

KUNIKO LIMITED

ACN 619 314 055

ENTITLEMENT ISSUE PROSPECTUS

For a pro-rata non-renounceable entitlement issue of one (1) Share for every three (3) Shares held by those Eligible Shareholders registered at the Record Date at an issue price of \$0.07 per Share together with one (1) free-attaching New Option for every three (3) Shares subscribed for and issued to raise up to approximately \$2,032,900 (before costs) (based on the number of Shares on issue as at the date of this Prospectus) (**Entitlement Offer**).

Eligible Shareholders who apply for their full Entitlement will also be entitled to apply for additional Securities under the Shortfall Offer.

This Prospectus also contains the following secondary offers:

- (a) an offer of 1,250,000 Advisor Options to AT Capital (or its nominee(s)) (**Advisor Offer**); and
- (b) a cleansing offer of 100 Shares at an issue price of \$0.07 per Share for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Secondary Offer Closing Date (**Cleansing Offer**),

(together, the **Secondary Offers**).

Refer to Section 3.7 for further details regarding the Secondary Offers.

Together, the Entitlement Offer and the Secondary Offers are referred to as the **Offers**.

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The Securities offered by this Prospectus should be considered highly speculative.

CONTENTS

| | | |
|----|--|----|
| 1. | CHAIRMAN'S LETTER..... | 4 |
| 2. | KEY OFFER INFORMATION | 5 |
| 3. | DETAILS OF THE OFFER AND HOW TO APPLY | 11 |
| 4. | PURPOSE AND EFFECT OF THE OFFER | 18 |
| 5. | RIGHTS AND LIABILITIES ATTACHING TO SECURITIES | 22 |
| 6. | RISK FACTORS..... | 26 |
| 7. | ADDITIONAL INFORMATION..... | 35 |
| 8. | DIRECTORS' AUTHORISATION | 39 |
| 9. | GLOSSARY | 40 |

IMPORTANT NOTICES

This Prospectus is dated 31 July 2025 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

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

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

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

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

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

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

Forward-looking statements

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

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

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

Company, the Directors and the Company's management.

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

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

These forward-looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 6.

Overseas shareholders

This Offer 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 Prospectus.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Entitlement Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside Australia, New Zealand, Germany and France (but only Shareholders who are "qualified investors" as defined in Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union).

For further information on overseas Shareholders please refer to Section 3.10.

Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

Please refer to Section 7.2 for further details.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website at www.kuniko.eu.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.kuniko.eu. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be a resident of Australia or New Zealand and must only access this Prospectus from within Australia or New Zealand.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 6364 5095 during office hours or by emailing the Company at info@kuniko.com.

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

Company Website

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

Financial forecasts

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

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

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

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

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 9.

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

Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 8 6364 5095.

CORPORATE DIRECTORY

Directors

Gavin Rezos
Non-Executive Chairman

Brendan Borg
Non-Executive Director

Maja McGuire
Non-Executive Director

Management

Antony Beckmand
Chief Executive Officer

Joint Company Secretaries

Joel Ives

Tom O'Rourke

Registered Office

Level 28, AMP Tower
140 St Georges Terrace
PERTH WA 6000

Telephone: + 61 8 6364 5095
Email: info@kuniko.eu
Website: www.kuniko.eu

ASX Code

KNI

Legal Advisers

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

Auditor*

BDO Audit Pty Ltd
Level 9, Mia Yellagonga Tower 2
5 Spring Street
PERTH WA 6000

Share Registry*

Automic Registry Services
Level 5, 191 St Georges Terrace
PERTH WA 6000

Telephone: 1300 288 664 (within Australia)
Telephone: +61 2 9698 5414 (outside Australia)
Facsimile: +61 2 8583 3040

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

1. CHAIRMAN'S LETTER

Dear Shareholder,

Kuniko was founded with a clear objective: to responsibly supply the raw materials needed for the energy transition. Since our listing, we have built a unique portfolio of copper, nickel, and cobalt projects in Norway—underpinned by high ESG standards and a strong commitment to transparency, ethical sourcing, and low-carbon development.

We now stand at an important inflection point. Today, that mission is more relevant than ever.

Across global markets, we are seeing a decisive shift toward vertical integration, driven by supply chain vulnerability, geopolitical realignment, and the rise of responsible investing. Automakers and industrial partners are no longer content to rely solely on commodity markets; instead, they are moving upstream to secure long-term access to the materials that will define their future. This trend is playing out most visibly in North America and Europe, where governments are actively backing secure, traceable, and low-emissions supply chains.

Kuniko is already aligned with this new direction. We already have the third largest automotive producer in the World as a major shareholder. Building on this relationship we now have a new collaboration with Stellantis and leading Norwegian research institutions through the Green Platform initiative, a NOK 60 million (~A\$9 million) project, positions Kuniko at the forefront of Europe's efforts to establish an integrated, low-carbon battery metals supply chain. In parallel, our work with EUSPA and TerraEye showcases how we are embracing innovation to enhance exploration efficiency through space-based data and AI-powered targeting.

These partnerships underscore Kuniko's ability to take part in the pivot of major manufacturers into vertical integration and as a result we are building on a strong foundation to expand our project interests into other countries where major manufacturers have production and are seeking a sustainable and secure source of domestic supply of critical minerals

To support this strategy, we are offering all shareholders the opportunity to participate in a pro-rata rights issue. This capital raise will fund near-term initiatives and ensure that Kuniko remains agile and well-resourced as we pursue value-accretive acquisitions and development.

Participation in the rights issue provides all shareholders the opportunity to maintain their pro-rata holding and gain exposure to Kuniko's continued evolution as a values-driven, strategically aligned, and growth-focused company.

On behalf of the Board, I thank you for your continued support and invite you to be part of this exciting next chapter in Kuniko's journey. I can also confirm that your Directors will each be taking up their full entitlements under the rights issue.

Yours faithfully

Gavin Rezos
Chairman
KUNIKO LIMITED

2. KEY OFFER INFORMATION

This Section is not intended to provide full information for investors intending to apply for Securities pursuant to this Prospectus. Prospective investors should read this Prospectus in full before deciding whether to invest in Securities.

2.1 Timetable

| EVENT | DATE |
|--|--------------------------|
| Announcement of Entitlement Offer Lodgement of Appendix 3B with ASX Lodgement of this Prospectus with ASIC and ASX Advisor and Cleansing Offer Opening Date | Thursday, 31 July 2025 |
| Advisor and Cleansing Offer Closing Date | Monday, 4 August 2025 |
| Ex date | Tuesday, 5 August 2025 |
| Record Date for determining Entitlements | Wednesday, 6 August 2025 |
| Letters despatched to Eligible Shareholders Company announces the despatch has completed | Monday, 11 August 2025 |
| Last day to extend Entitlement Offer closing date | Tuesday, 26 August 2025 |
| Closing date of Entitlement Offer as at 5:00pm* | Friday, 29 August 2025 |
| Quotation of Shares under the Entitlement Offer on a deferred settlement basis | Monday, 1 September 2025 |
| Last day to announce results of Entitlement Offer Issue of Shares and Options under Entitlement Offer and lodgement of Appendix 2A and Appendix 3G with ASX (before noon Sydney time) | Friday, 5 September 2025 |
| Date of General Meeting | September 2025 |
| Issue of Options under Advisor Offer and lodgement of Appendix 3G | September 2025 |

*The Directors may extend the closing date of the Entitlement Offer by giving at least 3 Business Days' notice to ASX prior to the closing date. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

*All dates are indicative and subject to change. The Company reserves the right to alter this timetable at any time.

2.2 Background to the Offers

2.2.1 The Entitlement Offer

The Company is intending to conduct a pro-rata non-renounceable entitlement offer (**Entitlement Offer**) to raise up to approximately \$2,032,900 (before costs) through the issue of approximately 29,041,423 Shares at an issue price of \$0.07 per Share, on the basis of one (1) Share for every three (3) Shares held by Eligible Shareholders as at the Record Date, together with one (1) free-attaching New Option for every three (3) Shares subscribed for and issued.

The funds raised from the Entitlement Offer are intended to be applied in the manner set out in Section 4.1.

Further details in respect of the Entitlement Offer are set out in Section 3.

2.2.2 The Advisor Offer

This Prospectus also include a secondary offer of 1,250,000 options exercisable at \$0.12 per Option on or before the date that is two (2) years from the date of issue (**Advisor Options**) to AT Capital (or its nominee(s)) pursuant to the IR Service Agreement, the material terms of which are set out in Section 7.4.1 below.

The issue of Advisor Options under the Advisor Offer is subject to Shareholder approval at the General Meeting.

The purposes of Advisor Offer is to remove any trading restrictions attaching to Advisor New Options and any Shares issued on exercise of these Advisor Options, given that the Advisor Options offered under the Advisor Offer are being issued with disclosure under this Prospectus.

2.2.3 Cleansing Offer

The Company is seeking to raise only a nominal amount of \$7, through the issue of 100 Shares at an issue price of \$0.07 per Share for the purpose of s 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Secondary Offer Closing Date, including the conversion of vested Performance Rights.

2.2.4 Loan Fee Conversion Shares

The Company entered into a working capital facility agreement with GAM Company Pty Ltd (ACN 680 708 249) (**GAM**) on 29 April 2025 as varied by the deed of variation between GAM and the Company dated 30 July 2025 (**Working Capital Agreement**), pursuant to which the Company agreed to pay GAM an extension fee of \$108,133 (plus GST) (**Extension Fee**).

The Company also entered into a loan agreement with GAM on 30 July 2025 (**Loan Agreement**), pursuant to which the Company agreed to pay GAM an establishment fee of \$39,000 (**Establishment Fee**).

In accordance with the terms of the Working Capital Agreement and Loan Agreement, the Company and GAM has agreed, to satisfy payment of the Extension Fee and Establishment fee via the conversion of the two fees in the Shortfall Offer, resulting in the issue of an aggregate of 2,101,901 Shares and 700,635 free-attaching New Options on the same terms as the Entitlement Offer.

2.2.5 General Meeting

The Company will convene a general meeting to be held in September 2025 (**General Meeting**) at which it will seek Shareholder approval for the issue of 1,250,000 Advisor Options to AT Capital (or its nominee(s)) pursuant to the IR Service Agreement, the material terms of which are set out in Section 7.4.1 below.

2.3 Key statistics of the Offers

Shares

| | FULL SUBSCRIPTION (\$2,032,900) ¹ |
|---|---|
| Offer Price per Share | \$0.07 |
| Shares on issue at the date of this Prospectus ^{2,3} | 86,924,268 |
| Shares on issue at the Record Date ^{2,3} | 87,124,268 |
| Shares offered under the Entitlement Offer ^{2,4} | 29,041,423 |
| Shares offered under the Cleansing Offer ² | 100 |
| Gross proceeds of the Entitlement Offer ^{1,5} | \$2,032,900 |
| Shares on issue post-Offers | 116,165,791 |

Notes:

- Assuming the full amount offered is raised under the Entitlement Offer. Note that this figure has been rounded up to the nearest whole number.
- Refer to Section 5.1 for the terms of the Shares.
- Assuming an aggregate of 200,000 vested Performance Rights held by Maja McGuire and Birgit Liodden, respectively, are exercised and Shares issued prior to the Secondary Offer Closing Date.
- Comprising:
 - up to 1,544,758 Shares and 514,920 New Options to GAM (or its nominee(s)) in satisfaction of the Extension Fee payable under the Working Capital Agreement; and

- (b) up to 557,143 Shares and 185,715 New Options to GAM (or its nominee(s)) in satisfaction of the Establishment Fee payable under the Loan Agreement,
- which the Company has agreed to issue under the Shortfall Offer, as set out in Section 2.2.4 above.
5. Comprising gross proceeds of the issue of Shares under the Entitlement Offer.

Options

| | FULL SUBSCRIPTION (\$2,032,900) ¹ |
|--|---|
| Offer Price per New Option | Nil |
| Options currently on issue ² | 5,750,000 |
| New Options offered under the Entitlement Offer ^{3,4} | 9,680,475 |
| Advisor Options offered under the Advisor Offer ^{3,5,6} | 1,250,000 |
| Options on issue post-Offers⁶ | 16,680,475 |

Notes:

- Assuming the full amount offered is raised under the Entitlement Offer. Note that this figure has been rounded up to the nearest whole number.
- Comprising:
 - 200,000 unlisted Options exercisable at \$0.35 each on or before 19 June 2027;
 - 250,000 unlisted Options exercisable at \$1.25 each on or before 3 October 2026;
 - 800,000 unlisted Options exercisable at \$0.25 each on or before 7 November 2026;
 - 2,250,000 unlisted Options exercisable at \$0.69 each on or before 11 May 2027; and
 - 2,250,000 unlisted Options exercisable at \$0.921 each on or before 11 May 2027.
- Refer to Section 5.2 for the terms of the New Options and Advisor Options.
- Fractional Entitlements under the Entitlement Offer are rounded up to the nearest whole number.
- Comprising 1,250,000 Advisor Options to AT Capital (or its nominee(s)), subject to Shareholder approval at the General Meeting, pursuant to the IR Service Agreement, the material terms of which are set out in Section 7.4.1 below.
- As set out in Section 3.7.1, the issue of the Advisor Options offered under the Advisor Offer is subject to the Shareholder approval at the General Meeting, however, is included in the total Options on issue post-Offers.

Performance Rights

| | FULL SUBSCRIPTION (\$2,032,900) ¹ |
|--|---|
| Performance Rights currently on issue | 2,735,000 |
| Performance Rights offered under this Prospectus | Nil |
| Performance Rights on issue post-Offers² | 2,535,000 |

Notes:

- Assuming the full amount offered is raised under the Entitlement Offer. Note that this figure has been rounded up to the nearest whole number.
- Assuming an aggregate of 200,000 vested Performance Rights held by Maja McGuire and Birgit Liodden, respectively, are exercised prior to Secondary Offer Closing Date.

2.4 Key risk factors

Prospective investors should be aware that subscribing for Securities involves a number of risks and an investment in the Company should be considered as highly speculative. The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are set out in Section 6.

2.5 Directors' interests in Securities

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

| DIRECTOR ¹ | SHARES | OPTIONS | PERFORMANCE RIGHTS | SHARE ENTITLEMENT | OPTION ENTITLEMENT | \$ |
|---------------------------|-----------|-----------|--------------------|----------------------|---------------------|-------------------------|
| Gavin Rezos ² | 4,357,552 | 1,500,000 | Nil | 1,452,518 | 484,173 | \$101,676.26 |
| Brendan Borg ³ | 1,425,000 | 1,000,000 | Nil | 475,000 | 158,334 | \$33,250.00 |
| Maja McGuire ⁴ | 281,739 | 1,000,000 | 100,000 | 127,247 ⁵ | 42,416 ⁵ | \$8,907.29 ⁵ |

Notes:

1. Refer to the most recent Appendix 3Y for each Director for further details in relation to their relevant interests in the Securities of the Company.
2. Comprising:
 - (a) 4,157,552 Shares and 1,500,000 Options held indirectly through Vivien Enterprises Pte Ltd; and
 - (b) 200,000 Shares held indirectly through Floreant Ambo Pty Ltd <Rezos Family Super A/C>.
3. Comprising:
 - (a) 500,000 Shares held indirectly through Mr Brendan James Borg and Mrs Erin Belinda Borg <Borg Family Super Fund A/C>; and
 - (b) 925,000 Shares and 1,000,000 Options held indirectly through Borg Geoscience Pty Ltd.
4. Comprising:
 - (a) 21,739 Shares held directly; and
 - (b) 260,000 Shares, 1,000,000 Options and 100,000 Performance Rights held indirectly through Maja McGuire <Scaraf A/C>.
5. Assuming 100,000 vested Performance Rights held by Maja McGuire are exercised prior to the Record Date. Maja McGuire's Entitlements have been adjusted accordingly.

The Board recommends all Shareholders take up their Entitlements. The Board advises that Gavin Rezos, Brendan Borg and Maja McGuire intend to take up their full Entitlements.

The Company and the Directors have agreed to satisfy the outstanding balance of amounts owing to them respectively by the Company in unpaid Director fees for the period 1 January 2025 to 31 July 2025 (**Accrued Director Fees**) through the issue of an aggregate of 1,932,677 Shares and 644,227 New Options under the Entitlement Offer at a deemed conversion price of \$0.07 per Share, amounting to a debt-to-equity conversion (**Director Fee Conversion**).

The effect of the Director Fee Conversion will be to offset the cost of participation by the Directors in the Entitlement Offer and, subject to Shareholder approval at the General Meeting, the Shortfall Offer against the Accrued Director Fees (as applicable).

The Accrued Director Fees and the effect of the Director Fee Conversion on the balance of Accrued Director Fees and Directors' Entitlements are set out in the table below.

| DIRECTOR | ENTITLEMENT | DEEMED VALUE OF ENTITLEMENT | ACCRUED DIRECTOR FEES – 1 JAN 2025 – 31 JULY 2025 | BALANCE OF ENTITLEMENT VALUE TO BE PAID AFTER CONVERSION OF ACCRUED FEES | BALANCE OF ACCRUED FEES |
|--------------|------------------|-----------------------------|---|--|--------------------------|
| Gavin Rezos | 1,452,518 Shares | \$101,676.26 | \$66,144.60 | \$35,531.66 | nil |
| Brendan Borg | 475,000 Shares | \$33,250.00 | \$26,016.64 | \$7,223.36 | nil |
| Maja McGuire | 127,247 Shares | \$8,907.29 | \$26,016.64 | Nil | \$17,109.35 ¹ |

Notes:

1. Maja McGuire and the Company have agreed that the balance of her accrued director fees will be applied towards her subscription for Securities under the Shortfall Offer. For the avoidance of doubt, any remaining outstanding balance of accrued director fees following Maja McGuire's participation under the Shortfall Offer will remain due and payable by the Company to Maja McGuire.

2.6 Effect on control

Based on current shareholding and Entitlements of Shareholders (including substantial Shareholders) as at the date of this Prospectus, regardless of the amount raised under the Entitlement Offer, no Shareholder will increase their holding, to an amount in excess of 19.99% as a result of applying for their Entitlements.

Further as set out in Section 3.3, on the basis of the allocation policy, no person will acquire, through participation in the Shortfall Offer a holding of Shares of, or increase their holding to, an amount in excess of 19.99% of all the Shares on issue on completion of the Entitlement Offer.

Further there will be no change to any Shareholder's voting power as a result of the issue of the New Options. Where New Options are exercised into Shares, the voting power of the Shareholders who exercise the New Options will increase. The likelihood of New Options being exercised is dependent on the price of Shares from time to time until the New Options expire.

It is a general rule under section 606 of the Corporations Act that a person cannot acquire a relevant interest in issued voting shares in a company if, because of the transaction in relation to securities, a person's voting power in the company increases from 20% or below to more than 20% or from a starting point that is above 20% and below 90%. There are certain exceptions to the above prohibition in section 611 of the Corporations Act.

Item 10 of section 611 of the Corporations Act (**Entitlement Issue Exception**) provides an exception for an increase in voting power pursuant to an entitlement issue if the following conditions are satisfied:

- (a) the company offers to issue securities to every person who holds securities on a pro-rata basis;
- (b) all those persons have a reasonable opportunity to accept the offers made to them;
- (c) agreements to issue are not entered into until the closing date of the offer; and
- (d) the terms of the offer are all the same.

2.7 Potential dilution on non-participating Shareholders

Shareholders should note that if they do not participate in the Entitlement Offer, assuming the full amount offered is raised under the Entitlement Offer and no Options are exercised, their holdings are likely to be diluted by approximately 25.17% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus) as a result of the impact of the Entitlement Offer.

No immediate dilution will occur as a result of the issue of Options offered pursuant to this Prospectus. However subsequent exercise of any or all of the Options offered pursuant to this Prospectus will result in dilution. Assuming all Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Entitlement Offer, are likely to be diluted by an aggregate of approximately 29.53% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).

For illustrative purposes, the table below shows how the dilution may impact the holdings of Shareholders:

| HOLDER | HOLDING AS AT RECORD DATE | % AT RECORD DATE ¹ | ENTITLEMENTS UNDER THE ENTITLEMENT OFFER | HOLDINGS IF ENTITLEMENT OFFER NOT TAKEN UP | % POST OFFERS ² |
|---------------|---------------------------|-------------------------------|--|--|----------------------------|
| Shareholder 1 | 10,000,000 | 11.48% | 3,333,333 | 10,000,000 | 8.61% |
| Shareholder 2 | 5,000,000 | 5.74% | 1,666,667 | 5,000,000 | 4.31% |
| Shareholder 3 | 1,500,000 | 1.72% | 500,000 | 1,500,000 | 1.29% |
| Shareholder 4 | 400,000 | 0.46% | 133,333 | 400,000 | 0.34% |
| Shareholder 5 | 50,000 | 0.06% | 16,667 | 50,000 | 0.04% |

Notes:

1. This is based on a share capital of 87,124,268 (being the sum of the 86,924,268 Shares on issue as at the date of this Prospectus and the aggregate of 200,000 vested Performance Rights held by Maja McGuire and Birgit Liiodden, respectively, which are expected to be exercised prior to the Record Date) and assumes no other Shares are issued prior to the Record Date.
2. Assuming the full amount offered is raised under the Entitlement Offer and no 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. DETAILS OF THE OFFER AND HOW TO APPLY

3.1 The Entitlement Offer

The Offer is for a pro-rata non-renounceable entitlement offer of approximately 29,041,423 Shares at an issue price of \$0.07 per Share, on the basis of one (1) Share for every three (3) Shares held by Eligible Shareholders as at the Record Date, together with one (1) New Option for every three (3) Shares subscribed for and issued. Fractional entitlements under the Entitlement Offer will be rounded up to the nearest whole number.

The Entitlement Offer is non-renounceable. Accordingly, Entitlements cannot be traded on the ASX, nor can they be sold, transferred or otherwise disposed of.

Based on the capital structure of the Company as at the date of this Prospectus and assuming no Options are exercised or Performance Rights are converted prior to the Record Date (excluding the aggregate of 200,000 vested Performance Rights held by Maja McGuire and Birgit Liudden, respectively, which are expected to be exercised prior to the Secondary Offer Closing Date), a maximum of approximately 29,041,423 Shares and 9,680,475 New Options are to be issued under the Entitlement Offer to raise up to approximately \$2,032,900 (before costs).

As at the date of this Prospectus, the Company has 5,750,000 Options on issue, all of which may be exercised prior to the Record Date in order to participate in the Entitlement Offer. Please refer to Section 4.3 for information on the exercise prices and expiry dates of the Options on issue.

As at the date of this Prospectus, the Company has 2,735,000 Performance Rights on issue. Following the exercise of an aggregate of 200,000 vested Performance Rights held by Maja McGuire and Birgit Liudden, respectively, which is expected to occur prior to the Secondary Offer Closing Date, the Company will have 2,535,000 Performance Rights on issue, which remain subject to vesting conditions and, as such, cannot be exercised prior to the Record Date in order to participate in the Offers. Please refer to Section 4.3 for information on the Performance Rights on issue.

The Shares offered under the Entitlement Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.1 for further information regarding the rights and liabilities attaching to Shares.

The New Options offered under the Entitlement Offer will be issued on the terms and conditions set out in Section 5.2 of this Prospectus. All Shares issued on conversion of the New Options will rank equally with the Shares on issue at the date of this Prospectus.

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

The purpose of the Entitlement Offer and the intended use of funds raised under the Entitlement Offer are set out in Section 4.1 of this Prospectus.

3.2 Minimum subscription

There is no minimum subscription to the Offers.

3.3 Shortfall Offer and allocation policy

Any Entitlement not taken up pursuant to the Entitlement Offer (**Shortfall Securities**) will form the Shortfall Offer. The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each Share to be issued under the Shortfall Offer shall be \$0.07 being the price at which Shares have been offered under the Entitlement Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and potentially be allocated to other Eligible Shareholders or other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of Securities proposed to be issued under the Entitlement Offer.

Eligible Shareholders who wish to subscribe for Securities above their Entitlement are invited to apply for Shortfall Securities under the Shortfall Offer by completing the appropriate section on their Entitlement and Acceptance Form or by making payment for such Shortfall Securities in accordance with Section 3.3.

The Board presently intends to allocate Shortfall Securities as follows:

- (a) to GAM (or its nominees) to satisfy payment of the Extension Fee and Establishment Fee payable under the Working Capital Agreement and Loan Agreement via the conversion of the two fees in the Shortfall Offer;
- (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, which may include parties who are not currently Shareholders.

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%.

The Company reserves the right to issue an Eligible Shareholder a lesser number of Shortfall Securities than applied for or no Shortfall Securities at all. However, the Directors do not intend to refuse an application for Shortfall Securities from Eligible Shareholders other than in circumstances of oversubscription or where acceptance may result in a breach of the Corporations Act. If the number of Shortfall Securities applied for by Eligible Shareholders exceeds the total Shortfall, the Shortfall Securities will be allocated among applying Eligible Shareholders proportionate to their existing holdings.

All decisions regarding the allocation of Shortfall Securities will be made by the Directors and will be final and binding on all applicants under the Shortfall Offer; as such there is no guarantee that any Shortfall Securities applied for will be issued to Eligible Shareholders.

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

3.4 What Eligible Shareholders may do

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

| OPTION | KEY CONSIDERATIONS | FOR MORE INFORMATION |
|--|--|----------------------------|
| Take up all of your Entitlement | <p>(a) Should you wish to accept all of your Entitlement, then your application for Securities under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which can be accessed at https://portal.automic.com.au/investor/home. Please read the instructions carefully.</p> <p>(b) Payment can be made by the methods set out in Section 3.5. As set out in Section 3.5, if you pay by BPAY® or EFT you do not need to return the Entitlement and Acceptance Form.</p> | Sections 3.5 and 3.6. |
| Take up all of your Entitlement and also apply for Shortfall Securities | <p>(a) Should you wish to accept all of your Entitlement and apply for Shortfall Securities, then your application for your Entitlement and additional Shortfall Securities under this Prospectus must be made by following the instructions on your</p> | Sections 3.3, 3.5 and 3.6. |

| OPTION | KEY CONSIDERATIONS | FOR MORE INFORMATION |
|--|---|------------------------------|
| | <p>personalised Entitlement and Acceptance Form which can be accessed at https://portal.automic.com.au/investor/home. Please read the instructions carefully.</p> <p>(b) Payment can be made by the methods set out in Section 3.5. Payment should be made for your Entitlement and the amount of the Shortfall for which you are applying. As set out in Section 3.5, if you pay by BPAY® or EFT you do not need to return the Entitlement and Acceptance Form.</p> <p>(c) If you apply for Shortfall Securities beyond your Entitlement you are deemed to have accepted your Entitlement in full. You should note that the allocation of Shortfall Securities is at the Company's discretion as per the allocation policy set out in Section 3.3. Accordingly, your application for additional Shortfall Securities may be scaled-back. There is no guarantee that Eligible Shareholders will receive Securities applied for under the Shortfall Offer.</p> <p>(d) The Company's decision on the number of Shortfall Securities to be allocated to you will be final.</p> | |
| Take up a proportion of your Entitlement and allow the balance to lapse | <p>(a) Should you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which can be accessed at https://portal.automic.com.au/investor/home for the number of Securities you wish to take up. Please read the instructions carefully.</p> <p>(b) Payment should be made for your Entitlement for which you are applying. Payment can be made by the methods set out in Section 3.5. As set out in Section 3.5, if you pay by BPAY® or EFT you do not need to return the Entitlement and Acceptance Form.</p> | Section 3.5 and Section 3.6. |
| Allow all or part of your Entitlement to lapse | If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the offer to you will lapse. | N/A |

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

3.5 Payment options

3.5.1 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;

- (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 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.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. **It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00pm (WST) on the Closing Date. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.**

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

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the CRN specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. **Do not use the same CRN for more than one of your Shareholdings.** This can result in your Application monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any Application in respect of your remaining Shareholdings will not be valid).

3.5.2 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 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.

3.5.3 By Cheque

Payment by cheque will not be accepted.

3.6 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 Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and
- (b) you acknowledge that once 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.

3.7 Secondary Offers

This Prospectus also includes the following secondary offers:

- (a) 1,250,000 Advisor Options to AT Capital (or its nominee(s)) (**Advisor Offer**); and
- (b) a cleansing offer of 100 Shares at an issue price of \$0.07 per Share for the purpose of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Secondary Offer Closing Date (**Cleansing Offer**),

(together, the **Secondary Offers**).

3.7.1 The Advisor Offer

The Advisor Offer is made to AT Capital (or its nominee(s)) pursuant to the IR Service Agreement, the material terms of which are set out in Section 7.4.1 below.

The issue of Advisor Options under the Advisor Offer is subject to Shareholder approval at the General Meeting.

The Advisor Offer will only be extended to AT Capital (or its nominee(s)). Accordingly, an Application Form in relation to the Advisor Offer will only be provided by the Company to AT Capital (or its nominee(s)).

The Advisor Options under the Advisor Offer will be issued on or around September 2025, following the General Meeting, on the terms and conditions set out in Section 5.2.

The purpose of the Advisor Offer is to remove any trading restrictions attaching to the Advisor Options issued under the Advisor Offer and any Shares issued on exercise of these Advisor Options, given that the Advisor Options offered under the Advisor Offer are being issued with disclosure under this Prospectus.

3.7.2 The Cleansing Offer

The Company is seeking to raise only a nominal amount of \$7, through the issue of 100 Shares at an issue price of \$0.07 per Share for the purpose of s 708A(11) of the Corporations Act to remove any trading restrictions on the sale of Shares issued by the Company prior to the Secondary Offer Closing Date.

The primary purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Secondary Offer Closing Date so that, following quotation of those Shares, any on-sale of Shares issued before the Secondary Offer Closing Date does not breach section 707(3) of the Corporations Act, this will include the Shares issued from the conversion of vested performance rights.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

The Shares are in a class of quoted securities. It is not currently intended that any Shares will be issued under the Cleansing Offer.

3.8 ASX listing

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

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.

3.9 Issue of Securities

Securities issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out in Section 2.1.

Securities issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of Securities issued is less than the number applied for, or where no issue is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

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

Holding statements for Securities issued under the Offers will be mailed as soon as practicable after the issue of Securities and for Shortfall Securities issued under the Shortfall Offer as soon as practicable after their issue.

3.10 Overseas Shareholders

This document does not constitute an offer of Shares of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the new Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

European Union (France and Germany)

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

In accordance with Article 1(4)(a) of the Prospectus Regulation, an offer of new Shares and New Options in France and Germany is limited:

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

New Zealand

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021. In addition, for shareholders who subscribe for New Shares, the Company will issue New Options for no consideration.

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

Nominees and custodians

Nominees and custodians may not distribute this document, and may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia or New Zealand without the prior consent of the Company, taking into account relevant securities law restrictions. 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.

3.11 Enquiries

Any questions concerning the Offers should be directed to the Company Secretary, on +61 8 6364 5095 or info@kuniko.eu.

4. PURPOSE AND EFFECT OF THE OFFER

4.1 Purpose of the Offer

The purpose of the Entitlement Offer is to raise up to approximately \$2,032,900 (before costs).

The funds raised from the Entitlement Offer (assuming all Entitlements are accepted) are intended to be applied in accordance with the table set out below:

| PROCEEDS OF THE OFFERS | FULL SUBSCRIPTION (\$) | (%) |
|--|------------------------|-------------|
| Repayment of outstanding debt and interest | 174,000 | 8.6% |
| General and Administrative Expenses | 697,000 | 34.3% |
| Exploration expenditure | 220,000 | 10.8% |
| Working capital and growth opportunities | 888,400 | 43.7% |
| Expenses of the Offers ¹ | 53,500 | 2.6% |
| Total | 2,032,900 | 100% |

Notes:

1. Refer to Section 7.8 for further details regarding the estimated expenses of the Offers.
2. In the event the circumstances change or other opportunities arise, the Directors reserve the right to vary the proposed use of funds to maximise benefits to Shareholders.

On the basis that the Entitlement Offer is fully subscribed, the Board believes the Company will have sufficient working capital from funds raised (together with existing cash reserves) to achieve its stated objectives. In the event the Entitlement 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.

The above tabled expenditures represent a statement of current intentions as of the date of this Prospectus. As with any budget, intervening events (including exploration success or failure) and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way funds are applied on this basis.

4.2 Effect of the Offer

The principal effect of the Offers (assuming all Entitlements are accepted and no other Shares are issued prior to the Record Date (including on exercise or conversion of other Securities on issue) will be to:

- (a) increase the cash reserves by approximately \$2,032,900 (before deducting the estimated expenses of the Offers) immediately after completion of the Offers;
- (b) increase the number of Shares on issue from 86,924,268 Shares as at the date of this Prospectus to approximately 116,165,791 Shares following completion of the Offers; and
- (c) increase the number of Options on issue from 5,750,000 Options as at the date of this Prospectus to up to approximately 16,680,475 Options following completion of the Offers.

4.3 Effect on capital structure

The effect of the Offers on the capital structure of the Company (assuming no other Shares are issued prior to the Record Date including on exercise or conversion of other Securities on issue and all Entitlements are accepted) is set out below.

Shares

| | FULL SUBSCRIPTION (\$2,032,900) ¹ |
|---|---|
| Offer Price per Share | \$0.07 |
| Shares on issue at the date of this Prospectus ² | 86,924,268 |

| | FULL SUBSCRIPTION (\$2,032,900) ¹ |
|---|---|
| Shares on issue at the Record Date ^{2,3} | 87,124,268 |
| Shares offered under the Entitlement Offer ^{2,5} | 29,041,423 |
| Shares offered under the Cleansing Offer ² | 100 |
| Gross proceeds of the Entitlement Offer ^{1,5} | \$2,032,900 |
| Shares on issue post-Offers | 116,165,791 |

Notes:

1. Assuming the full amount offered is raised under the Entitlement Offer. Note that this figure has been rounded up to the nearest whole number.
2. Refer to Section 5.1 for the terms of the Shares.
3. Assuming an aggregate of 200,000 vested Performance Rights held by Maja McGuire and Birgit Liodden, respectively, are exercised prior to the Secondary Offer Closing Date.
4. Comprising:
 - (a) up to 1,544,758 Shares and 514,920 New Options to GAM (or its nominee(s)) in satisfaction of the Extension Fee payable under the Working Capital Agreement; and
 - (b) up to 557,143 Shares and 185,715 New Options to GAM (or its nominee(s)) in satisfaction of the Establishment Fee payable under the Loan Agreement,
 which the Company has agreed to issue under the Shortfall Offer, as set out in Section 2.2.4 above.
5. Comprising gross proceeds of the issue of Shares under the Entitlement Offer.

Options

| | FULL SUBSCRIPTION (\$2,032,900) ¹ |
|--|---|
| Offer Price per New Option | Nil |
| Options currently on issue ² | 5,750,000 |
| New Options offered under the Entitlement Offer ^{3,4} | 9,680,475 |
| Advisor Options offered under the Advisor Offer ^{3,5,6} | 1,250,000 |
| Options on issue post-Offers⁶ | 16,680,475 |

Notes:

1. Assuming the full amount offered is raised under the Entitlement Offer. Note that this figure has been rounded up to the nearest whole number.
2. Comprising:
 - (a) 200,000 unlisted Options exercisable at \$0.35 each on or before 19 June 2027;
 - (b) 250,000 unlisted Options exercisable at \$1.25 each on or before 3 October 2026;
 - (c) 800,000 unlisted Options exercisable at \$0.25 each on or before 7 November 2026;
 - (d) 2,250,000 unlisted Options exercisable at \$0.69 each on or before 11 May 2027; and
 - (e) 2,250,000 unlisted Options exercisable at \$0.921 each on or before 11 May 2027.
3. Refer to Section 5.2 for the terms of the New Options and Advisor Options.
4. Fractional Entitlements under the Entitlement Offer are rounded up to the nearest whole number.
5. Comprising 1,250,000 Advisor Options to AT Capital (or its nominee(s)), subject to Shareholder approval at the General Meeting, pursuant to the IR Service Agreement, the material terms of which are set out in Section 7.4.1 below.
6. As set out in Section 3.7.1, the issue of the New Options offered under the Advisor Offer is subject to the relevant Shareholder approval being obtained at the General Meeting, however, is included in the total Options on issue post-Offers.

Performance Rights

| | FULL SUBSCRIPTION (\$2,032,900) ¹ |
|--|--|
| Performance Rights currently on issue | 2,735,000 |
| Performance Rights offered under this Prospectus | Nil |
| Performance Rights on issue post-Offers^{2,3} | 2,535,000 |

Notes:

1. Assuming the full amount offered is raised under the Entitlement Offer. Note that this figure has been rounded up to the nearest whole number.
2. Assuming an aggregate of 200,000 vested Performance Rights held by Maja McGuire and Birgit Liodden, respectively, are exercised prior to the Secondary Offer Closing Date.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 95,409,268 Shares and on completion of the Offers (assuming no other Shares are issued prior to the Record Date including on exercise or conversion of other Securities on issue, except the aggregate of 200,000 vested Performance Rights held by Maja McGuire and Birgit Liodden, respectively, which are expected to be exercised prior to the Secondary Offer Closing Date) and all Entitlements are accepted prior to the Record Date) would be 135,381,266 Shares.

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

4.4 Pro-forma statement of financial position

The unaudited balance sheet as at 30 June 2025 and the unaudited pro-forma balance sheet as at 31 July 2025 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming no other Shares are issued prior to the Record Date including on exercise or conversion of other Securities on issue and all Entitlements are accepted and including expenses of the Offers.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

| | UNAUDITED FY ENDED 31 DECEMBER 2024 (\$) | SUBSEQUENT EVENT ADJUSTMENT | FULLY SUBSCRIBED ENTITLEMENT OFFER | PROFORMA FULL SUBSCRIPTION (\$) |
|--|---|-----------------------------------|---|--|
| Current assets | | | | |
| Cash and cash equivalents | 928,759 | (523,714) | 1,979,400 | 2,384,445 |
| Trade and other receivables | 74,461 | | | 74,461 |
| Prepaid expenses | 135,423 | | | 135,423 |
| Total current assets | 1,138,643 | (523,714) | 1,979,400 | 2,594,329 |
| Non-Current assets | | | | |
| Exploration and evaluation expenditure | 11,217,210 | | | 11,217,210 |
| Plant and equipment | 22,527 | | | 22,527 |
| Right-of-use assets | 270,600 | | | 270,600 |
| Total non-current assets | 11,510,337 | | | 11,510,337 |
| Total assets | 12,648,980 | (523,714) | 1,979,400 | 14,104,666 |
| Current liabilities | | | | |

| | UNAUDITED FY ENDED 31 DECEMBER 2024 (\$) | SUBSEQUENT EVENT ADJUSTMENT | FULLY SUBSCRIBED ENTITLEMENT OFFER | PROFORMA FULL SUBSCRIPTION (\$) |
|--------------------------------------|---|-----------------------------------|---|--|
| Creditors and Borrowings | - | 1,323,487 | (173,487) | 1,150,000 |
| Trade and other payables | 456,285 | | | 456,285 |
| Other current liabilities | 277,823 | | | 277,823 |
| Lease liabilities | 107,288 | | | 107,288 |
| Total current liabilities | 841,396 | 1,323,487 | (173,487) | 1,991,396 |
| Non-current liabilities | | | | |
| Lease liabilities | 163,860 | | | 163,860 |
| Total non-current liabilities | 163,860 | | | 163,860 |
| Total liabilities | 1,005,256 | 1,323,487 | (173,487) | 2,155,256 |
| Net assets | 11,643,724 | (1,847,201) | 2,152,887 | 11,949,410 |
| Equity | | | | |
| Issued capital | 26,428,069 | | 1,979,400 | 28,407,469 |
| Share-based payments reserve | 688,138 | | | 688,138 |
| Accumulated losses | (15,472,483) | (1,847,201) | 173,487 | (17,146,197) |
| Total equity | 11,643,724 | (1,847,201) | 2,152,887 | 11,949,410 |

Notes:

- Subsequent event adjustment to recognise loan and cash movements since 31 December 2024.

4.5 Details of substantial holders

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

| SHAREHOLDER | SHARES | % (UNDILUTED) ¹ | ENTITLEMENT | | \$ |
|---------------------------------|------------|----------------------------|-------------|-------------|--------------|
| | | | SHARES | NEW OPTIONS | |
| Citicorp Nominees Pty Limited | 18,430,220 | 21.20% | 6,143,407 | 2,047,803 | \$430,038.49 |
| Vulcan Energy Resources Limited | 13,749,435 | 15.82% | 4,583,145 | 1,527,715 | \$320,820.15 |

Notes:

- This is based on a share capital of 86,924,268 Shares at the date of this Prospectus. The voting power in the table is prior to settlement of the Offer.

The voting power of the substantial Shareholders on completion of the Offers will ultimately depend on whether they elect to participate in the Entitlement Offer and the final number of Shares issued pursuant to the Entitlement Offer.

No Shareholder will, as a result of the Offers, increase their relevant interest in the Company to above 20%.

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

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

(a) General meetings

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

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

(b) Voting rights

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

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

(c) Dividend rights

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

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the company is wound up and the surplus assets are insufficient to repay the whole of the paid up capital, the surplus assets must be distributed so that, as nearly as may be, the losses are borne by the members in proportion to the capital paid up or which ought to have been paid up on the shares held by them at the commencement of the winding up.

If in a winding up the assets available for distribution among the members are more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess must be distributed among the members in proportion to the capital paid up or which ought to have been paid up on the shares held by them at the commencement of the winding up.

(e) **Shareholder liability**

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

(f) **Transfer of shares**

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

(g) **Future increase in capital**

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

(h) **Variation of rights**

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

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

(i) **Alteration of constitution**

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

5.2 **Rights attaching to New Options and Advisor Options**

The terms below apply equally to the New and Advisor Options, save and except for the Exercise Price which is detailed below.

(a) **Entitlement**

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

(b) **Exercise Price**

The amount payable upon exercise of each:

- (i) New Option is \$0.14;
- (ii) Advisor Option is \$0.12,

(each an **Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00pm (WST) on or before two (2) years from the date of issue (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

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

(f) **Exercise Date**

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

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

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

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Section 5.2(g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Transferability**

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

6. RISK FACTORS

6.1 Introduction

The Securities offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 6, together with all other information contained in this Prospectus.

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

The risks factors set out in this Section 6, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities. This Section 6 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 6 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

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

6.2 Company specific

| RISK CATEGORY | RISK |
|------------------------|---|
| Potential for dilution | <p>Upon implementation of the Offers, assuming all Entitlements are accepted and assuming no other Shares are issued prior to the Record Date, the number of Shares in the Company will increase from 86,924,268 Shares currently on issue to approximately 116,165,791. This means that immediately after the Offers each Share will represent a significantly lower proportion of the ownership of the Company.</p> <p>In addition to the control impacts set out in Section 2.6, Shareholders should note that if they do not participate in the Entitlement Offer, their holdings are likely to be diluted by approximately 25.17% (as compared to their holdings and number of Shares on issue as at the Record Date). Examples of how the dilution may impact Shareholders is set out in the table at Section 2.7.</p> <p>No immediate dilution will occur as a result of the issue of Options under this Prospectus. However subsequent exercise of any or all of the Options offered pursuant to this Prospectus will result in dilution. Assuming all Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not participate in the Entitlement Offer, are likely to be diluted by an aggregate of approximately 29.53% (as compared to their holdings and number of Shares on issue as at the date of the Prospectus).</p> <p>It is not possible to predict what the value of the Company, a Share or an Option will be following the completion of the Offers 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 Prospectus being lodged of \$0.099 per Share is not a reliable indicator as to the potential trading price of Shares after completion of the Offers.</p> |

| RISK CATEGORY | RISK |
|--|--|
| Additional requirements for capital | <p>The funds raised under the Entitlement Offer complement the Company's existing cash reserves and available current assets and is considered sufficient to meet the current proposed objectives of the Company. Additional funding may be required in the event future costs exceed the Company's estimates or future revenues are below the Company's estimates and to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities, and to meet any unanticipated liabilities or expenses which the Company may incur.</p> <p>The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. Failure to obtain sufficient financing for the Company's activities and future projects may result in delay and indefinite postponement of operations and further development programmes. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to Shareholders.</p> |
| Going Concern | <p>The Company's annual report for the year ending 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 continue as a going concern.</p> <p>Notwithstanding the 'going concern' qualification included in the Financial 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 exploration commitments and short term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long term working capital costs of the Company. In the event that the Entitlement 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> |
| Control risk | <p>Vulcan Energy Resources Limited is currently the largest individual Shareholder of the Company and has a relevant interest in approximately 15.82% of the Shares in the Company. Assuming Vulcan Energy Resources Limited takes up its full Entitlement and no other Shareholders accept their Entitlements, Vulcan Energy Resources Limited's voting power in the Company could be as high as 20.03%.</p> <p>Vulcan Energy Resources Limited's significant interest in the capital of the Company means that it is in a position to potentially influence the financial decisions of the Company, and its interests may not align with those of all other Shareholders.</p> |
| Exploration and operating | <p>The mineral exploration licences comprising the Company's projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings.</p> <p>There can be no assurance that future exploration of these licences, or any other mineral licences that may be acquired in the future, will result in the discovery of an economic resource. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited.</p> <p>The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns or adverse weather conditions, unanticipated operational and technical difficulties, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated</p> |

| RISK CATEGORY | RISK |
|--|---|
| | <p>metallurgical problems which may affect extraction costs, industrial and environmental accidents, industrial disputes, unexpected shortages and increases in the costs of consumables, spare parts, plant, equipment and staff, native title process, changing government regulations and many other factors beyond the control of the Company.</p> <p>The success of the Company will also depend upon the Company being able to maintain title to the mineral exploration licences comprising the Company's projects and obtaining all required approvals for their contemplated activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Company's projects, a reduction in the cash reserves of the Company and possible relinquishment of one or more of the mineral exploration licences comprising the Company's projects.</p> |
| Tenure | <p>Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements and/or applications for tenements will be approved. The renewal of the term of a granted tenement is also subject to the applicable mining acts and regulations in Norway.</p> <p>The renewal of the term of a granted tenement is subject to the discretion of the Directorate of Mining in Norway. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements comprising the Company's projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.</p> <p>The tenements overlap certain third party interests that may limit the Company's ability to conduct exploration and mining activities including selected habitat types, old mines, reindeer grazing areas, cultural heritage monuments and or sites and protected areas.</p> |
| Related Party Risk | <p>The Company may enter into contractual relationships with related parties. If these relationships breakdown and the related party agreements are terminated, there is a risk that the Company may not be able to find a satisfactory replacement.</p> <p>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"> (a) financial failure or default by a participant in any agreement to which the Company may become a party; and/or (b) insolvency, default on performance or delivery by any operators, contractors or service providers. <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> |
| Land rights of indigenous peoples | <p>Land rights of indigenous peoples in are currently under review in Norway, including the indigenous people of Norway, the Sámi people.</p> <p>If indigenous land rights are found to exist in relation to lands the subject of any of the Company's material exploration licences, the ability of the Company to gain access to tenements, or to progress from the exploration stage to the development and mining stages</p> |

| RISK CATEGORY | RISK |
|---|---|
| | of operations may be adversely affected in the absence of an agreement in respect of such potential indigenous rights. |
| International operations and foreign jurisdiction risk | <p>While Norway is generally considered to be politically stable and a prosperous nation, Norway's risk profile is different to that of Western Australia's. Accordingly, investors in the Company may be exposed to an increased risk compared to other mineral companies with activities in Western Australia. Furthermore, the Company is subject to the risks associated in operating in Norway. Such risks could potentially include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations that require the employment of local residents or contractors or require other benefits to be provided to local residents.</p> <p>Changes to Norway's mining or investment policies and legislation or a shift in political attitude may adversely affect the Company's operations and profitability. In particular, while there are currently no restrictions on the foreign ownership of mining companies in Norway, there can be no assurance that the requirements of the various governments in respect of foreign ownership and control of mining companies will not change. It is not possible for the Company to accurately predict such developments or changes in laws or policy or to what extent any such developments or changes may have a material adverse effect on the Company's operations.</p> |

6.3 Industry specific

| RISK CATEGORY | RISK |
|----------------------------|---|
| Exploration success | <p>The Company's projects are at various stages of exploration, and potential investors should understand that mineral exploration and development are speculative and high-risk undertakings that may be impeded by circumstances and factors beyond the control of the Company. Success in this process involves, among other things:</p> <ul style="list-style-type: none"> (a) discovery and proving-up, or acquiring, an economically recoverable resource or reserve; (b) access to adequate capital throughout the acquisition/discovery and project development phases; (c) securing and maintaining title to mineral exploration projects; (d) obtaining required development consents and approvals necessary for the acquisition, mineral exploration, development and production phases; and (e) accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees. <p>There can be no assurance that exploration of the Company's projects, or any other exploration properties that may be acquired in the future, will result in the discovery of an economic mineral resource. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p> <p>There is no assurance that exploration or project studies by the Company will result in the definition of an economically viable mineral deposit or that the exploration tonnage estimates and conceptual project developments discussed in this Offer Document are able to be achieved.</p> |

| RISK CATEGORY | RISK |
|---|--|
| | The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company. |
| Exploration Costs | The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainty, and accordingly, the actual costs may materially differ from the estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely impact the Company's viability. |
| Resource and reserves and exploration targets | <p>The Company has identified a number of exploration targets based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining a resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted.</p> <p>Reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.</p> |
| Grant of future authorisations to explore and mine | If the Company discovers an economically viable mineral deposit that is then intends to develop, it will, among other things, require various approvals, licence and permits before it will be able to mine the deposit. There is no guarantee that the Company will be able to obtain all required approvals, licenses and permits. To the extent that required authorisations are not obtained or are delayed, the Company's operational and financial performance may be materially adversely affected. |
| Results of studies | Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies in respect to the Company's projects. These studies may include scoping, prefeasibility, definitive feasibility and bankable feasibility studies. These studies will be completed within parameters designed to determine the economic feasibility of the Company's projects within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the Company's projects, or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study). |
| Mine development | Possible future development of mining operations at the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. |

| RISK CATEGORY | RISK |
|------------------------------|---|
| | <p>If the Company commences production on one of the Company's projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of the Company's projects.</p> <p>The risks associated with the development of a mine will be considered in full should the Company's projects reach that stage and will be managed with ongoing consideration of stakeholder interests.</p> |
| Regulatory compliance | <p>The Company's operating activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.</p> <p>While the Company believes that it is in substantial compliance with all material current laws and regulations, agreements or changes in their enforcement or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its properties, which could have a material adverse impact on the Company's current operations or planned development projects.</p> <p>Obtaining necessary permits can be a time-consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Tenements.</p> |

6.4 General risks

| RISK CATEGORY | RISK |
|--------------------------|--|
| Economic risks | <p>General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's activities, as well as on its ability to fund those activities.</p> |
| Market conditions | <p>Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for</p> |

| RISK CATEGORY | RISK |
|----------------------------------|--|
| | equities. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. |
| Taxation | <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 Prospectus.</p> |
| Reliance on key personnel | 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. 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. |
| Litigation risks | The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation. |
| Dividends | Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company. |
| Climate Risk | <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> <p>(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and</p> <p>(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.</p> |

| RISK CATEGORY | RISK |
|--|---|
| Pandemics | <p>The outbreak of a pandemic such as the coronavirus disease (SARS-CoV-2 (severe acute respiratory syndrome coronavirus 2), coronavirus disease 2019 or COVID 19, including any future resurgence or evolutions or mutations thereof or any related or associated epidemic, pandemic or disease outbreak) (COVID-19) may impact global economic markets. While COVID-19 is not currently materially affecting the Company's operations, with the potential for further outbreaks and new strains of the virus, the ongoing nature and extent of the effect of the COVID-19 outbreak on the performance of the Company remains unknown.</p> <p>The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by a pandemic such as COVID-19. Further, any governmental or industry measures taken in response to a pandemic may adversely impact the Company's operations and are likely to be beyond the control of the Company.</p> <p>In addition, the effects of a pandemic on the market price of the Shares and global financial markets generally may also affect the Company's ability to raise equity or debt if and when required or require the Company to issue capital at a discount, which may result in dilution for some or all Shareholders.</p> |
| Change in government policy and legislation | <p>Any material adverse changes in relevant government policies or legislation of Australia may affect the viability and profitability of the Company, and consequent returns to investors. The activities of the Company are subject to various federal, state and local laws governing prospecting, development, production, taxes, labour standards and occupational health and safety, and other matters.</p> |
| Equity market conditions | <p>Securities listed on the stock market can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of Shares may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general.</p> <p>General factors that may affect the market price of Shares include economic conditions in both Australia and internationally (particularly Australian, US and Chinese economic conditions), investor sentiment, local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.</p> |
| Economic conditions and other global or national issues | <p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration 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> |

| RISK CATEGORY | RISK |
|---|---|
| Global Conflicts - Ukraine and Gaza Specific | <p>The current evolving conflict between Ukraine and Russia and Israel and Palestine (Ukraine and Gaza Conflicts) 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> |
| US Tariffs | <p>The US Government has recently imposed and may continue to impose tariffs or other trade restrictions on imports from certain countries. A significant risk to the Company's economic outlook is the threat of the imposition of US tariffs, which could disrupt global trade, business and investment. While the scope and duration of potential trade conflicts remain highly uncertain, any broad-based tariff measures could lead to weaker GDP growth and higher inflation across the global economy. The implications and consequences of the US tariffs are uncertain and are beyond the control of the Company.</p> |
| Force Majeure | <p>The Company's projects now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.</p> |

6.5 Speculative investment

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

Prospective investors should consider that an investment in the Company is highly speculative.

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

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

7. ADDITIONAL INFORMATION

7.1 Litigation

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

7.2 Continuous disclosure obligations

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;
 - (ii) any half-year financial report lodged by the Company after the lodgement of the annual financial report referred to in Section 7.2(c)(i) above and before the lodgement of this Prospectus with the ASIC; and
 - (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in Section 7.2(c)(i) above and before the lodgement of this Prospectus with the ASIC.

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

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

| DATE | DESCRIPTION OF ANNOUNCEMENT |
|---------------|--|
| 31 July 2025 | Quarterly Activities/Appendix 5B Cash Flow Report |
| 24 July 2025 | Final Director's Interest Notice - Bruno Piranda |
| 24 July 2025 | Final Director's Interest Notice - Birgit Liodden |
| 24 July 2025 | Green Platform Funding Application for EU Supply Chain |
| 29 May 2025 | Results of Annual General Meeting |
| 29 May 2025 | Annual General Meeting Presentation |
| 30 April 2025 | Quarterly Activities/Appendix 5B Cash Flow Report |
| 28 April 2025 | Notice of Annual General Meeting/Proxy Form |
| 11 April 2025 | Application for quotation of securities - KNI |
| 2 April 2025 | Company Secretary Appointment/Resignation |
| 28 March 2025 | Annual General Meeting Information |
| 28 March 2025 | Corporate Governance Statement & Appendix 4G |

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

The announcements are also available through the Company's website, www.kuniko.eu.

7.3 Market price of Shares

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

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

| | (\$) | DATE |
|---------|---------|------------------------------|
| Highest | \$0.16 | 30 April 2025 and 1 May 2025 |
| Lowest | \$0.09 | 18 July 2025 |
| Last | \$0.099 | 31 July 2025 |

7.4 Material Contracts

7.4.1 Investor Relations Agreement

The Company has entered into an investor relations service agreement with AT Capital Equity Pty Ltd (ACN 647 482 086) (**AT Capital**) dated 25 July 2025 (**Investor Relations Agreement**), pursuant to which AT Capital has agreed to:

- (a) promote the Company within its network, including email communications expressing its views on the Company's value and potential;
 - (b) participate in meeting with brokers and other financial professionals in its network to promote the Company's stock;
 - (c) leverage its expertise to better communicate information in a manner that would highlight the Company's achievements and value; and
 - (d) promote on-market buying of the Company's Shares from investors in its network,
- (together, the **Investor Relations Services**) for a period of twelve (12) months commencing on the date of the Investor Relations Agreement.

In consideration for providing the Investor Relations Services, the Company has agreed to issue 1,250,000 Advisor Options to AT Capital (or its nominee(s)), subject to Shareholder approval at the General Meeting.

The Investor Relations Agreement otherwise contains provisions considered standard for an agreement of its nature.

7.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the two years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

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

- (d) as an inducement to become, or to qualify as, a Director; or

- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offers.

Security holdings

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in Section 2.5.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$300,000 per annum.

A Director may be paid fees or other amounts (i.e., non-cash performance incentives such as Securities, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director.

In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total annual remuneration paid to both executive and non-executive Directors for the two years prior to the date of this Prospectus and the proposed remuneration for the year ending 31 December 2025.

| DIRECTOR | FY ENDING 31 DECEMBER 2025 (PROPOSED) | FY ENDED 31 DECEMBER 2024 (ACTUAL) | FY ENDED 31 DECEMBER 2023 (ACTUAL) |
|-------------------------------|---|--|--|
| Gavin Rezos | \$97,344 | 97,344 ¹ | \$363,304 ² |
| Brendan Borg | \$38,938 | 38,938 ³ | \$216,363 ⁴ |
| Maja McGuire | \$38,938 | 43,134 ⁵ | \$229,297 ⁶ |
| Birgit Liodden ¹⁰ | \$28,059 | 52,299 ⁷ | \$240,293 ⁸ |
| Bruno Piranda ^{9,10} | Nil | Nil | Nil |

Notes:

1. Comprising cash salary and fees of \$97,344.
2. Comprising cash salary and fees of \$96,904 and share-based payments of \$266,400.
3. Comprising cash salary and fees of \$38,938.
4. Comprising cash salary and fees of \$38,763 and share-based payments of \$177,600.
5. Comprising cash salary and fees of \$38,937 and share-based payments of \$4,197.
6. Comprising cash salary and fees of \$38,763 and share-based payments of \$190,534.
7. Comprising cash salary and fees of \$48,102 and share-based payments of \$4,197.
8. Comprising cash salary and fees of \$49,759 and share-based payments of \$190,534.
9. Appointed on 15 January 2024.
10. Birgit Liodden and Bruno Piranda resigned on 24 July 2025.

7.6 Interests of experts and advisers

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

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

- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

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

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

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

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$30,000 (excluding GST and disbursements) for these services.

7.7 Consents

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

Each of the parties referred to in this Section:

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

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus.

7.8 Expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$53,500 (excluding GST) and are expected to be applied towards the items set out in the table below:

| | \$ |
|--|---------------|
| ASIC fees | 3,206 |
| ASX fees | 10,294 |
| Legal fees | 30,000 |
| Registry costs, including printing, distribution and miscellaneous | 10,000 |
| TOTAL | 53,500 |

8. DIRECTORS' AUTHORISATION

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

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

9. GLOSSARY

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

Accrued Director Fees has the meaning given to it in Section 2.5.

Advisor Offer has the meaning given to it in Section 3.7.1.

Advisor Options means an Option issued on the terms set out in Section 5.2.

Applicant means a Shareholder who applies for Securities pursuant to the Entitlement Offer or a party who applies for Shortfall Securities pursuant to the Shortfall Offer.

Application Form means an Entitlement and Acceptance Form or Shortfall Application Form as the context requires.

Application Monies means money submitted by Applicants in respect of the Offers.

ASIC means the Australian Shares and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

AT Capital means AT Capital Equity Pty Ltd (ACN 647 482 086).

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

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

Cleansing Offer has the meaning given on the front cover of this Prospectus.

Closing Date means the date specified in the timetable set out at the commencement of this Prospectus for the closure of the Entitlement Offer (unless extended).

Company means Kuniko Limited (ACN 619 314 055).

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

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

CRN means Customer Reference Number in relation to BPAY®.

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

Director Fee Conversion has the meaning given to it in Section 2.5.

Eligible Shareholder means a Shareholder as at the Record Date who is who is eligible to participate in the Entitlement Offer.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Entitlement Offer to subscribe for Securities under this Prospectus.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Entitlement Offer means the pro-rata non-renounceable entitlement issue the subject of this Prospectus.

Establishment Fee has the meaning given to it in Section 2.2.4.

GAM means GAM Company Pty Ltd (ACN 680 708 249).

General Meeting has the meaning given to it in Section 2.2.5.

Governmental Agency means a government, government department or any governmental, semi-governmental or judicial entity or authority, including a stock exchange or a self-regulatory organisation established under statute.

Investor Relations Agreement has the meaning given to it in Section 7.4.1.

Investor Relations Services has the meaning given to it in Section 7.4.1.

Loan Agreement has the meaning given to it in Section 2.2.4.

New Options means an Option issued on the terms set out in Section 5.2.

Offers means the Entitlement Offer and the Secondary Offers.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Performance Right means a right to acquire a Share subject to the satisfaction of a performance milestone.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out in Section 2.1.

Relevant Interest has the meaning given to that term in the Corporations Act.

Secondary Offers means the Advisor Offer and Cleansing Offer.

Secondary Offer Closing Date means the date specified in the timetable set out at Section 2.1 (unless extended).

Section means a section of this Prospectus.

Securities means Shares and/or Options and/or Performance Rights as the context requires.

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

Shareholder means a holder of a Share.

Shortfall Application Form means the shortfall application form either attached to or accompanying this Prospectus, or which can be provided upon request.

Shortfall Offer means the offer of the Shortfall on the terms and conditions set out in Section 3.3.

Shortfall Securities means those Securities issued pursuant to the Shortfall Offer.

Working Capital Agreement has the meaning given to it in Section 2.2.4.

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