

LODESTAR MINERALS LIMITED

ACN 127 026 528

BONUS ISSUE PROSPECTUS

For a pro-rata non-renounceable entitlement offer of one (1) loyalty bonus Option (**Loyalty Option**) for every twenty (20) Shares held by those Shareholders registered at the Record Date (exercisable at \$0.01 on or before 31 August 2029) (**Offer**).

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 professional advisers without delay.

You do not need to take any action under this Prospectus to receive your Loyalty Options. Loyalty Options will be issued to eligible Shareholders in accordance with the timetable and disclosures outlined in this Prospectus.

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

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

IMPORTANT NOTICE

This Prospectus is dated 7 August 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.

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 5.

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 Offer is not being extended and Securities will not be issued to Shareholders with a registered address which is outside the Permitted Jurisdictions. For further information on overseas Shareholders please refer to Section 2.5.

Nominees and custodians may not distribute this Prospectus, and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia and the British Virgin Islands except, with the consent of the Company, to beneficial shareholders resident in certain other countries where the Company may determine it is lawful and practical to make the Offer.

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 6.2 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 (www.lodestarminerals.com.au).

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.lodestarminerals.com.au. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an resident in a Permitted Jurisdiction and must only access this Prospectus from within that country.

As set out in Section 2.1, no application form is required for this Offer. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 9435 3200 during office hours or by emailing the Company at companysecretary@lodestarminerals.com.au.

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 8.

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

Privacy statement

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 Offer please call the Company Secretary on +61 8 9435 3200

CORPORATE DIRECTORY

Directors

Ross Taylor
Non-Executive Chair

David McArthur
Non-Executive Director

Coraline Blaud
Non-Executive Director

Joint Company Secretaries

David McArthur

Jordan McArthur

Registered Office

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FREMANTLE WA 6160

Telephone: + 61 8 9435 3200

Email: companysecretary@lodestarminerals.com.au

Website: www.lodestarminerals.com.au

Share Registry*

Computershare Investor Services Pty Limited
Level 17, 221 St Georges Terrace
PERTH WA 6000
Telephone: +61 3 9415 4000
Facsimile: +61 2 9287 0303

Legal advisers

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

Auditor*

HLB Mann Judd (WA Partnership)
Level 4, 130 Stirling Street
PERTH WA 6000

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

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1. KEY OFFER INFORMATION

1.1 Timetable

ACTION	DATE
Lodgement of Appendix 3B with ASX	7 August 2025
Lodgement of Prospectus with the ASIC	7 August 2025
Lodgement of Prospectus with ASX	7 August 2025
Ex date	13 August 2025
Record Date for determining Entitlements	14 August 2025
Last day to issue the Loyalty Options and to lodge the Appendix 2A with ASX*	21 August 2025
Quotation of Loyalty Options issued under the Offer	22 August 2025

*The above dates are indicative only and subject to change. The Company reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. The Company also reserves the right not to proceed with the Offer at any time.

1.2 Key statistics of the Offer

Loyalty Option Entitlement Ratio	1 Loyalty Option for every 20 Shares held at the Record Date
Offer Price per Loyalty Option	Nil
Exercise Price of Loyalty Options ¹	\$0.01
Expiry Date of Loyalty Options ¹	31 August 2029
Maximum number of Loyalty Options to be issued under the Offer ²	19,936,191

Notes:

1. Refer to Section 4.1 for the terms of the Loyalty Options.
2. Assumes that no additional Shares are issued prior to the Record Date. The Company notes the actual number of Loyalty Options to be issued may vary due to rounding of individual entitlements.

1.3 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 Company is a listed investment company and derives its income from its investments in other companies. 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 5.

1.4 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	SHARES	OPTIONS	LOYALTY OPTION ENTITLEMENT
Ross Taylor	21,894,280	13,558,605 ¹	1,094,714
David McArthur	13,900,945	8,612,198 ²	695,048
Coraline Blaud	691,167	1,425,000 ³	34,559

Notes:

1. Mr Taylor holds the following options:
 - (a) 1,250,000 unlisted options exercisable at \$0.30 on or before 31 January 2026
 - (b) 1,854,060 unlisted options exercisable at \$0.06 on or before 30 June 2026
 - (c) 5,454,545 unlisted options exercisable at \$0.017 on or before 31 March 2027
 - (d) 5,000,000 unlisted options exercisable at \$0.02 on or before 30 April 2028
2. Mr McArthur holds the following options:
 - (a) 1,250,000 unlisted options exercisable at \$0.30 on or before 31 January 2026
 - (b) 225,835 unlisted options exercisable at \$0.06 on or before 30 June 2026
 - (c) 2,045,454 unlisted options exercisable at \$0.017 on or before 31 March 2027
 - (d) 3,500,000 unlisted options exercisable at \$0.02 on or before 30 April 2028
3. Mrs Blaud holds the following options:
 - (a) 1,250,000 unlisted options exercisable at \$0.30 on or before 31 January 2026
 - (b) 175,000 unlisted options exercisable at \$0.06 on or before 30 June 2026

1.5 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	%
Mr Ross Taylor	21,894,280	5.49
Citicorp Nominees Pty Ltd	20,149,288	5.05

No change to the substantial holders is expected on completion of the Offer as the Offer involves the issue of Options only.

1.6 Effect on Control and dilution

The Offer will not have any effect on the control of the Company or dilute the interests of non-participating Shareholders, as the Offer involves the issue of Options only.

If Loyalty Options issued under the Offer are subsequently exercised and new Shares are issued, then the issue of those new Shares would dilute the holding of all Shareholders at that time. As the Loyalty Options to be issued under the Offer are intended to be quoted on ASX and able to be traded, the Company is not presently able to speculate whether the exercise of the Options could impact on the control of the Company.

2. DETAILS OF THE OFFER

2.1 The Offer

The Offer is being made as a pro-rata entitlement offer of one (1) Loyalty Option for every twenty (20) Shares held by Shareholders registered at the Record Date to be issued for nil consideration, exercisable at \$0.01 each on or before 31 August 2029.

Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Prospectus (and assuming no Shares are issued prior to the Record Date) 19,936,191 Loyalty Options (subject to rounding of entitlements under the Offer) will be issued under the Offer. No funds will be raised from the issue of the Loyalty Options, however if the maximum number of Loyalty Options are subsequently exercised, the Company would receive raise approximately \$199,361.

The Loyalty Options will be issued on the terms set out in Section 4.1.

All Shares issued upon exercise of the Loyalty Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

The purpose of the Offer and the intended use of funds raised are set out in Section 3.1.

Pursuant to ASIC Corporations (Application Form Requirements) Instrument 2017/241, as this is a bonus issue of Options, Eligible Shareholders are not required to apply for Loyalty Options under the Offer and, accordingly, there is no application form attached to this Prospectus for the Offer.

The Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any Loyalty Options offered under the Offer.

2.2 Minimum subscription

There is no minimum subscription under the Offer.

2.3 ASX listing

Application for Official Quotation of the Loyalty Options offered pursuant to this Prospectus will also be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Loyalty Options 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 of the Loyalty Options offered under this Prospectus.

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

2.4 Issue of Loyalty Options

As noted in Section 2.1, **no application form is required** and the Loyalty Options issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and timetable set out at the commencement of this Prospectus.

Holding statements for the Loyalty Options issued under the Offer will be mailed as soon as practicable after the issue.

2.5 Overseas shareholders

As at the date of this Prospectus, all of the Company's Shareholders are registered in Australia, New Zealand and the United Kingdom (the **Permitted Jurisdictions**).

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.

This Prospectus may not be distributed, and the Loyalty Options may not be issued, outside Australia except to the extent permitted below.

New Zealand

The Loyalty Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. 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.

United Kingdom

Neither this Prospectus nor any other document relating to the offer of Loyalty Options has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the Loyalty Options.

The Loyalty Options may not be offered or sold in the United Kingdom by means of this Prospectus or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This Prospectus may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Loyalty Options has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of

In the United Kingdom, this Prospectus is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this Prospectus relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

3. PURPOSE AND EFFECT OF THE OFFER

3.1 Purpose

The primary purposes of the Offer is:

- (a) to reward Shareholders for continuing to support the Company;
- (b) to provide long-term supportive Shareholders a potential benefit of greater exposure to the potential future success of the Company; and
- (c) to provide the Company with a potential source of additional capital if the Loyalty Options are exercised.

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

No funds will be raised directly under the Offer as the Loyalty Options are being issued for nil consideration. Expenses of the Offer will be covered by the Company's existing working capital. However, if all the Loyalty Options are exercised, the Company will receive approximately \$199,361 in aggregate, by virtue of payment of the exercise price.

Should any funds be received from the exercise of the Loyalty Options, the use of funds will be determined at the time of receipt. The use of funds is expected to be consistent with the Company's existing business operations at the time of exercise.

3.2 Effect on capital structure

The effect of the Offer on the capital structure of the Company is set out below.

Shares

	NUMBER
Shares currently on issue ^{1,2}	398,723,808
Shares offered pursuant to the Offer	Nil
Total Shares on issue after completion of the Offer^{3,4}	398,723,611

Notes:

- 1. Refer to Section 4.2 for the terms of the Shares.
- 2. Shares currently on issue excludes the shares presently issuable as identified in Notice of Meeting dispatched to market on 23 July 2025. Shares issuable subject to shareholder approval total 377,000,000 and as such would take total shares on issue to 775,723,611.
- 3. Assuming no Shares are issued prior to the Record Date, including on exercise or conversion of Securities on issue.
- 4. The Company notes that if all the Loyalty Options which may be issued under the Offer are exercised a further 19,936,191 Shares will be issued (assuming that no Shares are issued prior to the Record Date, including on exercise or conversion of Securities on issue). This number may vary due to rounding of entitlements under the Offer. The Company notes that if no Loyalty Options are exercised prior to the expiry date of the Loyalty Options, there will be no change to the number of Shares currently on issue as a result of the Offer.

Options

	NUMBER
Options currently on issue ¹	121,069,226
Loyalty Options to be issued pursuant to the Offer ^{2,3}	19,936,191
Total Options on issue after completion of the Offer	141,005,417

Notes:

- 1. Does not include options presently issuable as identified in Notice of Meeting dispatched to market on 23 July 2025. Options issuable subject to shareholder approval total 379,444,445, and as such would take total options on issue to 500,513,671.
- 2. Refer to Section 4.1 for the terms of the Loyalty Options.

3. Assuming no Shares are issued prior to the Record Date, including on exercise or conversion of Securities on issue. This number may vary due to rounding of entitlements under the Offer.

The capital structure on a fully diluted basis as at the date of this Prospectus would be 519,793,034 Shares and on completion of the Offer (assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) would be 539,729,225 Shares.

The capital structure on a fully diluted basis (assuming no Shares are issued including on exercise or conversion of other Securities on issue prior to the Record Date) should Shareholders approve all Resolutions to be put to a meeting of Shareholders scheduled for 21 August 2025 would be 1,296,173,473 shares.

There are no Securities on issue are subject to escrow restrictions, either voluntary or ASX imposed.

3.3 Financial effect of the Offer

The Loyalty Options to be issued pursuant to the Offer will be issued for no consideration. Accordingly, there will be no immediate effect on the Company's balance sheet. However, capital will be raised if the Loyalty Options are exercised, which will affect the Company's balance sheet.

The Company is unable to specify with any certainty the extent of any change to the balance sheet, given that there is no certainty if or when any of the Loyalty Options will be exercised.

The expenses of the Offer will be met from the Company's existing cash reserves. Accordingly, the Offer will have an effect on the Company's financial position, being a decrease in the Company's existing cash reserves.

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Terms of Loyalty Options

(a) **Entitlement**

Each Option entitles the holder to subscribe for one (1) Share upon exercise of the Loyalty Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Loyalty Option will be \$0.01 (**Exercise Price**)

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on the 31 August 2029(**Expiry Date**). A Loyalty Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The Loyalty Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Loyalty Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Loyalty 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 Loyalty Option being exercised in cleared funds (**Exercise Date**).

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

Within 5 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 Loyalty 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)(e) 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 Loyalty Options.

If a notice delivered under (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 Loyalty Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a Loyalty 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 Loyalty Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Loyalty Options without exercising the Loyalty Options.

(k) **Change in Exercise Price**

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

(l) **Transferability**

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

4.2 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares, being the underlying securities of the Loyalty Options 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. No dividend shall carry interest as against the Company. 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, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

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

(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. RISK FACTORS

5.1 Introduction

The Loyalty Options 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 5, 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 generally are described below.

The risks factors set out in this Section 5, 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 Loyalty Options. This Section 5 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 5 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.

5.2 Company specific

Risk Category	Risk
Potential for dilution	<p>Shareholders should note that if they do not participate in the Offer and the Loyalty Options are subsequently exercised, their holdings are likely to be diluted by approximately 4.76% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).</p> <p>No immediate dilution will occur as a result of the issue of Loyalty Options under this Prospectus. However subsequent exercise of any or all of the Loyalty Options will result in dilution. Assuming all Loyalty Options offered pursuant to this Prospectus are issued and exercised into Shares,</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 Offer being implemented and the Directors do not make any representation as to such matters.</p> <p>The last trading price of Shares on ASX prior to the Prospectus being lodged of \$0.002 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.</p>
Sufficient Funds and Additional Requirements for Capital	<p>The Company's capital requirements depend on numerous factors. Given the Company is an exploration company, the Company may require further capital in addition to the Offer funds received, with the need for further funds being driven by exploration results achieved. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain sufficient funding from the Offer or from additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is however</p>

Risk Category	Risk
	no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.
Going Concern	<p>The Company's annual report for the financial year ended 30 June 2024 and interim report for the half year ended 31 December 2024 (Financial Reports) 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 Reports, the Directors believe that upon the successful completion of the Offer, the Company will have sufficient funds to adequately meet the Company's current exploration commitments and short term working capital requirements.</p> <p>In the event that the Offer is not completed successfully there is significant uncertainty as to whether the Company can continue as a going concern which is likely to have a material adverse effect on the Company's activities.</p>
Reliance on Key Personnel	<p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p> <p>The Company's future depends, in part, on its ability to attract and retain key personnel. It may not be able to hire and retain such personnel at compensation levels consistent with its existing compensation and salary structure. Its future also depends on the continued contributions of its executive management team and other key management and technical personnel, the loss of whose services would be difficult to replace. In addition, the inability to continue to attract appropriately qualified personnel could have a material adverse effect on the Company's business.</p>
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</p>

Risk Category	Risk
	of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

5.3 Industry specific

Risk Category	Risk
Exploration Risk	<p>The business of mineral exploration, development and production is subject to risk by its nature. The success of the business depends, inter alia, on successful exploration and/or acquisition of reserves, securing and maintaining title to concessions and tenements, successful design, construction, commissioning and operating of mining and processing facilities, successful development and production in accordance with forecasts and successful management of the operations. Exploration and mining are speculative undertakings which may be hampered by force majeure circumstances, land claims and unforeseen mining problems. Increase costs, lower output or high operating costs may all contribute to make a project less profitable than expected at the time of the development decision. There is no assurance that the Company's attempts to exploit its exploration activities will be successful.</p> <p>The Company's exploration activities to date are not advanced to a stage where reliable reserve or resource estimates can be made. Reserve and resource estimates, if made in the future, are judgements based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Ore estimation is an interpretive process based on available data and interpretations and, thus, estimations may prove inaccurate.</p> <p>The actual quality and characteristics of ore deposits cannot be known until mining takes place, and will almost always differ from the assumptions used to develop reserves. Further, reserves are valued based on future costs and future prices and, consequently, the actual reserves and resources may differ from those estimated, which may result in either a positive or negative effect.</p> <p>No assurance can be given that commercial tonnages, grades or recovery will be achieved or realised. Commodity price fluctuations, increased production costs, or reduced recovery rates, may render possible reserves containing relatively lower grades uneconomic and may result in a restatement of such reserves. Moreover, short-term operating factors relating to possible reserves, such as sequential development of ore bodies and processing of new or different ore types or grades, may cause mining operations to be unprofitable in any particular accounting period.</p> <p>There is a risk that unforeseen geological and geotechnical difficulties may be encountered if and when developing and mining reserves. In this event, a loss of revenue may be caused due to the lower than expected production and/or higher than anticipated operation and maintenance costs and/or on-going unplanned capital expenditure in order to meet</p>

Risk Category	Risk
	production targets.
Operating Risks	<p>The operations of the Company may be affected by various factors, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration and mining, operational and technical difficulties encountered in mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.</p> <p>No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.</p>
Project Access Risk	<p>The Company's Earraheedy, Coolgardie West, Ned's Creek, Darwin, 3 Saints and Nicanor projects are accessed by national arterial highways, sealed roads and gravel tracks. Bushfire and/or flooding events could result in delaying access to these projects.</p>
Commodity Price Volatility and Exchange Rate Risks	<p>If the Company achieves success leading to mineral production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors.</p> <p>Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.</p> <p>Finally, as the Company has international operations, with the addition of Chilean exploration activity in late 2024, the Company is subject to foreign exchange rate risk on exploration activity.</p>
Environmental Risks	<p>The operations and proposed activities of the Company are subject to State and Federal laws and regulation concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.</p> <p>In this regard, the Department of Industry & Resources in Western Australia from time to time reviews the environmental bonds that are placed on tenements. The Directors are not in a position to state whether a review is imminent or whether the outcome of such a review would be detrimental to the funding</p>

Risk Category	Risk
	needs of the Company.
Title Risks and Native Title	<p>Interests in tenements in Australia are governed by the respective State legislation and are evidenced by the granting of licences or leases. Each licence or lease is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance.</p> <p>There is a risk that applicable laws, regulations or governing authorities will change or that such changes will result in additional material expenditures or time delays. There is also a risk that the necessary land acquisitions, permits, certificates, consents, authorisations and agreements required to implement future exploration, project development or mining of the Company's projects may not be obtained under conditions or within time frames that make such plans economic.</p> <p>In addition, there is significant uncertainty associated with native title issues in Australia that may impact upon the Company's future plans. The existence of a native title claim is not an indication that native title in fact exists on the land covered by a claim, as this is a matter ultimately determined by the Federal Court of Australia.</p> <p>If a native title claim exists or is made, or native title rights are determined to exist over areas covered by the Company's tenements, the ability of the Company to gain access to the tenements, or to progress from the exploration phase to the development and mining phases of operations, may be adversely affected.</p> <p>The following is a list of the Company's exploration projects and the respective native title group from which the Company requires Traditional Owner agreement and approval for exploration activities:</p> <ul style="list-style-type: none"> (a) Earacheedy project - Mungarlu Ngurrarankatja Rirraunkaja land and Tarlka Matuwa Piarku land; (b) Coolgardie West project – Marlinyu Ghoorlie land; and (c) Ned's Creek project - Gingirana land. <p>There are no requirements for approvals to be obtained from Traditional Owners for the Company's Chilean exploration projects.</p> <p>Some agreements have already been secured and others are at advanced stage of negotiation.</p> <p>The Directors will closely monitor the potential effect of native title claims involving tenements in which the Company has or may have an interest.</p>
Insurance coverage	<p>Insurance, of all risks associated with exploration, is not always available and where it is available, the cost may be high. The Company has insurance in place considered appropriate for the Company's present needs.</p> <p>The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural</p>

Risk Category	Risk
	<p>phenomena such as extreme weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties, buildings, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.</p> <p>Although the company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance will not cover all the potential risks associated with its operations and insurance coverage may not continue to be available or may not be adequate to cover any resulting liability, particularly if the Company seeks to acquire new projects which are located in other jurisdictions or involve a new commodity.</p> <p>It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of the high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.</p>
No Profit to Date	<p>The Company has incurred losses since its inception. It is therefore not possible to evaluate its prospects based on past performance. Since the Company intends to continue investing in its exploration programs, the Directors anticipate making further losses in the foreseeable future. While Directors have confidence in the future potential of the Company, there can be no certainty that the Company will achieve or sustain profitability or positive cash flows from its operating activities.</p>

5.4 General risks

Risk Category	Risk
Securities Investments	<p>There are risks associated with any securities investment. The prices at which the Securities trade may fluctuate in response to a number of factors. Furthermore, the stock market, and in particular the market for mining and exploration companies, has experience extreme price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the Securities regardless of the Company's operational performance.</p>
General Economic Risk	<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 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.</p>

Risk Category	Risk
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 equities in general and technology or defence stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p> <p>The value of the Shares may fluctuate more sharply than that of other securities, given the low per Share pricing of the Shares under the Prospectus, and the fact that investment in the Company is highly speculative.</p>
Taxation risk	<p>The acquisition and disposal of Shares will have tax consequences for investors, which will vary depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent professional taxation and financial advice about the consequences of acquiring and disposing of Securities from a taxation viewpoint and generally.</p>
Litigation risks	<p>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.</p>
Competition	<p>The Company will compete with other companies, including other mineral exploration and mining companies. Some of these companies have greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. Many of the Company's competitors not only explore for and produce minerals, but also carry out refining operations and produce other products on a global basis. There can be no assurance that the Company can compete effectively with these companies.</p>
Reliance on key personnel	<p>The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.</p>

Risk Category	Risk
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, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p>

5.5 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. The Company is growing a new product and this capital is required to fund the operations until sales growth enables positive cashflow.

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.

6. ADDITIONAL INFORMATION

6.1 Litigation

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

6.2 Continuous disclosure obligations

As set out in the Important Notes 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 with the ASIC after the lodgement of the annual financial report referred to in (i) 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 (i) 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 lodgement of this Prospectus with the ASIC are set out in the table below.

DATE	DESCRIPTION OF ANNOUNCEMENT
07/08/2025	Proposed issue of securities - LSR
05/08/2025	Appendix 3Y – D McArthur
05/08/2025	Appendix 3Y – R Taylor
05/08/2025	Notice under s708A
05/08/2025	Application for quotation of securities - LSR
25/07/2025	Replacement Proxy Form
24/07/2025	Notice of General Meeting
10/07/2025	Proposed issue of securities - LSR
10/07/2025	Additional capital raise
8/07/2025	Notice under s708A
8/07/2025	Application for quotation of securities - LSR

DATE	DESCRIPTION OF ANNOUNCEMENT
7/07/2025	Proposed issue of securities - LSR
7/07/2025	Earn In Agreement
30/06/2025	Update - Proposed issue of securities - LSR
30/06/2025	Proposed issue of securities - LSR
30/06/2025	Proposed issue of securities - LSR
30/06/2025	Proposed issue of securities - LSR
30/06/2025	Proposed issue of securities - LSR
30/06/2025	Proposed issue of securities - LSR
30/06/2025	Capital raising
26/06/2025	Trading Halt
23/06/2025	Chilean Projects Exploration Update
4/06/2025	Revised Investor Presentation
4/06/2025	Notification regarding unquoted securities - LSR
3/06/2025	Company Presentation
29/05/2025	Appendix 3Y - D McArthur
29/05/2025	Appendix 3Y - R Taylor
29/05/2025	Notification regarding unquoted securities - LSR
29/05/2025	Notification regarding unquoted securities - LSR
23/05/2025	Results of General Meeting
21/05/2025	Withdrawal of Resolutions at General Meeting
15/05/2025	Appendix 3X - C Blaud
15/05/2025	Appendix 3Z - E Turner
15/05/2025	Director Appointment/Resignation
12/05/2025	First batch drill results Darwin project in Chile
30/04/2025	March 2025 Quarterly Activities and Cash Flow Report
28/04/2025	Retraction and JORC Code table
24/04/2025	Trading Halt
24/04/2025	Pause in Trading
23/04/2025	Notice of General Meeting/Proxy Form
23/04/2025	Management Changes
22/04/2025	COMPLETION OF DRILLING PROGRAM IN CHILE
31/03/2025	S708 Notice
31/03/2025	Application for quotation of securities - LSR
26/03/2025	Drilling commences in Chile
25/03/2025	Change of Director's Interest Notice
25/03/2025	Change of Director's Interest Notice
25/03/2025	Change of Director's Interest Notice

DATE	DESCRIPTION OF ANNOUNCEMENT
25/03/2025	Proposed issue of securities - LSR
25/03/2025	Placement to progress exploration activity
24/03/2025	Notification regarding unquoted securities - LSR
24/03/2025	Notification regarding unquoted securities - LSR
24/03/2025	Notification regarding unquoted securities - LSR
24/03/2025	Notification regarding unquoted securities - LSR
24/03/2025	Notification regarding unquoted securities - LSR
24/03/2025	S 708A notification
24/03/2025	Application for quotation of securities - LSR
24/03/2025	Application for quotation of securities - LSR
24/03/2025	Application for quotation of securities - LSR
24/03/2025	Application for quotation of securities - LSR
24/03/2025	Deed of Variation Chilean Asset Acquisition
21/03/2025	Corrected meeting results
20/03/2025	Results of General Meeting
12/03/2025	31 December 2024 Interim Financial Report
6/03/2025	Chilean tenement applications increase footprint
27/02/2025	Chilean Project drilling timing
19/02/2025	Notice of General Meeting/Proxy Form
10/02/2025	Proposed issue of securities - LSR
10/02/2025	Agreement to Issue Further Securities
10/02/2025	Notice under s708A
10/02/2025	Application for quotation of securities - LSR
31/01/2025	December 2024 Quarterly Activities and Cashflow Report
30/01/2025	Proposed issue of securities - LSR
30/01/2025	Proposed issue of securities - LSR
30/01/2025	Proposed issue of securities - LSR
30/01/2025	Placement
28/01/2025	Trading Halt
15/01/2025	Earaheedy Soil Samples- Revised release.
10/01/2025	Earaheedy New Copper Targets
6/01/2025	Application for quotation of securities - LSR
6/01/2025	S708 notification
6/01/2025	Completion of Due Diligence and Share Issue
17/12/2024	Revised release re Chilean asset update
16/12/2024	NEW AREAS OF INTEREST OVER HIGH GRADE CHILE PROJECT
12/12/2024	Change of Director's Interest Notice

DATE	DESCRIPTION OF ANNOUNCEMENT
12/12/2024	Correction to post consolidation issued shares
11/12/2024	Change of Director's Interest Notice
9/12/2024	Reinstatement to Quotation
9/12/2024	Proposed issue of securities - LSR
9/12/2024	Proposed issue of securities - LSR
9/12/2024	Proposed issue of securities - LSR
9/12/2024	Project Acquisition
6/12/2024	Appendix 3Y - R Taylor
6/12/2024	Appendix 3Y - D McArthur
6/12/2024	Appendix 3Y - E Turner
6/12/2024	Completion of Consolidation of Capital
6/12/2024	Suspension extension
3/12/2024	Suspension from Quotation
29/11/2024	Results of AGM
29/11/2024	Trading Halt
31/10/2024	September 2024 Quarterly Activities and Cash Flow Report
30/10/2024	Coolgardie West Update
28/10/2024	Tenement Granted at Earahedy and Ned's Creek Update
25/10/2024	Consolidation/Split - LSR
25/10/2024	Notice of 2024 Annual General Meeting
11/10/2024	Drilling update
26/09/2024	FY24 Appendix 4G
26/09/2024	FY24 Corporate Governance Statement
26/09/2024	FY24 Annual Report

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.lodestarminerals.com.au.

6.3 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 dates of those sales were:

	(\$)	DATE
Highest	\$0.02	30 July 2025
Lowest	\$0.005	25 June 2025
Last	\$0.017	6 August 2025

The Loyalty Options are not currently quoted on ASX.

6.4 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 2 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 Offer; or
- (c) the Offer,

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
 - (i) the Offer.

Security holdings

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus, together with their respective Entitlement, is set in Section 1.4.

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 \$250,000 per annum.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, 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 (and proposed) annual remuneration paid to both executive and non-executive Directors. Remuneration includes salaries and superannuation payments made to Directors.

DIRECTOR	FY ENDED 30 JUNE 2025	FY ENDED 30 JUNE 2024
Ross Taylor	\$88,800	\$88,800
David McArthur ¹	\$66,600	\$66,600
Coraline Blaud ²	\$7,600	-

Notes:

1. Mr McArthur also serves as Joint Company Secretary. Remuneration for his services as joint company secretary are billed via DAS (Australia) Pty Ltd, a company of which Mr McArthur is a Director and Shareholder.

2. Mrs Blaud was employed as the Exploration Manager of Lodestar during the entirety of the 2024 financial year and for a component of the 2025 financial year. Mrs Blaud was paid commensurate with that position.

6.5 Interests of experts and advisers

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

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

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

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

Steinepreis Paganin has acted as the legal advisers to the Company in relation to the Offer. The Company estimates it will pay Steinepreis Paganin \$7,500 (excluding GST and disbursements) for these services.

6.6 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 legal advisers to the Company in this Prospectus.

6.7 Expenses of the offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$70,706 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	50,000
Legal fees	7,500
Share registry fees	10,000
Total	70,706

7. DIRECTORS' AUTHORISATION

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

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

8. GLOSSARY

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

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

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

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

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

Company means Lodestar Minerals Limited (ACN 127 026 528).

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

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

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

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

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Offer.

Ineligible Shareholder means a Shareholder as at the Record Date whose registered address is not situated in the Permitted Jurisdictions.

Loyalty Option means an Option issued on the terms set out in Section 4.1.

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

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Permitted Jurisdictions means Australia, New Zealand and the United Kingdom.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at Section 1.

Section means a section of this Prospectus.

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

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

Shareholder means a holder of a Share.

AWST means Australian Western Standard Time.