

# **RBR GROUP LIMITED**

## **ACN 115 857 988**

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### **OFFER DOCUMENT**

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For a non-accelerated, non-renounceable pro-rata entitlement offer to Eligible Shareholders on the basis of one (1) New Share for every three (3) existing Shares held by Eligible Shareholders on the Record Date at an issue price of \$0.001 per New Share to raise approximately \$619,802 (before costs) (**Offer**).

**The Offer opens on Thursday, 21 November 2024 and closes at 5:00pm (AWST) on Monday, 2 December 2024 (unless it is lawfully extended). Valid acceptances must be received before that time.**

Applications for New Shares by Eligible Shareholders can only be made by using or following the instructions on an Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out the Eligible Shareholders' Entitlement to participate in the Offer.

Please read the instructions in this Offer Document and on the accompanying Entitlement and Acceptance Form.

***This document is not a prospectus and does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this document.***

***The New Shares offered by this Offer Document should be considered as speculative.***

**Not for release to US wire services or distribution in the United States.**

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## 1. IMPORTANT INFORMATION

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

### 1.1 This document is not a prospectus

This Offer Document is dated 13 November 2024, has been prepared by RBR Group Limited (ACN 115 857 988) (the **Company**) and is for an entitlement offer of continuously quoted securities (as defined in the Corporations Act) of the Company. This Offer Document is not a prospectus under the Corporations Act and has not been lodged with the ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this document.

This Offer Document including each of the documents attached to it and which form part of this Offer Document are important and should be read in their entirety prior to making an investment decision. In particular, Shareholders should refer to the risk factors set out in section 5 of this document. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser.

### 1.2 Section 708AA of the Corporations Act

This Offer Document has been prepared in accordance with section 708AA of the Corporations Act and applicable ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84 (**ASIC Instrument 2016/84**). In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding to accept the Offer.

### 1.3 Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

### 1.4 Overseas Shareholders

This Offer Document does not, and is 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 Offer Document.

The Offer is not being extended and New Shares will not be issued to Shareholders with a registered address which is outside Australia, New Zealand or South Africa. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

#### **United States Shareholders**

This Offer does not constitute an offer in the United States of America, nor does it constitute an offer to a person who is a US Person or someone who is acting on behalf of a US Person.

The New Shares have not been, and will not be, registered under the US Securities Act 1933 and may not be offered or sold in the United States of America, or to, or for the account or benefit of, US Persons (as defined in Rule 902 under the US Securities Act) except under an available exemption from registration under the US Securities Act. These New Shares may only be resold or transferred if registered under the US Securities Act or pursuant to an exemption from registration under the US Securities Act and in compliance with state securities laws. The Company is under no obligation and has no intention to register the New Shares in the United States of America.

Further detail in relation to foreign jurisdictions is set out in this Offer Document.

### **New Zealand Shareholders**

The Offer is being made in New Zealand pursuant to the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

### **South Africa**

This Offer Document may be distributed in South Africa only to existing Shareholders of the Company. This Offer Document does not constitute a prospectus prepared and registered under the South African Companies Act and may not be distributed to the public in South Africa.

An entity or institution resident in South Africa may not implement participation in the Offer unless (i) permitted under the South African Exchange Control Regulations or (ii) a specific approval has been obtained from an authorised foreign exchange dealer in South Africa or the Financial Surveillance Department of the South African Reserve Bank.

## **1.5 Notice to nominees and custodians**

Shareholders resident in Australia, New Zealand or South Africa holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

## **1.6 Forward-looking statements**

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

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

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

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

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

These forward looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5 of this Offer Document.

## **1.7 Privacy Act**

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or by the Company's share registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

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 Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

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## 2. CORPORATE DIRECTORY

### **Directors**

Ian Macpherson  
*Executive Chairman*

Athol Emerton  
*Non-Executive Director*

Paul Horsfall  
*Non-Executive Director*

Matthew Worner  
*Non-Executive Director*

### **Company Secretary**

Cameron O'Brien

### **Registered Office**

1202 Hay Street  
WEST PERTH WA 6005

Telephone: +61 499 475 642

Email: [info@rbrgroup.com.au](mailto:info@rbrgroup.com.au)  
Website: [www.rbrgroup.com.au](http://www.rbrgroup.com.au)

### **Auditor**

Dry Kirkness (Audit) Pty Ltd  
Ground Floor  
50 Colin Street  
WEST PERTH WA 6005

### **Share Registry\***

Automic Group  
Level 5  
191 St Georges Terrace  
PERTH WA 6000

Telephone: 1300 288 664  
Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

### **Legal Advisers**

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

### **Lead Manager**

CPS Capital Group Pty Ltd  
Level 45  
108 St Georges Terrace  
PERTH WA 6000

\*These parties have been included for information purposes only. They have not been involved in the preparation of this Offer Document.

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### 3. DETAILS OF THE OFFER

#### 3.1 Background to the Offer

##### Placement

As announced on 29 October 2024, the Company proposes to raise up to \$675,000 (before costs) pursuant to a placement of 675,000,000 Shares to professional and sophisticated investors at an issue price of \$0.001 per Share (**Placement**).

The Placement is structured in two tranches, as follows:

- (a) The Company has received firm and binding commitments from professional and sophisticated investors to raise \$225,000 (before costs) through the issue of 225,000,000 Shares at an issue price of \$0.001 per Share (**Tranche 1**). The Tranche 1 Shares were issued on 4 November 2024 pursuant to the Company's existing placement capacity under Listing Rule 7.1.
- (b) Additionally, the Company intends, subject to Shareholder approval, to issue a further 450,000,000 Shares to professional and sophisticated investors at an issue price of \$0.001 per Share, to raise an additional \$450,000 (before costs) (**Tranche 2**).

Subject to Shareholder approval, participants in both Tranche 1 and Tranche 2 of the Placement (**Placement Participants**) will also receive one (1) free-attaching option for every two (2) Shares subscribed for and issued (**New Options**). The New Options will be exercisable at \$0.002 each, on or before 30 November 2027. The Company expects to receive Shareholder approval in or around January 2025 at a general meeting of its Shareholders.

The Company engaged CPS Capital Group Pty Ltd (ABN 73 088 055 636) (AFSL 294848) (**CPS**) to act as the lead manager of the Placement and the Offer pursuant to a mandate letter dated 23 October 2024 (**Lead Manager Mandate**). The material terms and conditions of the Lead Manager Mandate are summarised in Section 6.1.

##### Entitlement Offer

Also on 29 October 2024, the Company announced its intention to undertake a pro-rata non-renounceable entitlement offer of 1 New Share for every 3 Shares held by Eligible Shareholders registered at the Record Date at \$0.001 per New Share to raise up to an additional \$619,802 (before costs). These New Shares will be offered pursuant to the Offer, the details of which are set out in Section 3.2 below.

For the avoidance of doubt, participants in Tranche 1 of the Placement were issued Shares under Tranche 1 prior to the Record Date on 4 November 2024 and as such, they will be eligible to participate in the Offer.

#### 3.2 The Offer

The Offer is being made as a non-renounceable entitlement offer of one (1) New Share for every three (3) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.001 per New Share. Fractional entitlements will be rounded down to the nearest whole number.

Based on the capital structure of the Company as set out in Section 3.8 of this Offer Document, a maximum of approximately 619,801,554 New Shares will be issued pursuant to this Offer to raise up to approximately \$619,802.

All of the New Shares offered under this Offer Document will rank equally with the Shares on issue at the date of this Offer Document.

The Directors may at any time decide to withdraw this Offer Document and the offer of New Shares made under this Offer Document in which case the Company will return all Application monies (without interest) within 28 days of giving such notice of withdrawal.

#### 3.3 Use of Funds

Completion of the Offer will result in an increase in cash in hand of up to approximately \$619,802 (before the payment of costs associated with the Offer).

The Company intends to apply the funds raised under the Offer as follows:

| ITEMS OF EXPENDITURE                | \$               | %           |
|-------------------------------------|------------------|-------------|
| Repayment of Convertible Notes      | 375,000          | 60.5%       |
| Repayment of Existing Creditors     | 60,000           | 9.7%        |
| Working capital                     | 108,007          | 17.4%       |
| Expenses of the Offers <sup>1</sup> | 76,795           | 12.4%       |
| <b>Total</b>                        | <b>\$619,802</b> | <b>100%</b> |

**Note:**

1. Funds allocated to working capital will be used for administration expenses of the Company, including administration fees, Director's remuneration and other administration and obligatory overheads.

The above table is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders 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 the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives. In the event the Offer is not fully subscribed, operational objectives are likely to be modified, which may result in delay or substantial changes to the Company's future plans.

In addition, it should be noted that the Company's budgets and forecasts will be subject to modification on an ongoing basis depending on the results achieved from its business activities and operations.

As noted in the Company's 2024 Annual Report, the Company is actively engaged in early negotiations in respect to potential debt financing proposals. As at the date of this Offer Document, there is no executed agreement in respect of the proposed financing. The Company will update the market upon any binding agreement being executed.

### 3.4 Indicative Timetable

|  |                             |
|--|-----------------------------|
| <b>Company Announces Offer</b>   | Tuesday, 29 October 2024    |
| <b>Lodgement of Appendix 3B with ASX</b>   | Tuesday, 29 October 2024    |
| <b>Lodgement of amended Appendix 3B with ASX</b>   | Tuesday, 12 November 2024   |
| <b>Lodgement of Offer Document and s708AA Cleansing Notice with ASX</b>  | Wednesday, 13 November 2024 |
| <b>Ex date</b>   | Friday, 15 November 2024    |
| <b>Record Date for determining Entitlements</b>  | Monday, 18 November 2024    |
| <b>Offer Document sent out to Eligible Shareholders &amp; Company announces this has been completed &amp; Offer Opening Date</b> | Thursday, 21 November 2024  |
| <b>Closing Date</b>  | Monday, 2 December 2024     |
| <b>New Shares quoted on a deferred settlement basis</b>  | Tuesday, 3 December 2024    |
| <b>Announcement of results of issue</b>  | Monday, 9 December 2024     |
| <b>Issue date &amp; lodgement of Appendix 2A with ASX applying for quotation of New Shares issued under the Offer</b>            | Monday, 9 December 2024     |
| <b>Quotation of New Shares issued under the Offer</b>  | Monday, 9 December 2024     |
| <b>Dispatch of holding statements</b>  | Monday, 9 December 2024     |

\* Subject to the ASX Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at

their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

\*\* These dates are indicative only and are subject to change.

### 3.5 Lead Manager

The Lead Manager has been appointed as lead manager to the Offer. Terms of the lead manager mandate and fees payable to the Lead Manager are set out in Section 6.1 below.

### 3.6 Entitlements and acceptance

Details of how to apply under the Offer are set out in Section 4 of this Offer Document.

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance form accompanying this Offer Document.

You can also apply for Additional Shares under the Shortfall Offer in addition to your Entitlement by following the instructions set out in Section 4. The Shortfall Offer is described in Section 4.4 below.

### 3.7 No rights trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by the Closing Date, the Offer to you will lapse.

### 3.8 Capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, is set out below.

#### Shares

|  | NUMBER               |
|--|----------------------|
| Shares currently on issue                                  | 1,859,404,661        |
| New Shares offered pursuant to the Offer                   | 619,801,554          |
| <b>Total Shares on issue after completion of the Offer</b> | <b>2,479,206,215</b> |

#### Options

|   | NUMBER            |
|---|-------------------|
| Options currently on issue <sup>1</sup>                             | 95,833,332        |
| Options offered pursuant to the Offer                               | Nil               |
| <b>Total Options on issue as at the date of this Offer Document</b> | <b>95,833,332</b> |

#### Notes:

1. Unquoted Options exercisable at \$0.005 each on or before 31 December 2024.

#### Performance Rights

|  | NUMBER            |
|--|-------------------|
| Performance Rights currently on issue  | 20,000,000        |
| Performance Rights offered pursuant to the Offer                                     | Nil               |
| <b>Total Performance Rights on issue after completion of the Offer and Placement</b> | <b>20,000,000</b> |

## Convertible Notes

|   | NUMBER           |
|---|------------------|
| Convertible Notes currently on issue <sup>1 2</sup>                                 | 1,925,000        |
| Convertible Notes offered pursuant to the Offer                                     | Nil              |
| <b>Total Convertible Notes on issue after completion of the Offer and Placement</b> | <b>1,925,000</b> |

### Notes:

Comprising:

- 925,000 Convertible Notes (ASX: RBAX) maturing on 30 June 2025; and
- 1,000,000 Convertible Notes (ASX: RBAY) maturing on 21 September 2026.

The capital structure on a fully diluted basis as at the date of this Offer Document would be 2,267,737,993 Shares and on completion of the Offer (assuming all Entitlements are accepted and no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) would be 2,887,539,547 Shares.

No Shares or Options on issue are subject to escrow restrictions, either voluntary or ASX imposed.

## 3.9 Dilution

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted (as compared to their holdings and number of Shares on issue as at the date of this Offer Document).

Examples of how the dilution may impact Shareholders are set out in the table below:

| HOLDER        | HOLDING AS AT RECORD DATE | % AT RECORD DATE | ENTITLEMENTS UNDER THE OFFER | HOLDINGS IF OFFER NOT TAKEN UP | % POST OFFER AND PLACEMENT |
|---------------|---------------------------|------------------|------------------------------|--------------------------------|----------------------------|
| Shareholder 1 | 10,000,000                | 0.54%            | 3,333,333                    | 10,000,000                     | 0.40%                      |
| Shareholder 2 | 5,000,000                 | 0.27%            | 1,666,666                    | 5,000,000                      | 0.20%                      |
| Shareholder 3 | 1,500,000                 | 0.08%            | 500,000                      | 1,500,000                      | 0.06%                      |
| Shareholder 4 | 400,000                   | 0.02%            | 133,333                      | 400,000                        | 0.02%                      |
| Shareholder 5 | 50,000                    | 0.003%           | 16,666                       | 50,000                         | 0.002%                     |

### Notes:

- This is based on a share capital of 1,859,404,661 as at the date of this Offer Document and assumes no convertible securities currently on issue or any Options are exercised.
- The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted by Eligible Shareholders are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some or all of the resulting Shortfall was not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

## 3.10 Directors Interests and Participation

Each Director's relevant interest in the securities of the Company at the date of this Offer Document and their Entitlement are set out in the table below:

| DIRECTOR       | SHARES                   | PERFORMANCE RIGHTS | VOTING POWER | SHARE ENTITLEMENT       | \$     |
|----------------|--------------------------|--------------------|--------------|-------------------------|--------|
| Ian Macpherson | 87,014,286 <sup>1</sup>  | 6,000,000          | 4.68%        | 29,004,762 <sup>4</sup> | 29,005 |
| Athol Emerton  | 111,025,293 <sup>2</sup> | 6,000,000          | 5.97%        | 37,008,431 <sup>5</sup> | 37,008 |
| Paul Horsfall  | 43,367,530 <sup>3</sup>  | 4,000,000          | 2.33%        | 14,455,843 <sup>5</sup> | 14,456 |
| Matthew Worner | Nil                      | 4,000,000          | Nil          | Nil                     | Nil    |

**Notes:**

1. Comprising 40,508,743 Shares held indirectly by Fats Pty Ltd <Macib Superannuation Fund> (of which Mr Macpherson is a trustee and beneficiary), 43,976,192 Shares held indirectly by Fats Pty Ltd <Macib Family Trust> (of which Mr Macpherson is a trustee and beneficiary) and 2,529,351 Shares held indirectly by Lightsense Pty Ltd (of which Mr Macpherson is a director and shareholder).
2. Comprising 105,850,294 Shares held directly by Mr Emerton and 5,174,999 Shares held indirectly by Jennifer Jane Emerton.
3. Held directly by Mr Horsfall.
4. Mr Macpherson intends to take up 50% of his Entitlements under the Offer, being 14,502,381 New Shares.
5. Messrs Emerton and Horsfall both intend to take up 100% of their Entitlements under the Offer.
6. As set out in Section 4.4 below, the Directors are entitled to subscribe for an aggregate of up to \$150,000 of any Shortfall, subject to Shareholder approval.

**3.11 Details of Substantial Holders**

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

| SHAREHOLDER  | SHARES      | %     |
|--|-------------|-------|
| Athol Emerton and Associated Entities <sup>1</sup> | 111,025,293 | 5.97% |
| ENNV Pty Ltd                                       | 100,000,000 | 5.38% |

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offer.

**3.12 Effect of the Offer on control and voting power in the Company**

The potential effect that the issue of the New Shares under the Offer will have on the control of the Company is as follows:

- (a) if all eligible shareholders take up their entitlements under the Offer, the issue of New Shares under the Offer will have no effect on the control of the Company and all shareholders will hold the same percentage interest in the Company, subject only to changes resulting from ineligible shareholders being unable to participate in the Offer;
- (b) in the more likely event that there is a shortfall, eligible shareholders who do not subscribe for their full entitlement of New Shares under the Offer and ineligible shareholders unable to participate in the Offer will be diluted relative to those shareholders who subscribe for some or all of their entitlement as shown by the table in section 3.9; and
- (c) in respect of any shortfall, eligible shareholders will be entitled to top-up their shareholding, by subscribing for Additional Shares to be issued from the shortfall pool (**Shortfall Offer**). However, the Company will only issue such Shares pursuant to an application received where the Directors are satisfied, in their discretion, that the issue of the Shares will not increase the applicant's voting power above 19.9%.

### 3.13 Market Price of Shares

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

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of release of this Offer Document and the respective dates of those sales were:

|         | (\$)    | DATE  |
|---------|---------|---|
| Highest | \$0.002 | 21, 23, 27 and 30 August 2024<br>3 and 4 October 2024<br>4, 8 and 12 November 2024      |
| Lowest  | \$0.001 | 20, 23, 25 and 30 September 2024<br>2, 3, 29, 30 and 31 October 2024<br>1 November 2024 |
| Last    | \$0.002 | 12 November 2024  |

### 3.14 Opening and Closing Dates

The Offer opens on the Opening Date, being 21 November 2024, and closes on the Closing Date, being 5:00pm (AWST) on 2 December 2024 (or such other dates as the Directors in their discretion shall determine subject to the ASX Listing Rules). The Company will accept Entitlement and Acceptance Forms until the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the ASX Listing Rules.

### 3.15 Issue and dispatch

New Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and the indicative timetable set out in Section 3.4 of this Offer Document. New Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis.

Pending the issue of the New Shares or payment of refunds pursuant to this Offer Document, all Application monies will be held by the Registry 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 by completing and returning the Entitlement and Acceptance Form.

The expected dates for issue of New Shares offered by this Offer Document and dispatch of holding statements is expected to occur on the dates specified in the Timetable set out in Section 3.4 of this Offer Document.

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

### 3.16 ASX listing

Application for official quotation by ASX of the New Shares offered pursuant to this Offer Document will be made.

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

### 3.17 CHESS

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

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

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

### **3.18 Risk Factors**

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are non-exhaustive. Please refer to Section 5 of this Offer Document for further details.

### **3.19 Taxation implications**

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

### **3.20 Continuous disclosure obligations**

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price of value of its securities.

This Offer Document 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 information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for New Shares under the Offer. 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.

All announcements made by the Company are available from its website [www.rbrgroup.com.au](http://www.rbrgroup.com.au) or the ASX [www.asx.com.au](http://www.asx.com.au).

Additionally, the Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to ASX and published on the Company's and the ASX websites.

This Offer Document (including the Entitlement & Acceptance Form) and the contracts that arise from acceptance of the Applications are governed by the laws applicable in Western Australia and each Applicant submits to the non-exclusive jurisdiction of the courts of Western Australia.

### **3.21 Enquiries concerning Offer Document**

Enquiries relating to this Offer Document should be directed to the Company on +61 499 475 642.

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## 4. ACTION REQUIRED BY SHAREHOLDERS

### 4.1 How to Accept the Offer

Your acceptance of the Offer must be made by following the instructions on the Entitlement and Acceptance Form accompanying this Offer Document and accessible at <https://investor.automic.com.au/#/home>. You may participate in the Offer as follows:

- (a) **if you wish to accept your Entitlement in full:**
  - (i) follow the instructions on the Entitlement and Acceptance Form, and
  - (ii) arrange payment by BPAY® or Electronic Funds Transfer (**EFT**) for the amount indicated on the Entitlement and Acceptance Form; or
- (b) **if you only wish to accept part of your Entitlement:**
  - (iii) fill in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form and arrange payment by BPAY® for the appropriate Application monies (at \$0.001 per New Share);
  - (iv) 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 New Shares which is covered in full by your Application monies; and
  - (v) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.
- (c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything.

Your payment must reach the Registry no later than 5:00pm (AWST) on the Closing Date.

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

### 4.2 Implications of an acceptance

Paying any Application monies by BPAY® or EFT will be taken to constitute a representation by you that:

- (a) you have received a copy of this Offer Document and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and
- (b) you acknowledge that a BPAY® or EFT payment instruction is given in relation to any Application monies, the Application may not be varied or withdrawn except as required by law.

### 4.3 Payment by BPAY®

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

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

**It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00pm (AWST) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.**

### **By Electronic Funds Transfer (overseas applicants)**

For payment by Electronic Funds Transfer (**EFT**) for overseas Eligible Shareholders, please follow the instructions on the Entitlement and Acceptance Form. 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:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application monies; and
- (c) if you pay more than is required to subscribe for your Entitlement, you will be taken to have applied for Shortfall Securities (if any) under the Shortfall Offer, to the extent of the excess.

### **4.4 Shortfall Offer**

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Offer Document and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.001 being the price at which Shares have been offered under the Offer.

The Board presently intends to allocate Additional Shares under the Shortfall Offer as follows:

- (a) subject to Shareholder approval, to the Directors up to an aggregate of \$150,000 of any Shortfall;
- (b) to Eligible Shareholders who apply for an excess of their full Entitlement, so long as the issue of Shortfall Securities to that Eligible Shareholder would not take their voting power to in excess of 19.99%; and then
- (c) to other parties identified by the Directors and clients of CPS, which may include parties who are not currently Shareholders.

No Additional Shares will be issued to a party under the Shortfall Offer if the effect would be to increase that party's voting power in the Company to an amount greater than 19.99%.

The Company will not be liable to any person not allocated Additional Shares or not allocated the full amount applied for.

## 5. RISK FACTORS

### 5.1 Introduction

The New Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

There are numerous risk factors involved with the Company's business. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Offer Document in its entirety and consult their professional advisors before deciding whether to apply for the New Shares.

### 5.2 Company specific

| RISK CATEGORY                       | RISK  |
|-------------------------------------|---|
| Potential for dilution              | <p>In addition to potential control impacts set out in Section 3.12, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 25% (as compared to their holdings and number of Shares on issue as at the date of this Offer Document).</p> <p>It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.</p> <p>The last trading price of Shares on ASX prior to the Offer Document being lodged of \$0.002 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.</p>  |
| Additional requirements for capital | <p>The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offers. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p>   |
| Going Concern                       | <p>The Company's annual report for the financial year ended 30 June 2024 (<b>Annual Report</b>) includes a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern.</p> <p>Notwithstanding the 'going concern' qualification included in the Annual Report, the Directors believe that upon the successful completion of the Offers, the Company will have sufficient funds to adequately meet the Company's current and short-term working capital requirements.</p> <p>In the event that the Offer is not completed successfully there is significant uncertainty as to whether the Company can continue as a going concern which is likely to have a material adverse effect on the Company's activities.</p> |

| RISK CATEGORY                   | RISK  |
|---------------------------------|---|
| <b>Climate Risk</b>             | <p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <ul style="list-style-type: none"> <li>(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences;</li> <li>(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates; and</li> <li>(c) jungle weather conditions.</li> </ul> |
| <b>Related Party Risk</b>       | <p>The Company has a couple of key operational relationships with related parties relevant to the operations in Mozambique. If these relationships breakdown, there is a risk that the Company may not be able to find a satisfactory replacement. Further, the operations of the Company will require involvement of related parties and other third parties including suppliers, manufacturers and customers. With respect to these persons and despite applying best practice in terms of pre-contracting due diligence, the Company is unable to completely avoid the risk of:</p> <ul style="list-style-type: none"> <li>(a) financial failure or default by a participant in any agreement to which the Company may become a party; and/or</li> <li>(b) insolvency, default on performance or delivery by any operators, contractors or service providers.</li> </ul> <p>There is also a risk that where the Company has engaged a contractor who is a related party, the contract between the contractor and the Company may terminate for reasons outside of the control of the Company. This may then result in the termination of the contract between the Company and the contractor and the impact the Company's position, performance and reputation.</p>  |
| <b>Operations in Mozambique</b> | <p>The Company has operations located in Mozambique which remain a key focus.</p> <p>The ongoing political unrest in northern Mozambique, particularly in Cabo Delgado, poses a significant security threat. Armed conflicts linked to extremist groups have continued to destabilize the region, leading to heightened</p>   |

| RISK CATEGORY | RISK  |
|---------------|---|
|               | <p>security measures that could disrupt the Company's operations and employee safety.</p> <p>Mozambique has seen fluctuations in its political environment, which may affect business operations. Potential changes in leadership or policy, as well as social unrest, may introduce uncertainties regarding project continuity and regulatory predictability.</p> <p>Mozambique's currency, the Metical, remains susceptible to significant fluctuations against major currencies. Additionally, the Mozambican government has intermittently imposed restrictions on currency exchanges, potentially impacting the Company's ability to repatriate funds or manage currency risks.</p> <p>High inflation rates can erode purchasing power and affect project costs. Mozambique's economy, which is highly dependent on foreign investment and commodities, is vulnerable to international market changes and local inflation, which may increase operational costs.</p> <p>The Mozambican government has implemented stringent local content policies, requiring companies to prioritize local hiring and procurement. Changes to local labour regulations or an increased emphasis on local contractor engagement may impact operational flexibility and cost efficiency.</p> <p>Mozambique's legal system differs from Australia's, with sometimes unclear processes for regulatory approvals and enforcement. This legal environment may lead to delays in project approvals, permit renewals, and enforcement of contractual obligations, increasing operational risk for foreign entities.</p> <p>Underdeveloped transport networks and unreliable infrastructure in Mozambique can result in delays and increased costs for transporting equipment, materials, and personnel. This is especially challenging in remote regions where major resource projects are located.</p> <p>The availability and reliability of utilities, including power, water, and communication networks, remain limited, potentially disrupting ongoing operations and heightening project costs.</p> <p>While COVID-19 impacts have reduced, health risks persist, especially with limited healthcare infrastructure in rural regions. Additional outbreaks or similar public health concerns could impact workforce availability and supply chain continuity.</p> <p>Mozambique has stringent environmental regulations, and companies must adhere to high standards to avoid penalties or project interruptions. Additionally, the country is prone to climate-related risks such as cyclones, floods, and droughts, which can pose operational risks.</p> <p>Mozambique has faced ongoing issues with corruption, particularly in sectors involving foreign investments and large-scale projects. Compliance with anti-bribery laws is critical, and any involvement in or association with corruption could have severe legal and reputational consequences for the Company.</p> <p>Navigating interactions with local authorities can be challenging, with complex and sometimes opaque regulatory processes that may lead to uncertainties in permit statuses, contract conditions, or regulatory obligations.</p> <p>Each of these risks represents potential challenges for the Company's Mozambique-based projects. Ongoing monitoring and adaptation to Mozambique's evolving regulatory,</p> |

| RISK CATEGORY                          | RISK   |
|--|--|
|  | economic, and security landscapes are essential to mitigating these risks effectively.   |
| <b>Foreign Exchange Risks</b>          | The Company's operating and capital expenditures are likely to be incurred in Australian dollars and currencies other than Australian dollars (likely to be the Mozambican Metical or US Dollars). Any fluctuations in the exchange rates between these currencies and the Australian dollar could have a material adverse effect on the Company's business, financial position and operating results.   |
| <b>Business Development Activities</b> | <p>The Company will continue to pursue new opportunities aligned to its strategy as well as new opportunities in the resources sector. Should a suitable new business opportunity be identified, it will then be assessed for its technical, legal and commercial suitability. It should be noted that there can be no guarantee that any proposed business activity or proposed acquisition of a resource project will be completed or will be successful. The development or acquisition of new business opportunities (whether completed or not) may also require the payment of monies (as a deposit or exclusivity fee) after only limited due diligence and prior to the completion of comprehensive due diligence.</p> <p>If any proposed acquisition or business development activity is not completed, monies already advanced may not be recoverable. Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with mining and exploration activities remain.</p> |

### 5.3 Industry specific

| RISK CATEGORY                        | RISK   |
|--------------------------------------|--|
| <b>Loss of key clients</b>           | The Company is yet to formally establish important client relationships.   |
| <b>Dependence on outside parties</b> | The Company may pursue a strategy that forms strategic business relationships with the other organisations for the manufacture and distribution of products and services. The manufacture and global distribution of products and services is important to the overall success of the Company. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations. |

### 5.4 General risks

| RISK CATEGORY            | RISK   |
|--------------------------|--|
| <b>Economic</b>          | General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's business operations and activities, as well as on its ability to fund those activities.   |
| <b>Market conditions</b> | <p>Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> <li>(a) general economic outlook;</li> <li>(b) introduction of tax reform or other new legislation;</li> <li>(c) interest rates and inflation rates;</li> </ul> |

| RISK CATEGORY                    | RISK   |
|----------------------------------|--|
|                                  | <p>(d) changes in investor sentiment toward particular market sectors;</p> <p>(e) the demand for, and supply of, capital; and</p> <p>(f) terrorism or other hostilities.</p> <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>   |
| <b>Litigation risks</b>          | <p>The Company and its subsidiaries are exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company and its subsidiaries may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.</p>  |
| <b>Dividends</b>                 | <p>Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.</p>  |
| <b>Taxation</b>                  | <p>The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.</p> <p>To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for Securities under this Offer Document.</p>   |
| <b>Reliance on key personnel</b> | <p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. The Company is reliant on a number of key personnel, including both employees and consultants. The loss of one or more of its key personnel could have adverse impacts on the Company and the ongoing development and expansion of the Company's business activities.</p> <p>The continued availability of consultants and advisers is to some extent dependent on maintaining the professional relationships that the Company's personnel have developed over time and which may be lost if key personnel cease to be involved with the Company before replacement arrangements can be made. If the involvement of industry specialists, managers or other personnel cease for reasons of contract termination, ill health, death or disability, the continued development of the Company's mining assets may be adversely affected.</p> <p>There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p> |

| RISK CATEGORY  | RISK  |
|--|---|
| <b>Economic conditions and other global or national issues</b> | <p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p>   |
| <b>Global Conflicts</b>  | <p>The current evolving conflict between Ukraine and Russia and Israel and Palestine (<b>Ukraine and Gaza Conflicts</b>) is impacting global economic markets. The nature and extent of the effect of the Ukraine and Gaza Conflicts on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Ukraine and Gaza Conflicts.</p> <p>The Directors are continuing to closely 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 and Gaza Conflicts, 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.</p> <p>The Company is monitoring the situation closely and considers the impact of the Ukraine and Gaza Conflicts on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.</p> |

## 5.5 Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Offer Document. Therefore, the securities to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

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

## 6. MATERIAL CONTRACT SUMMARIES

### 6.1 Lead Manager Mandate

The Company engaged CPS to act as the lead manager of the Placement pursuant to the Lead Manager Mandate, the material terms and conditions of which are summarised as follows:

|                           |  |
|---------------------------|--|
| <b>Fees</b>               | <p>The Company will:</p> <ul style="list-style-type: none"><li>(a) in relation to the Placement, pay CPS:<ul style="list-style-type: none"><li>(i) a management fee of 2% (plus GST) of funds raised under the Placement; and</li><li>(ii) a placement fee of 4% (plus GST) of funds raised under the Placement;</li></ul></li><li>(b) in relation to the Offer, pay CPS:<ul style="list-style-type: none"><li>(i) 4% (plus GST) of funds raised under the Offer; and</li><li>(ii) 6% (plus GST) of any Shortfall that CPS places to its clients, noting that CPS will not be paid any amount in respect of the \$150,000 of any Shortfall subscribed for by the Directors;</li></ul></li><li>(c) pay CPS a monthly corporate advisory fee of \$4,000 (plus GST) for a minimum of term of six months, where the full amount of the six-month term will be due and payable should the Lead Manager Mandate be terminated by the Company otherwise than for cause. This monthly mandate will only begin if CPS introduces an asset to the Company and the Directors resolve to pursue a transaction in relation to that asset;</li><li>(d) issue CPS (or its nominee/s) 250,000,000 Options at an issue price of \$0.00001 each to raise an additional \$2,500 (before costs), exercisable at \$0.002 each on or before 30 November 2027; and</li><li>(e) pay CPS (or its nominee/s) an asset introduction fee of 3% (plus GST) of the value of the transaction payable in cash, but capped at a maximum of \$120,000 for any asset introduced by CPS which the Company may acquire.</li></ul> |
| <b>Termination Events</b> | <p>CPS may terminate the Lead Manager Mandate:</p> <ul style="list-style-type: none"><li>(a) by 14 days' written notice if the Company commits or allows to be committed a material breach or if any warranty or representation given or made by the Company is not complied with or proves to be untrue; or</li><li>(b) immediately by written notice if:<ul style="list-style-type: none"><li>(i) the Company becomes insolvent, has a receiver, administrative receiver or manager or administrator appointed over the whole of or any of their assets, enters into any composition with creditors generally or has an order made or resolution passed for it to be wound up; or</li><li>(ii) if a court makes an administration order with respect to the Company or any composition in satisfaction of its debts of or a scheme of arrangement of the affairs of the Company.</li></ul></li></ul> <p>The Company may terminate the Lead Manager Mandate by seven days' written notice.</p>  |

The Company also agreed to reimburse CPS for reasonable costs and expenses they may incur in connection with their engagement.

The Lead Manager Mandate otherwise contains provisions considered standard for an agreement of its nature (including representations, warranties and confidentiality provisions).

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## 7. DEFINED TERMS

**\$ or A\$** means an Australian dollar.

**Additional Shares** means those New Shares the subject of the Shortfall Offer.

**Applicant** refers to a person who submits an Entitlement and Acceptance Form, or submits a payment of subscription monies in respect of the Offer.

**Application** refers to the submission of an Entitlement and Acceptance Form or Shortfall Application Form (as the case may be).

**ASX** means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

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

**Closing Date** means the closing date set out in Section 3.4 or such other date as may be determined by the Directors.

**Company** means RBR Group Limited (ACN 115 857 988).

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

**Directors** mean the directors of the Company.

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

**Entitlement** means the entitlement to subscribe for one New Share for every three Shares held by an Eligible Shareholder on the Record Date.

**Entitlement and Acceptance Form** means the Entitlement and Acceptance Form accompanying this Offer Document.

**Lead Manager** means CPS Capital Group Pty Ltd (ABN 73 088 055 636) (AFSL 294848).

**New Share** means a new Share proposed to be issued pursuant to the Offer or the Shortfall Offer.

**Offer** means the non-accelerated, non-renounceable pro rata offer of New Shares at an issue price of \$0.001 each on the basis of one New Share for every three Shares held on the Record Date subscribed for pursuant to this Offer Document.

**Offer Document** means this Offer Document.

**Opening Date** means the opening date set out in Section 3.4 of this Offer Document.

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

**Record Date** means the record date set out in Section 3.4 of this Offer Document.

**Section** means a section of this Offer Document.

**Securities** means Shares, Options, Performance Rights and Convertible Notes as the context requires.

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

**Shareholder** means a holder of Shares.

**Shortfall** means those New Shares under the Offer not applied for by Shareholders under their Entitlement.

**Shortfall Offer** means as defined in Section 4.4 of this Offer Document.

**US Person** means a person who receives the Offer when they are located in either the United States of America.