



# Non-Renounceable Rights Issue Offer Document

## Mt Malcolm Mines NL

ACN 646 466 435

For a pro rata non-renounceable rights issue to Eligible Shareholders on the basis of one New Share for every five Shares held on the Record Date at an issue price of \$0.023 per New Share to raise approximately \$1,041,788.

**IF YOU ARE AN ELIGIBLE SHAREHOLDER, THIS IS AN IMPORTANT DOCUMENT THAT REQUIRES YOUR IMMEDIATE ATTENTION.**

**THIS OFFER DOCUMENT SHOULD BE READ IN ITS ENTIRETY BEFORE DECIDING WHETHER TO APPLY FOR THE NEW SHARES. IF YOU HAVE ANY QUESTIONS OR DO NOT UNDERSTAND THE OFFER DOCUMENT YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER**

This Offer Document is not a prospectus and it does not contain all of the information that an investor may require in order to make an informed decision regarding the New Shares offered.

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

## **IMPORTANT NOTICES**

### **1.1 General**

This Offer Document is for the offer of New Shares to Eligible Shareholders and is issued in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non Traditional Rights Issues) Instrument 2016/84, ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 and ASIC Instrument 20/311), which enables certain entities to offer shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act.

This Offer Document was lodged with ASX on 16 April 2025. ASX takes no responsibility for the content of this Offer Document.

Neither this Offer Document nor the Application Form are required to be lodged with ASIC and a prospectus will not be prepared.

This Offer Document is not a prospectus and does not contain all of the information that a prospective investor may require in order to make an informed decision regarding the New Shares offered, nor does it contain all of the information which would otherwise be required under Australian law or any other law.

Investors should read this Offer Document in conjunction with their own knowledge of the Company, publicly available information, disclosures and announcements about the Company which can be obtained from ASIC and ASX (available from its website [www.asx.com.au](http://www.asx.com.au)), and seek advice from their professional advisers. The contents of any website are not incorporated into, nor constitute part of this Offer Document. In particular, important consideration should be given to the risk factors (see section 6 of this Offer Document) that could affect the performance of the Company before making an investment decision.

The information in this Offer Document does not constitute a securities recommendation or financial product advice.

Investors should note that the past Share price performance of the Company provides no guidance to its future Share price performance.

### **1.2 Application**

By returning an Application Form or lodging an Application Form with your stockbroker or otherwise arranging for payment for your New Shares through BPAY® in accordance with the instructions on the Application Form, you acknowledge that you have received and read this Offer Document, you have acted in accordance with the terms of the Offer and you agree to all of the terms and conditions as detailed in this Offer Document.

This Offer Document, the Offer and the contracts formed on acceptance of the Applications are governed by the law applicable in Western Australia. Each Applicant submits to the non-exclusive jurisdiction of the courts of Western Australia.

### **1.3 Offering Restrictions**

This Offer Document does not constitute an offer in any place in which, or to any person to whom it would not be lawful to make such an offer. Refer to section 7.5 for the treatment of overseas shareholders.

The distribution of this Offer Document outside of Australia and New Zealand may be restricted by law. If a person comes into possession of this Offer Document, you should observe all such restrictions. Any failure to comply with such restrictions may contravene applicable securities laws.

### **1.4 Future performance and forward looking statements**

Neither the Company nor any other person warrants or guarantees the future performance of the New Shares or any return on any investment made pursuant to the Offer.

Forward looking statements in this Offer Document are based on the Company's current expectations about future events. These are subject to risks, uncertainties and assumptions that are often outside the control of the Company and its Directors and could cause actual results, performance or achievements to differ materially from the expectations expressed or implied by such forward looking statements (see Key Risks in section 6 of this Offer Document).

### **1.5 Disclaimer**

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

### **1.6 Privacy**

As a Shareholder, the Company and its Share Registry currently hold certain personal information. Further information may be provided upon completion of the Application Form. The Company uses such information to assess your application, facilitate distribution payments for corporate communications and services to you as a Shareholder, and for administrative purposes. Information may also be provided to regulatory bodies, persons inspecting the register, bidders for securities in the context of takeovers, authorised securities brokers, print service providers, mail houses and the Share Registry.

To access, correct and update your personal information please contact the Company or its Share Registry.

### **1.7 Defined terms**

Certain terms and abbreviations in this Offer Document are defined in the glossary of terms in section 8.

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## 2 LETTER TO SHAREHOLDERS

Dear Shareholder

On behalf of the Board of Directors of Mt Malcolm Mines NL (ASX:M2M), I am pleased to present to you this Offer Document in relation to a non-renounceable rights issue to raise up to A\$1,041,788 (before costs). I ask that you consider this document carefully and in its entirety.

In summary, Shareholders are being offered the opportunity to subscribe for 1 New Share for every 5 Shares held at the record date of 23 April 2025.

The New Shares are being offered at a price of \$0.023, representing a 2.8% discount to the 5-day volume weighted average price of Mt Malcolm shares and a 4.2% discount to the 15-day volume weighted average price before the announcement of the rights issue on 14 April 2025.

The funds raised will strengthen the Company's balance sheet, putting it in a strong position to complete the next phase of growth including the systematic exploration work on the flagship gold target at Golden Crown along with other gold projects near Leonora in Western Australia.

Your Board remain confident that Mt Malcolm's tenure package holds significant value that is yet to be reflected in the share price.

On behalf of the Company, I thank you for your continued support.

Yours sincerely

Trevor Dixon,  
Managing Director, Mt Malcolm Mines NL

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### 3 SUMMARY OF THE OFFER

#### 3.1 Investment Overview

The funds raised will strengthen the Company's balance sheet, putting it in a strong position to complete the next phase of growth to execute further work streams designed to evaluate critical mineral occurrences identified to date and continue advancing gold exploration activities.

The Company looks forward to providing upcoming news flows from the continued success of its focused exploration efforts whilst being a meaningful player in the Leonora region.

#### 3.2 The Offer

The Company is offering a non-renounceable pro rata rights issue of New Shares on the basis of one New Share for every five Existing Shares held, at an issue price of \$0.023 per New Share to Eligible Shareholders who are registered on the Company's share register at 5.00pm WST on 23 April 2025 (**Record Date**). The number of New Shares to which you are entitled (your **Entitlement**) is shown on the accompanying Application Form.

#### 3.3 Underwriting

The Offer is not underwritten.

#### 3.4 Timetable for the Offer

Announcement of Offer and Appendix 3B lodged with ASIC	Monday, 14 April 2025
Offer Document lodged with ASX and Cleansing Notice Issued	Wednesday, 16 April 2025
Ex Date	Tuesday, 22 April 2025
Record Date to determine Entitlement to New Shares	Wednesday, 23 April 2025
Dispatch of Offer Document and Application Forms	Monday, 28 April 2025
Offer opens for receipt of Applications	Monday, 28 April 2025
Last Date to Extend the Offer Closing Date	Monday, 12 May 2025
Closing Date for Applications and payment in full	Thursday, 15 May 2025
New Shares quoted on a deferred settlement basis	Friday, 16 May 2025

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Dispatch date of holding statements & issue of New Shares	Wednesday, 21 May 2025
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Trading commences for New Shares	Thursday, 22 May 2025
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These dates are indicative only and subject to change. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to vary the above dates.

\*The Offer closes at 5.00pm WST on the Closing Date, or such a date as subject to variation by the Directors pursuant to the Listing Rules.

### **3.5 No Minimum Subscription**

There is no minimum subscription for the Offer.

### **3.6 Shortfall Offer and Allocation Policy**

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer (**Shortfall Shares**). 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 \$0.023 being the price at which Shares have been offered under the Offer.

0. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Shares proposed to be issued under the Offer.

Eligible Shareholders are entitled to apply for Shortfall Shares subject to such Applications being received by the Closing Date. The Board presently intends to allocate Shortfall Shares to Eligible Shareholders and other parties identified by the Directors, which may include parties who are not currently Shareholders.

Depending on the level of demand for Shortfall, the Company may also engage with brokers in order to seek to place the Shortfall Shares.

No 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%.

All decisions regarding the allocation of Shortfall Shares will be made by the Directors and will be final and binding on all applicants under the Shortfall Offer.

The Company will have no liability to any Applicant who receives less than the number of Shortfall Shares they applied for under the Shortfall Offer. If the Company scales back any applications for Shortfall Shares under the Shortfall Offer any application monies will be returned (without interest) as soon as practicable.

### **3.7 No Rights trading**

The Offer is non-renounceable. This means that your right to subscribe for New Shares under this Offer Document is not transferable and there will be no trading of rights on the

ASX. If you choose not to take up your New Shares, you will receive no benefit and your shareholding in the Company will be diluted as a result.

### **3.8 No Applications for Shares in excess of your Entitlement**

Directors will not accept or allot any shares applied for in excess of your Entitlement.

Any oversubscription Application Monies will be returned to Eligible Shareholders as soon as practicable without interest.

### **3.9 Allotment and Application Money**

Application Money will be held in a subscription account on trust until allotment of the New Shares. If the Application Money is refundable, it will be refunded as soon as reasonably practicable. Interest earned on the Application Money will be for the benefit of the Company and will be retained by the Company irrespective of whether New Shares are issued.

No allotment of the New Shares will occur until ASX grants permission to quote the New Shares.

The New Shares are expected to be allotted by no later than 5.00pm WST on 21 May 2025. Statements of the holding of New Shares will be mailed after allotment occurs.

### **3.10 ASX Quotation**

Application for admission of the New Shares to official quotation on ASX has been made.

Subject to approval being granted by ASX, it is expected that quotation and trading of New Shares will commence on a deferred settlement basis on 16 May 2025.

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

### **3.11 Information availability**

Eligible Shareholders can obtain a copy of this Offer Document during the period of the Offer directly from the Company or on the Company's website at [www.mtmalcolm.com.au](http://www.mtmalcolm.com.au). The electronic version of this Offer Document will not include an Application Form. To request an Application Form contact the Company Secretary (see section 3.13 for contact details). Persons who access the electronic version of this Offer Document should ensure that they download and read the entire Offer Document and any related information to which it refers.

### **3.12 Taxation**

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document.

Taxation implications will vary depending on the particular circumstances of individual Eligible Shareholders. Eligible Shareholders should consider whether to seek specific

advice applicable to their own particular circumstances from their own professional advisers.

### **3.13 Enquiries**

Any questions concerning the Offer should be directed to Mr. Henko Vos, Company Secretary on +61 8 9463 2463 or consult your professional adviser.



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## 4 PURPOSE AND EFFECT OF THE OFFER

### 4.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$1,041,788 (before costs of the Offer) by the issue of up to 45,295,124 New Shares at an issue price of \$0.023.

As at the date of the Offer Document, the Company has 226,475,619 Shares on issue. The Company also has 32,880,000 listed Options exercisable at \$0.07 each (expiring on 31 December 2025) and 6,000,000 unlisted Options exercisable at \$0.30 each (expiring on 8 September 2025) on issue all of which may be exercised prior to the Record Date.

The New Shares offered under the Offer 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 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.

### 4.2 Use of funds

The Company's cash position on 10 April 2025 was approximately \$185,424.

Funds raised under the Offer are planned to be used as follows:

Proceeds of the Offer	\$
Exploration activities	600,000
Working Capital *	409,641
Costs of the Offer	32,147
<b>Total</b>	<b>1,041,788</b>

\*Working Capital includes the general costs associated with the management and operation of the business including administration expenses, Director fees, rent and other associated costs. Working capital also includes funds for the potential identification, due diligence, acquisition or investment in new projects and other opportunities.

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 upon a number of factors, including the outcome of operational and development activities and market and general economic conditions. In light of this, the Board reserves the right to alter the way that the funds are applied.

### 4.3 Effect on capital structure

The effect of the Offer (assuming the Offer is fully subscribed) will be that up to 45,295,124 New Shares will be issued, which will increase the number of Shares on issue

from 226,475,619 to 302,205,526 (inclusive of 30,434,783 Placement Shares which will be issued before the Offer is closed). The updated capital structure is set out in the table below:

Shares currently on issue <sup>1</sup>	226,475,619
Options currently on issue <sup>2</sup>	38,880,000
Performance Rights on issue <sup>3</sup>	1,200,000
Shares to be issued under the Placement	30,434,783
Total Shares on issue following the Placement	256,910,402
Shares offered under the Offer	45,295,124
Amount raised under this Offer (before costs)	\$1,041,788
Total Shares on issue following the Offer	302,205,526

**Notes:**

- 1 This assumes no further Shares are issued (including by way of exercise of Options or conversion of any Performance Rights) prior to the Record Date and the Offer is fully subscribed.
- 2 The following classes of options are currently on issue:
  - (a) 32,880,000 listed Options exercisable at \$0.07 and expiring on 31 December 2025; and
  - (b) 6,000,000 unlisted Options exercisable at \$0.30 and expiring on 8 September 2025.
- 3 The Company does not expect any of these options to be exercised prior to the closing date of the Offer.
- 4 The Performance Rights are held by Mr Trevor Dixon, the vesting of these are subject to formal Board approval and vests in 3 equal tranches of up to 400,000 each over a three year period to 30 June 2025.

#### **4.4 Potential effect of the Offer on control of the Company**

The potential effect of the Offer on control of the Company is as follows:

- (a) If all Eligible Shareholders take up their Entitlement then the Offer will practically have no effect on control of the Company.
- (b) In the more likely event there is a Shortfall:
  - (i) Eligible Shareholders who do not subscribe for their full entitlement of Shares under 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 4.5. Refer to Section 4.5 for examples on how the dilution may impact Shareholders; and
  - (ii) the Directors reserve the right to place the Shortfall within 3 months of the Closing Date in the manner set out in Section 3.6. Shortfall Shares will be issued at a price not less than the issue price of New Shares under the Offer, although the Directors reserve the right to issue any Shortfall at a higher price than the issue price.

## 4.5 Dilution

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 the 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	Approximate % at Record Date <sup>1</sup>	Entitlement under the Offer	Holdings if Offer not taken up	Approximate % post Offer if Offer not taken up <sup>2</sup>
Shareholder 1	20,000,000	8.83%	4,000,000	20,000,000	6.62%
Shareholder 2	2,000,000	0.88%	400,000	2,000,000	0.66%
Shareholder 3	200,000	0.09%	40,000	200,000	0.07%

**Notes:**

1. This is based on a share capital of 226,475,619 Shares at the date of this Offer Document.
2. This is based on a share capital of 302,205,526 Shares, comprising 226,475,619 Shares currently on issue, plus 30,434,783 Shares issued under the Placement announced on 14 April 2025 and 45,295,124 Shares issued under this Offer (including Shortfall Shares if issued in full).

## 4.6 Substantial Shareholders

The Company's substantial holders and their Entitlements prior to the Offer are set out in the table below.

Substantial Holder	Shares	Voting Power on date of issue (%)	Entitlement	\$
Trevor Dixon	51,249,000	22.63%	10,249,800	235,745.40

The Company's substantial holders and their voting power after the Offer under various scenarios are set out in the table below.

Substantial Holder	Voting Power on date of issue (%)	Voting Power on Scenario 1 <sup>1</sup>	Voting Power on Scenario 2 <sup>1</sup>	Voting Power on Scenario 3 <sup>1</sup>
Trevor Dixon	22.63%	20.35%	22.00%	23.02%

**Notes:**

<sup>1</sup>The Company provides a comparison of the voting power of the substantial shareholders under the following scenarios.

Scenario 1 – The Placement Shares are issued, Substantial Shareholders fully subscribe, the Offer is fully subscribed, there is no shortfall.

Scenario 2 – The Placement Shares are issued, Substantial Shareholders fully subscribe, the Offer is otherwise 50% subscribed for, no shortfall is placed.

Scenario 3 – The Placement Shares are issued, Substantial Shareholders fully subscribe, the Offer is otherwise nil subscribed for, no shortfall is placed.

#### 4.7 Market Prices of Existing Shares on ASX

The highest and lowest traded market sale prices of the Shares, which are on the same terms and conditions as the New Shares being offered under this Offer Document, during the three months immediately preceding the date of this Offer Document, and the last market closing price on the date before the date of the announcement of the Offer on 14 April 2025, are set out below.

3 Month High	3 Month Low	Last Market Sale Price
2.9 cents (13 January 2025, 15 January 2025 and 16 January 2025)	1.3 cents (6 February 2025)	2.6 cents (10 April 2025)

#### 4.8 Director Interests and Participation

As at the date of this Offer Document the Directors have a relevant interest in securities of the Company as set out below.

Holder	Shares	Options	Entitlement	\$
Trevor Dixon <sup>1</sup>	51,249,000	12,000,000	10,249,800	235,745.40
Robert Downey	4,351,500	2,400,000	870,300	20,016.90
Daniel Tuffin	3,255,000	1,240,000	651,000	14,973.00
Gary Powell	1,755,000	1,240,000	351,000	8,073.00

**Notes:**

<sup>1</sup> Trevor Dixon also holds 1,200,000 in performance rights expiring on 29 November 2025.

Directors may hold the relevant interests in Shares shown above directly, or indirectly through holdings by companies, trusts or other persons with whom they are associated.

Holder	Voting Power on date of issue (%)	Voting Power on Scenario 1 <sup>1</sup> (%)	Voting Power on Scenario 2 <sup>1</sup> (%)	Voting Power on Scenario 3 <sup>1</sup> (%)
Trevor Dixon	22.63%	20.35%	22.00%	23.02%
Robert Downey	1.92%	1.73%	1.87%	2.03%
Daniel Tuffin	1.44%	1.29%	1.40%	1.52%
Gary Powell	0.77%	0.70%	0.75%	0.82%

**Notes:**

<sup>1</sup> The Company provides a comparison of the voting power of the Directors under the following scenarios.

Scenario 1 – The Placement Shares are issued, the holder fully subscribes, the Offer is fully subscribed, there is no shortfall.

Scenario 2 – The Placement Shares are issued, the holder fully subscribes, the Offer is otherwise 50% subscribed for, no shortfall is placed.

Scenario 3 – The Placement Shares are issued, the holder fully subscribes, the Offer is otherwise nil subscribed for, no shortfall is placed.

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## **5 HOW TO APPLY**

### **5.1 What you may do**

The number of New Shares to which you are entitled is shown on the accompanying Application Form.

Fractional Entitlements have been rounded up to the nearest whole number of New Shares. For this purpose, holdings in the same name are aggregated for calculation of Entitlements. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Eligible Shareholders for the purpose of calculating Entitlements.

As an Eligible Shareholder, you may:

- (a) take up all of your Entitlement;
- (b) accept part of your Entitlement and allow the balance to lapse; or
- (c) allow all of your Entitlement to lapse.

The Company reserves the right to reject any Application Form that is not correctly completed or that is received after 5.00pm WST on the Closing Date.

The Company will treat you as applying for as many New Shares as your payment will pay for in full. Amounts received by the Company in excess of the number of New Shares you are ultimately allocated will be returned as soon as practicable. No interest will be paid on returned Application Money.

### **5.2 To take up all or part of your Entitlement**

If you decide to take up all or part of your Entitlement, please follow the instructions on your personalised Application Form and arrange for payment of the Application Money via BPAY® or Electronic Funds Transfer (EFT). No other forms of payment will be accepted.

You do not need to return the Application Form if you are paying by BPAY® or EFT.

### **5.3 To allow your Entitlement to lapse**

If you do not wish to take up any part of your Entitlement you are not required to take any action. If you allow all or part of your Entitlement to lapse you will receive no benefit to the extent of Entitlements not taken up and your shareholding in the Company will be diluted as a result.

The Company will deal with any New Shares not accepted in accordance with the procedure set out in section 3.6.

### **5.4 Payment**

Acceptance of New Shares must be accompanied by payment in full at the price of \$0.023 per New Share. A single payment should be made for the amount covering the

number of New Shares you wish to apply for under your Entitlement and, if applicable, any Shortfall Shares.

Payments must be made in Australian dollars and will only be accepted via:

- BPAY®; or
- Electronic Funds Transfer (EFT).

(a) For Payment by BPAY®

To pay via BPAY®, you must be the holder of an account with an Australian financial institution that supports BPAY® transactions. You must use the Biller Code and unique Customer Reference Number (CRN) provided on your personalised Application Form.

Each payment must be made separately. If you are applying for both your Entitlement and Shortfall Shares, the total amount must be paid in a single BPAY transaction.

It is your responsibility to ensure that:

- The BPAY® payment is made and cleared before 5.00pm (AWST) on the Closing Date, and
- You use the correct CRN. Failure to do so may result in your payment not being processed and your application being unsuccessful.

(b) For payment by EFT

To pay via EFT, use the bank account details, and your unique entitlement reference number provided on your Application Form. This reference must be used as your payment description to ensure the correct allocation of funds.

Each EFT payment must be made separately. If you are applying for both your Entitlement and Shortfall Shares, the total amount should be paid as one transaction.

You must ensure that:

- Your payment is received in cleared funds by 5.00pm (AWST) on the Closing Date, and
- Your account for any transfer delays or cut-off times imposed by your financial institution.

If Automic is unable to match your payment due to missing or incorrect reference details, your application may be delayed or rejected.

## **5.5 Application Form is binding**

A completed and lodged Application Form, or a payment made via BPAY® or EFT, constitutes a binding offer to acquire New Shares on the terms and conditions set out in

this Offer Document and once lodged, cannot be withdrawn. If the Application Form is not completed correctly, it may still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final.

By making a BPAY® or EFT payment for Application Monies, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Offer Document, does not prohibit you from being given the Offer Document and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Application Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Application Form;
- (e) declare that you are the current registered holder of Shares and are a resident of Australia or New Zealand and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Offer Document is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares may not be offered, sold or otherwise transferred except in accordance with applicable securities laws in the relevant jurisdiction including any available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

## **5.6 Notice to nominees and custodians**

Nominees and custodians should note that the Offer is available only to Eligible Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of securities. Where any nominee or custodian is acting on behalf of a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Offer is compatible with applicable foreign laws.



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## **6 KEY RISK FACTORS**

### **6.1 Overview**

Investment in the New Shares offered under this Offer Document should be regarded as speculative due to the inherent risks associated with the Company's activities as the Company is a gold exploration and development company. Neither the Company nor the Directors warrant the future performance of the Company, or any investment made pursuant to this Offer Document.

The Directors recommend that Eligible Shareholders and potential investors examine the contents of this Offer Document together with previous ASX disclosures and public documents of the Company, including its most recent audited financial statements, and rely on the advice of their professional advisers before deciding whether or not to apply for New Shares pursuant to this Offer Document.

The following summary, which is not exhaustive, represents some of the material risk factors that may affect the financial position of the Company, the value of an investment in the Company, as well as the Company's operations, which potential investors need to be aware of.

The risks outlined below are specific to the Company's operations and to the resource exploration industry in which the Company operates.

#### **(a) *Future capital needs***

The funds raised by the Offer will primarily be used to continue programs of work with respect to the identification of new targets, extensional and infill drilling of the recent discoveries at the Golden Crown Project as well as work programs planned with respect to the Company's other project areas including Mt Malcom Mining Centre, Malcolm Dam, Pig Well, Emu Egg, Sunday Picnic and Mt Stewart.

These funds will not be sufficient to complete all possible exploration or development of the Company's tenements and further funding will be required to fund the Company's ongoing exploration and development obligations.

The future capital needs of the Company to continue exploration beyond the currently anticipated expenditure are greater than the proceeds of the Offer.

The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary according to a number of factors, including prospectivity of projects (existing and future), the results of exploration, subsequent feasibility studies, development and mining, stock market and industry conditions and the price of relevant commodities and exchange rates.

No assurance can be given that future funding will be available to the Company on favourable terms (or at all).

If adequate funds are not available on acceptable terms the Company may not be able to further explore or develop the Calypso Gold Project, Golden Crown or any of the Company's other projects and it may impact on the Company's ability to continue as a going concern.

(b) *Potential for Dilution*

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).

It is not possible to predict what the value of the Shares will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

(c) *Going Concern*

The Company's half year report for 31 December 2024 (**Financial Report**) includes a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to be able to continue as a going concern.

Notwithstanding the 'going concern' included in the Financial Report, the directors are of the view that on the successful completion of the Offer the Company will have sufficient funds to meet the Company's current exploration commitments and short term working capital requirements. However, it is likely that the Company will require further funding to meet its long term working capital costs.

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 materially adverse effect on the Company's activities.

(d) *Exploration and Development*

The business of mineral exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. Ultimate and continuous success of these activities is dependent on, among other things:

- (i) the discovery or acquisition of economically recoverable reserves;
- (ii) access to adequate capital for project development;
- (iii) design and construction of efficient development and production infrastructure within capital expenditure budgets;
- (iv) securing and maintaining title to mineral interests;

- (v) obtaining consents and approvals necessary for the conduct of mineral exploration, development and production; and
- (vi) access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Whether or not income will result from projects undergoing exploration and development programs depends on successful exploration and the establishment of production facilities.

There is no assurance that any exploration on current or future interests will result in the discovery of an economic mineral deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically developed.

(e) *Resource Estimates*

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates that were valid when made may change when new information or techniques become available. In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Even if the Company identifies a resource or reserve, actual Ore Reserves and Mineral Resources (including grade and quantity) may differ from those estimated at an earlier time which may result in alterations to development and mining plans which may, in turn, adversely affect the Company's operations.

(f) *Exploration and Mining Risk*

The business of mineral exploration and mining involves risks and hazards. For example, in an exploration context no assurance can be given that ore bodies will be detected with preferred or desirable tonnages or grades. High risk and substantial expense can be incurred without the requisite or expected degree of reward.

Even if commercial quantities of gold ore are discovered, unforeseen risks can arise in the development and production phase including the development of appropriate metallurgical processes, the receipt of necessary governmental permits, access to permits and the construction of mining and processing facilities, environmental hazards, industrial accidents, labour disruption, the unavailability of materials and equipment, unusual or unexpected geological formation, pit failures, changes in the regulatory environment and weather conditions. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability.

(g) *Ability to Exploit Successful Discoveries*

It may not always be possible for the Company to participate in the exploitation of successful discoveries made in areas in which the Company has an interest. Such exploitation will involve the need to obtain the necessary licences or clearances from the relevant authorities, which may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. The infrastructure requirements around a successful discovery may also impact on the exploitation of a discovery.

Further, the decision to proceed to further exploitation may require the participation of other companies whose interests and objectives may not be the same as those of the Company. As described above, such work may require the Company to meet or commit to financing obligations for which it may not have planned.

(h) *Compliance Risk*

The Company holds an interest in various mining tenements. Title to these tenements is subject to the Company, as tenement holder, complying with the terms and conditions of each tenement, including the minimum annual expenditure commitments. There is a risk that if the Company does not comply with the terms and conditions of each tenement, it may lose its interest in the relevant tenement.

The Company has implemented appropriate policies and practices to mitigate the risk of not complying with the terms and conditions attaching to each of its tenements.

(i) *Environmental Risk*

The Company's activities are subject to the environmental risks inherent in the mining industry. The Company is subject to environmental laws and regulations in connection with operations it may pursue in the mining industry. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with all applicable laws. However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability.

Further, the Company may require approval from the relevant authorities before it can undertake activities likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

(j) *Exploration and Development Costs and Inflation*

The exploration and development costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, as a result, the actual costs may materially differ from these estimates and underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

Inflation is currently reported at over 7% per year in Western Australia. The Company is highly likely to experience increased costs in all aspects of its business and this could materially affect the budgets, exploration and development plans of the Company. Rising costs and charges may also cause delays to the proposed exploration and development plans as costs may become prohibitive.

The Company will continue to update the market in this regard.

(k) *New acquisitions and investment opportunities*

The Company's growth strategy includes identifying potential acquisition and investment opportunities in the resource sector which complement the Company's business.

These new opportunities may take the form of strategic investments, direct project acquisitions, joint ventures, farm-ins, direct equity participation and other similar transactions. The Company is actively considering a number of potential opportunities, however, cautions that there are no legally binding or other advanced proposals at this stage. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions. There is no guarantee that any transaction will be completed or will be successful. Identification and evaluation of a transaction can take considerable time and consume significant cash resources.

(l) *Insurance*

Insurance against all risks associated with mineral exploration is not always available or affordable. The Company will maintain insurance where it is considered appropriate for its needs however it will not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the operations of the Company. There is no assurance that the Company will be

able to maintain adequate insurance in the future at rates that it considers is reasonable.

(m) *Commodity Price Volatility*

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

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

## **6.2 General investment risks**

The risks outlined below are some of the general risks that may affect an investment in the Company.

(a) *Securities investments and share market conditions*

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market, and in particular the market for exploration and mining companies may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of such companies. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

(b) *Liquidity risk*

The market for the Company's Shares may be illiquid. As a consequence, investors may be unable to readily exit or realise their investment.

(c) *Economic risk*

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency

fluctuations, interest rates, industrial disruption and economic growth may impact future operations and earnings.

(d) *Climate Risk*

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:

- i) the emergence of new or expanded regulations associated with the transition 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 on the Company and its profitability. While the Company will endeavour to manage these risks and limit any guarantee that the Company will not be impacted by these occurrences; and
- ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

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## **7 ADDITIONAL INFORMATION**

### **7.1 Disclosing entity**

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

This Offer Document contains a summary of information only which the Company does not purport to be complete. The Offer Document is intended to be read in conjunction with the Company's periodic and continuous disclosure announcements lodged with the ASX.

Copies of the Company's announcements can be obtained from [www.asx.com.au](http://www.asx.com.au) or the Company's website [www.mtmalcolm.com.au](http://www.mtmalcolm.com.au).

### **7.2 Rights Issue Offer Document**

This Offer Document is issued pursuant to section 708AA of the Corporations Act. The Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 16 April 2025. In addition to certain minor and technical matters that notice was required to:

- (a) set out any information that had been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require and expect to find in a disclosure document, 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; or
  - (ii) the rights and liabilities attaching to the New Shares; and
- (b) state the potential effect of the issue of the New Shares on the control of the Company and the consequences of that effect.

### **7.3 Withdrawal of the Offer**

Subject to applicable laws and regulations, the Company reserves the right to withdraw all or part of the Offer or this Offer Document at any time. In this event and in accordance with the Corporations Act, the Company will refund without payment of interest all Application Monies in relation to New Shares not already issued.

To the fullest extent permitted by law, each Eligible Shareholder acknowledges that any Application Monies paid will not entitle the Shareholder to receive any interest earned in respect of Application Moneys and any interest will accrue solely for the benefit of the Company.



#### **7.4 No Cooling Off Period**

Cooling off periods do not apply to an investment in New Shares. An Application cannot be withdrawn once it has been accepted.

#### **7.5 Overseas Shareholders**

This Offer Document and accompanying Application Form do not, and are not intended to, constitute an offer in any place in which, or to any person whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the New Shares or the Offer, or otherwise to permit a public offering of the New Shares in any jurisdiction outside Australia and New Zealand.

The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not in Australia or New Zealand because of the small number of such Shareholders, and the cost of complying with applicable regulations in jurisdictions outside of those jurisdictions.

Shareholders in Australia and New Zealand holding Shares on behalf of persons 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 Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

Recipients may not send or otherwise distribute this Offer Document or the Application Form to any person outside Australia or New Zealand (other than to Eligible Shareholders).

##### *New Zealand Shareholders*

The Offer to Eligible Shareholders with registered addresses in New Zealand is made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice. Members of the public in New Zealand who are not existing Shareholders on the Record Date are not entitled to apply for any New Shares.

#### **7.6 Not Investment Advice**

This Offer Document is not a prospectus under the Corporations Act and has not been lodged with ASIC. It also does not constitute financial product advice and has been prepared without taking into account a Shareholder's personal or financial circumstances. The Company is not licensed to provide financial product advice under the Corporations Act in relation to the New Shares. The information contained in this Offer Document does not purport to contain all of the information that may be required to evaluate a possible application for New Shares, nor does it purport to contain all of the information which would be required in a prospectus prepared in accordance with the requirements set out in the Corporations Act. This Offer Document should be read in conjunction with the Company's continuous disclosure announcements lodged with ASX.

**A\$, \$ and dollars** means Australian dollars, unless otherwise stated.

**Application** means a valid application for New Shares made pursuant to this Offer Document and an Application Form.

**Application Form** means the entitlement and acceptance form accompanying this Offer Document.

**Application Money (Monies)** means money received from an Eligible Shareholder in respect of their Application for New Shares

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

**ASX** means ASX Limited (ABN 98 008 624 691) trading as the Australian Securities Exchange, or the market operated by that entity.

**Board** means the board of directors of the Company.

**Closing Date** means 15 May 2025, or such other date as may be determined by the Directors under this Offer Document.

**Company** or **Mt Malcolm** means Mt Malcolm Mines NL (ACN 646 466 435).

**Corporations Act** means the *Corporations Act 2001* (Cth), including as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84, ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73 and ASIC Instrument 20/311) in relation to the Offer.

**Directors** means the directors of the Company.

**Eligible Shareholder** means a Shareholder as at 5.00pm (WST) on the Record Date.

**Entitlement** or **Right** means an Eligible Shareholder's entitlement to subscribe to New Shares offered under this Offer Document.

**Existing Share** means a Share issued on or before the Record Date.

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

**Mineral Resource** has the meaning given to it in the JORC Code (2012).

**New Share** means a new Share to be issued under the Offer.

**Offer** means the non-renounceable offer of up to 45,295,124 New Shares to Eligible Shareholders on the basis of one New Share for every five Existing Shares held on the Record Date made under this Offer Document.

**Offer Document** means this document, including any supplements or replacements to this document.

**Option** means an option to subscribe for a Share.

**Placement** means the placement of 30,434,783 fully paid ordinary shares as announced on 14 April 2025.

**Placement Shares** means Shares issued under the Placement.

**Record Date** means 23 April 2025.

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

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

**Share Registry** means Automic Group, Level 5, 191 St Georges Terrace, Perth WA 6000.

**Shortfall** means those New Shares not applied for by Eligible Shareholders.

**Shortfall Offer** means the offer of the Shortfall Shares on the terms and conditions set out in section 3.6.

**Shortfall Shares** has the meaning given in section 3.6.

**WST** means Western Australian Standard Time.

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## 9 CORPORATE DIRECTORY

### **Directors**

Mr Robert Downey (Chairman)  
Mr Trevor Dixon (Managing Director)  
Mr Daniel Tuffin (Non-Executive Director)  
Mr Gary Powell (Non-Executive Director)

### **Company Secretary**

Henko Vos

### **Registered Office**

Mt Malcolm Mines NL  
8 Sarich Court  
Osborne Park WA 6019  
Telephone: +61 8 6244 6617  
Email: [info@mtmalcolm.com.au](mailto:info@mtmalcolm.com.au)

### **Share Registry**

Automatic Group  
Level 5, 191 St Georges Terrace  
Perth WA 6000

### **Web Address**

[www.mtmalcolm.com.au](http://www.mtmalcolm.com.au)

### **ACN**

ACN 646 466 435

### **ASX Code**

M2M