options.
- (r) There is no right to change the Exercise Price of a Loyalty Option or the number of underlying Shares over which the Loyalty Option can be exercised.

8.4 Rights and Liabilities of the Resulting Shares

The Resulting Shares will be issued on the same terms and conditions as the Shares already on issue in the capital of the Company. Full details of the rights and liabilities attaching to the Resulting Shares are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours. The following is a summary of the principal rights of holders of the Resulting Shares, subject to any special rights

attaching to any class of share at a future time. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's Shareholders.

(a) Voting

At a general meeting of the Company every Shareholder present in person, or by proxy, attorney or (in the case of a body corporate) corporate representative shall be entitled on a show of hands, to one vote and on a poll, one vote for each Share of which the Shareholder is the holder. Where a poll is demanded, a Shareholder holding partly paid shares shall be entitled, for each Share, to a fraction of a vote equal to the proportion of the total amounts paid and payable in proportion to the amounts paid on the partly paid shares.

(b) Dividends

Subject to the Constitution and the Corporations Act, the Directors may from time to time declare and pay to the Shareholder such interim and final dividends as appear to the Directors to be justified by the equity of the Company. No dividend shall be paid otherwise than out of the equity or shall bear interest against the Company.

Subject to any rights or restrictions attached to shares, all dividends in respect of shares must be apportioned and paid proportionately to the amounts paid on the shares during any portion or portions of the period in respect of which the dividend is declared unless any share is issued on terms providing that it shall rank for dividend as from a particular date in which case it shall only rank for dividend from that date.

(c) Transfer of the Shares

(1) Transfer of Shares

A member may transfer all or any of the Shareholder's shares by a proper ASTC Transfer or an instrument in writing. The Company may participate in any computerised or electronic system for market settlement, securities transfer and registration conducted in accordance with the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules. If the Company participates in such a system, then notwithstanding any other provision of this Constitution, the Company shall comply with and give effect to the ASX Settlement Operating Rules. The Company must not charge a fee for the registration of a transfer of shares. However, it may charge a reasonable fee for registering paper based transfers in registrable form.

(2) Refusal to Register

The Company shall not refuse, prevent, delay or in any way interfere with the registration of a Proper ASTC Transfer or seek to apply a holding lock to prevent a Proper ASTC Transfer unless permitted to do so by the ASX Listing Rules or the ASX Settlement Operating Rules, as the case may be.

(d) If, when permitted to do so, the Directors refuse to register a transfer of Shares or apply a holding lock, the Company shall give to the lodging party written notice of the refusal and the precise reasons for such action within 5 Business days after the date on which the transfer was lodged with the Company.

(e) Future Increases in Capital

The Directors may, at their discretion, raise or borrow money or other financial accommodation of any kind whatever on behalf of the Company and do not require the consent of the Shareholders to exercise these powers.

(f) Variation of Rights

At present, the Company has only ordinary shares on issue. If the shares of another class were issued, the rights attaching to ordinary shares could only be altered with the consent in writing of the holders of 75% of the issued shares of that class or the sanction of a special resolution passed at a separate meeting of the holders of the shares of that class.

(g) General Meeting

Each holder of Shares will be entitled to receive notice of and to attend and vote at general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the ASX Listing Rules. Notwithstanding this, a Shareholder will not be entitled to receive notices in respect of a holding in the event that the Shareholder has returned to the Company a duly completed request for suspension of full notice rights.

For more particular details of the rights attaching to ordinary shares in the Company, investors should refer to the Constitution of the Company.

8.5 Corporate Governance

The Company has adopted a Corporate Governance Charter which can be obtained, at no cost, from the Company's registered office and is also available on the Company's website: www.matsa.com.au.

The Company reports on its compliance with the recommendations made by the Corporate Governance Principles and Recommendations in its annual report. Where the Company's corporate governance practices do not correlate with the practices recommended by the ASX Corporate Governance Council, the Company is working towards compliance however it does not consider that all practices are appropriate for the Company due to the size and scale of the Company operations.

8.6 Directors' Interests

The nature and extent of the interest (if any) that any of the Directors of the Company holds, or held at any time during the last two years in:

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

is set out below or elsewhere in this Prospectus.

Other than as set out below or elsewhere in this Prospectus, no one has paid or agreed to pay any amount, and no one has given or agreed to give any benefit to any Director or proposed Director:

- (a) to induce them to become, or to qualify as, a Director of the Company; or
- (b) for services provided by a Director in connection with:

- (1) the formation or promotion of the Company; or
- (2) the Entitlement Offer.

Set out below are details of the interests of the Directors in the securities of the Company immediately prior to lodgement of the Prospectus with the ASIC. Interest includes those securities held directly and indirectly.

Director	Shares	Unlisted MATAA Options ¹	Unlisted MATAQ Options ²	Unlisted MATAR Options ³
Paul Poli	16,500,000	800,000	-	333,333
Pascal Blampain	1,633,333	166,666	2,000,000	333,333
Andrew Chapman	1,266,667	333,334	1,500,000	-

Notes:

1. Exercisable at \$0.07; expiring on 7 September 2025.
2. Exercisable at \$0.09; expiring 30 November 2025.
3. Exercisable at \$0.07; expiring 31 January 2026.

8.7 Directors' Fees

The total maximum remuneration of Non-Executive Directors is set 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. The current amount has been set at an amount not to exceed \$250,000 per annum. Although as at the date of this Prospectus, the Company does not have any Non-Executive Directors.

The Directors are entitled to be paid all reasonable travelling, hotel and other expenses incurred by them:

- (a) attending and returning from meetings of the Directors;
- (b) otherwise in connection with the business of the Company; and
- (c) in the execution of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to the Directors of the Company and their associated entities for the past two years.

Directors' remuneration for the financial year ended 30 June 2024:

Key Management Person	Short Term Benefits		Post-employment Benefits	Share-based Payments	Total \$	% Performance Related	% of Remuneration that Consists of Securities
	Salary & Fees \$	Other \$	Superannuation \$	Securities \$			
Directors							
Paul Poli ¹	302,200	8,600	27,610	-	338,410	-	-
Pascal Blampain ²	285,578	4,875	27,610	-	318,063	-	-
Andrew Chapman ³	163,128	-	17,991	-	181,119	-	-
Total	750,906	13,475	73,211	-	837,592	-	-

Notes:

1. Mr Poli is a director and shareholder of Strategic Siam Co Ltd which received payments totalling \$69,806 during the year. Strategic Siam Co Ltd provides administration services to Thai entities. Mr Poli receives an internet and travel allowance as part of his terms of employment (disclosed as other short term benefits).
2. Mr Pascal receives travel allowance as part of his terms of employment (disclosed as other short term benefits).
3. Mr Chapman changed from full-time to part-time employment from 1 March 2024.

Directors' remuneration for the financial year ended 30 June 2023:

Key Management Person	Short Term Benefits		Post-employment Benefits	Share-based Payments	Total \$	% Performance Related	% of Remuneration that Consists of Securities
	Salary & Fees \$	Other \$	Superannuation \$	Securities \$			
Directors							
Paul Poli ¹	292,327	5,750	25,468	22,200	345,745	6.42	6.42
Pascal Blampain ²	272,685	13,985	25,468	22,200	334,338	6.64	6.64
Andrew Chapman	199,234	-	21,003	16,650	236,887	7.03	7.03
Frank Sibbel ³	28,000	-	-	5,550	33,550	16.54	16.54
Total	792,246	19,735	71,939	66,600	950,520	-	-

Notes:

1. Mr Poli is a director and a shareholder of Strategic Siam Co Ltd which received payments totalling \$43,809 during the year. Strategic Siam Co Ltd provides administration services to Matsa's Thai entities. Mr Poli receives an internet and travel allowance as part of his terms of employment (disclosed as other short term benefits).
2. Mr Blampain receives a travel allowance as part of the terms of his employment and also received a one-off leave cash-out payment during the year (disclosed as other short term benefits).
3. Mr Sibbel resigned as a Non-Executive Director on 3 March 2023.

Directors' remuneration proposed for the financial year ended 30 June 2025 is substantially the same as for the period ended 30 June 2024.

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the Corporations Act.

Details of the intention of Directors to participate in the Entitlement Offer is set out in section 1.11.

8.8 Related Party Transactions

From time to time the Company may be party to transactions with related parties including:

- (a) employment and service arrangements; and
- (b) payment of Director fees.

The Company believes that it has made appropriate disclosure of past related party transactions and other than any further disclosure specifically set out below or made elsewhere in this Prospectus does not intend to make any further disclosure of such transactions which transactions will have either proceeded on an "arms-length" basis, reasonable remuneration basis or been approved by Shareholders in general meeting.

The Company discloses the following transactions with related parties which have either proceeded on an "arms-length" or reasonable remuneration basis or have been approved by Shareholders in general meeting. The transactions are:

- (a) Executive Director agreements with Paul Poli, Pascal Blampain and Andrew Chapman;
- (b) Non-Executive Director agreement with Frank Sibbel; and
- (c) issue of Shares and Options to Directors.

The Board considers that the remuneration and benefits are reasonable remuneration pursuant to section 211 of the Corporations Act and accordingly, Shareholder approval is not required.

Payment of Non-Executive Director fees

Frank Sibbel (as a Non-Executive Director of the Company) was entitled to be paid Directors' fees in the amount of \$42,000 per annum. Mr Sibbel resigned as a Director on 3 March 2023.

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the Corporations Act and accordingly, Shareholder approval is not required.

8.9 Interests of Experts and Advisers

This section applies to persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus, promoters of the Company and stockbrokers or arrangers to the Entitlement Offer (collectively **Prescribed Persons**).

Other than as set out below or elsewhere in this Prospectus, no Prescribed Person has, or has had in the last two years, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired in connection with the formation or promotion of the Company or the Entitlement Offer; or
- (c) the Entitlement Offer of Loyalty Options under this Prospectus.

Other than as set out below or elsewhere in this Prospectus, no benefit has been given or agreed to be given to any Prescribed Person for services provided by a Prescribed Person in connection with the:

- (a) formation or promotion of the Company; or

- (b) offer of Loyalty Options under this Prospectus.

Westar Capital is the Lead Manager to the Entitlement Offer, in respect of which it is entitled to receive fees and commission under the Mandate Agreement as set out in section 7.1 above.

Westar Capital is the Underwriter to the Entitlement Offer, in respect of which it is entitled to receive fees and commission under the Underwriting Agreement as set out in section 7.2 above.

HopgoodGanim Lawyers are acting as solicitors to the Entitlement Offer and have performed work in relation to the Prospectus. In doing so, HopgoodGanim Lawyers have placed reasonable reliance upon information provided to them by the Company. HopgoodGanim Lawyers does not make any statement in this Prospectus. In respect of this work, the Company estimates that it will pay approximately \$25,000 (excluding disbursements and GST) to HopgoodGanim Lawyers. HopgoodGanim Lawyers are the Company's Australian lawyers and are engaged from time to time by the Company on a variety of matters. Further amounts may be paid to HopgoodGanim Lawyers in accordance with its normal time-based charges.

Nexia Audit Services Pty Ltd are auditors to the Company. Nexia Audit Services Pty Ltd does not make any statement in this Prospectus. Amounts may be paid to Nexia Audit Services Pty Ltd in accordance with its normal time-based charges.

8.10 Limitation on Foreign Ownership

The Foreign Acquisitions and Takeovers Act (**FATA**) sets limitations on the ability of foreign persons to hold shares or other securities convertible into shares (such as options) in an Australian company. Foreign persons who are controlled by a foreign government may also be subject to further requirements under Australia's Foreign Investment Policy as published by the Foreign Investment Review Board from time to time.

The FATA regulates acquisitions giving rise to ownership of substantial amounts of a company's shares.

The FATA prohibits:

- (a) any natural person not ordinarily resident in Australia; or
- (b) any corporation in which either a natural person not ordinarily resident in Australia or a foreign corporation (as defined in the FATA) holds a substantial interest (defined below); or
- (c) a corporation in which two or more persons, each of whom is a natural person not ordinarily resident in Australia, or a foreign corporation, hold an aggregate substantial interest (defined below),

from acquiring or entering into an agreement to acquire an interest in an existing Australian corporation if after the acquisition such person or corporation would hold a substantial interest in a corporation, without first applying in the prescribed form for approval by the Australian Treasurer and receiving such approval or receiving no response in the 40 days after such application was made.

A foreign shareholder will not be required to seek approval by the Australian Treasurer where they are acquiring their entitlement under a pro-rata entitlement offer.

Acquisitions of interests may include the acquisition of shares, options or any other instrument which may be converted to shares, as well as any other type of arrangement which results in control of the corporation.

A holder will be deemed to hold a substantial interest in a corporation if the holder alone or together with any associates (as defined in the FATA) is in a position to control not less than 20% of the voting power in the corporation or holds interests in not less than 20% of the issued shares in that corporation. Two or more holders hold an aggregate substantial interest in a corporation if they, together with any associates (as so defined), are in a position to control not less than 40% of the voting power in that corporation or hold not less than 40% of the issued Shares in that corporation. The Constitution of the Company contains no limitations on a non-resident's right to hold or vote the Company's Shares.

8.11 Subsequent Events

There has not arisen, at the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

- (a) the operations of the Company;
- (b) the results of those operations; or
- (c) the state of affairs of the Company.

8.12 Litigation

The Company is not engaged in any litigation which has or would be likely to have a material adverse effect on either the Company or its business.

8.13 Privacy

By submitting an Entitlement and Acceptance Form for Loyalty Options you are providing to the Company personal information about yourself. If you do not provide complete and accurate personal information, your application may not be able to be processed.

The Company maintains the Register of the Company through Automic Pty Ltd (**Automic**), an external service provider. The Company requires Automic to comply with the Australian Privacy Principles in the *Privacy Act 1988* (Cth) with performing these services. The Company's Register is required under the Corporations Act to contain certain personal information about you such as your name and address and number of Shares and Options held. In addition, the Company collects personal information from Shareholders such as, but not limited to, contact details, bank accounts and membership details and tax file numbers.

This information is used to carry out registry functions such as payment of dividends, sending annual and half yearly reports, notices of meetings, newsletters and notifications to the Australian Taxation Office. In addition, contact information will be used from time to time to inform Shareholders of new initiatives concerning the Company.

The Company understands how important it is to keep your personal information private. The Company will only disclose personal information we have about you:

- (a) when you agree to the disclosure;
- (b) when used for the purposes for which it was collected;
- (c) when disclosure is required or authorised by law;
- (d) to other members in the Matsa Group;
- (e) to your broker; and

- (f) to external service suppliers who supply services in connection with the administration of the Company's Register such as mailing houses and printers, Australia Post and financial institutions.

You have the right to access, update and correct your personal information held by the Company and Automic, except in limited circumstances. If you wish to access, update or correct your personal information held by Automic or by the Company please contact our respective offices.

If you have any questions concerning how the Company handles your personal information, please contact the Company.

8.14 Costs of the Entitlement Offer

Total expenses of the Entitlement Offer are estimated to be in the order of \$75,000 and are expected to be applied towards the items set out in the table below:

Item	Cost
ASIC fees	\$3,206
ASX fees	\$-
Underwriting / Lead Manager fees	\$29,503
Legal fees	\$25,000
Printing and distribution including administration costs	\$17,291
Total	\$75,000

8.15 Consents and Disclaimers

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:

Westar Capital has given and has not withdrawn its consent to be named in this Prospectus as the Lead Manager and Underwriter in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

HopgoodGanim Lawyers has given and has not withdrawn its consent to be named in this Prospectus as lawyers to the Entitlement Offer in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

Nexia Audit Services Pty Ltd has given and has not withdrawn its consent to be named in this Prospectus as auditors of the Company in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

Automic has given and, at the date of this Prospectus, has not withdrawn, its written consent to be named as Share Registry in the form and context in which it is named. It has had no involvement in the preparation of any part of the Prospectus other than being named as Share Registry to the Company and has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

8.16 **Directors' Statement**

This Prospectus is issued by Matsa Resources Limited. Each Director has consented to the lodgement of the Prospectus with ASIC.

Signed on the date of this Prospectus on behalf of Matsa Resources Limited by



.....
Paul Poli
Director

9. Definitions and Glossary

Terms and abbreviations used in this Prospectus have the following meaning:

Acceptance	An acceptance of Entitlements
Acceptance Money	The Offer Price multiplied by the number of Loyalty Options applied for
Applicant	A person who submits an Entitlement and Acceptance Form
ASIC	Australian Securities and Investments Commission
ASTC Transfer	Has the meaning given to ASTC-regulated transfer in the <i>Corporations Regulations 2001</i> (Cth)
ASX	ASX Limited ACN 008 624 691 and the Australian Securities Exchange
ASX Listing Rules	The official listing rules of the ASX
ASX Settlement	ASX Settlement Pty Limited ACN 008 504 532
ASX Settlement Operating Rules	The operating rules of ASX Settlement
Business Day	A day, other than a Saturday, Sunday or public holiday, on which banks are open for general banking business in Sydney
Closing Date	The date by which valid acceptances must be received by the Share Registry, being 24 October 2024 or such other date determined by the Board and Westar Capital
Company or Matsa	Matsa Resources Limited ACN 106 732 487
Constitution	The Constitution of the Company
Corporate Governance Principles and Recommendation	Corporate Governance Principles and Recommendation 4th Edition initially released by the ASX Corporate Governance Council in February 2019
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Directors or Board	The Board of directors of Matsa from time to time
EFT	Electronic Funds Transfer
Eligible Shareholder	A shareholder of the Company that holds Shares in the Company on the Record Date and has a registered address in Australia, New Zealand or Germany
Entitlement and Acceptance Form	An entitlement and acceptance form accompanying or as otherwise available electronically as disclosed in this Prospectus
Entitlement Offer	A non-renounceable, pro-rata rights issue to Eligible Shareholders of 1 Loyalty Option for every 5 Shares held at the Record Date at an offer price of \$0.0025 per Loyalty Option to raise approximately \$325,044 before costs
Entitlements	The entitlement to accept Loyalty Options under this Prospectus
Existing Options	All existing options to subscribe for Shares currently on issue as at the date of this Prospectus

Group	The Company and each of its wholly owned subsidiaries
Important Dates	Refer to the important dates disclosed in section 2.4
Ineligible Shareholders	Shareholders as at the Record Date who are not Eligible Shareholders
Lead Manager, Underwriter, or Westar Capital	Westar Capital Limited ACN 009 372 838
Loyalty Options	The Options offered under Entitlement Offer
Offer Price	\$0.0025 for each Loyalty Option applied for
Official List	The official list of entities that ASX has admitted and not removed
Official Quotation	Quotation on the Official List
Opening Date	15 October 2024
Option Holders	The holders of the Existing Options
Options	Options on issue in the Company from time to time
Proper ASTC Transfer	Has the meaning given in regulation 1.0.02 of the <i>Corporations Regulations 2001</i> (Cth)
Prospectus	This Prospectus dated 7 October 2024 as modified or varied by any supplementary prospectus made by the Company and lodged with ASIC from time to time and any electronic copy of this Prospectus and supplementary prospectus
Record Date	10 October 2024
Register	Company Register of Matsa
Share Registry or Automic	Automic Pty Ltd ABN 27 152 260 814
Shares	The ordinary shares on issue in Matsa from time to time
Shareholders	The holders of Shares from time to time
Shortfall	Those Loyalty Options not applied for by Eligible Shareholders under the Entitlement Offer
Shortfall Securities	Has the meaning given to the term in section 1.13
Sub-Underwriters	Has the meaning given to the term in section 7.3
Underwriting Agreement	Has the meaning given to the term in section 7.2
US Securities Act	The US Securities Act of 1933, as amended

10. Corporate Directory

Directors		Solicitors to the Entitlement Offer	Auditors
Paul Poli (Executive Chairman) Mr Pascal Blampain (Director) Andrew Chapman (Director)		HopgoodGanim Lawyers Level 27, Allendale Square 77 St Georges Terrace Perth WA 6000 (08) 9211 8100 www.hopgoodganim.com.au	Nexia Audit Services Pty Ltd Level 3 88 William Street Perth WA 6000
Company Secretary		Lead Manager / Underwriter	
Andrew Chapman		Westar Capital Limited 216 St Georges Terrace Perth WA 6000	
Administration and Registered Office		Share Registry	
Suite 11 139 Newcastle Street Perth WA 6000 Tel: (08) 9230 3555 www.matsa.com.au		Automic Pty Ltd Level 5, 126 Phillip Street Sydney NSW 2000 Tel: 1300 288 664 (within Australia) +61 2 9698 5414 (outside Australia) www.automic.com.au	

Schedule 1 – ASX Announcements

Date	Title of Announcement
18 September 2024	Full Year Statutory Accounts
18 September 2024	Appendix 4G and Corporate Governance Statement
18 September 2024	Application for quotation of securities – MAT
18 September 2024	Secondary Trading Notice
18 September 2024	Notification regarding unquoted securities - MAT
18 September 2024	Notification regarding unquoted securities - MAT
19 September 2024	2024 AGM Notification
24 September 2024	Becoming a substantial holder from BNR
3 October 2024	Change in substantial holding