

# Ragnar Metals Limited

## ACN 108 560 069

### Options Prospectus

For the offer of up to 94,791,065 New Options at an issue price of \$0.001 per New Option, to raise up to approximately \$94,791 (**Options Offer**)

#### **Important**

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document that should be read in its entirety. Please read the instructions in this Prospectus and the relevant Application Form regarding applying under the applicable Offer. Investors who do not understand this document should consult their stockbroker, lawyer, accountant or other professional adviser before deciding to apply for New Options under an Offer. The New Options offered under this Prospectus should be considered highly speculative.

## Contents

|   |           |
|---|-----------|
| <b>Important information .....</b>                                  | <b>3</b>  |
| <b>Corporate Directory .....</b>                                    | <b>4</b>  |
| <b>1. Timetable.....</b>  | <b>5</b>  |
| <b>2. Details of the Offers .....</b>                               | <b>6</b>  |
| <b>3. Purpose and effect of the Offers.....</b>                     | <b>11</b> |
| <b>4. Rights and liabilities attaching to Securities.....</b>       | <b>14</b> |
| <b>5. Risk factors.....</b>   | <b>18</b> |
| <b>6. Additional information .....</b>                              | <b>24</b> |
| <b>7. Directors' authorisation .....</b>                            | <b>32</b> |
| <b>8. Glossary .....</b>  | <b>33</b> |
| <b>Annexure A – Pro-forma statement of financial position .....</b> | <b>35</b> |

## Important information

### General

This Prospectus is issued by Ragnar Metals Limited ACN 108 560 069 (**Company**).

The Prospectus is dated 25 October 2024 and a copy of this Prospectus was lodged with ASIC on that date. Neither ASIC nor ASX take responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

This Prospectus is a transaction specific prospectus for offers of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

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

Persons wishing to apply for New Options pursuant to an Offer must do so using the appropriate Application Form attached to or accompanying this Prospectus. Before applying for New Options, investors should carefully read this Prospectus in its entirety so that they can make an informed assessment of the rights and liabilities attaching to the New Options, the assets and liabilities of the Company, its financial position and performance, profits and losses, and prospects as well as the risk factors at Section 5 that could affect the financial performance and assets of the Company.

Any investment in the Company should be considered highly speculative. Investors who do not understand this document should consult their stockbroker, lawyer, accountant or other professional adviser before deciding to apply for New Options under an Offer.

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

### Prospectus availability

ASIC has confirmed that the Corporations Act allows distribution of an electronic prospectus and electronic application form on the basis of a paper prospectus lodged with ASIC, and the publication of notices referring to an electronic prospectus or electronic application form, subject to compliance with certain conditions.

A copy of this Prospectus can be downloaded from the Company's website at <https://www.ragnarmetals.com.au/>. There is no facility

for online applications. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. Any person may obtain a hard copy of this Prospectus free of charge by contacting the Company on +61 8 9463 2463

### Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website at [www.asx.com.au](http://www.asx.com.au)). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offers. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest in New Options or the Company.

### Financial amounts

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

Any discrepancies between the totals and sums of components in tables contained in this Prospectus are due to rounding.

### Definitions and time

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 8.

All references to time relate to the time in Perth, Western Australia unless otherwise stated or implied.

### Governing law

This Prospectus and the contracts that arise from the acceptance of the applications under this Prospectus are governed by the law applicable in Western Australia and each applicant submits to the exclusive jurisdiction of the courts of Western Australia.

## Corporate Directory

### Directors

Steve Formica  
*Non-Executive Chairman*

Ariel (Eddie) King  
*Executive Director*

David Wheeler  
*Non-Executive Director*

### Company Secretary

Jessamyn Lyons

### ASX Code

RAG

### Share Registry\*

Automic Pty Ltd  
Level 5, 191 St Georges Terrace  
Perth WA 6000

### Registered Office

Level 3, 88 William Street  
Perth WA 6000

Telephone: +61 8 9463 2463  
Website: <https://www.ragnarmetals.com.au/>

### Auditor

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

### Solicitors

Edwards Mac Scovell  
Level 1, 8 St Georges Terrace  
Perth WA 6000

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

## 1. Timetable

| Event   | Date              |
|---|-------------------|
| Record Date for Priority Offer (5.00pm (Perth time))  | 30 September 2024 |
| Announcement of Priority Offer with ASX<br>Lodgement of Appendix 3B for the New Options with ASX                    | 30 September 2024 |
| Lodgement of Prospectus with ASIC and ASX   | 25 October 2024   |
| Opening Date of Options Offer   | 28 October 2024   |
| Closing Date of Priority Offer (5.00pm (Perth time))*   | 8 November 2024   |
| Annual General Meeting  | 15 November 2024  |
| Closing Date of Shortfall Offer (5.00pm (Perth time))*  | 22 November 2024  |
| Issue Date**<br>New Options entered into security holdings<br>Lodgement of Appendix 2A for the New Options with ASX | 29 November 2024  |
| Quotation of New Options issued under the Options Offer   | 2 December 2024   |

\* The Directors reserve the right to bring forward or extend the Closing Dates at any time without notice. As such the date the New Options are expected to commence trading on ASX may vary.

\*\* The Directors reserve the right to issue any Options taken up by Directors (or their nominees) earlier if required to ensure those Options are issued within 1 month of Shareholder approval.

## **2. Details of the Offers**

### **2.1 Priority Offer**

As announced on 30 September 2024, 94,791,065 options exercisable at \$0.03 on or before 30 September 2024 (**RAGO Options**) expired unexercised on 30 September 2024.

The Company is seeking Shareholder approval at the Annual General Meeting to be held on 15 November 2024 to issue up to 94,791,065 Options exercisable at \$0.03 each on or before the date that is two (2) years after the first date of issue of the options (**New Options**).

Those holders of RAGO Options with a registered address in Australia or New Zealand that held RAGO Options on the expiry date and which expired unexercised are eligible to apply for one (1) New Option for every RAGO Option held on the expiry date (**Record Date**), that expired without being exercised, in priority to other applicants (**Priority Offer**).

The Priority Offer includes the offer of 4,622,621 New Options to the Directors (or their associates), Steve Formica, Eddie King and David Wheeler, who all held RAGO Options that expired unexercised. The offer of New Options to the Directors is subject to Shareholder approval under Listing Rule 10.11 which is also being sought at the AGM.

All of the Shares issued on exercise of the New Options offered under Priority Offer will rank equally with the Shares on issue at the time of exercise of the New Options. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to the Shares into which New Options are exercisable.

All of the New Options offered under the Priority Offer will be issued on the terms and conditions in Section 4.2.

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

The Priority Offer is not an entitlement offer. Accordingly, a person to whom an offer of New Options is made may not sell or transfer all or part of their priority.

### **2.2 Minimum subscription**

There is no minimum subscription.

### **2.3 Application**

Your application under the Priority Offer must be made on the Priority Offer Application Form accompanying this Prospectus.

Your application must not exceed the number of New Options under the Priority Offer made to you as shown on that form. If it does, your application will be deemed to be for the maximum number of New Options shown on the form.

You may participate in the Priority Offer as follows:

- (a) if you wish to apply for the full number of New Options offered to you under the Priority Offer make payment by BPAY® or electronic funds transfer (**EFT**) in accordance with Section 2.4 and the instructions on the accompanying Priority Offer Application Form for the amount indicated on your Priority Offer Application Form; or
- (b) if you only wish to apply for **part of the number of New Options you have priority to under the Priority Offer** make payment by BPAY® or EFT in accordance with Section 2.4 and the instructions on the Priority Offer Application Form for the amount of your Priority

Offer being applied for. You will be deemed to have applied for that part of your Priority Offer which is covered in full by your application monies; or

- (c) if you **do not wish to apply** for all or part of your Priority Offer, you are not obliged to do anything.

## **2.4 Payment by BPAY® or EFT**

The Company requires participants in the Priority Offer to apply for the New Options by BPAY® or EFT only to overcome potential mail delays. Cheques and money orders will not be accepted.

For payment by BPAY® or EFT, please follow the instructions on the Priority Offer Application 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. You can only make payment by EFT if you are a holder of an account that supports EFT transactions to an Australian bank account. Please note that should you choose to pay by BPAY® or EFT:

- (a) you do not need to submit the Priority Offer Application Form but are taken to have made the declarations on that Priority Offer Application Form, however, you are encouraged to return it to the share registry (by email) for reconciliation purposes; and
- (b) if you do not pay for your portion of the Priority Offer in full, you are deemed to have applied for such whole number of New Options which is covered in full by your application monies.

If you had more than one holding of RAGO Options and consequently receive more than one Priority Offer Application Form, when taking up your Priority Offer in respect of one of those holdings only use the unique customer reference number (**CRN**) specific to that holding as set out in the applicable Priority Offer Application Form. Do not use the same CRN for more than one of your holdings. This can result in your application monies being applied to your Priority Offer in respect of only one of your holdings (with the result that any application in respect of your remaining holdings will not be valid).

It is your responsibility to ensure that your BPAY® or EFT payment is received by the share registry by no later than 5:00 pm (Perth time) on the Closing Date for the Priority Offer. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment. Any application monies received for more than your final allocation of New Options (only where the amount is \$1.00 or greater) will be refunded. No interest will be paid on any application monies received or refunded.

## **2.5 Underwriting**

The Options Offer is not underwritten.

## **2.6 Effect on control of the Company**

The New Options do not have voting rights. The Company is of the view that the Options Offer will not affect the control (as defined in section 50AA of the Corporations Act) of the Company.

## **2.7 Shortfall Offer**

Any New Options not applied for by persons to whom offers are made pursuant to the Priority Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date for the Priority Offer although it is intended that the Shortfall Offer will close promptly following the Closing Date of the Priority Offer.

The issue price for each New Option to be issued under the Shortfall Offer shall be the same as under the Priority Offer and the New Options will be issued on the same terms and ratio as New Option offered under the Priority Offer.

Shortfall will be placed at the discretion of the Board. Applications for the Shortfall are to be made by completing the Shortfall Offer Application Form and providing the Company with payment for those Shortfall Options in accordance with the instructions on the Shortfall Offer Application Form.

All decisions regarding the allocation of Shortfall Options will be made by the Board. Do not complete a Shortfall Offer Application Form unless directed to do so by or the Company.

## **2.8 Quotation on ASX**

Application for Official Quotation of the New Options offered pursuant to this Prospectus will be made within 7 days of the date of this Prospectus. If the ASX does not grant Official Quotation of the New Options offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any New Options offered under this Prospectus and will repay all application monies for the New Options within the time prescribed under the Corporations Act, without interest.

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

## **2.9 Conditions of Offers**

The Offers are conditional on Shareholder approval of the issue of the New Options under ASX Listing Rule 7.1 (and ASX Listing Rule 10.11 in relation to the New Options to be issued to the Directors (or their associates)) being obtained at the AGM.

## **2.10 Issue**

New Options issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.

Where the number of New Options issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded without any interest to the Applicant as soon as practicable after the Closing Date of the applicable Offer.

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

Holding statements for New Options issued under the Offers will be mailed in accordance with the ASX Listing Rules and timetable set out at Section 1.

## **2.11 Overseas Applicants**

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

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

In relation to the Shortfall Offer, the distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice



on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are residents in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. No action has been taken to register or qualify the Shortfall Offer or the New Options under the Shortfall Offer, or to otherwise permit a public offering of the New Options under the Shortfall Offer in any jurisdiction outside Australia.

### ***New Zealand***

The Priority Offer is not being made to the public in New Zealand other than to existing Shareholders who are Eligible Participants with registered addresses in New Zealand to whom the Priority Offer is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

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

Applicants for New Options resident in Australia or New Zealand holding New Options on behalf of persons who are resident in other jurisdictions are responsible for ensuring that applying for New Options under the Priority Offer does not breach regulations in the relevant overseas jurisdiction. The Company is not required to determine whether or not any Applicant is acting as a nominee or the identity or residence of any beneficial owners of New Options. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

## **2.12 Target Market Determination**

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

## **2.13 Representations**

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

- (a) has received a printed or electronic copy of this Prospectus accompanying the Application Form and has read it in full;
- (b) agrees to be bound by the terms of this Prospectus and the Constitution;
- (c) has obtained all necessary approvals and complied with all relevant laws and regulations for the purposes of Section 2.11 (to the extent applicable) and confirms its eligibility in respect of an offer of New Options under the applicable Offer;
- (d) declares that all details and statements in the Application Form are complete and accurate;
- (e) declares that it is over 18 years of age and has full legal capacity and power to perform all of its rights and obligations under the Application Form;
- (f) acknowledges that once the Application Form is returned or payment is made its application may not be withdrawn;

- (g) agrees to being issued the number of New Options that it applies for (or such other number issued in accordance with this Prospectus);
- (h) authorises the Company to register it as the holder(s) of the New Options issued to it under the applicable Offer;
- (i) acknowledges that the information contained in this Prospectus is not investment advice or a recommendation that the New Options are suitable for it, given its investment objectives, financial situation or particular needs; and
- (j) authorises the Company and its officers or agents to do anything on its behalf necessary for the New Options to be issued to it, including correcting any errors in its Application Form or other form provided by it and acting on instructions received by the share registry using the contact details in the Application Form.

#### **2.14 Enquiries**

Any questions concerning the Offers should be directed to the Company on +61 8 9463 2463.

### 3. Purpose and effect of the Offers

#### 3.1 Purpose of the Offers

The Offers will raise up to approximately \$94,791 (less costs of the Offers).

The purpose of the Priority Offer is to provide an opportunity for holders of RAGO Options who wish to continue to hold an investment in Company options to make a new investment in a new class of options.

The funds raised from the Offers are intended to be used in accordance with the table set out below:

| Item  | Amount          | Proportion  |
|---|-----------------|-------------|
| Funds available from Offers                     | \$94,791        | 100%        |
| <b>Use of Funds</b>                             |                 |             |
| Estimated cash costs of the Offers <sup>1</sup> | \$35,578        | 37.6%       |
| Working capital <sup>2</sup>                    | \$59,213        | 62.4%       |
| <b>Total</b>                                    | <b>\$94,791</b> | <b>100%</b> |

**Notes:**

1. Refer to Section 6.7 for further details relating to the estimated cash costs of the Offers.
2. Working capital is to provide funding for administration costs and corporate overheads, including director fees, ASX listing fees, auditor fees and other service providers. In addition, these funds may be used in connection with any project, investment or acquisition, as determined by the Board at the relevant time. For example, the Company's projects may warrant further exploration activities in time or the Company may be presented with additional acquisition opportunities for evaluation which may result in the Company incurring costs relating to due diligence investigations and expert and adviser fees. The Company notes that any future acquisitions are likely to be in the mineral resource sector, the timing of any transactions is not yet known and if no suitable opportunity arises, and subject to outcomes of exploration activities, the Company may elect to allocate some or all of these funds to its existing projects.

The above statement is a statement of current intentions as at the date of this Prospectus. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors including, but not limited to, the success of exploration programs, as well as regulatory developments and economic conditions. In light of this, the Board reserves the right to alter the way funds are applied.

The Offers are not underwritten. In the event that the amount raised under the Offers, is less than the maximum subscription, funds allocated to working capital will be scaled back. In the event that the total amount raised is less than the costs of the Offers, the shortfall will be met from existing cash reserves.

#### 3.2 Effect of the Offers

The principal effect of the Offers, assuming all New Options offered under the Prospectus are issued, will be to:

- (a) increase the cash reserves by \$59,213 (after deducting the estimated cash costs of the Offers) immediately after completion of the Offers; and
- (b) increase the number of Options on issue from 39,500,000 as at the date of this Prospectus to 134,291,065 Options).

### 3.3 Pro-forma statement of financial position

Set out in Annexure A to this Prospectus is an audited statement of financial position as at 30 June 2024 and an unaudited pro-forma statement of financial position as at 30 June 2024 prepared on the basis of the accounting policies normally adopted by the Company.

The pro-forma statement of financial position has been prepared assuming all New Options offered are issued, and includes expenses of the Offers.

The unaudited pro-forma statement of financial position has been prepared for illustrative purposes only and gives effect to the transactions described in the notes to the pro-forma statement of financial position and the assumptions described therein as if they had occurred as of 30 June 2024.

The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

The unaudited pro-forma statement of financial position should be read in conjunction with the historical financial statements of the Company.

### 3.4 Effect on capital structure

The effect of the Offers on the capital structure of the Company, assuming all New Options are issued, and assuming no further Shares are issued, is set out below.

| Security   | Number             |
|--|--------------------|
| <b>Shares<sup>1</sup></b>  |                    |
| Shares on issue as at the date of this Prospectus                    | 473,985,978        |
| Shares offered pursuant to the Options Offer                         | Nil                |
| <b>Total Shares on issue on completion of the Offers</b>             | <b>473,985,978</b> |
| <b>Options</b>   |                    |
| Options on issue as at the date of this Prospectus <sup>2</sup>      | 39,500,000         |
| Options offered pursuant to the Options Offer <sup>3</sup>           | 94,791,065         |
| <b>Total Options on issue on completion of the Offers</b>            | <b>134,291,065</b> |
| <b>Performance Rights<sup>4,5</sup></b>                              |                    |
| Performance Rights on issue as at the date of this Prospectus        | 13,500,000         |
| Performance Rights issued pursuant to the Options Offer              | Nil                |
| <b>Total Performance Rights on issue on completion of the Offers</b> | <b>13,500,000</b>  |

**Notes:**

1. The rights and liabilities attaching to the Shares are summarised in Section 4.1.
2. The Company's existing options are all unquoted and comprised of:
  - 16,500,000 Options exercisable at \$0.03 each on or before 30 June 2025;
  - 13,000,000 Options exercisable at \$0.03 each on or before 29 November 2027; and

- 10,000,000 Options exercisable at \$0.0564 each on or before 4 November 2024
3. The terms and conditions of the New Options are set out in Section 4.2.
  4. The Company proposes to issue a further 14,000,000 Performance Rights comprised of:
    - 14,000,000 Performance Rights, with an expiry date of 3 years from the date of issue, divided into two equal classes: 50% will vest upon the Company's share price achieving a 20 day VWAP of \$0.03 (**Class C**) and 50% will vest upon the Company's share price achieving a 20 day VWAP of \$0.04 (**Class D**). These Performance Rights are proposed to be issued to the Directors (or their nominees) and therefore the issue remains subject to Shareholder approval which the Company intends to seek at the 2024 annual general meeting.  
These Performance Rights will (if their issue is approved) be issued subject to the rules of the Company's equity incentive scheme.
  5. The Performance Rights are issued equally in two classes with different vesting conditions:
    - Class A: the Volume Weighted Average Price over a period of 20 consecutive trading days on which trades in the Company's shares are recorded on ASX (**20 day VWAP**) being at least \$0.07 on or before 21 November 2024; and
    - Class B: the 20 day VWAP being at least \$0.10 on or before 21 November 2025.

The Performance Rights expire on 21 November 2025 and are otherwise issued subject to the rules of the Company's employee incentive scheme.

The capital structure on a fully diluted basis as at the date of this Prospectus is 526,985,978 Shares.

The capital structure on a fully diluted basis on completion of the Offers (assuming all New Options are issued) would be 621,777,043 Shares (and 635,777,043 Shares assuming the proposed issues of Performance Rights referred to in note 4 above are completed).

### 3.5 Details of substantial holders

As at the date of this Prospectus, no Shareholders hold more than 5% of the Shares on issue.

There will be no change to the substantial holders on completion of the Offers as no Shares are being issued.

## **4. Rights and liabilities attaching to Securities**

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

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, ASX Listing Rules and the Company's Constitution.

#### **(a) Reports and notices**

Shareholders are entitled to receive all notices, reports, accounts and other documents required to be sent to members under the Constitution, the Corporations Act and the ASX Listing Rules.

#### **(b) General meetings**

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company.

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

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

#### **(c) Voting rights**

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

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

#### **(d) Dividend rights**

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

No dividend shall carry interest as against the Company.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as

the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

No Shares with special dividend rights are currently on issue.

(e) **Winding up**

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

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

(f) **Transfer of Shares**

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

(g) **Future increases in capital**

Subject to the Corporations Act, the ASX Listing Rules and the Constitution, the Directors may at any time issue such number of shares (either as ordinary shares or shares of a named existing or new class or classes) or options over shares at the issue price that the Directors determine and with such rights or such restrictions as the Directors shall, in their absolute discretion, determine.

A Director or any person associated with a Director must not participate in an issue by the Company of an equity security unless the participation of the Director or the person associated with a director in the issue is permitted under the ASX Listing Rules and the Corporations Act.

(h) **Variation of rights**

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

If at any time the share capital is divided into different classes of Shares, the rights attached to any class, may be varied or cancelled by a special resolution of the Company and with the consent in writing of the holders of at least three-quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Shareholder liability**

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

(j) **Alteration of capital**

Subject to, and in accordance with, the Corporations Act and the ASX Listing Rules, the Company may alter its share capital by ordinary resolution, including reducing its share capital by distributing to shareholders securities of any other body corporate.

The Company may buy back Shares subject to, and in accordance with, the Corporations Act and the ASX Listing Rules.

(k) **ASX Listing Rules**

The Constitution contains certain provisions required under the ASX Listing Rules to ensure consistency with the ASX Listing Rules, including that if there is any inconsistency between the provisions of the Constitution and the ASX Listing Rules then the Constitution is deemed not to contain that provision to the extent of the inconsistency.

(l) **Alteration of the Constitution**

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

## **4.2 Terms and conditions of New Options**

(a) **Entitlement**

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

(b) **Exercise price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.03 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is two (2) years after the first date of issue of the Options (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on and from the date of issue until the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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



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

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise; and
- (ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

Also, if required, the Company will give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (**Cleansing Notice**), or, if the Company is unable to issue a Cleansing Notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors. If a Cleansing Notice for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in Exercise Price or number of underlying securities**

Subject to paragraph (i), an Option does not confer a right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

An Option is transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

## 5. Risk factors

Activities in the Company and its controlled entities, as in any business, are subject to risks, which may impact on the Company's future performance. The Company and its controlled entities have implemented appropriate strategies, actions, systems and safeguards for known risks, however, some are outside its control.

The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which Applicants need to be aware of in evaluating the Company's business and risks associated with an investment in the Company. Investors should carefully consider the following factors in addition to the other information presented in this Prospectus.

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

### 5.1 Company specific risks

#### (a) Kaiser Reef Investment Risk

As announced to the ASX on 22 May 2024, the Company has entered into a strategic investment agreement with Kaiser Reef Limited (ASX code: **KAU**), an ASX listed company that is the owner of the Nova Gold Project including the A1 Gold Mine in Victoria. The Company has invested \$5,010,000 in subscribing for 33,400,000 shares in Kaiser Reef Limited at \$0.15 per KAU share, and 16,700,000 KAU options exercisable at \$0.22 each on or before 21 July 2028, and has been granted a 1.5% net smelter return royalty on gold produced from the A1 Gold Mine for five (5) years with effect from 1 June 2025. As at 23 October 2024, the Company is the largest shareholder in Kaiser Reef Limited with a holding of approximately 16.3% of KAU's ordinary shares, although this is expected to dilute to approximately 12.8% assuming completion in full of the capital raising announced by KAU on 21 October 2024. The value of Kaiser Reef's shares on ASX is subject to market fluctuations.

#### (b) Exploration and Operating Risk

The tenements in which the Company has an interest (**Tenements**) are at an early stage of exploration. Mineral exploration and development are high-risk undertakings and there can be no assurance that future exploration of the Tenements, or any other mineral licences that may be acquired in the future will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will depend upon:

- (i) the Company's ability to maintain title to the Tenements;
- (ii) the Company being able to delineate economically mineable resources and reserves;
- (iii) positive movements in the price of minerals and exchange rate fluctuations;

- (iv) the Company obtaining all consents and approvals (including environmental approvals) necessary to conduct its exploration activities; and
- (v) the successful management of development operations.

In the event that Company's exploration programs prove to be unsuccessful, this could lead to a diminution in the value of the Tenements, a reduction in the cash reserves of the Company and possible relinquishment of Tenements.

Until the Company is able to realise value from its Tenements, it is likely to incur ongoing operating losses.

(c) **Title Risks and Native Title**

Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Interests in exploration licences in Sweden are governed by Swedish mining law. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in tenements if licence conditions are not met or if insufficient funds are available to meet expenditure commitments. Additionally, tenements are subject to periodic renewal. There is no guarantee that current or future tenements and/or applications for tenements or renewal of tenements will be approved.

It is also possible that, in relation to tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.

(d) **Environmental Risks**

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

There is also a risk that environmental laws and regulations may become more onerous, making the Company's operations more expensive.

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

If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for metals, technological advancements, forward selling activities and other macroeconomic factors (such as inflation, interest rates, currency exchange rates and global and regional demand for, and supply of minerals).

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

(f) **Joint Venture Risk**

In respect of the Tenements in which the Company is not the sole owner, it will have certain joint venture obligations with the other party or parties with an interest in those Tenements, and there is a risk that it will not be able to perform these obligations. If the Company breaches the joint venture agreement, its interest in those Tenements may be diluted, which will affect the Company's ability to implement its exploration program and affect the Company's consolidated total assets.

(g) **Information Accuracy Risk**

The Company has acquired mining information in relation to its Tenements compiled by previous explorers. Any inaccuracies in that information could adversely affect the Company's ability to implement its planned exploration program.

(h) **Resources and Reserves**

There are currently no Reserve or Resource estimates in respect of any of the Tenements. Reserve and Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature Resource and Reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

(i) **Exploration Costs**

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

(j) **Mine Development**

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

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

The risks associated with the development of a mine will be considered in full, should a Tenement reach that stage.

(k) **Climate**

There are a number of climate related factors that may affect the operations and proposed activities of the Company, including, the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market challenges related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. 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 and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

## 5.2 **General Risks**

(a) **Additional requirements for capital**

The Directors consider the Company will have sufficient funds to meet the immediate objectives of the Company on completion of the Offers. Additional funding may be required in the event costs exceed the Company's estimates and to effectively implement its business and operational 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. If such events occur, additional funding will be required.

The Company may seek to raise further funds through equity or debt financing, joint ventures, or other means. Failure to obtain sufficient financing for the Company's activities may result in delay and indefinite postponement of the activities and the proposed exploration and development strategy. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing may not be favourable to the Company and might involve substantial dilution to Shareholders.

(b) **Reliance on key personnel**

The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.

(c) **Economic and financial market risks**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.

Further, share market conditions may affect the value of the New Options (and the underlying Shares) regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;

- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of the New Options (and the underlying Shares) can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(d) **Force majeure**

The Company, 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, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(e) **Trading price of Securities**

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the New Options (and the underlying Shares). In addition, the price of New Options (and the underlying Shares) is subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks and hedging or arbitrage trading activity that may develop involving the New Options or the underlying Shares.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(f) **Government Policy Changes**

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

(g) **Litigation risk**

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. The Company may also be involved in disputes with third parties in the future which may result in litigation. Should any such claim or dispute be determined not in the Company's favour, this may impact adversely on the Company's operations, financial performance and financial position.

(h) **Insurance**

The Company intends to obtain insurance for its operations in accordance with industry practice. However, the Company's insurance may not be of a nature or level to provide adequate insurance against all possible risks to the Company. The occurrence of an event that is not fully covered by insurance could have a material adverse effect on the Company.

Insurance of all risks associated with mineral exploration or production is not always available, and where available, the costs of such insurance may be prohibitive.

**5.3 Investment speculative**

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

Therefore, the New Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Options.

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

## **6. Additional information**

### **6.1 Litigation**

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

As announced to ASX on 13 October 2023, the Company was served with a writ of summons in the Supreme Court of Western Australia by Trinity Corporate Pty Ltd (**Trinity Corporate**), claiming damages for unpaid fees under a corporate advisory mandate entered into in 2016, including a claim that it is entitled to be issued 25.9 million Shares. The Company disputes Trinity Corporate's claims and has filed its defence. Limited further procedural steps in the litigation have been completed. The parties' legal representatives are conferring in relation to programming orders for the matter including scheduling a mediation conference.

### **6.2 Continuous disclosure**

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

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

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

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

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the annual financial report of the Company for the financial year ended 30 June 2024;
  - (ii) any half-year financial report of the Company lodged with ASIC after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC; and



- (iii) all continuous disclosure notices given by the Company after the lodgement of the annual financial report referred to above and before the lodgement of this Prospectus with ASIC (see below).

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

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

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

The following announcements have been lodged with ASX in respect of the Company since the Company lodged its annual financial report for the financial year ended 30 June 2024 on 27 September 2024.

| Date       | Title   |
|------------|---|
| 25/10/2024 | Notification regarding unquoted securities – RAG      |
| 21/10/2024 | Kaiser Reef – A1 Nova Gold Mine Development           |
| 16/10/2024 | Notice of Annual General Meeting/Proxy Form           |
| 16/10/2024 | Kaiser Reef – Nova1 Gold Project Update               |
| 11/10/2024 | 11.55m Spodumene Intersection                         |
| 02/10/2024 | Change of Director's Interest Notice – David Wheeler  |
| 02/10/2024 | Change of Director's Interest Notice – Eddie King     |
| 02/10/2024 | Change of Director's Interest Notice – Steve Formica  |
| 30/09/2024 | Notification of cessation of securities – RAG         |
| 30/09/2024 | Proposed issue of securities – RAG                    |
| 30/09/2024 | Proposed Priority Offer of New Options                |
| 30/09/2024 | Appendix 2A   |
| 27/09/2024 | Date of AGM and Closing Date for Director Nominations |

|            |                                |
|------------|--------------------------------|
| 27/09/2024 | Appendix 4G                    |
| 27/09/2024 | Corporate Governance Statement |

### 6.3 Market price of Shares

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

|         | Price   | Date            |
|---------|---------|-----------------|
| Highest | \$0.026 | 21 October 2024 |
| Lowest  | \$0.017 | 1 October 2024  |
| Last    | \$0.023 | 24 October 2024 |

Whilst it is intended that the New Options will be quoted on ASX, there is no current market or trading history for the New Options. It is not possible to predict what value the New Options or Shares will be following the Offers and the Directors do not make any representations as to such matters.

### 6.4 Director interests

Other than as set out below or elsewhere in this Prospectus, no existing or proposed Director holds at the date of this Prospectus, or has held in the 2 years prior to the date of this Prospectus, an interest in:

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

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to an existing or proposed Director to induce them to become, or qualify as, a Director or for services in connection with the formation or promotion of the Company or the Offers.

#### **Remuneration**

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

| Director                   | Position               | FY 2023   | FY 2024   | FY 2025 <sup>4</sup> |
|----------------------------|------------------------|-----------|-----------|----------------------|
| Steve Formica <sup>1</sup> | Non-Executive Chairman | \$120,434 | \$286,810 | \$107,040            |

|                                 |                        |           |           |           |
|---------------------------------|------------------------|-----------|-----------|-----------|
| Ariel (Eddie) King <sup>2</sup> | Executive Director     | \$134,354 | \$210,479 | \$120,000 |
| David Wheeler <sup>3</sup>      | Non-Executive Director | \$41,383  | \$85,502  | \$36,000  |

**Notes:**

1. Steve Formica's remuneration consisted of:

- \$96,000 salary/fees, \$10,080 superannuation and \$14,354 equity settled compensation in FY 2023; and
- \$176,091 salary/fees, \$20,240 superannuation and \$90,479 equity settled compensation in FY 2024.

On 5 November 2021, Steve Formica (or his nominees) was issued 4,000,000 Options exercisable at \$0.0564 and expiring on 4 November 2024. On 21 November 2022, Steve Formica (or his nominees) was issued 4,000,000 Performance Rights (2,000,000 Class A and 2,000,000 Class B) expiring 21 November 2025. On 30 November 2023, Mr Formica was issued 5,000,000 Options exercisable at \$0.03 each on or before 29 November 2027.

2. The remuneration for the current financial year is based on 30 hours per month with additional time to be remunerated at \$1,000 per day.

Eddie King's remuneration consisted of:

- \$120,000 salary/fees, and \$14,354 equity settled compensation in FY 2023; and
- \$120,000 salary/fees, and \$90,479 equity settled compensation in FY 2024.

On 5 November 2021, Eddie King (or his nominees) was also issued 4,000,000 Options exercisable at \$0.0564 and expiring on 4 November 2024. On 21 November 2022, Eddie King (or his nominees) was issued 4,000,000 Performance Rights (2,000,000 Class A and 2,000,000 Class B) expiring 21 November 2025. On 30 November 2023 Mr King (or his nominee(s)) was issued 5,000,000 Options exercisable at \$0.03 each on or before 29 November 2027.

3. David Wheeler's remuneration consisted of:

- \$36,000 salary/fees, and \$5,383 equity settled compensation in FY 2023; and
- \$36,000 salary/fees, and \$49,502 equity settled compensation in FY 2024.

On 5 November 2021, David Wheeler (or his nominees) was issued 1,500,000 Options exercisable at \$0.0564 and expiring on 4 November 2024. On 21 November 2022, David Wheeler (or his nominees) was issued 1,500,000 Performance Rights (750,000 Class A and 750,000 Class B) expiring 21 November 2025. On 30 November 2023 Mr Wheeler (or his nominee(s)) was issued 3,000,000 Options exercisable at \$0.03 each on or before 29 November 2027.

4. The Company proposes to issue a further 14,000,000 Performance Rights to the Directors (or their nominees) subject to Shareholder approval at the AGM (6,000,000 each to Steve Formica and Eddie King and 2,000,000 to David Wheeler). These Performance Rights will be subject to the rules of the Company's equity incentive scheme and are comprised of:

- 7,000,000 Performance Rights, with an expiry date of 3 years from the date of issue, vesting upon the Company's share price achieving a 20 day VWAP of \$0.03 (**Class C**); and
- 7,000,000 Performance Rights, with an expiry date of 3 years from the date of issue, vesting upon the Company's share price achieving a 20 day VWAP of \$0.04 (**Class D**).

**Securities**

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

| Director                   | Shares     | Options <sup>1</sup> | Performance Rights <sup>2, 3</sup> | Priority Offer New Options |
|----------------------------|------------|----------------------|------------------------------------|----------------------------|
| Steve Formica <sup>4</sup> | 20,000,000 | 9,000,000            | 4,000,000                          | 3,422,621                  |
| Ariel (Eddie) King         | 4,750,000  | 9,000,000            | 4,000,000                          | 950,000                    |

|               |           |           |           |         |
|---------------|-----------|-----------|-----------|---------|
| David Wheeler | 1,250,000 | 4,500,000 | 1,500,000 | 250,000 |
|---------------|-----------|-----------|-----------|---------|

**Notes:**

1. Existing Options held in two classes:
  - exercisable at \$0.0564 each on or before 4 November 2024 (4,000,000 Steve Formica, 4,000,000 Eddie King, and 1,500,000 David Wheeler) or
  - exercisable at \$0.03 each on or before 29 November 2027 (5,000,000 Steve Formica, 5,000,000 Eddie King, and 3,000,000 David Wheeler).

2. The existing Performance Rights are split equally between two classes with different vesting conditions:
  - Class A: the Volume Weighted Average Price over a period of 20 consecutive trading days on which trades in the Company's shares are recorded on ASX (**20 day VWAP**) being at least \$0.07 on or before 21 November 2024 (2,000,000: Steve Formica, 2,000,000: Eddie King, and 750,000: David Wheeler); and
  - Class B: the 20 day VWAP being at least \$0.10 on or before 21 November 2025 (2,000,000: Steve Formica, 2,000,000: Eddie King, and 750,000: David Wheeler).

The Performance Rights expire on 21 November 2025 and are otherwise issued on the rules of the Company's employee incentive scheme.

3. Subject to Shareholder approval at the 2024 AGM, The Company proposes to issue a total of 14,000,000 new Performance Rights, with an expiry date of 3 years from the date of issue to the Directors (or their nominees), divided into two equal classes of 50% each:
  - Class C: vesting upon achievement of a 20 day VWAP of \$0.03; and
  - Class D: vesting upon achievement of a 20 day VWAP of \$0.04

comprising 6,000,000 Performance Rights to Steve Formica (or nominee/s) (3,000,000 Class C and 3,000,000 Class D), 6,000,000 Performance Rights to Ariel (Eddie) King (or nominee/s) (3,000,000 Class C and 3,000,000 Class D) and 2,000,000 Performance Rights to David Wheeler (or nominee/s) (1,000,000 Class C and 1,000,000 Class D).

These Performance Rights will be otherwise issued on the rules of the Company's employee incentive scheme. These issues remain subject to Shareholder approval which the Company intends to seek at the 2024 AGM.

It is the intention of each Director (or nominee) to take up their full Priority Offer, subject to Shareholder approval under ASX Listing Rule 10.11 being obtained at the AGM for the issue to them of New Options.

## 6.5 Interests of experts and advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus; or
- (b) promoter of the Company;

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

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

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

- (f) the formation or promotion of the Company; or
- (g) the Offers.

Edwards Mac Scovell has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Edwards Mac Scovell \$15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Edwards Mac Scovell has not been paid nor is owed fees for any other legal services provided to the Company in connection with the formation or promotion of the Company or the Offers.

## 6.6 Consents

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

Each of the parties referred to in this Section:

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

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

Hall Chadwick WA Audit Pty Ltd has given its written consent to use of the audited statement of financial position as at 30 June 2024 set out in Annexure A to this Prospectus. Hall Chadwick WA Audit Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

## 6.7 Estimated cash costs of the Offers

The estimated cash costs of the Offers (exclusive of GST) assuming all New Options are issued are set out below.

| Item          | Amount          |
|---------------|-----------------|
| ASIC fees     | \$3,206         |
| ASX fees      | \$12,372        |
| Legal fees    | \$15,000        |
| Miscellaneous | \$5,000         |
| <b>Total</b>  | <b>\$35,578</b> |

## **6.8 Electronic prospectus**

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

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

## **6.9 Financial forecasts**

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

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

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

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

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

## **6.11 Privacy Act**

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

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

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

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

ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for New Options, the Company may not be able to accept or process your application.

## **7. Directors' authorisation**

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

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

---

**Steve Formica**  
**Non-Executive Chair**  
**For and on behalf of Ragnar Metals Limited**



## 8. Glossary

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

**Annual General Meeting** or **AGM** means the annual general meeting of the Company scheduled for 15 November 2024.

**Applicant** means an applicant under an Offer.

**Application Form** means a Priority Offer Application Form or a Shortfall Offer Application Form, as the context requires.

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

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

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

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

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

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

**Closing Date** means the date specified in the timetable set out at Section 1 (unless extended) for the specified Offer.

**Company** means Ragnar Metals Limited (ACN 108 560 069).

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

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

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

**Eligible Participants** means a RAGO Optionholder whose options expired unexercised and whose details appeared on the Company's register of optionholders as at the Record Date and has a registered address in Australia or New Zealand

**New Option** means an Option with the terms and conditions as set out in Section 4.2.

**Offers** means the Priority Offer and Shortfall Offer and an **Offer** means any one of them as the context requires.

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

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

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

**Options Offer** means the offer of New Options pursuant to this Prospectus, comprising the Priority Offer and the Shortfall Offer.

**Performance Right** means a performance right convertible into a Share subject to satisfaction of the performance hurdles in its terms and conditions.

**Prospectus** means this prospectus.

**Priority Offer** means the offer of New Options made to Eligible Participants pursuant to this Prospectus.

**Priority Offer Application Form** means the application form in respect of the Priority Offer either attached to or accompanying this Prospectus

**RAGO Options** means the options exercisable at \$0.03 each on or before 30 September 2024.

**Record Date** means 5:00pm (WST) on the date specified in the timetable set out at Section 1.

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

**Securities** means Shares, Options or Performance Rights and **Security** means any one of them as the context requires.

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

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

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

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

**Shortfall Offer** means the offer of the Shortfall on the terms and conditions set out in Section 2.7.

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

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

**Annexure A – Pro-forma statement of financial position**

|                                    | Audited<br>30 June 2024<br>\$ | Kaiser<br>Investment<br>\$ | Option<br>Prospectus<br>\$ | Unaudited<br>Pro-Forma<br>30 June 2024<br>\$ |
|------------------------------------|-------------------------------|----------------------------|----------------------------|--|
| <b>Current assets</b>              |                               |                            |                            |  |
| Cash and cash equivalents          | 9,345,254                     | (5,010,000)                | 59,213                     | 4,394,467                                    |
| Trade and other receivables        | 166,109                       |                            |                            | 166,109                                      |
| Assets classified as held for sale | -                             |                            |                            | -  |
| <b>Total current assets</b>        | 9,511,363                     | (5,010,000)                |                            | 4,560,576                                    |
| <b>Non-current assets</b>          |                               |                            |                            |  |
| Plant and equipment                | 80,294                        |                            |                            | 80,294                                       |
| Exploration and evaluation assets  | 1,920,053                     |                            |                            | 1,920,053                                    |
| Investment                         |                               | 5,010,000                  |                            | 5,010,000                                    |
| <b>Total non-current assets</b>    | 2,000,347                     | 5,010,000                  |                            | 7,010,347                                    |
| <b>Total assets</b>                | 11,511,710                    | -                          |                            | 11,570,923                                   |
| <b>Current liabilities</b>         |                               |                            |                            |  |
| Trade and other payables           | 610,812                       |                            |                            | 610,812                                      |
| <b>Total current liabilities</b>   | 610,812                       | -                          |                            | 610,812                                      |
| <b>Total liabilities</b>           | 610,812                       | -                          |                            | 610,812                                      |
| <b>Net assets</b>                  | 10,900,898                    | -                          |                            | 10,960,111                                   |
| <b>Equity</b>                      |                               |                            |                            |  |
| Issued capital                     | 35,737,002                    |                            | (35,578)                   | 35,701,424                                   |
| Reserves                           | 903,991                       |                            | 94,791                     | 998,782                                      |
| Accumulated losses                 | (25,740,095)                  |                            |                            | (25,740,095)                                 |
| <b>Total equity</b>                | 10,900,898                    | -                          | 59,213                     | 10,960,111                                   |

- - -

### Kaiser Reef Investment

|                           |           |             |
|---------------------------|-----------|-------------|
| Investment in Kaiser Reef | 5,010,000 |             |
| Cash Payment              |           | (5,010,000) |

### Options Prospectus

#### Issue of Options

|                        |        |          |
|------------------------|--------|----------|
| Option Premium Reserve |        | (94,791) |
| Cash Received          | 94,791 |          |

#### Capital Raise Cost

|                 |        |          |
|-----------------|--------|----------|
| Cost of Capital | 35,578 |          |
| Cash Spent      |        | (35,578) |