PROSPECTUS

Kali Metals Limited
ACN 653 279 371

For the initial public offering of 48,000,000 Shares in Kali Metals Limited at an issue price of $0.25 per Share to raise $12,000,000 (before costs) with the ability to accept oversubscriptions of up to a further 12,000,000 Shares to raise up to an additional $3,000,000 (before costs).

This Prospectus also includes a Priority Offer to Eligible Kalamazoo Shareholders on the terms set out in Section 6.7 of this Prospectus.

Financial Adviser

GRANT SAMUEL

Australian Legal Adviser

GILBERT +TOBIN

Joint Lead Managers to the Offer:

cg/ Investment Banking
Canaccord Genuity

BELL POTTER

This is an important document. Please consult your professional adviser(s) if you have any questions.
An investment in the Shares offered by this Prospectus should be regarded as highly speculative in nature.

Kalimetals

Important Notices

Offer

The Offer contained in this Prospectus is an invitation for you to apply for fully paid ordinary shares (**Shares**) in Kali Metals Limited ACN 653 279 371 (**Kali Metals** or **Company**). This Prospectus is issued by the Company. Refer to Section 6 for further information on the Offer, including as to details of the securities that will be issued under this Prospectus.

Offer subject to Conditions

The Offer contained in this Prospectus is subject to the Offer Conditions described in the Investment Overview and set out in Section 6.2 of this Prospectus. No securities will be issued under this Prospectus until such time as the Offer Conditions are satisfied. In the event that the Offer Conditions are not met then the listing of the Company on ASX will not proceed, and all Application Monies received will be returned to Applicants without interest.

Lodgement and Listing

This Prospectus is dated 3 November 2023 and was lodged with ASIC on that date (**Prospectus Date**).

The Company will apply to the ASX within seven days after the Prospectus Date for admission of the Company to the Official List and quotation of the Shares on the ASX (**Listing**).

Neither ASIC nor the ASX takes any responsibility for the content of this Prospectus or for the merits of the investment to which this Prospectus relates.

Expiry date

No Shares will be issued or transferred on the basis of this Prospectus after the expiry date, being 13 months after the Prospectus Date.

Note to Applicants

The information contained in this Prospectus is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including financial and tax issues) of any prospective investor.

It is important that you read this Prospectus carefully and in its entirety before deciding whether to invest in the Company. In particular, in considering the prospects of the Company, you should consider the risk factors that could affect the performance of the Company. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest in the Shares. Some of the key risk factors that should be considered by prospective investors are set out in Sections 1 and 4. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

You should also consider the risk factors set out in Section 4 that could affect the Company's business, financial condition and proposed operations.

No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the Shares.

Exposure Period

The Corporations Act prohibits the Company from processing applications to subscribe for, or acquire, Shares offered under this Prospectus (**Applications**) in the seven day period after lodgement of this Prospectus with ASIC (**Exposure Period**). This Exposure Period may be extended by ASIC by up to a further seven days.

The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. The examination may result in the identification of deficiencies in this Prospectus, in which case any Application may need to be dealt with in accordance with section 724 of the Corporations Act.

Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period.

Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration only and should not be interpreted to mean that any person shown in them endorses this 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.

Disclaimer and forward-looking statements

No person is authorised to give any information or make any representation in connection with the Offer 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, the Directors, the Joint Lead Managers or any other person in connection with the Offer.

You should rely only on information in this Prospectus when deciding whether to invest in Shares. Except as required by law, and only to the extent so required, neither the Company nor any other person warrants or guarantees the future performance of the Company, or any return on any investment made pursuant to this Prospectus.

This Prospectus contains forward-looking statements which are statements that may be identified by words such as "may", "will", "would", "should", "could", "believes", "estimates", "expects", "intends", "plans", "anticipates", "predicts", "outlook", "forecasts", "guidance" and other similar words that involve risks and uncertainties.

No person who has made any forward-looking statements in this Prospectus (including the Company) has any intention to update or revise forward-looking statements, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, other than to the extent required by law.

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 management of the Company. Forward-looking statements should therefore be read in conjunction with, and are qualified by reference to, the risk factors set out in Section 4, and other information in this Prospectus. 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, Advanced Share Registry and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who trade Shares before receiving their holding statement.

Canaccord and Bell Potter are the Joint Lead Managers to the Offer and have not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Prospectus and there is no statement in this Prospectus which is based on any statement made by any Joint Lead Manager or by any of their respective affiliates or related bodies corporate (as defined in the Corporations Act) (**Related Bodies Corporate**), or any of their respective officers, directors, employees, partners, advisers or agents. To the maximum extent permitted by law, the Joint Lead Managers, their respective

affiliates and Related Bodies Corporate, and any of their respective officers, directors, employees, partners, advisers or agents expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for, any part of this Prospectus other than references to their name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Prospectus.

Statements of past performance

This Prospectus includes information regarding the past performance of the Company. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Financial information presentation

All financial amounts contained in this Prospectus are expressed in Australian dollars and all references to "$" are references to Australian dollars, unless otherwise stated. Any discrepancies between totals and sums and components in tables, figures and diagrams contained in this Prospectus are due to rounding.

Section 3 sets out the Financial Information referred to in this Prospectus. The basis of preparation of the Financial Information is set out in the Independent Limited Assurance Report and its appendices in Attachment C.

The Historical Financial Information has been prepared and presented in accordance with the recognition and measurement principles of AAS (as adopted by the AASB), which comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board.

The Financial Information in this Prospectus should be read in conjunction with, and it is qualified by reference to, the information contained in Sections 3 and 4 and the Independent Limited Assurance Report and its appendices in Attachment C.

Obtaining a copy of this Prospectus

This Prospectus is available in electronic form on the Company's website at www.kalimetals.com.au. The Offer constituted by this Prospectus in electronic form is available only to Australian residents accessing the website within Australia and is not available to persons in any other jurisdictions, including the United States.

A hard copy of this Prospectus is available free of charge to prospective Applicants during the Offer Period by calling the Kali Metals Offer Information Line on 1300 113 258 (toll free within Australia) or +61 8 9389 8033 (outside Australia) between 8:30am and 5:00pm (AWST), Monday to Friday (excluding public holidays).

Applications for Shares may only be made on the Application Form attached to, or accompanying, this Prospectus in its hard copy form, or in its soft copy form available online at www.kalimetals.com.au, together with an electronic copy of this Prospectus. By making an Application, you declare that you were given access to this Prospectus, together with an Application Form.

The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to, or accompanied by, this Prospectus in its paper copy form or the complete and unaltered electronic version of this Prospectus.

No general public offer of Shares will be made under the Offer. Members of the public wishing to apply for Shares under the Offer must do so through a Broker with a firm allocation of Shares under the Broker Firm Offer.

No cooling off rights

Cooling off rights do not apply to an investment in Shares pursuant to the Offer. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

No offering where illegal

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of the Shares in any jurisdiction outside Australia. The distribution of this Prospectus (including in electronic form) outside Australia may be restricted by law and persons who come into possession of this Prospectus outside Australia should observe any such restrictions including those set out in Section 7.6. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

The Offer is not being extended to any investor outside Australia, except to:

- existing Kalamazoo Shareholders with a registered address in New Zealand and the United Kingdom as part of the Priority Offer; and
- certain Institutional Investors as part of the Institutional Offer.

In particular, this Prospectus may not be distributed in the United States and does not constitute an offer to sell, or a solicitation of any offer to buy, securities in the United States. The Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any US state and, accordingly, may not be offered or sold in the United States except in transactions exempt from or not subject to the registration requirements of the US Securities Act and any applicable US securities laws.

Refer to Section 7.6 for further details on the selling restrictions that apply to the Offer and sale of Shares in jurisdictions outside Australia.

Privacy

By completing an Application Form, you are providing personal information to the Company through the Share Registry, which is contracted by the Company to manage Applications. The Company and the Share Registry on their behalf, and their agents and service providers may collect, hold, disclose and use that personal information to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration, and for other purposes related to your investment listed below.

If you do not provide the information requested in the Application Form, the Company and the Share Registry may not be able to process or accept your Application.

Once you become a Shareholder, the Corporations Act and Australian taxation legislation require information about you (including your name, address and details of the Shares you hold) to be included on the Share register. In accordance with the requirements of the Corporations Act, information on the Share register will be accessible by members of the public. The information must continue to be included on the Share register if you cease to be a Shareholder.

The Company and the Share Registry may disclose your personal information for purposes related to your investment to their agents and service providers including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth):

- the Share Registry for ongoing administration of the Share register;
- the Joint Lead Managers to assess your Application;

Important Notices continued

- printers and other companies for the purposes of preparation and distribution of documents and for handling mail;
- market research companies for analysing the Company's shareholder base; and
- legal and accounting firms, auditors, management consultants and other advisers for administering, and advising on, the Shares and for associated actions.

The Company's agents and service providers may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law.

You may request access to your personal information held by or on behalf of the Company. You may be required to pay a reasonable charge to the Share Registry in order to access your personal information.

You can request access to your personal information or obtain further information about the Company's privacy practices by contacting the Share Registry as follows:

Telephone: +61 8 9389 8033
(outside Australia)

1300 113 258
(toll free within Australia)

Email: admin@advancedshare.com.au

The Company aims to ensure that the personal information it retains about you is accurate, complete and up to date. To assist with this, please contact the Company or the Share Registry if any of the details you have provided change.

Financial Services

The provider of the Independent Limited Assurance Report on the Financial Information is required to provide Australian retail clients with a Financial Services Guide in relation to that review under the Corporations Act. The Independent Limited Assurance Report and accompanying Financial Services Guide is provided in Attachment C.

Intellectual Property

This Prospectus may contain trademarks of third parties, which are the property of their respective owners. Third-party trademarks used in this Prospectus belong to the relevant owners and use is not intended to represent sponsorship, approval or association by or with us.

Company website

Any references to documents included on the Company's website are provided for convenience only, and none of the documents or other information on the Company's website, or any other website referred in this Prospectus, is incorporated in this Prospectus by reference.

Defined terms and abbreviations

Defined terms and abbreviations used in this Prospectus, unless specified otherwise, have the meaning given in the Glossary. Unless otherwise stated or implied, references to times in this Prospectus are to Australian Western Standard Time.

Unless otherwise stated or implied, references to dates or years are calendar year references.

Questions

If you have any questions in relation to the Offer, contact the Kali Metals Offer Information Line on 1300 113 258 (toll free within Australia) or +61 8 9389 8033 (outside Australia) between 8:30am and 5:00pm (AWST), Monday to Friday (excluding public holidays).

This document is important and should be read in its entirety.

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Chair's Letter

Dear Investor,

On behalf of the Board of Directors, it is my pleasure to offer you the opportunity to become a shareholder in Kali Metals.

Kali Metals is a lithium focused exploration company which at Listing will have rights to explore for lithium across multiple projects in Australia, primarily in the Pilbara and Eastern Yilgarn regions in Western Australia but also the Lachlan Fold Belt in Northern-eastern Victoria and Southern New South Wales.

At Listing, Kali Metals' portfolio will include tenements directly held by Kali Metals, the Higginsville Lithium Rights over tenements held by the Karora Group, together with the option to earn a 100% interest in the MEG Lithium Rights at EL8958 pursuant to a term sheet with Mining and Energy Group Pty Ltd (**MEG**), all of which are strategically located and include areas that have a geological provenance that indicates exploration prospectivity and potential for discovery of economic mineralisation of lithium, as detailed in the Independent Technical Assessment Report (**ITAR**). Specifically, the portfolio will comprise the following projects:

- the DOM's Hill Project and Marble Bar Project (subject to completion of the Tenement Sale Agreement with Kalamazoo) and Pear Creek Project (currently held by Kali Metals) located in the Pilbara region of Western Australia, including title and all exploration rights. Kalamazoo will also assign its interests in the SQM Earn-in Agreement, which operates in respect of the DOM's Hill and Marble Bar Projects, to Kali Metals;
- the Higginsville Lithium Rights at the Higginsville Project tenements held by the Karora Group (subject to completion of the Share Sale Agreement and Mineral Rights Agreements with the Karora Group) located in the Eastern Yilgarn region of Western Australia; and
- the Jingellic Project and Tallangatta Project located in southern New South Wales and north-eastern Victoria, respectively (currently held by Kali Metals), including the option to earn a 100% interest in the MEG Lithium Rights at EL8958 (held by MEG), located adjacent to the Jingellic Project.

A summary of the Projects is contained in Section 2, with full details about the Projects set out in the ITAR in Attachment A.

Under the Offer, Kali Metals invites subscriptions for 48,000,000 Shares at an issue price of $0.25 per Share to raise $12 million (before costs) with oversubscriptions of a further 12,000,000 Shares to raise up to an additional $3 million (before costs) being accepted. The purpose of the Offer is to provide funds to implement the Kali Metals' objectives and growth strategy (as detailed in Section 2).

The Board has significant expertise and experience in the mining industry and will aim to ensure that funds raised through the Offer will be utilised in a cost-effective manner to advance the Projects.

This Prospectus is issued for the purpose of supporting an application to list Kali Metals on the ASX. This Prospectus and its attachments contain detailed information about the Offer, Kali Metals, the Projects and Kali Metals' objectives and growth strategy. Key risks associated with an investment in Kali Metals are set out in Section 4. It is important that you read this Prospectus in its entirety before deciding whether to invest in Kali Metals.

On behalf of the Directors, I look forward to welcoming you as a shareholder in Kali Metals.

Yours sincerely,

Luke Reinehr
Non-Executive Chair

Important Dates

Important dates

Prospectus Date	**3 November 2023**
Offer opens (**Opening Date**)	**13 November 2023**
Priority Offer Closing Date	**4 December 2023**
Offer (other than the Priority Offer) closes (**Closing Date**)	**8 December 2023**
Settlement	**14 December 2023**
Issue of Shares	**15 December 2023**
Expected dispatch of holding statements	**18 December 2023**
Expected commencement of trading of Shares on ASX on a normal settlement basis	**22 December 2023**

Dates may change

The dates above are indicative only and may change without notice. In particular, settlement of the Offer is subject to the conditions precedent to the Acquisition Agreements being satisfied or waived (if applicable) and completion occurring under the Acquisition Agreements. Refer to Section 7.1(a) for further information. There is no guarantee that the conditions precedent will be satisfied or waived (if applicable), or that completion will occur, in accordance with the above timetable.

In addition, the Company, in consultation with the Joint Lead Managers, reserves the right to vary the times and dates of the Offer including to close the Offer early, extend the Offer or to accept late Applications or bids, either generally or in particular cases, or to cancel or withdraw the Offer before Settlement, in each case without notification to any recipient of this Prospectus or any Applicants. Applications received under the Offer are irrevocable and may not be varied or withdrawn except as required by law. If the Offer is cancelled or withdrawn before the issue or transfer of Shares, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens. Admission to the Official List is subject to ASX's discretion and is not guaranteed.

Questions

If you have any questions in relation to the Offer, contact the Kali Metals Offer Information Line on 1300 113 258 (toll free within Australia) or +61 8 9389 8033 (outside Australia) between 8:30am and 5:00pm (AWST), Monday to Friday (excluding public holidays). If you are unclear in relation to any matter, or you are uncertain as to whether the Company is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

Key Offer Statistics

KEY OFFER STATISTICS	MINIMUM SUBSCRIPTION	MAXIMUM SUBSCRIPTION
Offer Price	**$0.25 per Share**	**$0.25 per Share**
Total proceeds under the Offer	**$12,000,000**	**$15,000,000**
Total number of Shares available under the Offer	**48,000,000**	**60,000,000**
Total number of Shares on issue at completion of the Offer*	**132,146,345**	**144,146,345**
Indicative market capitalisation at the Offer Price (undiluted)	**$33 million**	**$36 million**
Pro forma cash and cash equivalents at Listing	**$12.0 million**	**$14.9 million**
Implied enterprise value at Listing (undiluted)	**$21.0 million**	**$21.1 million**

* Please refer to Section 2.6 for further details relating to the proposed capital structure of the Company.

1.

Investment Overview

1. Investment Overview

1.1 Introduction

TOPIC	SUMMARY	FOR MORE INFORMATION
Who is the Company?	Kali Metals Limited (ACN 653 279 371) (**Kali Metals** or **Company**) is an unlisted Australian public company incorporated in on 31 August 2021 in the state of Western Australia.	Section 2.1
What does the Company do?	The Company operates in the mineral exploration industry with a focus on lithium.	Section 2.1
What are the Company's Projects and where are they located?	At Listing, the Company will have an interest in the following projects: (a) the DOM's Hill Project and Marble Bar Project (subject to completion of the Tenement Sale Agreement with Kalamazoo) and Pear Creek Project (currently held by the Company) located in the Pilbara region of Western Australia, including title and all exploration rights. Kalamazoo will also assign its interests in the SQM Earn-in Agreement, which operates in respect of the DOM's Hill and Marble Bar Projects, to the Company; (b) the Higginsville Lithium Rights at the Higginsville Project tenements held by the Karora Group (subject to completion of the Share Sale Agreement and Mineral Rights Agreements with the Karora Group) located in the Eastern Yilgarn region of Western Australia; and (c) the Jingellic Project and Tallangatta Project located in southern New South Wales and north-eastern Victoria, respectively (currently held by the Company), including the option to earn a 100% interest in the MEG Lithium Rights at EL8958 (held by MEG) pursuant to a term sheet with MEG, located adjacent to the Jingellic Project.	Section 2.2 and Attachment A
Why is the Company seeking to raise funds?	The Offer proceeds and the Company's existing cash reserves will be used for: (a) funding to explore the Projects as described in Section 2 and Attachment A; (b) expenses of the Offer; (c) administration costs; and (d) working capital. Further details of which are set out in Section 2.11. The Directors believe that following the completion of the Offer the Company will have sufficient funds to meet its stated objectives.	Section 2.11 and Attachment A

1. Investment Overview continued

TOPIC	SUMMARY	FOR MORE INFORMATION
What is the proposed capital structure of the Company?	The Company's indicative capital structure following completion of the Offer is outlined below (based on the notes and assumptions detailed in Section 2.6):	Section 2.6

DESCRIPTION	MINIMUM SUBSCRIPTION ($12 MILLION)	MAXIMUM SUBSCRIPTION ($15 MILLION)
Shares on issue at the Prospectus Date	100	100
Founder Shares	2,000,000	2,000,000
Shares to be issued pursuant to Pre-IPO Seed Raising	13,120,000	13,120,000
Shares to be issued pursuant to the Acquisition Agreements[1] and the Mansen Tenement Sale Agreement	69,026,245	69,026,245
Offer	48,000,000	60,000,000
Total Shares post Offer[1]	**132,146,345**	**144,146,345**
Incentive Performance Rights to be granted Directors and management	10,520,786	11,476,162
Advisor Options to be issued to Joint Lead Managers	3,658,132	3,990,321
Total Performance Rights post Offer	**10,520,786**	**11,476,162**
Total Options post Offer	**3,658,132**	**3,990,321**
Market capitalisation at the Offer Price (undiluted)	**$33,036,586**	**$36,036,586**

Notes:

1. Includes 66,345 Shares that the Karora Group has a right to subscribe for on completion of the Share Sale Agreement. Refer to Section 7.1(a) for further information.

The Company reserves the right to issue further securities from time to time, such as (without limitation) to raise further capital or pursuant to its Incentive Plan.

TOPIC	SUMMARY	FOR MORE INFORMATION
What is the proposed Kalamazoo In-Specie Distribution and Kalamazoo Approvals?	On 8 May 2023, the Company's parent company, Kalamazoo, announced that it proposed to: (a) spin-out the Marble Bar Project and DOM's Hill Project to the Company; and (b) undertake an in-specie distribution of 25% of the Shares to be held by Kalamazoo in the Company (**In-specie Shares**) to Kalamazoo Shareholders (**Kalamazoo In-specie Distribution**), in conjunction with the Company proposing to separately acquire the Higginsville Lithium Rights and undertaking the Offer the subject of this Prospectus. Pursuant to the In-specie Distribution, Eligible Kalamazoo Shareholders (other than Ineligible Kalamazoo Shareholders) will receive their pro-rata entitlement to In-specie Shares in respect of each Kalamazoo Share held on the record date for the In-Specie Distribution, which will occur in or around December 2023. The entitlements of Ineligible Kalamazoo Shareholders to In-specie Shares will be transferred to a sale agent nominated by Kalamazoo. The transfer of the DOM's Hill and Marble Bar Projects to the Company and the Kalamazoo In-specie Distribution is subject to the required approvals of Kalamazoo Shareholders under the ASX Listing Rules and the Corporations Act (**Kalamazoo Approvals**). Kalamazoo Shareholders will be provided with further information regarding the Kalamazoo In-specie Distribution and Kalamazoo Approvals in a notice of meeting (including an independent expert's report) to be prepared by Kalamazoo and distributed shortly after the Prospectus Date.	Section 2.5
In what industry does the Company operate?	The Company operates in the mineral exploration industry with a focus on lithium.	Section 2.1
What is the Company's business model?	Following Listing, the Company's business model will be to explore the Projects using highly skilled and experienced exploration geologists, geoscientists and advisors; and, in doing so, determine as soon as practicable whether any of the Projects have potential for hosting an economic deposit. If after completion of the exploration programs, the sites are assessed to be unlikely to host an economic deposit, they will be divested either via a sale, joint venture or relinquishment; and new opportunities will be staked or acquired. The Company aims to progress from an explorer, subject to results of exploration activities, to development and production, or to a position in which it may realise value in some other way.	Section 2.8
What stage of development are the Company's operations up to?	All of the Company's assets (including the assets to be acquired by the Company) are still in their exploration phase and there are presently no defined Mineral Resources or Ore Reserves. The Company is searching for discoveries to develop and produce in the promising Pilbara and Eastern Yilgarn regions in Western Australia, as well as the emerging Lachlan Fold Belt region in New South Wales and Victoria.	Section 2.2

1. Investment Overview continued

TOPIC	SUMMARY	FOR MORE INFORMATION
What is the Company's growth strategy and objectives?	The Company's broad objective and primary focus is to create and sustain Shareholder value through the exploration and development of mineral deposits at the Projects. The Company plans to achieve this objective by discovering and developing high value mineral deposits through the application of advanced techniques for identification of highly prospective regions and cost-effective evaluation of the Projects, narrowing down rapidly and cost effectively to drill test well defined targets pursuant to the exploration programs detailed in this Prospectus. Although the Company's immediate focus will be on the existing Projects, as with most exploration entities and given the Board and management's strong history of greenfields exploration and discovery of large mineral deposits, the Company also plans to use its skills to expand into other regions to make new, high value discoveries for the benefit its Shareholders as and when appropriate and which may require additional funding. No such acquisitions have been identified as at the Prospectus Date.	Section 2.10
What is the Company's dividend policy?	As an early-stage minerals exploration company, the Company has no source of revenue or profits and makes no forecast of whether it will generate revenue or profits in future. Accordingly, the Company does not intend, or expect, to declare or pay dividends in the near future. 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 availability of distributable earnings, operating results, the financial condition of the Company, future capital requirements and other factors considered relevant by the Directors. The Company cannot give any assurances in relation to the payment of dividends and/or distribution of franking credits.	Section 3.3
Why is the Offer being conducted?	The Offer is being conducted to: • raise a minimum of $12,000,000 and a maximum of $15,000,000 pursuant to the Offer (before costs of the Offer) to: – fund the exploration and evaluation of the Projects as described in Section 2.11; – pay the costs of the Offer; and – provide the Company with a source of working capital; • meet the conditions to apply for Official Quotation of the Shares on the ASX; and • assist the Company to meet the requirements of ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules, as part of the Company's application for admission to the Official List.	Section 6.1(b)

1.2 Investment highlights

<table>
<tr><th>HIGHLIGHT</th><th>SUMMARY</th><th>FOR MORE INFORMATION</th></tr>
<tr><td>Rights to explore across a large, prospective land package</td><td>At Listing, the Company will have rights to explore across three highly prospective lithium regions, being the Pilbara region of Western Australia, the Eastern Yilgarn region in Western Australia and the Lachlan Fold Belt region across Victoria and New South Wales, as follows:
<table>
<tr><th>PROJECT</th><th>GRANTED TENEMENTS AND TENEMENT APPLICATIONS (KM^2)</th><th>GRANTED TENEMENTS (KM^2)</th></tr>
<tr><td>Higginsville Project</td><td>1,695[1]</td><td>1,505[1,2]</td></tr>
<tr><td>DOMs Hill Project</td><td>125</td><td>125</td></tr>
<tr><td>Marble Bar Project</td><td>77</td><td>77</td></tr>
<tr><td>Pear Creek Project</td><td>108</td><td>108</td></tr>
<tr><td>Jingellic Project[3]</td><td>1,200</td><td>1,200</td></tr>
<tr><td>Tallangatta Project</td><td>839</td><td>839</td></tr>
<tr><td>Total (km^2)</td><td>4,044</td><td>3,854</td></tr>
</table>
Notes:
1. Subject to the terms of the Mineral Rights Agreements. Refer to Section 7.1(a) for further details. Also includes P15/6778 which the Company will acquire pursuant to the Mansen Tenement Sale Agreement. Refer to Section 7.1(d) for further details.
2. Inclusive of tenement applications covering 190km^2 at the Higginsville Project.
3. Includes EL8958, for which the Company has the option to earn a 100% interest in the MEG Lithium Rights. Refer to Section 7.1(c) for further details.</td><td>Section 2.2</td></tr>
<tr><td>Industry demand for lithium</td><td>Projected lithium demand underpinned by the clean energy transition and growing electric vehicle demand.</td><td>Section 2.3</td></tr>
<tr><td>Strategic partnerships</td><td>The Company will hold an interest in the SQM Earn-in Agreement, covering the DOM's Hill Project and Marble Bar Project, with a major Chilean lithium producer, Sociedad Química y Minera (SQM), which produces approximately 19% of the world's lithium supply, pursuant to which SQM is solely funding exploration.

SQM has earnt the right to a 30% interest in the DOM's Hill Project and Marble Bar Project and has confirmed that it will continue to incur exploration expenditure to sole fund the DOM's Hill Project and Marble Bar Project.</td><td>Sections 2.2 and 7.1(b)</td></tr>
<tr><td>Experienced management team</td><td>ASX listed company experience, strong lithium industry credentials, and deep backgrounds in mining, exploration and project development.</td><td>Sections 5.1 and 5.2</td></tr>
</table>

1. Investment Overview continued

1.3 Key risks

RISK	SUMMARY	FOR MORE INFORMATION
General	An investment in the Company is not risk free. Potential investors should consider that the investment in the Company is highly speculative and before applying for Shares, you should be satisfied that you have a sufficient understanding of the risks involved in making an investment in the Company and whether the Shares are a suitable investment for you having regard to your investment objectives, financial circumstances and taxation position. Before deciding whether to apply for Shares, you should read this Prospectus in its entirety and seek professional guidance from your accountant, financial adviser, stockbroker, lawyer or other professional advisor. Based on the information available, a non-exhaustive list summarising the key risk factors affecting the Company is set out below. Investors should refer to the more comprehensive list of risks set out in Section 4. The risks and comments disclosed below will be the risks of the Company following completion of the Offer.	Section 4.1
Conditional Offer	Completion of the Offer is subject to the Offer Conditions. There can be no certainty, nor can the Company provide any assurance, that the Offer Conditions will be satisfied, or if satisfied, when that will occur. If the Company is unable to successfully complete the Offer, the Offer will be withdrawn and none of Shares offered under this Prospectus will be issued. The Company will have to consider alternative funding options, which may or may not be available on acceptable terms.	Sections 4.2(a) and 6.2
Limited operating history	The Company has limited operating history on which to evaluate its business and prospects, as it was incorporated on 31 August 2021 and has only recently entered into the Acquisition Agreements to acquire the majority of the Projects. The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by mineral exploration companies in the early stage of their development.	Section 4.3(a)
Funding and future capital requirements	The Company has no operating revenue and is unlikely to generate any operating revenue unless and until the Projects are successfully developed and production commences. Mineral exploration companies do not generally generate cash revenue. Accordingly, the Company may be required to raise new equity capital or access debt funding. There can be no assurance as to the levels of future borrowings or further capital raisings that will be required to meet the aims of the Company to explore and develop the Projects or otherwise for the Company to undertake its business. Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration, development and mining programs, or sell one or more of the Projects as the case may be.	Section 4.3(b)

RISK	SUMMARY	FOR MORE INFORMATION
Nature of mineral exploration and mining	The business of mineral exploration, development and production is subject to a high level of risk. Mineral exploration requires large amounts of expenditure over extended periods of time with no guarantee of revenue, and exploration and development activities may be impeded by circumstances and factors beyond the Company's control. There can be no assurances that exploration and development at the Projects, or any other projects that may be acquired by the Company in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.	Section 4.3(c)
Arrangements with the Karora Group	As set out in Section 7.1(a), the Company has entered into the Share Sale Agreement with Avoca Mining, a wholly owned subsidiary of Karora, pursuant to which Avoca Mining agrees to sell all of the shares in LithiumCo, which has entered into the Mineral Rights Agreements for LithiumCo to be granted the Higginsville Lithium Rights. The Higginsville Lithium Rights are material to the Company's activities, with the Company allocating a substantial portion of the proceeds raised from the Offer to activities at the Higginsville Project. The arrangements with the Karora Group entities under the Mineral Rights Agreements are complex and contain extensive third party arrangements, notification rights (including rights of first refusal and rights on a change of control of LithiumCo) and termination rights, as summarised in Section 7.1(a). Any default, breach or contractual non-compliance by the Company, even inadvertently, or any breakdown of relationship between the Company and a Karora Group entity, could result in the termination of the arrangements with the Karora Group, loss of access to the Higginsville Project, disputes and/or litigation, all of which could have a material adverse effect on the Company's financial position, operations or activities.	Section 4.3(d)
Operational matters	The operations of the Company may be affected by various factors that are beyond the control of the Company, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or 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, delays in procuring, or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company.	Section 4.3(e)
Mineral resource risk	The Company has not reported a Mineral Resource at its owned Tenements, as it has identified a number of exploration prospects based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Whilst part of the exploration program is to undertake additional exploratory work with the aim of defining a maiden Mineral Resource, the results of future exploration may not reflect the Company's current understanding of the potential lithium mineralisation at each of the Projects and 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 Mineral Resource is identified no assurance can be provided that this can be economically extracted to define an Ore Reserve.	Section 4.3(f)

RISK	SUMMARY	FOR MORE INFORMATION
Title and grant risk	The Tenements include 20 applications (none of which are Priority Tenements) which must be granted before the Company can obtain rights in respect of and/or undertake mineral exploration on them. The Company may also apply for additional tenements in the future. Accordingly, there is a risk that current or future applications may not be granted (either at all or in their entirety), may be granted on conditions unacceptable to the Company or that such grant may be delayed. There is also a risk that the current or future applications may be subject to objections under relevant mining legislation which must be resolved prior to the applications progressing through the grant process. Accordingly, there is a risk that, in the event that the objections are not withdrawn or resolved, the grant of the tenement applications may be delayed or refused. Further, the valid grant of title involves compliance with various procedures and formalities. In Western Australia, there is currently some uncertainty regarding the validity of grant of certain mining leases and exploration licences depending on whether certain procedural requirements were complied with at the time of application for the relevant tenement. These issues arise from the decisions in *Forrest & Forrest Pty Ltd v Wilson* (2017) 262 CLR 510 and *True Fella Pty Ltd v Pantoro South Pty Ltd* [2022] WAMW 19. Some of the Higginsville Project Tenements may be impacted by the matters the subject of these decisions and this is further discussed in the Solicitor's Tenement Report in Attachment B. Further, mining tenements are granted subject to a number of conditions, compliance with which is necessary to ensure continued title to those tenements. In this case, this will require compliance by both the Company and relevant third parties (including the Karora Group at the Higginsville Project and MEG in respect of EL8958). These conditions include payment of annual rents, meeting prescribed expenditure or work commitments, and annual reporting requirements. Failure to meet tenement conditions may cause loss of title to tenure or the imposition of fines. Mining tenements are only granted for a specified term and are subject to periodic renewal or extension. In some cases, they may only be renewed or extended a limited number of times for a limited period of time. The renewal or extension of the term of a granted tenement is also subject to the discretion of the relevant Minister, mining registrar or Warden (as applicable). As identified in the Solicitor's Tenement Report, some of the Higginsville Project Tenements (including one Priority Tenement) must be renewed annually, which renewal can only be granted in exceptional circumstances. The Company cannot guarantee that renewals or extensions of the Tenements will be granted on a timely basis, or at all.	Section 4.3(g)

RISK	SUMMARY	FOR MORE INFORMATION
Title and grant risk continued	Certain Tenements (some of which are Priority Tenements) are currently subject to extension of term applications. These extension of term applications have not yet been approved. If sufficient grounds cannot be provided for the extensions, or they cannot be extended any further, these Tenements may expire at the end of the current term unless, where applicable, retention status (where available) is applied for in respect of the relevant Tenement or application is made to convert the relevant Tenement to a mining lease. The grant of a mining lease is discretionary and there is no guarantee that any mining lease applied for will be granted. Additionally, some Tenements cannot be renewed and will expire within the next year unless an application to convert those Tenements to a mining lease is lodged, in which case the term of the relevant Tenements will be extended until the application is determined. The inability to obtain the grant of pending tenements, or renewals or extensions, and the imposition of new conditions in relation to the Tenements, or the inability or failure to meet any conditions by the Company or the relevant Tenement holders, may adversely affect the operations, financial position and/or performance of the Company. Please refer to the Solicitor's Tenement Report in Attachment B for further information.	Section 4.3(g)
Foreign Investment Review Board considerations	On completion of the Offer, Karora (a "foreign person" for the purposes of the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**)), together with the Karora Group, will hold more than a 20% interest in the Company. As such, the Company will be a "foreign person" for the purposes of the FATA and is required to seek prior Foreign Investment Review Board (**FIRB**) approval for acquisitions of interests in Australian land, as defined under the FATA, which are over the relevant monetary thresholds. Any failure by the Company to obtain prior FIRB approval for a notifiable acquisition of an interest in Australian land is an offence under the FATA and may result in the Treasurer forcing the Company to dispose of the land or imposing significant civil and criminal penalties. The requirement for the Company to obtain prior FIRB approval for each notifiable acquisition of an interest in Australian land may impact on the Company's ability to make acquisitions in the future as part of future growth plans and could result in delays to any future acquisitions.	Section 4.3(h)

RISK	SUMMARY	FOR MORE INFORMATION
Counterparty risks	The Company and LithiumCo will have a number of key contractual relationships with third parties, including in particular the SQM Earn-in Agreement with SQM and the Mineral Rights Agreements with the Grantors, respectively, that enable access to, or otherwise affect, the Tenements. The ability of the Company to achieve its stated objectives will depend on the continued performance by these counterparties of their contractual obligations. In particular, the Higginsville Project Tenements are, and will continue to be, held by the Karora Group entities, with these entities also entitled to undertake activities on those Tenements. The Company, through its ownership of LithiumCo, will derive its rights to access those Tenements from the Grantors pursuant to the Mineral Rights Agreements and therefore is dependent on the Grantors maintaining those Tenements and complying with the tenement conditions and applicable laws in the conduct of their activities, as well as their contractual obligations to the Company under the Mineral Rights Agreements. Refer to Section 7.1(a) for further details. Similarly, the Company derives its rights of access to EL8958 from MEG and will rely on MEG continuing to administer that Tenement as well as complying with applicable conditions and laws. Further, in respect to the DOM's Hill Project and Marble Bar Projects, the Company is reliant on SQM paying invoices for exploration on request by the Company pursuant to the terms of the SQM Earn-in Agreement to meet the expenditure requirements for the relevant Tenements. Refer to Sections 4.3(l) and 7.1(b) for further details. In relation to the Higginsville Project Tenements in particular, the Company's access to those Tenements will be dependent on the continued co-operation of, and compliance by, the Grantors with their contractual obligations under the Mineral Rights Agreements. Refer to Section 7.1(a) for further details. The financial failure, insolvency or default by them or the other counterparties may adversely affect the operations, financial position and/or performance of the Company.	Section 4.3(i)
Land access risk	Mining tenements are a limited form of tenure which can co-exist with, and overlap, other land interests and rights, including private land, pastoral leases, Crown land interests, public reserves, State forests and conservation areas. In most instances, the Company's ability to access areas of the Tenements overlapping these interests and rights will require some form of consent or agreement, which may or may not be given or may be given on conditions. This can cause delay and/or increased costs for the Company. The Company will need to manage this access on an ongoing basis. In respect of the Priority Tenements for the Jingellic Project and Tallangatta Project, the overlapping interests account for almost all of the area of the relevant Tenements. Given the extent of the overlapping interests, the Company will need to obtain the consent of, or enter into access agreements with, the relevant landholders or affected government agencies prior to undertaking activities on these Tenements. The Company is still in the process of identifying the areas of interest for its exploration on these Tenements. Once the target areas are identified, the Company will consider the impact of the overlapping tenure and interests, and the necessary steps for obtaining access to those areas. There is no guarantee that the Company will be able to obtain access to these Tenements.	Section 4.3(k)

RISK	SUMMARY	FOR MORE INFORMATION
Land access risk continued	Compensation may be payable to the third parties in some instances, particularly in relation to carrying out activities on private land and pastoral leases. Any inability to obtain, or delays or costs in respect of obtaining, necessary landowner or government consents or agreements, or delays or costs in resolving conflicting third-party rights and compensation obligations, may adversely impact the Company's ability to carry out exploration or mining activities within the affected areas. Refer to the Solicitor's Tenement Report in Attachment B for further information on the existence of these overlapping interests and rights and the processes required for obtaining access.	Section 4.3(k)
Earn-in Risk	Exploration activities at the Marble Bar Project and DOM's Hill Project (together, the **SQM Projects**) are currently sole funded by SQM pursuant to the terms of the SQM Earn-in Agreement with SQM. The exploration of the SQM Projects is reliant on SQM continuing to earn-in, solely funding the exploration and performing its obligations under the SQM Earn-in Agreement. There may be a material adverse impact on the exploration of the SQM Projects if SQM does not perform its obligations or elects not to continue to solely fund exploration and/or complete its earn-in. In that case the Company would need to fund its share of the statutory expenditure commitments and accordingly revise its exploration programs to accommodate any expenditure needed on the SQM Projects or consider other options such as seeking another earn-in partner or surrendering areas of the tenements that comprise the SQM Projects that are not of interest to it so as to reduce the expenditure commitment. If SQM completes its earn-in and gives notice that it wishes to form a joint venture in respect of the SQM Projects, the further exploration and any future mining operations will similarly be reliant on SQM performing its obligations under the SQM Earn-in Agreement and joint venture agreement (if any). There is no guarantee that the Company and SQM will be able to successfully negotiate and enter into a fully termed joint venture agreement. There is a risk that the SQM Projects may be wholly acquired by SQM under the mechanisms in the SQM Earn-in Agreement if the parties cannot enter into a joint venture agreement. There may also be a material adverse impact on the SQM Projects if the relationship between the Company and SQM deteriorates. If SQM defaults in the performance of its obligations under the SQM Earn-In Agreement or joint venture agreement (if any), it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.	Section 4.3(l)

RISK	SUMMARY	FOR MORE INFORMATION
Environmental risks	The Company is subject to industry standard laws and regulations relating to the environmental impact of its current and future intended activities, including rehabilitation. There is no guarantee that the necessary environmental approvals for its proposed activities will be obtained in a timely manner or be forthcoming at all. Changes to environmental laws may result in the cessation or reduction of the Company's activities or materially increase planned exploration or development costs. Penalties for failure to adhere to requirements or, in the event of environmental damage, remediation costs can be substantial. It is the Company's intention to conduct its activities in compliance with all environmental laws. Exploration work will be carried out in a way that has minimal impact on the environment.	Section 4.3(m)
Native title and Aboriginal heritage	Certain of the Tenements overlap native title determinations and registered claims. The absence of a registered claim or determination does not necessarily mean that no native title exists over the relevant areas (refer to the Solicitor's Tenement Report in Attachment B) and the Tenements may be subject to future native title claims to be determined by the Federal Court. The existence of native title rights and interests over the area of the Tenements may have an adverse impact on the Company's activities on those Tenements and its ability to fund those activities. Some of the main risks include delays in obtaining the grant, renewal or conversion of Tenements (or new applications) due to the requirement to negotiate with native title holders and claimants, which can require significant time. There is also the risk that the State government did not fully comply with the appropriate future act processes in granting the Tenements, such that a Tenement may be inconsistent with native title rights and interests. In addition, native title holders may seek compensation under the Native Title Act for the impacts of acts affecting native title rights and interests after the commencement of the *Racial Discrimination Act 1975* (Cth) on 31 October 1975. Considerable expense may be incurred in negotiating and resolving issues, including any compensation arrangements reached in settling native title claims lodged over any of the Tenements held or acquired by the Company.	Section 4.3(n)

RISK	SUMMARY	FOR MORE INFORMATION
Native title and Aboriginal heritage continued	In Western Australia, the status of Aboriginal cultural heritage is currently uncertain, given the recent enactment of the *Aboriginal Cultural Heritage Act 2021* (WA), intended to replace the *Aboriginal Heritage Act 1972* (WA). However, the State government has since announced the forthcoming repeal of the *Aboriginal Cultural Heritage Act 2021* (WA), such that the legislation in Western Australia moving forward will be the *Aboriginal Heritage Act 1972* (WA), with limited amendments that are yet to be confirmed. This legislative uncertainty may lead to delays in obtaining requisite approvals. Further, the existence of Aboriginal cultural heritage on land the subject of the Tenements cannot be conclusively confirmed without the Company undertaking its own surveys of that land. The existence of such Aboriginal cultural heritage may cause delays, or even limit or preclude mining activities in certain areas. The unauthorised disturbance of any Aboriginal cultural heritage in Western Australia, Victoria and New South Wales is an offence with the potential for fines and enforcement action. Even where lawfully disturbed, there may be reputational consequences. The Directors will closely monitor the potential effect of native title claims or Aboriginal cultural heritage matters involving Tenements. Please refer to the Solicitor's Tenement Report in Attachment B of this Prospectus for further details.	Section 4.3(n)

1.4 Directors and Senior Management

TOPIC	SUMMARY	FOR MORE INFORMATION
Who are the Directors of the Company?	**Luke Reinehr, Non-Executive Chair**, was co-founder and previously the managing director of Kalamazoo from January 2013 to July 2016 and is currently the chief executive officer and chairman of Kalamazoo. Luke has over 25 years' experience in senior management positions of resources and technology companies in Australia and abroad. **Graeme Sloan, Managing Director**, is a qualified mining engineer with over 35 years' of leadership experience in commodities, working in Australia, as well as North and South American listed companies. Graeme is currently the chairman/acting chief executive officer of TSX-listed gold explorer, Golden Horse Minerals Limited (formerly Altan Rio Limited). **Paul Adams, Non-Executive Director**, has over 20 years' experience in the mining industry in exploration, open pit, underground operational roles both in Australia and overseas. Paul currently sits on the board of Kalamazoo and Meeka Metals Limited. **John Leddy, Non-Executive Director**, has over 20 years' experience as a business lawyer and in private equity, specializing in M&A, capital raising and structuring, and other strategic transactions. John currently serves as senior advisor of legal and strategic matters at Karora. **Simon Coyle, Non-Executive Director**, has 20 years' experience across a number of senior positions in a range of commodities including gold, iron ore, manganese and lithium. Simon recently held the position of general manager operations for Pilbara Minerals Limited's hard rock lithium operation, Pilgangoora. Simon is also the chief executive officer of Velox Energy Materials Inc (TSXV:VLX).	Section 5.1

TOPIC	SUMMARY	FOR MORE INFORMATION
Who are the members of the Company's senior management?	**Graeme Sloan, Managing Director (above)** **Bernard Crawford, Chief Financial Officer**, is a Chartered Accountant with over 30 years' of experience in the resources industry in Australia and overseas. He has held various positions including company secretary and/or chief financial officer at Impact Minerals Limited, Alchemy Resources Limited, Musgrave Minerals Limited and Shaw River Manganese Limited. Bernard holds a Bachelor of Commerce from the University of Western Australia, a Master of Business Administration from the London Business School and is a Member of the Institute of Chartered Accountants in Australia and New Zealand and the Governance Institute of Australia. Bernard is currently chief financial officer and company secretary of Kalamazoo. **Nick Madders, General Counsel and Company Secretary**, has been the general counsel of a large mining services company since early 2021 and has also held the role of company secretary there since early 2022. He has also recently been appointed as company secretary of TSX-listed gold exploration company Golden Horse Minerals Limited (formerly Altan Rio Limited). Nick has extensive experience in M&A and corporate compliance, having spent five years working at Gilbert + Tobin in one of Australia's top tier transactions teams. Since entering the mining industry in early 2021, Nick has successfully led and completed transactions in the gold, lithium and base metals markets. **Dr Luke Mortimer, Exploration Manager**, is an accomplished exploration, mining and geothermal energy geoscientist and with worldwide experience working in the minerals and energy industry. Luke is currently the exploration manager at Kalamazoo.	Section 5.2

1.5 Significant interests of key people, acquisitions and related party transactions

TOPIC	SUMMARY	FOR MORE INFORMATION
What significant benefits are payable to Directors connected with the Company or the Offer and what significant interests do they hold?	The Directors (excluding alternates) are entitled to the following annual fees (exclusive of superannuation, where applicable): • Luke Reinehr – $85,000 • Graeme Sloan – $300,000 • Paul Adams – $50,000 • John Leddy – $50,000 • Simon Coyle – $50,000	Sections 5.3 and 5.4

TOPIC	SUMMARY	FOR MORE INFORMATION
What significant benefits are payable to Directors connected with the Company or the Offer and what significant interests do they hold? continued	On completion of the Offer, based on the intentions of the Directors as at the Prospectus Date, the direct and indirect interests of the Directors in securities of the Company is anticipated to be as follows (which includes participation in the Pre-IPO Seed Raising and Shares received via the Kalamazoo In-specie Distribution):	Sections 5.3 and 5.4

DIRECTOR*	SHARES	IN-SPECIE SHARES*	PERFORMANCE RIGHTS**
Luke Reinehr	640,000	279,575	2,410,154
Graeme Sloan	800,000	–	3,016,682
Paul Adams	600,000	56,694	1,803,625
John Leddy	800,000	–	1,213,057
Simon Coyle	400,000	–	1,213,057

* And/or their associated entities.

** Indicative only, assuming Maximum Subscription. Incentive Performance Rights to be granted prior to Listing pursuant to the Incentive Plan on the terms and conditions detailed in Section 6.17.

Refer to Section 5.4 for further information in relation to benefits being provided to the Directors.

TOPIC	SUMMARY	FOR MORE INFORMATION
What are the Acquisition Agreements?	The Company has entered into the following agreements: • a tenement sale agreement with Kalamazoo in respect of the DOM's Hill and Marble Bar Projects currently held by Kalamazoo which will be transferred to the Company in exchange for the issue of 37,862,900 Shares in the Company to Kalamazoo (including, for the avoidance of doubt, all title and exploration rights). Kalamazoo will also assign its interests in the SQM Earn-in Agreement, which operates in respect of the DOM's Hill and Marble Bar Projects, to the Company; and • a share sale agreement with Avoca Mining, a wholly owned subsidiary of Karora, in exchange for the issue of 30,797,000 Shares in the Company to Avoca Mining (or its nominees), pursuant to which Avoca Mining agrees to sell the all of the shares in LithiumCo, which has entered into separate mineral rights agreements (on substantially the same terms) with each member of the Karora Group other than Karora for LithiumCo to be granted rights to lithium (in any and all forms) and lithium bearing ore and all other minerals contained within lithium bearing ores including but not limited to tantalum, tin, caesium and rubidium over the Higginsville Project tenements. The Karora Group also has the right to subscribe for an additional 66,345 Shares on completion of the Share Sale Agreement. The Consideration Shares to be issued to Kalamazoo and the Karora Group under the Acquisition Agreements (including the 66,345 Shares that the Karora Group has a right to subscribe for on completion of the Share Sale Agreement) will be issued prior to Listing and are expected to be subject to escrow for 24 months from the date of the Company's admission to the Official List. Refer to Section 7.1(a) for further details in respect to the Acquisition Agreements and to Section 6.11 for details in relation to escrow. In addition to the above, EL8958 is currently held by Mining and Energy Group Pty Ltd (**MEG**). The Company has entered into a term sheet with MEG for the option for the Company to acquire an 100% interest in the MEG Lithium Rights at EL8958. Refer to Section 7.1(c) for further details on the term sheet with MEG.	Sections 7.1(a) and 7.1(c)
Will there be a controlling interest or any substantial shareholders in the Company?	On Listing, the Directors do not expect any Shareholder to control (as defined in section 50AA of the Corporations Act) the Company. As at the Prospectus Date, it is expected that the following shareholders (and their associates) will have more than 5% of the issued capital of the Company post completion (assuming Maximum Subscription and completion of the proposed Kalamazoo In-specie Distribution) on an undiluted basis: • Kalamazoo with 20.22%; and • Karora Group with 22.10%. The Directors note that major shareholders of Kalamazoo may become major Shareholders of the Company following the Kalamazoo In-specie Distribution and if they participate in the Priority Offer. As at the Prospectus Date, it is not known if there will be any other substantial (5%+) shareholders at Listing.	Sections 2.7 and 6.3

TOPIC	SUMMARY	FOR MORE INFORMATION
Will any Shares be subject to restrictions on disposal following Listing?	Yes, there are compulsory escrow arrangements under the ASX Listing Rules. It is expected that the following Shares will be subject to ASX imposed escrow and classified as Restricted Securities for a period of 24 months from the date of Official Quotation: • 29,147,250 Shares to be held by Kalamazoo; • 31,863,345 Shares to be held by the Karora Group; and • 1,620,000 Shares to be issued to Directors under the Pre-IPO Seed Raising. It is expected that 4,940,000 Shares to be issued to unrelated seed investors under the Pre-IPO Seed Raising and 300,000 Shares to be issued under the Mansen Tenement Sale Agreement will be subject to ASX imposed escrow and classified as Restricted Securities for a period of 12 months from the date of issue. In addition to the above, the Company has or is seeking to enter into voluntary escrow arrangements pursuant to the Share Sale Agreement as follows: • the remaining 6,560,000 Shares to be issued under the Pre-IPO Seed Raising on the terms set out in Section 6.11; and • approximately 2,815,851 In-specie Shares to be issued to major shareholders, directors and executives of Kalamazoo on the terms set out in Section 6.11. These voluntary escrow arrangements are a completion deliverable under the Share Sale Agreement. Refer to Section 7.1(a) for further information. As at the Prospectus Date, the Company is still arranging for investors to enter into the required voluntary escrow deeds. The Company understands that Kalamazoo has applied to ASX for confirmation that, amongst other things, the Shares to be distributed in-specie to Kalamazoo Shareholders (including related parties) will not be subject to the escrow restrictions in Chapter 9 of the ASX Listing Rules. None of the Shares to be issued pursuant to the Offer will be subject to any ASX imposed escrow restrictions.	Section 6.11
Are there any other related party arrangements in place?	Other than as set out in Section 5.6, or elsewhere in this Prospectus, there are no existing agreements or arrangements, and there are no proposed transactions, in which the Company was, or is to be, a participant, and in which any related party had or will have a direct or indirect material interest.	Section 5.6

1. Investment Overview continued

1.6 Overview of the Offer

TOPIC	SUMMARY	FOR MORE INFORMATION
Who is the issuer of this Prospectus?	Kali Metals Limited (ACN 653 279 371).	Important notices
What is the Offer?	The Offer is an initial public offering of 48,000,000 Shares at an Offer Price of $0.25 per Share to raise $12 million (before costs) with oversubscriptions of a further 12,000,000 Shares to raise an additional $3 million (before costs) being accepted. The Shares offered under this Prospectus will represent approximately 41.62% of Shares on issue at Listing (assuming the Maximum Subscription is reached).	Section 6.1
What is the price payable for the Shares?	Successful Applicants under the Offer will pay the Offer Price, being $0.25 per Share.	Section 6.1
What is purpose of the Offer?	The purpose of the Offer is to: • raise a minimum of $12,000,000 and a maximum of $15,000,000 (before costs) to: – fund the exploration and evaluation of the Projects as described in Section 2.11; – pay the costs of the Offer; and – provide the Company with a source of working capital; • meet the conditions to apply for Official Quotation of the Shares on the ASX; and • assist the Company to meet the requirements of ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules, as part of the Company's application for admission to the Official List.	Section 6.1(b)
How is the Offer structured?	The Offer comprises: • the **Retail Offer**, consisting of the: – **Broker Firm Offer**, which is open only to Australian resident investors who are not Institutional Investors and who have received an invitation from their Broker to participate; – **Priority Offer**, which is open to Eligible Kalamazoo Shareholders, being those Kalamazoo Shareholders with a registered address in Australia, New Zealand and the United Kingdom on the Priority Offer Record Date, who will be sent a Priority Offer Invitation; and – **Chair's List Offer**, which is open to selected investors in Australia, New Zealand, Hong Kong, Singapore, Canada or United Kingdom, who will be sent a Chair's List Invitation. • the **Institutional Offer**, which consists of an invitation to bid for Shares made to Institutional Investors in Australia, New Zealand, Hong Kong, Singapore, Canada and United Kingdom and any other eligible foreign jurisdictions as determined between the Company and the Joint Lead Managers. No general public offer of Shares will be made under the Offer.	Section 6.1(a)

TOPIC	SUMMARY	FOR MORE INFORMATION
What is the Minimum Subscription?	The minimum subscription for the Offer is 48,000,000 Shares to raise $12,000,000 before costs (**Minimum Subscription**). The Company reserves the right to accept Applications for up to 60,000,000 Shares to raise $15,000,000 before costs (**Maximum Subscription**).	Section 6.1(c)
What are the conditions to the Offer?	The Offer under this Prospectus is conditional upon: • Kalamazoo obtaining the Kalamazoo Approvals; • the conditions precedent to the Acquisition Agreements being satisfied or waived (if applicable) and completion occurring under the Acquisition Agreements; • ASX providing the Company with a list of conditions which, once satisfied, will result in ASX admitting the Company to the Official List; and • the Company raising the Minimum Subscription under the Offer. If these conditions are not satisfied, then the Offer will not proceed and the Company will repay all Application Monies received under the Offer in accordance with the Corporations Act.	Section 6.2
Will the Shares be quoted on the ASX?	The Company will apply to ASX within seven days of the Prospectus Date for admission to the official list of, and quotation of its Shares by, ASX under the code 'KM1'. Completion is conditional on ASX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.	Section 6.15
Who are the Joint Lead Managers for the Offer?	The Joint Lead Managers are Bell Potter Securities Limited and Canaccord Genuity (Australia) Limited.	Important notices

1. Investment Overview continued

TOPIC	SUMMARY	FOR MORE INFORMATION
What fees are payable to the Joint Lead Managers?	The Company will pay the following fees (plus GST) to the Joint Lead Managers in connection with the Offer: • cash fees as follows: – a management fee of 1.5% of the Offer proceeds; and – a selling fee of 3.25% of the Offer proceeds (excluding any proceeds up to $2 million raised through the Priority Offer). • Advisor Options comprising: – such number of Advisor Options as is equal to 0.5% of the Shares on issue upon completion of the Offer* exercisable at a 50% premium to the Offer Price on or before the second anniversary of their issue date; – such number of Advisor Options as is equal to 1.0% of the Shares on issue upon completion of the Offer* exercisable at a 75% premium to the Offer Price on or before the second anniversary of their issue date; and – such number of Advisor Options as is equal to 1.0% of the Shares on issue upon completion of the Offer* exercisable at a 100% premium to the Offer Price on or before the second anniversary of their issue date, on the terms and conditions detailed in Section 6.18. * Calculated on a fully diluted basis after issue of the Consideration Shares and assuming all convertible securities on issue (such as the Incentive Performance Rights) have been exercised.	Section 7.1(g)
What are the interests of the Joint Lead Managers in the securities of the Company?	The Joint Lead Managers (and their respective associates) do not have a relevant interest in any securities as at the Prospectus Date. The Joint Lead Managers are not entitled to receive any securities in respect of the Offer as compensation for its services, other than the Advisor Options. The Joint Lead Managers have not participated in any placement of securities by the Company in the 2 years preceding lodgement of this Prospectus. Based on the information available to the Company as at the Prospectus Date regarding the intentions of the Joint Lead Managers and their associates in relation to the Offer and assuming neither the Joint Lead Managers nor their associates take up Shares under the Offer, the Joint Lead Managers and their associates will not hold a relevant interest in any Shares at Listing.	Section 5.3(a)
What is the allocation policy?	The allocation of Shares between the Retail Offer and the Institutional Offer will be determined by the Company and the Joint Lead Managers. For Broker Firm Offer participants, the relevant Broker will decide as to how they allocate Shares among their retail clients. The allocation policy relating to the Priority Offer is outlined in Section 6.7. Directors of the Company who are also directors or shareholders of Kalamazoo will not participate in the Priority Offer allocation process. The allocation of Shares among Applicants in the Institutional Offer will be determined by the Company and the Joint Lead Managers.	Section 6.7

TOPIC	SUMMARY	FOR MORE INFORMATION
Is the Offer underwritten?	No.	Section 6.5
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer.	Section 6.5
What are the tax implications of investing in the Shares?	The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest. Summaries of certain Australian tax consequences of participating in the Offer and investing in Shares are set out in Section 7.5.	Section 7.5
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be mailed to successful Applicants by post on or around 18 December 2023.	Section 6.15
What is the minimum Application size under the Offer?	**Broker Firm Offer** • $2,000 (8,000 Shares) **Priority Offer** • $2,000 (8,000 Shares) **Chair's List Offer** • $2,000 (8,000 Shares) There is no maximum value of Shares that may be applied for under the Broker Firm Offer, Priority Offer or Chair's List Offer. However, the maximum size of: • the Priority Offer is $2 million; and • the Chair's List Offer is $1 million. If there is a shortfall of Applications under the Priority Offer from Eligible Kalamazoo Shareholders or under the Chair's List Offer, the Directors will apply the shortfall to Applications received under the Broker Firm Offer.	Sections 6.6, 6.7 and 6.8

1. Investment Overview continued

TOPIC	SUMMARY	FOR MORE INFORMATION
How can I apply?	**Broker Firm Offer Applicants** Broker Firm Offer Applicants may apply for Shares by completing the Application Form included in or accompanying this Prospectus, and lodging it with the Broker who invited them to participate in the Offer. Note that you must be a client of a participating broker in order to participate in the Broker Firm Offer. **Eligible Kalamazoo Shareholders (Priority Offer)** Eligible Kalamazoo Shareholders may apply for Shares by following the instructions on how to apply in the Priority Offer Invitation. **Chair's List Offer Applicants** Investors who have received an invitation from the Chair to participate in the Chair's List Offer may apply for Shares by following the instructions on how to apply in the Chair's List Offer Invitation. **Institutional Offer Applicants** The Lead Managers separately advised Institutional Investors of the Application procedure under the Institutional Offer. To the extent permitted by law, an Application received under the Offer is irrevocable. There is no general offer to the public.	Sections 6.6, 6.7, 6.8 and 6.9
When can I sell my Shares on the ASX?	It is expected that trading of the Shares on ASX will commence on or around 22 December 2023 on a normal settlement basis. It is the responsibility of each Applicant to confirm their own holdings before trading on ASX. Any Applicant who sells Shares before it receives an initial holding statement does so at its own risk.	Section 6.15
Can the Offer be withdrawn?	The Company reserves the right not to proceed with the Offer at any time before the issue or transfer of Shares to successful Applicants under the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the Offer not proceeding.	Important notices
Where can I find out more information about this Prospectus or the Offer?	If you have any questions in relation to the Offer, call the Kali Metals Offer Information Line on: • 1300 113 258 (toll free within Australia); or • +61 8 9389 8033 (outside Australia), between 8:30am and 5:00pm (AWST), Monday to Friday (excluding public holidays). All enquiries in relation to the Broker Firm Offer should be directed to your Broker. If you have any questions about whether to invest, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest.	Important notices Key dates

2.

Company and Projects Overview

2. Company and Projects Overview

2.1 Introduction

Kali Metals is an unlisted Australian public company, which was incorporated in the state of Western Australia on 31 August 2021 as a subsidiary of Kalamazoo. Since incorporation, Kali Metals has primarily been focused on holding the Pear Creek, Jingellic and Tallangatta lithium projects, and more recently, raising seed capital to fund its proposed exploration activities and exploring potential opportunities to acquire additional mineral rights or tenements prospective for lithium.

At Listing, the Projects will comprise the following:

(a) subject to completion of the Tenement Sale Agreement, the DOM's Hill Project and Marble Bar Project currently held by Kalamazoo and to be transferred to Kali Metals, located in the Pilbara region of Western Australia. Kalamazoo will also assign its interests in the SQM Earn-in Agreement, which operates in respect of the DOM's Hill and Marble Bar Projects, to Kali Metals;

(b) the Pear Creek Project currently held by Kali Metals, located in the Pilbara region of Western Australia;

(c) subject to completion of the Share Sale Agreement and Mineral Rights Agreements, the Higginsville Lithium Rights over the Higginsville Project held by the Karora Group, located in the Eastern Yilgarn region of Western Australia; and

(d) the Jingellic Project and Tallangatta Project currently held by Kali Metals, together with the option to earn a 100% interest in the MEG Lithium Rights at EL8958 held by MEG, all located in the Lachlan Fold Belt region of New South Wales and Victoria.

Together the Projects will cover 3,854km^2 of rights to exploration tenure in the world-class Pilbara and Eastern Yilgarn regions of Western Australia and the emerging Lachlan Fold Belt region in Southern New South Wales and North-eastern Victoria, including 64 granted exploration licenses, 77 granted prospecting licenses and 61 granted mining leases, as follows:

PROJECT	GRANTED TENEMENTS AND TENEMENT APPLICATIONS	GRANTED TENEMENTS
Higginsville Project	1,695[1,2]	1,505[1]
DOMs Hill Project	125	125
Marble Bar Project	77	77
Pear Creek Project	108	108
Jingellic Project[3]	1,200	1,200
Tallangatta Project	839	839
Total (km^2)	**4,044**	**3,854**

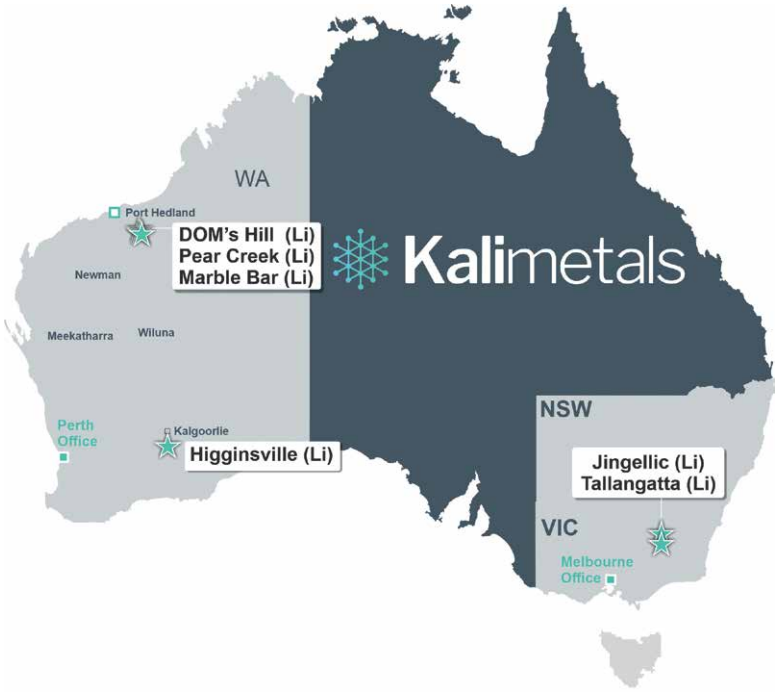
Notes:

1. Exploration on and access to the tenements within the Higginsville Project will be subject to the terms of the Mineral Rights Agreements. Refer to Section 7.1(a) for further details. Also includes P15/6778 which the Company will acquire pursuant to the Mansen Tenement Sale Agreement. Refer to Section 7.1(d) for further details.
2. Inclusive of tenement applications covering 190km^2 at the Higginsville Project.
3. Includes EL8958 held by MEG, for which Kali Metals has the option to earn a 100% interest in the MEG Lithium Rights. Refer to Section 7.1(c) for further details.

Refer to the tenement schedule in Schedules A – E of the Solicitor's Tenement Report set out in Attachment B for an overview of all the Tenements and their current holders.

The following diagram illustrates the location of each of the Projects.

Figure 1 – location of the Company's Projects



Further details of the Projects are set out in:

(a) Sections 4 to 6 (inclusive) of the Independent Technical Assessment Report set out in Attachment A, which:

  (i) provides a summary of the regional and local geology and historical exploration at the Projects; and

  (ii) considers the exploration programs proposed by Kali Metals, the styles of mineralisation being targeted and the exploration potential of the Projects; and

(b) the Solicitor's Tenement Report set out in Attachment B, which considers the legal status, title and ownership of the Tenements.

The Tenement Sale Agreement and Share Sale Agreement (together with the Mineral Rights Agreements, the **Acquisition Agreements**) are conditional, amongst other things, on Kali Metals receiving written conditional approval from the ASX to be admitted to the official list of the ASX and for Official Quotation of all the Shares.

Refer to Section 7.1(a) for further information on the Acquisition Agreements and Section 7.1(c) for further information on the MEG Term Sheet.

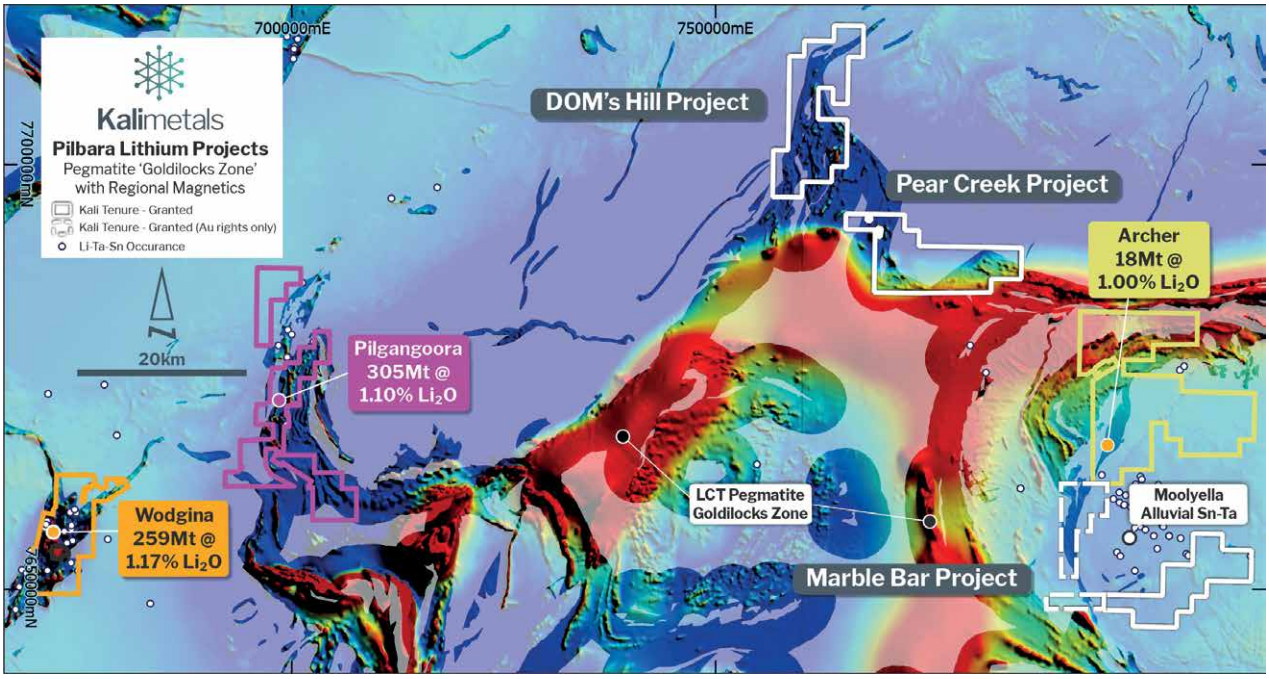
2.2 Projects Summary and Locations

(a) Pilbara Projects (DOM's Hill Project, Marble Bar Project and Pear Creek Project)

Subject to completion under the Tenement Sale Agreement, Kali Metals will acquire from Kalamazoo the DOM's Hill Project and Marble Bar Project (including title and all exploration rights), which together with the Pear Creek Project currently held by Kali Metals, are all located in the eastern portion of the Archean Pilbara Craton in the Pilbara region of Western Australia. The Pilbara Craton is well endowed with lithium, tantalum and tin related to LCT type pegmatites with the Wodgina and Pilgangoora pegmatite groups comprising the bulk of current lithium production in the Pilbara.

2. Company and Projects Overview continued

Figure 2 – Pilbara Lithium Projects (DOM's Hill Project, Marble Bar Project and Pear Creek Project)



(i) DOM's Hill Project (currently held by Kalamazoo)

Introduction, location and access

The DOM's Hill Project (125km^2) is located in the East Pilbara region of Western Australia and is 110km southeast of Port Hedland and 52km northwest of Marble Bar. The DOM's Hill Project is accessed from the Marble Bar Project via the Marble Bar Road or Coongan-Goldsworthy Road, together with minor station tracks that branch off these roads.

The DOM's Hill Project is in an early exploration and evaluation stage, with the initial first phase of exploration drilling and sampling completed. The focus of previous exploration within the DOM's Hill Project has been gold, base metals, and nickel. The DOM's Hill Project area is regarded by Kali Metals as being prospective for LCT pegmatites.

Local geology and lithium mineralisation

The dominant lithology in:

- the west and central area of the tenements comprising the DOM's Hill Project is the Apex Basalt with:
  - minor pockets of Duffer Formation (dacite and sediments) and ultramafic intrusions within E45/4722; and
  - a wedge of Tambina Supersuite (metatonalite and metagranodiorite) flanked by ultramafic intrusion within E45/4887; and
- the eastern area of E45/4722 predominantly comprises Mt Ada and North Star basalt.

The DOM's Hill Project is covered by extensive deposits of alluvial material, which occur everywhere except where relief is sufficiently elevated for bedrock to be exposed.

Previous exploration

Historically, the DOM's Hill Project has been explored for gold and base metals, but no economic mineralisation has been located. In addition, drilling has not comprehensively tested many of the anomalous areas, with only 338 drill holes within the tenements and a maximum hole depth of 110 to150m at various locations. The area is considered under-explored and previous target zones have been poorly tested.

Kalamazoo has completed extensive exploration over the tenements comprising the DOM's Hill Project (which covers much of the northern part of the Warralong Greenstone Belt) and adjacent areas, specifically for lithium. During 2021, Kalamazoo re-assayed 167 soil samples on the original 100m by 400m grid within E45/5416 which were collected during the previous reporting period. These assays revealed areas elevated in lithium, and associated trace elements of tantalum and caesium.

In November 2021, Kalamazoo undertook a large-scale soil sampling program across the combined DOM's Hill Project area, together with two separate field reconnaissance visits where rock chip samples were collected. The entire sample set during this reporting period, along with samples collected during the previous reporting period, were analysed and re-analysed with a portable XRF. The results identified widespread, elevated lithium index anomalism across the DOM's Hill Project areas. These anomalies, when supported by coincident multi element anomalism, were identified as being prospective for pegmatite hosted lithium mineralisation.

Kalamazoo also undertook reverse circulation percussion drilling, which comprised 10 holes at 1,612m. No lithium minerals were observed and the best analytical result was 47ppm lithium.

Proposed exploration strategy

The DOM's Hill Project is an early-stage exploration project, and whilst there are some indications that lithium bearing pegmatites may be present in the project area, the potential for DOM's Hill Project to host LCT pegmatites still needs to be confirmed. Refer to Section 2.8 for Kali Metals' proposed exploration strategy at the DOM's Hill Project.

(ii) Marble Bar Project (currently held by Kalamazoo)

Introduction, location and access

The Marble Bar Project (77km^2) is also located in the East Pilbara region of Western Australia and is 200km southeast of Port Hedland and 1,300km north northeast of Perth. The Marble Bar Project is accessed via the sealed Marble Bar Road from Port Hedland and a network of station tracks.

In relation to E 45/4700, a compulsory 40% relinquishment is due on 14 September 2023. Whilst the exact graticular blocks to be relinquished have not been confirmed, the Company confirms that the areas to be relinquished have already been deemed to not be prospective for lithium.

Recent field work at the Marble Bar Project has discovered outcropping spodumene bearing pegmatite dykes associated with high grade rock chip samples assaying up to 2.8% Li_2O.

Local geology and lithium mineralisation

The bulk of tenements E45/4700 and E45/5970 cover the Fig Tree Gneiss member of the Tambina Supersuite. The northern portion of the tenements adjoin the Moolyella Monzogranite, and the southwestern parts cover the Jenkin Granodiorite, member of the Emu Pool Supersuite.

Previous exploration work by Lithium Australia Ltd located several lepidolite bearing pegmatite sills with shallow to moderate dips to the east. More recently, spodumene bearing pegmatites have been located by Kalamazoo, particularly within E45/5970.

Previous exploration

Recent exploration undertaken by Kalamazoo has comprised soil and rock chip sampling and reverse circulation percussion drilling to test several pegmatites. A summary of this exploration is set out below:

- multiple pegmatites have been mapped within the tenements comprising the Marble Bar Project and several of these pegmatites host lepidolite. More recent investigations by Kalamazoo have also located spodumene bearing pegmatites, particularly within E45/5970. In addition, more recent sampling of additional spodumene bearing pegmatite has returned up to 2.8% Li_2O;
- other visually identified spodumene samples are in the process of investigation to confirm spodumene is present; and
- 26 reverse circulation holes have been drilled at 2,419m and targeted anomalous soil and several outcropping pegmatites with visible lepidolite or zinnwaldite. The drilling intersected multiple thin pegmatites which returned eight 1m pegmatite intervals with greater than 1,000ppm lithium, with the best result in drill hole MB22RC019 of 1m at 2,840ppm (0.61% Li_2O).

Proposed exploration strategy

The Marble Bar Project is located along the margin of the Moolyella tin and tantalum alluvial field and contains numerous local occurrences of mapped lithium-enriched pegmatites. As noted above, recent mapping and surface sampling at the Marble Bar Project has discovered outcropping spodumene-bearing pegmatite dykes and grab samples of spodumene bearing pegmatite have returned up to 2.8% Li_2O. Refer to Section 2.8 for Kali Metals' proposed exploration strategy at the Marble Bar Project.

(iii) SQM Earn-in Agreement

Kali Metals has a partnership with SQM, the world's second largest lithium producer (SQM produces approximately 19% of the world's lithium supply) with significant lithium exploration, construction and operating experience. Each of the DOM's Hill Project and Marble Bar Project form part of the SQM Earn-in Agreement. Exploration activities across DOM's Hill Project and Marble Bar Project are currently solely funded by SQM and managed by Kali Metals under the SQM Earn-in Agreement, pursuant to which SQM has the option to sole fund exploration at the DOM's Hill Project and Marble Bar Project to earn between an initial 30% and up a 70% in the DOM's Hill Project and Marble Bar Project.

On 7 August 2023, SQM provided Kalamazoo with notice of having satisfied stage one of the earn-in under the SQM Earn-in Agreement by completing payments of approximately $2.3 million (**First Earn-in Notice**), giving SQM a 30% interest in the DOM's Hill Project and Marble Bar Project.

Together with providing the First Earn-in Notice, SQM confirmed that it will continue to earn the stage two interest (as detailed in Section 7.1(b)) by sole funding exploration at the DOM's Hill Project and Marble Bar Project, and not form a joint venture with Kali Metals in respect of the DOM's Hill Project and Marble Bar Project. As at the Prospectus Date, SQM has yet to exercise its right to take a transfer of its 30% legal interest in the Tenements comprising the DOM's Hill Project and Marble Bar Project.

Pursuant to and in conjunction with the acquisition by Kali Metals of Kalamazoo's interests in the DOM's Hill Project and Marble Bar Project under the Tenement Sale Agreement, Kali Metals, Kalamazoo and SQM have entered into a deed of assignment and assumption assigning Kalamazoo's interests in the SQM Earn-in Agreement to Kali Metals.

Refer to Section 7.1(b) for further details on the SQM Earn-in Agreement and deed of assignment and assumption.

Following completion under the Tenement Sale Agreement, Kali Metals will hold a 70% interest in the Tenements comprising the DOM's Hill Project and Marble Bar Project (including title and all exploration rights). Refer to Section 7.1(a) for further details on the Tenement Sale Agreement.

(iv) Pear Creek Project (currently held by Kali Metals)

Introduction, location and access

The Pear Creek Project (108km^2) is located between the DOM's Hill Project and the Marble Bar Project and is in the East Pilbara region of Western Australia, approximately 140km southeast of Port Hedland and 60km northwest of Marble Bar. The Pear Creek Project is accessed via the Port Hedland to Marble Bar Road which transverses the project, with access to the tenements from minor station tracks that branch off this road.

The Pear Creek Project is in an early exploration and evaluation stage and consists of three granted exploration licences.

Kali Metals currently holds 100% of the Tenements comprising the Pear Creek Project.

Local geology and lithium mineralisation

The Pear Creek Project, similar to the DOM's Hill Project, is within the East Pilbara Granite-Greenstone Terrane of the Archaean Pilbara Craton. It is located between the Marble Bar Project and DOM's Hill Project and includes a 25km long zone of variable width (1 to 7 km) of Archaean greenstone in contact with the southern margin of the Muccan Granitic Complex.

No known modern exploration has been undertaken for LCT pegmatite mineralisation on the Pear Creek Project and it is not known whether pegmatites exist on the tenements comprising the Pear Creek Project. This may be partly explained by some of the Pear Creek Project area being overlain by a thin veneer of younger sedimentary cover.

Previous exploration

The Pear Creek Project has historically been considered prospective for a range of commodities including gold, nickel, cobalt and base metals. The area has recently been re-rated by Kalamazoo for its gold potential due to shear hosted gold resources identified nearby.

None of the previous exploration work on the Pear Creek Project is pertinent to lithium exploration. As such, details are not included in this Prospectus or in the Independent Technical Assessment Report.

Proposed exploration strategy

Refer to Section 2.8 for Kali Metals' proposed exploration strategy at the Pear Creek Project.

(b) Higginsville Project – Eastern Yilgarn, Western Australia (Higginsville Lithium Rights to be granted to LithiumCo, which will become a wholly owned subsidiary of Kali Metals)

Introduction, location and access

Subject to completion under the Share Sale Agreement and the Mineral Rights Agreements, Kali Metals will, through its new wholly owned subsidiary, LithiumCo, acquire the Higginsville Lithium Rights across the entire area of the Karora Group's Higginsville Project, located in the Eastern Yilgarn region of Western Australia, with an area of 1,505km^2. Exploration on and access to the tenements within the Higginsville Project will be subject to the terms and conditions of the Mineral Rights Agreements. Refer to Section 7.1(a) for further details.

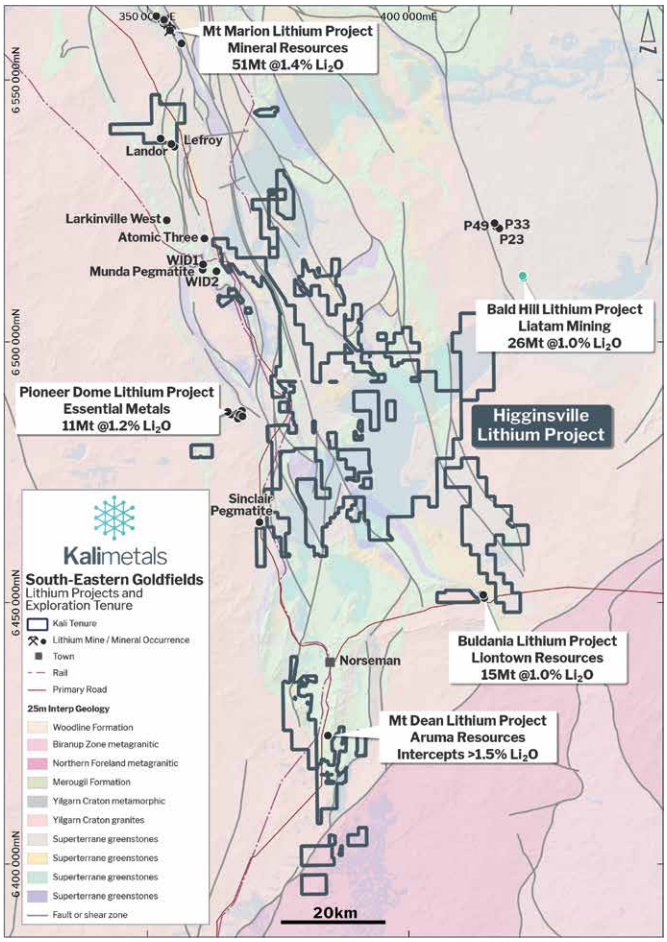
The closest city to the Higginsville Project is Kalgoorlie-Boulder, which is approximately 600km east of Perth. The Higginsville Project is accessed via the sealed Coolgardie-Esperance Highway that runs along its western extremities and the Eyre Highway, heading east from Norseman.

The Higginsville Project is in a region well-endowed with LCT pegmatites with two producing lithium mines Mt Marion and Bald Hill, three advanced prospects Manna, Buldania and Dome North and numerous LCT type pegmatites. The Higginsville Project contains ample evidence of pegmatite intrusive activity and several confirmed LCT pegmatites. Several areas within the tenure have already been identified in previous work that warrant early investigation by drilling. These include areas with known LCT pegmatite occurrences such as Spargoville and the Mt Henry-Norseman region.

There are also 20 pending licence applications at the Higginsville Project across a total area of 190km^2 over which the Higginsville Lithium Rights will extend, subject to the terms of the Mineral Rights Agreements. Kali Metals will also acquire prospecting licence P15/6778, covering 0.094km^2, pursuant to the Mansen Tenement Sale Agreement. Refer to Section 7.1(d) for further details.

Refer to the tenement schedule in Schedules A – E of the Solicitor's Tenement Report for further information.

Figure 3 – Higginsville Project – Eastern Yilgarn, Western Australia



Local geology and lithium mineralisation

No recent exploration for LCT pegmatites has been undertaken within the Higginsville Project. While numerous pegmatite intercepts are recorded in drilling very few of these have been analysed for lithium or associated elements. The drill hole analytical data indicates widespread weakly to moderately anomalous lithium values within the Higginsville Project.

CSA Global was previously engaged by Karora in late 2021 to provide commentary on the potential for lithium within the overall Higginsville Project tenement package and to specifically visit a few localities where pegmatites were identified in outcrop. The two areas visited by CSA Global were Spargoville and several tenements near Norseman (excluding Mt Henry) where outcropping pegmatites with LCT pegmatite characteristics were confirmed.

As part of the review, CSA Global reviewed the drillhole database which revealed that numerous pegmatites have been intersected in previous drilling, but at this stage little is known about their mineralogy or geochemistry. The pegmatites records indicate a maximum down hole pegmatite intersection of 169m and some 755 pegmatites are 10m or more in length down hole. Only 160 of these pegmatites have associated lithium analytical data. The highest lithium result in pegmatites in the drill hole database is 191ppm from a pegmatite at the Mt Henry gold deposit.

Previous exploration

Various companies have compiled the drill hole and surface geochemical and geological data recorded in WAMEX reports over the years, principally to assist with gold and nickel exploration. Some of these companies also recorded pegmatite intercept data and analysed for lithium and related elements. The current drill hole database for the Higginsville Project has been interrogated for pegmatites and lithium related geochemical information such as lithium, rubidium, caesium, tantalum, niobium and tin.

At this stage, compiling geological mapping data from previous exploration reports has not been comprehensively undertaken and is a future work program.

Proposed exploration strategy

Kali Metals intends to carry out detailed/infill field mapping, rock chip and soil/auger sampling in areas of known outcropping pegmatite occurrences throughout the Higginsville Project area to develop drill targets. This would include known prospective pegmatite occurrences (the majority without assay data) recorded at the Spargos, Mt Dean and Mt Henry and Meads Hall. Refer to Section 2.8 for Kali Metals' proposed exploration strategy at the Higginsville Project.

Following completion under the Share Sale Agreement and Mineral Rights Agreements, Kali Metals will, via its new wholly owned subsidiary, LithiumCo, hold the Higginsville Lithium Rights over the Tenements comprising the Higginsville Project. The Karora Group entities will continue to hold 100% of the Tenements at the Higginsville Project. Refer to Section 7.1(a) for further details on the Share Sale Agreement and Mineral Rights Agreements

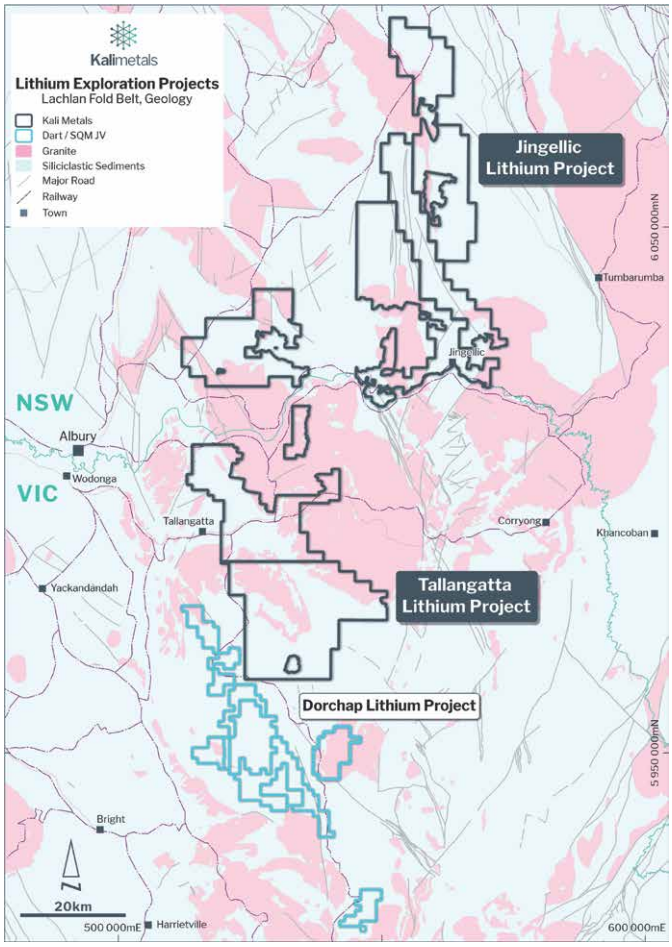
(c) New South Wales and Victoria Projects (Jingellic Project and Tallangatta Project)

(i) Jingellic Project and Tallangatta Project (currently held by Kali Metals)

Introduction, location and access

Kali Metals currently holds a significant tenure in the emerging Lachlan Fold Belt region. The early stage Jingellic Project in southern New South Wales and Tallangatta Project in north-eastern Victoria, plus the option to earn a 100% interest in the MEG Lithium Rights at EL8958 pursuant to a term sheet with MEG, are greenfields exploration licences covering a total of 1,200km^2, focused on lithium (refer to Section 7.1(c) for further details of the term sheet with MEG).

Figure 4 – Jingellic Project and Tallangatta Project



The closest city to the Jingellic Project and Tallangatta Project is Albury-Wodonga, which is 260km northeast of Melbourne. The Jingellic Project is accessed via the sealed Hume Freeway and then via sealed secondary roads and unsealed tertiary roads, farm tracks and fire trails. The Tallangatta Project is accessed from Albury-Wodonga via the sealed Murray Valley Highway and then via primary and secondary sealed roads, and unsealed farm tracks and fire trails.

The New South Wales Jingellic Project and adjacent Victorian Tallangatta Project have a combined area of 2,039km^2. The tenements were acquired based on the permissive geological environment for LCT pegmatites which includes strongly fractionated S-type granites and the presence of LCT pegmatites in the region. There is clear spatial association of pegmatites hosting tin and in some instances tantalum and lithium minerals with the more highly fractionated S-type granites in the region such as the Thologolong Granite. Elsewhere, such as in Ontario, Canada there is a well-documented connection between S-type granites and LCT pegmatites.

Previous exploration

The general area of the Jingellic Project and Tallangatta Projects has historically been the source of alluvial, eluvial and hard rock tin and tantalum. During the last tantalum boom in the early 2000's, the Walwa area was the focus of tantalum exploration.

Lithium minerals were not the focus of historical prospecting and exploration efforts, and it has only been in recent years that companies have placed any value on this commodity.

In 2021, a private group sampled the giant pegmatite within EL8836. Two rock chip samples returned anomalous lithium, tin and tantalum results:

- TK007 – 3371ppm lithium (0.73% Li_2O), 1730ppm tin and 56ppm tantalum; and
- TK006 – 2706ppm lithium (0.58 % Li_2O), 709ppm tin and 36 ppm tantalum.

It is not known what mineral is associated with these lithium values.

Prospectivity and exploration potential

The Jingellic Project and Tallangatta Project are classified as early-stage exploration plays for LCT pegmatites. The regional and local geology and pegmatite related mineral occurrence data provide strong support for this concept. The key features which contribute to the prospectivity of the projects include:

- a suite of granites whose mineralogy and geochemistry indicate fertility to produce LCT pegmatites;
- the spatial association of these granites with LCT pegmatites which have been historically exploited for LCT mineralisation such tin and tantalum.
- the more recent recognition of lithium mineralised pegmatites in the Tallangatta region such as the Dorchap pegmatite group which host spodumene and petalite; and
- within the Jingellic Project, the Giant pegmatite which is reported to contain anomalous lithium values in limited rock chip sampling.

Proposed exploration strategy

The Jingellic Project and Tallangatta Project are each an "early mover" play covering geology considered highly prospective for LCT pegmatites. Both projects contain or are within the prospective aureole of moderately to highly fractionated S-type granites and the interpreted related pegmatites. Refer to Section 2.8 for Kali Metals' proposed exploration strategy at the Jingellic Project and Tallangatta Project.

(ii) MEG Lithium Rights Option at EL8958

Pursuant to the MEG Term Sheet, Kali Metals has committed to fund all exploration expenditure on EL8958 and has been granted the sole and exclusive option to earn a 100% interest in the MEG Lithium Rights at EL8958 (which option must be exercised prior to 3 March 2024). Refer to Section 7.1(c) for further details of the MEG Term Sheet.

2.3 Lithium Market

A critical component of modern battery technology is lithium. With the advent and continuing development of electric vehicles and hybrid vehicles, coupled with a trend towards renewable energy, the demand for lithium has seen a marked increase in recent years.

Over 20 countries and 70 city governments have announced 100% zero emission vehicle targets or the phase out of internal combustion engine powered vehicles before 2050. Continued penetration of electric vehicles is expected to drive lithium demand, with over 70% of total lithium demand expected to be underpinned by the electric vehicle market in 2030.

Lithium resources are predominantly concentrated in a small number of countries, including Australia, Chile, China and Argentina. The five largest lithium producers (including SQM) control the majority of lithium supply to the global lithium market and only a handful of companies control the majority of the mine output.

Lithium is produced from either brines or hard-rock sources. Apart from China, each producing country currently supplies lithium from either one of these sources (and not both). South American countries such as Argentina, Chile and Bolivia produce lithium in only brine form and Australia produces only hard-rock.

It is estimated that the demand for lithium will grow from approximately 0.72 million metric tonnes of lithium carbonate equivalent (**LCE**) in 2023 to over 3 million metric tonnes of LCE in 2030.Subject to exploration success at and development of the Projects, there is an opportunity for Kali Metals to play an important role in securing the long-term supply of lithium to support the global clean energy transition.

2.4 Corporate Structure

Kali Metals is currently a wholly owned subsidiary of Kalamazoo.

Upon Listing, Kali Metals will no longer be a subsidiary of Kalamazoo and will hold the Tenements currently held by Kali Metals, the Tenements to be acquired pursuant to the Tenement Sale Agreement and the Mansen Tenement Sale Agreement, the Higginsville Lithium Rights and the option to earn a 100% interest in the MEG Lithium Rights, directly.

As at the Prospectus Date, Kali Metals has no subsidiaries. On completion of the Offer, Kali Metals' corporate structure will be as follows:

2.5 Kalamazoo In-Specie Distribution and Kalamazoo Approvals

On 8 May 2023, Kali Metals' parent company, Kalamazoo, announced that it proposed to:

(a) spin-out the Marble Bar Project and DOM's Hill Project (together with its interest in the SQM Earn-in Agreement) to Kali Metals; and

(b) undertake an in-specie distribution of 25% of the Shares to be held by Kalamazoo in Kali Metals (**In-specie Shares**) to Kalamazoo Shareholders (**Kalamazoo In-specie Distribution**),

in conjunction with Kali Metals proposing to separately acquire the Higginsville Lithium Rights and undertaking the Offer the subject of this Prospectus.

Pursuant to the In-specie Distribution, Eligible Kalamazoo Shareholders (other than Ineligible Kalamazoo Shareholders) will receive their pro-rata entitlement to In-specie Shares in respect of each Kalamazoo Share held on the record date for the In-Specie Distribution, which will occur in or around December 2023. The entitlements of Ineligible Kalamazoo Shareholders to In-specie Shares will be transferred to a sale agent nominated by Kalamazoo.

Approximately 2,815,851 In-specie Shares to be issued to major shareholders, directors and executives of Kalamazoo will be subject to voluntary escrow pursuant to the Share Sale Agreement. Refer to Section 6.11 for further information.

The transfer of the DOM's Hill and Marble Bar Projects to Kali Metals and the Kalamazoo In-specie Distribution is subject to the required approvals of Kalamazoo Shareholders under the ASX Listing Rules and the Corporations Act (**Kalamazoo Approvals**).

Kalamazoo Shareholders will be separately provided with further information regarding the Kalamazoo In-specie Distribution and Kalamazoo Approvals in a notice of meeting (including an independent expert's report) to be prepared by Kalamazoo and distributed shortly after the Prospectus Date.

2.6 Capital Structure

Kali Metals' indicative capital structure on a post-Offer basis is set out below:

DESCRIPTION	MINIMUM SUBSCRIPTION ($12 MILLION)	MAXIMUM SUBSCRIPTION ($15 MILLION)
Shares on issue at the Prospectus Date[1]	100	100
Founder Shares[2]	2,000,000	2,000,000
Shares to be issued under the Pre-IPO Seed Raising[3]	13,120,000	13,120,000
Shares to be issued pursuant to the Acquisition Agreements[4] and the Mansen Tenement Sale Agreement	69,026,245	69,026,245
Shares to be issued under the Offer	48,000,000	60,000,000
Total Shares on completion of the Offer	**132,146,345**	**144,146,345**
Incentive Performance Rights to be granted to Directors and management[5]	10,520,786	11,476,162
Advisor Options to be issued to the Joint Lead Managers[6]	3,658,132	3,990,321
Total Performance Rights on completion of the Offer	**10,520,786**	**11,476,162**
Total Options on completion of the Offer	**3,658,132**	**3,990,321**

Notes:

1. 100 Shares held by Kalamazoo which were issued on incorporation.
2. The Founder Shares have not been issued at the Prospectus Date. The Founder Shares comprise 1,000,000 Shares to be issued to each of Kalamazoo and Karora pursuant to the Pre-IPO Shareholder's Deed detailed in Section 7.1(d) prior to Listing, subject to the Kalamazoo Approvals being obtained by Kalamazoo.
3. These Shares have not been issued at the Prospectus Date and comprise Shares to be issued to participants in the Pre-IPO Seed Raising prior to Listing, subject to the Kalamazoo Approvals being obtained by Kalamazoo.
4. These Shares have not been issued at the Prospectus Date. The Consideration Shares comprise 37,862,900 Shares to be issued to Kalamazoo and 30,863,345 Shares to be issued to the Karora Group (including the 66,345 Shares that the Karora Group has a right to subscribe for on completion of the Share Sale Agreement) pursuant to the Acquisition Agreements prior to Listing, as detailed in Section 7.1(a). Under the proposed Kalamazoo In-specie Distribution, 25% or approximately 9,715,750 of the Shares to be held by Kalamazoo will be distributed in-specie to Kalamazoo Shareholders.
5. Indicative only and to be calculated on a fully diluted basis after issue of the Consideration Shares and assuming all convertible securities on issue (such as the Advisor Options) have been exercised. Incentive Performance Rights will be granted to Directors, management and other persons prior to Listing pursuant to the Incentive Plan as detailed in Section 5.5 and on the terms and conditions detailed in Section 6.17.
6. Indicative only and to be calculated on a fully diluted basis after issue of the Consideration Shares and assuming all convertible securities on issue (such as the Incentive Performance Rights) have been exercised. Advisor Options will be issued to the Joint Lead Managers prior to Listing pursuant to the Joint Lead Manager Mandate as detailed in Section 7.1(g) and on the terms and conditions detailed in Section 6.18.

Kali Metals reserves the right to issue further securities from time to time, such as (without limitation) to raise further capital or pursuant to its Incentive Plan.

The maximum number of securities proposed to be issued under the Incentive Plan within the three-year period from the date of Listing is indicatively proposed to be 7,207,317 additional securities in Kali Metals (excluding the Incentive Performance Rights to be granted to Directors and Management under Section 5.5). However, this figure is only an estimate and there are no agreements to issue such additional 7,207,317 securities, as at the Prospectus Date. That maximum number is not intended to be a prediction of the actual number of securities to be issued under the Incentive Plan, but rather is simply an indicative ceiling for the purposes of giving flexibility for the Board to issue up to that number of additional securities in Kali Metals during the three years from Listing, without utilising the Company's 15% placement capacity under ASX Listing Rule 7.1.

Kali Metals additionally reserves the right to also utilise its 15% annual placement capacity under ASX Listing Rule 7.1 after Listing, and to seek Shareholders' approval to issue further securities from time to time.

Kali Metals' free float at the time of Listing will not be less than 20%.

Kali Metals confirms the exercise price for each underlying security will be a minimum of $0.20 in cash, apart from the Incentive Performance Rights detailed in Sections 5.5(b) and 6.17 for which Kali Metals will seek a waiver from ASX from the requirement in ASX Listing Rule 1.1 Condition 12, as described in Section 7.4.

2.7 Substantial Shareholders

Those Shareholders holding 5% or more of the Shares on issue on completion of the Offer (assuming completion of the proposed Kalamazoo In-specie Distribution and Maximum Subscription) are set out in the respective tables below.

		PERCENTAGE (%)	
SHAREHOLDER (AND ASSOCIATES)	SHARES	UNDILUTED	DILUTED
Kalamazoo	29,147,250[1]	20.22	18.26
Karora	31,863,345[2]	22.10	19.96

Notes:

1. Upon completion of the Tenement Sale Agreement, Kalamazoo will be issued 37,862,900 Shares, as detailed in Section 7.1(a). Under the proposed Kalamazoo In-specie Distribution, 25% or approximately 9,715,750 of the Shares to be held by Kalamazoo will be distributed in-specie to Kalamazoo Shareholders.
2. Includes 66,345 Shares that the Karora Group has a right to subscribe for on completion of the Share Sale Agreement. Refer to Section 7.1(a) for further information.

The Directors note that major shareholders of Kalamazoo may become major Shareholders of Kali Metals following the Kalamazoo In-specie Distribution and if they participate in the Priority Offer.

As at the Prospectus Date, it is not known if there will be any other substantial (5%+) Shareholders at Listing.

2.8 Business Model and Proposed Exploration Strategy

Following Listing, Kali Metals' business model will be to explore the Projects using highly skilled and experienced exploration geologists, geoscientists and advisors; and, in doing so, determine as soon as practicable whether any of the Projects have potential for hosting an economic deposit.

Kali Metals has identified the Tenements on which it intends to primarily conduct its exploration activities, and substantively spend the funds raised from the Offer, over the first two years from Listing (as detailed in Section 2.11 and the Independent Technical Assessment Report in Attachment A). These are the "Priority Tenements" in the Solicitor's Tenement Report in Attachment B.

Kali Metals' exploration strategy for the Priority Tenements, set out in further detail in the Independent Technical Assessment Report, will comprise:

(a) an early focus on previously identified advanced or "drill-ready" targets;

(b) ongoing field reconnaissance activities such as field mapping, rock chip and soil sampling and regional aircore/ reverse circulation drill programs;

(c) infill surface sampling and drilling to vector towards the most promising LCT-pegmatite and base metal targets; and

(d) rank, prioritise and drill-out best prospects to effectively evaluate their economic potential.

Exploration work will initially be focused on the lithium prospectivity of the Priority Tenements at the Higginsville Project in the Eastern Yilgarn and the Jingellic Project and Tallangatta Project in New South Wales and Victoria, respectively (refer to sections 4.3.8 and 6.5 of the Independent Technical Assessment Report). This includes undertaking exploration activities at EL8958, where MEG has granted Kali Metals the sole and exclusive right to exercise an option to earn a 100% interest in the MEG Lithium Rights (which must be exercised prior to 3 March 2024) pursuant to the MEG Term Sheet. Kali Metals is currently undertaking exploration activities on the tenement ahead of deciding whether to exercise the option. If the option is not exercised, funds currently dedicated to exercising the option in Section 2.11 will be redeployed to other exploration activities within the Jingellic Project.

Kali Metals will also undertake exploration activities at the Marble Bar Project and DOM's Hill Project, as detailed in sections 5.2.10 and 5.3.10 of the Independent Technical Assessment Report, respectively. However, exploration activities at the Marble Bar Project and DOM's Hill Project will be solely funded by SQM and managed by Kali Metals pursuant to the SQM Earn-in Agreement. Accordingly, none of the funds raised under the Offer will be dedicated to exploration on the Marble Bar Project and DOM's Hill Project.

It is proposed that Kali Metals will also explore the Pear Creek Project, however this will consist of conducting more stepped down exploration activities, as detailed in section 5.4.8 of the Independent Technical Assessment Report, given the present lack of prospectivity criteria for hosting LCT pegmatites at the Pear Creek Project. This is reflected in the smaller portion of the use of funds Kali Metals proposes to dedicate towards the Pear Creek Project.

Refer to Section 2.11 for further details of the use of funds.

Kali Metals will also carry out the steps necessary (or liaise with the relevant Karora Group entity to do the same) to ensure the successful grant of the Tenements currently under application at the Higginsville Project. When a suitable exploration target is identified, the focus will be on establishing a Mineral Resource reported in accordance with the JORC Code. At this point, a decision on how best to extract value for shareholders will be assessed.

If any of the Projects are deemed economically viable, Kali Metals may then develop a plan to extract the resources from the ground, which may involve building a mine, developing processing facilities, and establishing supply chain networks to transport the minerals to manufacturers.

After developing operations and starting production, Kali Metals may then promote its product to manufacturers and establish long-term supply agreements. Kali Metals aims to develop strategic partnerships with battery manufacturers, electric vehicle manufacturers, and other stakeholders in the industry.

If after completion of the exploration programs proposed post-Listing, any of Kali's exploration tenure is assessed to be unlikely to host an economic deposit, then the Projects or parts of Projects may be divested either via a sale, joint venture or relinquishment; and new projects may be staked or acquired. Kali Metals will also continue to assess and review other opportunities for tenement applications or acquisitions and, where deemed appropriate or in the interests of Shareholders, Kali Metals may expand its portfolio of projects by acquiring additional tenements or mineral rights.

Kali Metals proposes to operate a low-overhead corporate structure, relying on external consultants to implement its proposed activities. Graeme Sloan (Managing Director) will be responsible for the execution of the Board strategy and management of the day-to-day activities, whilst Dr Luke Mortimer (Exploration Manager) will oversee the proposed exploration programs at the Projects. Kali Metals has no operating revenue and is unlikely to generate any operating revenue until if and when the Projects are successfully developed, and production commences (if at all).

2.9 Key dependencies of Kali Metals' business model

The key dependencies influencing the viability of Kali Metals' business model are:

(a) exploration success on the Projects, resulting in increased confidence in the commercial viability of the Projects;

(b) sufficient worldwide demand for lithium;

(c) the market price of lithium remaining higher than Kali Metals' costs of any future production (assuming successful exploration and development of the Projects by Kali Metals);

(d) Kali Metals' and its partners' ability to obtain and retain all necessary approvals (including any regulatory or third-party approvals) required to undertake its proposed exploration programs;

(e) Kali Metals and LithiumCo (or the tenement holder) maintaining title to or rights to explore the Projects;

(f) retaining and recruiting key personnel skilled in the mining and resources sector; and

(g) minimising environmental impacts and complying with environmental and health and safety requirements.

2.10 What are Kali Metals' objectives and growth strategy?

Kali Metals' broad objective and primary focus is to create and sustain Shareholder value through the exploration and development of mineral deposits at the Projects.

Kali Metals plans to achieve this objective by discovering and developing high value mineral deposits through the application of advanced techniques for identification of highly prospective regions and cost-effective evaluation of the Projects, narrowing down rapidly and cost effectively to drill test well defined targets.

Kali Metals' immediate ambition is to make a major lithium discovery at its Projects in either the Pilbara, East Yilgarn or Lachlan Fold Belt provinces which it will do so by systematically exploring the Priority Tenements at the Projects pursuant to the exploration strategy detailed in Section 2.8 above and in the Independent Technical Assessment Report.

Although Kali Metals' immediate focus will be on the existing Projects, as with most exploration entities and given the Board and management's strong history of greenfields exploration and discovery of large mineral deposits, Kali Metals also plans to use its skills to expand into other regions to make new, high value discoveries for the benefit its Shareholders as and when appropriate and which may require additional funding. No such acquisitions have been identified as at the Prospectus Date.

2.11 Proposed use of funds

Following Listing, it is anticipated that the following funds will be available to Kali Metals:

SOURCE OF FUNDS	$ (MINIMUM SUBSCRIPTION)	$ (MAXIMUM SUBSCRIPTION)
Existing cash reserves and cash equivalents at the Prospectus Date	50,000	
Funds raised from the Pre-IPO Seed Raising	1,640,000	
Funds raised from the issue of the Founder Shares	100,000	
Proceeds from the Offer	12,000,000	15,000,000
Total Funds Available	**13,790,000**	**16,790,000**

Kali Metals intends to apply funds raised from the Offer, together with the other sources of funds available, over the first two years following Listing towards exploration and administration at the Projects as set out below. It is intended that the remaining funds (including the funds raised from the Pre-IPO Seed Raising) available beyond what is allocated in the below table will be utilised to pay for expenses of the Offer, repaying the Avoca Loan, duty payable in connection with the Acquisition Agreements and for working capital.

The below table is a statement of current intentions as of the Prospectus Date. Prospective investors should note that, as with any budget, the allocation of the funds may change depending on various intervening events and new circumstances, including the outcome of exploration activities (including, exploration success or failure), regulatory developments and market and general economic conditions. Accordingly, the Board reserves the right to alter the way funds are applied on this basis.

2. Company and Projects Overview continued

It is anticipated that the funds raised under the Offer (assuming Minimum Subscription) will enable two years of operations. It should be noted that Kali Metals may not be fully self-funding through its own operational cash flow at the end of this period. Accordingly, Kali Metals may require additional capital beyond this point, which will likely involve the use of additional debt or equity funding (including placements and other equity raisings) where appropriate. Future capital needs will also depend on the success or failure of the exploration programs planned for the Projects. The Board will consider the use of additional debt or equity funding where it is appropriate to accelerate growth, fund additional exploration on the Projects or to capitalise on acquisition opportunities in the resources sector. The below tables highlights the intended use of funds raised for exploration and administration:

	MINIMUM SUBSCRIPTION				MAXIMUM SUBSCRIPTION			
USE OF FUNDS (SEPARATED INTO PROJECTS)	YEAR 1 $	YEAR 2 $	TOTAL $	%	YEAR 1 $	YEAR 2 $	TOTAL $	%
Marble Bar Project and DOM's Hill Project[1]								
Marble Bar	–	–	–	0%	–	–	–	0%
DOM's Hill	–	–	–	0%	–	–	–	0%
Sub-total	**–**	**–**	**–**	**0%**	**–**	**–**	**–**	**0%**
Higginsville Project (WA)[2]								
Permitting/Desktop Reviews	150,000	150,000	300,000	2.16%	250,000	250,000	500,000	3.45%
Mapping/Ground Surveys	100,000	100,000	200,000	1.74%	100,000	100,000	200,000	1.38%
Geochemical Surveys (Soil and Rock Chip)	100,000	100,000	200,000	1.74%	100,000	100,000	200,000	1.38%
Drilling	1,000,000	2,050,000	3,050,000	26.52%	2,000,000	3,050,000	5,050,000	34.83%
Assaying and test work	325,000	500,000	825,000	7.17%	475,000	650,000	1,125,000	7.76%
Sub-total	**1,675,000**	**2,900,000**	**4,575,000**	**39.78%**	**2,925,000**	**4,150,000**	**7,075,000**	**48.79%**
Jingellic Project (NSW)[2]								
Permitting/Desktop Reviews	50,000	50,000	100,000	0.87%	50,000	50,000	100,000	0.69%
Mapping/Ground Surveys	50,000	50,000	100,000	0.87%	50,000	50,000	100,000	0.69%
Geochemical Surveys (Soil and Rock Chip)	50,000	50,000	100,000	0.87%	50,000	50,000	100,000	0.69%
Option Fee for EL8958 (If executed)[3]	225,000	–	225,000	1.96%	225,000	–	225,000	1.55%
Drilling	–	950,000	950,000	8.26%	–	1,150,000	1,150,000	7.93%
Assaying and test work	50,000	200,000	250,000	2.17%	50,000	250,000	300,000	2.07%
Sub-total	**425,000**	**1,300,000**	**1,725,000**	**15.00%**	**425,000**	**1,550,000**	**1,925,000**	**13.62%**

USE OF FUNDS (SEPARATED INTO PROJECTS)	MINIMUM SUBSCRIPTION YEAR 1 $	YEAR 2 $	TOTAL $	%	MAXIMUM SUBSCRIPTION YEAR 1 $	YEAR 2 $	TOTAL $	%
Tallangatta Project (VIC)[2]								
Permitting/Desktop Reviews	50,000	50,000	100,000	0.87%	50,000	50,000	100,000	0.69%
Mapping/Ground Surveys	50,000	50,000	100,000	0.87%	50,000	50,000	100,000	0.69%
Geochemical Surveys (Soil and Rock Chip)	50,000	50,000	100,000	0.87%	50,000	50,000	100,000	0.69%
Drilling	–	600,000	600,000	5.22%	–	800,000	800,000	5.52%
Assaying and test work	50,000	100,000	150,000	1.30%	50,000	150,000	200,000	1.38%
Sub-total	**200,000**	**850,000**	**1,050,000**	**9.13%**	**200,000**	**1,100,000**	**1,300,000**	**8.97%**
Pear Creek Project (WA)[2]								
Permitting/Desktop Reviews	25,000	25,000	50,000	0.43%	25,000	25,000	50,000	0.34%
Mapping/Ground Surveys	50,000	50,000	100,000	0.87%	50,000	50,000	100,000	0.69%
Geochemical Surveys (Soil and Rock Chip)	50,000	50,000	100,000	0.87%	50,000	50,000	100,000	0.69%
Drilling	–	–	–	0.00%	–	–	–	0.00%
Assaying and test work	25,000	25,000	50,000	0.43%	25,000	25,000	50,000	0.34%
Sub-total	**150,000**	**150,000**	**300,000**	**2.61%**	**150,000**	**150,000**	**300,000**	**2.07%**
Total Exploration Expenditure	**2,450,000**	**5,200,000**	**7,650,000**	**66.52%**	**3,700,000**	**6,950,000**	**10,650,000**	**73.45%**
Administration								
Exploration management and staff	950,000	1,100,000	2,050,000	17.83%	950,000	1,100,000	2,050,000	14.14%
Administration	800,000	1,000,000	1,800,000	15.65%	800,000	1,000,000	1,800,000	12.41%
Total Administration	**1,750,000**	**2,100,000**	**3,850,000**	**33.48%**	**1,750,000**	**2,100,000**	**3,850,000**	**26.55%**
Total Exploration and Administration	**4,200,000**	**7,300,000**	**11,500,000**	**100%**	**5,450,000**	**9,050,000**	**14,500,000**	**100%**

Notes:

1. Exploration activities on the DOM's Hill Project and Marble Bar Project are solely funded by SQM. Refer to Section 2.8 for further details.
2. There are, or may be, overlapping interests affecting the Tenements. Kali Metals will need to obtain the consent of, or enter into access agreements with, the relevant landholders or affected government agencies prior to undertaking any activities on these Tenements. In the event that Kali Metals is unable to obtain the necessary access, it will adjust its expenditure and exploration activities planned for the Projects. Refer to Section 4.3(k) and the Independent Solicitor's Report for further details. Notwithstanding this, the Company considers it has sufficient access to the Tenements to expend its funds in accordance with the proposed exploration strategy in Section 2.8.
3. In the event Kali Metals elects not to exercise the option to earn a 100% interest in the MEG Lithium Rights at EL8958, the $225,000 will be redeployed to other exploration activities within the Jingellic Project. Refer to Section 2.2(c) for further details.

Refer to section 7 of the Independent Technical Assessment Report for further information on the proposed use of funds and proposed work.

The Directors consider that following Listing, Kali Metals will have sufficient working capital to carry out its stated objectives as detailed in this Prospectus and that Kali Metals satisfies the assets test in ASX Listing Rule 1.3 on the basis that it has commitments to spend at least 50% of its cash and assets in a form readily convertible to cash. However, it should be noted that an investment in Kali Metals is highly speculative and prospective investors are encouraged to read the risk factors outlined in Section 4.

2.12 Competent Persons Statement

(a) The information in the Investment Overview and Company Overview in Section 2 of this Prospectus that relates to technical assessment of the minerals assets or exploration results is based on information compiled and conclusions derived by Mr Ralph Porter and Mr Max Nind, Competent Persons, who are Members of the Australian Institute of Geoscientists. Mr Porter and Mr Nind are employed by CSA Global. Mr Porter and Mr Nind have sufficient experience that is relevant to the technical assessment of the mineral assets under consideration, the style of mineralisation and types of deposit under consideration and to the activity being undertaken to qualify as a Practitioner as defined in the 2015 Edition of the "Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets", and as a Competent Person as defined in the JORC Code. Mr Porter and Mr Nind consent to the inclusion in this Prospectus of the matters and the supporting information based on their information in the form and context in which it appears.

(b) The information in the Investment Overview and Company Overview in Section 2 of this Prospectus that relates to exploration results is based on and fairly represents information and supporting documentation prepared and compiled by Dr Luke Mortimer, a Competent Person and Member of the Australian Institute of Geoscientists. Dr Mortimer is currently a full-time employee of Kalamazoo. Dr Mortimer has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as a Competent Person as defined in the JORC Code. Dr Mortimer consents to the inclusion in this Prospectus of the matters based on information complied by him in the form and context which it appears.

3.

Financial Information

3. Financial Information

3.1 Introduction

The Independent Limited Assurance Report contained in Attachment C sets out in its appendices:

(a) statutory historical financial information for the Company comprising:

  (i) audited statutory historical statement of profit or loss and other comprehensive income for the period from incorporation to 30 June 2022 and the year ended 30 June 2023 (**Statutory Historical Results**);

  (ii) audited statutory historical statement of cash flows for the period from incorporation to 30 June 2022 and the year ended 30 June 2023 (**Statutory Historical Cash Flows**); and

  (iii) audited statutory historical statement of financial position as at 30 June 2022 and as at 30 June 2023 (**Statutory Historical Balance Sheets**),

  (together, the **Statutory Historical Financial Information**); and

(b) pro forma historical financial information for the Company comprising pro forma historical statement of financial position as at 30 June 2023 (**Pro Forma Historical Balance Sheet**) (the **Pro Forma Historical Financial Information**).

The Statutory Historical Financial Information and Pro Forma Historical Financial Information together form the **Financial Information**.

Investors are urged to read the Independent Limited Assurance Report contained in Attachment C in full.

3.2 Forecasts

The Directors have considered the matters detailed 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 only at the exploration stage and 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.

The Directors consequently believe that, given these inherent uncertainties, it is not possible to include reliable forecasts in this Prospectus.

3.3 Dividend Policy

The Company does not expect to pay a dividend in the near future as its focus will primarily be on using cash reserves to undertake exploration and development activities at the Projects.

Any future determination as to the payment of dividends by the Company will be at the sole discretion of the Directors and will depend on the availability of distributable earnings and operating results and financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors if and when the Company proceeds to development and production at the Projects. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

The Company has no dividend reinvestment plan.

3.4 Company tax status and financial year

The Company will be subject to tax at the Australian corporate tax rate.

The Company's financial year for taxation purposes ends on 30 June.

4.

Risk Factors

4. Risk Factors

4.1 Introduction

This Section describes some of the potential risks associated with the Company's business and the industry in which the Company operates and risks associated with an investment in Shares. The Company is subject to a number of risks both specific to the Company's business activities and of a general nature, which may, either individually or in combination, adversely impact the Company's future operating and financial performance and the value of the Company's Shares. This Section does not purport to list every risk faced by the Company now or in the future. Many of these risks, or the consequences of such risks, are outside the control of the Company, the Directors and management. If one or more of these risks eventuates, then the future operating and financial performance of the Company and the value of your investment in Shares may be adversely affected.

The selection of risks outlined in this Section is based on an assessment of the probability of the risk occurring, the impact of the risk on the Company should the risk materialise and the Company's ability to mitigate the risk. This assessment is based on the knowledge of Directors and management as at the Prospectus Date. There is no guarantee or assurance that the importance of the risks will not change or other risks that may adversely impact the Company will not emerge.

There can be no guarantee that the Company will achieve its stated objectives, successfully implement its business strategy, or that any forward-looking statement contained in this Prospectus will be achieved or eventuate. You should note that past performance may not be a reliable indicator of future performance.

An investment in the Company is not risk free. Potential investors should consider that the investment in the Company is highly speculative and before applying for Shares, you should be satisfied that you have a sufficient understanding of the risks involved in making an investment in the Company and whether the Shares are a suitable investment for you having regard to your investment objectives, financial circumstances and taxation position. Before deciding whether to apply for Shares, you should read this Prospectus in its entirety and seek professional guidance from your accountant, financial adviser, stockbroker, lawyer or other professional advisor.

4.2 Risks specific to the Offer

(a) Conditional Offer

Completion of the Offer is subject to the Offer Conditions detailed in Section 6.2. There can be no certainty, nor can the Company provide any assurance, that these conditions will be satisfied or, if satisfied, when that will occur.

If the Company is unable to successfully complete the Offer, the Offer will be withdrawn and none of the Shares offered under this Prospectus will be issued. The Company will have to consider alternative funding options, which may or may not be available on acceptable terms.

4.3 Risks specific to an investment in the Company

(a) Limited operating history

The Company has limited operating history on which to evaluate its business and prospects, as it was incorporated on 31 August 2021 and has only recently entered into the Acquisition Agreements to acquire the majority of the Projects. The prospects of the Company must be considered in light of the risks, expenses and difficulties frequently encountered by mineral exploration companies in the early stage of their development. The Company has engaged key personnel with relevant expertise and experiences in the exploration and resource development industry to mitigate this risk (including Luke Reinehr, Graeme Sloan, Paul Adams and Dr Luke Mortimer). No assurance can be given that the Company will achieve commercial viability through the successful exploration and/or mining of the Projects, or any tenements which are subsequently applied for or acquired by the Company.

(b) Funding and future capital requirements

The Company has no operating revenue and is unlikely to generate any operating revenue unless and until the Projects are successfully developed and production commences.

Mineral exploration companies do not generally generate cash revenue. Accordingly, the Company may be required to raise new equity capital or access debt funding. There can be no assurance as to the levels of future borrowings or further capital raisings that will be required to meet the aims of the Company to explore and develop the Projects or otherwise for the Company to undertake its business. In addition, the Company's ability to raise new equity capital at an appropriate price will be significantly impacted by the Company's operating performance, market conditions and the capital raising environment at that time. Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations or scale back its exploration, development and mining programs, or sell one or more of the Projects as the case may be. This may mean the Company will not be able to expand its mining operations as contemplated in this Prospectus. In turn, this could have an adverse effect on the Company's activities and could, in extreme circumstances, affect the Company's ability to continue as a going concern.

(c) Nature of mineral exploration and mining

The business of mineral exploration, development and production is subject to a high level of risk. Mineral exploration requires large amounts of expenditure over extended periods of time with no guarantee of revenue, and exploration and development activities may be impeded by circumstances and factors beyond the Company's control.

There can be no assurances that exploration and development at the Projects, or any other projects that may be acquired by the Company in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.

Whether a mineral deposit will be commercially viable depends on a number of factors. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on tenements without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

The Company has relied on and may continue to rely on consultants and others for mineral exploration and exploitation expertise. The Company believes that those consultants and others are competent and that they have carried out their work in accordance with internationally recognised industry standards. However, if the work conducted by those consultants or others is ultimately found to be incorrect or inadequate in any material respect, the Company may experience delays or increased costs in exploring or developing the Tenements.

Further, drilling performance and the ability to complete drilling programs will depend on a number of factors, including the hardness of the rock, the power of the drill rig, the ability to penetrate and prevailing weather conditions. There is therefore no guarantee that the Company will be able to achieve its proposed drill rates.

(d) Arrangements with the Karora Group

As set out in Section 7.1(a), the Company has entered into the Share Sale Agreement with Avoca Mining, a wholly owned subsidiary of Karora, pursuant to which Avoca Mining agrees to sell all of the shares in LithiumCo, which has entered into the Mineral Rights Agreements for LithiumCo to be granted the Higginsville Lithium Rights.

The Higginsville Lithium Rights are material to the Company's activities, with the Company allocating a substantial portion of the proceeds raised from the Offer to activities at the Higginsville Project.

The arrangements with the Karora Group entities under the Mineral Rights Agreements are complex and contain extensive third party arrangements, notification rights (including rights of first refusal and rights on a change of control of LithiumCo) and termination rights, as summarised in Section 7.1(a).

Any default, breach or contractual non-compliance by the Company, even inadvertently, or any breakdown of relationship between the Company and a Karora Group entity, could result in the termination of the arrangements with the Karora Group, loss of access to the Higginsville Project, disputes and/or litigation, all of which could have a material adverse effect on the Company's financial position, operations or activities.

(e) Operational matters

The operations of the Company may be affected by various factors that are beyond the control of the Company, including failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or 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, delays in procuring, or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. These factors are substantially beyond the control of the Company and, if they eventuate, may have an adverse effect on the financial performance of the Company.

4. Risk Factors continued

(f) Mineral resource risk

The Company has not reported a Mineral Resource at its owned Tenements, as it has identified a number of exploration prospects based on geological interpretations and limited geophysical data, geochemical sampling and historical drilling. Whilst part of the exploration program is to undertake additional exploratory work with the aim of defining a maiden Mineral Resource, the results of future exploration may not reflect the Company's current understanding of the potential lithium mineralisation at each of the Projects and 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 Mineral Resource is identified no assurance can be provided that this can be economically extracted to define an Ore Reserve. Mineral Resource estimates and exploration targets are expressions of judgement based on knowledge, experience and industry practice. By their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.

(g) Title and grant risk

The Tenements include 20 applications (none of which are Priority Tenements) which must be granted before the Company can obtain rights in respect of and/or undertake mineral exploration on them. The Company may also apply for additional tenements in the future. Accordingly, there is a risk that current or future applications may not be granted (either at all or in their entirety), may be granted on conditions unacceptable to the Company or that such grant may be delayed. There is also a risk that the current or future applications may be subject to objections under the relevant mining legislation which must be resolved prior to the applications progressing through the grant process. Accordingly, there is a risk that, in the event that the objections are not withdrawn or resolved, the grant of the tenement applications may be delayed or refused.

Further, the valid grant of title involves compliance with various procedures and formalities. In Western Australia, there is currently some uncertainty regarding the validity of grant of certain mining leases and exploration licences depending on whether certain procedural requirements were complied with at the time of application for the relevant tenement. These issues arise from the decisions in *Forrest & Forrest Pty Ltd v Wilson* (2017) 262 CLR 510 and *True Fella Pty Ltd v Pantoro South Pty Ltd* [2022] WAMW 19. Some of the Higginsville Project Tenements may be impacted by the matters the subject of these decisions and this is further discussed in the Solicitor's Tenement Report in Attachment B.

Further, mining tenements are granted subject to a number of conditions, compliance with which is necessary to ensure continued title to those tenements. In this case, this will require compliance by both the Company and relevant third parties (including the Karora Group at the Higginsville Project and MEG in respect of EL8958). These conditions include payment of annual rents, meeting prescribed expenditure or work commitments, and annual reporting requirements. Failure to meet tenement conditions may cause loss of title to tenure or the imposition of fines.

Mining tenements are only granted for a specified term and are subject to periodic renewal or extension. In some cases, they may only be renewed or extended a limited number of times for a limited period of time. The renewal or extension of the term of a granted tenement is also subject to the discretion of the relevant Minister, mining registrar or Warden (as applicable). As identified in the Solicitor's Tenement Report, some of the Higginsville Project Tenements (including one Priority Tenement) must be renewed annually, which renewal can only be granted in exceptional circumstances. The Company cannot guarantee that renewals or extensions of the Tenements will be granted on a timely basis, or at all.

Certain Tenements (some of which are Priority Tenements) are currently subject to extension of term applications. These extension of term applications have not yet been approved. If sufficient grounds cannot be provided for the extensions, or they cannot be extended any further, these Tenements may expire at the end of the current term unless, where applicable, retention status (where available) is applied for in respect of the relevant Tenement or application is made to convert the relevant Tenement to a mining lease. The grant of a mining lease is discretionary and there is no guarantee that any mining lease applied for will be granted. Additionally, some Tenements cannot be renewed and will expire within the next year unless an application to convert those Tenements to a mining lease is lodged, in which case the term of the relevant Tenements will be extended until the application is determined.

The inability to obtain the grant of pending tenements, or renewals or extensions, and the imposition of new conditions in relation to the Tenements, or the inability or failure to meet any conditions by the Company or the relevant Tenement holders, may adversely affect the operations, financial position and/or performance of the Company.

Please refer to the Solicitor's Tenement Report in Attachment B for further information.

(h) Foreign Investment Review Board considerations

On completion of the Offer, Karora (a "foreign person" for the purposes of the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**)), together with the Karora Group, will hold more than a 20% interest in the Company. As such, the Company will be a "foreign person" for the purposes of the FATA and is required to seek prior Foreign Investment Review Board (**FIRB**) approval for acquisitions of interests in Australian land, as defined under the FATA, which are over the relevant monetary thresholds. Any failure by the Company to obtain prior FIRB approval for a notifiable acquisition of an interest in Australian land is an offence under the FATA and may result in the Treasurer forcing the Company to dispose of the land or imposing significant civil and criminal penalties. The requirement for the Company to obtain prior FIRB approval for each notifiable acquisition of an interest in Australian land may impact on the Company's ability to make acquisitions in the future as part of future growth plans and could result in delays to any future acquisitions.

(i) Counterparty risks

The Company and LithiumCo will have a number of key contractual relationships with third parties, including in particular the SQM Earn-in Agreement with SQM and the Mineral Rights Agreements with the Grantors, respectively, that enable access to, or otherwise affect, the Tenements. The ability of the Company to achieve its stated objectives will depend on the continued performance by these counterparties of their contractual obligations.

In particular, the Higginsville Project Tenements are, and will continue to be, held by the Karora Group entities, with these entities also entitled to undertake activities on those Tenements. The Company, through its ownership of LithiumCo, will derive its rights to access those Tenements from the Grantors pursuant to the Mineral Rights Agreements and therefore is dependent on the Grantors maintaining those Tenements and complying with the tenement conditions and applicable laws in the conduct of their activities, as well as their contractual obligations to the Company under the Mineral Rights Agreements. Refer to Section 7.1(a) for further details. Similarly, the Company derives its rights of access to EL8958 from MEG and will rely on MEG continuing to administer that Tenement as well as complying with applicable conditions and laws.

Further, in respect to the DOM's Hill Project and Marble Bar Projects, the Company is reliant on SQM paying invoices for exploration on request by the Company pursuant to the terms of the SQM Earn-in Agreement to meet the expenditure requirements for the relevant Tenements. Refer to Sections 4.3(l) and 7.1(b) for further details.

In relation to the Higginsville Project Tenements in particular, the Company's access to those Tenements will be dependent on the continued co-operation of, and compliance by, the Grantors with their contractual obligations under the Mineral Rights Agreements. Refer to Section 7.1(a) for further details. The financial failure, insolvency or default by them or the other counterparties may adversely affect the operations, financial position and/or performance of the Company.

(j) Results of studies

Subject to the results of any future exploration and testing programs, the Company may progressively undertake a number of studies in respect of the Projects or any new projects. These studies may include scoping studies, pre-feasibility studies and bankable feasibility studies.

These studies will be completed within certain parameters designed to determine the economic feasibility of the Project within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of the 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).

Further, even if a study determines the economics of a project, there can be no guarantee that the Projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study, once production commences including but not limited to operating costs, mineral recoveries and commodity prices. In addition, the ability of the Company to complete a study may be dependent on the Company's ability to raise further funds to complete the study if required.

(k) Land access risk

Mining tenements are a limited form of tenure which can co-exist with, and overlap, other land interests and rights, including private land, pastoral leases, Crown land interests, public reserves, State forests and conservation areas. In most instances, the Company's ability to access areas of the Tenements overlapping these interests and rights will require some form of consent or agreement, which may or may not be given or may be given on conditions. This can cause delay and/or increased costs for the Company. The Company will need to manage this access on an ongoing basis.

In respect of the Priority Tenements for the Jingellic Project and Tallangatta Project, the overlapping interests account for almost all of the area of the relevant Tenements. Given the extent of the overlapping interests, the Company will need to obtain the consent of, or enter into access agreements with, the relevant landholders or affected government agencies prior to undertaking activities on these Tenements. The Company is still in the process of identifying the areas of interest for its exploration on these Tenements. Once the target areas are identified, the Company will consider the impact of the overlapping tenure and interests, and the necessary steps for obtaining access to those areas. There is no guarantee that the Company will be able to obtain access to these Tenements.

Compensation may be payable to the third parties in some instances, particularly in relation to carrying out activities on private land and pastoral leases.

Any inability to obtain, or delays or costs in respect of, obtaining necessary landowner or government consents or agreements, or delays or costs in resolving conflicting third-party rights and compensation obligations, may adversely impact the Company's ability to carry out exploration or mining activities within the affected areas.

Refer to the Solicitor's Tenement Report in Attachment B for further information on the existence of these overlapping interests and rights and the processes required for obtaining access.

(l) Earn-in risk

Exploration activities at the Marble Bar Project and DOM's Hill Project (together, the **SQM Projects**) are currently sole funded by SQM pursuant to the terms of the SQM Earn-in Agreement with SQM (summarised in Section 7.1(b)). The exploration of the SQM Projects is reliant on SQM continuing to earn-in, solely funding the exploration and performing its obligations under the SQM Earn-in Agreement

There may be a material adverse impact on the exploration of the SQM Projects if SQM does not perform its obligations or elects not to continue to solely fund exploration and/or complete its earn-in. In that case the Company would need to fund its share of the statutory expenditure commitments and accordingly revise its exploration programs to accommodate any expenditure needed on the SQM Projects or consider other options such as seeking another earn-in partner or surrendering areas of the tenements that comprise the SQM Projects that are not of interest to it to reduce the expenditure commitment. If SQM completes its earn-in and gives notice that it wishes to form a joint venture in respect of the SQM Projects, the further exploration and any future mining operations will similarly be reliant on SQM performing its obligations under the SQM Earn-in Agreement and joint venture agreement (if any). There is no guarantee that the Company and SQM will be able to successfully negotiate and enter into a fully termed joint venture agreement. There is a risk that the SQM Projects may be wholly acquired by SQM under the mechanisms in the SQM Earn-in Agreement if the parties cannot enter into a joint venture agreement.

There may also be a material adverse impact on the SQM Projects if the relationship between the Company and SQM deteriorates.

If SQM defaults in the performance of its obligations under the SQM Earn-in Agreement or joint venture agreement (if any), it may be necessary for the Company to approach a court to seek a legal remedy, which can be costly.

(m) Environmental risks

The Company is subject to laws and regulations relating to the environmental impact of its current and future intended activities, including rehabilitation. There is no guarantee that the necessary environmental approvals for its proposed activities will be obtained in a timely manner or be forthcoming at all. Changes to environmental laws may result in the cessation or reduction of the Company's activities or materially increase planned exploration or development costs. Penalties for failure to adhere to requirements or, in the event of environmental damage, remediation costs can be substantial.

It is the Company's intention to conduct its activities in compliance with all environmental laws. Exploration work will be carried out in a way that has minimal impact on the environment.

(n) Native title and Aboriginal heritage

Certain of the Tenements overlap native title determinations and registered claims. The absence of a registered claim or determination does not necessarily mean that no native title exists over the relevant areas (refer to the Solicitor's Tenement Report in Attachment B) and the Tenements may be subject to future native title claims to be determined by the Federal Court.

The existence of native title rights and interests over the area of the Tenements may have an adverse impact on the Company's activities on those Tenements and its ability to fund those activities. Some of the main risks include delays in obtaining the grant, renewal or conversion of Tenements (or new applications) due to the requirement to negotiate with native title holders and claimants, which can require significant time. There is also the risk that the State government did not fully comply with the appropriate future act processes in granting the Tenements, such that a Tenement may be inconsistent with native title rights and interests. In addition, native title holders may seek compensation under the Native Title Act for the impacts of acts affecting native title rights and interests after the commencement of the *Racial Discrimination Act 1975* (Cth) on 31 October 1975. Considerable expense may be incurred in negotiating and resolving issues, including any compensation arrangements reached in settling native title claims lodged over any of the Tenements held or acquired by the Company.

In Western Australia, the status of Aboriginal cultural heritage is currently uncertain, given the recent enactment of the *Aboriginal Cultural Heritage Act 2021* (WA), intended to replace the *Aboriginal Heritage Act 1972* (WA). However, the State government has since announced the forthcoming repeal of the *Aboriginal Cultural Heritage Act 2021* (WA), such that the legislation in Western Australia moving forward will be the *Aboriginal Heritage Act 1972* (WA), with limited amendments that are yet to be confirmed. This legislative uncertainty may lead to delays in obtaining requisite approvals. Further, the existence of Aboriginal cultural heritage on land the subject of the Tenements cannot be conclusively confirmed without the Company undertaking its own surveys of that land. The existence of such Aboriginal cultural heritage may cause delays, or even limit or preclude mining activities in certain areas. The unauthorised disturbance of any Aboriginal cultural heritage in Western Australia, Victoria and New South Wales is an offence with the potential for fines and enforcement action. Even where lawfully disturbed, there may be reputational consequences.

The Directors will closely monitor the potential effect of native title claims or Aboriginal cultural heritage matters involving Tenements. Please refer to the Solicitor's Tenement Report in Attachment B of this Prospectus for further details.

(o) Royalty risk

Whilst the Company has attempted to identify all royalties applicable to its Tenements, there is a risk that other royalties may exist or be alleged to exist over any one or more of the Company's tenements for which the Company is or becomes liable to pay in the future. As such, there is a possibility that the Company may need to pay royalties on some or all minerals derived from some of the Tenements upon the commencement of production from those Tenements. As at the Prospectus Date, the Company has agreed to pay a 1% net smelter return royalty to the Grantors on any Higginsville Lithium Rights (and any other minerals it is entitled to retain under the Mineral Rights Agreement) produced or extracted by the Company or any of its Related Bodies Corporate. Refer to Section 7.1(a) for further information.

There is a risk that the royalties may have an impact on the economics of progressing any proposed mining operations, as well as the financial performance of the Company. However, the Company has no control over the incurrence of these costs and is unable to predict the magnitude of such costs.

(p) Commodity price volatility and exchange rate risks

Commodity prices are influenced by physical and investment demand. If the Company achieves exploration 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.

Demand for, and pricing of commodities like spodumene concentrate is sensitive to a variety of external factors, most of which are beyond the Company's control. In particular, the supply and demand of spodumene concentrate is changing rapidly in response to the growth in manufacturing of electric vehicles and battery storage technology more generally. There is a risk that this growth does not proceed at a sufficient or similar rate to support future growth in spodumene concentrate supply. Declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project or expansion. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations or proposed expansions until the reassessment can be completed. Spodumene concentrate is not a commodity for which hedging or derivative transactions can be used to manage commodity price risk.

The Company cannot provide any assurance as to the prices it will achieve for any mineral commodities it produces (if any). Any substantial decline in the price of those commodities or in transport or distribution costs may have a material adverse effect on the Company and the value of the Shares. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the capital raising pursuant to the Offer and expenditure of the Company are, and will be, taken into account in Australian dollars, 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. The exchange rate is affected by numerous factors beyond the control of the Company, including international markets, interest rates, inflation and the general economic outlook.

(q) Cost and personnel risks

There is increasing evidence and consensus within the Western Australian mining sector that operations are subject to material cost increases and skill shortages. These factors have adversely affected costs, profit margins and the availability of appropriately qualified staff to operate resource projects. The Company cannot guarantee its underlying cost assumptions or its access to skilled personnel to operate its exploration and development operations.

Further, the Company's key personnel are responsible for overseeing the Company's day-to-day operations, and the strategic management of the Company depends substantially on its senior management and the Board. The future success of the Company depends, to a significant extent, upon the continued services of the key personnel. There can be no assurance there will be no detrimental impact on the Company or its business if one or more of these personnel leave the Company. There can be no assurance the Company will be able to retain or hire appropriate personnel necessary for the development and operation of its business.

(r) Access to services

Given the high levels of activity in the resources industry currently, it may be difficult for the Company to procure access to the necessary services to undertake exploration and related activities at its key projects. These services include but are not limited to access to drill rigs and drilling crew via the relevant contractors, geologists, and timely access to assay labs and results therefrom.

(s) New assets and acquisitions

The Company may make acquisitions in the future as part of future growth plans (although no such new projects have been identified as at the date of Prospectus). There can be no guarantee any new project acquisition or investment will eventuate from these pursuits, or that any acquisitions will result in a return for Shareholders.

Such acquisitions may result in the use of the Company's cash resources, the issuance of equity securities (which will dilute Shareholders) or debt funding (which may restrict the Company's financing or operating activities).

(t) Regulatory risk

The Company's operations are subject to various federal, state and local laws, including those relating to mining, prospecting, development permit and licence requirements, industrial relations, environment, land use, royalties, water, native title and cultural heritage, mine safety, mine rehabilitation following closure and occupational health. Approvals, licences and permits required to comply with such rules are subject to the discretion of the applicable government officials. No assurance can be given that the Company will be successful in obtaining any or all of the various approvals, licences and permits or maintaining such authorisations in full force and effect without modification or revocation.

To the extent such approvals are required and not retained or obtained in a timely manner or at all, the Company may be curtailed or prohibited from continuing or proceeding with exploration and production.

(u) Insurance risk

The Company will endeavour to maintain insurance within ranges of coverage in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate cover.

The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance of risks associated with minerals exploration and production is not always available and, where available, the costs can be prohibitive. There is a risk that insurance premiums may increase to a level where the Company considers it is unreasonable or not in its interests to maintain insurance cover or not to a level of coverage which is in accordance with industry practice. The Company will use reasonable endeavours to insure against the risks it considers appropriate for the Company's needs and circumstances.

However, no assurance can be given that the Company will be able to obtain such insurance coverage in the future at reasonable rates or that any coverage it arranges will be adequate and available to cover claims.

(v) Competition risk

The lithium mining industry in both Australia and abroad is competitive. The Company's existing competitors, or new competitors who enter the industry, may have access to greater financial and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. There can be no assurance that the Company can compete effectively with these companies.

(w) Dividend and distribution risk

As an early-stage minerals exploration company, the Company has no source of revenue or profits and makes no forecast of whether it will generate revenue or profits in future, Accordingly, the Directors do not in the near future expect to or intend to pay or declare dividends or other distributions. Accordingly, any investment in the Shares may not carry with it income returns in the form of dividends or other distributions and any returns will be limited to any capital growth arising from any increase in the price of the Shares.

(x) COVID-19 risk

Looking forward, COVID-19 or a variant could have an adverse impact on the Company's operations, financial position and prospects in the future, in addition to impacting on the ability of the Company's personnel to travel to it operations and execute its planned activities.

(y) Occupational health and safety risk

Given the nature of the Company's activities, it will face the risk of workplace injuries which may result in workers' compensation claims, related common law claims and potential occupational health and safety prosecutions. Further, the production processes used in conducting any future mining activities of the Company can be dangerous. The Company has, and intends to maintain, a range of practices, procedures and policies which will seek to provide a safe and healthy working environment for its employees, contractors and the community, including an ESG Policy and mine safety management system that is compliant with Western Australian, Victorian and New South Wales requirements. Further, on Listing, the Company will have and maintain what it considers to be an adequate level of workers compensation insurance.

(z) Climate change risk

As a mining company, the Company is exposed to both transition risks and physical risks associated with climate change. Government proposals to transition to a lower-carbon economy may entail extensive policy, legal, technological and market changes that impact negatively on the mining industry (such as by increasing cost of diesel, electricity or other consumables with a carbon footprint).

Physical risks resulting from climate change can be acute or chronic. Acute physical risks refer to those that are event-driven, including increased severity of extreme weather events, such as cyclones or floods. Chronic physical risks refer to longer term shifts in climate patterns (for example, sustained higher temperatures) that may cause sea level rises or chronic heat waves. In particular, the Projects located in the Pilbara and Eastern Yilgarn regions of Western Australia are in areas which are subject to extreme heat and are also very dry, low rainfall areas. The transition and physical risks associated with climate change may significantly affect the Company's future operating and financial performance.

In relation to the Company's proposed operations, issues could arise from time to time regarding abandonment costs, consequential clean-up costs, environmental concerns, and other liabilities. In these instances, the Company could become subject to liability.

4.4 General investment risks

(a) Exposure to general economic and financial market conditions

Once the Company becomes a publicly listed company on the ASX, it will be subject to the general market risk that is inherent in all securities traded on a stock exchange. This may result in fluctuations in the Share price that are not explained by the Company's fundamental operations and activities. There is no guarantee that the price of the Shares will increase following quotation on ASX or that an active trading market will develop in Shares.

Some of the factors which may adversely impact the price of the Shares include:

- general market conditions, including investor sentiment;
- general economic conditions including interest rates, and exchange rates, changes to government fiscal, monetary or regulatory policies and settings;
- changes in government or ASX regulation or policies;
- actual or anticipated fluctuations in the Company's financial performance and those of other public companies in its sector;
- changes in accounting principles;
- inclusion in or removal from market indices; and
- general operational and business risks.

Deterioration in general economic conditions may adversely impact on the Company's operations and the price of the Shares after Listing as well as the Company's ability to pay dividends and the consequent returns from an investment in Shares. As a result, the Company is unable to forecast the market price of the Shares and they may trade on the ASX at a price that is below the Offer Price.

Further, shares listed on ASX, or any other securities market, and in particular securities of small companies engaged in exploration activities, can experience extreme price and volume fluctuations that are often unrelated to the operating performances of such companies. The market price of securities may fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general. These security market conditions may affect the value of the Shares regardless of the Company's operating performance.

(b) Trading and liquidity in Shares and escrowed shareholders' interests

Prior to the Offer, there has been no public market in the Shares. The Shares will only be listed on the ASX and will not be listed for trading on any other securities exchange in Australia or elsewhere. There can be no guarantee that an active trading market for Shares will develop or that the market price of Shares will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their Shares. Furthermore, the market price for Shares may fall or be made more volatile if there is a relatively low volume of trading in the Company's securities. When trading volume is low, significant price movement can be caused by trading a relatively small number of Shares. If illiquidity arises, there is a real risk that security holders will be unable to realise their investment in the Company.

In accordance with Chapter 9 of the ASX Listing Rules and the voluntary escrow arrangements with various third parties, upon Official Quotation (assuming Maximum Subscription and on an undiluted basis) it is expected that:

(i) approximately 43.45% of the Shares on issue (which will be held by Kalamazoo, the Karora Group and related party investors) will not be able to be traded for 24 months as they will be subject to ASX imposed escrow and be classified as Restricted Securities;

(ii) approximately 3.64% of the Shares on issue will not be able to be traded for a period of up to 12 months commencing from the date of the issue of those Shares as they will be subject to ASX imposed escrow and be classified as Restricted Securities; and

(iii) approximately 6.50% of the Shares on issue will not be able to be traded for a period of up-to either three or 12 months as they will be subject to a voluntary escrow.

Refer to Section 6.11 for further details on the escrow arrangements. The absence of any sale of Shares by these Shareholders during this period may cause, or at least contribute to, limited liquidity in the market for the Shares.

Given the number of Shares restricted from trading, assuming Maximum Subscription, there will only be liquidity with respect to approximately 46.41% of the Shares on issue on completion of the Offer, including the Shares to be issued under the Offer, until such time as applicable escrow periods end. As at the Prospectus Date, the ASX has provided in-principle confirmation regarding the escrow to be applied to Shares on issue prior to the issue and allotment of the Shares under this Offer. The numbers contained in this Section may vary depending on the ASX's final determination of the Company's escrow position.

Following release from escrow, Shares held by Kalamazoo, the Karora Group, related party investors and third party investors will be able to be freely traded on the ASX. A significant sale of Shares by Kalamazoo, the Karora Group, related party investors or third party investors, or the perception that such sales have occurred or might occur, could adversely impact the price of Shares. The interests of Kalamazoo, the Karora Group, related party investors and third party investors may be different from the interests of investors who acquire Shares pursuant to the Offer.

(c) Exposure to changes in tax rules or their interpretation

Tax laws in Australia are complex and are subject to change periodically, as is their interpretation by the courts and the tax revenue authorities. Significant reforms and current proposals for further reforms to Australia's tax laws, as well as new and evolving interpretations of existing laws, may give rise to uncertainty. The precise scope of many of the new and proposed tax laws is not yet known. Any change to the taxation of shares (including the taxation of dividends) and the taxation of companies (including the existing rate of company income tax) may adversely impact on Shareholder returns and may change the tax payable by Shareholders in general. Any other changes to Australian tax law and practice that impact the Company, or the Company's industry generally, could also have an adverse effect on Shareholder returns. Any past or future interpretation of the taxation laws by the Company which is contrary to that of a revenue authority in Australia may give rise to additional tax payable. In order to minimise this risk, in areas of uncertainty, the Company obtains external expert advice on the application of the tax laws to its operations (as applicable). However, there is no certainty that the interpretations of tax revenue authorities will accord with that advice.

(d) Litigation risks

All industries, including the minerals exploration industry, are subject to legal claims, with and without merit. As a result, the Company is subject to litigation risks. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject to could have a material effect on its financial position, operations or activities.

(e) Force majeure events

Events may occur within or outside Australia could impact upon the global, Australian and other local economies, as well as the operations of the Company, its contracts and the price of the Shares. These events include but are not limited to, acts of terrorism, an outbreak of international hostilities, fires, floods, water contamination, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other man-made or natural events or occurrences that can have an adverse effect on the Projects and the Company's ability to conduct business. The Company only has a limited ability to insure against some of these risks.

(f) Accounting Standards

AAS are set by the AASB and are outside the control of the Company and its Directors. The AASB may, from time to time, introduce new or refined AAS, which may affect future measurement and recognition of key statement of profit or loss and other comprehensive income, and statement of financial position items, including revenue and receivables and lease obligations. There is also a risk that interpretation of existing AAS, including those relating to the measurement and recognition of key statement of profit or loss and other comprehensive income, and statement of financial position items, including revenue and receivables, may differ. Changes to the AAS issued by the AASB or changes to the commonly held views on the application of those standards could materially adversely affect the reported financial performance and position of the Company.

(g) Shareholder dilution

In the future, the Company may elect to issue additional Shares to raise further funding. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital it is able to issue without Shareholder approval within a 12 month period (other than where exceptions apply), Shareholders may be diluted as a result of such fundraisings and Shareholders may experience a loss in value of their equity as a result of such issues of additional Shares.

5.

Key People, Interests and Corporate Governance

5. Key People, Interests and Corporate Governance

5.1 Board of Directors

The Directors bring to the Board relevant experience and skills, including sector and business knowledge, financial management and corporate governance experience. Profiles of each member of the Board are set out in the table below.

DIRECTOR	EXPERIENCE AND BACKGROUND
	Luke Reinehr **Non-Executive Chair** As co-founder of Kalamazoo, Luke Reinehr was Kalamazoo's managing director from January 2013 to July 2016 and is currently the chief executive officer and chairman of Kalamazoo. Working across all levels of management over a period of more than 25 years, he has extensive partnership, director, chief executive officer and chairman experience with resources and technology companies in Australia and abroad. He holds a Bachelor of Law from the University of Melbourne and a Bachelor of Arts from Monash University.
	Graeme Sloan **Managing Director** Graeme Sloan is a qualified mining engineer with over 35 years' experience as a managing director/chief executive officer, non-executive director, chairman and member of audit, risk and sustainability committees and general manager of operations. He has held roles in corporate affairs, operational management, technical and project development and has worked in Australia and North and South America holding senior technical roles for ASX, TSX and AIM listed companies. He has also worked in most commodities and is currently chairman/acting chief executive officer of TSX-listed gold explorer Golden Horse Minerals Limited (formerly Altan Rio Limited).
	Paul Adams **Non-Executive Director** Paul Adams has over 20 years' experience in the mining industry in exploration, open pit, underground operational roles both in Australia and overseas. He has over 10 years' experience as the Head of Equities Research at a well-known Perth stockbroking company, specialising in small to mid-cap resource companies. He currently sits on the board of ASX-listed companies Kalamazoo and Meeka Metals Limited, having previously held the position of managing director of Spectrum Metals Ltd. Paul holds a Geology Degree (Honors) from Derbyshire University and a Graduate Diploma in Applied Finance and Investment from the Financial Services Institute of Australia.
	John Leddy **Non-Executive Director** John Leddy serves as senior advisor on legal and strategic matters at Karora. He also provides strategic advice to, and has made seed capital investments in, other public and private companies operating in the battery metals, carbon reduction, plant-based foods, vertical farming and high-density infill property development sectors. John has over 20 years' experience as a business lawyer and in private equity, specializing in M&A, capital raising and structuring, and other strategic transactions. He is a former partner in the Business Law Group (M&A) at Osler, a leading Canadian corporate law firm. John is a member of the Law Society of Upper Canada.

5. Key People, Interests and Corporate Governance continued

DIRECTOR	EXPERIENCE AND BACKGROUND
	Simon Coyle **Non-Executive Director** Simon Coyle has 20 years' industry experience and graduated from the Western Australian School of Mines. He held several senior operational management positions in a range of commodities including gold, iron ore, manganese and lithium. More recently Simon held the position of general manager operations for Pilbara Minerals Limited's hard rock lithium operation, Pilgangoora. He successfully led the development and expansion of the operation to become one of the world's leading producers of spodumene concentrate. Simon is also the chief executive officer of Velox Energy Materials Inc (TSXV:VLX).

For so long as Karora and its Related Bodies Corporate hold 10% or more of the issued share capital of the Company, Karora will have a right to nominate a director to the Board. Refer to Section 7.1(a) for further information.

The composition of the Board committees and a summary of its key corporate governance policies are set out in Sections 5.7(c) and 5.8.

Each Director above has confirmed to the Company that they anticipate being able to perform their duties as a non-executive director or executive director, as the case may be, without constraint having regard to their other commitments.

5.2 Senior Management

Profiles of the key members of the Company's senior management team are set out in the table below.

EXECUTIVE	EXPERIENCE AND BACKGROUND
	Graeme Sloan **Managing Director** Refer Section 5.1.
	Bernard Crawford **Chief Financial Officer** Bernard is a Chartered Accountant with over 30 years' of experience in the resources industry in Australia and overseas. He has held various positions including company secretary and/or chief financial officer at Impact Minerals Limited, Alchemy Resources Limited, Musgrave Minerals Limited and Shaw River Manganese Limited. Bernard holds a Bachelor of Commerce from the University of Western Australia, a Master of Business Administration from the London Business School and is a Member of the Institute of Chartered Accountants in Australia and New Zealand and the Governance Institute of Australia. Bernard is currently chief financial officer and company secretary of Kalamazoo.

EXECUTIVE	EXPERIENCE AND BACKGROUND
	Nick Madders **General Counsel and Company Secretary** Nick Madders has been the general counsel of a large mining services company since early 2021 and has also held the role of company secretary there since early 2022. He has also recently been appointed as company secretary of TSX-listed gold exploration company Golden Horse Minerals Limited (formerly Altan Rio Limited). Nick has extensive experience in M&A and corporate compliance, having spent five years working as a lawyer at Gilbert + Tobin in one of Australia's top tier transactions teams. Since entering the mining industry in early 2021, Nick has successfully led and completed transactions in the gold, lithium and base metals markets.
	Dr Luke Mortimer **Exploration Manager** Dr Luke Mortimer is an accomplished exploration, mining and geothermal energy geoscientist and with worldwide experience working in the minerals and energy industry. Luke is currently the exploration manager at Kalamazoo.

5.3 Interests and benefits

This Section 5.3 sets out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director of the Company;
- person named in this Prospectus and who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of the Company; or
- underwriter to the Offer or financial services licensee named in this Prospectus as a financial services licensee involved in the Offer,

holds as at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- the formation or promotion of the Company;
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or in connection with the Offer; or
- the Offer,

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

5. Key People, Interests and Corporate Governance continued

(a) Interests of promoters, experts and advisers

The Company has engaged the following professional advisers in relation to the Offer:

- Grant Samuel has acted as financial adviser to the Company and the fees payable to them are described in Section 7.1(f). The Company has paid, or agreed to pay, approximately $380,000 (excluding disbursements and GST) for these services up until the Prospectus Date;
- Canaccord and Bell Potter have acted as Joint Lead Managers to the Offer and the fees payable to the Joint Lead Managers pursuant to the Joint Lead Manager Mandate are described in Section 7.1(g);
- Gilbert + Tobin has acted as Australian legal adviser to the Company in relation to the Offer and as the tenement solicitors to the Company in relation to this Prospectus and prepared the Solicitor's Tenement Report in Attachment B of this Prospectus. The Company has paid, or agreed to pay, approximately $450,000 (excluding disbursements and GST) for these services up until the Prospectus Date. Further amounts may be paid to Gilbert + Tobin in accordance with its normal time-based charges;
- BDO Audit has been appointed to act as auditor to the Company. The Company estimates it will pay BDO Audit a total of $43,500 (excluding GST) for these services, which is inclusive of all services provided during the two years preceding the Prospectus Date;
- BDO Corporate Finance has acted as the Investigating Accountant in connection with the Offer and prepared the Independent Limited Assurance Report in Attachment C of this Prospectus for the Company and performed work in relation to the Independent Limited Assurance Report. The Company has paid, or agreed to pay, approximately $25,000 (excluding disbursements and GST) for these services up until the Prospectus Date. Further amounts may be paid to BDO Corporate Finance in accordance with its normal time-based charges;
- CSA Global has prepared the Independent Technical Assessment Report in Attachment A of this Prospectus for the Company. In respect of this work, CSA Global will be paid approximately $79,400 (excluding GST) by the Company. During the two years preceding the lodgement of this Prospectus with ASIC, CSA Global has not received any fees from the Company for any other services; and
- Advanced Share Registry has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus and will be paid up to $3,500 (excluding GST) for these services on standard industry terms and conditions. During the two years preceding the Prospectus Date, Advanced Share Registry has not received any fees from the Company for any other services.

These amounts, and other expenses of the Offer, will be paid by the Company out of funds raised under the Offer or available cash. Further information on the use of proceeds and payment of expenses of the Offer is set out in Sections 2.11 and 7.8.

(b) Directors' interests and remuneration

(i) Managing Director

Graeme Sloan is employed as Managing Director. Refer to Section 5.4 for further details.

(ii) Directors' appointment letters

Prior to the Prospectus Date, each of the Non-Executive Directors has entered into appointment letters with the Company, confirming the terms of the appointments, their roles and responsibilities and the Company expectations of them as Directors.

(iii) Non-Executive Directors remuneration

Under the Constitution, the Company in general meeting may determine the maximum aggregate remuneration to be provided to or for the benefit of the Non-Executive Directors as remuneration for their services as a Director. Further, under the ASX Listing Rules, the total amount of directors fees paid to the Directors (subject to certain exceptions) must not exceed in aggregate in any financial year the amount fixed by the Company's members in general meeting.

Initially, and until a different amount is determined, the maximum aggregate Directors' remuneration for the purposes of the ASX Listing Rules and the Constitution is $400,000 per annum. This amount excludes, among other things, amounts payable to any executive Director under any executive services agreement with the Group or any special remuneration which the Board may granted to the Directors for special exertions or additional services performed by a Director for or at the request of the Company.

The following annual base fees (excluding superannuation) are payable to Directors:

DIRECTOR FEES	$
Chair	$85,000
Non-Executive Directors	$50,000

Directors will receive no additional fees for being a member of the Audit and Risk Management Committee and/or Remuneration and Nomination Committee.

All Directors' will be paid superannuation payments required by law to be made.

(iv) Deeds of access, insurance and indemnity

The Company has entered into a deed of access, indemnity and insurance with each Director. Each deed contains the Director's right of access to certain books and records of the Company or Group Company for the period from the date of the deed until seven years after the Director ceases to hold office of the Company or Group Company. This seven-year period can be extended where certain proceedings or investigations commence before the seven year period expires.

Pursuant to the Constitution, the Company may indemnify, to the extent permitted by law, all Directors, executive officers and other officers, past and present, against all losses or liabilities incurred as an officer of the Company or Group Company to the extent permitted by law. Under the deed of access, insurance and indemnity, the Company indemnifies each Director against any liability that may arise from their position as an officer of the Company or Group Company, to the extent permitted by law. The deed provides that the Company must meet the full amount of any such liabilities, including legal costs that are reasonably incurred, charges and expenses.

Pursuant to the Constitution, the Company may arrange and maintain directors' and officers' insurance for its Directors to the extent permitted by law. Under the deed of access, insurance and indemnity, the Company must maintain such insurance for the period from the date of the deed until seven years after the Director ceases to hold office of the Company or Group Company. This seven-year period can be extended where certain proceedings or investigations commence before the seven-year period expires.

(v) Directors' interests in Shares and other securities

The Directors are not required by the Constitution to hold any Shares.

The Directors' interests in Shares and other securities in the Company as at Listing are set out in the table below (which includes participation in the Pre-IPO Seed Raising and Shares received via the Kalamazoo In-specie Distribution):

DIRECTOR*	SHARES	IN-SPECIE SHARES	PERFORMANCE RIGHTS**
Luke Reinehr	640,000	279,575	2,410,154
Graeme Sloan	800,000	–	3,016,682
Paul Adams	600,000	56,694	1,803,625
John Leddy	800,000	–	1,213,057
Simon Coyle	400,000	–	1,213,057

Notes:

* And/or their associated entities.

** Indicatively only, assuming Maximum Subscription. Incentive Performance Rights to be granted prior to Listing pursuant to the Incentive Plan as detailed in Section 5.5 and on the terms and conditions detailed in Section 6.17.

The Directors (and their associated entities) are entitled to apply for Shares under the Offer. The above table does not take into account any Shares the Directors (and their associated entities) may acquire under the Offer. As at the Prospectus Date, the Directors (and/or their associated entities) do not intend to apply for Shares under the Offer.

Final shareholdings held directly or indirectly by the Directors (and/or their associated entities) will be notified to ASX following Listing.

5. Key People, Interests and Corporate Governance continued

(vi) Other information about Directors' interests and benefits

Directors may also be reimbursed for travel and other expenses incurred in attending to the Company's affairs, including attending and returning from general meetings or meetings of the Board or committees of the Board. A Director who performs additional or special duties for the Company at the request of the Board may be paid such additional or special remuneration (as determined by the Board).

There are currently no retirement benefit schemes for Directors, other than statutory superannuation contributions.

5.4 Executive remuneration

Graeme Sloan's (**Managing Director**) employment arrangements are set out below.

TERM	DESCRIPTION
Term	No fixed term.
Fixed annual remuneration (FAR)	$300,000 (plus superannuation)
Incentives	The Managing Director is eligible to participate in the Incentive Plan, subject to Shareholder approval (if required), as determined by the Board from time to time.
Other benefits	The Company may provide the Managing Director with the discretionary benefits.
Notice period, termination and termination payments	Either party may terminate the employment by providing the other with three months' written notice. If notice of termination is given by either party, the Company may do one or more of the following with respect to all or part of the notice period: • require the Managing Director to perform his usual duties or other duties; • direct the Managing Director to not perform any duties and require that the Managing Director remain away from the Company's premises; • change the title of the Managing Director; and/or • with respect to all or the remainder of the notice period, pay the FAR in lieu of all or that part (as applicable) of the notice period in which case the Managing Director shall not be entitled to any other payment on termination other than the FAR payable to the termination date and accrued but outstanding statutory leave entitlements and any other amount expressly required by this agreement. In addition, the Company may immediately terminate the employment without any period of notice or payment in lieu of notice if in the opinion of the Company and following reasonable investigation, the Managing Director is found to have engaged in serious misconduct or other conduct justifying immediate dismissal.
Non-solicitation/ restrictions of future activities	Not applicable.
Material Diminution	If there is a Material Diminution with respect to the Managing Director's employment, the Managing Director may, within three months of the Material Diminution occurring, terminate his employment by giving the Company one month's written notice and will be entitled to payment by the Company of the greater of: • a lump sum amount equivalent to 25% of the FAR; and • any redundancy payments that the Managing Director would be entitled to in accordance with applicable law.

5.5 Equity-based remuneration arrangements

(a) Incentive Plan

Prior to the Prospectus Date, the Company has established the Kali Metals Limited Incentive Plan (**Incentive Plan**) to assist in the motivation, retention and reward of certain employees and Directors engaged by the Company or any of its subsidiaries (**Participants**). The Incentive Plan is designed to align the interests of Participants more closely with the interests of Shareholders. All awards granted under the Incentive Plan to Participants will be Performance Rights, Options or Shares.

All Directors are entitled to participate in the Incentive Plan, and it is currently proposed to grant Incentive Performance Rights to the Directors and management personnel prior to Listing under the Incentive Plan as described in Section 5.5(b) below.

Below is a summary of the material rules of the Incentive Plan (**Plan Rules**):

TERM	DESCRIPTION
Eligibility	Offers may be made at the Company's discretion to Directors, employees (including executives), contractor, casual employee, officers or any other person the Company may determine to be eligible to receive a grant under the Plan Rules.
Vesting	Vesting of the Performance Rights, Options or Shares issued under the Plan Rules to each Participant may be subject to vesting or performance conditions specified in the offer document for each grant and determined by the Company. Subject to the Plan Rules and the terms of an offer document, an offer of Performance Rights, Options or Shares may lapse or be forfeited if such performance or vesting conditions are not satisfied. A Participant is required to pay any exercise price applicable on the exercise of an Option.
Types of securities	The Company may grant Performance Rights, Options and/or Shares as incentives, subject to the terms and conditions of each individual offer. • A holder of a Performance Right will be entitled to receive Shares to the satisfaction of applicable performance and vesting conditions (if applicable). • A holder of an Option will be entitled to receive Shares upon satisfaction or applicable conditions and payment of an exercise price (determined at the time of being granted). • Shares offered may be subject to dealing restrictions, vesting conditions or other restrictions or conditions. Unless otherwise specified in an offer document, the Company has the discretion to settle any Performance Rights or Options with cash equivalent payment.
Offers under the Plan Rules	Subject to any requirements for Shareholder approval or any applicable laws, the Company may make offers at its absolute discretion under the Plan Rules. The Board will have the discretion to set the terms and conditions of each incentive offer it intends to make eligible participants.
Issue Price, Exercise Price, Vesting Period and Expiry Date	The Board will determine the issue price and/or exercise price (if applicable), vesting period and expiry date for each grant of Performance Rights, Options or Shares allocated under the Plan Rules.
Cessation of employment	Under the Plan Rules, the Board has broad discretion in relation to the treatment of entitlements on cessation of employment.
Clawback and avoiding inappropriate benefits	The Plan Rules provide the Board with broad clawback powers if, for example, the Participant has acted fraudulently or dishonestly or there is a material financial misstatement.

5. Key People, Interests and Corporate Governance continued

TERM	DESCRIPTION
Change of Control	The Plan Rules provide that, subject to the sole and absolute discretion of the Board and applicable law, if a Change of Control Event occurs, unvested Shares, unvested Options or unvested Performance Rights held by a Participant will vest and become immediately exercisable, regardless of whether or not the employment, engagement or office of the Participant is terminated or ceases in connection with the Change of Control Event.
Reconstructions, corporate actions, rights issues, bonus issues etc	The Plan Rules include specific provisions dealing with rights issues, bonus issues and corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the Participant in respect of their incentives as a result of such corporate actions.
Restrictions on dealings	Prior to vesting, the Incentive Plan Rules provide the Participant must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, Participants will be free to deal with their incentives.
Expiry	Performance Rights will lapse two years after the start of the exercise period if not exercised or lapsed before this date.

(b) Incentive Performance Rights to be granted to Directors and other persons under the Incentive Plan

Prior to Listing, the Company will grant Performance Rights, calculated on a percentage of issued capital basis (on a fully diluted basis after the issue of the Consideration Shares and assuming all convertible securities on issue (such as the Advisor Options) have been exercised), each expiring five years from their date of issue, that will vest and can be exercised upon satisfaction of the following vesting conditions (together, **Incentive Performance Rights**):

(i) Class A Incentive Performance Rights (representing 50% of all Incentive Performance Rights) will vest on the date that the Company announces a JORC Code compliant indicated resource estimate of an aggregate of at least 10 Mt of lithium at a minimum grade of 1% Li_2O across any of its projects within 36 months from their date of issue; and

(ii) Class B Incentive Performance Rights (representing 50% of all Incentive Performance Rights) will vest on the date that the Company announces a JORC Code compliant indicated resource estimate of an aggregate of at least 30 Mt of lithium at a minimum grade of 1% Li_2O within 60 months from their date of issue,

to Directors and other persons detailed in the table below, in connection with their roles in the Company and/or in connection with the Offer, under the Incentive Plan and on the terms and conditions detailed in Section 6.17:

PERSON	INDICATIVE NUMBER OF INCENTIVE PERFORMANCE RIGHTS TO BE GRANTED*	% OF ISSUED CAPITAL TO BE GRANTED**
Graeme Sloan	3,016,682	1.89
Luke Reinehr	2,410,154	1.51
Paul Adams	1,803,625	1.13
John Leddy	1,213,057	0.76
Simon Coyle	1,213,057	0.76
Bernard Crawford	606,529	0.38
Nick Madders	606,529	0.38
Dr Luke Mortimer	606,529	0.38
Total	**11,476,162**	**7.19**

Notes:

* Based on the Company's issued capital post-Offer, assuming Maximum Subscription.

** Based on the Company's issued capital post-Offer, on a fully diluted basis and assuming Maximum Subscription.

5.6 Related party agreements

Other than as set out below, or elsewhere in this Prospectus, there are no existing agreements or arrangements, and there are no proposed transactions, in which the Company was, or is to be, a participant, and in which any related party had or will have a direct or indirect material interest:

(a) the interests and benefits, Directors' remuneration arrangements, executive remuneration arrangements and equity-based remuneration arrangements with the Directors described in Sections 5.3 to 5.5 (inclusive); and

(b) the Acquisition Agreements between the Company and each of Kalamazoo and the Karora Group, entities associated with certain of the Directors, which are described in Section 7.1(a).

5.7 Corporate governance

This Section 5.7 explains how the Board oversees the management of the Company's business. The Board is responsible for the overall corporate governance of the Company, including establishing and monitoring key performance goals. The Board monitors the operational and financial position and performance of the Company and oversees its business strategy, including approving the strategic goals of the Company and considering and approving an annual business plan (including a budget).

The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of the Company. In conducting the Company's business with these objectives, the Board seeks to ensure that the Company is properly managed to protect and enhance Shareholder interests, and that the Company and its Directors, officers and personnel operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing the Company, including adopting relevant internal controls, risk management processes and corporate governance policies and practices which it believes are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Company.

The Company is seeking a listing on the ASX. The ASX Corporate Governance Council has developed and released its fourth edition of the Corporate Governance Principles and Recommendations for Australian listed entities in order to promote investor confidence and to assist companies in meeting stakeholder expectations. The ASX Recommendations are not prescriptions, but guidelines. However, under the ASX Listing Rules, the Company will be required to provide a statement in its annual report or on its website disclosing the extent to which it has followed the ASX Recommendations during each reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it and must also disclose what (if any) alternative governance practices it adopted in lieu of the recommendation during that period. The Company's departures from the Recommendations are set out below:

5. Key People, Interests and Corporate Governance continued

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 2.1 The board of a listed entity should: (a) have a nomination committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director; and disclose (iii) the charter of the committee; (iv) the members of the committee; (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.	Partly	The Company has prepared a Remuneration and Nomination Committee (**RNC**) Charter outlining the responsibilities of the Board. Whilst a majority of the members of the RNC are not independent directors, the RNC is chaired by an independent director (Simon Coyle). The RNC Charter will be disclosed on the Company's website. The members of the RNC are Simon Coyle (Chair), John Leddy and Paul Adams. The Company will, at the end of each reporting period, disclose in its annual report the number of times the committee met throughout the period and the individual attendances of the members at those meetings is to be disclosed.
Recommendation 2.4 A majority of the board of a listed entity should be independent directors.	No	Clause 4 of the Board Charter provides that the majority of the Board should, to the extent practicable given the size and composition of the Board from time to time, be comprised of independent directors. However, at the time of listing, the Board will be comprised of one independent director, two non-independent directors and the Managing Director. The Board acknowledges this recommendation but nevertheless, the Board believes that each of the non-independent Non-Executive Directors brings objective and unbiased judgement to the Board's deliberations and that each of Luke Reinehr, Paul Adams and John Leddy make invaluable contributions to Kali through their considerable skills, experience and deep understanding of Kali's business.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 2.5 The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	No	The chair of the board currently (Luke Reinehr) is not an independent director (but is not the same person as the Managing Director). Clause 7 of the Board Charter provides that the chairperson of the Board, where practicable, must be an independent director. The Board acknowledges this recommendation but nevertheless, the Board believes that Mr Reinehr brings an objective and unbiased judgement to his role as chair of the Board and is currently an appropriate person for the position of chair given his considerable skills, experience and deep understanding of Kali's business. Clause 7 of the Board Charter provides that an independent director must not hold (or have held in the previous 3 years) the office of CEO.
Recommendation 4.1 The board of a listed entity should: (a) have an audit committee which: (i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and (ii) is chaired by an independent director, who is not the chair of the board, and disclose: (iii) the charter of the committee; (iv) the relevant qualifications and experience of the members of the committee; and (v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of the audit engagement partner.	Partly	The Company has established an Audit and Risk Management Committee (**ARC**) which is governed by the ARC Charter which sets out its roles and responsibilities. Clause 2(a) of the ARC Charter provides that given the current size and composition of the Board and the nature and scope of the operations of the Company, upon listing on the ASX the Board will perform the role of the ARC. The ARC, whilst not made up entirely of non-executive directors, is made up of four directors: Luke Reinehr, Graeme Sloan, Paul Adams, John Leddy and Simon Coyle. The ARC is not chaired by the chair of the Board. The charter of the ARC will be disclosed on the Company's website. All director's qualifications and experience are detailed in this Prospectus and will be included in the Company's annual report. The ARC Charter states the Committee must meet at least twice a year, namely to approve the audited financial statements as required under the ASX Listing Rules. The number of times they meet and individual attendance will be disclosed in the Annual Report. The ARC is responsible for the selection, appointment and rotation of its external auditor. Candidates for the position of external auditor must demonstrate independence from the Company and will be selected based on criteria relevant to the Company's business and circumstances. The performance of the external auditor is reviewed on an annual basis by the ARC and any recommendations are made to the Board. The external auditor, the Managing Director and the Chief Financial Officer, are invited to ARC meetings at the discretion of the ARC.

5. Key People, Interests and Corporate Governance continued

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 7.1 The board of a listed entity should: (a) have a committee or committees to oversee risk, each of which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, and disclose (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a risk committee or committees that satisfy (a) above, disclose that fact and the processes it employs for overseeing the entity's risk management framework.	Partly	Given the current size and composition of the Board and/or nature and scope of the operations of the Company, upon listing on the ASX the Board will perform the role of the ARC and be responsible for overseeing the risk framework and appetite of the Company. The Company has established an ARC which is governed by the ARC Charter which sets out its roles and responsibilities. Clause 2(a) of the ARC Charter provides that given the current size and composition of the Board and/or nature and scope of the operations of the Company, upon listing on the ASX the Board will perform the role of the Committee. The ARC Charter will be disclosed on the Company's website. Clause 3(a) of the ARC Charter provides that the ARC must meet at least two times annually or as frequently as is required to undertake its role effectively. The members of the ARC are Luke Reinehr, Graeme Sloan, Paul Adams, John Leddy and Simon Coyle. The Company will, at the end of each reporting period, disclose in its annual report the number of times the ARC met throughout the period and the individual attendances of the members at those meetings is to be disclosed. The Company will, at the end of each reporting period, disclose in its annual report the number of times the ARC met throughout the period and the individual attendances of the members at those meetings is to be disclosed.

PRINCIPLES AND RECOMMENDATIONS	COMPLY (YES/NO)	EXPLANATION
Recommendation 8.1 The board of a listed entity should: (a) have a remuneration committee which: (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director. and disclose: (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or (b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.	Partly	The Board has established a separate Remuneration and Nomination Committee. The Board has adopted a Remuneration and Nomination Committee Charter which sets out the RNC's roles and responsibilities. Simon Coyle is the Chair of the RNC who is an independent non-executive Director. The Company undertakes to: (a) Disclose the RNC Charter and have it accessible on the Company's website. (b) The members of the RNC are Simon Coyle (Chair), Paul Adams and John Leddy. The membership of the RNC will also be disclosed in the annual report. At the end of each reporting period the Company will disclose in its annual report the number of times the RNC met throughout the period and the individual attendances of the members at those meetings is to be disclosed.

Prior to Listing, copies of the Company's key policies and practices and the charters for the Board and each of its committees will be available at www.kalimetals.com.au.

(a) The Board of Directors

The name and biographical details of the current members of the Board are contained in Section 5.1.

Each Director has confirmed to the Company that he or she anticipates being available to perform his or her duties as a Director without constraint having regard to their other commitments.

The Board considers an independent Director to be a Non-Executive Director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally. The Board will consider the materiality of any given relationship on a case-by-case basis and has adopted guidelines to assist in this regard. The Board reviews the independence of each Director in light of interests disclosed to the Board from time to time. In assessing independence, the Board will have regard to the ASX Recommendations.

The Board Charter sets out guidelines of materiality for the purpose of determining independence of Directors in accordance with the ASX Recommendations and has adopted a definition of independence that is based on that set out in the ASX Recommendations.

The Board considers that Simon Coyle is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of the Director's judgement and that he is able to fulfil the role of independent Director for the purpose of the ASX Recommendations.

5. Key People, Interests and Corporate Governance continued

Graeme Sloan, Luke Reinehr, Paul Adams and John Leddy are currently considered by the Board not to be independent for the following reasons:

(i) Graeme Sloan, as Managing Director, is currently employed in an executive capacity by the Company and is eligible to receive performance-based remuneration (including equity incentives);

(ii) Luke Reinehr and Paul Adams are currently both directors and officers of Kalamazoo, a substantial holder of the Company; and

(iii) John Leddy is currently an employee and professional adviser to Karora, a substantial holder of the Company.

Accordingly, at Listing, the Board will not consist of a majority of independent Directors, which is inconsistent with the ASX Recommendations.

(b) Board charter

The Board Charter adopted by the Board sets out the responsibilities of the Board in greater detail. It provides that the Board should comprise Directors with the appropriate mix of skills, experience, expertise and diversity which are relevant to the Company's businesses and the Board's responsibilities. The Board Charter allows the Board to delegate powers and responsibilities to committees established by the Board. The Board retains ultimate accountability to Shareholders in discharging its duties.

(c) Board committees

The Board may from time to time establish appropriate committees to assist in the discharge of its responsibilities. Given the size of the Company, at Listing the Board will perform the role of the Audit and Risk Management Committee. The Board has established a separate Remuneration and Nomination Committee.

Other committees may be established by the Board as and when required. Membership of Board committees will be based on the needs of the Company, relevant legislative and other requirements, and the skills and experience of individual Directors.

(i) Audit and Risk Management Committee

The role of the Audit and Risk Management Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's financial reporting, internal control structure, risk management systems and internal and external audit functions. This includes confirming the quality and reliability of the financial information prepared by the Company, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor to confirm they are consistent with maintaining external audit independence.

The Audit and Risk Management Committee provides advice to the Board and reports on the status and management of the risks to the Company. The purpose of the Audit and Risk Management Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.

To the extent practicable given the Company's size, the Company will comply with the recommendations set by the ASX Corporate Governance Council in relation to the composition and operation of the Audit and Risk Management Committee. Given the size of the Company, at Listing the Board will perform the role of the Audit and Risk Management Committee.

(ii) Remuneration and Nomination Committee

The role of the Remuneration and Nomination Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's remuneration and nomination policies and practices.

This includes reviewing and making recommendations to the Board on remuneration packages and policies related to the Directors and senior executives. The Remuneration and Nomination Committee is also responsible for administering short term and long term incentive plans (including any equity plans). In addition, the Remuneration and Nomination Committee is responsible for reviewing and making recommendations in relation to the composition and performance of the Board and its committees and ensuring that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior management). Independent advice will be sought where appropriate.

To the extent practicable, given the Company's size, the Company will comply with the recommendations set by the ASX Listing Rules and the ASX Corporate Governance Council in relation to the composition and operation of the Remuneration and Nomination Committee. The Remuneration and Nomination Committee will comprise of Simon Coyle (Chair), Paul Adams and John Leddy.

5.8 Corporate governance policies

The Board has adopted the following corporate governance policies, each of which has been prepared having regard to the ASX principles.

(a) Disclosure Policy

Once listed, the Company will be required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act. Subject to the exceptions contained in the ASX Listing Rules, the Company will be required to immediately advise ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company has adopted a Disclosure Policy to take effect from Listing, which reinforces the Company's commitment to its continuous disclosure obligations and describes the processes in place that enable the Company to provide Shareholders with timely disclosure in accordance with those obligations. Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with ASX, and copies of the Company's announcements to ASX will be available on the Company's website.

(b) Shareholder Communication Policy

The Company aims to keep Shareholders informed of the major developments affecting the Company. The Company recognises that potential investors and other interested stakeholders may also wish to obtain information about the Company from time to time. To achieve this, the Company will communicate information regularly to Shareholders and other stakeholders through a range of forums and publications, including the Company's website, at the Company's annual general meeting and through the Company's Annual Report and ASX announcements.

(c) Securities Trading Policy

The Company has adopted a Securities Trading Policy that is intended to explain the types of conduct in relation to dealing in securities that are prohibited by law and establish procedures for the buying and selling of securities to ensure that public confidence is maintained in the reputation of the Company and its Directors and employees, and in the trading of the Company's securities.

The Securities Trading Policy provides that Directors, employees and contractors must not deal in the Company's securities when they are aware of 'inside' information. Subject to exemptions, Directors and certain restricted employees must not deal in the Company's securities during 'blackout periods.' Outside of the blackout periods, Directors and restricted employees must receive prior approval for any proposed dealing in the Company's securities (including any proposed dealing by one of their connected persons).

(d) Code of Conduct

The Company is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a formal Code of Conduct that outlines how it expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards.

The Code of Conduct is designed to provide a benchmark for professional behaviour throughout the Company's business, support its business reputation and corporate image within the community and make the Company's Directors and employees aware of the consequences if they breach this policy.

(e) Diversity Policy

The Board has approved a Diversity Policy, which sets out the Company's commitment to an inclusive and diverse workforce. The Company will include in its corporate governance statement each year details of the measurable objectives set under the Diversity Policy of the year to which the corporate governance statement relates, together with a summary of the Company's progress towards achieving those measurable objectives.

5. Key People, Interests and Corporate Governance continued

(f) Whistle-blower Protection Policy

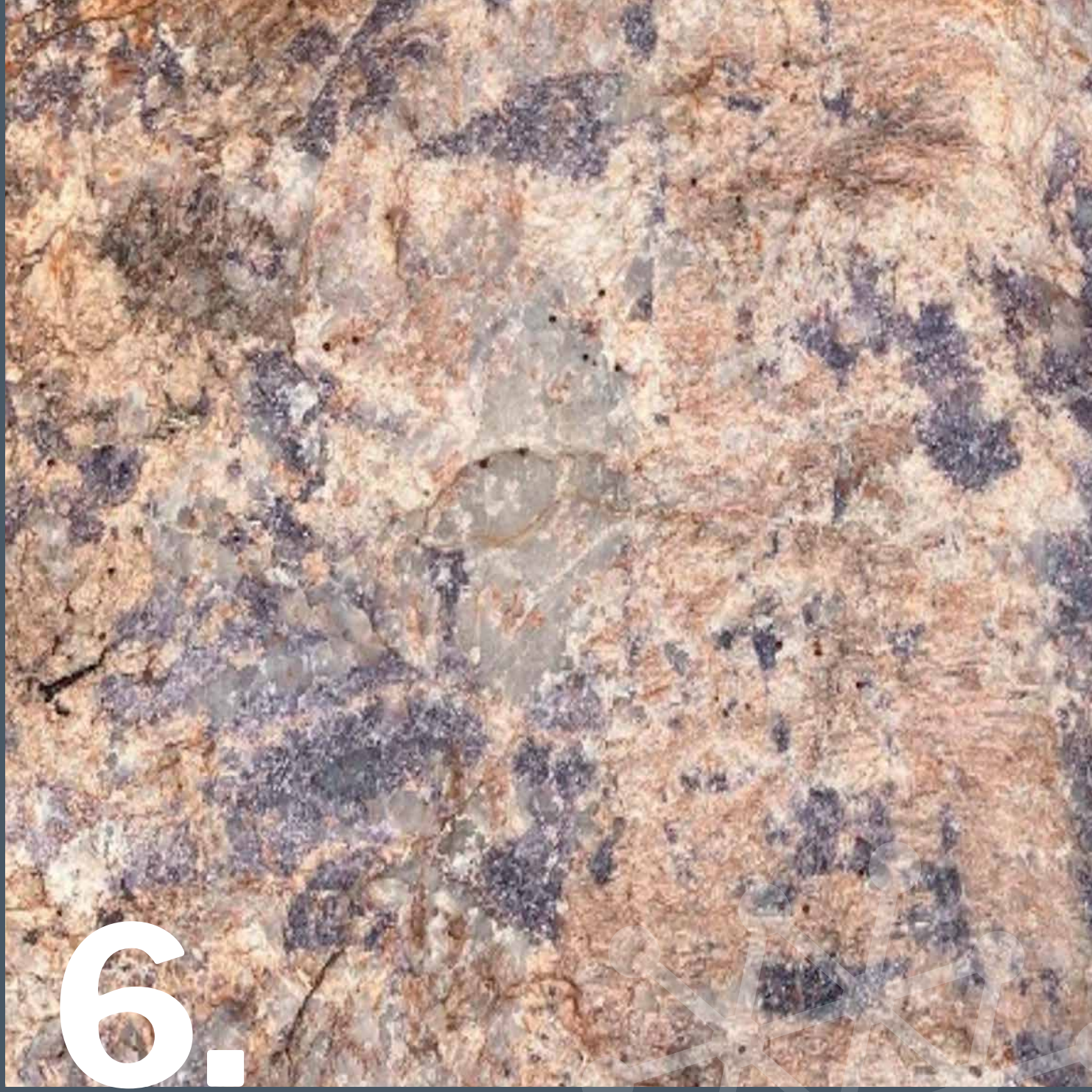
The Company is committed to the highest standards of conduct and ethical behaviour in all of its business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. This policy has been adopted to provide a safe and confidential environment where concerns can be raised by whistle-blowers without fear of reprisal or detrimental treatment.

(g) Anti-bribery and Corruption Policy

The Company is committed to complying with all laws of the jurisdictions in which it operates, including those relating to bribery and corruption. The Anti-Bribery and Corruption Policy set out the responsibilities of the Company's personnel, including in their dealings with, and through, third parties. It addresses protection of the Company's personnel in seeking to comply with this policy, dealing with false reports, investigations, consequences for breach, examples of improper conduct, contact with government officials, donations, in-kind gifts and corporate hospitality, political and charitable contributions and sponsorships, facilitation payments and secret commissions.

(h) Environment, Social and Governance (ESG) Policy

The Company is committed to managing and minimising its impact on the environment and its resources, as well as developing and maintaining strong relationships with, and respecting the interests of, all its stakeholders. Accordingly, the Board has adopted an ESG Policy which sets out a clear framework for the Board to follow to ensure the Company abides by its environmental, social and governance responsibilities.



6.

Details of the Offer

6. Details of the Offer

6.1 The Offer

This Prospectus relates to an initial public offering of 48,000,000 Shares at the Offer Price of $0.25 per Share to raise $12 million (before costs) with the ability to accept oversubscriptions of up to 12,000,000 Shares to raise up to an additional $3 million (before costs).

The total number of Shares expected to be on issue at Listing (assuming Maximum Subscription) will be 144,146,345. All Shares will rank equally with each other. The Shares offered under this Prospectus (assuming Maximum Subscription and on an undiluted basis) will represent approximately 41.62% of the Shares on issue at Listing.

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus.

(a) Structure of the Offer

The Offer comprises:

- the **Retail Offer**, consisting of:
  - the **Broker Firm Offer**, which is open only to Australian resident investors who are not Institutional Investors and who have received an invitation from their Broker to participate;
  - the **Priority Offer**, which is open to Eligible Kalamazoo Shareholders, being those Kalamazoo Shareholders with a registered address in Australia, New Zealand and the United Kingdom on the Priority Offer Record Date, who will be sent a Priority Offer Invitation inviting them to participate in the Priority Offer; and
  - the **Chair's List Offer**, which is open to selected investors in Australia, New Zealand, Hong Kong, Singapore, Canada or United Kingdom, who will be sent a Chair's List Invitation.
- the **Institutional Offer**, which consists of an invitation to bid for Shares made to Institutional Investors in Australia, New Zealand, Hong Kong, Singapore, Canada and United Kingdom and any other eligible foreign jurisdictions as determined between the Company and the Joint Lead Managers.

Details of the Broker Firm Offer and the allocation policy under it are described in Section 6.6.

Details of the Priority Offer and the allocation policy under it are described in Section 6.7.

Details of the Chair's List Offer and the allocation policy under it are described in Section 6.8.

Details of the Institutional Offer and the allocation policy under it are described in Section 6.9.

No general public offer of Shares will be made under the Offer. Members of the public wishing to apply for Shares under the Offer must do so through a Broker with a firm allocation of Shares under the Broker Firm Offer.

The allocation of Shares between the Broker Firm Offer, Priority Offer, Chair's List Offer and the Institutional Offer will be determined by the Company and the Joint Lead Managers.

A summary of the Joint Lead Managers' mandate with the Company is set out in Section 7.1(g).

(b) Purpose of the Offer

The purpose of the Offer is to:

- raise a minimum of $12,000,000 and a maximum of $15,000,000 (before costs) to:
  - fund the exploration and evaluation of the Projects as described in Section 2.11;
  - pay the costs of the Offer; and
  - provide the Company with a source of working capital;
- meet the conditions to apply for Official Quotation of the Shares on the ASX; and
- assist the Company to meet the requirements of ASX and satisfy Chapters 1 and 2 of the ASX Listing Rules, as part of the Company's application for admission to the Official List.

(c) Minimum subscription

The minimum subscription for the Offer is 48,000,000 Shares to raise $12,000,000 (before costs) (**Minimum Subscription**). The Company reserves the right to accept Applications for up to 60,000,000 Shares to raise $15,000,000 (before costs) (**Maximum Subscription**).

Should the Company not receive Applications for the Minimum Subscription within four months of the Prospectus Date, the Offer will be withdrawn and none of Shares offered under this Prospectus will be issued. If the Company does not receive Applications for the Minimum Subscription within four months of Prospectus Date, the Company shall either refund (without interest) all Application Monies to Applicants as soon as practicable in accordance with the requirements of the Corporations Act or issue a supplementary or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies (without interest) refunded to them.

6.2 Offer Conditions

The Offer under this Prospectus is conditional upon (together, the **Offer Conditions**):

(a) Kalamazoo obtaining the Kalamazoo Approvals;

(b) the conditions precedent to the Acquisition Agreements being satisfied or waived (if applicable) and completion occurring under the Acquisition Agreements;

(c) ASX providing the Company with a list of conditions which, once satisfied, will result in ASX admitting the Company to the Official List; and

(d) the Company raising the Minimum Subscription under the Offer.

If these conditions are not satisfied, then the Offer will not proceed and the Company will repay all Application Monies received under the Offer in accordance with the Corporations Act.

6.3 Control implications of the Offer

The Directors do not expect any Shareholder to control (as defined in section 50AA of the Corporations Act) the Company on Listing.

6.4 Joint Lead Managers

Bell Potter Securities Limited and Canaccord Genuity (Australia) Limited are the Joint Lead Managers to the Offer. Refer to Section 7.1(g) for details of the Joint Lead Manager Mandate and fees payable to the Joint Lead Managers.

6.5 Terms and conditions of the Offer

TOPIC	SUMMARY
What is the type of security being offered?	Shares (being fully paid ordinary shares in the capital of the Company).
What are the rights and liabilities attached to the security being offered?	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 6.16 below.
What is the consideration payable for each security being offered?	Successful Applicants under the Offer will pay the Offer Price, being $0.25 per Share.
What is the Offer period?	The key dates, including details of the Offer period, are set out on page 8. No securities will be issued on the basis of this Prospectus later than the expiry date of 13 months after the Prospectus Date.

6. Details of the Offer continued

TOPIC	SUMMARY
What are the cash proceeds to be raised?	A minimum of $12 million and a maximum of $15 million will be raised under the Offer.
Is the offer underwritten?	No.
How is the Offer structured?	The Offer includes the Retail Offer (comprising the Broker Firm Offer, Chair's List Offer and Priority Offer) and the Institutional Offer.
What is the minimum Application size under the Retail Offer?	**Broker Firm Offer** • $2,000 (8,000 Shares) **Priority Offer** • $2,000 (8,000 Shares) **Chair's List Offer** • $2,000 (8,000 Shares) There is no maximum value of Shares that may be applied for under the Broker Firm Offer, Priority Offer or Chair's List Offer. However, the maximum size of: • the Priority Offer is $2 million; and • the Chair's List Offer is $1 million. If there is a shortfall of Applications under the Priority Offer from Eligible Kalamazoo Shareholders or under the Chair's List Offer, the Directors will apply the shortfall to Applications received under the Broker Firm Offer.
What is the allocation policy?	**Broker Firm Offer** Details are provided in Section 6.6(d). **Priority Offer** Details are provided in Section 6.7(d). **Chair's List Offer** Details are provided in Section 6.8(d). **Institutional Offer** Details are provided in Section 6.9(b).
Will the securities be quoted on the ASX?	The Company will apply to ASX within seven days of the Prospectus Date for admission to the official list of, and quotation of its Shares by, ASX under the code 'KM1'. Completion is conditional on ASX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act. The Company will be required to comply with the ASX Listing Rules, subject to any waivers obtained by the Company from time to time. ASX takes no responsibility for the contents of this Prospectus or the investment to which it relates. The fact that ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered for subscription.

TOPIC	SUMMARY
When are the securities expected to commence trading?	It is expected that trading of the Shares on ASX will commence on or around 22 December 2023. It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk. The Company and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who sell Shares before receiving their initial holding statement, whether on the basis of a confirmation of allocation provided by any of them, by the Kali Metals Offer Information Line, by a Broker or otherwise.
When will I receive confirmation of whether my Application has been successful?	It is expected that initial holding statements will be mailed to successful Applicants on or around 18 December 2023. Refunds (without interest) to Applicants who make an Application and receive an allocation of Shares, the value of which is smaller than the amount of the Application Monies, will be made as soon as practicable after Listing.
Are there any escrow arrangements?	Yes. Details are provided in Section 6.11.
Has any ASIC relief or ASIC waiver or modification been obtained or been relied on?	No.
Are there any taxation considerations?	Yes. Details are provided in Section 7.5.
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer.
What should you do with any enquiries?	All enquiries in relation to this Prospectus should be directed to the Kali Metals Offer Information Line on 1300 113 258 (toll free within Australia) or +61 8 9389 8033 (outside Australia) between 8:30am and 5:00pm (AWST), Monday to Friday (excluding public holidays). If you are unclear in relation to any matter or are uncertain as to whether Shares are a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.

6.6 Broker Firm Offer

(a) Who can apply?

The Broker Firm Offer is open only to Australian resident investors who are not Institutional Investors and who have received an invitation from their Broker to participate in the Offer under this Prospectus.

If you have received an invitation to participate from your Broker, you will be treated as eligible to become a Broker Firm Offer Applicant under the Broker Firm Offer. You should contact your Broker to determine whether you can receive an invitation from them under the Broker Firm Offer.

6. Details of the Offer continued

(b) How to apply?

If you have received an invitation to participate from your Broker and wish to apply for Shares under the Broker Firm Offer, you should contact your Broker for information about how to complete and lodge your Application Form and for payment instructions. Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the Application Form. Applicants under the Broker Firm Offer should contact their Broker to request a Prospectus and Application Form or download a copy at https://kalimetals.com.au/. Your Broker will act as your agent and it is your Broker's responsibility to ensure that your Application Form and Application Monies are received before 5:00pm (AWST) on the Closing Date (being 8 December 2023) or any earlier closing date as determined by your Broker.

If you are an investor applying under the Broker Firm Offer, you should complete and lodge your Application Form with the Broker from whom you received your invitation to participate. Applicants under the Broker Firm Offer must not send their Application Forms or payment to the Share Registry.

By making an Application, you declare that you were given access to this Prospectus (or any supplementary or replacement prospectus), together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

The minimum Application size under the Broker Firm Offer is $2,000 worth of Shares. Applications in excess of the minimum number of Shares must be multiples of at least $500.

There is no maximum value of Shares that may be applied for under the Broker Firm Offer.

The Company, in consultation with the Joint Lead Managers, reserves the right to reject or scale back any Applications in the Broker Firm Offer in their absolute discretion. Any amount applied for in excess of the amount allocated to you, will be refunded by your Broker in full (without interest).

The Company, in consultation with the Joint Lead Managers, may determine a person to be eligible to participate in the Broker Firm Offer and may amend or waive the Broker Firm Offer application procedures or requirements, in their discretion in compliance with applicable laws.

The Company, the Joint Lead Managers and the Share Registry take no responsibility for any acts or omissions committed by your Broker in connection with your Application.

The Broker Firm Offer opens at 9:00am (AWST) on the Opening Date (being 13 November 2023) and is expected to close at 5:00pm (AWST) on the Closing Date (being 8 December 2023).

The Company, in consultation with the Joint Lead Managers, may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications. The Offer may be closed at any earlier date and time, without further notice. Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.

(c) How to pay?

Applicants under the Broker Firm Offer must pay their Application Monies in accordance with the instructions received from their Broker.

(d) What is the Broker Firm Offer allocation policy?

The basis of allocation of Shares under the Offer will be determined by the Company, in consultation with the Joint Lead Managers. Shares which are allocated to Brokers for allocation to their retail clients will be issued to the Applicants nominated by those Brokers (subject to the right of the Company, in consultation with the Joint Lead Managers, to reject, aggregate or scale back Applications). It will be a matter for each Broker as to how they allocate Shares among their retail clients, and they (and not the Company or the Joint Lead Managers) will be responsible for ensuring that retail clients who have received an allocation from them receive the relevant Shares.

(e) Acceptance of applications

An Application in the Broker Firm Offer is an offer by you to the Company to apply for the amount of Shares specified in the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement document) and the Application Form. To the extent permitted by law, an Application by an Applicant is irrevocable.

An Application may be accepted in respect of the full amount, or any amount lower than that specified in the Application Form, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of Shares to Successful Applicants.

The Joint Lead Managers, in agreement with the Company, reserve the right to reject any Application which is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the Broker Firm Offer, or to waive or correct any errors made by an Applicant in completing their Application.

6.7 Priority Offer

(a) Who can apply?

The Priority Offer is open to Eligible Kalamazoo Shareholders, being those Kalamazoo Shareholders with a registered address in Australia, New Zealand and the United Kingdom as at the Priority Offer Record Date (being 5:00pm (AWST) on 9 November 2023). If you are an Eligible Kalamazoo Shareholder, you should receive a Priority Offer Invitation from the Share Registry to apply for Shares under the Priority Offer.

(b) How to apply?

If you are an Eligible Kalamazoo Shareholder and wish to apply for Shares, you should follow the instructions on your personalised Priority Offer Invitation.

By making an Application, you declare that you were given access to this Prospectus (or any supplementary or replacement prospectus), together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

The minimum application size under the Priority Offer is $2,000 worth of Shares. Applications in excess of the minimum number of shares must be multiples of at least $500 worth of Shares.

There is no maximum value of Shares that may be applied for under the Priority Offer. However, the maximum size of the Priority Offer is $2 million. If there is a shortfall of Applications under the Priority Offer from Eligible Kalamazoo Shareholders, the Directors will apply the shortfall to Applications received under the Broker Firm Offer.

The Company, in consultation with the Joint Lead Managers, reserves the right to reject or scale back and Applications under the Priority Offer in their absolute discretion. Any amount applied for in excess of the amount allocated to you, will be refunded in full (without interest).

The Company, in consultation with the Joint Lead Managers, may determine a person to be eligible to participate in the Priority Offer and may amend or waive the Priority Offer application procedures or requirements, in their discretion in compliance with applicable laws.

The Priority Offer opens at 9:00am (AWST) on the Opening Date (being 13 November 2023) and is expected to close at 5:00pm (AWST) on 4 December 2023.

The Company, in consultation with the Joint Lead Managers, may elect to close the Priority Offer or any part of it early, extend the Priority Offer or any part of it, or accept late Applications. The Priority Offer may be closed at any earlier date and time, without further notice. Applicants are therefore encouraged to submit their Applications as early as possible.

If the amount of your BPAY or EFT payment for Application Monies (or the amount for which those BPAY or EFT payments clear in time for allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

If you are an Eligible Kalamazoo Shareholder, follow the instructions in your Priority Offer Invitation or go to https://www.advancedshare.com.au/dashboard/Priority-Offer-Login and follow the prompts to login and download this Prospectus and a personalised Application Form. If you believe you are an Eligible Kalamazoo Shareholder and you have not received a Priority Offer Invitation, please contact the Share Registry via the Kali Metals Offer Information Line on 1300 113 258 (toll free within Australia) or +61 8 9389 8033 (outside Australia) between 8:30am and 5:00pm (AWST), Monday to Friday (excluding public holidays) or contact the Share Registry via email at admin@advancedshare.com.au.

(c) How to pay?

Payment may be made via BPAY or EFT only by following the instructions on the Application Form. It is the responsibility of the Applicant to ensure payments are received by the Share Registry by 5:00pm (AWST) on 4 December 2023. You should be aware that your financial institution may impose a limit on the amount that you can transact on BPAY or EFT and policies with respect to timing for processing BPAY or EFT transactions, which may vary between financial institutions, and you should therefore take this into consideration when making payment.

(d) What is the Priority Offer allocation policy?

Allocations under the Priority Offer will be at the absolute discretion of the Company, in consultation with the Joint Lead Managers, provided that those allocations (in aggregate) do not exceed $2 million. Any Shares not applied for by Eligible Kalamazoo Shareholders under the Priority Offer by the Priority Offer Closing Date will be allocated under the Broker Firm Offer in the manner detailed in Section 6.6.

Directors of the Company who are also directors or shareholders of Kalamazoo will not participate in the Priority Offer allocation process.

(e) Acceptance of applications

An Application in the Priority Offer is an offer by an Applicant to the Company to apply for Shares in the amount specified the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus) and the Priority Offer Invitation (including the terms and conditions in Section 6.5 and the acknowledgements in Section 6.10). To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted in respect of the full number of Shares specified in the Application Form or any amount lower than that specified in the Application Form, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of Shares to Successful Applicants.

The Joint Lead Managers, in agreement with the Company, reserve the right to reject any Application which is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the Priority Offer, or to waive or correct any errors made by an Applicant in completing their Application.

6.8 Chair's List Offer

(a) Who can apply?

The Chair's List Offer is open to selected investors in Australia, New Zealand, Hong Kong, Singapore, Canada and United Kingdom who have received a Chair's List Offer Invitation to apply for Shares under the Chair's List Offer.

(b) How to apply?

If you wish to apply for Shares under the Chair's List Offer, you should follow the instructions on your Chair's List Offer Invitation.

By making an Application, you declare that you were given access to this Prospectus (or any supplementary or replacement prospectus), together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

The minimum application size under the Chair's List Offer is $2,000 worth of Shares. Applications in excess of the minimum number of shares must be multiples of at least $500 worth of Shares.

There is no maximum value of Shares that may be applied for under the Chair's List Offer. However, the maximum size of the Chair's List Offer is $1 million. If there is a shortfall of Applications under the Chair's List Offer from investors invited to participate, the Directors will apply the shortfall to Applications received under the Broker Firm Offer.

The Company, in consultation with the Joint Lead Managers, reserves the right to reject or scale back and Applications under the Chair's List Offer in their absolute discretion. Any amount applied for in excess of the amount allocated to you, will be refunded in full (without interest).

The Company, in consultation with the Joint Lead Managers, may determine a person to be eligible to participate in the Chair's List Offer and may amend or waive the Chair's List Offer application procedures or requirements, in their discretion in compliance with applicable laws.

The Chair's List Offer opens at 9:00am (AWST) on the Opening Date (being 13 November 2023) and is expected to close at 5:00pm (AWST) on the Closing Date (being 8 December 2023).

The Company, in consultation with the Joint Lead Managers, may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications. The Offer may be closed at any earlier date and time, without further notice. Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.

If the amount of your BPAY or EFT payment for Application Monies (or the amount for which those BPAY or EFT payments clear in time for allocation) is insufficient to pay for the amount you have applied for in your Application Form, you may be taken to have applied for such lower amount as your cleared Application Monies will pay for (and to have specified that amount in your Application Form) or your Application may be rejected.

(c) How to pay?

Payment may be made via BPAY or EFT only by following the instructions on the Application Form. It is the responsibility of the Applicant to ensure payments are received by the Share Registry by 5:00pm (AWST) on the Closing Date (being 8 December 2023). You should be aware that your financial institution may impose a limit on the amount that you can transact on BPAY or EFT and policies with respect to timing for processing BPAY or EFT transactions, which may vary between financial institutions, and you should therefore take this into consideration when making payment.

(d) What is the Chair's List Offer allocation policy?

Allocations under the Chair's List Offer will be at the absolute discretion of the Company, in consultation with the Joint Lead Managers, provided that those allocations (in aggregate) do not exceed $1 million. Any Shares not applied for by investors invited to participate under the Chair's List Offer will be allocated under the Broker Firm Offer in the manner detailed in Section 6.6.

(e) Acceptance of applications

An Application in the Chair's List Offer is an offer by an Applicant to the Company to apply for Shares in the amount specified the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus) and the Chair's List Offer Invitation (including the terms and conditions in Section 6.5 and the acknowledgements in Section 6.10). To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.

An Application may be accepted in respect of the full number of Shares specified in the Application Form or any amount lower than that specified in the Application Form, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract on allocation of Shares to Successful Applicants.

The Joint Lead Managers, in agreement with the Company, reserve the right to reject any Application which is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the Chair's List Offer, or to waive or correct any errors made by an Applicant in completing their Application.

6. Details of the Offer continued

6.9 Institutional Offer

(a) Invitations to bid

The Company and the Joint Lead Managers will invite certain Institutional Investors in Australia, New Zealand, Hong Kong, Singapore, Canada and United Kingdom and any other eligible foreign jurisdictions as determined between the Company and the Joint Lead Managers to bid for Shares in the Institutional Offer.

(b) Allocation policy under the Institutional Offer

The allocation of Shares among bidders in the Institutional Offer will be determined by the Company in agreement with the Joint Lead Managers. The Company, in consultation with the Joint Lead Managers, has absolute discretion regarding the basis of allocation of Shares among Institutional Investors.

Participants in the Institutional Offer will be advised of their allocation of Shares, if any, by the Joint Lead Managers.

The allocation policy will be influenced by a number of factors including:

- the number of Shares bid for by particular bidders;
- the timeliness of the bid by particular bidders;
- the Company's desire for an informed and active trading market following listing on ASX;
- the Company's desire to establish a wide spread of institutional shareholders;
- the overall level of demand under the Broker Firm Offer, Priority Offer, and the Institutional Offer;
- the size and type of funds under management of particular bidders;
- the likelihood that particular bidders will be long term Shareholders; and
- any other factors that the Joint Lead Managers and the Company considered appropriate.

6.10 Acknowledgements

Each Applicant under the Offer will be deemed to have:

- agreed to become a member of the Company and to be bound by the terms of the Constitution and the terms and conditions of the Offer;
- acknowledged having personally received a printed or electronic copy of this Prospectus (and any supplementary or replacement prospectus) including or accompanied by the Application Form and having read them all in full;
- declared that all details and statements in their Application Form are complete and accurate;
- declared that the Applicant(s), if a natural person, is/are over 18 years of age;
- acknowledged that, once the Company, the Share Registry or a Broker receives an Application Form (including electronically), it may not be withdrawn;
- applied for the number of Shares at the Australian dollar amount shown on the front of the Application Form;
- agreed to being allocated and issued the number of Shares applied for (or a lower number allocated in a way described in this Prospectus), or no Shares at all;
- authorised the Company and the Joint Lead Managers and their respective officers or agents, to do anything on behalf of the Applicant(s) necessary for Shares to be allocated to the Applicant(s), including to act on instructions received by the Share Registry upon using the contact details in the Application Form;
- acknowledged that, in some circumstances, the Company may not pay dividends, or that any dividends paid may not be franked;
- acknowledged that the information contained in this Prospectus (or any supplementary or replacement prospectus) is not financial product advice or a recommendation that Shares are suitable for the Applicant(s), given the investment objectives, financial situation or particular needs (including financial and tax issues) of the Applicant(s);
- declared that the Applicant(s) is/are a resident of Australia (except as applicable to the Priority Offer or Institutional Offer);

- acknowledged and agreed that the Offer may be withdrawn by the Company or may otherwise not proceed in the circumstances described in this Prospectus; and
- acknowledged and agreed that if Listing does not occur for any reason, the Offer will not proceed.

Each Applicant under the Broker Firm Offer and Priority Offer and each person to whom the Institutional Offer has been made under this Prospectus, will be taken to have represented, warranted and agreed as follows:

- it understands that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered, sold or resold in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and other applicable state securities laws;
- it is not in the United States or acting for the account or benefit of a person in the United States;
- it has not sent and will not send this Prospectus or any other material relating to the Offer to any person in the United States or elsewhere outside Australia and New Zealand; and
- it will not offer or sell the Shares in the United States except in transactions exempt from, or not subject to, the registration requirements under the Securities Act and in compliance with all applicable laws in the jurisdiction in which Shares are offered and sold.

6.11 Restricted Securities

ASX will classify certain existing securities on issue in the Company as being subject to the Restricted Securities provisions of the ASX Listing Rules. Restricted Securities would be required to be held in escrow for up to 24 months and would not be able to be sold, mortgaged, pledged, assigned or transferred for that period without the prior approval of ASX. During the period in which these securities are prohibited from being transferred, trading in Shares may be less liquid which may impact on the ability of a Shareholder to dispose of their Shares in a timely manner. Prior to the Company's Shares being admitted to quotation on the ASX, the Company will enter into escrow deeds with the recipients of any Restricted Securities in accordance with Chapter 9 of the ASX Listing Rules, and the Company will announce to ASX full details (quantity and duration) of any securities required to be held in escrow.

As at the Prospectus Date, and assuming Maximum Subscription, the Company expects approximately:

(a) 61,010,595 Shares to be issued to Kalamazoo and the Karora Group (including the 66,345 Shares that the Karora Group has a right to subscribe for on completion of the Share Sale Agreement) to be subject to 24 months ASX escrow;

(b) 300,000 Shares to be issued as consideration under the Mansen Tenement Sale Agreement to be subject to 12 months ASX escrow;

(c) 13,120,000 Shares to be issued under the Pre-IPO Seed Raising will be subject to the following escrow:

  (i) 1,620,000 Shares to be issued to the Directors to be subject to 24 months ASX escrow;

  (ii) 4,940,000 Shares to be issued to unrelated party seed investors to be subject to ASX escrow for 12 months; and

  (iii) the remaining 6,560,000 Shares to be issued to the Directors and unrelated party seed investors under the Pre-IPO Seed Raising to be subject to a three-month voluntary escrow, which will be released if the daily volume weighted average price of Shares is greater than or equal to $0.50 for a period of ten consecutive Trading Days pursuant to the Share Sale Agreement;

(d) 11,476,162 Incentive Performance Rights (assuming Maximum Subscription) to be granted to Directors and management to be subject to 24 months ASX escrow;

(e) 3,990,321 Advisor Options (assuming Maximum Subscription) to be issued to the Joint Lead Managers to be subject to 24 months ASX escrow; and

(f) approximately 2,815,851 In-specie Shares to be issued to major shareholders, directors and executives of Kalamazoo to be subject to voluntary escrow pursuant to the Share Sale Agreement, as follows:

  (i) 50% will be subject to a three-month voluntary escrow, which will be released if the daily volume weighted average price of Shares is greater than or equal to $0.50 for a period of ten consecutive Trading Days; and

  (ii) the remaining 50% will be subject to 12 months voluntary escrow.

The voluntary escrow arrangements noted above are a completion deliverable under the Share Sale Agreement. Refer to Section 7.1(a) for further information. As at the Prospectus Date, the Company is still arranging for investors to enter into the required voluntary escrow deeds.

6.12 Restrictions on distributions

No action has been taken to register or qualify this Prospectus, the Shares or the Offer or otherwise to permit a public offering of the Shares in any jurisdiction outside Australia.

This Prospectus does not constitute an offer or invitation to apply for Shares in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Prospectus.

This Prospectus may not be released or distributed in the United States and may only be distributed to persons to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States except in accordance with an exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act laws and any other applicable securities laws.

6.13 Application Monies to be held in trust

Application Monies will be held on trust for Applicants until the allotment of the Shares under the Offer. Any interest that accrues will be retained by the Company.

If the Shares to be issued under this Prospectus are not admitted to quotation within a period of four months from the Prospectus Date, the Company will either repay the Application Monies (without interest) as soon as practicable to Applicants or issue a supplementary prospectus or replacement prospectus and allow Applicants one month to withdraw their Applications and have their Application Monies refunded to them (without interest).

6.14 Discretion regarding Offer

The Company may withdraw the Offer at any time before the issue of Shares to Successful Applicants under the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).

The Company, in consultation with the Joint Lead Managers, also reserves the right to, subject to the Corporations Act, extend the Offer or any part of it, accept late Applications or bids either generally or in particular cases, reject any Application or bid, or allocate to any Applicant or bidder fewer Shares than the amount applied or bid for.

6.15 ASX listing, registers and holding statements and deferred settlement

(a) Application for ASX listing and quotation of Shares

The Company will apply to ASX within seven days of the Prospectus Date, for admission to the Official List and quotation of the Shares on ASX under the code 'KM1'.

ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that ASX may admit the Company to the Official List is not to be taken as an indication of the merits of the Company or the Shares offered for subscription.

If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest, as soon as practicable in accordance with the requirements of the Corporations Act.

Upon Listing, the Company will be required to comply with the ASX Listing Rules, subject to any waivers obtained by the Company from time to time.

(b) CHESS and issuer sponsored holdings

The Company will apply to participate in ASX's Clearing House Electronic Subregister System (**CHESS**) and will comply with the ASX Listing Rules and ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

When the Shares become approved financial products (as defined in ASX Settlement Operating Rules), holdings will be registered in one of two sub-registers, being an electronic CHESS sub-register or an issuer sponsored sub-register. For all Successful Applicants, the Shares of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on the CHESS sub-register. All other Shares will be registered on the issuer sponsored sub-register.

Following Listing, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number (**HIN**) for CHESS holders or, where applicable, the Securityholder Reference Number (**SRN**) for issuer sponsored holders. Shareholders will subsequently receive statements showing any changes to their Shareholding. Certificates will not be issued.

Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS sub-register or through the Share Registry in the case of a holding on the issuer sponsored sub-register. The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

6.16 Summary of rights and liabilities attaching to Shares and other material provisions of the Constitution

(a) Introduction

The rights and liabilities attaching to ownership of Shares are:

- detailed in the Constitution which may be inspected during normal business hours at the registered office of the Company; and
- in certain circumstances, regulated by the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and all other applicable laws and regulations.

A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not intended to be exhaustive and is qualified by the fuller terms of the Constitution. This summary does not constitute a definitive statement of the rights and liabilities of Shareholders.

The summary assumes that the Company is admitted to the Official List of the ASX.

(b) Meeting of members

Each Shareholder is entitled to receive notice of and, except in certain circumstances, to attend and vote at general meetings of the Company and receive all financial statements, notices and other documents required to be sent to shareholders under the Constitution, the Corporations Act and the ASX Listing Rules. At least 28 days' notice of a meeting must be given to shareholders.

(c) Voting at a general meeting

At a general meeting of the Company, every Shareholder present in person or by proxy, attorney or representative has (a) on a show of hands, one vote and (b) on a poll, one vote for each Share held.

On a poll, every member (or his or her proxy, attorney or representative) is entitled to vote for each fully paid share held and in respect of which the member is entitled to vote (with adjusted voting rights for partially paid shares). The Chair does not have a casting vote.

6. Details of the Offer continued

(d) Dividends

Subject to the Corporations Act, the Constitution and any special terms and conditions of issue, the Directors may, from time to time, pay, resolve to pay, or declare any interim, special or final dividend as, in their judgement, the financial position of the Company justifies.

Subject to the Corporations Act and the Constitution, the Directors may also rescind a decision to pay a dividend if they decide, before the payment date, that the Company's financial position no longer justifies the payment.

Subject to the Corporations Act, the Constitution and the ASX Settlement Operating Rules (among other things), the Directors may fix the amount, time and method of payment of the dividends. The payment of a dividend does not require any confirmation by a general meeting.

(e) Transfer of Shares

Subject to the Constitution and to the rights or restrictions attached to any shares or class of shares, a member may transfer all or any of the member's shares by:

- a proper ASTC transfer (as that term is defined in the Corporations Regulations); or
- an instrument in writing in any usual form or in any other form that the Directors approve, as permitted by the Corporations Act and ASX Listing Rules.

The Company may, in circumstances permitted under the ASX Listing Rules or ASX Settlement Rules, decline to register a transfer of Shares or may ask ASX Settlement to apply a holding lock to prevent a transfer of Shares.

If the Directors decline to register a transfer or request ASX Settlement to apply a holding lock, the Company must give the party lodging the transfer written notice of the refusal or holding lock and the reason for refusal or holding lock.

(f) Issue of further Shares

Subject to the Constitution, the ASX Listing Rules, the ASX Settlement Operating Rules and the Corporations Act, the Directors may issue shares or grant options over unissued shares to any person and they may do so at such times and on the conditions they think fit. The shares may be issued with preferred, deferred or other special rights, or special restrictions about dividends, voting, return of capital, participation in the property of the Company on a winding up or otherwise as the Directors see fit.

(g) Preference shares

The Company may issue preference shares including preference shares which are liable to be redeemed or convertible to ordinary shares. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved by special resolution of the Company.

(h) Winding up

If the Company is wound up, then subject to the Constitution and to the rights or restrictions attached to a class of shares, any surplus assets must be divided among Shareholders in proportion to the shares held by them (irrespective of the amounts paid or credited as paid on the shares), less any amounts which remain unpaid on these shares at the time of distribution.

(i) Sale of non-marketable parcels

Provided that the procedures set out in the Constitution are followed, the Company may sell the shares of a shareholder who holds less than a marketable parcel of those shares. A marketable parcel of shares is defined in the ASX Listing Rules and is, generally, a holding of shares with a market value of less than $500.

(j) Share buy-backs

The Company may buy back shares in itself in accordance with the provisions of the Corporations Act and, where applicable, the ASX Listing Rules.

(k) Variation of class rights

Subject to the Corporations Act and the terms of issue of a class of shares, the rights attached to any class of shares may be varied with:

- the written consent of the holders of at least three quarters of the issued shares in the particular class; or
- the sanction of a special resolution passed at a separate meeting of the holders of shares in that class.

(l) Reduction of share capital

Subject to the Constitution, Corporations Act and ASX Listing Rules, the Company may reduce its share capital in any way permissible by the Corporations Act.

(m) Proportional takeover provisions

The Constitution contains provisions requiring shareholder approval before any proportional takeover bid can proceed. The provisions will cease to have effect three years from the date of adoption of the Constitution or where those rules have been renewed in accordance with the Corporations Act, on the date those rules were last renewed.

(n) Dividend reinvestment plan

The Constitution contains a provision allowing Directors, on the terms they think fit, to implement a dividend reinvestment plan (under which any Shareholder or any class of Shareholders may elect that the whole or part of dividends payable by the Company be reinvested by a subscription for Shares in the Company).

(o) Directors – appointment and removal

Under the Constitution, the minimum number of Directors is three and the maximum is 12 or such lower number as the Directors determine, provided the proposed lower number has been authorised by general meeting of the Company's members if required under the Corporations Act.

Directors are elected or re-elected by resolution at a general meeting of Shareholders. The Directors may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who (other than the managing director) will then hold office until the next annual general meeting of the Company and is then eligible for election at that meeting.

No Director (other than the managing director) may hold office without re-election after three years or beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected (whichever is later).

Notwithstanding the above, Karora will retain its right to nominate a director to the Board for so long as it and its Related Bodies Corporate hold 10% or more of the issued share capital of the Company. Refer to Section 7.1(a) for further information.

(p) Directors – voting

Questions arising at a meeting of Directors will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter.

In the case of an equality of votes on a resolution, the chair of the meeting has a casting vote, unless there are only two Directors present or qualified to vote, in which case the proposed resolution is taken as having been lost.

(q) Variation of the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of members present and voting at a general meeting of the Company. The Company must give at least 28 days' written notice of its intention to propose a resolution as a special resolution.

(r) Directors' and officers' indemnity

The Company, to the extent permitted by law, may indemnify each person who is a current or former Director, executive officer, officer or auditor of the Company, and such other officers or former officers of the Company or its Related Bodies Corporate as the Directors in each case determine, against any losses or liability incurred by that person as an officer or auditor of the Company or of a related body corporate of the Company including, but not limited to, a liability for negligence or for reasonable legal costs on a full indemnity basis.

The Company, to the extent permitted by law, may enter into and pay premiums on a contract insuring any person who is a current or former Director, alternate Director, or executive officer, officer or auditor of the Company, and such other current or former officers or auditors of the Company or its Related Bodies Corporate as the Directors in each case determine, against any liability incurred by the person as an officer or auditor of the Company or of a related body corporate of the Company including, but not limited to, a liability for negligence or for legal costs.

6.17 Summary of terms and conditions of Incentive Performance Rights

(a) The expiry date and last exercise date for Incentive Performance Rights is 5:00pm (AWST) on the date that is five years from their date of issue.

(b) The Incentive Performance Rights have an issue price of nil.

(c) Subject to the Plan Rules, Incentive Performance Rights will vest and can be exercised upon satisfaction of the following vesting conditions (**Vesting Conditions**) as set out below:

  (i) Class A Incentive Performance Rights (representing 50% of all Incentive Performance Rights) will vest on the date that the Company announces a JORC Code compliant indicated resource estimate of an aggregate of at least 10 Mt of lithium at a minimum grade of 1% Li_2O across any of its projects within 36 months from their date of issue; and

  (ii) Class B Incentive Performance Rights (representing 50% of all Incentive Performance Rights) will vest on the date that the Company announces a JORC Code compliant indicated resource estimate of an aggregate of at least 30 Mt of lithium at a minimum grade of 1% Li_2O across any of its projects within 60 months from their date of issue.

(d) Incentive Performance Rights do not have an exercise price.

(e) Subject to the Plan Rules, the Incentive Performance Rights may be exercised once vested (and the holder has received a vesting notice confirming that any Vesting Conditions have been satisfied or waived).

(f) The Incentive Performance Rights may be exercised by the holder providing the following to the Company Secretary a signed notice of exercise in accordance with the Incentive Plan.

(g) The Incentive Performance Rights are not transferrable, except in accordance with the Incentive Plan.

(h) On exercise of vested Incentive Performance Rights, the holder will be entitled to receive one Share for every one Incentive Performance Right exercised, subject to any adjustment made in accordance with the Incentive Plan.

(i) The issue of Incentive Performance Rights, and disposal of any Shares, is subject to the terms of the Incentive Plan, including the Company obtaining any approvals required under any applicable legislation and stock exchange rules.

(j) The Incentive Performance Rights, and Shares issued on exercise of the Incentive Performance Rights, can only be disposed in certain circumstances as set out in the Incentive Plan.

(k) An Incentive Performance Right will not confer on the holder the right to participate in new issues of securities by the Company unless the Incentive Performance Rights vest and are exercised prior to the record date for the new issue.

(l) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of Incentive Performance Rights to the extent necessary to comply with the Corporations Act and the ASX Listing Rules (if applicable) applying to reorganisations at the time of the reorganisation.

(m) The Shares to which the holder is entitled on exercise of the Incentive Performance Rights will be issued to the holder as soon as practicable after the exercise date.

(n) The Company will apply for the Shares issued on the vesting (if applicable) and exercise of the Incentive Performance Rights to be quoted on the ASX in accordance with the ASX Listing Rules.

(o) The Company shall allot the resultant Shares and deliver a statement of shareholdings with a holders' identification number within five business days of exercise of the Incentive Performance Rights.

(p) The Shares allotted on exercise of the Incentive Performance Rights shall rank, from the date of allotment, equally with the existing ordinary Shares of the Company in all respects.

(q) An Incentive Performance Right will not confer on the holder:

(i) any right to vote, except as required by law;

(ii) any entitlement to dividends, whether fixed or at the discretion of the Directors;

(iii) any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;

(iv) any right to participate in the surplus profit or assets of the Company upon a winding up; and

(v) any right to participate in new issues of securities by the Company such as bonus issues or entitlement issues,

unless and until the Vesting Conditions are satisfied and the Incentive Performance Right is exercised and converts into a Share.

6.18 Summary of terms and conditions of Advisor Options

(a) Each Advisor Option entitles the holder to subscribe for and be issued one Share upon payment of the exercise price.

(b) The Advisor Options are to be issued for no cash consideration, but form part of the overall fees payable to the Joint Lead Managers.

(c) The number of Advisor Options to be issued and the exercise price and expiry date of each Advisor Option is referred to below:

(i) such number of Advisor Options as is equal to 0.5% of the Shares on issue upon completion of the Offer (calculated on a fully diluted basis after issue of the Consideration Shares and assuming all convertible securities on issue (such as the Incentive Performance Rights) have been exercised) exercisable at a 50% premium to the Offer Price on or before the second anniversary of their issue date;

(ii) such number of Advisor Options as is equal to 1.0% of the Shares on issue upon completion of the Offer (calculated on a fully diluted basis after issue of the Consideration Shares and assuming all convertible securities on issue (such as the Incentive Performance Rights) have been exercised) exercisable at a 75% premium to the Offer Price on or before the second anniversary of their issue date; and

(iii) such number of Advisor Options as is equal to 1.0% of the Shares on issue upon completion of the Offer (calculated on a fully diluted basis after issue of the Consideration Shares and assuming all convertible securities on issue (such as the Incentive Performance Rights) have been exercised) exercisable at a 100% premium to the Offer Price on or before the second anniversary of their issue date.

(d) The Advisor Options will not be transferable.

(e) The Advisor Options will not be quoted on ASX.

(f) The Advisor Options may be exercised, in whole or in part (in multiples of no less than 100,000 Advisor Options (or where the holder holds less than 100,000 that lesser amount)), at any time after issue and on or before they lapse by lodging with the Company an exercise notice, which must specify the number of Advisor Options being exercised accompanied by a cheque made payable to the Company or an electronic payment of the aggregate exercise price of the Advisor Options being exercised. An exercise of only some Advisor Options shall not affect the rights of the holder to the balance of the Advisor Options held by the holder. An exercise notice, once lodged with the Company, is irrevocable and by giving the exercise notice, the holder agrees:

(i) to subscribe for that number of Shares equivalent to the number of Advisor Options exercised under the exercise notice; and

(ii) to become a member of the Company and be bound by the Company's constitution on the issue of Shares.

(g) Within five business days of receipt of a valid exercise notice, the Company will issue fully paid ordinary Shares ranking pari passu with the then issued ordinary shares and deliver or arrange delivery of a statement of shareholdings with a holders' identification number.

6. Details of the Offer continued

(h) The Company will apply for listing on the ASX of the resultant Shares of the Company issued upon the exercise of any Advisor Options.

(i) The Advisor Options shall lapse on their expiry date.

(j) The Advisor Options do not confer any right to vote at general meetings of the Company's shareholders, except as required by law.

(k) There are no participating rights or entitlements inherent in the Advisor Options and the holder will not be entitled to participate in new issues of capital that may be offered to Shareholders during the currency of the Advisor Option before valid exercise.

(l) The Advisor Options do not confer any right to participate in the surplus profit or assets of the Company upon a winding up.

(m) Subject to all applicable laws, the holder has the right to exercise their Advisor Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company made during the currency of the Advisor Options.

(n) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Advisor Options will be re-organised as required by the ASX Listing Rules, but in all other respects the terms of exercise will remain unchanged.

(o) If there is a bonus share issue (**Bonus Issue**) to the holders of Shares, the number of Shares over which an Advisor Option is exercisable will be increased by the number of Shares which the holder would have received if the Advisor Option had been exercised before the record date for the Bonus Issue (**Bonus Shares**). The Bonus Shares must be paid up by the Company out of the profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue and upon issue rank pari passu in all respects with the other shares of that class on issue at the date of issue of the Bonus Shares.

(p) The Advisor Options will not give any right to participate in dividends until Shares are allotted pursuant to the valid exercise of the relevant Advisor Options.

7.

Material Contracts and Additional Information

7. Material Contracts and Additional Information

7.1 Material Contracts

The Directors consider that the material contracts described below are those which an investor would reasonably regard as material and which investors and their professional advisers would reasonably expect to find described in this Prospectus for the purpose of making an informed assessment of an investment in the Company under the Offer. This Section contains a summary of the material contracts and their substantive terms which are not otherwise disclosed elsewhere in this Prospectus.

(a) Acquisition Agreements

The Company has entered into the following agreements:

(i) a tenement sale agreement with Kalamazoo in respect of its DOM's Hill Project and Marble Bar Project currently held by Kalamazoo which will be transferred to the Company in exchange for the issue of 37,862,900 Shares to Kalamazoo (**Kalamazoo Consideration Shares**) (including all mineral rights over the DOM's Hill Project and Marble Bar Project) (the **Tenement Sale Agreement**). In connection with the Tenement Sale Agreement, Kalamazoo's interests in the SQM Earn-in Agreement will also be assigned to the Company. Kalamazoo is a related party of the Company; and

(ii) a share sale agreement with Avoca Mining, a wholly owned subsidiary of Karora (**Share Sale Agreement**) in exchange for the issue of 30,797,000 Shares in the Company to Avoca Mining (or its nominees) (**Karora Group Consideration Shares**), pursuant to which Avoca Mining agrees to sell all of the shares in LithiumCo, which has entered into separate mineral rights agreements (on substantially the same terms) with each member of the Karora Group other than Karora (together, the **Mineral Rights Agreements**) for LithiumCo to be granted rights to lithium (in any and all forms) and lithium bearing ore and all other minerals contained within lithium bearing ores including but not limited to tantalum, tin, caesium and rubidium over the Higginsville Project tenements (**Higginsville Lithium Rights**). Karora and the members of the Karora Group (including Avoca Mining) are not related parties of the Company. The Karora Group also has the right to subscribe for an additional 66,345 Shares on completion of the Share Sale Agreement.

The Kalamazoo Consideration Shares and the Karora Group Consideration Shares together comprise the **Consideration Shares**. The Consideration Shares have not been issued. The Consideration Shares will be issued after Kalamazoo has obtained the Kalamazoo Approvals but prior to Listing.

Tenement Sale Agreement

A summary of the Tenement Sale Agreement is as follows.

On 30 October 2023, Kalamazoo and the Company entered into the Tenement Sale Agreement whereby the Company agreed to purchase Kalamazoo's interest in the DOM's Hill Project and Marble Bar Project, comprising E45/4700, E45/4722-I, E45/4887, E45/4919, E45/5146, E45/5934, E45/5935, E45/5943 and E45/5970 (together, the **Kalamazoo Tenements**). Kalamazoo is the registered holder of the Kalamazoo Tenements but holds a 30% interest on behalf of SQM pursuant to the SQM Earn-in Agreement (see below) and accordingly is only beneficially entitled to a 70% interest in the Kalamazoo Tenements.

Subject to the conditions referred to below being satisfied, the Company will acquire the interest in the Kalamazoo Tenements in consideration for Kalamazoo being issued the Kalamazoo Consideration Shares at an issue price of $0.25 per share. It is expected that the Kalamazoo Consideration Shares will be subject to 24 months escrow (as detailed in Section 6.11), for which period Kalamazoo agrees to enter into a restriction agreement.

Completion under the Tenement Sale Agreement is yet to occur and is conditional upon the satisfaction (or waiver) of the following conditions precedent:

(i) an independent expert providing a report in a form reasonably satisfactory to Kalamazoo for the purposes of ASX Listing Rule 10.1 (if applicable), opining that the transaction is fair and reasonable to non-interested shareholders of Kalamazoo and Kalamazoo obtaining the Kalamazoo Approvals;

(ii) the Company executing a deed poll in respect of relevant third party agreements which relate to the Kalamazoo Tenements, under which the Company assumes all of the obligations and liabilities of Kalamazoo under those agreements on and from completion of the sale;

(iii) the Company, Kalamazoo and SQM executing a deed of assignment and assumption and variation in relation to the SQM Earn-in Agreement, which occurred on 30 August 2023;

(iv) SQM executing a letter enabling the transfer of the Kalamazoo Tenements while SQM's caveats over the Kalamazoo Tenements remain in place; and

(v) the Company receiving the written conditional approval from the ASX to be admitted to the Official List of the ASX and for official quotation of all the Shares.

Completion of the acquisition is to occur five business days after the date on which the last of the above conditions is satisfied or waived, or such other date as the parties agree. If the conditions to the Tenement Sale Agreement are not satisfied (or waived) from the period of 90 days following execution of the Tenement Sale Agreement, then either party may terminate the Tenement Sale Agreement by notice in writing to the other party.

The Tenement Sale Agreement otherwise contains customary provisions considered standard for an agreement of its nature including provisions in relation to confidentiality, dispute resolution, warranties and indemnities and liability limitations, including limiting the maximum aggregate liability of Kalamazoo to the aggregate issue price of the Kalamazoo Consideration Shares.

Share Sale Agreement

A summary of the Share Sale Agreement is as follows.

On 2 November 2023, the Company, the Karora Group entities and LithiumCo entered into the Share Sale Agreement, whereby Avoca Mining Pty Ltd (**Avoca Mining**), a wholly owned subsidiary of Karora, has agreed to sell, and the Company has agreed to buy, all of the fully paid ordinary shares in LithiumCo in consideration for Avoca Mining and/or its nominees (which must not be more than two persons and must be either Avoca Mining or Related Bodies Corporate of Avoca Mining) being issued the Karora Group Consideration Shares. Prior to the Share Sale Agreement, LithiumCo entered into Mineral Rights Agreements with each of Avoca Mining Pty Ltd, Avoca Resources Pty Ltd, Polar Metals Pty Ltd and, Corona Minerals Pty Ltd (together, the **Grantors**) which will grant the Higginsville Lithium Rights to LithiumCo prior to completion of the Share Sale Agreement. The Grantors will retain all other rights to the Higginsville Project tenements, other than the Higginsville Lithium Rights. The Karora Group also has the right to subscribe for an additional 66,345 Shares on completion of the Share Sale Agreement.

It is expected that the Karora Group Consideration Shares, together with the additional 66,345 Shares that the Karora Group has the right to subscribe for on completion of the Share Sale Agreement, will be subject to 24 months escrow (as detailed in Section 6.11), for which period Avoca Mining (or its nominees) agrees to enter into a restriction agreement.

Completion under the Share Sale Agreement is yet to occur and is conditional upon the certain conditions being satisfied or waived including:

(i) completion of the Mineral Rights Agreements having occurred in accordance with their terms to vest the Higginsville Lithium Rights in LithiumCo, including:

  (A) the conditions in the Mineral Rights Agreements having been satisfied or waived with Kali Metals' consent; and

  (B) no amendment or waiver of the terms of the Mineral Rights Agreements without Kali Metals' consent;

(ii) the Company lodging this Prospectus with ASIC;

(iii) the Company receiving the written conditional approval from the ASX to be admitted to the Official List of the ASX and for official quotation of all the Shares (excluding any escrowed Shares) and closing the Offer having received at least the Minimum Subscription and no more than the Maximum Subscription;

(iv) all of the conditions to the issue of Shares under this Prospectus have been satisfied and nothing else has occurred that would or be likely to prevent Kali Metals from issuing Shares under this Prospectus;

(v) completion occurring under, and in accordance with, the Tenement Sale Agreement and Mansen Tenement Sale Agreement;

(vi) each of the Grantors, LithiumCo and Karora obtaining all consents, approvals, waivers and regulatory authorisations required in respect of completion under the Share Sale Agreement; and

(vii) the Company repaying to Avoca Mining the Avoca Loan made to the Company under the Avoca Loan Agreement.

Completion under the Share Sale Agreement is to occur immediately prior to the issue of Shares under the Offer, or such other date as the parties agree. Subject to the parties meeting in good faith to discuss extending the end date for the conditions precedent (being 30 April 2024), if the conditions to the Share Sale Agreement are not satisfied (or waived) by that end date, then either party may terminate the Share Sale Agreement by notice in writing to the other party.

The Grantors must pursue the exemption applications lodged in respect of certain of their tenements. However, if those applications are not granted, then there is no adjustment to the consideration under the Share Sale Agreement, such failure is not a breach of the Share Sale Agreement and no compensation payable to the Company.

If a party does not complete when required to do so, other than as a result of default by another party, the non-defaulting party may give the defaulting party a notice requiring it to complete within 10 business days. If the defaulting party does not complete within the 10 business days, the non-defaulting party may choose to seek specific performance or terminate this agreement. In either case, the non-defaulting party may seek damages for default.

Ongoing obligations after completion

The Company has ongoing obligations to the Karora Group under the terms of the Share Sale Agreement including:

(i) for so long as Karora and its Related Bodies Corporate hold 5% or more of the issued share capital of the Company, the Company must ensure that Karora is given at least ten business days written notice of any proposal to conduct an equity raising (other than in certain circumstances, including pursuant to a rights issue, share purchase plan or as consideration under a takeover or scheme of arrangement). If Karora wishes to participate in an equity raising, Karora must provide written notice to that effect and the Company and Karora must negotiate in good faith to identify whether the Company will agree terms on which Karora may participate in any equity raising;

(ii) for so long as Karora and its Related Bodies Corporate hold 10% or more of the issued share capital of the Company, Karora will have a right to nominate one non-executive director to the Board; and

(iii) on and from completion of the Share Sale Agreement, the Company unconditionally and irrevocably guarantees to each Grantor LithiumCo's compliance with its obligations under and in connection with:

  (A) the Share Sale agreement (to the extent owed to that Grantor);

  (B) the Mineral Rights Agreement to which that Grantor is party; and

  (C) the Royalty Agreement to which that Grantor is a party; and

  (D) the Royalty Security to which that Grantor is a party,

and the Company will indemnify each Grantor against any liability or loss that Grantor suffers or incurs because LithiumCo does not, or is unable to, comply with a guaranteed obligation, including the Company paying interest at the rate of 10% per annum on any outstanding amounts owing pursuant to the guarantee.

If entry into a restriction agreement by Avoca and/or its nominees is required by ASX, pursuant to the terms of the Share Sale Agreement, the Company must also require that (i) major shareholders, directors and executives of Kalamazoo, (ii) Directors and (iii) unrelated party seed investors enter into voluntary escrow arrangements, as detailed in Section 6.11. As at the Prospectus Date, the Company is still arranging for investors to enter into the required voluntary escrow deeds.

The Share Sale Agreement otherwise contains customary provisions considered standard for an agreement of its nature including provisions in relation to confidentiality, warranties and indemnities and liability limitations, including limiting the maximum aggregate liability of the Grantors, LithiumCo and Karora (in aggregate across all of the Grantors, LithiumCo and Karora) to the value equal to 100% of the Karora Group Consideration Shares at the date of completion.

Mineral Rights Agreements

A summary of the Mineral Rights Agreements are as follows. Subject to the provisions relating to third party agreements, the Mineral Rights Agreements are all substantially on the same terms and conditions as summarised below.

On 1 November 2023, LithiumCo entered into separate Mineral Rights Agreements with each Grantor, under which the Grantor grants LithiumCo the Higginsville Lithium Rights in respect of the tenements held by that Grantor (**Relevant Tenements**). The Company, via its wholly owned subsidiary, LithiumCo, will, except where inconsistent with any third party agreements, have the full, free and exclusive licence to enter on the Relevant Tenements and, to the exclusion of all other persons, to explore for and mine lithium and lithium bearing ore from the Relevant Tenements. The registered interest in the Relevant Tenements and all other rights to minerals are retained by the Grantor (or any relevant third party), except for those minerals that cannot be economically separated from the relevant minerals the subject of the Higginsville Lithium Rights.

Completion under the Mineral Rights Agreements is yet to occur and is conditional upon the certain conditions being satisfied or waived including:

(i) LithiumCo and the relevant Grantor executing a Royalty Agreement and Royalty Security (see further below);

(ii) each of the Grantors and LithiumCo obtaining all required third party consents and regulatory approvals required in respect of completion under the Mineral Rights Agreements, including FIRB no objection; and

(iii) the conditions precedent in each of the Mineral Rights Agreements being satisfied or waived.

Certain Relevant Tenements are the subject of joint venture agreements. The rights granted to LithiumCo to explore for and mine lithium and lithium bearing ore have no effect until LithiumCo, the Grantor and the relevant joint venture counterparty enter into a deed of acknowledgment and consent for the grant of such rights to LithiumCo on the terms of the Mineral Rights Agreement. The Relevant Tenements affected by these joint ventures are noted in the in the Solicitor's Tenement Report in Attachment B (none of which are Priority Tenements).

Along with the joint venture agreements, the Relevant Tenement are the subject of a number of other existing third party agreements. The key third party agreements include the following:

(i) royalty agreements – of which there are seven, a number of which apply to Priority Tenements, and two have associated mortgages. Of these seven agreements, four of provide for a gold royalty only;

(ii) mortgages – of which there are three, being the two noted above and one held by Macquarie Bank, the latter of which applies to the Priority Tenements;

(iii) mineral sharing agreements under which third parties have already been granted rights in relation to nickel – of which there are five, each of which applies to at least one Priority Tenement; and

(iv) mining agreements with native title parties – of which there are three, but only two affect Priority Tenement. These agreements provide a number of financial and non-financial benefits to the native title parties, the obligations of which will be shared between the Grantor and LithiumCo in relation to their respective activities on the Relevant Tenements.

The Higginsville Lithium Rights are granted subject to the third party agreements, and in some cases, are conditional on obtaining the consent of and/or entering into a deed with the counterparties to these agreements. In the event of any inconsistency between the rights granted to LithiumCo and the rights created under the third party agreements, the third party agreements take priority. The Relevant Tenements affected by these key third party agreements are noted in the Solicitor's Tenement Report in Attachment B.

Under each Mineral Rights Agreement, LithiumCo has agreed to grant and pay each Grantor a 1% net smelter return royalty (**Royalty**) payable with respect to any Higginsville Lithium Rights (and any other minerals it is entitled to retain under the Mineral Rights Agreement) produced or extracted by LithiumCo or any of its Related Bodies Corporate in respect of their Relevant Tenements. The Royalty will be governed by a royalty deed to be negotiated and executed as soon as reasonably practicable after execution of the Mineral Rights Agreement (**Royalty Agreement**). The Royalty will be uncapped and continue into perpetuity and shall apply to the tenements to the extent of the Royalty area. LithiumCo and each Grantor will also negotiate and seek to agree, the terms of a formal royalty security deed to secure LithiumCo's obligations under the Royalty Agreement (**Royalty Security**).

Each Mineral Rights Agreement continues until the relevant Higginsville Lithium Rights have been relinquished or the relevant tenements have expired or otherwise terminated (see further below). The Grantor cannot relinquish a tenement, or part of it, without first offering the relevant area to LithiumCo for no consideration.

Once extracted from the Relevant Tenements, any lithium or other minerals which the Company is entitled to retain immediately vests in the Company.

Each Grantor also grants LithiumCo, except where inconsistent with any third party agreements relating to the Relevant Tenements, a non-exclusive right to enter and to use any access roads and tracks located on and tenements held by the Grantor for the purpose of LithiumCo gaining access to the Relevant Tenements.

Each Grantor and LithiumCo must work must fully co-operate with each other and use their best endeavours to co-ordinate and undertake their activities in such a way as to minimise the likelihood of any interference with each other's activities. If a conflict arises, either party can notify the other in writing about the potential impact on its activities and within 10 Business Days, they must meet to negotiate a resolution in good faith. If LithiumCo's exploration activities negatively affect the Grantor's activities, the Grantor's activities will prevail. If LithiumCo's exploration activities do not adversely affect the Grantor's activities, then LithiumCo's activities will prevail.

7. Material Contracts and Additional Information

continued

Notification processes apply if a party wants to commence mining operations. If the proposed operations affect the other parties' mineral resource, then the parties must meet to negotiate in good faith with a view to accommodating both parties' mining operations and agreeing upon an economic method by which both minerals can be mined and the ore containing the other party's minerals can be separated, failing which the issue may be referred to an expert. If the issue is not referred to an expert or the expert determines there is no economic method by which both parties' minerals can be mined and separated, then the party who first proposed to mining operations may proceed with its proposed mining operations. The Grantor must transfer to the Company any mining lease applied for in the name of the Grantor for the purposes of LithiumCo's mining operations as soon as possible following grant, subject to the Grantor retaining non-lithium mineral rights in the tenement. Where contiguous ore bodies exist that can be mined by way of a single mining operations, the party with the prevailing resource (**mining party**) has the right to mine the ore body and the other party must reimburse the mining party for the costs it incurred in extracting and delivering the relevant minerals to the other party.

If certain proposed activity or activities of LithiumCo on the Relevant Tenements exceeds the lesser of 3 months or the expected duration of the activities on the Relevant Tenements, the Grantor may require LithiumCo to cease such activities provided that:

(i) where practicable the Grantor allows LithiumCo to continue its activities where they would not reasonably be likely to adversely affect the Grantor's actual or proposed exploration or mining operations; and

(ii) the requirements are bona fide in the best interests of the Grantor and the Grantor makes reasonable endeavours to minimise the area required by it and to provide LithiumCo wish as much advance notice as practicable.

LithiumCo is required to ensure that its activities on the Relevant Tenements comply with the tenement conditions and all applicable approvals and laws and must not do anything which will or may place render the Relevant Tenements liable to forfeiture, non-renewal or the imposition of any penalty. LithiumCo may surrender its mineral rights in relation to any one or more of the Relevant Tenements by no less than 30 days' notice to the relevant Grantor.

The Grantor is responsible for the administration of the Relevant Tenements and ensuring they remain in good standing and that minimum expenditure obligations are met or exemptions obtained.

LithiumCo has extensive liability under the Mineral Rights Agreements. It indemnifies the Grantor from and against all claims made or brought against the Grantor, including for breaches of third party agreements by virtue of the Grantor entering into the Mineral Rights Agreement and complying with the third party agreements. LithiumCo's liability is limited to direct loss under the Mineral Rights Agreement, but this limitation is excluded in several instances breaches, including in respect of a number of the indemnities given by LithiumCo.

An **Event of Default** occurs where LithiumCo:

(i) is the subject of an insolvency event (including being wound up, declared bankrupt, having an administrator, liquidator, receiver or controller appointed);

(ii) has committed a material breach of the Mineral Rights Agreement; or

(iii) has committed an act or omission to cause harm or in reckless disregard of harm that may be cause.

The Grantor may issue a default notice in good faith and where there is a bona fide Event of Default to LithiumCo requiring it to remedy the default within 20 business days of the notice. Unless otherwise specified, the default notice will automatically suspend LithiumCo's rights under the Mineral Rights Agreement until the Event of Default has been remedied or compensated for. If an Event of Default is not remedied, the Grantor may terminate this Agreement with effect from a date than is no less than 30 days from such notice.

Where LithiumCo receives a bona fide offer from a third party to acquire the Higginsville Lithium Rights in the Relevant Tenements (**Third Party Offer**) it must first give the Grantor notice of the Third Party Offer and make an offer to the Grantor on the same terms as the Third Party Offer (**Transfer Notice**). The Third Party Offer may be for cash or non-cash consideration, provided that if it is not cash, LithiumCo includes in the Transfer Notice a reasonable cash equivalent value of the non-cash consideration. If there is a dispute regarding the cash equivalent value, it will be referred to an expert for determination. The Transfer Notice will constitute an irrevocable offer by LithiumCo to the Grantor and will remain open for acceptance for 20 Business Days. If the Grantor does not accept the offer in the Transfer Notice within this time period, or otherwise notified LithiumCo that it will not accept the offer, LithiumCo may proceed with the Third Party Offer.

Where a change of control occurs in respect of LithiumCo, LithiumCo is deemed to have offered to sell the Higginsville Lithium Rights in the Relevant Tenements to the Grantor at the time of the change of control at a purchase price equal to the fair market value of its Higginsville Lithium Rights in the Relevant Tenements as agreed by the parties or failing that, as determined by an expert (**Change of Control Offer**). The Grantor has 20 Business Days from the date the price is agreed to accept the Change of Control Offer. If the Grantor does not accept the Change of Control Offer within this time period, then LithiumCo may retain the Higginsville Lithium Rights in the Relevant Tenements.

The Mineral Rights Agreement otherwise contains customary provisions considered standard for an agreement of its nature (including indemnities, assignment restrictions, rehabilitation obligations and provisions relating to dispute resolution, force majeure and confidentiality).

The Directors consider that the Acquisition Agreements are on arm's length terms.

(b) SQM Earn-in Agreement (and deed of assignment and assumption)

The SQM Earn-in Agreement entitles SQM to earn-in up to a 70% interest in the Kalamazoo Tenements. The Company, Kalamazoo and SQM have entered into a deed of assignment and assumption dated 30 August 2023 under which Kalamazoo will assign its rights, and the Company will assume the obligations of Kalamazoo, under the SQM Earn-in Agreement. The assignment will take effect upon completion occurring under the Tenement Sale Agreement (see above), and as such the summary below still refers to Kalamazoo.

SQM has completed stage one of the earn-in and is entitled to a 30% interest in the Kalamazoo Tenements. SQM has elected to continue to earn the stage two interest and accordingly, SQM can earn-in a further interest in the Kalamazoo Tenements as follows:

(i) stage two: a further 20% in the Kalamazoo Tenements by spending $3.25 million on exploration expenditure by 15 December 2024; and

(ii) stage three: a further 20% interest in either the Kalamazoo Tenements (and therefore all mineral rights) or in lithium rights only by spending either $6 million (where SQM has elected to earn the interest in all minerals) or $5 million (where SQM has elected to earn lithium rights only) on exploration expenditure by 15 December 2025. In the SQM Earn-in Agreement, "lithium" encompasses all minerals and chemical elements associated with lithium, caesium and tantalum pegmatites, including all minerals occurring in close association with those pegmatites where it would not be possible to separate them until all processing is complete.

SQM may elect to cease earning the stage two interest at any time. If it elects to cease that earn-in it will be entitled to retain its 30% interest and a 30% SQM/70% Kalamazoo joint venture will form.

At the end of the stage two earn-in phase, SQM can elect to form a 50/50 joint venture or to continue to earn the stage three interest. If it elects to continue but subsequently elects to cease to earn the stage three interest it will be entitled to retain its 50% interest and a 50/50 joint venture will form. If SQM completes the stage three earn-in then depending on its election a joint venture will form as follows:

(i) where SQM earns the interest in all mineral rights:

  (A) Kalamazoo: 30% Tenements and mineral rights; and

  (B) SQM: 70% Tenements and mineral rights.

(ii) where SQM earn the interest in lithium rights only:

  (A) Kalamazoo: 30% Tenements and lithium rights;

  (B) SQM: 70% Tenements and lithium rights;

  (C) Kalamazoo: 50% other mineral rights; and

  (D) SQM 50% other mineral rights.

During the earn-in, Kalamazoo is the manager and is responsible for conducting all exploration and development work on the Tenements in accordance with generally accepted Australian exploration practices and the decisions of the Technical Advisory Committee (**TAC**). Kalamazoo must comply with all applicable laws and is responsible for the administration and reporting for the Tenements. SQM must promptly pay for the invoices for the work conducted by Kalamazoo in accordance with approved programs and budgets. Kalamazoo is entitled to a management fee equal to 5% of the exploration expenditure in the approved program and budgets. Kalamazoo can be removed as manager if it fails to meet its performance requirements.

The TAC is established under the SQM Earn-in Agreement to review and approve proposed work programs and budgets provided by the manager. The TAC consists of two Kalamazoo and two SQM members. SQM has a casting vote on any matters before the TAC during the period that it is earning in and sole funding exploration. Otherwise, matters are determined by a simple majority based on the parties' respective joint venture interests. The TAC is also responsible for approving all contracts related to the Tenements proposed to be entered into by the manager.

If a joint venture is to form, the parties must negotiate and enter into a joint venture agreement within 4 months. If the parties fail to agree within that time, there is a mechanism to apply which includes referral to the parties' respective chief executive officers. If agreement cannot be reached, the parties must exchange sealed envelopes containing each party's cash consideration offer to acquire the other party's interest and the highest offer succeeds. Settlement of that offer occurs 30 days later.

The SQM Earn-in Agreement includes a schedule of terms that must be included in the joint venture agreement, which terms include:

(i) the manager will be the party with the highest joint venture interest;

(ii) a management committee will form with one member for every 25% joint venture interest;

(iii) parties must contribute to approved budgets in proportion to their respective joint venture interests and dilution will apply for failure to contribute;

(iv) a party's interest will automatically convert to a gross revenue royalty if its interest drops below 10%. The royalty will be between 1-2% depending on the margin of the operation;

(v) decisions will be by simple majority vote other than those requiring a unanimous decision, which include suspension or termination of joint venture activities, change to joint venture aims, approval of agreement with related parties and other non-arm's length transactions, sale of surrender of material assets or tenements. A party that votes against a decision to mine may elect to dilute rather than contribute to that development; and

(vi) a deadlock breaking mechanism includes referral to the respective chief executive officers. If agreement is not reached, then:

  (A) for approval a program and budget, the last budget will apply adjusted for inflation and plus 5%;

  (B) for a decision to mine, sole risk development will be allowed; and

  (C) for other decisions where the direct cost impact is more than US$20 million, the parties will exchange sealed envelopes with an offer to acquire the other party's interest and the highest offer succeeds.

Pre-emptive rights apply if a party wishes to sell or dispose of its interest in the SQM Earn-in Agreement or the Tenements. Further, a party must give notice within 30 days after a change of control (with control defined as an entity directly or indirectly controlling the casting of at least 50% of shares or board composition), following which, within a further 30 days, the other party can require that the parties negotiate to potentially acquire the other party's interest and failing agreement then exchange sealed cash consideration offers to acquire the other's interest, with the highest offer succeeding.

Under the deed of assignment and assumption between the Company, Kalamazoo and SQM referred to above, SQM has waived its rights under the above change of control provision in relation to the sale of the Tenements to the Company and the Offer.

(c) MEG Term Sheet

The Company, Kalamazoo and MEG entered into a binding term sheet on 14 December 2022, under which MEG granted to the Company the sole and exclusive option to earn a 100% interest in the right to:

(i) explore, mine and treat tin-tungsten and LCT minerals on;

(ii) ownership of all tin-tungsten and LCT minerals mined, stockpiled or otherwise taken from; and

(iii) a licence of all mining information in relation to,

EL8958 (a Priority Tenement) (together, the **MEG Lithium Rights**), prior to 3 March 2024 by paying $225,000 in cash. The Company paid a $50,000 non-refundable option fee for the initial grant of this right.

During the period prior to 3 March 2024, the Company has committed to fund all exploration expenditure on the tenement sufficient to keep it in good standing. MEG cannot engage in negotiations with other third parties in respect of the mineral rights the Company is entitled to earn.

The Company may withdraw from the term sheet with 20 days' written notice to MEG, provided that the Company has satisfied the minimum expenditure obligation in respect of the tenement as required by legislation.

There is no provision for a formal mineral sharing agreement if the Company does exercise it's earn-in option, however the term sheet provides that standard industry joint venture terms will be used to resolve any competing mineral interest conflicts.

(d) Mansen Tenement Sale Agreement

On 17 October 2023, the Company entered into a tenement sale agreement with James Mansen as trustee for Wildcard (WA) Pty Ltd (ACN 124 458 822) (**Mansen**) in respect of P15/6778 currently held by Mansen which, at the election of the Company, will be transferred to the Company in exchange for the issue of 300,000 Shares at an issue price of $0.25 per Share and $75,000 cash (the **Mansen Tenement Sale Agreement**). The Company has exercised the option to purchase P15/6778.

Completion under the Mansen Tenement Sale Agreement is yet to occur and is conditional upon the satisfaction (or waiver) of the following conditions precedent:

(i) the Company exercising the option to purchase P15/6778 (which the Company has done);

(ii) the Company lodging this Prospectus with ASIC; and

(iii) the Company receiving the written conditional approval from the ASX to be admitted to the Official List of the ASX and for official quotation of all the Shares.

Completion of the acquisition is to occur five business days after the date on which the last of the above conditions is satisfied or waived, or such other date as the parties agree.

The Company has agreed to grant Mansen's nominee an exclusive licence to enter upon P15/6778 and explore for, recover and own gemstones on P15/6778 for a period of 5 years provided that such activities do not interfere with the activities of the Company.

The Company has also agreed to grant and pay to Mansen a 1% net smelter return royalty payable with respect to any minerals produced or extracted by the Company or any of its Related Bodies Corporate from the area within the boundaries of P15/6778 (**Mansen Royalty**). The Mansen Royalty will be governed by a royalty deed to be negotiated and executed as soon as reasonably practicable after execution of the Mansen Tenement Sale Agreement. The Mansen Royalty will be uncapped and continue into perpetuity.

The Mansen Tenement Sale Agreement otherwise contains customary provisions considered standard for an agreement of its nature.

(e) Pre-IPO Shareholder's Deed

On 2 May 2023, the Company, Kalamazoo and Karora entered into a shareholder's deed to govern the activities of the Company prior to Listing (**Shareholder's Deed**).

The Shareholder's Deed provides for the issue of 1,000,000 Shares to Kalamazoo and 1,000,000 Shares to Karora, each at an issue price of $0.05 per Share, being a subscription amount of $50,000 from each of Kalamazoo and Karora (together, the **Founder Shares**), subject to Kalamazoo obtaining the Kalamazoo Approvals.

The Founder Shares have not been issued and will be issued prior to Listing.

The Shareholder's Deed otherwise contains additional terms and conditions that are considered standard for a deed of this nature.

The Shareholder's Deed will terminate and cease to be of any force or effect upon Listing.

(f) Financial Adviser Mandate

Grant Samuel has been appointed as financial advisor to the Company pursuant to a mandate with the Company dated 10 May 2023 to provide financial advisory services in connection with Offer (**Financial Adviser Mandate**). The Company will also engage Grant Samuel under a separate engagement letter as its ongoing financial adviser (**Ongoing Adviser Engagement**).

The Company will pay the following fees to Grant Samuel pursuant to the Financial Adviser Mandate, subject to the successful completion of the Offer:

(i) **Completion Fee:** $200,000 paid at completion of the Offer; and

(ii) **Performance Fee:** Up to $120,000 to be paid on the 12-month anniversary post completion of the Offer. The Performance Fee will be paid at the Company's discretion having regard to objectives such as negotiated underwriting fees of the Offer (if applicable), introduction of cornerstone investors or strategic industry partners at or post Offer and the introduction of strategic opportunities for consideration by the Company post Offer.

Under the Ongoing Adviser Engagement, Grant Samuel will be paid a monthly retainer of $15,000 per month for a period of a minimum of 12 months, commencing on the one-month anniversary of the completion of the Offer.

The Financial Adviser Mandate may be terminated by either the Company or Grant Samuel at any time, with or without cause, by giving at least 10 days' prior written notice to that effect to the other party. If the Financial Adviser Mandate is terminated, Grant Samuel will be entitled to all accrued fees and rights to reimbursement of costs and expenses as at the termination date as provided. If, at any time within one year after termination by the Company of the Financial Adviser Mandate, the Offer is completed, the Completion Fee will become payable.

The Financial Adviser Mandate contains additional clauses (including confidentiality and representations and warranties) that are considered standard for an agreement of this nature.

(g) Joint Lead Manager Mandate

The Company has entered into a mandate dated 19 July 2023 appointing Bell Potter and Canaccord to act as Joint Lead Managers in relation to the Offer (**Joint Lead Manager Mandate**).

Pursuant to the Joint Lead Manager Mandate, the Joint Lead Managers are engaged to provide lead manager services to the Company, including lead managing the Offer and other services and assistance customarily provided in connection with marketing and execution of an initial public offering.

Pursuant to the Joint Lead Manager Mandate, the Company has agreed to:

(i) pay to the Joint Lead Managers, to be split equally between them:

  (A) a management fee of 1.5% of all funds raised in connection with the Offer;

  (B) a selling fee of 3.25% of all funds raised in connection with the Offer (excluding up to $2 million raised through the Priority Offer);

(ii) issue the Advisor Options to the Joint Lead Managers (to be split equally between the Joint Lead Managers) comprising:

  (A) such number of Advisor Options as is equal to 0.5% of the Shares on issue upon completion of the Offer (calculated on a fully diluted basis after issue of the Consideration Shares and assuming all convertible securities on issue (such as the Incentive Performance Rights) have been exercised) exercisable at a 50% premium to the Offer Price on or before the second anniversary of their issue date;

  (B) such number of Advisor Options as is equal to 1.0% of the Shares on issue upon completion of the Offer (calculated on a fully diluted basis after issue of the Consideration Shares and assuming all convertible securities on issue (such as the Incentive Performance Rights) have been exercised) exercisable at a 75% premium to the Offer Price on or before the second anniversary of their issue date; and

  (C) such number of Advisor Options as is equal to 1.0% of the Shares on issue upon completion of the Offer (calculated on a fully diluted basis after issue of the Consideration Shares and assuming all convertible securities on issue (such as the Incentive Performance Rights) have been exercised) exercisable at a 100% premium to the Offer Price on or before the second anniversary of their issue date,

  on the terms and conditions detailed in Section 6.18; and

(iii) reimburse the Joint Lead Managers with respect to legal costs incurred by the Joint Lead Managers in connection with independent legal advice regarding the Offer (up to $15,000) and with respect to general out-of-pocket expenses reasonably incurred in connection with the Joint Lead Managers engagement under the Joint Lead Manager Mandate.

Other than due to termination by the Company for cause due to a Joint Lead Manager's fraud, recklessness, wilful misconduct or gross negligence, or where a Trade Sale Fee (defined below) has already been paid to the Joint Lead Managers, where the Company terminates the Joint Lead Manager Mandate and subsequently announces the Offer or a similar equity capital raising within 6 months from the date of termination, the Company must pay the Joint Lead Managers within 7 days of the settlement date for that capital raising an amount equal to the fees stated in the Joint Lead Manager Mandate calculated by reference to the proceeds of that raising.

If transaction documentation is executed to effect a sale of all or a majority of the securities in, or all or a majority of the business or business assets of, the Company (**Trade Sale**) after the formal roadshow but before the Offer has completed (otherwise than in a sell down that forms part of the Offer) and the Offer has not completed, the Company agrees to pay the Joint Lead Managers an amount equal to $450,000 (spilt equally between the Joint Lead Managers) (**Trade Sale Fee**) on or before the date the Trade Sale reaches financial close or is otherwise completed.

The Company agrees to offer the Joint Lead Managers the right of first refusal to act as joint lead managers in any equity capital raising (placement, rights issue and/or security purchase plan) undertaken by the Company within 12 months following completion of the Offer, to be governed by a separate agreement under which the fees will be same total percentage of the proceeds under the Joint Lead Manager Mandate, with the equity capital raising being the "Offer" and otherwise containing customary terms and conditions acceptable to the parties.

If a Joint Lead Manager (the **Terminating JLM**) terminates its obligations under the Joint Lead Manager Mandate, the other Joint Lead Manager (the **Remaining JLM**) may elect by giving a notice in writing to the Terminating JLM and the Company to either also terminate its obligations under Joint Lead Manager Mandate or assume the obligations of the Terminating JLM under the Joint Lead Manager Mandate.

The Joint Lead Manager Mandate contains additional clauses (including confidentiality and representations and warranties) that are considered standard for an agreement of this nature.

(h) KZR Loan Agreement

On 24 August 2023, Kalamazoo and the Company entered into an unsecured loan agreement on an interest-free basis pursuant to which Kalamazoo has agreed to advance loan funding of up to $300,000 (**KZR Loan**) to the Company to assist with transaction costs and general working capital while the Company progresses its application for admission to the Official List (**KZR Loan Agreement**). As at the date of the KZR Loan Agreement, the balance owing under the KZR Loan is $50,000. It has been agreed that this amount will be set-off against the amount payable for the 1,000,000 Founder Shares to be issued to Kalamazoo. Kalamazoo may, in its sole discretion and on request of the Company, advance additional sums to the Company under the KZR Loan.

The KZR Loan must be repaid in full on the earlier to occur of:

(i) Listing;

(ii) the Company ceasing to be a wholly owned subsidiary of Kalamazoo;

(iii) the Company issuing the Shares under the Pre-IPO Seed Raising to investors; and

(iv) 12 months after the date of the KZR Loan Agreement,

or such later date as Kalamazoo may nominate, in its sole discretion.

The KZR Loan Agreement otherwise contains additional terms and conditions that are considered standard for an agreement of this nature.

7. Material Contracts and Additional Information

continued

(i) Avoca Loan Agreement

On 17 October 2023, Avoca Mining and the Company entered into an unsecured loan agreement on an interest-free basis pursuant to which Avoca Mining has agreed to advance loan funding of up to $300,000 (**Avoca Loan**) to the Company to assist with transaction costs and general working capital while the Company progresses its application for admission to the Official List (**Avoca Loan Agreement**). Avoca Mining may, in its sole discretion and on request of the Company, advance additional sums to the Company under the Avoca Loan. Payment of the outstanding balance of the Avoca Loan must be made in immediately available funds into the bank account nominated by Avoca Mining.

The Avoca Loan must be repaid in full on the earlier to occur of:

(i) the Company issuing the Shares under the Pre-IPO Seed Raising to investors;

(ii) at least one business day prior to completion occurring under the Share Sale Agreement; and

(iii) 30 April 2024,

or such later date as Avoca Mining may nominate, in its sole discretion.

The Avoca Loan Agreement otherwise contains additional terms and conditions that are considered standard for an agreement of this nature.

(j) Deeds of Insurance, Access and Indemnity

The Company has entered into deeds of access, insurance and indemnity with each Director which confirms each Director's right of access to board papers and other documents of the Company during the time that the Director holds office and for a period of seven years after the Director ceases to hold office. Under these deeds, the Company has agreed to indemnify, to the extent permitted by the Corporations Act, each Director in respect of certain liabilities which the Director may incur as a result of, or by reason of (whether solely or in part), being or acting as a director of the Company. These liabilities include losses or liabilities incurred by the Director to any other person as an officer of the Company, including legal expenses.

7.2 Litigation and claims

The Company may, from time to time, be party to litigation and other claims and disputes incidental to the conduct of its business, including employment disputes, contractual disputes, indemnity claims and occupational and personal claims. Such litigation, claims and disputes, including the costs of settling claims and operational impacts, could materially adversely affect the Company's business, operating and financial performance.

As far as the Directors are aware, however, there is no current or threatened civil litigation, arbitration proceeding or administrative appeal, or criminal or Governmental prosecution of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse impact on the business or financial position of the Company.

7.3 Ownership restrictions

The sale and purchase of Shares in Australia are regulated by a number of laws that restrict the level of ownership or control by any one person (either alone or in combination with others). This Section 7.3 contains a general description of these laws.

(a) Corporations Act

The takeover provisions in Chapter 6 of the Corporations Act restricts acquisitions of shares in listed companies, and unlisted companies with more than 50 members, if the acquirer's (or another party's) voting power would increase to above 20%, or would increase from a starting point that is above 20% and below 90%, unless certain exceptions apply. The Corporations Act also imposes notification requirements on persons having voting power of 5% or more in the Company either themselves or through an associate.

(b) Foreign Acquisitions and Takeovers Act 1975 (Cth) and Federal Government Foreign Investment Policy

Generally, the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**) applies to acquisition of shares and voting power in a company of 20% or more by a single foreign person and its associates (**Substantial Interest**), or 40% or more by two or more unassociated foreign persons and their associates (**Aggregate Substantial Interest**), where the acquisition meets a threshold value (which varies by investor type and industry). As Karora (a foreign person), together with the Karora Group, will hold a Substantial Interest in the Company on completion of the Offer, the Company will be a "foreign person" for the purposes of FATA upon completion of the Offer which affect the Company's ability to undertake acquisitions of interests in Australian land. Refer to Section 4.3(h) for the risks associated with the Company being a "foreign person" for the purposes of FATA.

In addition, FATA applies to acquisitions of a direct interest in an Australian company by foreign governments and their related entities irrespective of the acquisition value. A "direct interest" is an interest of 10% in the entity but may also include an interest of less than 10% where the investor has entered into business arrangements with the entity or the investor in a position to influence or participate in the management and control or policy of the entity. There are exemptions which can apply to certain acquisitions.

Where FATA applies to the acquisition, the acquisition may not occur unless notice of it has been given to the Treasurer and the Treasurer has either notified that there is no objection to the proposed acquisition (with or without conditions) or a statutory period has expired without the Treasurer objecting.

An acquisition to which the FATA applies may be the subject of a divestment order by the Treasurer unless the process of notification, and either a non-objection notification or expiry of a statutory period without objection, has occurred. Criminal offences and civil penalties can apply to failing to give notification of certain acquisitions, undertaking certain acquisitions without no objection notification or contravening a condition in a no objection notification.

7.4 Regulatory relief

ASX in-principle waivers and confirmation

ASX has provided in-principle advice that upon receipt of a formal listing application, the ASX will grant waivers and provide confirmations in respect of the following ASX Listing Rules:

(a) ASX Listing Rule 1.1 Condition 8 – confirming that non-affiliated Kalamazoo shareholders who receive in-specie shares will not be excluded for the purposes of the Company demonstrating satisfaction of the spread test;

(b) ASX Listing Rule 1.1 Condition 12 – in relation to the Incentive Performance Rights to allow the Incentive Performance Rights to be granted with a nil exercise price;

(c) ASX Listing Rule 6.1 – confirming that the terms and conditions of the Incentive performance Rights are appropriate and equitable; and

(d) Chapter 9 of the ASX Listing Rules – in relation to the application of the mandatory escrow provisions in the ASX Listing Rules to the Company's securities, as detailed in Section 6.11.

Separately, the Company understands that Kalamazoo has applied to ASX for confirmation that, amongst other things, the Shares to be distributed in-specie to Kalamazoo Shareholders (including related parties) will not be subject to the escrow restrictions in Chapter 9 of the ASX Listing Rules.

7.5 Taxation considerations

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares pursuant to the Offer from a taxation viewpoint and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for Shares under this Prospectus.

7. Material Contracts and Additional Information

continued

7.6 Selling restrictions

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

Canada (British Columbia, Ontario and Quebec provinces)

This Prospectus constitutes an offering of Shares only in the Provinces of British Columbia, Ontario and Quebec (the **Provinces**), only to persons to whom Shares may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This Prospectus is not a prospectus, an advertisement or a public offering of securities in the Provinces. This Prospectus may only be distributed in the Provinces to persons who are "accredited investors" within the meaning of National Instrument 45-106 – *Prospectus Exemptions*, of the Canadian Securities Administrators.

No securities commission or authority in the Provinces has reviewed or in any way passed upon this Prospectus, the merits of the Shares or the offering of the Shares and any representation to the contrary is an offence.

No prospectus has been, or will be, filed in the Provinces with respect to the offering of Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this Prospectus has been prepared in accordance with AAS and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this Prospectus are in Australian dollars.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

Hong Kong

WARNING: This Prospectus has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this Prospectus may not be distributed, and the Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this Prospectus, you should obtain independent professional advice.

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 under the *Financial Markets Conduct Act 2013* (the **FMC Act**). This Prospectus 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.

The Shares in the Priority Offer are not being offered to the public within New Zealand other than to existing Kalamazoo Shareholders 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.

Other than in the Priority Offer, the Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This Prospectus and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Prospectus and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the **SFA**) or another exemption under the SFA.

This Prospectus has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this Prospectus immediately. You may not forward or circulate this Prospectus to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this Prospectus nor any other document relating to the offer 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 Shares.

The Shares 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 (i) less than 150 existing shareholders of Kalamazoo under the Priority Offer and (ii) "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. 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 Shares 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 the FSMA does not apply to the Company.

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 (**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.

7.7 Consents to be named and disclaimers of responsibility

Each of the parties listed below in this Section 7.7, to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility, for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each of the parties listed below has given and has not, at the time of lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of statements in this Prospectus that are specified below in the form and context in which the statements appear:

- Grant Samuel has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as financial adviser to the Company in the form and context in which it is so named;
- each of Canaccord and Bell Potter:
  - has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Joint Lead Managers to the Offer in the form and context in which it is named;
  - has not authorised or caused the issue of this Prospectus or the making of the Offer and has not made, nor purports to make, any statement in this Prospectus and nor is any statement in this Prospectus based on a statement made by it, other than a reference to its name; and
  - makes no representation regarding, and to the maximum extent permitted by law expressly disclaims and excludes any responsibility for, any statements in, or omissions from, any part of this Prospectus, other than as stated above;
- Gilbert + Tobin has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Australian legal adviser to the Company in relation to the Offer and as the tenement solicitors to the Company in relation to this Prospectus, in each case in the form and context in which it is named and to the inclusion of its Solicitor's Tenement Report on the Tenements set out in Attachment B of this Prospectus in the form and context in which it appears in this Prospectus;

- BDO Corporate Finance has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Investigating Accountant to the Company in relation to the Financial Information in the form and context in which it is named and to the inclusion of its Independent Limited Assurance Report on the Financial Information set out in Attachment C in the form and context in which it appears in this Prospectus;
- CSA Global has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Independent Technical Specialist to the Company in relation to the Projects in the form and context in which it is named and to the inclusion of its Independent Technical Assessment Report on the Projects set out in Attachment A of this Prospectus in the form and context in which it appears in this Prospectus.
- The Competent Persons who contributed to preparation of the Independent Technical Assessment Report and the exploration results contained in this Prospectus have given and have not withdrawn prior to the lodgement of this Prospectus with ASIC, their written consent to being named in this Prospectus as Competent Persons responsible for preparation of the Independent Technical Assessment and exploration results as applicable in the form and context in which each are named;
- BDO Audit has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as auditor to the Company in the form and context in which it is so named; and
- Advanced Share Registry has given, and has not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to be named in this Prospectus as Share Registry of the Company in the form and context in which it is named. Advanced Share Registry has had no involvement in the preparation of any part of this Prospectus other than being named as Share Registry to the Company. Advanced Share Registry has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this Prospectus.

7.8 Expenses of the Offer

The total approximate expenses of the Offer payable by the Company (excluding GST) are:

Expenses	$ (MINIMUM SUBSCRIPTION)	$ (MAXIMUM SUBSCRIPTION)
ASIC lodgement fee	3,206	3,206
ASX Listing fees	111,610	115,053
Legal fees (including Solicitor's Tenement Report fees)	450,000	450,000
Independent Technical Specialist fees	79,400	79,400
Investigating Accountant fees	25,000	25,000
Payments to Grant Samuel	380,000	380,000
Payment to the Joint Lead Managers*	570,000	712,500
Printing, postage and administration fees	26,080	26,080
Total	**1,645,296**	**1,791 ,239**

* Excludes the Advisor Options. Details of the payments to be made to the Joint Lead Managers are set out in Section 7.1(g) and the figure in this table assumes nil funds are raised through the Priority Offer. Depending on the funds raised under the Priority Offer, the payments to the Joint Lead Managers may be less.

7. Material Contracts and Additional Information

continued

7.9 Continuous disclosure obligations

Following Listing, the Company will be a 'disclosing entity' (as defined in section 111AC of the Corporations Act) and, as such, will be subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company will be 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 (unless a relevant exception to disclosure applies). Price sensitive information will be publicly released through ASX before it is otherwise disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants will also be managed through disclosure to ASX.

7.10 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications and bids under this Prospectus are governed by the laws applicable in Western Australia and each Applicant submits to the exclusive jurisdiction of the courts of Western Australia.

7.11 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic Prospectus on the basis of a paper Prospectus lodged with ASIC, and the issue of securities in response to an electronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an electronic Prospectus, please ensure that you have received the entire Prospectus accompanied by the relevant Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

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 relevant 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. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

7.12 Documents available for inspection

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company:

(a) this Prospectus;

(b) the Constitution; and

(c) the consents referred to in Section 7.7 of this Prospectus.

8. Authorisation

8. Authorisation

This Prospectus is authorised by each Director who consents to its lodgement with ASIC and its issue and has not withdrawn that consent.

This Prospectus is signed for and on behalf of the Company by:

Luke Reinehr
Non-Executive Chair

Date: 3 November 2023

9.

Glossary

9. Glossary

TERM	MEANING
AAS	Australian Accounting Standards and other authoritative pronouncements issued by the AASB and Urgent Issues Group interpretations.
AASB	Australian Accounting Standards Board.
Acquisition Agreements	The agreements described in Section 7.1(a).
Advisor Options	Options to be issued to the Joint Lead Managers pursuant to the Joint Lead Manager Mandate on the terms and conditions detailed in Section 6.18.
Aggregate Substantial Interest	Has the meaning given in Section 7.3(b).
Applicant	A person who submits an Application.
Application	An application made to subscribe for Shares offered under this Prospectus.
Application Form	An application form attached to or accompanying this Prospectus and any replacement prospectus (including the electronic form provided by an online application facility).
Application Monies	The amount of money to be paid for an Application.
ASIC	Australian Securities and Investments Commission.
ASX	Australian Securities Exchange.
ASX Listing Rules	The official listing rules of the ASX in place from time to time.
ASX Recommendations	The fourth edition ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.
ASX Settlement Operating Rules	The settlement rules of ASX as amended, varied or waived from time to time.
Audit and Risk Management Committee or **ARC**	The committee described in Section 5.7(c).
Avoca Loan	Has the meaning given in Section 7.1(i).
Avoca Loan Agreement	Has the meaning given in Section 7.1(i).
Avoca Mining	Avoca Mining Pty Ltd.
AWST	Australian Western Standard Time.
BDO Audit	BDO Audit (WA) Pty Ltd (ACN 112 284 787).
BDO Corporate Finance or **Investigating Accountant**	BDO Corporate Finance (WA) Pty Ltd (ACN 124 031 045).
Bell Potter	Bell Potter Securities Limited (ACN 006 390 772).
Board	The board of directors of the Company.
Board Charter	The board charter described in Section 5.7(b).

TERM	MEANING
Bonus Issue	Has the meaning given in Section 6.18(o).
Bonus Share	Has the meaning given in Section 6.18(o).
Broker	Any ASX participating organisation selected by the Joint Lead Managers and the Company to act as a broker to the Offer.
Broker Firm Offer	The offer of Shares under this Prospectus to Australian investors who are clients of Brokers and who have received a firm allocation from their Broker as detailed in Section 6.6.
Broker Firm Offer Applicant	A person who submits an Application under the Broker Firm Offer.
Canaccord	Canaccord Genuity (Australia) Limited (ACN 075 071 466).
Chair	The chair of the Board.
Chair's List Offer Invitation	An invitation under this Prospectus from the Company's Chair to participate in the Chair's List Offer.
Change of Control Event	Occurs where: • an offer is made for Shares pursuant to a takeover bid under Chapter 6 of the Corporations Act and is, or is declared, unconditional; or • the Court sanctions under Part 5.1 of the Corporations Act a compromise or arrangement relating to the Company or a compromise or arrangement proposed for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or • any other merger, consolidation or amalgamation involving the Company occurs which results in the holders of Shares immediately prior to the merger, consolidation or amalgamation being entitled to 50 per cent or less of the voting shares in the body corporate resulting from the merger, consolidation or amalgamation; or • any Group Company enters into agreements to sell in aggregate a majority in value of the businesses or assets (whether or not in the form of shares in a Group Company) of the Group to a person, or a number of persons, none of which are Group Companies; or • the Board determines in its reasonable opinion, control of the Company has or is likely to change or pass to one or more persons, none of which are Group Companies.
Change of Control Offer	Has the meaning given in Section 7.1(a).
CHESS	Clearing House Electronic Subregister System, operated in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.
Closing Date	The date on which the Offer is expected to close, being 8 December 2023 in respect of the Retail Offer and the Institutional Offer (but not the Priority Offer which will close on the Priority Offer Closing Date).
Company or **Kali Metals**	Kali Metals Limited (ACN 653 279 371).
Competent Persons	Mr Ralph Porter and Dr Luke Mortimer.
Completion Fee	Has the meaning given in Section 7.1(f).
Consideration Shares	The 37,862,900 Shares to be issued to Kalamazoo and 30,797,000 Shares to be issued to Avoca Mining (or its nominees) pursuant to the Acquisition Agreements.

9. Glossary continued

TERM	MEANING
Constitution	The constitution of the Company.
Corporations Act	*Corporations Act 2001* (Cth).
Corporations Regulations	*Corporations Regulations 2001* (Cth).
Directors	Each of the directors of the Company from time to time.
DOM's Hill Project	The DOM's Hill project in Western Australia described in Section 2.2(a)(i).
EFT	Electronic funds transfer.
Eligible Kalamazoo Shareholders	Persons registered as the holder of shares in Kalamazoo on the Priority Offer Record Date, whose registered address is in Australia, New Zealand, or the United Kingdom.
Exposure Period	The seven day period after the Prospectus Date, which may be extended by ASIC for up to an additional seven days.
FATA	*Foreign Acquisitions and Takeovers Act 1975* (Cth).
Financial Advisor Mandate	Has the meaning given in Section 7.1(f).
Financial Information	Has the meaning given in Section 3.1.
First Earn-in Notice	Has the meaning given in Section 2.2(a).
FIRB	Foreign Investment Review Board.
Founder Shares	Has the meaning given in Section 7.1(e).
Grant Samuel	Grant Samuel Capital Advisory Pty Limited (ACN 003 241 745).
Grantor	Has the meaning given in Section 7.1(a).
Group	The Company and each of its related bodies corporate.
Group Company	The Company or any related body corporate.
GST	Goods and services tax.
Higginsville Lithium Rights	Mineral rights to lithium (in any and all forms) and lithium bearing ore and all other minerals contained within lithium bearing ores including but not limited to tantalum, tin, caesium and rubidium over tenements at the Higginsville Project.
Higginsville Project	The Higginsville project in Western Australia described in Section 2.2(b).
HIN	Holder Identification Number.
Incentive Performance Rights	Has the meaning given in Section 5.5(b).
Incentive Plan	The employee incentive plan described in Section 5.5.
Independent Limited Assurance Report	The Independent Limited Assurance Report prepared by the Investigating Accountant and included as Attachment C to this Prospectus.

TERM	MEANING
Independent Technical Assessment Report or **ITAR**	The Independent Technical Assessment Report prepared by CSA Global and included as Attachment A to this Prospectus.
Independent Technical Specialist or **CSA Global**	ERM Australia Consultants Pty Ltd (ACN 003 687 581) trading as CSA Global.
Ineligible Kalamazoo Shareholders	Persons registered as the holder of shares in Kalamazoo on the Priority Offer Record Date, whose registered address is not in Australia, New Zealand, or the United Kingdom.
In-specie Shares	Has the meaning given in Section 2.5.
Institutional Investors	Investors who are: • persons in Australia who are wholesale clients under section 761G of the Corporations Act and either "professional investors" or "sophisticated investors" under sections 708(11) and 708(8) of the Corporations Act; • institutional investors in Canada, Hong Kong, New Zealand, Singapore, the United Kingdom and such other jurisdictions as may be agreed by the Company and the Joint Lead Managers to whom offers of Shares may lawfully be made without the need for a lodged or registered prospectus or other form of disclosure document or filing with, or approval by, any governmental agency (except one with which the Company is willing in its discretion to comply); and • provided that in each case such investors are not in the United States.
Institutional Offer	The invitation to Institutional Investors under this Prospectus to acquire Shares, as described in Section 6.8.
Investigating Accountant or **BDO Corporate Finance**	BDO Corporate Finance (WA) Pty Ltd.
Jingellic Project	The Jingellic project located in New South Wales described in Section 2.2(c)(i).
Joint Lead Managers	Canaccord and Bell Potter.
Joint Lead Manager Mandate	Has the meaning given in Section 7.1(g).
JORC Code	The 2012 edition of the Australasian Code for Reporting Exploration Results, Mineral Resources and Ore Reserves.
Kalamazoo	Kalamazoo Resources Limited (ACN 150 026 850).
Kalamazoo Approvals	Has the meaning given in Section 2.5.
Kalamazoo Consideration Shares	37,862,900 Shares to be issued to Kalamazoo pursuant to the Tenement Sale Agreement.
Kalamazoo In-specie Distribution	Has the meaning given in Section 2.5.
Kalamazoo Shareholders	Holders of fully paid ordinary shares in Kalamazoo.

9. Glossary continued

TERM	MEANING
Kalamazoo Tenements	Has the meaning given in Section 7.1(a).
Karora	Karora Resources Inc (a company domiciled in Canada).
Karora Group Consideration Shares	30,797,000 Shares to be issued to Avoca Mining (or its nominees) pursuant to the Share Sale Agreement
Karora Group	Karora and each of Avoca Mining, Avoca Resources Pty Ltd, Polar Metals Pty Ltd and Corona Minerals Pty Ltd.
KZR Loan	Has the meaning given in Section 7.1(h).
KZR Loan Agreement	Has the meaning given in Section 7.1(h).
LCE	Lithium carbonate equivalent.
LCT	Lithium-caesium-tantalum.
Listing	Admission of the Company to the Official List of the ASX.
LithiumCo	Karora (Lithium) Pty Ltd (ACN 671 946 713).
Managing Director	Has the meaning given in Section 5.4.
Mansen	Has the meaning given in Section 7.1(d).
Mansen Royalty	Has the meaning given in Section 7.1(d).
Mansen Tenement Sale Agreement	Has the meaning given in Section 7.1(d).
Marble Bar Project	The Marble Bar project in Western Australia described in Section 2.2(a)(ii).
Material Diminution	Where there is a substantial diminution of the Managing Director's duties, status, responsibilities and/or authority arising as a result of either: • the Managing Director no longer holding the most senior executive position with the Company; • the removal of the majority of the duties or responsibilities of the position; • the assignment to the Managing Director of significant duties or responsibilities which are materially inconsistent with the position in companies similar in size, nature and undertaking to the Company; or • the Board, or its representatives, without the Managing Director's approval, directing the majority of staff who reported to the Managing Director to no longer report to the Managing Director, except as provided for under Section 5.4.
Maximum Subscription	Has the meaning given in Section 6.1(c).
MEG	Mining and Energy Group Pty Ltd (ACN 149 790 161).
MEG Lithium Rights	Has the meaning given in Section 7.1(c).
Mineral Resource	Has the meaning given to that term in the JORC Code.

TERM	MEANING
Mineral Rights Agreements	Has the definition given in Section 7.1(a).
Minimum Subscription	Has the meaning given in Section 6.1(c).
Mining Act	*Mining Act 1978* (WA).
Native Title Act	*Native Title Act 1993* (Cth).
Non-Executive Director	A non-executive director of the Company.
Offer	The offer under this Prospectus of Shares for issue by the Company, including the Retail Offer and the Institutional Offer.
Offer Conditions	Has the meaning given in Section 6.2.
Offer Period	The period from the Opening Date, and ending on the Closing Date.
Offer Price	$0.25 per Share.
Official List	The official list of the ASX.
Ongoing Adviser Engagement	Has the definition given in Section 7.1(f).
Opening Date	The date on which the Offer opens, being 13 November 2023.
Option	An option to acquire a Share in the Company.
Ore Reserve	Has the meaning given in the JORC Code.
Participant	Persons who are eligible to participate in the Incentive Plan.
Pear Creek Project	The Pear Creek project in Western Australia described in Section 2.2(a)(iv).
Performance Fee	Has the definition given in Section 7.1(f).
Performance Right	A right to acquire a Share in the Company.
Plan Rules	The rules of the Incentive Plan as described in Section 5.5(a).
ppm	Parts per million.
Pre-IPO Seed Raising	The seed capital raising of $1.64 million via the issue of 13,120,000 Shares at an issue price of $0.125 each (subject to Kalamazoo obtaining the Kalamazoo Approvals and prior to Listing) to sophisticated, institutional and professional investors introduced by Kalamazoo and Karora.
Priority Offer	The component of the Offer under which Eligible Kalamazoo Shareholders are invited to apply for Shares, as described in Section 6.7.
Priority Offer Closing Date	The date on which the Priority Offer is expected to close, being 4 December 2023.
Priority Offer Invitation	The invitation under this Prospectus to Eligible Kalamazoo Shareholders to participate in the Priority Offer.

9. Glossary continued

TERM	MEANING
Priority Offer Record Date	5:00pm (AWST) on 9 November 2023.
Priority Tenements	Has the meaning given in the Solicitor's Tenement Report.
Pro Forma Historical Balance Sheet	Has the meaning given in Section 3.1.
Pro Forma Historical Financial Information	Has the meaning given in Section 3.1.
Projects	The projects described in Section 2.2.
Prospectus	This document (including the electronic form of this Prospectus) and any supplementary or replacement prospectus in relation to this document.
Prospectus Date	The date on which this Prospectus was lodged with ASIC, being 3 November 2023.
Relevant Tenements	Has the definition given in Section 7.1(a).
Remaining JLM	Has the meaning given in Section 7.1(g).
Remuneration and Nomination and Committee or **RNC**	The committee described in Section 5.7(c).
Restricted Securities	Has the meaning given to that term in the ASX Listing Rules.
Retail Offer	Together, the Broker Firm Offer, the Chair's List Offer and the Priority Offer.
Royalty	Has the meaning given in Section 7.1(a).
Royalty Agreement	Has the meaning given in Section 7.1(a).
Royalty Security	Has the meaning given in Section 7.1(a).
Settlement	The settlement in respect of the Shares the subject of the Offer.
Share	A fully paid ordinary share in the capital of the Company.
Shareholder	A holder of a Share in the Company.
Shareholder's Deed	Has the meaning given in Section 7.1(e).
Share Registry or **Advanced Share Registry**	The Company's share registry, Advanced Share Registry Limited (ACN 127 175 946).
Share Sale Agreement	Has the meaning given in Section 7.1(a).
Solicitor's Tenement Report	The Solicitor's Tenement Report prepared by Gilbert + Tobin included as Attachment B to this Prospectus.
SQM	SQM Australia Pty Ltd (ACN 621 414 659) or Sociedad Química y Minera (a company incorporated in Chile) (as applicable).

TERM	MEANING
SQM Earn-in Agreement	Has the meaning given in Section 7.1(b).
SRN	Securityholder Reference Number.
Statutory Historical Balance Sheet	Has the meaning given in Section 3.1.
Statutory Historical Cash Flows	Has the meaning given in Section 3.1.
Statutory Historical Financial Information	Has the meaning given in Section 3.1.
Statutory Historical Results	Has the meaning given in Section 3.1.
Substantial Interest	Has the definition given in Section 7.3(b).
Successful Applicant	An Applicant who receives Shares under the Offer.
Tallangatta Project	The Tallangatta project in Victoria described in Section 2.2(c)(i).
TAC	Has the meaning given in Section 7.1(b).
Tenements	The tenements in Schedules A – E of the Solicitor's Tenement Report and Tenement means any tenement or application that comprises any one of them, as applicable.
Tenement Sale Agreement	Has the meaning given in Section 7.1(a).
Terminating JLM	Has the meaning given in Section 7.1(g).
Third Party Offer	Has the meaning given in Section 7.1(a).
Trade Sale	Has the meaning given in Section 7.1(g).
Trade Sale Fee	Has the meaning given in Section 7.1(g).
Trading Day	Has the meaning given in the ASX Listing Rules.
Transfer Notice	Has the meaning given in Section 7.1(a).
Vesting Condition	Has the meaning given in Section 6.17(c).
US Securities Act	US Securities Act of 1933, as amended.

10. Corporate Directory

Company's registered office

16 Douro Place
West Perth, WA 6005

Company website

https://kalimetals.com.au/

Proposed ASX Code

KM1

Joint Lead Managers

Bell Potter Securities Limited

Level 38, Aurora Place
88 Philip Street
Sydney, NSW 2000

Canaccord Genuity (Australia) Limited

Level 42, 101 Collins Street
Melbourne, VIC 3000

Legal Advisers and Tenement Solicitors

Gilbert + Tobin

Level 16, Brookfield Place Tower 2,
123 Georges Terrace
Perth, WA 6000

Auditor

BDO Audit (WA) Pty Ltd

Level 9, Mia Yellagonga Tower
5 Spring Street
Perth, WA 6000

Financial Adviser

Grant Samuel Capital Advisory Pty Ltd

Level 49, 101 Collins Street
Melbourne, VIC 3000

Offer Information Line

Between 8:30am and 5:00pm (AWST),
Monday to Friday (excluding public holidays)

Toll free within Australia
1300 113 258

Outside Australia
+61 8 9389 8033

Share Registry

Advanced Share Registry Limited

110 Stirling Highway
Nedlands, WA 6009

Email: admin@advancedshare.com.au

Website: www.advancedshare.com.au

Investigating Accountant

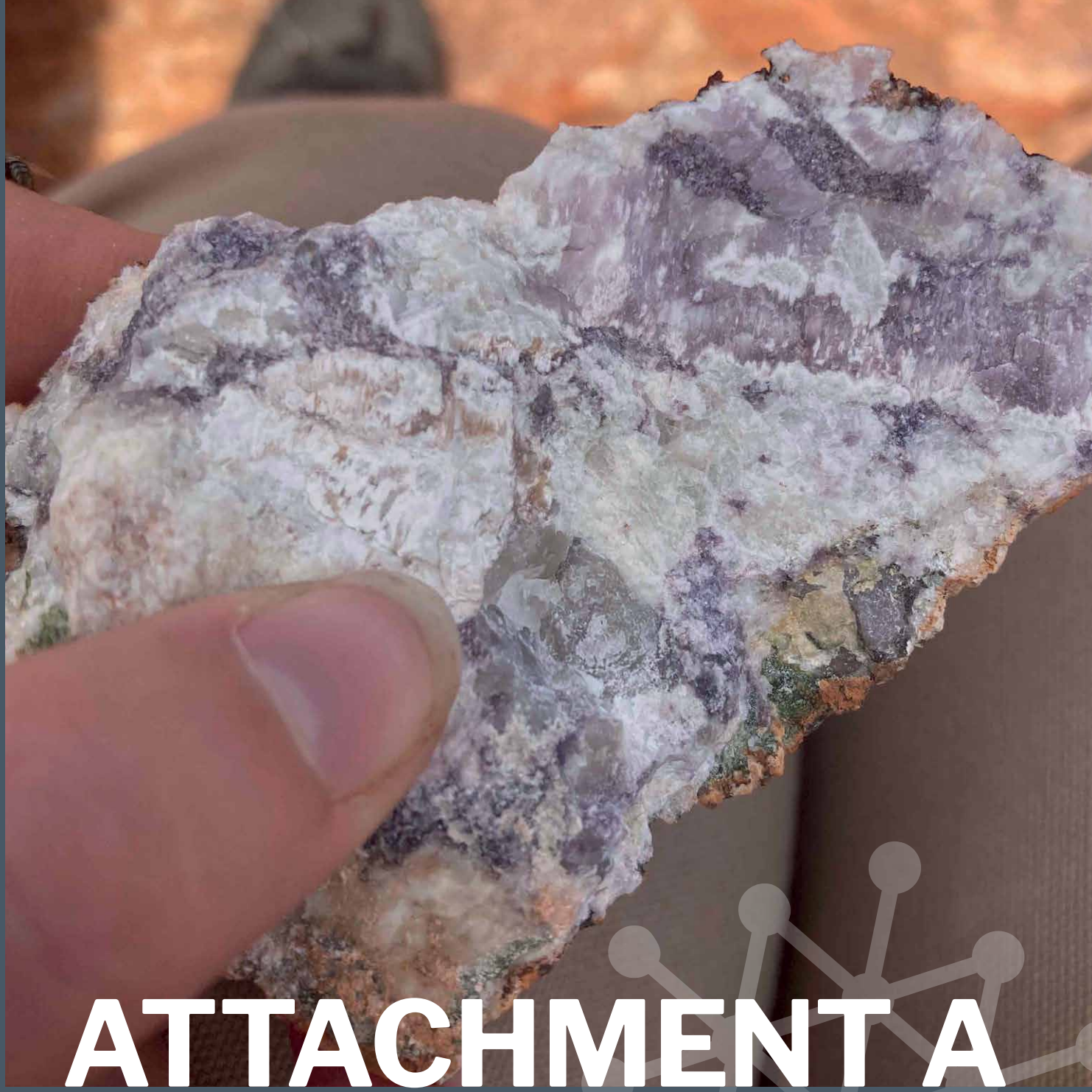
BDO Corporate Finance (WA) Pty Ltd

Level 9, Mia Yellagonga Tower
5 Spring Street
Perth, WA 6000

Independent Technical Specialist

ERM Australia Consultants Pty Ltd trading as CSA Global

Level 3, 1-5 Havelock Street
West Perth, WA 6005



ATTACHMENT A

Independent Technical Assessment Report

Attachment A – Independent Technical Assessment Report

CSA Global
Mining Industry Consultants
an ERM Group company

KALI METALS LTD

REPORT ON MINERAL ASSETS

Independent Technical Assessment Report

REPORT Nº R154.2023
1st November 2023

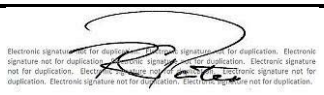
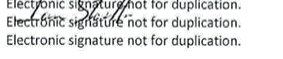
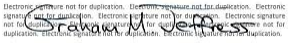
Report prepared for

Client Name	Kali Metals Ltd
Project Name/Job Code	KMLITA01
Contact Name	Nick Madders
Contact Title	Company Secretary
Office Address	16 Douro Place, West Perth, WA 6005

Report issued by

CSA Global Office	**ERM Australia Consultants Pty Ltd trading as CSA Global** Level 3, 1-5 Havelock Street West Perth WA 6005 AUSTRALIA **T** +61 8 9355 1677 **F** +61 8 9355 1977 **E** info@csaglobal.com
Division	Corporate

Author and Reviewer Signatures

Coordinating Author	Ralph Porter BSc Geology, MSc Geology, MAIG, FSEG	
Contributing Author	Max Nind MSc, GradDip (AppFinInv), MAIG	
Peer Reviewer	Ian Stockton BSc, MAusIMM, FAIG, RPGeo	
CSA Global Authorisation	Graham Jeffress BSc (Hons) Applied Geology, RPGeo, FAIG, FAusIMM, FSEG, MGSA	

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Executive Summary

This ITAR is a summary and review of historical exploration data and reports provided. The funds raised under the prospectus will be used for the purpose of exploration and evaluation of the Lithium Projects.

Project Overview

CSA Global was engaged by Kali Metals Ltd ("KAL" or "Kali" or the "Company") to prepare an Independent Technical Assessment Report (ITAR) for use in a prospectus prepared in respect of an initial public offering (IPO) of shares in KAL to be undertaken to facilitate an admission to the official list of the Australian Securities Exchange (ASX).

The ITAR relates to KAL's four lithium projects in Western Australia (WA), one lithium project in New South Wales (NSW), and one lithium project in Victoria (VIC) (the "Lithium Projects").

Western Australia Yilgarn Lithium Asset

Higginsville Project

The Western Australia Yilgarn lithium asset comprises lithium rights at the Higginsville Project with an area of 1,695 km^2.

The Higginsville project is in a region well-endowed with lithium-caesium-tantalum (LCT) pegmatites with two producing lithium mines, Mt Marion and Bald Hill, three advanced prospects at Manna, Buldania and Dome North and numerous LCT type pegmatite occurrences.

The Higginsville tenements largely cover the greenstone rock sequences which host the numerous LCT pegmatite occurrences in the region. Low-calcium granites, which are considered by CSA Global as being one of the likely source granites generating LCT pegmatites in the Yilgarn, occur to the west and east of the greenstone rock sequences. It is highly likely the low-calcium granites also occur under the greenstone rocks and the older granite domes such as the Pioneer and Widgiemooltha domes, which may explain the close geographical association with these domes and LCT pegmatites, such as Sinclair pollucite (Cs) deposit and the Dome North LCT pegmatite groups. The identification of low-calcium granites in the region is not necessarily comprehensive and other peraluminous, two mica monzogranites currently not included in the low-calcium granite group are also regarded by CSA Global as possible source granites.

The Higginsville Project contains several LCT pegmatite occurrences, particularly in the Spargoville and Mt Henry-Norseman areas. These are largely characterised by the presence of lepidolite ± tantalum and tin, lithium (elbaite) tourmalines and beryl-columbite.

The Higginsville drill hole database lithology data records numerous pegmatites (12,378 records) have been intersected in previous drilling, but at this stage little is known about their mineralogy or geochemistry. The pegmatite records indicate a maximum down hole pegmatite intersection of 169 m and there are 755 records of pegmatites which are 10 m or more in length down hole.

Only 160 of these pegmatites have associated lithium analytical data. The highest lithium result in pegmatites in the drill hole database is 191 ppm from a pegmatite at the Mt Henry gold deposit.

Lithium analyses recorded in the current drill hole database comprise 17,813 records >0.1 ppm with 727 records of 60 ppm and over and 167 records over 100 ppm with a peak value of 347 ppm.

The Higginsville tenement package offers KAL a significant potential opportunity. The region is well endowed with producing lithium deposits such as Mt Marion and Bald Hill and lithium prospects at an advanced exploration and evaluation stage such as Manna. Other prospects such as Buldania and Dome North are

being actively explored to increase their resource base. The project contains ample evidence of pegmatite intrusive activity and several confirmed LCT pegmatites.

This potential may be quickly realised by a detailed review of known pegmatite groups which appear to have significant size potential, combined with mineralogical and analytical data to assess their prospectivity for lithium. In the Yilgarn, several lithium pegmatite prospects and deposits have evolved from revisiting pegmatites intersected in previous drilling, such as Earl Grey, Kathleen Valley and Mt Ida, and in more recent times by the recognition that any pegmatites intersected in drilling should be regarded as being potentially lithium mineralised, such as at Manna.

Several areas have already been identified in previous work that warrant early investigation by drilling. These include areas with known LCT pegmatite groups such as Spargoville and the Mt Henry-Norseman region.

In addition, the anomalous lithium values recorded in previous drilling may reflect leakage from nearby pegmatites and present as targets to be tested by follow-up by LCT pegmatite focussed drilling programs.

Elsewhere exploration should focus on selected areas based on the LCT pegmatite exploration model such as regions within 10 km of potential source granites (low-calcium suite). One such target area is east and north-northeast of the Buldania pegmatite deposit.

In CSA Global's opinion, the Higginsville Project, offers many short and longer-term options to assess and realise the potential for LCT pegmatites and exploration will therefore need to be carefully planned and prioritised.

Western Australia Pilbara Lithium Assets

The West Australian Pilbara lithium assets are the Marble Bar, DOM's Hill and Pear Creek projects located in the eastern portion of the Archean Pilbara Craton. The Pilbara Craton is well endowed with lithium, tantalum and tin related to LCT type pegmatites with the Wodgina and Pilgangoora pegmatite groups dominating current lithium production in the Pilbara. Wodgina has a resource base of 259 Mt at 1.17% Li_2O (2018) and Pilgangoora a resource base of 305 Mt at 1.1% Li_2O (2022). The closest lithium deposit to the Marble Bar, DOM's Hill and Pear Creek projects, with significant lithium resources, is the Archer deposit with a currently estimated resource base of 18 Mt at 1.0% Li_2O.

KAL has advised that earn-in partner Sociedad Química y Minera de Chile S.A. ("SQM") is funding on-going exploration activity within the Marble Bar and DOM's Hill projects only.

Marble Bar Project

In the Marble Bar project area, the Split Rock Supersuite member, the Moolyella Monzogranite (~2,830 Ma), is regarded as the source granite for the numerous surrounding LCT pegmatites. The Moolyella Monzogranite is interpreted to intrude the western portion of the Mt Edgar Granite Complex as a low angle east dipping sheet or sill. Lithium mineralisation in the form of spodumene, lepidolite and possibly zinnwaldite occur in pegmatites located within an arcuate corridor outboard of the mapped western margin of the Moolyella Monzogranite.

Exploration by previous companies, particularly Sayona Mining Limited (ASX release dated 31 July 2019), identified several lepidolite bearing pegmatites within the Marble Bar tenure (E45/4700) and Kalamazoo Resources Limited (KZR) has re-sampled and confirmed a number of these lepidolite occurrences using RAMAN spectroscopy. More recent exploration by KZR has visually identified lithium in the form of spodumene in several pegmatite exposures, particularly with E45/5970. One spodumene occurrence sampled returned an analysis of 1.81% Li_2O and spodumene confirmed petrographically.

The Marble Bar project is reasonably advanced with identified lepidolite and spodumene mineralised LCT pegmatites. On-going exploration is required to understand the economic potential of these occurrences.

Attachment A – Independent Technical Assessment Report continued

DOM's Hill Project

The focus of previous exploration within the DOM's Hill project has been gold, base metals, and nickel. The DOM's Hill project area is now regarded by KAL as being prospective for LCT pegmatites, largely based on its understanding of the regional geology that there may be unexposed LCT pegmatites.

Recent exploration within the DOM's Hill project directed at lithium has included soil sampling, field reconnaissance to inspect soil anomalies based on a 'Lithium index' using pXRF analyses, limited rock chip sampling and a small RCP drilling program to test areas identified as being of interest based on the pXRF analyses. More recently, the soil samples were analysed using a 4-acid digest technique, which now supersedes the earlier pXRF results. Some positive evidence indicating the potential of the area includes the intersection of pegmatites (although unmineralised) in limited drilling, slightly elevated lithium in soils, which appear to coincide with regional structures, and a rock chip sample with elevated Li, Rb, Cs and Sn. In addition, a small outcrop of Sisters Supersuite monzogranite, which elsewhere in the Pilbara can be spatially associated with LCT pegmatites, occurs nearby, and appears to be the focus of exploration going forward. This granite appears to be emplaced within a regional structure, which also approximately coincides with the anomalous soil trends (60-100 ppm Li) and the anomalous rock chip sample.

The DOM's Hill project is considered an early-stage project, which will likely require extensive exploration to understand the potential or otherwise for LCT pegmatites.

Pear Creek Project

The project area has historically been considered prospective for a range of commodities including gold, nickel, cobalt and base metals but no previous exploration work is known to have been undertaken for lithium. It is not known whether pegmatites exist on the tenements, in part due to the lack of lithium exploration but also as some of the project area is overlain by a thin veneer of younger sedimentary cover.

Based on current knowledge, the Pear Creek project does not meet the basic prospectivity criteria for LCT pegmatites. However, the potential for gold mineralisation needs further consideration.

New South Wales Jingellic and Victorian Tallangatta Projects

The New South Wales Jingellic project and adjacent Victorian Tallangatta project have a combined area of 2,039 km^2. The tenements were acquired based on the permissive geological environment for LCT pegmatites which includes strongly fractionated S-type granites and the presence of LCT pegmatite mineralisation in the region. The tenements cover portions of the S-type granites and adjacent sedimentary rocks. The granites are classified as S-type granites based on their geochemical characteristics and where fractionation data is available, vary from moderately to strongly fractionated. The 'S' in refers to supracrustal and S-type granites are regarded as being derived from the melting of weathered sediments and other crustal rocks. They are peraluminous and typically have an enhanced incompatible element content such as elevated Rb, Li, Cs, Sn and Ta. The S-type granites in the region are further characterised mineralogically by the presence of two micas, muscovite and biotite and in some suites, accessory minerals such tourmaline.

There is clear spatial association of pegmatites hosting tin (Sn) and in some instances tantalum (Ta) and lithium (Li) minerals with the more highly fractionated S-type granites in the region such as the Thologolong Granite. Elsewhere, such as in Ontario, Canada there is a well-documented connection between S-type granites and LCT pegmatites (Selway, Breaks and Tindle, 2005).

The Jingellic and Tallangatta projects are regarded by KAL as an 'early mover' opportunity into an area which recently emerged as a potentially significant LCT pegmatite field. Technically the projects have a sound geological basis on which to base exploration activities.

Exploration Strategy

Kali Metals exploration strategy is summarised as follows:

- An early focus on previously identified advanced or "drill-ready" targets such as those already recorded at Higginsville and Marble Bar. Advanced Projects are defined as containing known LCT mineralised pegmatite occurrences;
- Ongoing field reconnaissance activities such as field mapping, rock chip and soil sampling and regional aircore/reverse circulation (RC) drill programs at early-stage projects, such as Jingellic, Tallangatta and DOM's Hill;
- Infill surface sampling and drilling to vector towards the most promising LCT-pegmatite and base metal targets; and
- Rank, prioritise and drill-out best prospects to effectively evaluate their economic potential.

Technical Risks

A key risk, common to all exploration companies, is that the expected mineralisation may not be present or that it may be too small to warrant commercial exploitation. The projects are early stage, and significant exploration is still required to determine the likelihood of discovery. If a discovery is made, significant work programs are still required to test the potential of that discovery for economic mineral extraction. Such work programs are typically stage-gated with the aim of decreasing uncertainty and risk at each stage towards a decision point whether mining is economically viable. While good potential exists on the projects for discovery, there remains high uncertainty, and therefore high risk. The work programs to be undertaken by the Company are designed to increase certainty and mitigate risks. However, such is the nature of exploration that positive results cannot be guaranteed.

The interpretations and conclusions reached in this report are based on current scientific understanding and the best evidence available to the authors at the time of writing. It is the nature of all scientific conclusions that they are founded on an assessment of probabilities and, however high these probabilities might be, they make no claim for absolute certainty.

The ability of any person to achieve forward-looking production and economic targets is dependent on numerous factors that are beyond CSA Global's control and that CSA Global cannot anticipate. Any of these factors may substantially alter the performance of any exploration operation.

Conclusion

CSA Global has reviewed the exploration programs proposed by the Company and concludes they are appropriate for the styles of mineralisation being targeted and consistent with the exploration potential of the projects. The programs are reasonable given the targets to be tested and operational logistics of exploration activities in the project areas.

The mineral properties and mining rights to be held by the Company are "exploration projects" that are intrinsically speculative in nature. CSA Global considers, however, that the material projects identification and acquisition has been based on sound technical merit. The projects are also considered to be sufficiently prospective, subject to varying degrees of exploration risk, to warrant further exploration and assessment of their economic potential, consistent with the proposed programs.

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1 Introduction

1.1 Context, Scope, and Terms of Reference

ERM Australia Consultants Pty Ltd trading as CSA Global ("CSA Global"), an ERM Group company, was engaged by Kali Metals Ltd ("KAL" or "Kali" or the "Company") to prepare an Independent Technical Assessment Report (ITAR) for use in a prospectus prepared in respect of an initial public offering (IPO) of shares in KAL to be undertaken to facilitate an admission to the official list of the Australian Securities Exchange (ASX).

The ITAR relates to KAL's four lithium projects in Western Australia (WA), one lithium project in New South Wales (NSW) and one lithium project in Victoria (VIC) (the "Lithium Projects" or "Projects").

This ITAR is a summary and review of historical exploration data and reports provided. The funds raised under the prospectus will be used for the purpose of exploration and evaluation of the Lithium Projects.

The ITAR is subject to the Code for the Technical Assessment and Valuation of Mineral and Petroleum Assets and Securities for Independent Expert Reports 2015 ("VALMIN Code"). In preparing this ITAR, CSA Global:

- Adhered to the VALMIN Code.
- Relied on the accuracy and completeness of the data provided to it by KAL, and that KAL made CSA Global aware of all material information in relation to the Projects.
- Relied on KAL's representation that it will hold adequate security of tenure for exploration and assessment of the Projects to proceed. An Independent Solicitor's Report elsewhere in the prospectus provides a detailed discussion of the Company's tenements.
- Required that KAL provide an indemnity to the effect that KAL would compensate CSA Global in respect of preparing the ITAR against any and all losses, claims, damages and liabilities to which CSA Global or its Associates may become subject under any applicable law or otherwise arising from the preparation of the ITAR to the extent that such loss, claim, damage or liability is a direct result of KAL or any of its directors or officers knowingly providing CSA Global with any false or misleading information, or KAL, or its directors or officers knowingly withholding material information.
- Required an indemnity that KAL would compensate CSA Global for any liability relating to any consequential extension of workload through queries, questions, or public hearings arising from the reports.

1.2 Compliance with the VALMIN and JORC Codes

This ITAR has been prepared in accordance with the VALMIN Code[1], which is binding upon Members of the Australian Institute of Geoscientists (AIG) and the Australasian Institute of Mining and Metallurgy, the JORC Code[2] and the rules and guidelines issued by such bodies as the Australian Securities and Investments Commission (ASIC) and ASX that pertain to Independent Expert Reports.

[1] Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets (The VALMIN Code), 2015 Edition, prepared by the VALMIN Committee of the Australasian Institute of Mining and Metallurgy and the Australian Institute of Geoscientists. http://www.valmin.org
[2] Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. The JORC Code, 2012 Edition. Prepared by: The Joint Ore Reserves Committee of The Australasian Institute of Mining and Metallurgy, Australian Institute of Geoscientists and Minerals Council of Australia (JORC). http://www.jorc.org

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1.3 Principal Sources of Information and Reliance on Other Experts

CSA Global has based its review of the Projects on information made available to the principal authors by KAL, along with technical reports prepared by consultants, government agencies and previous tenements holders, and other relevant published and unpublished data.

CSA Global has also relied upon discussions with KAL's management for information contained within this assessment. This ITAR has been based upon information available up to and including 1st November 2023.

CSA Global has endeavoured, by making all reasonable enquiries, to confirm the authenticity, accuracy, and completeness of the technical data upon which this ITAR is based. Unless otherwise stated, information and data contained in this technical report, or used in its preparation, has been provided by KAL in the form of documentation and digital data.

KAL was provided a final draft of this ITAR and requested to identify any material errors or omissions prior to its lodgement.

KAL has warranted to CSA Global that the information provided for preparation of this ITAR correctly represents all material information relevant to the Projects. Full details on the tenements are provided in the Independent Solicitor's Report elsewhere in the Prospectus.

CSA Global has not independently verified the legal status or ownership of the property and mineral rights or any of the underlying agreements. This information should be contained in the Independent Solicitor's Report and the Material Contracts section in the Prospectus.

CSA Global did not undertake a site visit to the majority of the Projects for the purposes of this ITAR. CSA Global has sufficient experience in lithium and did not consider a site visit mandatory to its understanding of the prospectivity of the tenements, based on the quality of the information available. However, a site visit to the Higginsville Project to various prospects was completed.

This ITAR contains statements attributable to third parties. These statements are made or based upon statements made in previous technical reports that are publicly available from either government sources or the ASX. The authors of these reports have not consented to their statements use in this ITAR, and these statements are included in accordance with ASIC Corporations (Consent and Statements) Instrument 2016/72.

1.4 Authors of the Report

The ITAR has been prepared by CSA Global, a part of the ERM Group, which is a privately owned sustainability consultancy. ERM was established in 1971 and now has more than 160 offices in over 40 countries and territories and employs more than 5,000 people around the world. For over 40 years, ERM has been helping its clients to understand and manage their environmental, sustainability, health, safety, risk, and social impacts. With the mining industry facing increasingly complex sustainability challenges, ERM is committed to providing a consistent, professional, and high-quality service to create value for clients.

On 1st April 2023, CSA Global Pty Ltd transitioned all of its contracts to ERM Australia Consultants Pty Ltd. This is a change of legal entity for all CSA Global's contracts, work and people. There are no material changes to personnel of CSA Global. CSA Global will continue to operate as usual providing services under the CSA Global brand.

This ITAR has been prepared by a team of consultants sourced principally from CSA Global's Perth, WA office. The individuals who have provided input to the ITAR have extensive experience in the mining industry and, are members in good standing of appropriate professional institutions. The Consultants preparing this ITAR are specialists in the field of geology and exploration, particularly relating to lithium.

The following individuals, by virtue of their education, experience, and professional association, are considered Competent Persons, as defined in the JORC Code (2012), for this ITAR. The Competent Persons' individual areas of responsibility are presented below:

- Coordinating author - Mr. Ralph Porter (Principal Consultant with CSA Global in Perth, Western Australia) is managing the report and is responsible for the entire report,
- Contributing author – Mr. Max Nind (Principal Consultant, Geology with CSA Global in Perth, Western Australia) is the principal author of the report and is responsible for the entire report,
- Peer reviewer – Mr. Ian Stockton (Associate Partner, Geoscience ANZ with CSA Global in Perth, Western Australia) has reviewed the entire report, and
- Partner in Charge – Mr. Graham Jeffress (Partner, Operations Director Australia with CSA Global in Perth, Western Australia) is responsible for the entire report.

Ralph Porter is a geologist with over 40 years of mineral exploration experience. He is highly experienced in target generation, project evaluation and exploration program implementation for lithium, tantalum, gold, nickel and PGM's. He has a strong understanding of many deposit styles with a particular strength in orogenic gold, epithermal gold and porphyry copper-gold systems, and pegmatite hosted lithium and tantalum. He is credited with the discovery of the Pajingo epithermal gold deposits, North Queensland, Australia and was involved in the early exploration and discovery phases of Thunder Bay North PGM-Ni-Cu deposit, Ontario, Canada.

Max Nind has 30 years' experience in the resources and financial sectors in exploration, mining and corporate management in Australia, New Zealand, Canada, and United States of America. He has extensive knowledge of regional exploration targeting and management; business development; project evaluations; and management of economic studies. He has led multidisciplinary study and exploration teams globally in the search for base metals, gold, bulk commodities, and cobalt.

Ian Stockton is a geologist with over 25 years' experience in the mineral exploration industry ranging from early-stage exploration activities, exploration management, strategy development through to mine development and operations. He has been directly involved in the discovery of several important ore deposits including the Nolans/Sarsfield gold deposits (Ravenswood, Qld), CSA Cu mine extensions (Cobar, NSW), rejuvenation of the Mt Muro Epithermal deposits (Indonesia) and team leader for the Saramacca gold deposit (Suriname).

Graham Jeffress is a geologist with over 30 years' experience in exploration geology and management in Australia, Papua New Guinea, and Indonesia. He has worked in exploration (ranging from grassroots reconnaissance through to brownfields, near-mine, and resource definition), project evaluation and mining in a variety of geological terrains, commodities, and mineralisation styles within Australia and internationally. Mr Jeffress is competent in multidisciplinary exploration, and proficient at undertaking prospect evaluation and all phases of exploration. He has completed numerous independent technical reports (IGR, CPR, QPR) and valuations of mineral assets. Mr Jeffress now coordinates and participates in CSA Global's activities providing expert technical reviews, valuations, and independent reporting services to groups desiring improved understanding of the value, risks and opportunities associated with mineral investment opportunities.

1.5 Independence

Neither CSA Global, nor the authors of this ITAR, has or has had previously, any material interest in KAL or the mineral properties in which KAL has an interest. CSA Global's relationship with KAL is solely one of professional association between client and independent consultant. CSA Global is an independent geological consultancy. Fees are being charged to KAL at a commercial rate for the preparation of this ITAR, the payment of which is not contingent upon the conclusions of the ITAR. The fee for the preparation of this ITAR is approximately A$79,400. No member or employee of CSA Global is, or is intended to be, a director, officer,

or other direct employee of KAL. No member or employee of CSA Global has, or has had, any shareholding in KAL.

1.6 Declarations

1.6.1 Purpose of this Document

This ITAR has been prepared by CSA Global at the request of, and for the sole benefit of KAL. Its purpose is to provide an ITAR of KAL's mineral assets. The ITAR is to be included in its entirety or in summary form within a prospectus to be prepared by KAL, in connection with an IPO. It is not intended to serve any purpose beyond that stated and should not be relied upon for any other purpose.

The statements and opinions contained in this ITAR are given in good faith and in the belief that they are not false or misleading. The conclusions are based on the reference date of 1st November 2023 and could alter over time depending on exploration results, mineral prices, and other relevant market factors. The interpretations and conclusions reached in this Report are based on current scientific understanding and the best evidence available to the authors at the time of writing. It is the nature of all scientific conclusions that they are founded on an assessment of probabilities and, however high these probabilities might be, they make no claim for absolute certainty.

1.6.2 Competent Person's Statement

The exploration results in this ITAR have been prepared and reported in accordance with the JORC Code (2012). The information in this ITAR that relates to Technical Assessment of the Mineral Assets or Exploration Results is based on information compiled and conclusions derived by Mr. Ralph Porter and Mr. Max Nind, Competent Person's, who are Members of the Australian Institute of Geoscientists. Mr. Porter and Mr. Nind are employed by CSA Global and have no conflict of interest in relation to this ITAR.

Mr. Porter and Mr. Nind have sufficient experience that is relevant to the Technical Assessment of the Mineral Assets under consideration, the style of mineralisation and types of deposit under consideration and to the activity being undertaken to qualify as a Practitioner as defined in the 2015 Edition of the "Australasian Code for Public Reporting of Technical Assessments and Valuations of Mineral Assets", and as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr. Porter and Mr. Nind consent to the inclusion in the ITAR of the matters and the supporting information based on his information in the form and context in which it appears.

1.7 About this Report

This ITAR describes the prospectivity of the Company's mineral assets in Western Australia, New South Wales, and Victoria. The geology and mineralisation for the project areas is discussed, as well as the historical exploration work done, and results obtained from this work, to provide a view of prospectivity. Maps of all the tenement areas are presented. No valuation has been requested or completed for the Lithium Projects.

2 Overview of the Company

The Company holds four lithium projects in Western Australia (WA), one lithium project in New South Wales (NSW) and one lithium project in Victoria (VIC) (Figure 1).

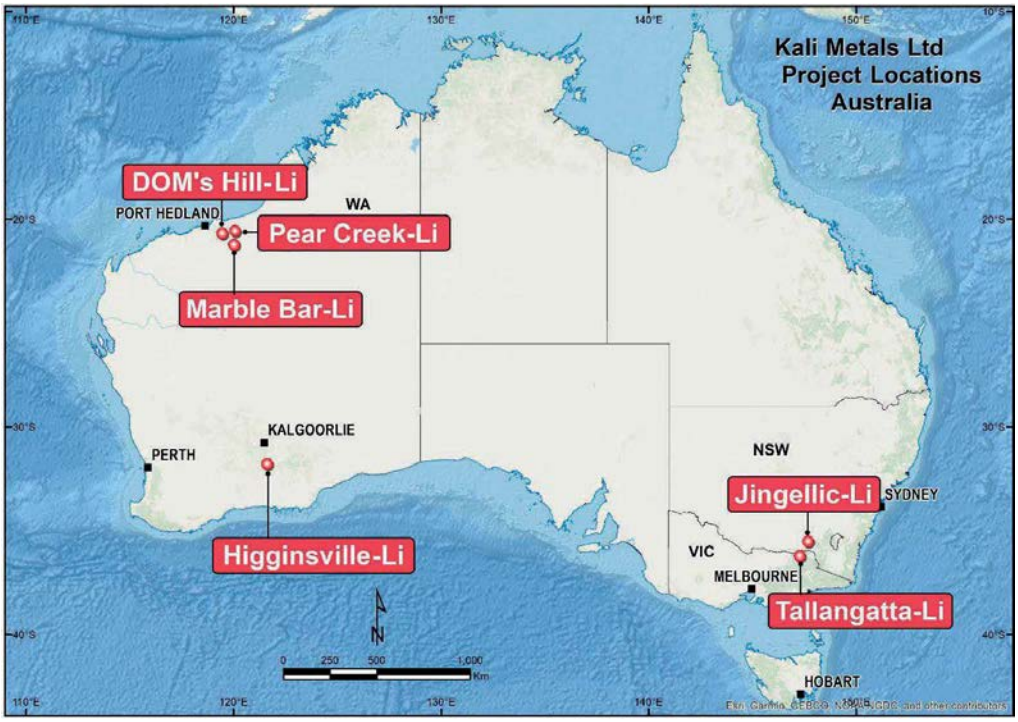

Figure 1: Location of KAL Metal's Portfolio of Lithium and Critical Mineral Projects
Source: CSA Global

KAL aims to be a leading Australian critical minerals explorer with significant ground holdings or mineral rights prospective for lithium. The Company's extensive exploration portfolio is within the vicinity of world class lithium mines and deposits in the Eastern Goldfields (1,695 km^2) and Pilbara (310 km^2) regions of WA and also includes prospective green fields lithium exploration projects in the Lachlan Fold Belt of Eastern Australia (2,039 km^2).

KAL's lithium exploration tenure comprises:

- KAL has entered into a Share Sale Agreement with Karora Resources Inc. (TSX: KRR) (OTCQX: KRRGF) where KAL will acquire all of the share capital in Karora (Lithium) Pty Ltd which will hold the Higginsville Lithium Rights for KRR's Higginsville gold tenement package (1,695 km^2) located south of Kalgoorlie in the Eastern Goldfields, WA.
- Kalamazoo Resources Limited's (ASX: KZR) Marble Bar, DOM's Hill and Pear Creek Lithium Projects in the Pilbara, WA (310 km^2) with exploration across two of these lithium projects currently being undertaken that will be assigned to KAL pursuant to an Earn-in Agreement with major Chilean lithium producer Sociedad Química y Minera de Chile S.A. ("SQM") (NYSE: SQM).
- The Jingellic and Tallangatta Lithium Projects (2,039 km^2) located in the Lachlan Fold Belt in New South Wales (NSW) and Victoria (VIC), apart from EL8958 held by Mining and Energy Group Pty Ltd (MEG). KAL

Attachment A – Independent Technical Assessment Report continued

has entered into an option agreement with MEG to acquire the tin-tungsten and lithium-caesium-tanatlum rights across EL8958.

KAL has indicated to CSA Global that after listing its primary exploration focus will be on the lithium prospectivity of the Higginsville Project in the Eastern Goldfields, and Jingellic and Tallangatta Lithium Projects in New South Wales and Victoria, respectively.

Yilgarn Lithium, WA

The Higginsville project is located within the Eastern Goldfields, WA, a leading hard-rock lithium region containing major mines and deposits including:

- Mt Marion lithium mine - Indicated and Inferred Pegmatite Mineral Resources of 51.4 Mt @ 1.45% Li_2O reported at a 0.5% Li_2O cut-off (Mineral Resources ASX release dated 7 October 2022).
- Bald Hill lithium mine - Indicated and Inferred Mineral Resources of 26.5 Mt @ 0.96% Li_2O reported at a 0.3% Li_2O cut-off (Tawana Resources ASX release dated 6 June 2018).
- Dome North lithium deposit - Indicated and Inferred Mineral Resources of 11 .2Mt @ 1.16% Li_2O reported at a 0.3% Li_2O cut-off (Essential Metals ASX release dated 20 December 2022).
- Buldania lithium deposit - Indicated and Inferred Mineral Resources of 15 Mt @ 1.0% Li_2O reported at a 0.5% Li_2O cut-off (Liontown Resources ASX release dated 8 November 2019).
- Manna lithium deposit - Indicated and Inferred Mineral Resources of 32.7 Mt @ 1.0% Li_2O reported at a 0.6% Li_2O cut-off (Global Lithium ASX release dated 15 December 2022).

Within the Higginsville Project area, highly prospective lithium targets have already been identified from outcrop and historical reports at Spargos, Mt Dean, Mt Henry, Buldania North and East, and Chalice prospects.

Pilbara Lithium, WA

The Marble Bar project is located along the margin of the Moolyella tin and tantalum alluvial field and contains numerous local occurrences of mapped lithium-enriched pegmatites. Located approximately 25 km to the north is the Archer lithium deposit with a reported Inferred Resource of 18 Mt @ 1.0% Li_2O at a cut-off of 0.45% Li_2O (Global Lithium ASX release dated 15 December 2022), also on the margin of the Moolyella tin and tantalum field. Recent mapping and surface sampling at the Marble Bar project, has discovered outcropping spodumene-bearing pegmatite dykes with associated rock chip samples returning assays up to 2.8% Li_2O.

The DOM's Hill project, East Pilbara WA, is an early-stage exploration project that covers a significant strike extent of Archaean granite-greenstone contact zone. It is located approximately 70 km to the northeast of the world class Pilgangoora lithium mine – Measured, Indicated and Inferred Mineral Resources of 305 Mt @ 1.1% Li_2O reported at a 0.2% Li_2O cut-off (Pilbara Minerals ASX release dated 13 October 2022) and 98 km from the Wodgina lithium mine - Indicated and Inferred Pegmatite Mineral Resources of 236.9 Mt at 1.19% Li_2O reported at a 0.5% Li_2O cut-off (Mineral Resources ASX release dated 7 October 2022). There are some indications at DOM's Hill, from rock and soil geochemical sampling, that lithium bearing pegmatites may be present in the Project, but unexposed. The potential for DOM's Hill to host Lithium-Caesium-Tantalum ("LCT") pegmatites still needs to be confirmed.

The Marble Bar and DOM's Hill projects form part of an exploration earn-in agreement originally between KZR and SQM. SQM has been granted the right to earn an initial 30% interest (to a maximum of 70%) in all mineral rights at the DOM's Hill and Marble Bar projects, by sole funding a minimum of A$12 million of exploration and development activities over the next four years. SQM is one of the world's leading lithium producers with its main asset in Australia being its 50% joint venture interest in the Mt. Holland Lithium project, WA.

The Pear Creek project has no prior exploration for lithium and it is not known whether pegmatites exist on the tenements. This may be partly explained by some of the project area being overlain by a thin veneer of younger sedimentary cover. At present, the project is not considered prospective for LCT pegmatites, as it is not located within 10 km of a source granite, no LCT mineral occurrences are nearby, and there are no further exploration data to support the presence of pegmatites or potential for lithium mineralisation.

Lachlan Fold Belt Lithium Projects, NSW/VIC

The Jingellic and Tallangatta projects are an "early mover" exploration concept covering geology considered highly prospective for both LCT-pegmatites, as well as hard-rock tin mineralisation. Both projects host highly fractionated S-type granites and related pegmatite dykes that are closely associated in the region with numerous alluvial and hard rock tin-tungsten and tantalum occurrences and mine workings. These are all critical, favourable features of the LCT-pegmatite exploration model. Additionally, both projects lie within the extension of the same Lachlan Fold Belt geology that hosts known LCT mineralisation (including spodumene) at the Dorchap LCT Pegmatite project, located nearby in NE Victoria as reported by Dart Mining NL (ASX: DTM).

3 Deposit Types

3.1 Lithium-caesium-tantalum (LCT) Pegmatites

3.1.1 Lithium Market

Lithium (symbol Li) is the third and lightest metal on the periodic table and does not occur in its elemental state in nature, but as lithium minerals or salts. These minerals and salts are mined either from LCT pegmatite or salars/continental brine deposits which are then converted to a variety of lithium chemicals, including lithium carbonate (Li_2CO_3) and lithium hydroxide (LiOH). Other potential future sources of lithium include sediment-hosted evaporite deposits that contain hectorite/smectite clays or jadarite mineralisation and are often associated with boron mineralisation, and geothermal and oil field brines. Figure 2 shows the distribution of the global lithium endowment by deposit type. Currently, all lithium production is from either salars or pegmatites ("Conventional minerals" in Figure 2).

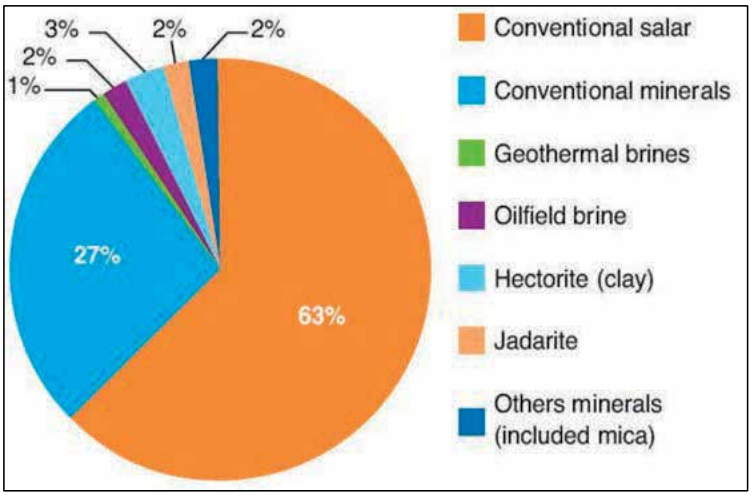

Figure 2: Global lithium reserves by deposit type
Source : www.ifpenergiesnouvelles.com/article/what-level-criticality-lithium-electrification-global-automobile-fleet

Lithium's original applications were medicinal and then demand increased during World War II when the need for high temperature greases and soaps became more widespread. At the same time, its use also became critical in the development of nuclear fusion weapons. Post-World War II applications that became increasingly important included its use in the aluminium industry and glass and ceramic industries. Currently, lithium is used primarily in lithium-ion batteries, glass and ceramics, greases, and air purification (Figure 3).

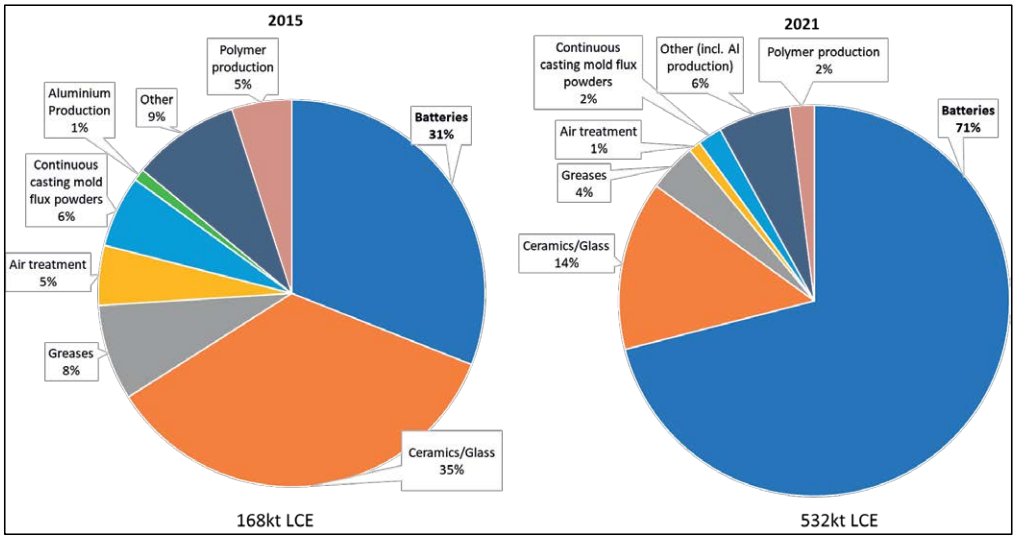

Figure 3: Comparison of lithium applications and consumption between 2015 and 2021
Source: USGS (2015, 2022)

Commercially, spodumene ($LiAl(Si_2O_6)$) and petalite ($LiAl(Si_4O_{10})$) are the two most important minerals (Table 1) mined from LCT pegmatites and lithium carbonate which is produced from brine/salar deposits. Spodumene concentrates are largely used in the battery industry whereas petalite, as well as some of the spodumene production, is mostly utilised in the glass and ceramics industry.

Table 1: Chemical composition and density of main lithium minerals associated with pegmatites

Mineral	Chemical composition	Maximum* Li % (calculated)	Maximum* Li_2O % (calculated)	Density range g/cm^3 (average)
Lepidolite	$K_2(Li,Al)_{5-6}(Si_{6-7}Al_{2-1}O_{20})(OH,F)_4$	1.39–3.6	3–7.9	2.8–2.9 (2.84)
Petalite	$LiAl(Si_4O_{10})$	1.6–2.27	3.4–4.9	2.39–2.46 (2.42)
Amblygonite-Montebrasite	$(Li,Na)Al(PO_4)(F,OH)$ - $LiAl(PO_4)(F,OH)$	3.4–4.7	7.4–10.2	3.0
Hectorite	$Na_{0.3}(Mg,Li)_3Si_4O_{10}(OH)_2$	0.54	1.17	2–3 (2.5)
Spodumene	$LiAl(Si_2O_6)$	3.7	8.0	3.15
Eucryptite	$LiAl(SiO_4)$	2.1–5.5	4.5–11.8	2.67
Lithiophilite-Triphylite	$LiMnPO_4$ – $LiFePO_4$	4.4	9.53	3.34–3.5
Zinnwaldite	$K(Al,Fe,Li)_3(Si,Al)_4O_{10}(OH)F$	1.59	3.42	2.9–3.1 (3.0)
Cookeite (alteration product of spodumene or petalite)	$LiAl_4(Si_3Al)O_{10}(OH)_8$	1.33	2.86	2.67

**Note that the actual lithium concentrations presented represent maximum theoretical lithium content and may be lower due to natural variations in the mineral chemistry.*
Conversion factor from Li % to Li_2O % = Li % x 2.153.
Source: www.webmineral.com; BGS, 2016

Global lithium production has been steadily increasing over the last 16 years to about 458 kt lithium carbonate equivalent (LCE) (and excludes US production) in 2019, decreasing in 2020 to 437 kt LCE resulting from oversupply and resultant price drops, conversion capacity issues and the impact of COVID-19. However, the upward trend resumed in 2021, which saw a record production of 532 kt LCE (USGS, 2022a) and lithium prices reaching all-time highs driven by demand for lithium-ion batteries. Over the last six years, the market share of lithium-ion batteries has increased from 32% in 2015 to 70% in 2021 and this trend is set to continue with the forecast increased market penetration of electric vehicles (EVs) into automobile sales (over the same period, the lithium production trebled more or less in line with demand) (Figure 3).

Attachment A – Independent Technical Assessment Report continued

According to Benchmark Minerals, the demand for EVs and batteries *"is growing twice as fast as lithium can be produced"* with demand forecast to grow at a rate of 20% for this decade (Benchmark, 2021) and the lithium market forecast to move into a deficit from this year (2022) (Figure 4).[3] One of the consequences of this is increasing price volatility over the short term (Figure 5).[4]

The spodumene concentrates from the Australian pegmatites accounted for 48% of global production in 2020 and rose to 55% in 2021. Over the same period, production from the South American brines has remained steady at 32%. Going forward, the production from the rest of the world is forecast to become increasingly significant (Figure 4; USGS, 2022a).

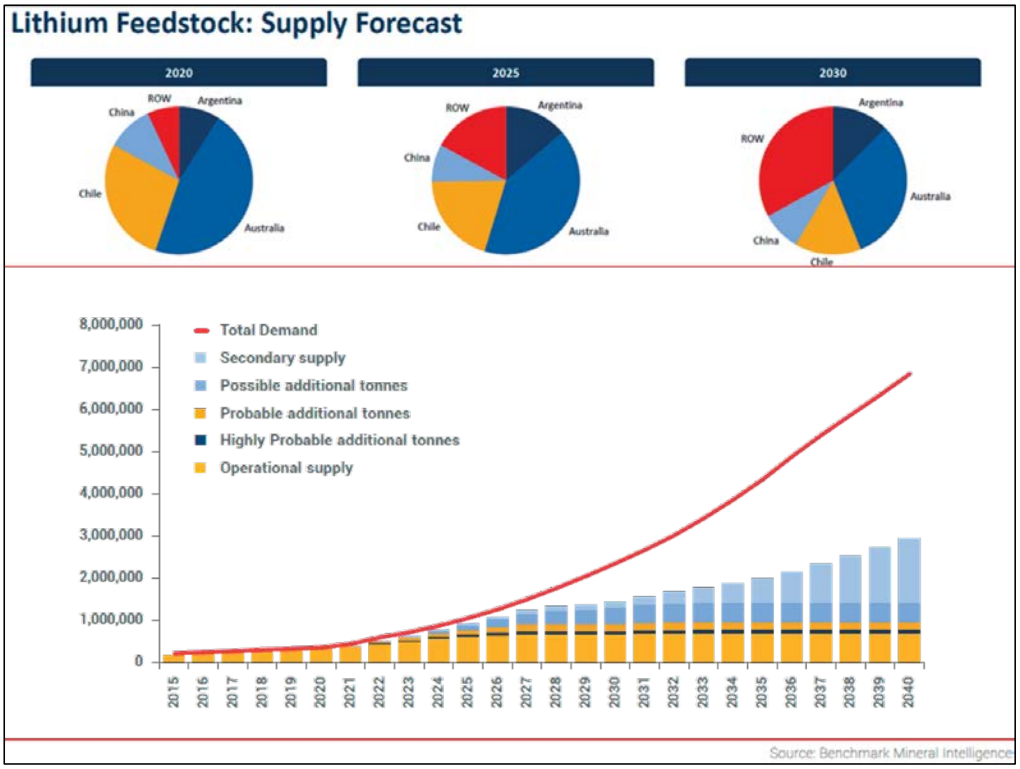

Figure 4: Current and future lithium supply by geography (top) and deposit type (bottom)
Source: www.benchmarkminerals.com

[3] www.evreporter.com/lithium-market-might-go-into-deficit-from-2022/
[4] www.morningbrew.com/emerging-tech/stories/2021/12/13/a-lithium-shortage-is-coming-and-automakers-might-be-unprepared

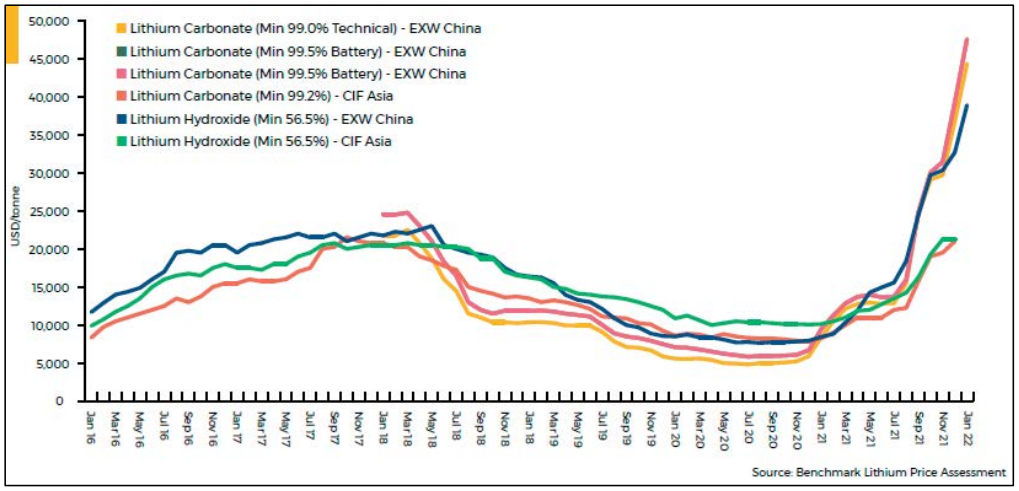

Figure 5: Lithium carbonate prices trend from 2016 through January 2022
Source: Benchmark Minerals

As a result of this forecast demand, explorers and miners have been looking beyond traditional lithium geographies, with lithium exploration focused on North America, Africa, and Europe. There has also been an increased focus on non-traditional mineral types, like amblygonite/montebrasite and lepidolite and deposit types such as sediment-hosted evaporite deposits (e.g. Rio Tinto's Jadar project) and geothermal and oil field brines. Interest in battery recycling has also been on the increase. In addition to this, many EV manufacturers are looking vertically integrate their supply chains and get directly involved in the exploration and mining process to secure supply (e.g. Tesla).[5] Another significant trend that is on the increase in lithium mining (and all mining in general) is the importance of environmental and social governance (ESG).

Lithium minerals are priced and sold based on the lithium oxide (Li_2O) content of the mineral concentrate as well as the deleterious elements specified by the end-user, which include but not limited to iron, phosphorous or fluorine. Although spot pricing is often seen quoted in the media, pricing is generally rather opaque as miners usually enter into long-term agreements with the chemical convertors.

The global lithium industry is dominated by a few major mining companies with Albermale, SQM, Ganfeng, Tianqi and Livent accounting for approximately 75% of the global lithium supply (Figure 6). Majority of the conversion/refining and battery cell capacity currently resides in China, while battery assembly largely takes place in Japan and South Korea.[6] However, with strong forecast demand from lithium-ion batteries for EVs and storage applications, there are looming lithium supply, chemical conversion and battery manufacturing capacity issues and increasing pressure to make supply chains more ESG compliant. As a result, many manufacturers are looking at expanding capacity in the USA and Europe (closer to the original equipment manufacturers and auto manufacturers) as well as the traditional centres of China, Japan, and South Korea.

[5] www.ft.com/content/b13f316f-ed85-4c5f-b1cf-61b45814b4ee
[6] www.bloomberg.com

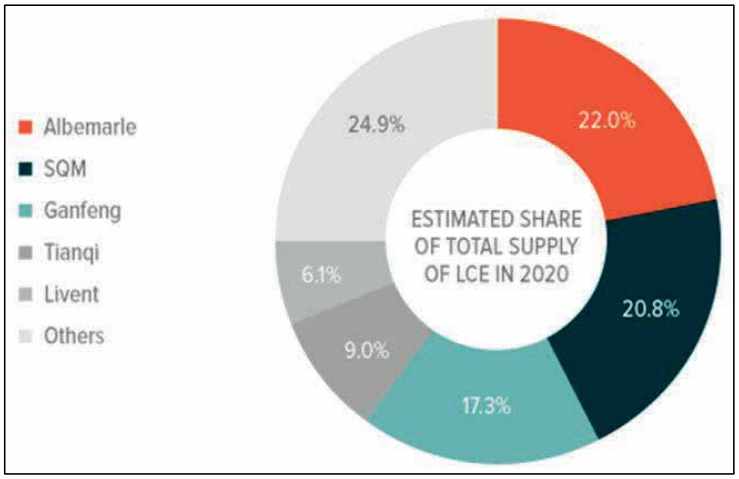

Figure 6: Global lithium supply by company
Source: RK Equity and www.globalxetfs.com/four-companies-leading-the-rise-of-lithium-battery-technology/

3.1.2 LCT Pegmatites and Associated Mineralisation

A pegmatite is defined as *"an essentially igneous rock, commonly of granitic composition, that is distinguished from other igneous rocks by its extremely coarse but variable grain size or by an abundance of crystals with skeletal, graphic, or other strongly directional growth habits. Pegmatites occur as sharply bounded homogenous to zoned bodies within igneous or metamorphic host rocks"* (London, 2008).

The main rock forming minerals in a granitic pegmatite include feldspar, mica (muscovite and biotite), and quartz. Other minerals may occur in economic concentrations and include, but not limited, to various lithium minerals (Table 1), beryl, tourmaline, cassiterite, columbite-tantalite, pyrochlore-microlite (Table 2), topaz, garnet, and various rare-earth minerals.

Table 2: Summary of chemical composition and density of the main tantalum minerals associated with pegmatites

Mineral		Chemical composition	Ta % (Ta_2O_5 %)	Nb % (Nb_2O_5 %)	Sn % (SnO_2 %)	Density range (average)
Solid solution series $(Mn,Fe)(Ta,Nb)_2O_6$	Columbite	$(Mn,Fe)Nb_2O_6$		55.03 (78.72)		5.3–7.3 (6.3)
	Tantalite	$(Mn,Fe)Ta_2O_6$	70.44 (86.02)			8.2
Solid solution series $((Na,Ca)_2(Ta,Nb)_2O_6(OH,F))$	Pyrochlore	$(Na,Ca)_2Nb_2O_6(OH,F)$		52.51 (75.12)		4.2–6.4 (5.3)
	Microlite	$(Na,Ca)_2Ta_2O_6(OH,F)$	68.41 (83.53)			4.2–6.4 (5.3)
Wodginite		$Mn^{2+}(Sn,Ta)(Ta,Nb)_2O_8$	56.99 (69.58)	5.85 (8.37)	7.48 (9.49)	7.19–7.36 (7.27)
Cassiterite		SnO_2			78.77 (100)	6.8–7.0 (6.9)

**Note that the solid solution series of columbite-tantalite and pyrochlore-microlite occur as mixed oxides with variable tantalum and niobium contents and that end member compositions are shown.*

Conversion factor from Ta % to Ta_2O_5 % = Ta % x 1.2211; from Nb% to Nb_2O_5 % = Nb % x 1.4305; and from Sn % to SnO_2 % = Sn % x 1.2696.

Source: www.webmineral.com; London, 2008

Pegmatites are classified according to several geological, textural, mineralogical, and geochemical parameters and the accepted classification scheme is discussed below.

Pegmatites are broadly divided into five classes, namely abyssal, muscovite, muscovite-rare-element, rare-element and miarolitic classes, based predominantly on mineralogical and textural characteristics, the pressure and temperature conditions of pegmatite formation, and to a limited degree, the metamorphic grade of their host rocks (Table 3). The rare-element class is of most relevance to lithium, and cassiterite and tantalum mineralisation.

Table 3: Pegmatite classification scheme of Černy and Ercit (2005)
to illustrate the correlation between pegmatite classes and *families*

Class	Subclass	Type	Subtype	Family
Abyssal	HREE			NYF
	LREE			
	U			NYF
	Bbe			LCT
Muscovite				
Muscovite-rare element	REE			NYF
	Li			LCT
Rare element	REE	Allanite-monazite Euxenite Gadolinite		NYF
	Li	Beryl	**Beryl-columbite** Beryl-columbite-phosphate	LCT
		Complex	**Spodumene** Petalite **Lepidolite** Elbaite **Amblygonite**	
		Albite **Albite-spodumene**		
Miarolitic	REE	Topaz-beryl Gadolinite-fergusonite		NYF
	Li	Beryl-topaz Spodumene Petalite Lepidolite		LCT

*Note: The pegmatite types in **bold** are those known to occur within the project areas.*

The rare element class is further subdivided into subclasses, types, and subtypes based on geochemistry, mineral chemistry, and mineral assemblages.

Three broad pegmatite families are recognised based on petrological, paragenetic and geochemical (i.e. composition) data:

- Lithium-caesium-tantalum (LCT).
- Niobium-yttrium-fluorine (NYF).
- Mixed LCT-NYF families.

The rare element LCT pegmatite subclass is host to the lithium mineralisation and includes the Complex Spodumene/Petalite, Complex Lepidolite and Albite-Spodumene type pegmatites. Other subtypes of less relevance are the Rare Earth, Beryl and Albite pegmatites.

Pegmatites may be unfractionated to weakly fractionated simple or common pegmatites with little internal zoning, strongly to extremely fractionated complex zoned pegmatites or largely homogenous pegmatites.

The more highly fractionated Complex, Lepidolite and Albite Spodumene pegmatites contain potentially economic concentrations of rare elements (including lithium, tantalum, niobium, tin, and beryllium) and their classification based in the main lithium mineral(s) associated with the pegmatite(s) as listed in Table 1.

Pegmatites often occur as a combination or hybrids of the subtypes listed with one or two of the key minerals dominating over the others.

Rare-element pegmatites are often intruded into metamorphic supracrustal rocks (e.g. greenstone belts) comprising mafic volcanics, and igneous equivalents, and often intercalated with sedimentary rocks, where peak metamorphic conditions attained are usually upper greenschist to amphibolite facies (London, 2008). The pegmatites intrusions are emplaced at mid-crustal levels late during orogenesis and are controlled by existing faults, fractures, foliation, and bedding in country rocks (Duuring, 2020). Pegmatites often form a series separate to semi-contiguous en echelon and crosscutting bodies, with sub-horizontal to vertical dips, intruded along extensional fracture sets (Figure 7).

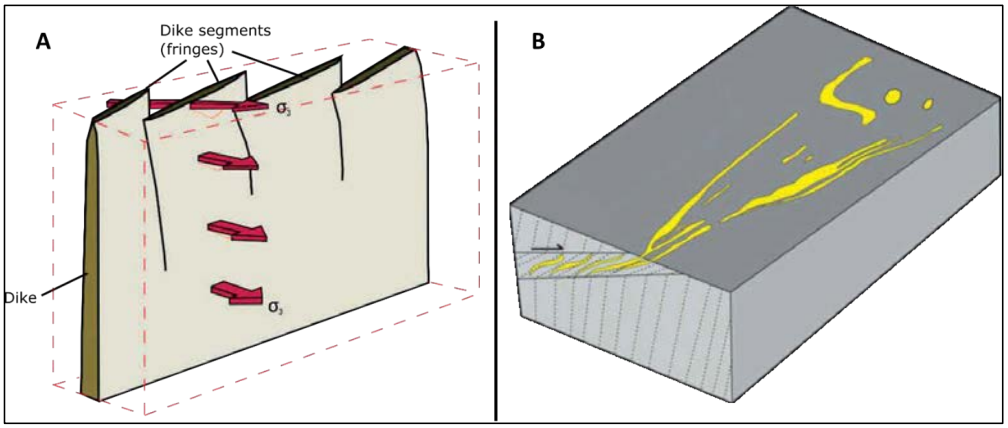

Figure 7: Sketches showing the shapes of (A) vertical en-echelon series of intrusions which are joined at depth (Fossen, 2010) and (B) a more shallowly dipping series of veins exposed and surface, with blind intrusions at depth (source: unknown)

LCT pegmatites are considered the products of extreme fractional crystallisation of S-type granites, derived from melting of metasedimentary rocks in continental collision zones (Černy and Ercit, 2005) and are often spatially and temporally associated with S-type granites. An alternate process proposed for pegmatite generation is by direct melting of rocks with the appropriate composition (e.g. metasedimentary rocks with evaporite sequences: Simmons and Webber, 2008; London, 2008, 2018) (Duuring, 2020).

Most pegmatites occur in swarms or pegmatite fields and occupy areas ranging from tens to hundreds of square kilometres; they may be associated with a discrete granite source around which they are distributed, from the least fractionated granite to the most highly evolved pegmatites which are generally the most distal pegmatites from the granite source (London, 2008; Černy and Ercit, 2005). The relationship between rare-element pegmatites and their cogenetic granite is illustrated in Figure 8.

However, parental granites are not always apparent or present as they may lie, unexposed, several kilometres below the supracrustal rocks, which are host to the pegmatites. With increasing fractionation, there is also often an increase in the complexity of the internal pegmatite zonation. The most highly evolved distal pegmatites are usually the most complexly zoned and associated with potentially economic concentrations of the elements and associated minerals described above.

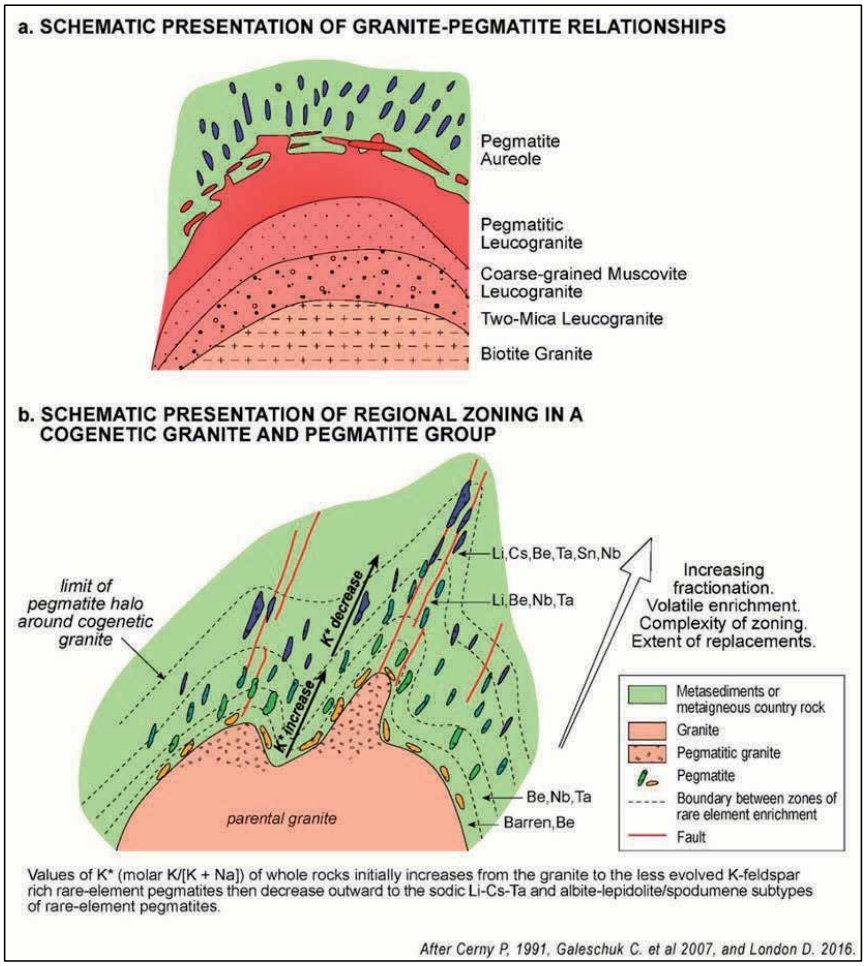

Figure 8: *Idealised schematic model in profile showing the regional zonation in a pegmatite field around a parental granite intrusion*

Note: The rare-element suites of the most enriched pegmatites in each zone are indicated with the most prospective pegmatites located in distal areas compared to parental granite. Source: Schulz et al. (2017)

Pegmatites may vary from a few metres to hundreds of metres (and sometimes >1 km) in length with variable widths ranging from <1 m to tens of metres (or even hundreds of metres in some rare examples) and may have simple to complex internal structure. Cameron et al. (1949) identified nine different internal units within a complex-type pegmatite based on differences in mineral assemblage, modes, and textures which may or may not be present and/or continuous in a given pegmatite. These are summarised as follows (see also Figure 9):

1. Zones of primary crystallisation forming more or less concentric shells (asymmetric zonation also common), complete or incomplete, from the margin inwards:
   a. Border zone.
   b. Wall zone.
   c. Four intermediate zones (outer, middle, inner and core margin).

d. Core zone.
With progressive crystallisation from the margin to the core, these zones usually display increasing grain size, decreasing number of rock-forming minerals, increasing number of accessory minerals and a change in texture from granitic or aplitic through graphic or heterogeneous in the border, wall and intermediate zones to blocky and coarse-grained monomineralic in the core (Černy, 1991).

2. Replacement bodies that form at the expense of pre-existing units with or without lithologic and/or structural control and are often difficult to identify as such. Their effects range from selective replacement of individual mineral species (e.g. micas after beryl or topaz), through to pervasive, yet diffuse, assemblages replacing the primary minerals of an entire zone (e.g. albite and lithium-mica after K-feldspar), to mappable, massive metasomatic units replacing the bulk of the primary assemblage in pre-existing unit(s) (e.g. massive lepidolite units and saccharoidal or platy albite (cleavelandite) units) (Černy, 1991).
3. Fracture fillings that may be associated with primary zones or replacement units and are structurally controlled. These units are easily identified and generally insignificant. They are usually quartz-filled fractures emanating from the core and crosscutting the intermediate zones.

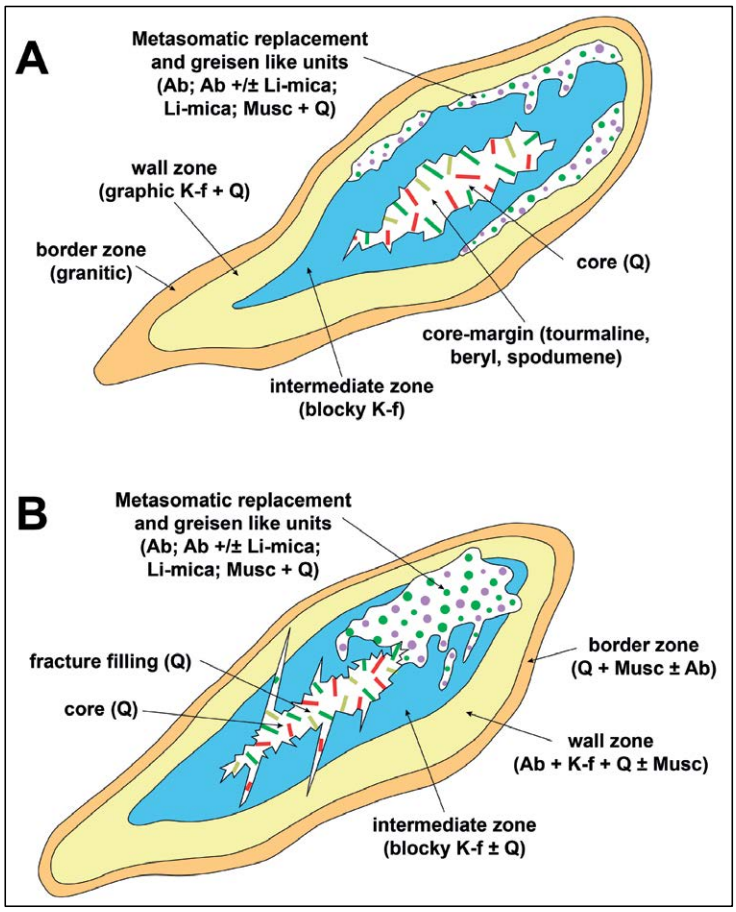

Figure 9: *Schematic cross-section of the internal structure of zoned pegmatites*
Source: after Černý, 1991

The albite-spodumene type of pegmatites are characterised by a general absence of a systematic internal zonation, although the textures associated with certain zones described are recognised and aplite zones are common in the footwall and distributed within the pegmatite.

The P-T conditions under which the pegmatites intruded usually determines the lithium phases that are present in a pegmatite, i.e. petalite vs spodumene. However, the presence of fluorine in the pegmatite melts results in the formation of lepidolite as the main lithium mineral phase, and other lithium minerals like spodumene, petalite and amblygonite as a minor phase and/or replaced by late-stage lepidolite.

The economic mineralisation associated with pegmatites is usually associated with the intermediate and core margin and core zones and comprises mainly lithium in spodumene, petalite and lepidolite, rubidium in K-feldspar and caesium in pollucite. Tantalum mineralisation is mostly concentrated within the intermediate and albite zones (Schulz et al., 2017). Late-stage replacement bodies comprising albite and lepidolite or muscovite may also contain economic tantalum-niobium, lithium, tin, and beryllium mineralisation.

Columbo-tantalite mineralisation is present in various deposit types including both NYF and LCT pegmatites, carbonatite complexes and peralkaline complexes, as well as secondary deposits associated with the weathering of these primary deposits.

There is a broad range in tantalum and niobium contents of the columbo-tantalite and pyrochlore-microlite minerals and the LCT pegmatites are considered more prospective for tantalum as these minerals tend to have higher tantalum compositions and concentrations. However, columbo-tantalite minerals within LCT pegmatites can have a broad range of tantalum contents and the presence of LCT pegmatites does not imply columbo-tantalite concentrates will necessarily have high tantalum contents. In LCT pegmatites, the columbo-tantalite minerals tend to be preferentially concentrated in zones rich in albite or lithium-rich micas (e.g. lepidolite), and associated with beryl, phosphates, lithium aluminosilicates (e.g. petalite and spodumene), zircon, topaz, fluorite, and tourmaline (London, 2008). Late-stage lithium-rich mica greisens may also contain elevated columbo-tantalite mineralisation. Cassiterite may also be present in pegmatites, often in albite-spodumene types or as late-stage greisen replacement.

3.1.3 Exploration Model for Economic LCT Pegmatites

The generally accepted key features of the model for the development of economic LCT pegmatites include:

- A ‘fertile’ source or parent granite is required – these are typically peraluminous granitic melts derived from crustal rocks which contain elevated elements reflected in the final LCT pegmatites- such as Li, Be, Rb, Cs, Nb, Ta, Sn.
- The granite melt fractionates which means the incompatible elements i.e. the elements that do not easily fit into early crystallising phases or prevent crystallisation accumulate in the residual evolving granitic melt. These include incompatible elements such as Rb, Cs, Nb, Ta and Sn and other components, sometimes described as volatiles or fluxes such as Li, H_2O, B, P and F. The volatile or fluxing components prevent the early crystallisation of the residual melt phases and allow the melt to continue evolving as it moves outward from the source granite.
- Eventually the evolved melts cool sufficiently to form mineralised LCT pegmatites.
- The mineralised pegmatites exploited for lithium are typically emplaced in greenstone belt rocks or older granite/gneiss rocks, with their emplacement focussed within large regional and subsidiary structures up to 10 km away from the parent granite.

The generalised model is illustrated in Figure 8.

Key features of large economic LCT pegmatites in Western Australia are:

- They are typically located within major shear or fault zones.
- Hosted by greenstone belt rocks at upper greenschist to amphibolite metamorphic facies.

- Terranes hosting large economic deposits commonly contain numerous LCT pegmatite occurrences which are too small to exploit but are important indicators of the regional endowment and potential for larger pegmatites.
- A source or parent granite may or not be identifiable, as these may be formed several kilometres below the greenstone belt rocks.

The Higginsville Lithium Project is considered highly prospective because it contains the key features and indicators for LCT pegmatites.

3.1.4 Lithium Mineral Processing

Lithium minerals such as spodumene and petalite are generally separated from other pegmatite minerals by flotation and gravity separation methods. Hand sorting may be used for very coarse-grained lithium minerals. Low intensity magnetic separation can be used to remove tramp iron (from grinding balls), while paramagnetic minerals such as tourmaline or garnet may be removed using high-intensity magnetic separators (Garrett, 2004).

Downstream processing lithium mineral concentrates may follow several routes. Typically, to extract lithium from spodumene, the crystal structure of spodumene must be converted from the naturally occurring monoclinic α-form to the tetragonal β-form by roasting to about 1,000°C. This makes the spodumene amenable to leaching with sulphuric acid, which forms soluble lithium sulphate, from which lithium carbonate may be precipitated using soda ash.

An evaluation of lithium mineral processing for any specific project should address the following points:

- What minerals are present in the mineralised rock – if there are several lithium minerals, can they be recovered and processed economically?
- How pure are the lithium minerals? For example, there could be small quartz intergrowths that reduce concentrate purity, as with spodumene quartz intergrowths, which typically forms as a replacement of petalite (Figure 10).
- What liberation methods may be applied, e.g. gravity, flotation and cleaning to produce concentrates of acceptable size distribution and purity?
- How does the liberation grind size affect other minerals such as niobium-tantalum minerals that may also be of potential economic interest?

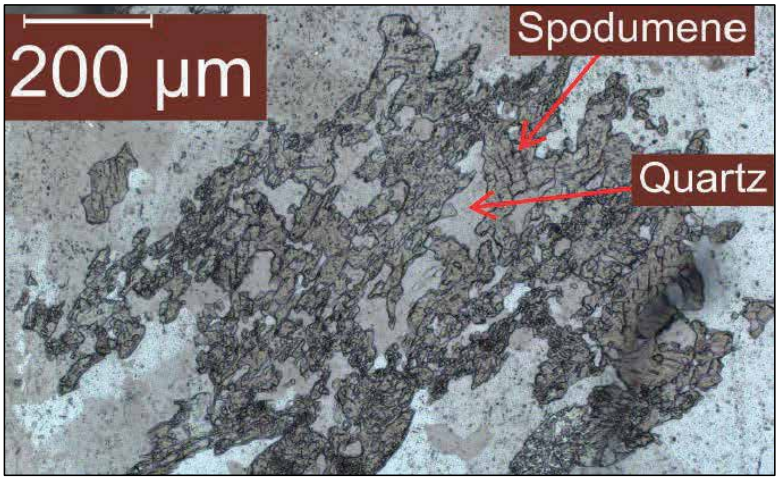

Figure 10: Spodumene-quartz intergrowth seen in thin section
Source: Scogings et al. (2016)

3.1.5 Lithium Deposit Sizes

Pegmatite-hosted lithium deposits range in size from a few million tonnes to hundreds of millions of tonnes and grades range from approximately 0.5% to 2% Li_2O and tantalite and/or cassiterite are often mined as by-products (Figure 11).

KAL's Lithium Projects target pegmatite-hosted lithium and tin and/or columbo-tantalite mineralisation potentially secondary or residual columbo-tantalite deposits associated with the weathering and erosion of these pegmatites as well as tailings dumps associated with the historical mining activities in the area.

CSA Global is of the opinion that the rare-element LCT pegmatite style mineralisation model is appropriate for KAL's Lithium Projects, based on available geological and exploration data.

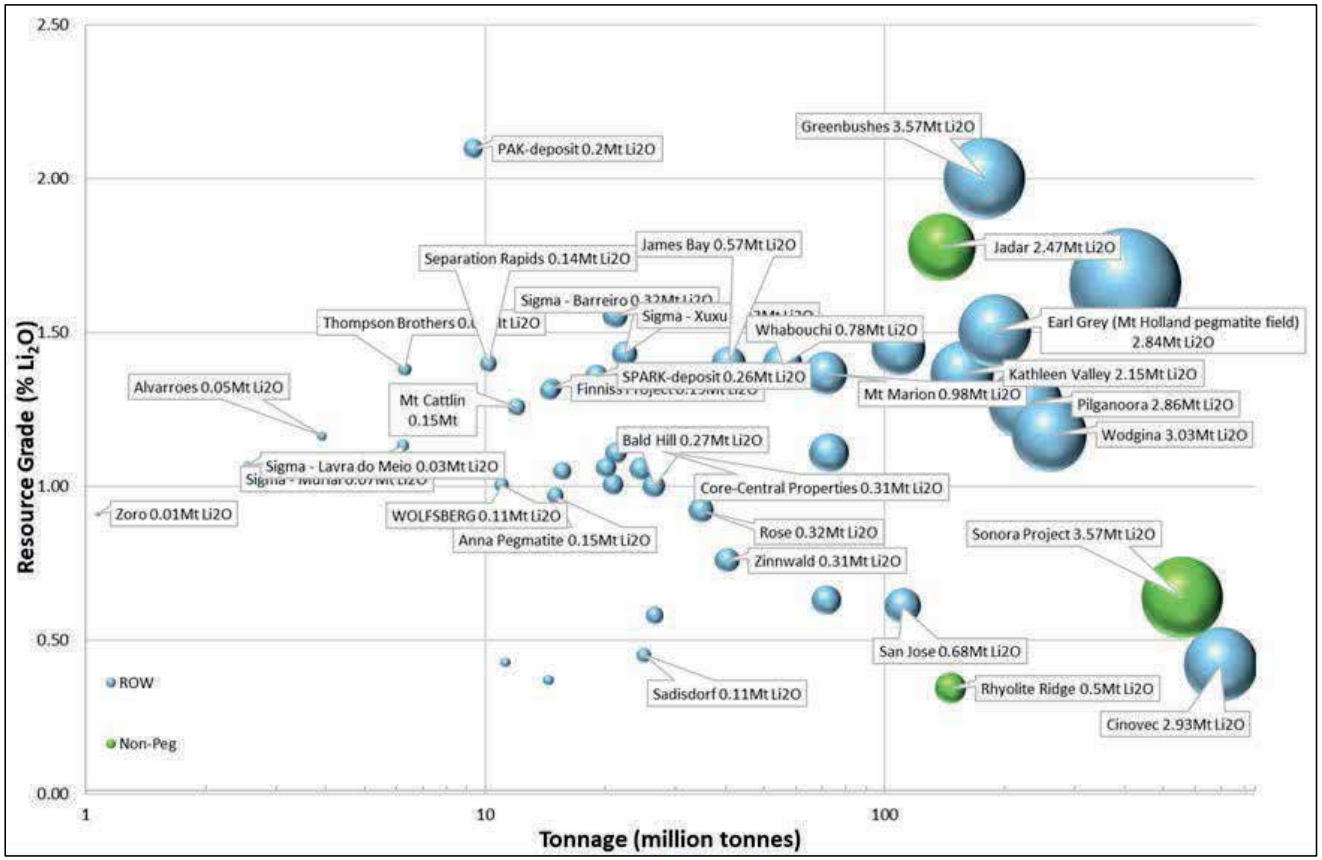

Figure 11: Plot of selected global hard rock lithium deposits (bubble size relative to contained Li_2O)
Note: Selected sediment-hosted lithium deposits in green. Source: CSA Global

4 Yilgarn– Higginsville Lithium Assets

The Higginsville Lithium Project is in a region well-endowed with LCT pegmatites with two producing lithium mines, three advanced prospects and numerous LCT type pegmatite occurrences (Figure 12). The Project contains several LCT pegmatite occurrences and numerous pegmatites have been intersected in previous drilling, but at this stage little is known about their mineralogy or geochemistry.

4.1 Tenure

The Project has a tenement area of some 1,695 km^2. KAL and entities of the Karora Group will enter into a Share Sale Agreement, whereby Avoca Mining Pty Ltd (Avoca Mining), a wholly owned subsidiary of Karora, agrees to sell, and KAL agrees to buy, all of the share capital in Karora (Lithium) Pty Ltd ((Karora (Lithium)), in consideration for Avoca Mining and/or its nominees being issued shares in KAL (Share Sale Agreement). As a condition precedent to completion of the Share Sale Agreement, Karora (Lithium) will have entered into Mineral Rights Agreements with each of Avoca Mining, Avoca Resources Pty Ltd, Polar Metals Pty Ltd and Corona Minerals Pty Ltd (together, the Grantors) to grant the Higginsville Lithium Rights to Karora (Lithium) to be acquired by KAL. The Grantors will retain all other rights to the Higginsville Project tenements, other than the Higginsville Lithium Rights.

Table 4: Tenement information for the Higginsville Project

Project	Tenement	Status	Holder	Grant Date	End Date	Area (km^2)
Higginsville	E 15/1037	LIVE	AVOCA RESOURCES PTY LTD	30/09/2008	29/09/2024	102.04
Higginsville	E 15/1094	LIVE	AVOCA RESOURCES PTY LTD	13/08/2009	12/08/2023	15.915
Higginsville	E 15/1197	LIVE	AVOCA RESOURCES PTY LTD	07/02/2011	06/02/2023	23.862
Higginsville	E 15/1199	LIVE	AVOCA RESOURCES PTY LTD	10/11/2010	9/11/2024	5.833
Higginsville	E 15/1203	LIVE	AVOCA RESOURCES PTY LTD	17/12/2010	16/12/2024	50.821
Higginsville	E 15/1223	LIVE	AVOCA RESOURCES PTY LTD	08/09/2011	07/09/2023	35.945
Higginsville	E 15/1260	LIVE	AVOCA RESOURCES PTY LTD	12/10/2011	11/10/2023	1.977
Higginsville	E 15/1298	LIVE	POLAR METALS PTY LTD	31/07/2012	30/07/2024	8.595
Higginsville	E 15/1402	LIVE	AVOCA MINING PTY LTD	08/04/2014	07/04/2024	0.465
Higginsville	E 15/1423	LIVE	CORONA MINERALS PTY LTD	30/12/2014	29/12/2024	19.223
Higginsville	E 15/1448	LIVE	AVOCA RESOURCES PTY LTD	06/05/2015	05/05/2025	2.043
Higginsville	E 15/1458-I	LIVE	POLAR METALS PTY LTD (80%) SHUMWARI PTY LTD (20%)	24/08/2015	23/08/2025	46.676
Higginsville	E 15/1459-I	LIVE	POLAR METALS PTY LTD (80%) SHUMWARI PTY LTD (20%)	25/08/2015	24/08/2025	2.796
Higginsville	E 15/1461	LIVE	POLAR METALS PTY LTD	16/10/2015	15/10/2025	19.505
Higginsville	E 15/1462	LIVE	AVOCA RESOURCES PTY LTD	22/09/2015	21/09/2025	2.917
Higginsville	E 15/1464	LIVE	POLAR METALS PTY LTD (80%) SHUMWARI PTY LTD (20%)	06/10/2015	05/10/2025	2.916
Higginsville	E 15/1487	LIVE	POLAR METALS PTY LTD	01/07/2016	30/06/2026	32.063
Higginsville	E 15/1512	LIVE	AVOCA MINING PTY LTD	19/03/2018	18/03/2023	2.919
Higginsville	E 15/1533	LIVE	AVOCA RESOURCES PTY LTD	11/10/2017	10/10/2027	8.305
Higginsville	E 15/1541	LIVE	POLAR METALS PTY LTD	11/10/2017	10/10/2027	17.485
Higginsville	E 15/1586	LIVE	AVOCA MINING PTY LTD	06/10/2017	05/10/2027	2.144
Higginsville	E 15/1613	LIVE	AVOCA MINING PTY LTD	02/02/2022	01/02/2027	1.104
Higginsville	E 15/1620	PENDING	CORONA MINERALS PTY LTD	-	-	52.804
Higginsville	E 15/1628	LIVE	AVOCA MINING PTY LTD	26/11/2018	25/11/2023	105.167
Higginsville	E 15/1792	LIVE	AVOCA MINING PTY LTD	19/04/2021	18/04/2026	2.25
Higginsville	E 15/1793	LIVE	AVOCA MINING PTY LTD	19/04/2021	18/04/2026	2.919
Higginsville	E 15/1822	PENDING	AVOCA MINING PTY LTD	-	-	14.577
Higginsville	E 15/1853	PENDING	AVOCA MINING PTY LTD	-	-	29.184
Higginsville	E 15/1863	LIVE	AVOCA MINING PTY LTD	02/09/2022	01/09/2027	1.039
Higginsville	E 15/1882	PENDING	AVOCA MINING PTY LTD	-	-	20.499
Higginsville	E 15/1939	PENDING	AVOCA MINING PTY LTD	-	-	23.426
Higginsville	E 15/1940	PENDING	AVOCA MINING PTY LTD	-	-	14.577
Higginsville	E 15/786	LIVE	AVOCA RESOURCES PTY LTD	28/10/2005	27/10/2023	34.709
Higginsville	E 15/808	LIVE	AVOCA RESOURCES PTY LTD	05/07/2006	04/07/2023	23.18
Higginsville	E 15/810	LIVE	AVOCA RESOURCES PTY LTD	04/08/2004	03/08/2023	99.217

Attachment A – Independent Technical Assessment Report continued

Project	Tenement	Status	Holder	Grant Date	End Date	Area (km²)
Higginsville	E 15/828	LIVE	AVOCA MINING PTY LTD	17/11/2004	16/11/2023	41.681
Higginsville	E 63/1117	LIVE	AVOCA RESOURCES PTY LTD (93.33%) STEHN, TRENT PATERSON (6.67%)	07/10/2008	06/10/2024	11.091
Higginsville	E 63/1142	LIVE	POLAR METALS PTY LTD	13/02/2009	12/02/2023	47.883
Higginsville	E 63/1165	LIVE	AVOCA RESOURCES PTY LTD	15/04/2008	14/04/2024	14.395
Higginsville	E 63/1712	LIVE	POLAR METALS PTY LTD	25/05/2015	24/05/2025	32.945
Higginsville	E 63/1724	LIVE	AVOCA RESOURCES PTY LTD	01/09/2015	31/08/2025	2.658
Higginsville	E 63/1725	LIVE	POLAR METALS PTY LTD	26/10/2015	25/10/2025	20.911
Higginsville	E 63/1726	LIVE	POLAR METALS PTY LTD (80%) SHUMWARI PTY LTD (20%)	01/09/2015	31/08/2025	17.771
Higginsville	E 63/1727	LIVE	POLAR METALS PTY LTD (80%) SHUMWARI PTY LTD (20%)	01/09/2015	31/08/2025	2.675
Higginsville	E 63/1728	LIVE	POLAR METALS PTY LTD	06/01/2016	05/01/2026	121.58
Higginsville	E 63/1738-I	LIVE	POLAR METALS PTY LTD (80%) SHUMWARI PTY LTD (20%)	19/10/2015	18/10/2025	5.829
Higginsville	E 63/1756	LIVE	POLAR METALS PTY LTD	09/02/2016	08/02/2026	7.487
Higginsville	E 63/1763	LIVE	AVOCA MINING PTY LTD	08/05/2017	07/05/2027	34.456
Higginsville	E 63/1876	LIVE	AVOCA MINING PTY LTD	02/07/2018	01/07/2023	17.254
Higginsville	E 63/1881	LIVE	AVOCA MINING PTY LTD	01/06/2018	31/05/2023	15.647
Higginsville	E 63/1900	LIVE	AVOCA MINING PTY LTD	20/03/2019	19/03/2024	17.357
Higginsville	E 63/1901	LIVE	AVOCA MINING PTY LTD	20/03/2019	19/03/2024	5.789
Higginsville	E 63/2108	PENDING	AVOCA MINING PTY LTD	-	-	2.914
Higginsville	E 63/2275	PENDING	AVOCA MINING PTY LTD	-	-	2.914
Higginsville	M 15/1132	LIVE	AVOCA MINING PTY LTD	26/09/2002	01/10/2044	9.193
Higginsville	M 15/1133	LIVE	AVOCA MINING PTY LTD	26/09/2002	01/10/2044	7.921
Higginsville	M 15/1134	LIVE	AVOCA MINING PTY LTD	26/09/2002	01/10/2044	6.027
Higginsville	M 15/1135	LIVE	AVOCA MINING PTY LTD	29/09/2002	01/10/2044	9.055
Higginsville	M 15/1790	LIVE	AVOCA MINING PTY LTD	08/07/2013	07/07/2034	6.229
Higginsville	M 15/1792	LIVE	AVOCA RESOURCES PTY LTD	25/07/2013	24/07/2034	10.879
Higginsville	M 15/1806	LIVE	CORONA MINERALS PTY LTD	24/12/2012	23/12/2033	3.378
Higginsville	M 15/1814	LIVE	POLAR METALS PTY LTD	12/07/2018	11/07/2039	11.461
Higginsville	M 15/1828	LIVE	CORONA MINERALS PTY LTD	15/12/2016	14/12/2037	10.035
Higginsville	M 15/1872	PENDING	AVOCA RESOURCES PTY LTD	-	-	4.424
Higginsville	M 15/1873	LIVE	AVOCA MINING PTY LTD	06/08/2020	05/08/2041	0.804
Higginsville	M 15/225	LIVE	AVOCA MINING PTY LTD	20/01/1987	27/01/2029	0.17
Higginsville	M 15/231	LIVE	AVOCA MINING PTY LTD	19/10/1987	02/11/2029	0.194
Higginsville	M 15/289	LIVE	AVOCA MINING PTY LTD	19/10/1987	02/11/2029	0.097
Higginsville	M 15/31	LIVE	AVOCA MINING PTY LTD	11/08/1983	23/08/2025	0.097
Higginsville	M 15/325	LIVE	AVOCA MINING PTY LTD	24/02/1988	08/03/2030	0.021
Higginsville	M 15/338	LIVE	AVOCA MINING PTY LTD	01/03/1988	13/03/2030	1.294
Higginsville	M 15/348	LIVE	AVOCA MINING PTY LTD	20/03/1988	24/03/2030	4.946
Higginsville	M 15/351	LIVE	AVOCA MINING PTY LTD	26/04/1988	01/05/2030	3.426
Higginsville	M 15/352	LIVE	AVOCA MINING PTY LTD	26/04/1988	01/05/2030	0.233
Higginsville	M 15/375	LIVE	AVOCA MINING PTY LTD	19/04/1988	21/04/2030	3.973
Higginsville	M 15/506	LIVE	AVOCA MINING PTY LTD	03/05/1990	06/05/2032	7.789
Higginsville	M 15/507	LIVE	AVOCA MINING PTY LTD	03/05/1990	06/05/2032	3.468
Higginsville	M 15/512	LIVE	AVOCA MINING PTY LTD	27/03/1990	01/04/2032	0.191
Higginsville	M 15/528	LIVE	AVOCA MINING PTY LTD	15/03/1991	20/03/2033	0.104
Higginsville	M 15/580	LIVE	AVOCA MINING PTY LTD	25/07/1991	31/07/2033	9.616
Higginsville	M 15/581	LIVE	AVOCA MINING PTY LTD	25/07/1991	31/07/2033	4.802
Higginsville	M 15/597	LIVE	AVOCA MINING PTY LTD	21/12/1991	05/01/2034	5.954
Higginsville	M 15/610	LIVE	AVOCA MINING PTY LTD	03/12/1991	09/12/2033	1.736
Higginsville	M 15/616	LIVE	AVOCA MINING PTY LTD	12/11/1992	17/11/2034	6.698
Higginsville	M 15/620	LIVE	AVOCA MINING PTY LTD	14/10/1992	19/10/2034	1.2
Higginsville	M 15/629	LIVE	AVOCA MINING PTY LTD	13/10/1992	19/10/2034	1.201
Higginsville	M 15/639	LIVE	AVOCA MINING PTY LTD	21/01/1993	24/01/2035	8.471
Higginsville	M 15/640	LIVE	AVOCA MINING PTY LTD	21/01/1993	24/01/2035	7.261
Higginsville	M 15/642	LIVE	AVOCA MINING PTY LTD	21/01/1993	24/01/2035	9.343
Higginsville	M 15/651	LIVE	POLAR METALS PTY LTD	08/02/1993	10/02/2035	1.371
Higginsville	M 15/665	LIVE	AVOCA MINING PTY LTD	01/10/1993	13/10/2035	8.752
Higginsville	M 15/680	LIVE	AVOCA MINING PTY LTD	28/02/1994	28/02/2036	6.858
Higginsville	M 15/681	LIVE	AVOCA MINING PTY LTD	28/02/1994	28/02/2036	9.433
Higginsville	M 15/682	LIVE	AVOCA MINING PTY LTD	28/03/1994	29/03/2036	8.762
Higginsville	M 15/683	LIVE	AVOCA MINING PTY LTD	23/02/1994	28/02/2036	7.843
Higginsville	M 15/684	LIVE	AVOCA MINING PTY LTD	23/02/1994	28/02/2036	7.986
Higginsville	M 15/685	LIVE	AVOCA MINING PTY LTD	23/02/1994	28/02/2036	8.395

Project	Tenement	Status	Holder	Grant Date	End Date	Area (km²)
Higginsville	M 15/710	LIVE	POLAR METALS PTY LTD	28/07/1994	09/08/2036	6.66
Higginsville	M 15/748	LIVE	AVOCA MINING PTY LTD	08/02/1995	07/02/2037	0.089
Higginsville	M 15/757	LIVE	AVOCA MINING PTY LTD	03/03/1995	02/03/2037	4.177
Higginsville	M 15/758	LIVE	AVOCA MINING PTY LTD	03/03/1995	02/03/2037	8.915
Higginsville	M 15/786	LIVE	AVOCA MINING PTY LTD	27/04/1995	26/04/2037	9.54
Higginsville	M 15/815	LIVE	AVOCA MINING PTY LTD	06/01/1997	07/01/2039	9.434
Higginsville	M 15/817	LIVE	AVOCA MINING PTY LTD	20/09/1996	22/09/2038	9.185
Higginsville	M 15/820	LIVE	AVOCA MINING PTY LTD	15/08/1996	18/08/2038	9.68
Higginsville	M 63/165	LIVE	AVOCA MINING PTY LTD	09/02/1988	15/02/2030	2.017
Higginsville	M 63/230	LIVE	POLAR METALS PTY LTD	12/11/1990	18/11/2032	4.968
Higginsville	M 63/236	LIVE	AVOCA MINING PTY LTD	06/08/1991	08/08/2033	0.091
Higginsville	M 63/255	LIVE	POLAR METALS PTY LTD	21/10/1992	21/10/2034	3.692
Higginsville	M 63/269	LIVE	POLAR METALS PTY LTD	17/09/1993	30/09/2035	6.485
Higginsville	M 63/279	LIVE	POLAR METALS PTY LTD	17/03/1994	22/03/2036	0.13
Higginsville	M 63/329	LIVE	AVOCA RESOURCES PTY LTD (93.33%) STEHN, TRENT PATERSON (6.67%)	23/07/2001	22/07/2043	0.785
Higginsville	M 63/366-I	LIVE	AVOCA MINING PTY LTD	30/07/2010	29/07/2031	0.538
Higginsville	M 63/368	LIVE	AVOCA RESOURCES PTY LTD (93.33%) STEHN, TRENT PATERSON (6.67%)	23/07/2001	22/07/2043	3.308
Higginsville	M 63/515-I	LIVE	AVOCA MINING PTY LTD	25/08/2007	28/08/2028	7.089
Higginsville	M 63/516-I	LIVE	AVOCA MINING PTY LTD	25/08/2007	28/08/2028	7.103
Higginsville	M 63/660	PENDING	AVOCA RESOURCES PTY LTD (93.33%) STEHN, TRENT PATERSON (6.67%)	-	-	2.773
Higginsville	M 63/662	PENDING	POLAR METALS PTY LTD	-	-	9.709
Higginsville	P 15/5958	LIVE	POLAR METALS PTY LTD	22/12/2015	21/12/2023	0.408
Higginsville	P 15/5959	LIVE	POLAR METALS PTY LTD	22/12/2015	21/12/2023	0.206
Higginsville	P 15/6179	LIVE	AVOCA MINING PTY LTD	11/10/2018	10/10/2026	0.18
Higginsville	P 15/6229	LIVE	AVOCA MINING PTY LTD	11/07/2022	10/07/2026	0.959
Higginsville	P 15/6230	LIVE	AVOCA MINING PTY LTD	28/03/2019	27/03/2023	1.295
Higginsville	P 15/6231	LIVE	AVOCA MINING PTY LTD	12/07/2022	11/07/2026	1.39
Higginsville	P 15/6234	LIVE	AVOCA MINING PTY LTD	11/07/2022	10/07/2026	0.828
Higginsville	P 15/6239	LIVE	AVOCA MINING PTY LTD	21/12/2021	20/12/2025	1.213
Higginsville	P 15/6240	LIVE	AVOCA MINING PTY LTD	20/04/2021	19/04/2025	1.178
Higginsville	P 15/6575	LIVE	AVOCA MINING PTY LTD	22/07/2021	21/07/2025	1.879
Higginsville	P 15/6582	LIVE	AVOCA MINING PTY LTD	08/06/2021	07/06/2025	0.032
Higginsville	P 15/6657	PENDING	AVOCA MINING PTY LTD	-	-	0.306
Higginsville	P 15/6658	PENDING	AVOCA MINING PTY LTD	-	-	1.034
Higginsville	P 15/6664	Live	AVOCA MINING PTY LTD	27/01/2023	26/01/2027	0.644
Higginsville	P 15/6778	Live	MANSEN, JAMES KARL	09/08/2023	08/08/2027	0.094
Higginsville	P 63/1468	LIVE	AVOCA RESOURCES PTY LTD (93.33%) STEHN, TRENT PATERSON (6.67%)	03/06/2008	02/06/2016	0.122
Higginsville	P 63/1587	LIVE	POLAR METALS PTY LTD	10/06/2009	09/06/2017	1.213
Higginsville	P 63/1588	LIVE	POLAR METALS PTY LTD	10/06/2009	09/06/2017	1.202
Higginsville	P 63/1589	LIVE	POLAR METALS PTY LTD	10/06/2009	09/06/2017	1.214
Higginsville	P 63/1590	LIVE	POLAR METALS PTY LTD	10/06/2009	09/06/2017	1.198
Higginsville	P 63/1591	LIVE	POLAR METALS PTY LTD	10/06/2009	09/06/2017	1.214
Higginsville	P 63/1592	LIVE	POLAR METALS PTY LTD	10/06/2009	09/06/2017	1.213
Higginsville	P 63/1593	LIVE	POLAR METALS PTY LTD	10/06/2009	09/06/2017	1.214
Higginsville	P 63/1594	LIVE	POLAR METALS PTY LTD	10/06/2009	09/06/2017	1.211
Higginsville	P 63/2011	LIVE	AVOCA MINING PTY LTD	08/05/2017	07/05/2025	1.698
Higginsville	P 63/2012	LIVE	AVOCA MINING PTY LTD	08/05/2017	07/05/2025	1.637
Higginsville	P 63/2013	LIVE	AVOCA MINING PTY LTD	09/05/2017	08/05/2025	1.808
Higginsville	P 63/2014	LIVE	AVOCA MINING PTY LTD	09/05/2017	08/05/2025	1.466
Higginsville	P 63/2015	LIVE	AVOCA MINING PTY LTD	09/05/2017	08/05/2025	1.137
Higginsville	P 63/2021	PENDING	AVOCA MINING PTY LTD	-	-	1.983
Higginsville	P 63/2022	PENDING	AVOCA MINING PTY LTD	-	-	1.979
Higginsville	P 63/2023	PENDING	AVOCA MINING PTY LTD	-	-	1.476
Higginsville	P 63/2024	PENDING	AVOCA MINING PTY LTD	-	-	1.767
Higginsville	P 63/2025	LIVE	AVOCA MINING PTY LTD	08/05/2017	07/05/2025	1.443
Higginsville	P 63/2050	LIVE	AVOCA MINING PTY LTD	08/05/2017	07/05/2025	1.822
Higginsville	P 63/2051	LIVE	AVOCA MINING PTY LTD	08/05/2017	07/05/2025	1.513
Higginsville	P 63/2064	LIVE	AVOCA MINING PTY LTD	20/07/2017	19/07/2025	0.209
Higginsville	P 63/2067	LIVE	AVOCA MINING PTY LTD	09/05/2017	08/05/2025	1.718
Higginsville	P 63/2080	LIVE	AVOCA MINING PTY LTD	13/04/2018	12/04/2026	0.192
Higginsville	P 63/2094	LIVE	AVOCA MINING PTY LTD	18/01/2018	17/01/2026	1.681
Higginsville	P 63/2095	LIVE	AVOCA MINING PTY LTD	18/01/2018	17/01/2026	1.836

Attachment A – Independent Technical Assessment Report continued

Project	Tenement	Status	Holder	Grant Date	End Date	Area (km²)
Higginsville	P 63/2097	LIVE	AVOCA MINING PTY LTD	18/01/2018	17/01/2026	1.494
Higginsville	P 63/2100	LIVE	AVOCA MINING PTY LTD	05/06/2018	04/06/2026	1.797
Higginsville	P 63/2101	LIVE	AVOCA MINING PTY LTD	06/06/2018	05/06/2026	1.02
Higginsville	P 63/2102	LIVE	AVOCA MINING PTY LTD	06/06/2018	05/06/2026	0.908
Higginsville	P 63/2119	LIVE	AVOCA MINING PTY LTD	10/10/2018	09/10/2026	1.014
Higginsville	P 63/2120	LIVE	AVOCA MINING PTY LTD	10/10/2018	09/10/2026	1.052
Higginsville	P 63/2121	LIVE	AVOCA MINING PTY LTD	10/10/2018	09/10/2026	1.207
Higginsville	P 63/2122	LIVE	AVOCA MINING PTY LTD	10/10/2018	09/10/2026	1.298
Higginsville	P 63/2125	LIVE	AVOCA MINING PTY LTD	09/04/2019	08/04/2023	1.971
Higginsville	P 63/2126	LIVE	AVOCA MINING PTY LTD	09/04/2019	08/04/2023	1.935
Higginsville	P 63/2203	LIVE	AVOCA MINING PTY LTD	19/04/2021	18/04/2025	1.943
Higginsville	P 63/2204	LIVE	AVOCA MINING PTY LTD	19/04/2021	18/04/2025	1.994
Higginsville	P 63/2205	LIVE	AVOCA MINING PTY LTD	19/04/2021	18/04/2025	1.112
Higginsville	P 63/2206	LIVE	AVOCA MINING PTY LTD	19/04/2021	18/04/2025	1.709
Higginsville	P 63/2207	LIVE	AVOCA MINING PTY LTD	19/04/2021	18/04/2025	1.986
Higginsville	P 63/2208	LIVE	AVOCA MINING PTY LTD	08/06/2021	07/06/2025	1.996
Higginsville	P 63/2209	LIVE	AVOCA MINING PTY LTD	08/06/2021	07/06/2025	1.821
Higginsville	P 63/2210	LIVE	AVOCA MINING PTY LTD	08/06/2021	07/06/2025	1.98
Higginsville	P 63/2211	LIVE	AVOCA MINING PTY LTD	08/06/2021	07/06/2025	1.936
Higginsville	P 63/2232	LIVE	AVOCA MINING PTY LTD	20/10/2021	19/10/2025	1.181
Higginsville	P 63/2233	LIVE	AVOCA MINING PTY LTD	20/10/2021	19/10/2025	0.896
Higginsville	P 63/2234	LIVE	AVOCA MINING PTY LTD	20/10/2021	19/10/2025	1.773
Higginsville	P 63/2235	LIVE	AVOCA MINING PTY LTD	20/10/2021	19/10/2025	1.885
Higginsville	P 63/2236	LIVE	AVOCA MINING PTY LTD	20/10/2021	19/10/2025	1.893
Higginsville	P 63/2237	LIVE	AVOCA MINING PTY LTD	20/10/2021	19/10/2025	1.832
Higginsville	P 63/2241	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.947
Higginsville	P 63/2242	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.291
Higginsville	P 63/2243	PENDING	AVOCA MINING PTY LTD	-	-	1.999
Higginsville	P 63/2244	PENDING	AVOCA MINING PTY LTD	-	-	1.626
Higginsville	P 63/2245	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.875
Higginsville	P 63/2246	LIVE	AVOCA MINING PTY LTD	31/03/2023	30/03/2027	1.775
Higginsville	P 63/2247	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.955
Higginsville	P 63/2248	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	0.606
Higginsville	P 63/2249	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.764
Higginsville	P 63/2250	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.907
Higginsville	P 63/2251	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.608
Higginsville	P 63/2252	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.686
Higginsville	P 63/2253	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.412
Higginsville	P 63/2254	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	0.917
Higginsville	P 63/2255	LIVE	AVOCA MINING PTY LTD	21/10/2021	20/10/2025	1.021
Higginsville	P 63/2256	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.859
Higginsville	P 63/2257	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.891
Higginsville	P 63/2258	LIVE	AVOCA MINING PTY LTD	18/10/2021	17/10/2025	1.353
Higginsville	P 63/2260	LIVE	AVOCA MINING PTY LTD	01/09/2022	31/08/2026	0.222
						1,694.952

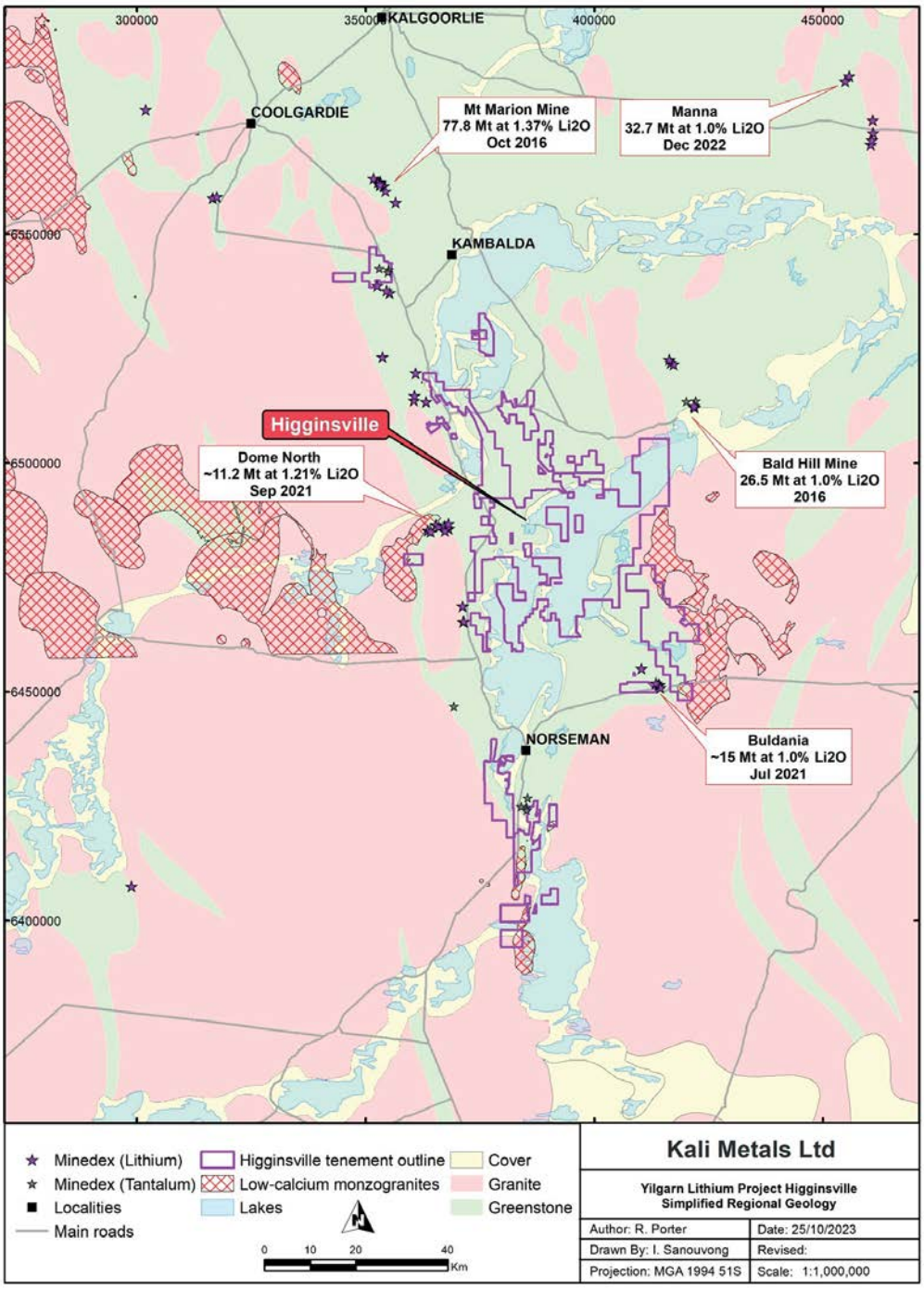

Figure 12: Regional overview - Higginsville lithium project, LCT pegmatite deposits, prospects, occurrences
Source: CSA Global

4.2 Yilgarn Geology

The Palaeo- to NeoArchaean Yilgarn Craton in Western Australia (Figure 13) is one of the largest granite-greenstone terranes on earth and is extensively mineralised. It consists of c. 70% granitoid and granitoid gneiss and c. 30% supracrustal 'greenstone' comprising metavolcanic and metasedimentary rocks. The Yilgarn Craton began forming c. 4.4 Ga and was cratonised by 2.4 Ga. The bulk of the rocks formed c. 3.1-2.6 Ga, with a minor older >3.7 Ga component (Cassidy *et al*., 2006).

Amalgamation and assembly of the six tectono-stratigraphic units of the Yilgarn Craton (Cassidy et al., 2006) is thought to have occurred by modern subduction and non-subduction processes (Mole *et al*., 2012) with the Youanmi Terrane representing the craton core.

A period of voluminous syn- to post-tectonic granitoid emplacement occurred Craton-wide between 2.76-2.62 Ga during the Neoarchean Orogeny (Cassidy *et al*., 2002). These rocks have been grouped into two main and three subsidiary units based on their geochemical characteristics. The main units are the High-Ca and Low-Ca groups, whilst the subsidiary categories are High-HFSE, Syenitic and Mafic granitoids (sanukitoids) (Champion and Sheraton, 1997).

The Yilgarn Craton is divided into terranes based on sedimentary and magmatic associations by Cassidy et al. (2006). The Narryer and Southwest terranes in the west are dominated by granite-gneiss, whereas the Youanmi Terrane and Eastern Goldfields Superterrane (incl. Kalgoorlie, Kurnalpi, Burtville, and Yamarna terranes) contain relatively more greenstone belts. The Higginsville, Bald Hill North, and Geko projects lie within the Kurnalpi and Kalgoorlie Terranes (Figure 13).

CSA Global has assessed the granite grouping as defined by Champion and Sheraton (1993, 1997) and based on several factors including source (interpreted as being derived from mid-crustal melts) age (2.65 – 2.63 Ga), geochemical characteristics and spatial association, consider the low-calcium granite group and other peraluminous two-mica monzogranites to be the most likely source granites to LCT pegmatites within the Yilgarn Craton.

However, while the low-calcium granite group is exposed in many localities across the Yilgarn, it is likely many low-calcium granites underlie the greenstone belt rocks at some depth or have intruded under older granite domes as suggested by Goscombe et al., 2009.

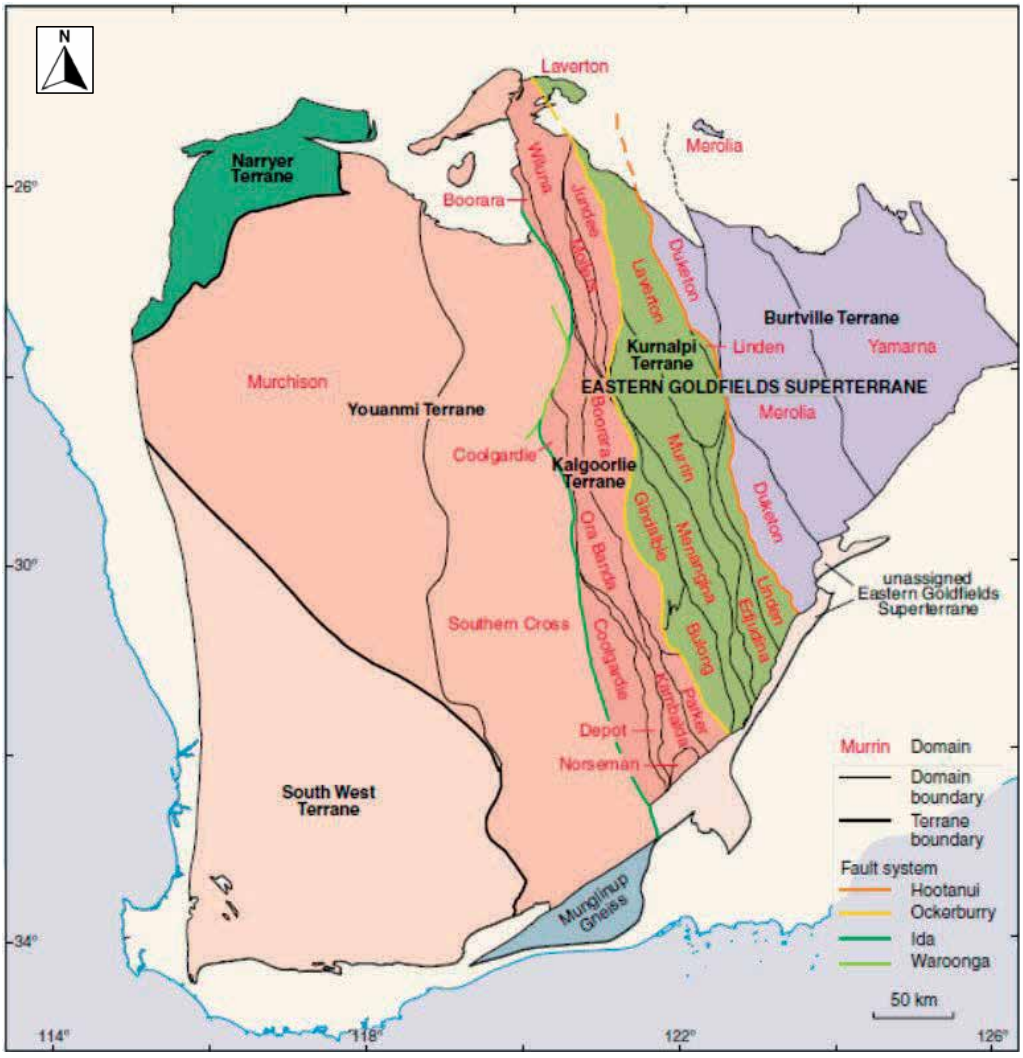

Figure 13: The tectonic units of the Yilgarn Craton, showing subdivision into terranes and domains
Source: Cassidy et al. (2006)

4.3 Higginsville Lithium Project

4.3.1 Location and Access

The closest city to the Higginsville Lithium Project is Kalgoorlie-Boulder, which is the major gold and nickel mining centre in the Goldfields region of Western Australia and is located 600 km east of Perth, the capital city of Western Australia. The bulk of the Higginsville project, between 80 km and 190 km south of Kalgoorlie-Boulder, is situated in the Norseman region where the largest town is the historical gold mining centre of Norseman. The Higginsville project is accessed via the sealed Coolgardie-Esperance Highway that runs along its western extremities and the Eyre Highway, heading east from Norseman. The nearest port is at Esperance, 260 km to the south of the project area.

4.3.2 *Topography, Vegetation and Climate*

The Norseman region is semi-arid to arid with salt lakes in the west and low undulating land to the east. The vegetation ranges from an open eucalypt woodland to dense scrub with spinifex grasses in selected areas. The mean annual rainfall averages 288.5 mm with the highest falls occurring from January to March. Annual mean maximum and minimum temperatures are 25.2°C and 10.0°C, respectively. The highest and lowest daily temperatures were 46.5°C and -6°C, recorded in January 2019 and June 2010 respectively.

4.3.3 *Environmental Obligations and Native Title*

Before any clearing can be undertaken in the tenement areas, an assessment must be made for the following (Higginsville, 2021):

- a grid search for Mallee fowl and their breeding mounds.
- inspection of large hollow bearing trees for Major Mitchell cockatoo nests.
- personnel are made aware of the presence of Carpet Pythons so that they can be relocated to suitable habitat.

The Company's drilling and exploration programs will require short-term rehabilitation as they progress. These program sites may be periodically inspected by the Department of Mines, Industry Regulation and Safety (DMIRS), and if necessary, corrective actions may be required after an inspection to further upgrade the standard of the rehabilitation at the sites.

If mining were to commence on the Company's tenements, the Company would be required to pay an annual levy to the DMIRS under their Mining Rehabilitation Fund for any non-rehabilitated land within the Company's tenements.

The following part on Aboriginal Heritage and Native Title has been sourced from Higginsville Resources' NI 43-101 (Higginsville, 2021).

There are several Aboriginal sites within the Higginsville tenements, as documented in the Western Australian Government's Aboriginal Heritage Inquiry System ("AHIS"). The Department of Planning, Lands and Heritage preserves all Aboriginal sites in Western Australia, whether they are registered or not. Aboriginal sites may exist that are not recorded on the register.

Ethnographic and archaeological surveys were commissioned over the tenements prior to the commencement of development and mining. No sites of ethnographic or archaeological significance were recorded that would impact on current and known future developments.

Heritage protection agreements are in place with the Ngadju Native Title Aboriginal Corporation ("Ngadju"), the traditional owners in the tenement area. Further details on environmental obligations and native title are in the Independent Solicitors Report, elsewhere in the prospectus.

4.3.4 *Exploration and Mining History*

Various companies have compiled the drill hole and surface geochemical and geological data recorded in WAMEX reports over the years, principally to assist with gold and nickel exploration. Some of these companies also recorded pegmatite intercept data and analysed for lithium and related elements and these results are recorded in the current drill hole database. At this stage compiling geological mapping data from previous exploration reports has not been comprehensively undertaken and is a future work program.

The current Higginsville drill hole database has been interrogated for pegmatites and lithium related geochemical information such as Li, Rb, Cs, Ta, Nb and Sn. The results are discussed in section 4.3.6.

4.3.5 *Regional Geology and Lithium Mineralisation*

The Higginsville project includes elements of the Archean Kurnalpi and Kalgoorlie Terranes (Figure 13). Many of the project tenements occur west of the Boulder-Lefroy Fault within the Kalgoorlie Terrane. The tenements largely cover greenstone rocks which comprise ultramafic, mafic, and felsic volcanics, mafic intrusives and sediments.

While in the Yilgarn a definitive source granite suite for LCT pegmatites is not formally recognised; CSA Global based on internal research, regards the low-calcium suite of granites, as defined by Champion and Sheraton, (1997) as being a likely candidate. This conclusion is based on the interpreted origin of the granites as mid-crustal melts, their age, spatial association with LCT pegmatites and their favourable geochemistry. While several low-calcium granites are exposed in proximity to the Higginsville tenure it is likely most lie below the older granite domes and greenstone belt rocks at some depth.

Instances of low-calcium granites located proximal to LCT pegmatites occur at Buldania and Dome North (Figure 12). In addition, Goscombe et al., 2009 considered it is likely that low-calcium granites may preferentially intrude below older granite domes such as the Pioneer and Widgiemooltha Domes. Both these domes have numerous LCT pegmatites in close proximity attesting to this concept.

Several major named and unnamed north to north-northwest trending faults and shear zones, such as the Zuleika and Boulder-Lefroy, pass through the tenements and these have provided fluid pathways for the numerous orogenic gold deposits. These are also likely to provide the structural pathways for the fractionated melts which eventually may form LCT pegmatite deposits.

The Higginsville project is in a region well-endowed with LCT pegmatites with two producing deposits comprising Mt Marion and Bald Hill, several advanced lithium prospects namely Dome North, Buldania and Manna, and numerous LCT pegmatite occurrences (Figure 12).

Terranes hosting large economic deposits commonly contain numerous LCT pegmatite occurrences which are too small to exploit but are important indicators of the regional endowment and potential for larger pegmatites. The Higginsville project is in such a region and contains numerous identified pegmatites, including several confirmed LCT pegmatites as described in section 4.3.6.

4.3.6 *Local Geology and Lithium Mineralisation*

Within the Higginsville project no recent exploration for LCT pegmatites has been undertaken. While numerous pegmatite intercepts are recorded in drilling very few of these have been analysed for lithium or associated elements. The drill hole analytical data indicates widespread weakly to moderately anomalous lithium values within the project.

CSA Global was engaged by Karora in late 2021 to provide commentary on the potential for lithium within the overall Higginsville tenement package and to specifically visit a few localities where pegmatites were identified in outcrop. The two areas visited by CSA Global were Spargoville and several tenements near Norseman (excluding Mt Henry) where outcropping pegmatites with LCT pegmatite characteristics were confirmed.

As part of the review the Higginsville drill hole database was interrogated for drill hole analyses which included lithium and for drill hole lithology recording pegmatite intercepts. In addition, as a final step a subset of the drill hole data was created in which pegmatites were analysed for lithium.

The review of the drill hole database revealed numerous pegmatites (12,378 records) have been intersected in previous drilling, but at this stage little is known about their mineralogy or geochemistry. The pegmatites records indicate a maximum down hole pegmatite intersection of 169 m and some 755 pegmatites are 10 m or more in length down hole.

Attachment A – Independent Technical Assessment Report continued

Only 160 of these pegmatites have associated lithium analytical data. The highest lithium result in pegmatites in the drill hole database is 191 ppm from a pegmatite at the Mt Henry gold deposit.

Lithium analyses recorded in the current drill hole database comprise 17,813 records > 0.1 ppm with 727 records of 60 ppm and over and 167 records over 100 ppm with a peak value of 347 ppm.

This provides KAL with an early and immediate exploration focus aimed at understanding the potential of the preserved pegmatites for LCT mineralisation. The lithium values not known to be associated with pegmatites also provides a useful exploration focus as these may indicate leakage from nearby pegmatites.

Figure 14 shows the results of the interrogation of drill hole database which revealed numerous pegmatite occurrences with the majority of these not inspected for lithium minerals or analysed for lithium. Many of these pegmatites have been mined as part of gold and nickel operations and are shown only to provide evidence of widespread pegmatite intrusive activity.

The pegmatites occurrences are strongly biased by the location of gold and nickel exploration work with large areas also regarded as prospective for LCT pegmatites only sparsely drilled.

The lithium analyses recorded in previous drilling are shown on Figure 15. While the lithium analytical data is not comprehensive there is a clear correlation between major regional fault/shear structures which have influenced the location of the gold mineralisation and anomalous lithium. For clarity Figure 16 shows lithium values above a 60 ppm threshold, which CSA Global regards as being anomalous. However as mentioned there is a strong data bias based on the location of nickel and gold exploration and mining, such as the Higginsville central area and elsewhere.

Figure 17 shows the drill holes where pegmatites have associated lithium analytical data. This is only a very small subset of the overall pegmatite population.

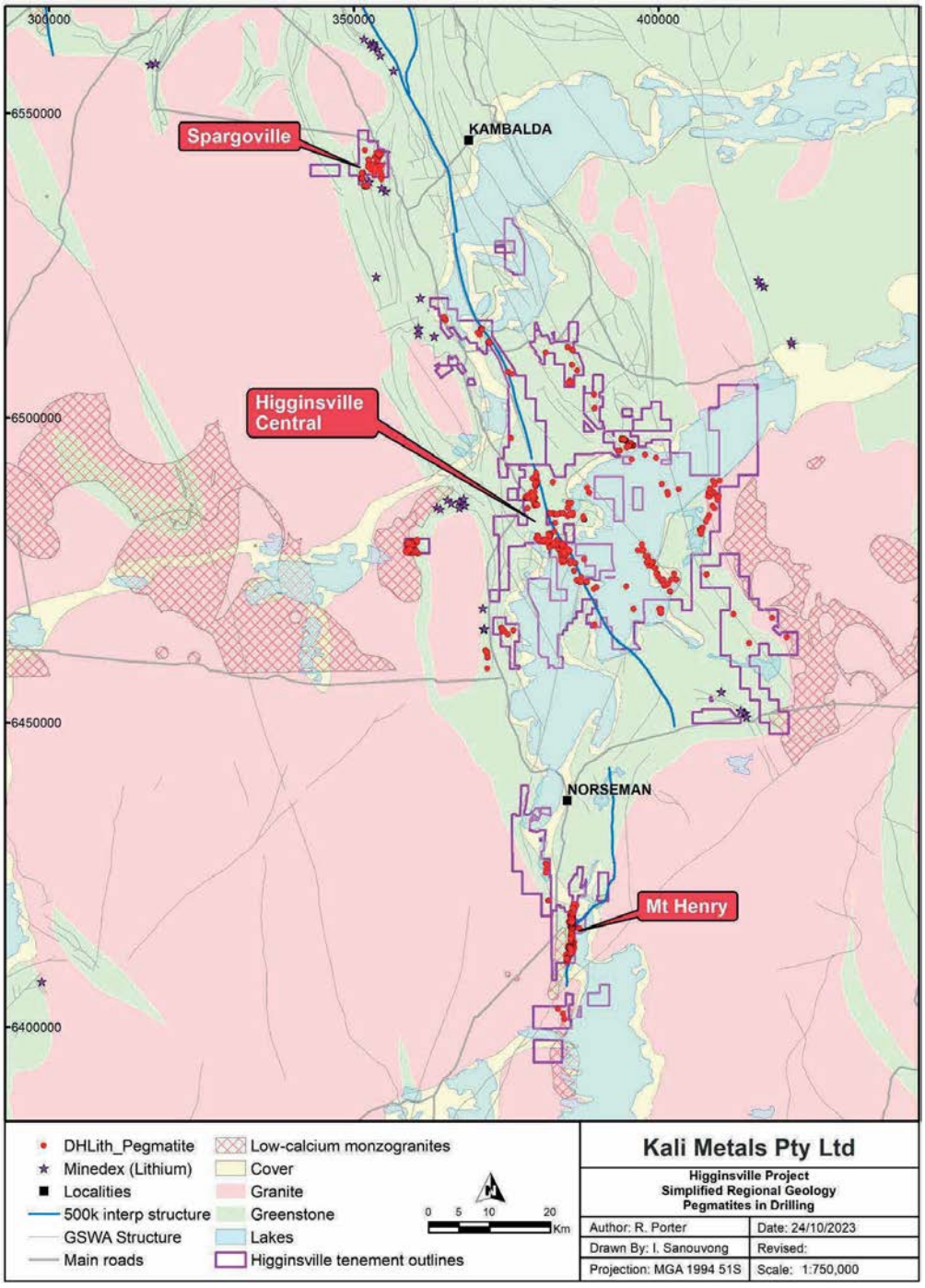

Figure 14: Pegmatites recorded in drilling within Higginsville tenements
Source: KAL

Attachment A – Independent Technical Assessment Report continued

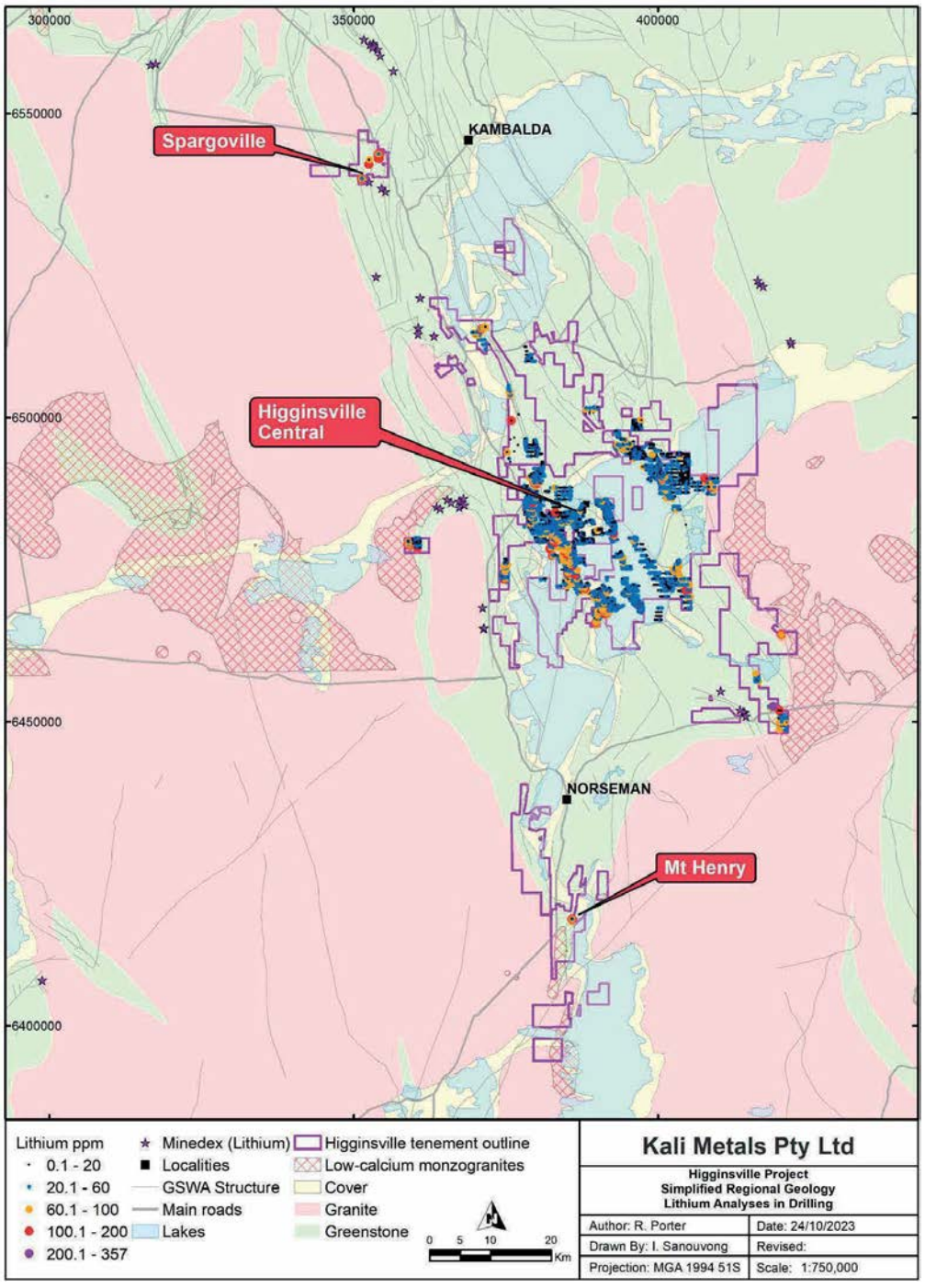

Figure 15: Lithium analyses in drilling
Source: KAL

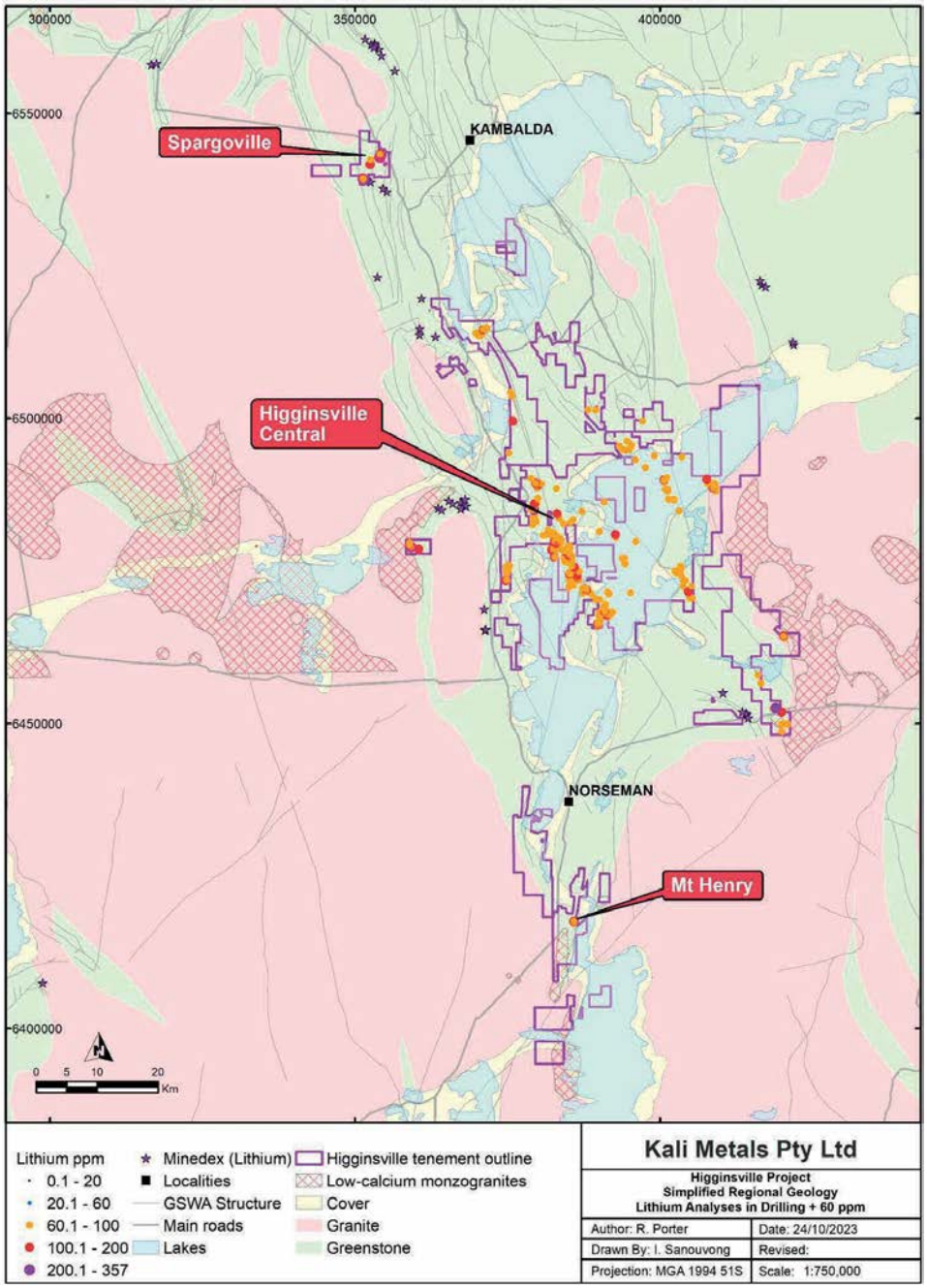

Figure 16: Lithium analyses in drilling above 60 ppm
Source: KAL

Attachment A – Independent Technical Assessment Report continued

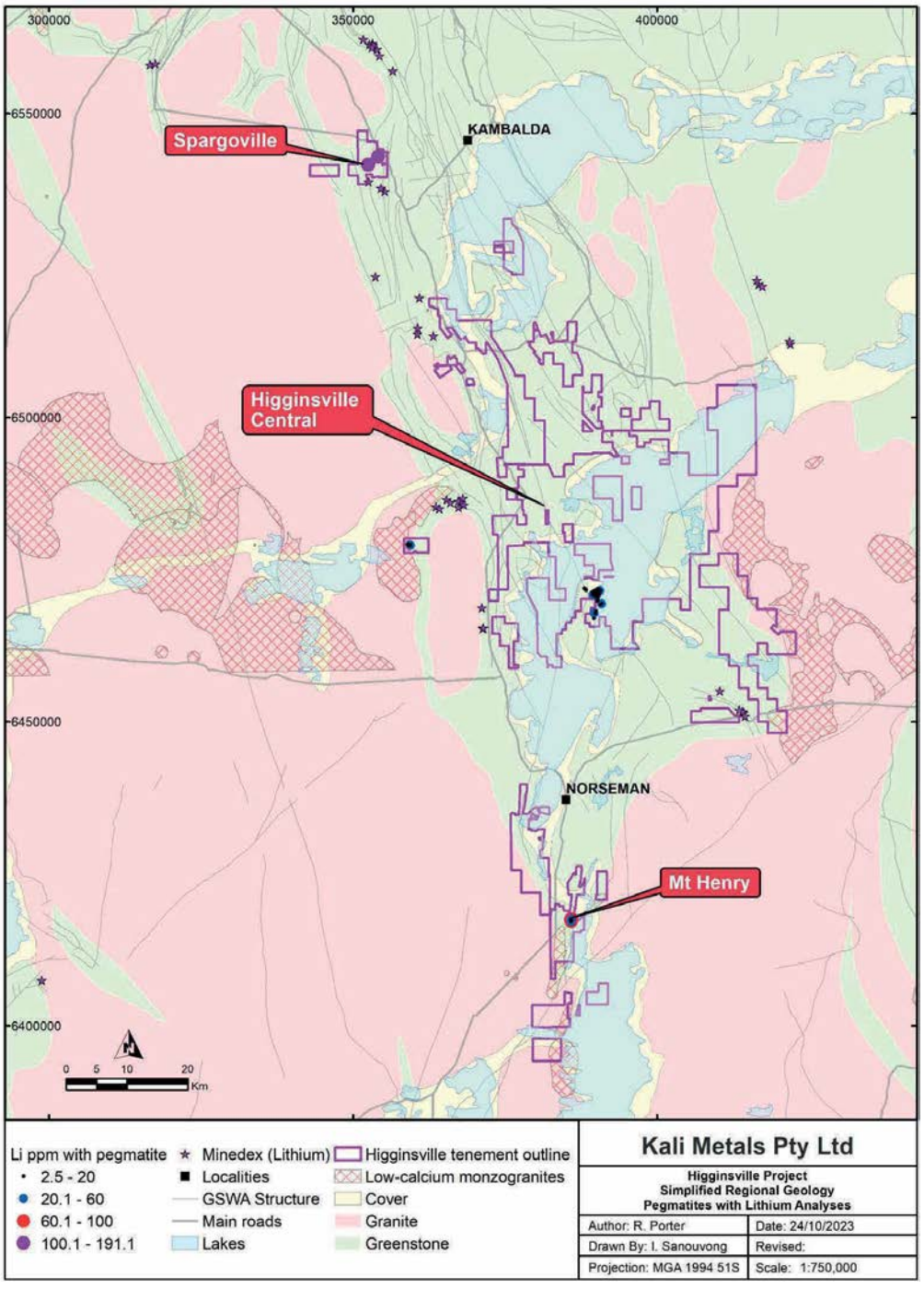

Figure 17: Pegmatites with associated lithium values
Source: KAL

Within the Spargoville tenements several pegmatites were visited by CSA Global and confirmed to be of LCT pegmatite affinity indicated by the beryl, elbaite tourmalines (blue and green tourmalines, rubellite), lepidolite and columbite content. A rock chip sample collected from within an existing costean contained coarse spodumene (Figure 18) which has subsequently been confirmed through laboratory analysis (Figure 19). The spodumene-bearing sample (Sample ID. KCSA039) was both qualitatively and quantitatively analysed by consultants RSC Mining and Minerals Exploration utilising a scanning electron microscope (SEM) in conjunction with x-ray diffraction (XRD) analysis. Both analytical techniques revealed the sample was comprised of approximately 60-70 weight % coarse spodumene.

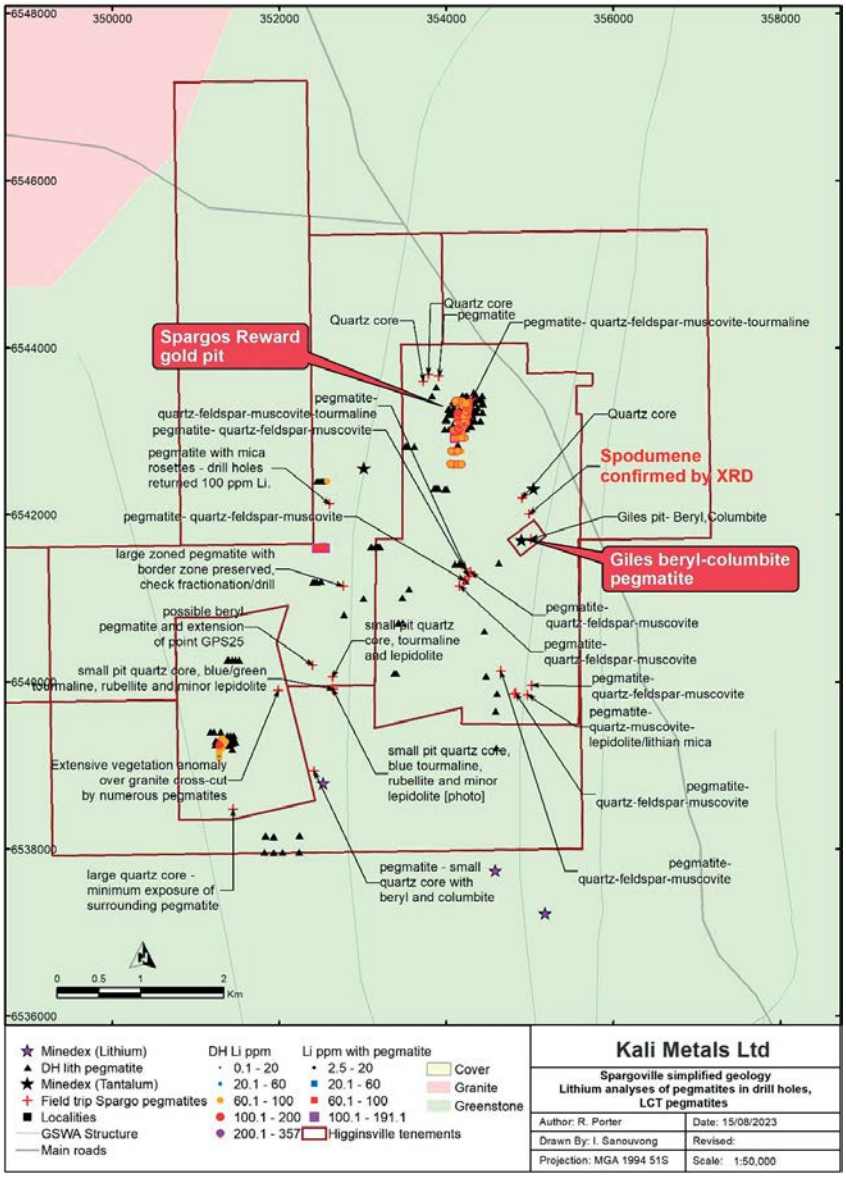

Figure 18: Spargoville pegmatites showing minerals of interest identified during the CSA Global site visit
Source: CSA Global

Attachment A – Independent Technical Assessment Report continued

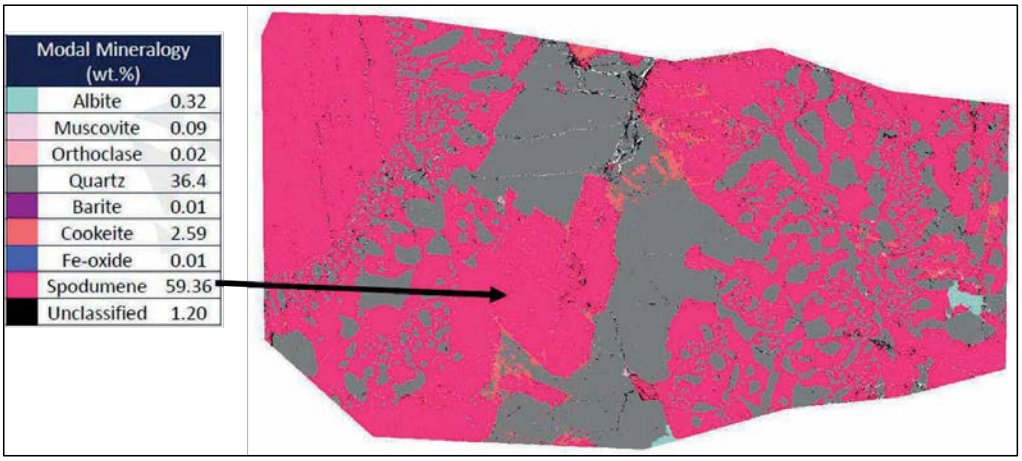

Figure 19: SEM image of Spargoville rock chip sample (Sample ID. KCSA039, see Figure 18 for location) Spodumene is denoted by the pink coloured mineral comprising approximately 60 weight % of the sample (courtesy: RSC Mining and Mineral Exploration)

The Giles LCT pegmatite occurrence has been exploited for beryl and columbite by prospectors. It is quite likely, based on the pegmatite mineral content, that more than one generation of pegmatites occur at Spargoville. Reverse circulation percussion drilling in the vicinity of the Spargos Reward gold pit has been analysed for lithium with up to 249 ppm Li recorded. Several pegmatites up to 40 m downhole were intersected in previous core drilling below the Spargos Reward gold pit, and while attempts were made to locate this drill core, its location or preservation is unknown. No lithium assays are available for these drill holes (Figure 20).

In the Higginsville Central tenement area numerous pegmatites are recorded in previous drilling for nickel and gold mineralisation, however only a small number of drill holes have lithium analyses of pegmatites. Figure 21 shows the distribution of pegmatites recorded in drilling.

Lithium analyses in previous drilling (Figure 22) indicate widespread lithium values greater than 60 ppm potentially related to leakage from nearby pegmatites. As mentioned, all the previous drilling has been largely designed to locate gold or nickel mineralisation and in most cases any pegmatites intersected were regarded as a 'nuisance', as they often disrupted mineralisation.

In the Yilgarn, several lithium pegmatite prospects and deposits have evolved from revisiting pegmatites intersected in previous drilling, such as Earl Grey, Kathleen Valley and Mt Ida, and in more recent times recognising that any pegmatites intersected are potentially lithium mineralised and should be evaluated, such as at Manna.

In the Norseman area, CSA Global visited selected tenements and confirmed LCT pegmatite occurrences. Some of these have been targeted previously for tantalum and tin and appear to host lepidolite as the dominant lithium mineral. The main area identified to date hosting LCT type pegmatites is the Mt Deans area.

Southeast of Mt Deans at the Dave's Claim several pegmatites located within the Higginsville project were inspected and lepidolite visually identified. In addition, some small pegmatite occurrences known as Meads Hall also locally host lepidolite (Figure 23).

Figure 24 shows mapped pegmatites within the general Mt Deans area and the location of the Mt Henry gold pit cross section. Figure 25 shows an example of pegmatites intersected in previous drilling at the Mt Henry gold mine.

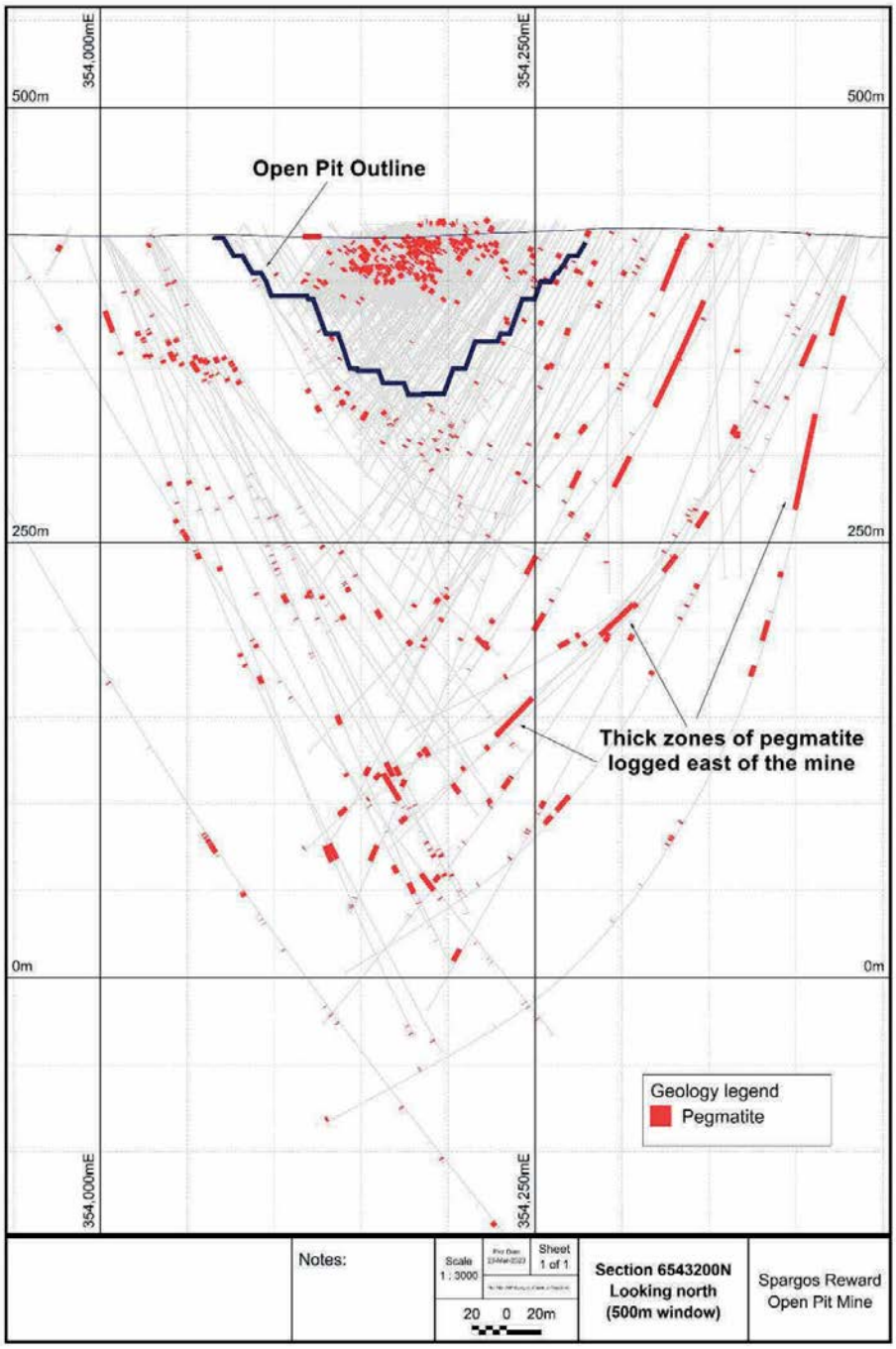

Figure 20: Pegmatites in drilling below Spargos Reward gold deposit (cross-section looking N-S with a 500 m window)

Source: KAL

Attachment A – Independent Technical Assessment Report continued

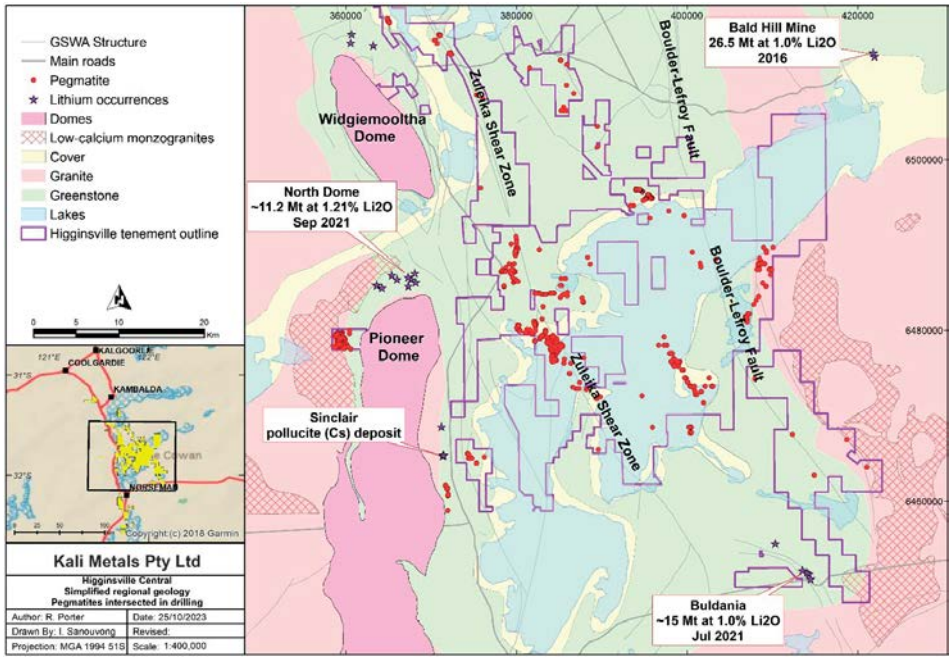

Figure 21: Higginsville Central pegmatites recorded in drilling
Source: KAL

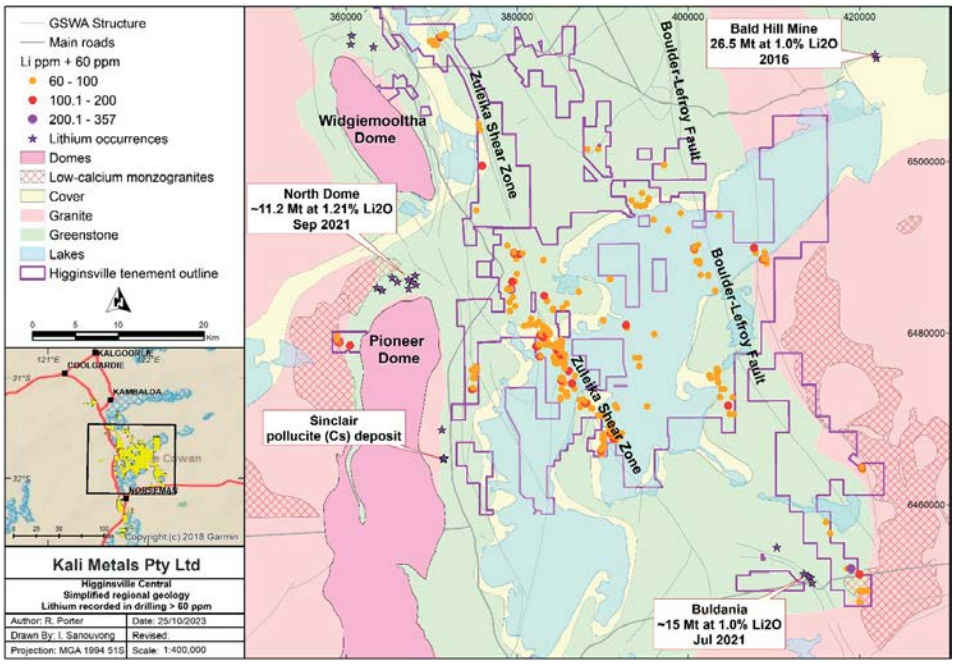

Figure 22: Higginsville Central lithium analyses recorded in previous drilling > 60 ppm
Source: KAL

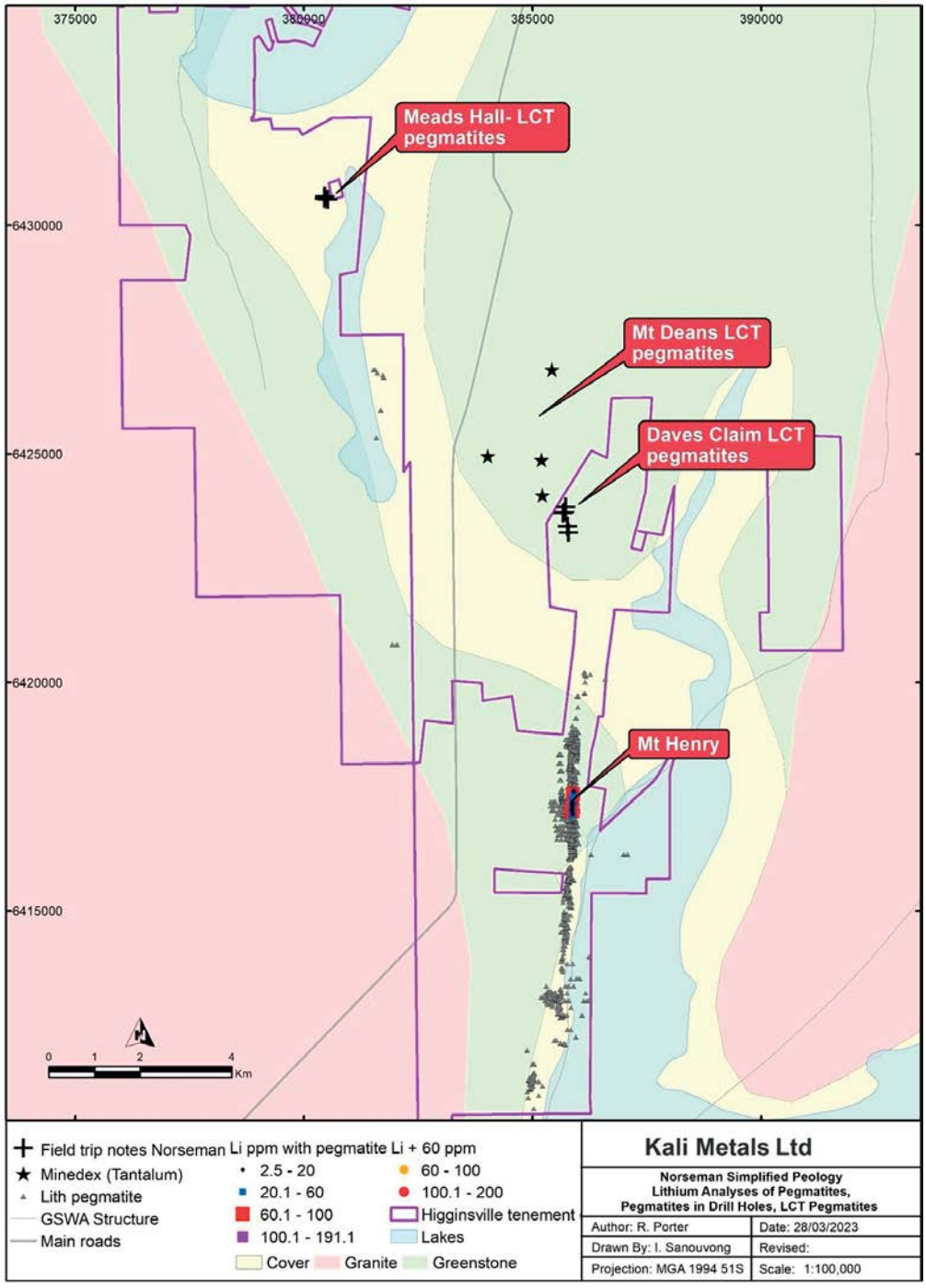

Figure 23: Higginsville project - Norseman area: LCT pegmatite occurrences, drilled pegmatite with lithium
Source: KAL

Attachment A – Independent Technical Assessment Report continued

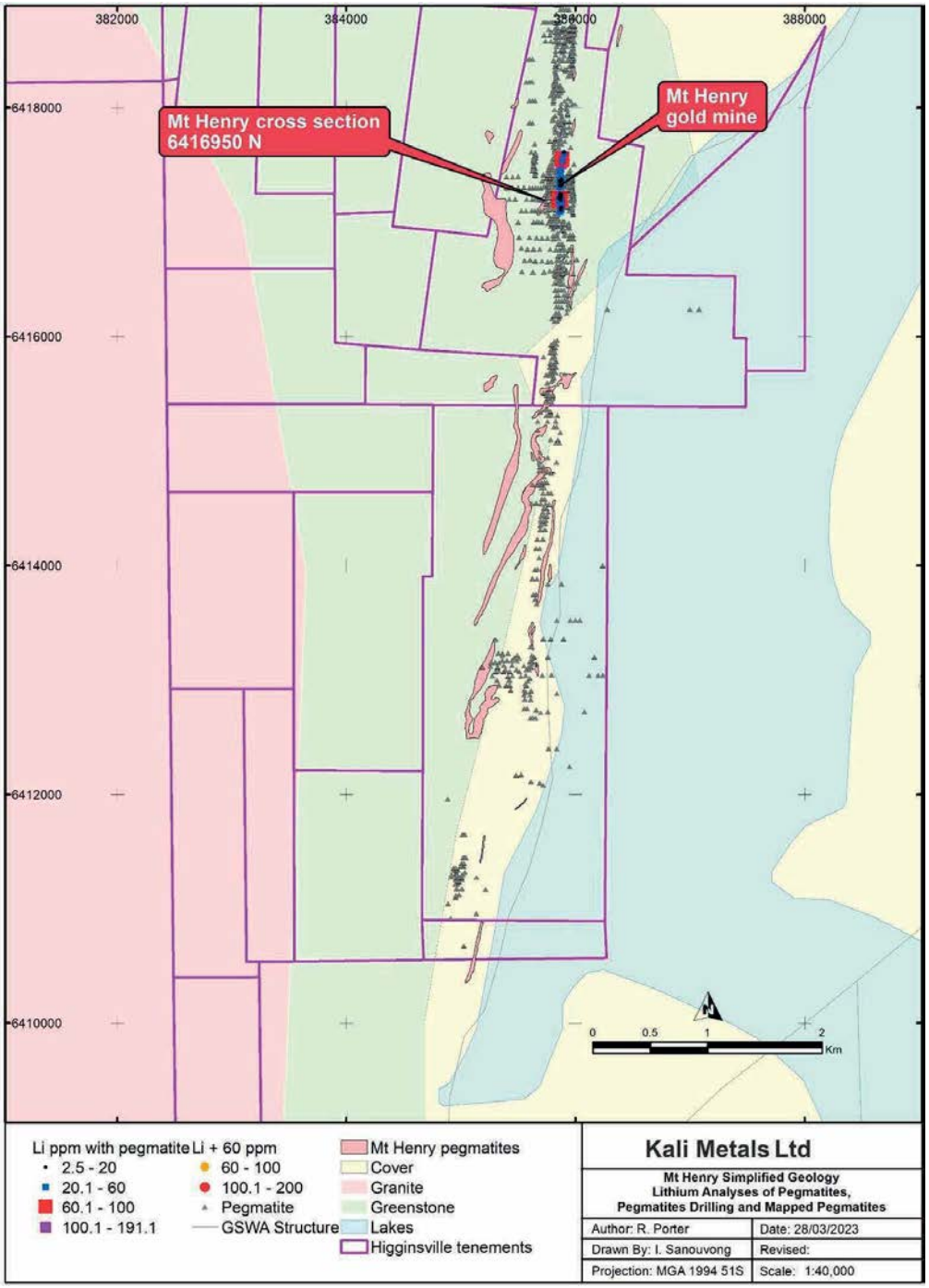

Figure 24: Pegmatites mapped in the Mt Deans-Mt Henry area
Source: KAL

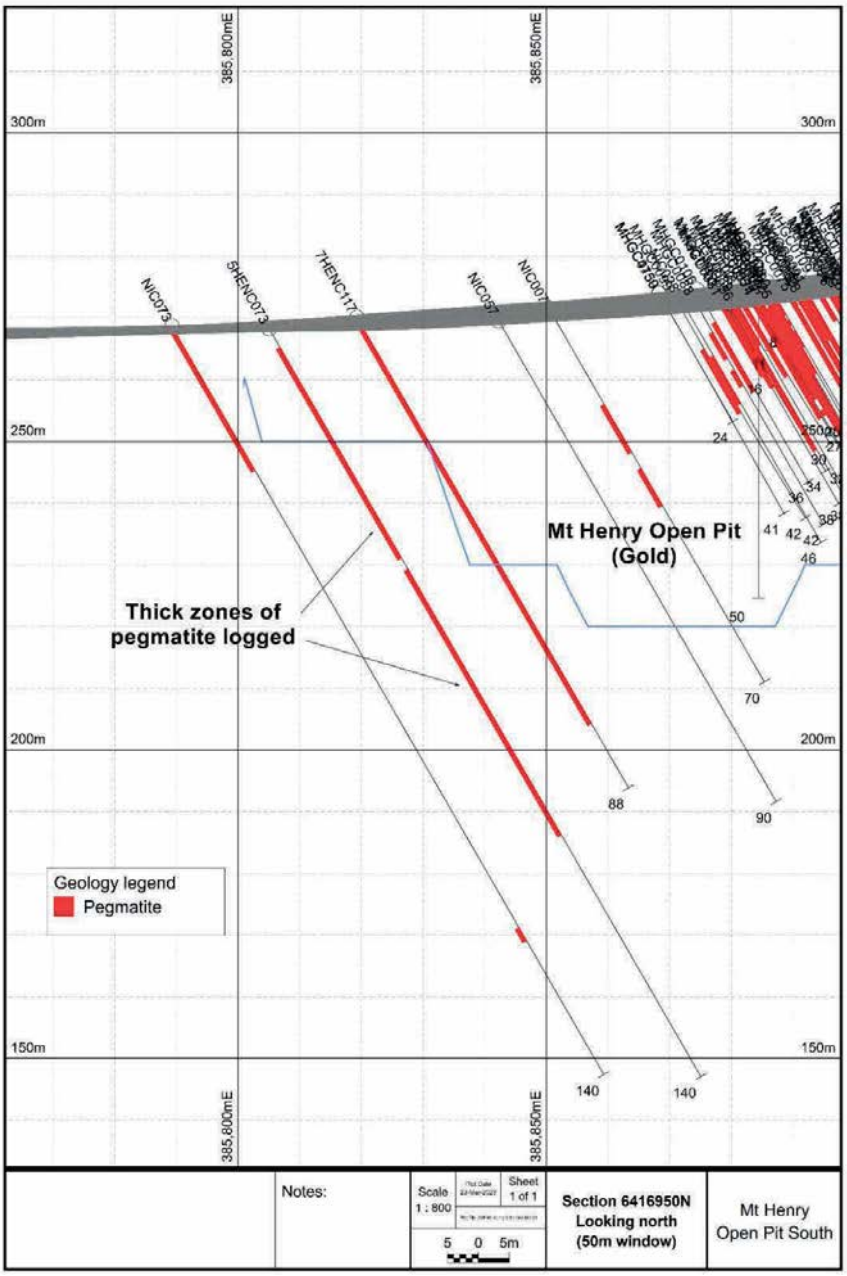

Figure 25: Example of pegmatites intersected in drilling at the Mt Henry gold mine
Source: KAL

Recent reconnaissance by KAL in the Norseman area, to check pegmatites located in the drill hole database, has revealed pegmatite exposures within the Mt Henry gold mine (Figure 26) and these provide immediate targets for follow up work. Some of the previous drilling at Mt Henry has been analysed for lithium with a peak result of 191 ppm lithium associated with a pegmatite.

Attachment A – Independent Technical Assessment Report continued

Figure 26: Mt Henry Pit looking north showing flat lying pegmatite exposure (red outline)
Source: KAL

4.3.7 Exploration Potential

The Higginsville tenement package offers KAL a significant potential opportunity. The region is well endowed with producing lithium deposits such as Mt Marion and Bald Hill and lithium prospects at an advanced exploration and evaluation stage such as Manna. Other prospects such as Buldania and Dome North are being actively explored to increase their resource base.

Terranes hosting large economic deposits commonly contain numerous LCT pegmatite occurrences which are too small to exploit but are important indicators of the regional endowment and potential for larger pegmatites. The Higginsville project is in such a region and contains numerous identified pegmatites, including several confirmed LCT pegmatites as described in section 4.3.6.

Many pegmatites have been identified in previous drilling and in outcrop within the region and within KAL tenements. Many of these are classified as rare-element LCT pegmatites based on their geochemistry and mineral content, however numerous pegmatites have not been evaluated as to their type (common or barren or potentially mineralised) and these provide a significant potential opportunity.

This potential may be quickly realised by a detailed review of known pegmatite groups which appear to have significant size potential, combined with mineralogical and analytical data to assess their prospectivity for lithium.

In the Yilgarn, several lithium pegmatites prospects and deposits have evolved from re-visiting pegmatites intersected in previous drilling, such as Earl Grey, Kathleen Valley and Mt Ida, and in more recent times, recognising that any pegmatites intersected are potentially lithium mineralised and should be evaluated, such as at Manna.

Several areas with known or potential for LCT pegmatites have already been identified in previous work that warrant early investigation by drilling, such as Spargoville and the Norseman region.

In addition, anomalous lithium values recorded in previous drilling, that may reflect leakage from nearby pegmatites, should be followed up with LCT pegmatite focussed drilling programs.

Elsewhere exploration should be focussed on selected areas based on the exploration model, such as within 10 km of probable source granites (low-calcium suite). One such target area is north-northeast of Buldania.

4.3.8 Proposed work and Use of Funds

KAL intends to carry out detailed/infill field mapping, rock chip and soil/auger sampling in areas of known outcropping pegmatite occurrences throughout the project area to develop drill targets. This would include known prospective pegmatite occurrences (the majority without assay data) recorded at the Spargos, Mt Dean and Mt Henry and Meads Hall.

The review of the drill hole database revealed numerous pegmatites (12,378 records) have been intersected in previous drilling, but at this stage little is known about their mineralogy or geochemistry. The pegmatites records indicate a maximum down hole pegmatite intersection of 169 m and some 755 pegmatites are 10 m or more in length down hole.

Only 160 of these pegmatites have associated lithium analytical data. The highest lithium result in pegmatites in the drill hole database is 191 ppm from a pegmatite at the Mt Henry gold deposit.

Lithium analyses recorded in the current drill hole database comprise 17,813 records > 0.1 ppm with 727 records of 60 ppm and over and 167 records over 100 ppm with a peak value of 347 ppm.

Only a small percentage of the recorded pegmatites have lithium analytical data. This provides KAL with an early and immediate exploration focus aimed at understanding the potential of the preserved pegmatites for LCT mineralisation. This potential may be quickly realised by a detailed review of known pegmatite groups which appear to have significant size potential, combined with mineralogical and analytical data to assess their prospectivity for lithium.

Within the Spargoville area which includes the current Spargos Reward mine site there are numerous LCT pegmatites exposed in outcrops and shallow prospecting pits. Adjacent to and underneath the existing open pits, thick pegmatite drill intersections are recorded in the Higginsville drill hole database, the majority of these without assay data. In this area reconnaissance RC drilling programs could be designed and operational relatively quickly without the need for further data collection, such as drilling to assess the pegmatites adjacent to the Spargos Reward gold mine.

At Mt Henry numerous pegmatites are recorded in drilling and are exposed in the open pit. The exposed pegmatites will be inspected and sampled to assessed for their geochemistry.

In addition, anomalous lithium values in recorded in previous drilling, that may reflect leakage from nearby pegmatites, will be followed up with LCT pegmatite focussed drilling programs.

Elsewhere exploration will focus on areas selected based on the exploration model such as within 10 km of the probable source granites such as the low-calcium suite. One such target area is north-northeast of the Buldania lithium deposit. Reconnaissance mapping/prospecting and sampling will be undertaken to assess this large area for LCT pegmatites.

In CSA Global's opinion, the Higginsville Project, offers many options to assess and realise the potential for economic LCT pegmatites and exploration will therefore need to be carefully planned and prioritised.

5 Pilbara Lithium Assets

The Marble Bar, DOM's Hill and Pear Creek tenements are in the Eastern portion of the Archaean Pilbara Craton. The craton is well endowed with lithium, tantalum and tin related to LCT type pegmatites with the Wodgina and Pilgangoora pegmatite groups dominating current lithium production. Wodgina has a resource base of 259 Mt at 1.17% Li_2O (2018) and Pilgangoora has a resource of 305 Mt at 1.1% Li_2O (2022). The closest lithium project to the three projects with significant resources is the Archer deposit with a currently estimated resource base of 18 Mt at 1.0% Li_2O.

Current information indicates the late stage post tectonic or 'younger granites', which includes the Split Rock Supersuite of granites dated between 2,890 Ma to 2,830 Ma (Sweetapple and Collins, 2002), are the dominant source granites for LCT pegmatites in the Pilbara. It is although likely the older Sisters Supersuite granites (~2,940 Ma to 2,930 Ma) may also be potential source granites based on their spatial relationship to several lithium mineral occurrences. It is the strongly fractionated, high silica, peraluminous, two-mica younger granites which appear to be linked with the generation of the LCT pegmatites. Figure 27 shows the simplified geology of the Pilbara Craton and the Split Rock Supersuite and Sisters Supersuite monzogranites.

5.1 Tenure

The Marble Bar project comprises two granted Exploration Licences (EL's) with a combined area of 76.6 km^2, DOM's Hill project comprises seven granted EL's with a combined area of 124.9 km^2, and the Pear Creek project comprises three granted EL's with a combined area of 108.2 km^2 (Table 5). Full details on the granted tenements (agreements, royalties, Native Title, etc.) are provided in the Independent Solicitor's Report elsewhere in the prospectus.

Regarding E45/4700, a compulsory 40% relinquishment is due on 14/09/2023. The exact graticular blocks to be relinquished is yet to be confirmed but will include areas already deemed to be not prospective for lithium.

Table 5: Pilbara Lithium tenement information

Project	Tenement	Status	Holder	Application Date	Grant Date	Expiry Date	Area (km^2)
E45/4722-I	DOM's Hill	Live	Kalamazoo Resources Ltd	16/03/2016	14/02/2017	13/02/2027	32.03
E45/4887	DOM's Hill	Live	Kalamazoo Resources Ltd	23/02/2017	18/10/2017	17/10/2027	9.61
E45/4919	DOM's Hill	Live	Kalamazoo Resources Ltd	01/05/2017	27/07/2020	26/07/2025	28.82
E45/5146	DOM's Hill	Live	Kalamazoo Resources Ltd	20/12/2017	16/10/2019	15/10/2024	41.66
E45/5943	DOM's Hill	Live	Kalamazoo Resources Ltd	09/06/2021	28/02/2022	27/02/2027	3.20
E45/5934	DOM's Hill	Live	Kalamazoo Resources Ltd	26/05/2021	25/07/2022	24/07/2027	3.21
E45/5935	DOM's Hill	Live	Kalamazoo Resources Ltd	26/05/2021	01/07/2022	30/06/2027	6.41
E45/4700	Marble Bar	Live	Kalamazoo Resources Ltd	08/02/2016	15/09/2017	14/09/2027	73.44
E45/5970	Marble Bar	Live	Kalamazoo Resources Ltd	28/07/2021	15/03/2022	14/03/2027	3.19
E45/3856-I	Pear Creek	Live	Kali Metals Ltd	15/02/2011	11/02/2013	10/02/2025	21.82
E45/4616-I	Pear Creek	Live	Kali Metals Ltd	24/08/2015	03/05/2016	02/05/2026	54.40
E45/5813	Pear Creek	Live	Kali Metals Ltd	25/09/2020	23/08/2021	22/08/2026	32.00
							309.79

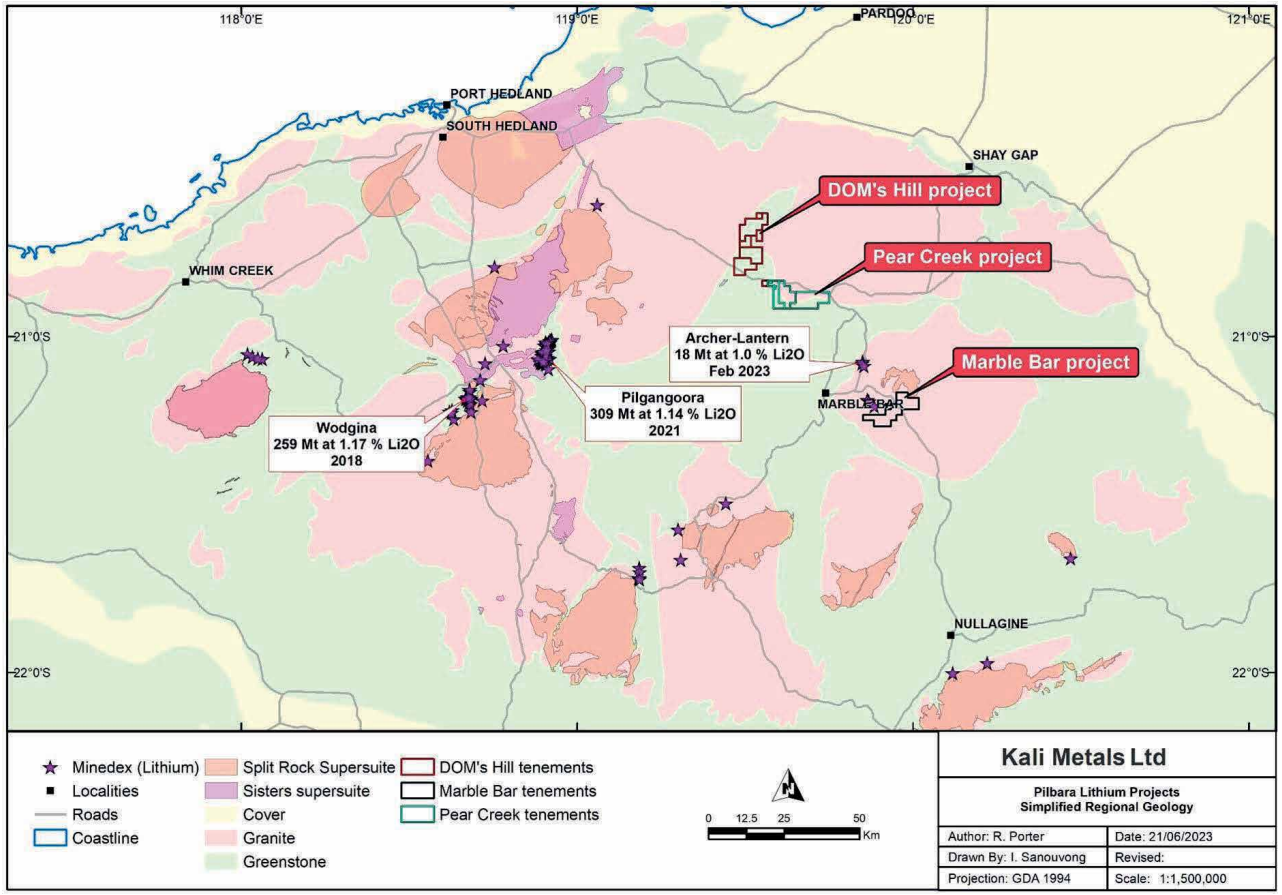

Figure 27: Pilbara projects locations
Source: CSA Global

5.2 Marble Bar

5.2.1 Location and Access

The Marble Bar project is located 200 km southeast of Port Hedland in the East Pilbara region of Western Australia and 1300 km north northeast of Perth, the capital city of Western Australia. The project is 30 km southeast of the historical gold mining centre of Marble Bar (Figure 27). Access is via the sealed Marble Bar Road from Port Hedland and a network of station tracks. Numerous mining operations are in operation within a 100 km radius of Marble Bar. Several flights a day operate between Perth and Port Hedland while the Marble Bar airport is being upgraded to take jets to support the fly in fly out operations in the area.

5.2.2 Topography, Vegetation and Climate

The East Pilbara region ranges in elevation between 150 m to 400 m ASL and is generally composed of sandy plains and scattered low hills and ridges, dissected by major river systems. These plains are dominated by spinifex and scattered shrubs with larger trees and other grasses concentrated along the banks of rivers and creeks.

Marble Bar is generally referred to as the hottest place in Australia. Its highest daily temperature of 49.3°C recorded in December 2018 while the lowest recorded daily temperature was 5.0°C in July 2002. Annual mean maximum and minimum temperatures are 35.7°C and 20.4°C, respectively. The mean annual rainfall averages approximately 400 mm with the highest falls occurring from January to March.

5.2.3 Environmental Obligations and Native Title

The Company's drilling and exploration programs will require short-term rehabilitation as they progress. These program sites may be periodically inspected by the DMIRS, and if necessary, corrective actions may be required after an inspection to further upgrade the standard of the rehabilitation at the sites. If mining commenced on the Company's tenements, the Company would be required to pay an annual levy to the DMIRS under their Mining Rehabilitation Fund for any non-rehabilitated land within the Company's tenements.

Cultural heritage surveys were conducted by the Nyamal Aboriginal Corporation ("NAC") at all drilling locations prior to any ground disturbing activities. Further details on environmental obligations and native title are in the Independent Solicitors Report, elsewhere in the prospectus.

5.2.4 Agreements

The Marble Bar and DOM's Hill Lithium projects are part of an exploration Earn-in agreement between Kalamazoo Resources Limited and major Chilean lithium producer Sociedad Química y Minera de Chile S.A. ("SQM"). Under the agreement, SQM has been granted the right to earn a 70% interest in all mineral rights at Kalamazoo's DOM's Hill and Marble Bar Lithium projects by sole funding a minimum of A$12 million of exploration and development activities over the next four years. SQM has already earned its right to a 30% interest. SQM is one of the world's leading lithium producers with its main asset in Australia being its 50% joint venture interest in the Mt. Holland Lithium project.

5.2.5 Exploration and Mining History

Several companies held tenure over the tenements as part of a regional holding associated with the Moolyella tin field. In 1982 (A11440) Endeavour Resources explored the Moolyella Monzogranite for tin and tantalum mineralisation. They held 93 Dredging Claims and 149 Mineral Claims in the area. They operated an alluvial tin mine 2km north of the Great Northern Hwy from 1978 to 1986, when it closed due to a fall in tin prices. In 1998 (A58991). Stockdale Prospecting explored the area for diamonds. Low counts of chrome spinels were identified in five samples, however none appeared to be derived from kimberlite source rocks.

In 2005, (A71050) Holdfast Exploration Pty Ltd explored the area for gold and base metals. No significant results were returned and the tenement was surrendered.

In 2013, (A100420 and A100421) Lithex Resources Limited held ground covering the Moolyella Monzogranite, and prospecting licences within the boundary of E45/4700. No fieldwork was carried out. Based on desk top studies the tenements were deemed not to be prospective for tantalum mineralisation, and the tenements were surrendered.

Prior work by Sayona included geological traversing and geochemical sampling. A total of 77 rock samples and 149 soil samples were collected over the two-year period 2017-2019. Field reconnaissance and geological mapping of pegmatite outcrop was carried out in the northern area of E45/4700. Spodumene-bearing pegmatites were identified and mapped by Sayona however, there appears to have been little work completed in the southwestern part of the tenement E45/4700.

The 'lepidolite-bearing' pegmatites within E45/5970 were mapped by Lithium Australia Limited (2019). These areas were re-visited to check mineralogy identified by Lithium Australia. Overall, the observations with regards to pegmatite dimensions were the same as those made by Lithium Australia (2019). The pegmatites are thin, approximately 0.5 m to 1 m wide, and typically shallowly dipping towards the northeast.

5.2.6 Regional Geology and Lithium Mineralisation

The East Pilbara Terrane is composed of broad granitic domes separated by metamorphosed volcanic, sedimentary and intrusive rocks of the Pilbara Supergroup which formed through successive mantle plumes that erupted a dominantly basaltic volcanic succession, onto an older sialic basement. The Pilbara Supergroup comprises four volcano-sedimentary sequences – the Warrawoona, Sulphur Springs, and Kelly Groups.

The Marble Bar project area straddles the boundary of the Mount Edgar Granitic Complex and sedimentary and volcanic rocks of the Warrawoona Greenstone belt in the Marble Bar Sub-basin.

The Warrawoona greenstone rocks are intruded by granodiorite rocks of the Mount Edgar Granitic Complex which dominates the geology in the area.

The Mount Edgar Granitic Complex is a composite body which ranges in age from 3,460 to 2,830 Ma of which 26 intrusive plutonic units have been identified. Rocks comprise granodiorite-tonalite which is intruded by smaller granodioritic and adamellitic bodies. Large dolerite dykes belonging to the northeast trending Black Range dyke suite, crosscut the batholith, as well as felsic dykes of trachyandesite, andesite, granophyric and rhyolite composition.

Within the Mt Edgar Granite Complex four suites of granites have been recognised. The oldest is the migmatised Callina Supersuite (3,490-3,460 Ma), which forms a marginal unit in the southwestern granitic complex contact. This unit is margined by the Tambina Supersuite gneisses (3,451-3,416 Ma), which is again developed in the northwestern portion of the granitic complex. The Emu Pool Supersuite (3,324- 3,277 Ma) comprises a large group of sub intrusions which form the bulk of the granitic complex and is well represented in the tenement area. The Cleland Supersuite (3,274-3,223 Ma) is present as the central and eastern core of the granitic complex.

In the Marble Bar area, it is the Split Rock Supersuite (2,890-2,830 Ma) Moolyella Monzogranite (2,830 Ma) which is regarded as the source granite for the numerous surrounding LCT pegmatites. The granite is interpreted to intrude the western portion of the granitic complex as a low angle east dipping sheeted structure.

Lithium mineralisation in the form of spodumene, lepidolite and zinnwaldite mineralised pegmatites is widespread within an arcuate corridor outboard of the western margin of the Moolyella Monzogranite. Global Lithium Limited recently updated their resource base at the Archer-Lantern deposit to 18 Mt at 1.0 % Li_2O (Global Lithium ASX release dated 14 February 2023).

5.2.7 Local Geology and Lithium Mineralisation

The bulk of tenement E45/4700 and E45/5970 cover the Fig Tree Gneiss member of the Tambina Supersuite. The northern portion of the tenement adjoins the Moolyella monzogranite, and the southwestern part covers the Jenkin Granodiorite (3313 – 3307 Ma) member of the Emu Pool Supersuite.

Previous exploration work by Lithium Australia Ltd, located several lepidolite bearing pegmatite sills with shallow to moderate dips to the east and more recently spodumene bearing pegmatites have been located by Kalamazoo (KZR) particularly within E45/5970 (Kalamazoo 2023, pers. comm.).

5.2.8 Exploration for Lithium

Exploration by KZR in recent times has included soil and rock chip sampling and reverse circulation percussion (RC) drilling to test several pegmatites. This work is summarised in Figure 28 and below.

Summary of key exploration results:

- Multiple pegmatites dominantly trending NW-SE from 0.5 m to an estimated 3 m in outcrop width have been mapped within the EL's and several of these pegmatites host lepidolite. More recent investigations by KZR have located spodumene bearing pegmatites particularly within E45/5970. One sample MBLR 179 has been checked petrographically and spodumene confirmed with lithium analytical values in a grab rock chip sample of 1.81% Li_2O (Figure 29). More recent sampling of additional spodumene bearing pegmatite has returned up to 2.8% Li_2O.
- Other visually identified spodumene samples are in the process of investigation to confirm spodumene is present.
- 26 RC holes drilled for 2,419 m. The drilling targeted anomalous soil and several outcropping pegmatites with visible lepidolite or zinnwaldite. The drilling intersected multiple thin pegmatites which returned eight 1 m pegmatite intervals with greater than 1,000 ppm Li with the best result in drill hole MB22RC019 of 1 m at 2,840 ppm (0.61% Li_2O).

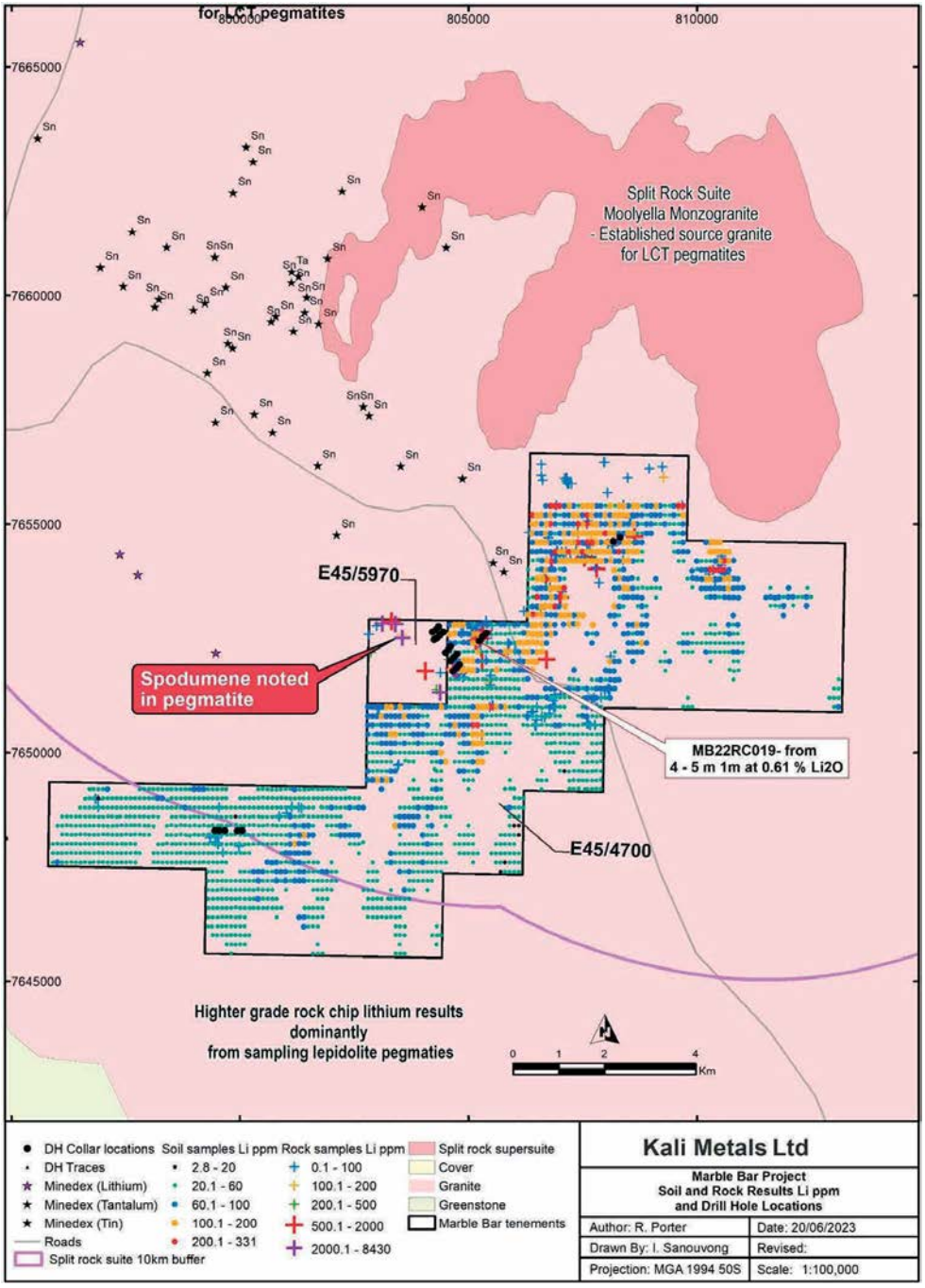

Figure 28: Summary of exploration completed by KZR at Marble Bar
Source: KAL

Attachment A – Independent Technical Assessment Report continued

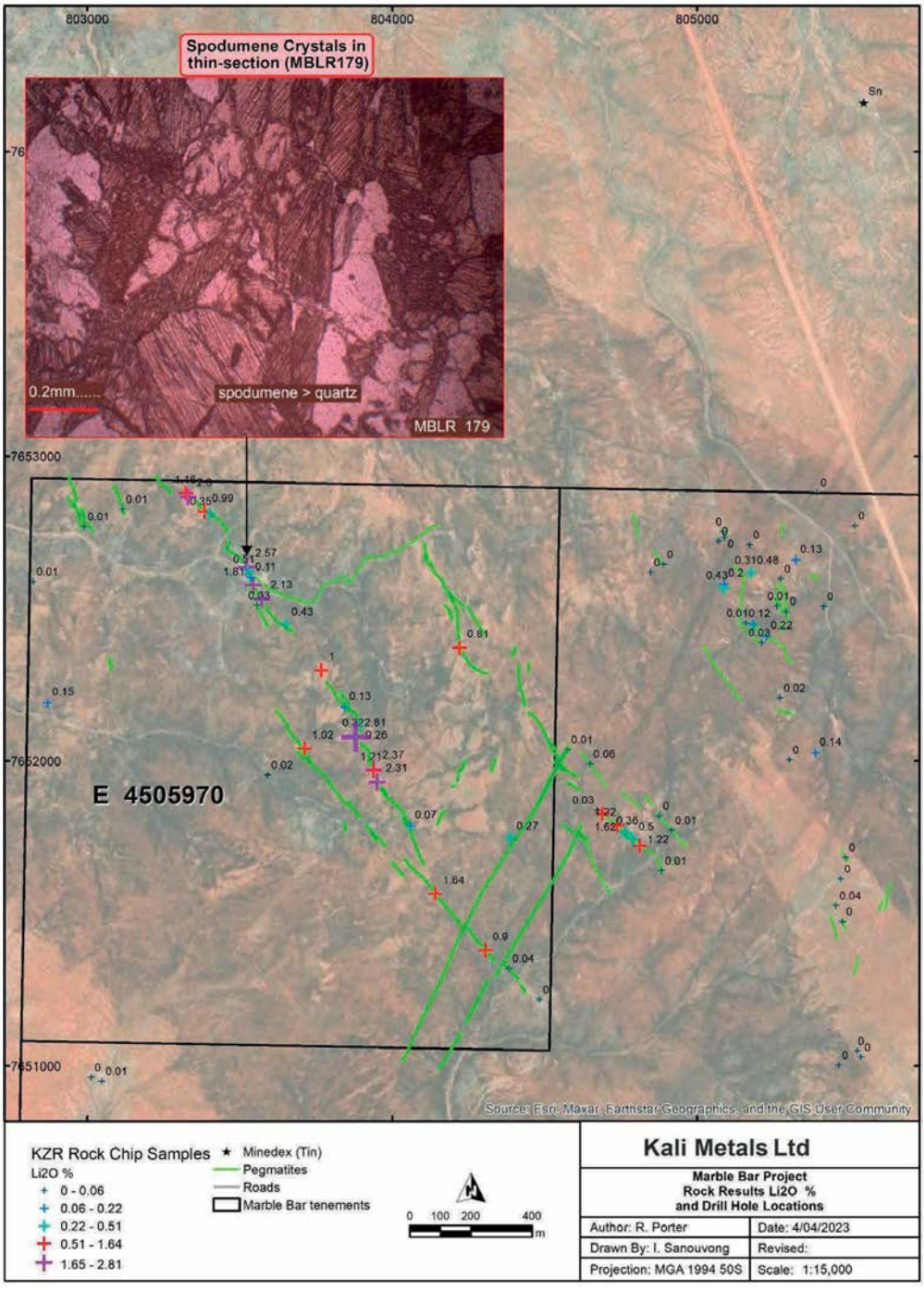

Figure 29: Plan showing location of recent spodumene sample MBLR179
Source: KAL

5.2.9 Exploration Potential

CSA Global concur the Marble Bar project is at an early exploration stage. Previous exploration initially identified and focussed on several lepidolite bearing pegmatites, however more recent exploration has identified the presence of spodumene in addition to lepidolite. The spodumene has been confirmed by petrography.

While the pegmatites identified to date within both EL's are relatively thin, ongoing detailed mapping and more intensive drilling may identify areas where pegmatites are thicker and predominantly host spodumene as the primary lithium mineral.

5.2.10 Proposed work and Use of Funds

The Marble Bar project is located along the margin of the Moolyella tin and tantalum alluvial field and contains numerous local occurrences of mapped lithium-enriched pegmatites. Furthermore, the Archer Lithium Deposit owned by Global Lithium Resources Limited (ASX: GL1) is located approximately 25 km to the north, also on the margin of the Moolyella tin and tantalum field, with a reported Inferred Resource of 18 Mt @ 1.0% Li_2O. Recent mapping and surface sampling at the Marble Bar project, has discovered outcropping spodumene-bearing pegmatite dykes. Grab samples of spodumene bearing pegmatite have returned up to 2.8% Li_2O. KAL plans to complete the following activities:

- Follow-up field reconnaissance/mapping and rock chip sampling of the newly identified spodumene occurrences in E45/5970.
- Detailed structural geology interpretation utilising all available datasets to identify possible structural pathways and/or dilation sites as possible enhanced pegmatite intrusion sites.
- Proposed 1,000 m RC drill program (nominal five drill holes x 200 m) to test spodumene target zones in pegmatites.

CSA Global considers the proposed exploration activities are appropriate.

5.3 DOM's Hill

5.3.1 Location and Access

The DOM's Hill project is in the East Pilbara region of Western Australia. It is 110 km southeast of Port Hedland and 52 km northwest of Marble Bar, and centred on MGA94 Zone 50 coordinates 760,372mE and 7,707,199mS. Access is from Marble Bar via the Marble Bar Road or Coongan-Goldsworthy Road, and minor station tracks that branch off these roads. Numerous mining operations are in operation within a 100 km radius of Marble Bar. Several flights a day operate between Perth and Port Hedland while the Marble Bar airport is being upgraded to take jets to support the fly in fly out operations in the area. Figure 27 shows the regional location of the project.

5.3.2 Topography, Vegetation and Climate

The East Pilbara region ranges in elevation between 150 m to 400 m ASL and is generally composed of sandy plains and scattered low hills and ridges, dissected by major river systems. These plains are dominated by spinifex and scattered shrubs with larger trees and other grasses concentrated along the banks of rivers and creeks.

Marble Bar is generally referred to as the hottest place in Australia. Its highest daily temperature of 49.3°C recorded in December 2018 while the lowest recorded daily temperature was 5.0°C in July 2002. Annual mean maximum and minimum temperatures are 35.7°C and 20.4°C, respectively. The mean annual rainfall averages approximately 400 mm with the highest falls occurring from January to March.

5.3.3 *Environmental Obligations and Native Title*

The Company's drilling and exploration programs will require short-term rehabilitation as they progress. These program sites may be periodically inspected by the DMIRS, and if necessary, corrective actions may be required after an inspection to further upgrade the standard of the rehabilitation at the sites. If mining commenced on the Company's tenements, the Company would be required to pay an annual levy to the DMIRS under their Mining Rehabilitation Fund for any non-rehabilitated land within the Company's tenements.

Cultural heritage surveys were conducted by the Nyamal Aboriginal Corporation ("NAC") at all drilling locations prior to any ground disturbing activities. Further details on environmental obligations and native title are in the Independent Solicitors Report, elsewhere in the prospectus.

5.3.4 *Agreements*

The Marble Bar and DOM's Hill Lithium projects are part of an exploration Earn-in agreement between Kalamazoo Resources Limited and major Chilean lithium producer Sociedad Química y Minera de Chile S.A. ("SQM"). Under the agreement, SQM has been granted the right to earn a 70% interest in all mineral rights at Kalamazoo's DOM's Hill and Marble Bar Lithium projects by sole funding a minimum of A$12 million of exploration and development activities over the next four years. SQM has already earned its right to a 30% interest. SQM is one of the world's leading lithium producers with its main asset in Australia being its 50% joint venture interest in the Mt. Holland Lithium project.

5.3.5 *Exploration and Mining History*

Kalamazoo has completed a review of the extensive exploration completed over the current DOM's Hill tenements and adjacent areas. Their review is summarised below. As none of the previous work is pertinent to lithium exploration details are not included herein.

The DOM's Hill tenement package covers much of the northern part of the Warralong Greenstone Belt which is wedged between the Carlindi Granitoid Complex in the west and the Muccan Granitic Complex to the east. The two granitic complexes are tectonically adjacent to each other, with the Warralong Greenstone Belt pinching out between them to the north of the project area. Historically, it has been explored for gold and base metals, but no economic mineralisation has yet been located.

- Very little on-the-ground field work appears to have been carried out since 2010.
- There is a large database of data available, mainly of geochemical surface data dating back to the 1960's.
    - Multiple geochemical methods.
    - Inconsistent suites of elements assayed for.
    - Most gold assays completed by Aqua Regia – may receive better results with fire assay, especially where anomalies occur associated with sulfides or chert.
    - Geochemistry database being assessed for nickel potential by Nigel Brand.
- Drilling has not comprehensively tested many of the anomalous areas.
    - Only 338 drill holes within the tenements.
        - 333 drillholes >20 m depth.
        - 97 drill holes >50 m depth.
        - 21 drill holes >100 m depth.
    - Maximum hole depth.
        - 150 m at 'Anzac' an old Kalamazoo prospect.
        - 127 m at DOM's Hill.
        - 120 m at Chrome Diopside.

        - 110 m at the North East Zone.
    - Area is considered under explored, and target zones poorly tested.
    - Past positioning of drill holes has been sub-optimal, with explorers preferring to position drill holes in easily accessible areas, rather than create access into more difficult target areas.
- Geophysics surveys include:
    - A 1972 Turair Helicopter EM survey.
    - A 2007 Helicopter VTEM survey which covers only the most southerly portions of the tenements.
    - Regional magnetics dataset.
    - Ground EM on selected targets.
    - VTEM and regional magnetics being reprocessed by Resource Potentials.
- Target units for nickel sulfide deposits are the McPhee Formation, Apex Basalt and the Euro Basalt.
- Target units for base metals include the Mt Ada Basalt.
- Targets for gold mineralisation include sulfidic cherts, epithermal quartz veins and shear zones.

5.3.6 Regional Geology and Lithium Mineralisation

The DOM's Hill project is in the East Pilbara Granite-Greenstone Terrane which comprises the eastern portion of the Archaean Pilbara Craton. The East Pilbara Granite-Greenstone Terrane comprises groups of volcanic and sedimentary rocks (greenstones) deposited between c.3,515 and 3,240 Ma, in addition to younger, dominantly sedimentary, greenstone successions, and numerous suites of granitoid rocks varying in composition from trondhjemite through to monzogranite that were emplaced between c.3,576 and 2,850 Ma. The terrane is characterised by large ovoid granitoid complexes flanked by curvi-linear belts of commonly steeply dipping greenstones.

The current project area overlies the Warralong Greenstone Belt and is dominated by Warrawoona Group lithologies. These consist of ultramafic units on the flanks, granites, (notional) BIFs, sediments, and cherts, with extensive faulting and thrusting providing repeat of units.

Structurally, the project area is complex. The project overlies major domain bounding shear zones as well as numerous second order shear zones including the DOM's Hill Shear Zone and North-East Fault.

5.3.7 Local Geology and Lithium Mineralisation

The three northern tenements lie over the northern, narrow section of the Warralong Greenstone Belt, flanked to the west by the Carlindi Batholith and to the east by the Muccan Batholith. The dominant lithology in the west and central area of the tenements is the Apex Basalt with minor pockets of Duffer Formation (Dacite, Sediments), Ultramafic Intrusion(s) within E45/4722, and within E45/4887 a wedge of Tambina Supersuite (Metatonalite and metagranodiorite) flanked by ultramafic intrusion. The eastern side of E45/4722 is predominantly Mt Ada and North Star Basalt. The project is covered by extensive deposits of alluvial material, which occur everywhere except where relief is sufficiently elevated for bedrock to be exposed.

5.3.8 Exploration for Lithium

Exploration specifically for lithium, as compiled by Kalamazoo, is summarised as follows.

During 2021, 167 soil samples collected on the original 100 m x 400 m grid within E45/5416 during the previous reporting period 2020 were re-assayed. These samples were initially assayed using the LabWest Ultrafine+ technique, which uses a microwave assisted aqua regia digestion and is not considered to be adequately representative of the true lithium content of the sample. A selection of these samples were sent

to ALS for 4-acid digest multi element assay, which is considered appropriate for Li in soils. These assays revealed areas elevated in Li, and associated trace elements Ta and Cs. These results guided field reconnaissance checks by a contract geologist.

During November 2021, a large-scale soil sampling program was carried out across the combined DOM's Hill project area. A total of 4,486 samples, weighing 300–500 g each, were taken at a depth of approximately 15 cm. These samples were analysed using Kalamazoo's Bruker handheld pXRF.

During two separate field reconnaissance visits, rock chip samples of outcrops located within geochemically anomalous areas were collected. These rock chips were sent to ALS in Perth for multi-element analysis. None of the rock chips collected returned any elevated LCT associated trace elements and are considered barren. No rock chips collected returned any anomalism for any other base or precious metals.

A selection of these rock chip samples were analysed using laser Raman spot checks, to identify any LCT associated minerals such as spodumene or lepidolite. During this analysis, no LCT associated elements were identified in the samples and they were mineralogically indistinct from a common granite.

As Li is not resolvable by pXRF, the pXRF Li Index provides a proxy for Li enrichment via a correlation with a suite of five elements (Rb, Nb, Ta, Ga, and Cs) that are resolvable by pXRF and calibrated against certified reference materials.

The entire sample set collected during this reporting period, along with samples collected during the previous reporting period were analysed using the pXRF Li Index. The results of this analysis identified widespread, elevated Li Index anomalism across the DOM's Hill project areas.

These anomalies, when supported by coincident multi element anomalism, were identified as being prospective for pegmatite hosted lithium mineralisation and were field checked with the aim of designing an RCP drilling program to test the anomalies.

Kalamazoo has provided location and geochemical data for more recent work completed which includes analytical results using a 4-acid digest method for the many of the previously collected soil samples, additional rock chip samples and reverse circulation percussion drilling (RCP) drilling.

The RCP drilling comprised 10 holes for 1,612 m. Three areas were targeted based on pXRF soil analytical data and the presence of outcropping pegmatites and aplites. Only the holes targeting the pegmatites intersected pegmatites with the thickest intercept 8 m downhole. No lithium minerals were observed and the best analytical result 47 ppm lithium. The results are summarised in Figure 30.

5.3.9 Exploration Potential

The DOM's Hill project area is regarded by KAL as being prospective for LCT pegmatites. This is based on its understanding of the regional geology that there may be potential for unexposed LCT pegmatites.

There is some evidence to support this viewpoint including the presence of pegmatites (unmineralised) intersected in limited drilling, elevated lithium in soils which appear to coincide with regional structures, a rock chip sample with elevated Li, Rb, Cs and Sn, and the presence nearby of a Sisters Supersuite monzogranite. This granite appears to be emplaced within a regional structure which also approximately coincides with the anomalous soil trends (60-100 ppm Li) and the anomalous rock chip sample (Figure 30).

KAL has advised that earn-in partner SQM is funding a significant (13,000 m) drilling program to test for unexposed pegmatites.

5.3.10 Proposed work and Use of Funds

The DOM's Hill project, East Pilbara WA, is an early-stage exploration project. There are some indications at DOM's Hill, from rock and soil geochemical sampling, that lithium bearing pegmatites may be present in the project area, but unexposed. The potential for DOM's Hill to host LCT pegmatites still needs to be confirmed.

At DOM's Hill, KAL plans to complete the following:

- An ~8,000 m aircore grid geochemistry program targeting the SW corner of the project area (E45/4919) where the granite-greenstone contact is closest to a mapped Sisters Supersuite Intrusion, which is regarded as a possible source granite.
- An ~3,300 m aircore grid geochemistry program targeting the NW corner of the project area (E45/5416) over an encouraging lithium in soil geochemistry anomaly where the granite-greenstone contact is partially obscured by cover.
- 200 m x 100 m soil geochemistry surveys over E45/5934 and E45/5935.
- Further field reconnaissance/mapping, rock chip and soil sampling to follow-up surface geochemical anomalies previously identified e.g., rock chip sample DHLR085 which recorded elevated lithium (627 ppm), caesium (239 ppm), rubidium (894 ppm) and tin (20 ppm) in a biotite schist.

CSA Global considers the planned exploration to follow up zones of elevated soil and rock geochemistry is sound.

Attachment A – Independent Technical Assessment Report continued

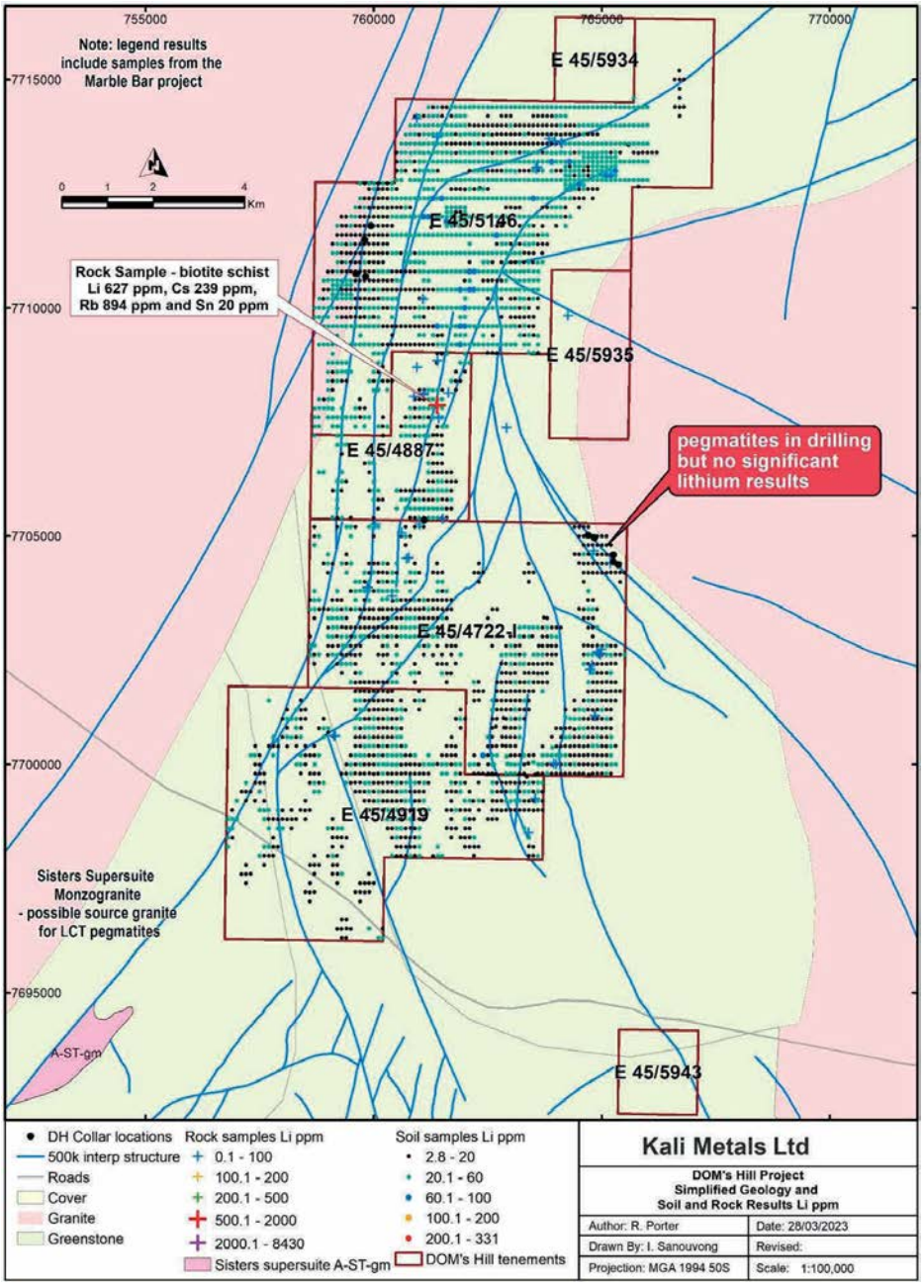

Figure 30: Summary of exploration results at DOM's Hill
Source: KAL

5.4 Pear Creek

5.4.1 Location and Access

The Pear Creek tenements are located between the DOM's Hill and the Marble Bar tenements (Figure 31). The project is in the East Pilbara region of Western Australia. It is approximately 140 km southeast of Port Hedland and 60 km northwest of Marble Bar. The Port Hedland to Marble Bar Road transverses the project with access into the tenements from minor station tracks that branch off this road. Numerous mining operations are in operation within a 100 km radius of Marble Bar. Several flights a day operate between Perth and Port Hedland while the Marble Bar airport is being upgraded to take jets to support the fly in fly out operations in the area. Figure 27 shows the regional location of the project.

5.4.2 Topography, Vegetation and Climate

The East Pilbara region ranges in elevation between 150 m to 400 m ASL and is generally composed of sandy plains and scattered low hills and ridges, dissected by major river systems. These plains are dominated by spinifex and scattered shrubs with larger trees and other grasses concentrated along the banks of rivers and creeks.

Marble Bar is generally referred to as the hottest place in Australia. Its highest daily temperature of 49.3°C recorded in December 2018 while the lowest recorded daily temperature was 5.0°C in July 2002. Annual mean maximum and minimum temperatures are 35.7°C and 20.4°C, respectively. The mean annual rainfall averages approximately 400 mm with the highest falls occurring from January to March.

5.4.3 Environmental Obligations and Native Title

The Company's exploration and drilling programs will require short-term rehabilitation as they progress. These program sites may be periodically inspected by the DMIRS, and if necessary, corrective actions may be required after an inspection to further upgrade the standard of the rehabilitation at the sites. If mining commenced on the Company's tenements, the Company would be required to pay an annual levy to the DMIRS under their Mining Rehabilitation Fund for any non-rehabilitated land within the Company's tenements. Further details on environmental obligations and native title are in the Independent Solicitors Report, elsewhere in the prospectus.

5.4.4 Ownership and Tenure

The Pear Creek project consists of three granted exploration licences held 100% by Kali Metals Ltd that cover an area of 108.2 km² (Table 6 and Figure 31). The project is not part of an exploration earn-in agreement between KZR and major Chilean lithium producer SQM.

The summarised information on the granted tenements has been obtained from the Independent Solicitor's Report elsewhere in the prospectus. CSA Global makes no other assessment or assertion as to the legal title of the tenements and is not qualified to do so.

Table 6: Pear Creek Tenure

Licence	Status	Holder	Grant Date	End Date	Area (km²)
E45/3856-I	Live	Kali Metals Ltd	11/02/2013	10/02/2025	21.82
E45/4616-I	Live	Kali Metals Ltd	03/05/2016	02/05/2026	54.40
E45/5813	Live	Kali Metals Ltd	23/08/2021	22/08/2026	32.00

5.4.5 Exploration and Mining History

The Pear Creek project area has historically been considered prospective for a range of commodities including gold, nickel, cobalt and base metals. The area has been recently re-rated by KZR for its gold potential due to shear hosted gold resources identified to the southeast at the Warrawoona project by

Calidus Resources Limited and intrusion related gold mineralisation at the Hemi discovery to the west at Mallina by De Grey Mining Limited.

As none of the previous exploration work on the Pear Creek project is pertinent to lithium exploration, details are not included in this Report.

5.4.6 Local Geology and Lithium Mineralisation

The Pear Creek project, like DOM's Hill, is also within the East Pilbara Granite-Greenstone Terrane of the Archaean Pilbara Craton. It is located between the Marble Bar and DOM's Hill projects and includes a 25 km long zone of variable width (1-7 km) Archaean greenstone in contact with the southern margin of the Muccan Granitic Complex. No known modern exploration has been undertaken for LCT pegmatite mineralisation on the Pear Creek project and it is not known whether pegmatites exist on the tenements. This may be partly explained by some of the project area being overlain by a thin veneer of younger sedimentary cover.

5.4.7 Prospectivity

In CSA Global's view, the Pear Creek project does not meet the basic prospectivity criteria for LCT pegmatites, i.e., based on current geological mapping, it is not located within 10 km of a source granite.

There are no nearby LCT mineral occurrences, and no further exploration data to support the potential for lithium mineralisation.

The project does however remain prospective for other greenstone-related types of mineralisation, for example gold.

5.4.8 Proposed work and Use of Funds

At Pear Creek Kali plans to complete the following:

- Desktop studies
- Analysis of existing surface geochemistry sample data.
- Field reconnaissance/mapping and rock chip sampling.
- Detailed structural geology interpretation utilising all available datasets to identify possible structural pathways and/or dilation sites as possible enhanced pegmatite intrusion sites.
- Technical review and assessment of the LCT-pegmatite, gold and base metal potential of the project.

CSA Global considers the proposed stepped exploration activities are measured and appropriate given the present lack of prospectivity criteria for hosting LCT pegmatites at Pear Creek.

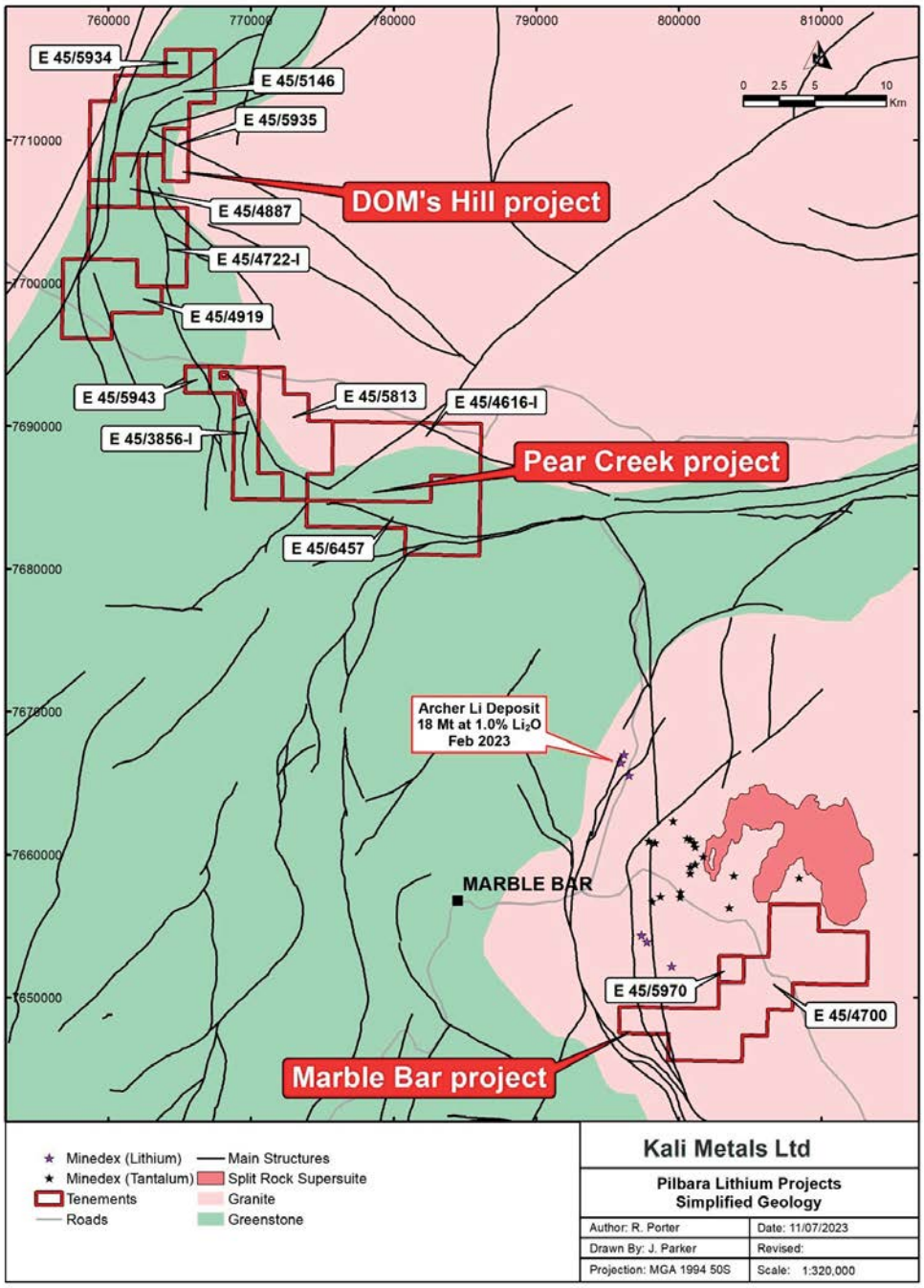

Figure 31: Pilbara Lithium Projects tenure and geology
Source: modified KZR ASX release dated 28 April 2023

6 New South Wales and Victoria Lithium Assets

6.1 Introduction

The New South Wales (NSW) and Victorian (VIC) tenements (Figure 1) were acquired based on the generally accepted model for LCT pegmatites. The tenements are in the southern portion of the Lachlan Orogen. The NSW tenements are referred to as the Jingellic project and the VIC tenements the Tallangatta project.

6.1.1 Tenure

The NSW Jingellic project tenements have a combined area of 1,200 km^2 and the VIC Tallangatta project a combined area of 839 km^2, as listed in Table 7. Full details on the tenements (agreements, royalties, Native Title, Crown Reserves etc.) are provided in the Independent Solicitor's Report elsewhere in the prospectus.

Table 7: Tenement information for projects in New South Wales (NSW) and Victoria (VIC).

Project	Tenement	Status	Holder	Application Date	Grant Date	Expiry Date	Area (km^2)
VIC Li PROJECTS (Lachlan Fold Belt)							
Tallangatta Li Project							
EL007784	Tallangatta North	Granted	Kali Metals Ltd	4/11/2021	28/12/2022	28/12/2027	32.59
EL007786	Tallangatta North	Granted	Kali Metals Ltd	4/11/2021	28/12/2022	28/12/2027	472.76
EL007787	Tallangatta North	Granted	Kali Metals Ltd	4/11/2021	28/12/2022	28/12/2027	333.31
							838.66
NSW Li PROJECTS (Lachlan Fold Belt)							
EL9403	Jingellic	Granted	Kali Metals Ltd	12/10/2021	10/05/2022	10/05/2028	969.20
EL9507	Jingellic	Granted	Kali Metals Ltd	24/10/2022	10/01/2023	10/01/2029	4.41
EL8958	Jingellic	Granted	Mining and Energy Group Pty Ltd	10/10/2019	03/03/2020	03/03/2024	226.41
							1200.02

6.1.2 Location and Access

The closest city to the Jingellic project is Albury-Wodonga, the major regional centre in southern NSW and northern VIC, 260 km northeast of Melbourne, the capital city of Victoria. The Jingellic project consists of two main tenement blocks accessed via the sealed Hume Freeway that runs through parts of both blocks. Access is gained from the Freeway into the tenements via sealed secondary roads and unsealed tertiary roads, farm tracks and fire trails. The nearest port is at Melbourne, approximately 350 km to the southeast of the centre of the project area.

Albury-Wodonga is also the closest major city to the Tallangatta project, with the centre of the project area 50 km to the southeast in Victoria. Tallangatta with a population of just over 1,000 is the located just to the west of the project. The Tallangatta project is accessed from Albury-Wodonga via the sealed Murray Valley Highway that runs east through the northern part of the main tenements. Access into the tenements is then onto primary and secondary sealed roads, and unsealed farm tracks and fire trails. The nearest port is at Melbourne, 260 km to the south of the project area.

6.1.3 Topography, Vegetation and Climate

The Jingellic and Tallangatta projects are located predominantly over farmland, nestled adjacent to two major National Parks. Topography over the areas can be variable, ranging from approximately 300 m ASL to over 650 m ASL. Both projects are located within the South Eastern Highlands Bioregion that covers the

dissected ranges and plateau of the Great Dividing. Vegetation is variable, consisting of forest, woodland, and grassy ecosystems, due to changes in elevation, rainfall, and temperature.

The minimum and maximum average monthly temperature ranges are from -3.8°C to 4.7°C and from 18°C to 31.3°C, respectively. Mean annual rainfall varies in the bioregion from 460 mm to 1,883 mm.

6.1.4 Environmental Obligations and Native Title

New South Wales (NSW)

In NSW, rehabilitation of all disturbance caused by activities carried out under an exploration licence must be completed in accordance with the requirements in Part B of the Exploration Code of Practice: Rehabilitation (July 2015) to the satisfaction of the Minister. A minimum rehabilitation bond of $10,000 is required before exploration can be undertaken, and rehabilitation must be ongoing over the life of the tenement.

The Company holds leases that wholly, or in part, cover State Forest and State Conservation Areas. Exploration can be undertaken in an exempted area, defined as lands set aside for public purposes that include state forests and state conservation areas. Consent of the Minister is required for exploration activities within an exempted area.

For the purposes of processing tenement applications, the NSW Mining, Exploration and Geoscience division considers native title to exist until proven otherwise. The Company's Jingellic tenements are predominantly on freehold land with a minor amount on Crown Land. The requisite native title advertising was undertaken in the State with no groups coming forward. Hence, the Company has no native title agreements. Further details on environmental obligations and native title are in the Independent Solicitors Report, elsewhere in the prospectus.

Victoria (VIC)

Like NSW, a standard bond is applied in VIC to an exploration title at the time the first work plan for an exploration licence is approved. A standard bond amount of $10,000 is applicable to all new exploration licences. Where large scale exploration works are proposed, such as extensive mechanical excavation, large diameter drilling or track construction, use of the rehabilitation bond calculator may be necessary.

The Company holds leases that cover restricted Crown Land (Regional Parks, Bushland Reserves, and Streamside Reserves) in Northern Victoria. Where the land covered by a licence is defined as restricted Crown land (regional parks and most reserves) the consent of the Crown land Minister is required.

The Company's Tallangatta tenements are predominantly on freehold land with a minor amount on Crown Land. The requisite native title advertising was undertaken in the State with no groups coming forward. Hence, the Company has no native title agreements.

6.2 Regional Geology

The tenements cover portions of granite bodies and adjacent sedimentary rocks. The granites are classified as S-type granites based on their geochemical characteristics and where fractionation data is available, vary from moderately to strongly fractionated. The 'S' refers to supracrustal, as S-type granites are regarded as being derived from the melting of weathered sediments and other crustal rocks. They are peraluminous and typically have enhanced incompatible element content such as Rb, Li, Cs, Sn and Ta.

The granites are further characterised mineralogically by the presence of two micas, muscovite and biotite and in some suites, accessory minerals such tourmaline. There is a clear spatial association of pegmatites hosting tin (Sn), and in some instances tantalum and lithium minerals, with the more highly fractionated granites in the region, such as the Thologolong Granite.

The two-mica S-type granite suites are Early Silurian to Devonian in age (435 Ma to 380 Ma) and in NSW intrude the Abercrombie Formation sediments, largely comprising sandstones of Early to Middle Ordovician

Attachment A – Independent Technical Assessment Report continued

(~ 495 Ma to 435 Ma) age. In VIC, the two-mica S-type granite suites intrude the Silurian Omeo Metamorphic and Ordovician Pinnack Sandstone (Figure 32).

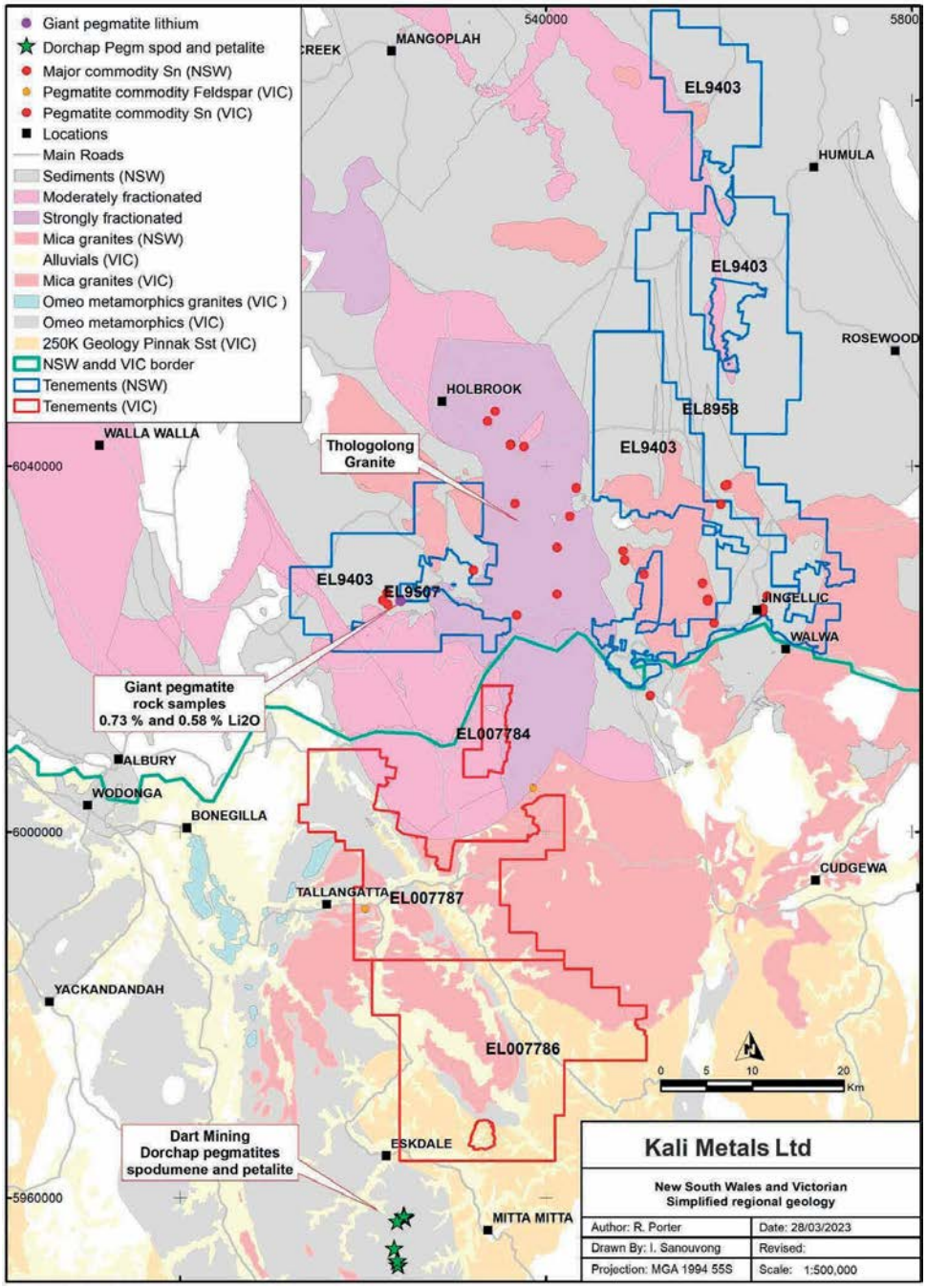

Figure 32: New South Wales and Victorian projects regional geology
Source: KAL

6.3 Exploration and Mining History

The general area has historically been the source of alluvial, eluvial and hard rock Sn and Ta. In more recent years during the last Ta boom in the early 2000's, the Walwa area was the focus of Ta exploration. Lithium minerals were not the focus of historical prospecting and exploration efforts and it has only been in recent years that companies have placed any value on this commodity.

The historical Mullengandra Tin Field, which has seen small-scale mining over the last 100 years, was discovered in 1903 and worked sporadically until about 1973. The Jupiter mine, also known as the Mullengandra or Bright Star, was the largest tin producer in the Field with the Hunter and Parsons' mine and McLurg Gully mine of lesser significance (Figure 33) (Eadie and Kwak, 2021).

Around 2002, the Walwa Tin Field (VIC), which lies outside the current KAL tenure, was tested for pegmatite hosted Ta mineralisation by Tantalum Australia NL. Several tantalum prospects (Mt Alwa, Mt Alwa South, Redbank, and Bounce) were identified.

Southwest of the VIC Project, Dart Mining NL has recently identified several pegmatites within the Dorchap pegmatite group that host petalite and spodumene, indicating the prospectivity of the general region (Dart Mining ASX release, 23 June 2022). The location of the Dorchap mineralised pegmatites are shown on Figure 32.

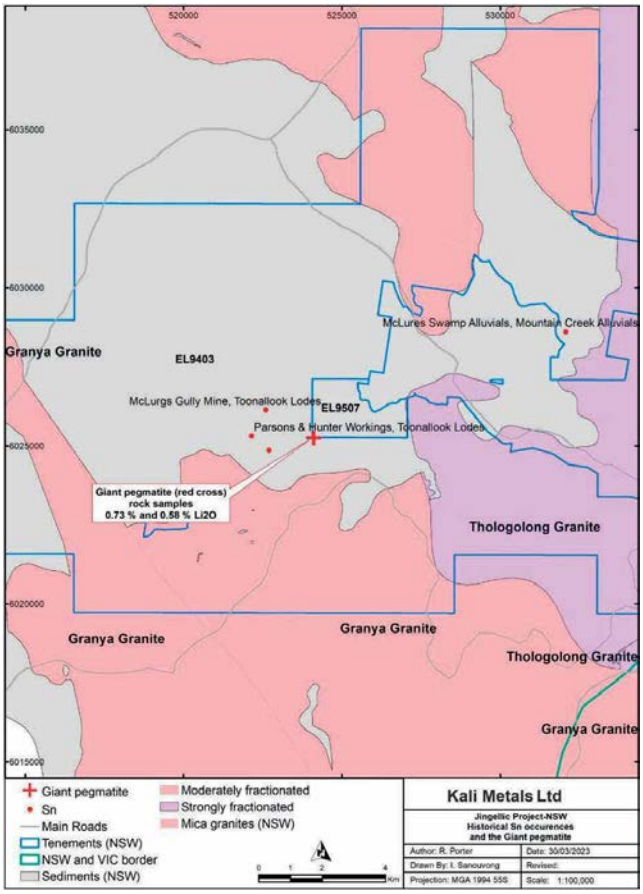

Figure 33: Jingellic project - lithium occurrence
Source: KAL

Attachment A – Independent Technical Assessment Report continued

KAL has advised CSA Global that, except for previous tenement EL8836, the area of which is now included within EL9403 and EL9507, their research has not located any significant information pertaining to past lithium exploration within the NSW tenements.

In 2021, within EL8836, a private group sampled the Giant pegmatite located east of the Mullengandra Sn occurrences within EL9403. Two rock chip samples (Eadie and Kwak, 2021) returned anomalous Li, Sn and Ta results:

- TK007 – 3371 ppm Li (0.73% Li_2O), 1730 ppm Sn and 56 ppm Ta.
- TK006 – 2706 ppm Li (0.58 % Li_2O), 709 ppm Sn and 36 ppm Ta.

It is not known what mineral is associated with these Li values. The following information is extracted from the final report on EL8836 (Eadie and Kwak, 2021). A drone-mounted aerial photographic survey over most of the EL8836 helped to locate nine other pegmatites, designated M1 to M9, in other areas on the licence as shown in Figure 34. All were assessed by quick inspection to be of small size (metres long by up to 1 metre wide) and of little interest.

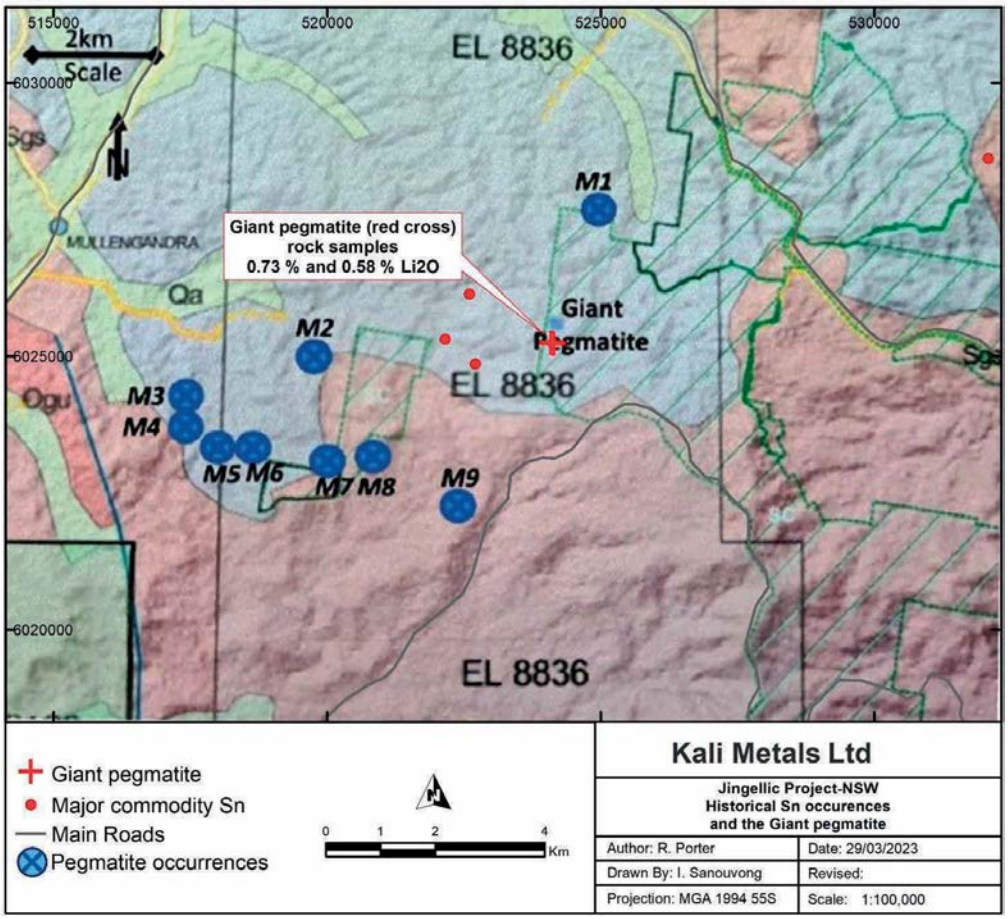

Figure 34: Pegmatites recorded in previous tenement EL8836
Source: KAL

The report summarises the exploration history within the tenement as follows. Exploration in the past has been restricted to pitting and trenching in the immediate vicinity of the old mines. Frequent shaft sinking,

rather than using adits, in this generally hilly terrain, seems to have been the preferred method of testing the strike and down-dip extensions of the stanniferous dykes (pegmatites). There has been no exploration of any sort since 1973 and there is no evidence that the property has ever been tested by drilling.

6.4 Prospectivity & Exploration Potential

The Jingellic and Tallangatta projects are classified as an early-stage exploration play for LCT pegmatites. The regional and local geology and pegmatite related mineral occurrence data provide strong support for this concept.

The tenure areas were selected largely based on the key features of the geological model for LCT pegmatites and the availability of land. The key features which contribute to the prospectivity of the projects include:

- A suite of granites whose mineralogy and geochemistry indicate fertility to produce LCT pegmatites.
- The spatial association of these granites with LCT pegmatites which have been historically exploited for LCT mineralisation such Sn and Ta.
- The more recent recognition of lithium mineralised pegmatites in the Tallangatta region such as the Dorchap pegmatite group which host spodumene and petalite.
- Within the Jingellic Project, the Giant pegmatite which is reported to contain anomalous lithium values in limited rock chip sampling.

6.5 Proposed work and Use of Funds

The Jingellic and Tallangatta Projects are considered by KAL to be an “early mover” play covering geology considered highly prospective for LCT pegmatites. Both projects contain or are within the prospective aureole of moderately to highly fractionated S-type granites and the interpreted related pegmatites. The lithium minerals petalite and spodumene have been identified within the Dorchap LCT Pegmatite Project located south of the KAL Victorian tenements, as reported by Dart Mining NL (ASX: DTM) and the Giant pegmatite which has returned anomalous Li in rock chip samples occurs within KAL tenure in NSW.

Many pegmatites in the region are known or interpreted to be closely associated with alluvial tin and tantalum occurrences and small mine workings. KAL advise that some Sn and W occurrences may relate to other sources such as quartz vein or skarn type deposits; but they have not undertaken detailed analysis at this stage to discriminate occurrences.

KAL intends to conduct early-stage exploration activities to identify drill targets for follow-up reconnaissance RC drill testing. This includes:

- Desktop studies.
- Project-wide structural interpretations.
- Field reconnaissance/mapping, rock chip sampling.
- Broad coverage soil and/or aircore grid geochemistry surveys.

The initial focus will be on the known pegmatite occurrences and their possible extensions.

While hard-rock tin mineralisation, other than pegmatite hosted, is not the priority, if encouraging tin drill targets are identified, KAL proposes to undertake reconnaissance RC drill programs to test these targets.

With respect to the Option Agreement to acquire the rights to LCT-pegmatite mineralisation and associated minerals on EL8958 a total of AUD$225,000 has been allocated for the Option Fee in the first 12 months. In the event this Option is not executed these funds will be apportioned to other projects.

CSA Global is of the opinion, the proposed exploration works are suitable for these early -stage exploration projects.

7 Use of Funds and Proposed Work

7.1 Use of Funds

The Company provided CSA Global with a copy of its planned expenditure for the Pilbara, Higginsville, Jingellic, and Tallangatta Projects for an initial two years following listing on the ASX. Table 8 and Table 10 provide a summary of expenditure by activity for the projects for a planned minimum capital raising of AUD$12 million and maximum capital raising of AUD$15 million, respectively. Table 9 and Table 11 provide the detailed breakdown of exploration expenditure over the first two years for an AUD$12 million capital raising and AUD$15 million capital raising, respectively. All costs included are in Australian dollars (AUD$).

Table 8: KAL Metals Exploration and Administration Budget Summary for AUD$12 million capital raise

Activity	Year 1 AUD$	Year 2 AUD$	Total AUD$
Permitting/Desktop Reviews	275,000	275,000	550,000
Mapping/Ground Surveys	250,000	250,000	500,000
Geochemical Surveys (Soil and Rock Chip)	250,000	250,000	500,000
Aerial, Geophysical, Remote Sensing Surveys	0	0	0
Drilling	1,000,000	3,600,000	4,600,000
Assaying and test work	450,000	825,000	1,275,000
*Option Fee for EL8958 (*If executed)	225,000	0	225,000
Exploration management and staff	950,000	1,100,000	2,050,000
Administration	800,000	1,000,000	1,800,000
2 Yrs. Exploration and Administration	**4,200,000**	**7,300,000**	**11,500,000**

Table 9: Proposed Project Exploration Budget Breakdown for AUD$12 million capital raise

Project	Expenditure per year		
	Year 1 $	Year 2 $	Total $
Pilbara Kali/SQM Earn-in, WA[7]			
Marble Bar	-	-	-
DOM's Hill	-	-	-
Sub-total	**0**	**0**	**0**
Higginsville Lithium Project, WA			
Permitting/Desktop Reviews	150,000	150,000	300,000
Mapping/Ground Surveys	100,000	100,000	200,000
Geochemical Surveys (Soil and Rock Chip)	100,000	100,000	200,000
Aerial, Geophysical, Remote Sensing Surveys	0	0	0
Drilling	1,000,000	2,050,000	3,050,000
Assaying and test work	325,000	500,000	825,000
Sub-total	**1,675,000**	**2,900,000**	**4,575,000**
Jingellic Lithium Project (NSW)			
Permitting/Desktop Reviews	50,000	50,000	100,000
Mapping/Ground Surveys	50,000	50,000	100,000
Geochemical Surveys (Soil and Rock Chip)	50,000	50,000	100,000
Aerial, Geophysical, Remote Sensing Surveys	0	0	0
*Option Fee for EL8958 (*If executed)	225,000	0	225,000
Drilling	0	950,000	950,000
Assaying and test work	50,000	200,000	250,000
Sub-total	**425,000**	**1,300,000**	**1,725,000**
Tallangatta Lithium Project (VIC)			
Permitting/Desktop Reviews	50,000	50,000	100,000
Mapping/Ground Surveys	50,000	50,000	100,000
Geochemical Surveys (Soil and Rock Chip)	50,000	50,000	100,000
Aerial, Geophysical, Remote Sensing Surveys	0	0	0
Drilling	0	600,000	600,000

[7] Note: the Pilbara Kali/SQM Earn-in Lithium Projects are sole funded by SQM.

Project	Expenditure per year		
Assaying and test work	50,000	100,000	150,000
Sub-total	**200,000**	**850,000**	**1,050,000**
Pear Creek Project (WA)			
Permitting/Desktop Reviews	25,000	25,000	50,000
Mapping/Ground Surveys	50,000	50,000	100,000
Geochemical Surveys (Soil and Rock Chip)	50,000	50,000	100,000
Aerial, Geophysical, Remote Sensing Surveys	0	0	0
Drilling	0	0	0
Assaying and test work	25,000	25,000	50,000
Sub-total	**150,000**	**150,000**	**300,000**
Total Exploration Expenditure	**2,450,000**	**5,200,000**	**7,650,000**
Exploration management and staff	950,000	1,100,000	2,050,000
Administration	800,000	1,000,000	1,800,000
Total Exploration and Administration	**4,200,000**	**7,300,000**	**11,500,000**

Table 10: KAL Metals Exploration and Administration Budget Summary for AUD$15 million capital raise

Activity	Year 1 AUD$	Year 2 AUD$	Total AUD$
Permitting/Desktop Reviews	375,000	375,000	750,000
Mapping/Ground Surveys	250,000	250,000	500,000
Geochemical Surveys (Soil and Rock Chip)	250,000	250,000	500,000
Aerial, Geophysical, Remote Sensing Surveys	0	0	0
Drilling	2,000,000	5,000,000	7,000,000
Assaying and test work	600,000	1,075,000	1,675,000
*Option Fee for EL8958 (*If executed)	225,000	0	225,000
Exploration management and staff	950,000	1,100,000	2,050,000
Administration	800,000	1,000,000	1,800,000
2 Yrs. Exploration and Administration	**5,450,000**	**9,050,000**	**14,500,000**

Table 11: Proposed Project Exploration Budget Breakdown for AUD$15 million capital raise

Project	Expenditure per year		
	Year 1 $	Year 2 $	Total $
Pilbara Kali/SQM JV, WA[8]			
Marble Bar	-	-	-
DOM's Hill	-	-	-
Sub-total	**0**	**0**	**0**
Higginsville Lithium Project, WA			
Permitting/Desktop Reviews	250,000	250,000	500,000
Mapping/Ground Surveys	100,000	100,000	200,000
Geochemical Surveys (Soil and Rock Chip)	100,000	100,000	200,000
Aerial, Geophysical, Remote Sensing Surveys	0	0	0
Drilling	2,000,000	3,050,000	5,050,000
Assaying and test work	475,000	650,000	1,125,000
Sub-total	**2,925,000**	**4,150,000**	**7,075,000**
Jingellic Lithium Project (NSW)			
Permitting/Desktop Reviews	50,000	50,000	100,000
Mapping/Ground Surveys	50,000	50,000	100,000
Geochemical Surveys (Soil and Rock Chip)	50,000	50,000	100,000
Aerial, Geophysical, Remote Sensing Surveys	0	0	0
*Option Fee for EL8958 (*If executed)	225,000	0	225,000
Drilling	0	1,150,000	1,150,000
Assaying and test work	50,000	250,000	300,000
Sub-total	**425,000**	**1,550,000**	**1,975,000**
Tallangatta Lithium Project (VIC)			
Permitting/Desktop Reviews	50,000	50,000	100,000
Mapping/Ground Surveys	50,000	50,000	100,000
Geochemical Surveys (Soil and Rock Chip)	50,000	50,000	100,000

[8] Note: the Pilbara Kali/SQM JV Earn-in Lithium Projects are sole funded by SQM.

Aerial, Geophysical, Remote Sensing Surveys	0	0	0
Drilling	0	800,000	800,000
Assaying and test work	50,000	150,000	200,000
Sub-total	**200,000**	**1,100,000**	**1,300,000**
Pear Creek Project (WA)			
Permitting/Desktop Reviews	25,000	25,000	50,000
Mapping/Ground Surveys	50,000	50,000	100,000
Geochemical Surveys (Soil and Rock Chip)	50,000	50,000	100,000
Aerial, Geophysical, Remote Sensing Surveys	0	0	0
Drilling	0	0	0
Assaying and test work	25,000	25,000	50,000
Sub-total	**150,000**	**150,000**	**300,000**
Total Exploration Expenditure	**3,700,000**	**6,950,000**	**10,650,000**
Exploration management and staff	950,000	1,100,000	2,050,000
Administration	800,000	1,000,000	1,800,000
Total Exploration and Administration	**5,450,000**	**9,050,000**	**14,500,000**

CSA Global considers the proposed budgets are consistent with the exploration potential of KAL's projects and are considered adequate to cover the costs of the proposed programs. The budgeted expenditure is also sufficient to meet the minimum statutory expenditure on the tenements. CSA Global considers the type of exploration and weighting towards the various projects as appropriate.

At least half of the liquid assets held, or funds proposed to be raised by KAL, are understood to be committed to the exploration, development, and administration of the mineral properties, satisfying the requirements of ASX Listing Rules 1.3.2(b) and 1.3.3(b). CSA Global also understands that KAL has sufficient working capital to carry out its stated objectives, satisfying the requirements of ASX Listing Rule 1.3.3(a).

The Company has prepared staged exploration and evaluation programs, specific to the potential of the Projects, which are consistent with the budget allocations, and warranted by the exploration potential of the Projects. CSA Global considers the relevant areas have sufficient technical merit to justify the proposed programs and associated expenditure, satisfying the requirements of ASX Listing Rule 1.3.3(a).

7.2 Proposed Work

Kali Metals exploration strategy is summarised as follows:

- An early focus on previously identified advanced or "drill-ready" targets such as those already recorded at Higginsville and Marble Bar. Advanced Projects are defined as containing known LCT mineralised pegmatite occurrences;
- Ongoing field reconnaissance activities such as field mapping, rock chip and soil sampling and regional aircore/reverse circulation (RC) drill programs at early-stage projects, such as Jingellic, Tallangatta and DOM's Hill;
- Infill surface sampling and drilling to vector towards the most promising LCT-pegmatite and base metal targets; and
- Rank, prioritise and drill-out best prospects to effectively evaluate their economic potential.

7.2.1 Higginsville Project, WA

The Higginsville Project is located within the Eastern Yilgarn, WA, a leading hard-rock lithium region containing major mines and deposits including Mt Marion, Bald Hill, Pioneer Dome, Buldania and Manna. Within the Project area highly prospective lithium targets have already identified from outcrop and historical reports at Spargos, Mt Dean, Mt Henry, Buldania North and East, and Chalice prospects.

KAL intends to carry out detailed/infill field mapping, rock chip and soil/auger sampling in areas of known outcropping pegmatite occurrences throughout the project area to develop drill targets. This would include

known prospective pegmatite occurrences (the majority without assay data) recorded at the Spargos, Mt Dean and Mt Henry and Meads Hall.

The review of the drill hole database revealed numerous pegmatites (12,378 records) have been intersected in previous drilling, but at this stage little is known about their mineralogy or geochemistry. Only a small percentage of the recorded pegmatites have lithium analytical data. This provides KAL with an early and immediate exploration focus aimed at understanding the potential of the preserved pegmatites for LCT mineralisation. This potential may be quickly realised by a detailed review of known pegmatite groups which appear to have significant size potential, combined with mineralogical and analytical data to assess their prospectivity for lithium.

Within the Spargoville area which includes the current Spargos Reward mine site there are numerous LCT pegmatites exposed in outcrops and shallow prospecting pits. Adjacent to and underneath the existing open pits, thick pegmatite drill intersections are recorded in the Higginsville drill hole database, the majority of these without assay data. In this area reconnaissance RC drilling programs could be designed and operational relatively quickly without the need for further data collection, such as drilling to assess the pegmatites adjacent to the Spargos Reward gold mine.

At Mt Henry numerous pegmatites are recorded in drilling and are exposed in the open pit. The exposed pegmatites will be inspected and sampled to assessed for their geochemistry.

In addition, anomalous lithium values in recorded in previous drilling, that may reflect leakage from nearby pegmatites, will be followed up with LCT pegmatite focussed drilling programs.

Elsewhere exploration will focus on selected areas based on the exploration model such as within 10 km of the probable source granites (low-calcium suite). One such target area is north-northeast of the Buldania lithium deposit. Reconnaissance mapping/prospecting and sampling will be undertaken to assess this large area for LCT pegmatites.

In CSA Global's opinion, the Higginsville Project, offers many options to assess and realise the potential for economic LCT pegmatites and exploration will therefore need to be carefully planned and prioritised.

7.2.2 Pilbara Projects, WA

The Marble Bar project is located along the margin of the Moolyella tin and tantalum alluvial field and contains numerous local occurrences of mapped lithium-enriched pegmatites. Furthermore, the Archer Lithium Deposit owned by Global Lithium Resources Limited (ASX: GL1) is located approximately 25 km to the north, also on the margin of the Moolyella tin and tantalum field, with a reported Inferred Resource of 18 Mt @ 1.0% Li_2O. Recent mapping and surface sampling at the Marble Bar project, has discovered outcropping spodumene-bearing pegmatite dykes. Grab samples of spodumene bearing pegmatite have returned up to 2.8% Li_2O. KAL plans to complete the following activities:

- Follow-up field reconnaissance/mapping and rock chip sampling of the newly identified spodumene occurrences in E45/5970.
- Detailed structural geology interpretation utilising all available datasets to identify possible structural pathways and/or dilation sites as possible enhanced pegmatite intrusion sites.
- Proposed 1,000 m RC drill program (nominal five drill holes x 200 m) to test spodumene target zones in pegmatites.

CSA Global considers the proposed exploration activities for Marble Bar are appropriate.

The DOM's Hill project, East Pilbara WA, is an early-stage exploration project. There are some indications at DOM's Hill, from rock and soil geochemical sampling, that lithium bearing pegmatites may be present in the project area, but unexposed. The potential for DOM's Hill to host LCT pegmatites still needs to be confirmed. At DOM's Hill, Kali plans to complete the following:

- An ~8,000 m aircore grid geochemistry program targeting the SW corner of the project area (E45/4919) where the granite-greenstone contact is closest to a mapped Sisters Supersuite Intrusion, which is regarded as a possible source granite.
- An ~3,300 m aircore grid geochemistry program targeting the NW corner of the project area (E45/5416) over an encouraging lithium in soil geochemistry anomaly where the granite-greenstone contact is partially obscured by cover.
- 200 m x 100 m soil geochemistry surveys over E45/5934 and E45/5935.
- Further field reconnaissance/mapping, rock chip and soil sampling to follow-up surface geochemical anomalies previously identified e.g., rock chip sample DHLR085 which recorded elevated lithium (627 ppm), caesium (239 ppm), rubidium (894 ppm) and tin (20 ppm) in a biotite schist.

CSA Global considers the planned exploration to follow up zones of elevated soil and rock geochemistry at DOM's Hill is sound.

At the Pear Creek project, Kali plans to complete the following:

- Desktop studies.
- Analysis of existing surface geochemistry sample data.
- Field reconnaissance/mapping and rock chip sampling.
- Detailed structural geology interpretation utilising all available datasets to identify possible structural pathways and/or dilation sites as possible enhanced pegmatite intrusion sites.
- Technical review and assessment of the LCT-pegmatite, gold and base metal potential of the project.

CSA Global considers the proposed stepped exploration activities are measured and appropriate given the present lack of prospectivity criteria for hosting LCT pegmatites at Pear Creek.

7.2.3 New South Wales and Victoria Projects

The Jingellic and Tallangatta Projects are considered by KAL to be an "early mover" play covering geology considered highly prospective for LCT pegmatites. Both projects contain or are within the prospective aureole of moderately to highly fractionated S-type granites and the interpreted related pegmatites. The lithium minerals petalite and spodumene have been identified within the Dorchap LCT Pegmatite Project located south of the KAL Victorian tenements, as reported by Dart Mining NL (ASX: DTM) and the Giant pegmatite which has returned anomalous Li in rock chip samples occurs within KAL tenure in NSW.

KAL intends to conduct early-stage exploration activities to identify drill targets for follow-up reconnaissance RC drill testing. This includes:

- Desktop studies.
- Project-wide structural interpretations.
- Field reconnaissance/mapping, rock chip sampling.
- Broad coverage soil and/or aircore grid geochemistry surveys.

The initial focus will be on the known pegmatite occurrences and their possible extensions.

While hard-rock tin mineralisation, other than pegmatite hosted, is not the priority, if encouraging tin drill targets are identified, KAL proposes to undertake reconnaissance RC drill programs to test these targets.

With respect to the Option Agreement to acquire the rights to LCT-pegmatite mineralisation and associated minerals on EL8958 a total of AUD$225,000 has been allocated for the Option Fee in the first 12 months. In the event this Option is not executed these funds will be apportioned to other projects.

CSA Global is of the opinion, the proposed exploration works are suitable for these early -stage exploration projects.

8 Environmental, Social, & Governance Issues

KAL is focused on exploring primarily for lithium and other critical minerals to help meet rising demand for ethically sourced battery materials, which is being driven by the global shift to cleaner, more sustainable energy solutions.

The Company is committed to embedding Environmental, Social and Governance (ESG) principles into its long term company strategy and recognises the importance of ESG and sustainable development to all stakeholders from governments, investors, native title holders, landowners, and the local community. KAL further recognises that good ESG principles, performance and public standing reduces business risk and potentially provides greater sustainable and financial benefits to its shareholders. Accordingly, the Company is committed to prioritising ESG at the highest levels of the organisation.

The Company's ESG policies focus on three key pillars:

1. People, Health, Safety, Environment & Community

   KAL is committed to protecting the health, safety and welfare of its employees, environment and communities who may be affected directly or indirectly by what they do. The Company will promote diversity and inclusion throughout all levels of the company.
2. Indigenous Stakeholders

   Acknowledgement and commitment to establishing ongoing positive working relationships with all Traditional Owners associated with KAL's projects.
3. Corporate Governance

   Board level commitment to transparency, accountability, and security.

In the course of business, KAL will:

- Assess and manage environment, workforce and community risks associated with its activities.
- Conduct business in accordance with the requirements of Federal, State and/or Territorial Occupational Health, Safety & Environmental legislation, and relevant Australian Standards.
- Adhere to or exceed all environmental laws and regulations in effect in jurisdictions in which they conduct activities and to instil the ethics of environmental responsibility through education and communication with all employees, contractors, consultants, and suppliers.
- Acknowledge and promote diversity and inclusion as key aspects of a successful workplace that values and respects individual differences and perspectives. KAL believes that including diverse perspectives into the decision-making process will lead to greater oversight, competitive advantage and improved corporate governance. Diversity refers to all the characteristics that separate individuals, including but not limited to gender, education, experience, age, geographical representation, and ethnicity.
- Provide appropriate training, education, and inductions to their people and contractors.
- Remove or reduce the risks as low as is reasonably practicable to the health, safety and welfare of all employees, environment, and their host communities.
- Acknowledge the cultures, customs, and values of people in communities where they operate.
- Engage early in open, inclusive, and meaningful communication and incorporate stakeholder views in their decision-making processes.
- Ensure that engagement with the community and stakeholders is culturally fit for purpose and in accordance with the relevant social norms of the community.
- Proactively collaborate with relevant indigenous communities under national and local laws to protect and manage cultural heritage in the areas of their activities.

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- Maintain open and transparent collaboration with their stakeholders and encourage cross-collaboration between them to identify additional opportunities to create further value.
- Seek to make a positive difference to the social and economic development of the areas in which they operate.
- Collaboratively consult with local landholders and other impacted stakeholders to determine appropriate entities with whom land access should be sought.
- Engage openly and honestly with their host communities about both objectives and limitations and ensure transparent, accurate and clear information is provided to the community.
- Spend time to get to know their local communities and understand what's important to them, in both the short and long term.
- Be trusted and active members of the communities they interact with; "do what they say they will do".

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10 Glossary

Below are brief descriptions of some terms used in this report. Most of the definitions are from the "Glossary of Geology, Fifth Edition" published in 2005 by the American Geological Institute, Alexandria, Virginia. Other definitions referenced as appropriate.

Aerial Photography:	Photographs taken from an aircraft or a helicopter. Commonly called air photos by geologists.
Aeromagnetic Survey:	Measurements of the variations of the earth's gravity field in a moving aircraft (Glossary of Geology, Fifth edition). A common type of geophysical survey carried out using a magnetometer aboard or towed behind an aircraft. As the aircraft flies, the magnetometer measures and records the total intensity of the magnetic field of the earth at the sensor.
Anomaly:	A departure from the expected or normal. A geological feature, esp. in the subsurface, which is different from the general surroundings and possibly of potential economic value (Glossary of Geology, Fifth Edition). In relation to geophysical properties of the earth, an anomaly is an area where geophysical properties (e.g. magnetic, electromagnetic, gravity) differ from surrounding areas and which may be the result of mineralisation.
Anticline:	A fold, generally convex upwards whose core contains the stratigraphically older rocks (Glossary of Geology, Fifth Edition). (Looking like a lower case "n" or inverted 'v").
Archaean:	The lowest eon of the Standard Global Geochronometric Scale (Glossary of Geology, Fifth Edition). The era of geological time spanning the interval from the formation of Earth to about 2,500 million years ago.
Assay:	to analyse the proportions of metals in an ore (Glossary of Geology, Fifth Edition). In the context of this report, to analyse samples of iron ore in a chemical laboratory for a requested set of chemical components and to produce a report of these chemical analyses.
Caesium:	Caesium (Cs) is an element
Chert:	A hard, extremely dense or compact, dull to semivitreous, microcrystalline or cryptocrystalline sedimentary rock, consisting dominantly of interlocking crystals of quartz (Glossary of Geology, Fifth Edition). It is the mineral form of silicon dioxide (SiO_2).
Closure Planning:	Planning effectively for the after-mining landscape – all activities required before, during, and after the operating life of a mine that are needed to produce an acceptable landscape economically. This is a statutory requirement in Western Australia (DMIRS).
Collar:	With reference to a drill hole, the collar is the start of the drill hole on the surface of the ground (top of the hole).
Colluvium:	General term for material which accumulates at the foot of a steep slope. Can be partially consolidated. Considered as part of CzD3 (Kneeshaw and Morris, 2014).
Competent Person	A minerals industry professional who is a Member or Fellow of The Australasian Institute of Mining and Metallurgy, or of the Australian Institute of Geoscientists, or of a 'Recognised Professional Organisation (RPO), as included in a list available on the JORC and ASX websites (JORC Code 2012). A Competent Person must have a minimum of five years relevant experience in the style of mineralisation or type of deposit under consideration and in the activity which that person is undertaking (JORC Code 2012).
Contour map:	A map that shows either the land surface or geophysical anomaly as a series of lines drawn at regular intervals, with the relative spacing of the lines indicating the steepness of the slope or intensity of the anomaly. The closer the lines are to each other, the steeper the ground or the more intense the anomaly.
Cross section:	A diagram or drawing that shows the features transected by a given plane, specifically, a vertical section drawn at right angles to the longer axis of a geological feature such as the trend of an orebody (Glossary of Geology, Fifth Edition). Commonly referred to as a geological cross section.

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Cut-off grade:	The lowest grade of mineralised material that qualifies as ore in a given deposit, ore of the lowest assay value that is included in an ore estimate (Glossary of Geology, Fifth Edition).
Dip:	The maximum angle that a structural surface e.g. bedding or fault plane, makes with the horizontal, measured perpendicular to the strike of the structure and in the vertical plane (Glossary of Geology, Fifth Edition).
Drilling:	The act or process of making a circular hole with a drill for the purpose of Exploration or blasting (Glossary of Geology, Fifth Edition). In iron ore it is done to recover samples of the subsurface rocks and to determine the subsurface geology.
Elbaite	Elbaite, a sodium, lithium, aluminium boro-silicate, with the chemical composition Na(Li1.5Al1.5)Al6Si6O18(BO3)3(OH)4, is a mineral species belonging to the six-member ring cyclosilicate tourmaline group. Rubellite is a member of this group.
Electromagnetic survey:	An electrical exploration method based on the measurement of alternating magnetic fields associated with currents artificially or naturally maintained in the subsurface (Glossary of Geology, Fifth Edition).
Fault:	A discrete surface or zone of discrete surfaces separating two rock masses across which one mass has slid past the other (Glossary of Geology, Fifth Edition).
Feasibility Study	A comprehensive technical and economic study of the selected development option for a mineral project that includes appropriately detailed assessments of applicable Modifying Factors together with any other relevant operational factors and detailed financial analysis that are necessary to demonstrate at the time of reporting that extraction is reasonably justified (economically mineable). The results of the study may reasonably serve as the basis for a final decision by a proponent or financial institution to proceed with, or finance, the development of the project (JORC Code 2012).
Fractional crystallization:	During the process of fractional crystallization, residual granitic melts become enriched in ` incompatible elements as incompatible elements have difficulty entering the solid phase. One group includes elements having a large ionic radius such as potassium, rubidium, caesium, strontium, barium (called LILE or large ion lithophile elements) and the other group includes elements of large ionic valencies (or high charges) such as zirconium, niobium, hafnium and rare earth elements (HREE), thorium, uranium and tantalum called (HFSE or high field strength elements). Note Be, Li and Na are not classified in the LILE or HFSE groups. During the fractional crystallization of magma and magma generation by partial melting of the earth's mantle and crust, elements that have difficulty in entering cation sites of the minerals are concentrated in the melt phase of magma (melt phase).
Geological logging:	The act of recording of geological data from the samples obtained by drilling.
Geological map:	A map on which is recorded geologic information such as the distribution, nature and age relationships of rock units and the occurrence of structural features, and mineral deposits (Glossary of Geology, Fifth Edition). This can be done on paper or on a computer screen.
Geological model:	Three-dimensional representation of the geology of an area. Commonly only created in the iron ore industry where iron mineralisation is of sufficient quantity and quality for an iron deposit to occur.
Geophysics:	Study of the Earth by quantitative physical methods (Glossary of Geology, Fifth Edition). Common methods in iron ore exploration include magnetics, gravity and electrical surveys.
Geophysical anomaly:	A geological feature, especially in the subsurface, which is different from the general surroundings and which may be distinguished by geophysical means (Glossary of Geology, Fifth Edition).
Geotechnical:	The application of scientific methods and engineering principles to the acquisition, interpretation and use of knowledge of materials of the Earth's crust for the solution of engineering problems (Glossary of Geology, Fifth Edition).
Granitic Pegmatite:	Granitic pegmatites are essentially granitic in composition and derived from granitic melts. Pegmatites are defined by their textures, typically coarsely crystalline and graphic.

Indicated Resource:	A resource estimate that has been signed off by a JORC designated Competent Person as having a middle (or moderate) level of confidence based on the quality and quantity of geological data used.
Inferred Resource:	A resource estimate that has been signed off by a JORC designated competent person as having a low level of confidence based on the quality and quantity of geological data used.
JORC Code	"The Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves ('the JORC Code') is a professional code of practice that sets minimum standards for Public Reporting of minerals Exploration Results, Mineral Resources and Ore Reserves. The JORC Code provides a mandatory system for the classification of minerals Exploration Results, Mineral Resources and Ore Reserves according to the levels of confidence in geological knowledge and technical and economic considerations in Public Reports. Public Reports prepared in accordance with the JORC Code are reports prepared for the purpose of informing investors or potential investors and their advisors. They include, but are not limited to, annual and quarterly company reports, press releases, information memoranda, technical papers, website postings and public presentations of Exploration Results, Mineral Resources and Ore Reserves estimates. The JORC Code was first published in 1989, with the most recent revision being published late in 2012. Since 1989 and 1992 respectively, it has been incorporated in the Listing Rules of the Australian and New Zealand Stock Exchanges, making compliance mandatory for listing public companies in Australia and New Zealand. The current edition of the JORC Code was published in 2012 and after a transition period the 2012 Edition came into mandatory operation from 1 December 2013." *Copied from the JORC website, 29th July 2019*
JORC Table 1	A checklist or reference of criteria to be considered by the Competent Person in developing their documentation and in preparing the Public Report (JORC Code 2012).
Lithium:	The element Li. Li does not form a naturally occurring metal.
Measured Resource	A resource estimate for which quantity, grade (or quality), densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit" (JORC Code 2012, page 13).
Mineralisation:	The introduction of minerals into a rock, resulting in a valuable or potentially valuable deposit (Glossary of Geology, Fifth Edition).
Mineral Titles Online:	(MTO) A Western Australian Department of Mines and Petroleum online repository of, both live and dead, spatial tenement information.
Ore:	The naturally occurring material from which a mineral or minerals of economic value can be extracted at a reasonable profit (Glossary of Geology, Fifth Edition).
Orebody:	A continuous, well-defined mass of material of sufficient ore content to make extraction economically feasible (Glossary of Geology, Fifth Edition). NB: Not a recommended term unless Ore Reserves have been declared.
Outcrop:	A rock formation that is visible on the surface of the Earth (Glossary of Geology, Fifth Edition).
Pre-Feasibility Study	A comprehensive study of a range of options for the technical and economic viability of a mineral project that has advanced to a stage where a preferred mining method, in the case of underground mining, or the pit configuration, in the case of an open pit, is established and an effective method of mineral processing is determined. It includes a financial analysis based on reasonable assumptions on the Modifying Factors and the evaluation of any other relevant factors which are sufficient for a Competent Person, acting reasonably, to determine if all or part of the Mineral Resources may be converted to an Ore Reserve at the time of reporting (JORC Code, 2012).

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QAQC	Quality Assurance means "*all of those planned or systematic actions necessary to provide adequate confidence in the data collection and estimation process*". "*Quality Control means the systems and mechanisms put in place to provide the Quality Assurance*". (Canadian Institute of Mining and Metallurgy and Petroleum, Best Practices Guidelines, 2003, page 8).
Rubidium:	The element rubidium (Rb). Rubidium does not form a naturally occurring metal.
Scale:	Map scale refers to the relationship (or ratio) between distance on a map and the corresponding distance on the ground. For example, on a 1:100,000 scale map, 1cm on the map equals 1km on the ground (https://www.ga.gov.au/scientific-topics/national-location-information/topographic-maps-data/basics/what-is-map-scale).
Scoping Study:	A Scoping Study is an order of magnitude technical and economic study of the potential viability of Mineral Resources. It includes appropriate assessments of realistically assumed Modifying Factors together with any other relevant operational factors that are necessary to demonstrate at the time of reporting that progress to a Pre-Feasibility Study can be reasonably justified. (JORC Code 2012, page 19)

11 Abbreviations and Units of Measurement

°	degrees
Al_2O_3	aluminium oxide
ASX	Australian Securities Exchange
AusIMM	Australasian Institute of Mining and Metallurgy
BIF	banded iron formation
Bt	billion tonnes
cm	centimetres
CSA Global	ERM Australia Pty Ltd trading as CSA Global
DMIRS	(Western Australian) Department of Mines, Industry Regulation and Safety
E or EL	Exploration Licence
Fe	iron
GSWA	Geological Survey of Western Australia
JORC	Joint Ore Reserves Committee
km	kilometres
km^2	square kilometres
L	Miscellaneous licence
LCT	Lithium-Caesium-Tantalum (a rare-element pegmatite sub-type)
Li	Lithium
LOI	loss on ignition
m	metres
M or ML	Mining Lease
Ma	millions of years
MLSA	Mining lease under state agreement, act of Parliament
Mn	Manganese
Mt	million tonnes
MTO	Mineral Titles Online
OB	Orebody
P	phosphorous
R	Retention Licence
RCP	reverse circulation percussion
SiO_2	silicon dioxide
TR	Temporary Reserve
WAMEX	A Western Australian Department of Mines, Industry Regulation and Safety online depository of open file tenement reports

Appendix 1: JORC Table 1, 2012 Edition – Higginsville Lithium Project

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code explanation	Commentary
Preamble	• *Relevant background information to provide context.*	• A drilling data base (Microsoft Access database format) was provided by Karora Resources Ltd (Karora) and used to inform the initial assessment of the Li potential within the Higginsville tenement package. This included the standard collar, assay, survey and lithology files. • This data was mostly historical in nature having been acquired by Karora through the purchase of the Higginsville operation in 2019. • CSA Global conducted a field trip to the Spargoville prospect, Higginsville Project in June 2023 and identified spodumene in a costean. Further work identified spodumene in adjacent shallow workings with a rock chip collected.
Sampling techniques	• *Nature and quality of sampling (eg cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.* • *Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.* • *Aspects of the determination of mineralisation that are Material to the Public Report.*	• Samples varied depending on the drilling types (see below). • Diamond core (DDH) samples and reverse circulation percussion (RCP) samples were generally collected on a nominal 1m interval basis. • Rotary airblast (RAB) and aircore (AC) were generally collected on a 4m composite basis. Variable (i.e. not routinely) 1m samples were collected from the end of hole. • The Spargoville prospect rock chip was a highly selective grab sample.
Drilling techniques	• *Drill type (eg core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details.*	• Drilling methods comprised DDH, RCP, RAB and AC.
Drill sample recovery	• *Method of recording and assessing core and chip sample recoveries and results assessed.*	• Drill sample recovery was recorded for some of the holes. Where it was recorded, it was reasonable.
Logging	• *Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.*	• The drilled material (core or chips) was geologically logged and recorded in the database. • Various logging code schemes have been used and the original logging code indexes are available.
Sub-sampling techniques and sample preparation	• *For all sample types, the nature, quality and appropriateness of the sample preparation technique.*	• Drill samples were prepared and assayed in industry standard laboratories. • The drill samples were split into a pulp fraction for analysis. • A polished slab sample was prepared of the rock chip from the Spargoville prospect for SEM automated mineralogy analysis. A separate 2 mm thick sample was cut parallel to the

		SEM sample and used for XRD analysis.
Quality of assay data and laboratory tests	• *The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.* • *Nature of quality control procedures adopted (eg standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (ie lack of bias) and precision have been established.*	• Samples were assayed in industry standard laboratories; however, the quality of the assays is difficult to gauge as the QAQC data is not currently available. • The laboratory analysis and identification of spodumene in a rock chip sample (Sample ID. KCSA039) collected from the Spargoville prospect was conducted by consultants RSC Mining and Mineral Exploration, Perth WA. The rock chip sample mineralogy was completed utilising a scanning electron microscope (SEM) in conjunction with x-ray diffraction (XRD) analysis.
Verification of sampling and assaying	• *The verification of significant intersections by either independent or alternative company personnel.* • *Documentation of primary data, data entry procedures, data verification, data storage (physical and electronic) protocols.* • *Discuss any adjustment to assay data.*	• No independent verification of results has been undertaken at this stage. • All field and laboratory data has been entered into an industry standard database. • The Karora corporate geological database is located on a dedicated Microsoft SQL 2016 SP4 server. The database itself utilises the Maxwell Geoservices 'DataShed' architecture, and is a fully relational system, with strong validation, triggers and stored procedures, as well as a normalised system to store analysis data. The database is accessed and managed in house using DataShed. Data is synced to the master database directly from this software, and once data has been included, it can no longer be edited or removed. • SEM and XRD techniques were conducted on a rock chip sample from the Spargoville prospect by consultants RSC Mining and Mineral Exploration, Perth WA. Both techniques qualitatively and quantitatively identified spodumene within the rock chip sample.
Location of data points	• *Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.*	• Many of the drill collars were surveyed, both in 3D space at the surface and down-hole. • The verification of the historical drill holes has not been undertaken at this stage. • The rock chip sample #KCSA039 was collected from shallow workings with location coordinates of 6542013mN 354995mE (MGA20 z51) as recorded using a handheld GPS.
Data spacing and distribution	• *Data spacing for reporting of Exploration Results.* • *Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.* • *Whether sample compositing has been applied.*	• The drilling is of an exploratory nature and not designed to test pegmatites and no resource style drilling at specific drill spacing is considered here. • The Spargoville prospect rock chip was a highly selective grab sample.
Orientation of data in relation to geological structure	• *Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.*	• The drilling orientation in relation to any potential Li mineralisation has not been considered at this early stage of exploration.
Sample security	• *The measures taken to ensure sample security.*	• Details regarding sample security are not provide in the drilling database, however, they would have been the same for other exploration work completed in the area.
Audits or reviews	• *The results of any audits or reviews of sampling techniques and data.*	• Given the early stage of the exploration results, no audits or reviews have been undertaken or considered necessary at this stage.

Section 2 Reporting of Exploration Results

(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	• *Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.* • *The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.*	• The project area locations are provided in the report. • The tenure is considered secure and held 100% by Karora Resources Ltd (or its wholly owned subsidiaries Avoca Mining Pty Ltd, Corona Mineral Pty Ltd and Polar Metals Pty Ltd) apart from the joint venture with Trent Stehn (6.67% holder) in the Pioneer area. • Kali and entities of the Karora Group will enter into a Share Sale Agreement, whereby Avoca Mining Pty Ltd (Avoca Mining), a wholly owned subsidiary of Karora, agrees to sell, and Kali agrees to buy, all of the share capital in Karora (Lithium) Pty Ltd ((Karora (Lithium)), in consideration for Avoca Mining and/or its nominees being issued shares in Kali (Share Sale Agreement). As a condition precedent to completion of the Share Sale Agreement, Karora (Lithium) will have entered into Mineral Rights Agreements with each of Avoca Mining, Avoca Resources Pty Ltd, Polar Metals Pty Ltd and Corona Minerals Pty Ltd (together, the Grantors) to grant the Higginsville Lithium Rights to Karora (Lithium) to be acquired by Kali. The Grantors will retain all other rights to the Higginsville Project tenements, other than the Higginsville Lithium Rights. • Given the early stage of the exploration no mining specific applications have been made and there are no known specific impediments to mining in the tenure.
Exploration done by other parties	• *Acknowledgment and appraisal of exploration by other parties.*	• Little or no dedicated Li exploration has been reported in the Karora tenure. Some historical Ta and Sn exploration has been completed in the Spargoville and Mt Dean areas indicating the potential for LCT pegmatites in these areas. • The Geological Survey of Western Australia has provided base data for the Li exploration, including capturing the location of known pegmatites and LCT pegmatite elements such as Li, Ta, Sn, Be, and Cs occurrences.
Geology	• *Deposit type, geological setting and style of mineralization.*	• The Company is seeking Archaean rare-element LCT pegmatite deposits.
Drill hole Information	○ *A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:*	• The drill hole information within the report is of a general nature, in keeping with the broad overview of the exploration information the drilling data is providing.
Data aggregation methods	• *In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated.* • *Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.*	• No specific data aggregation or cutting of grades has been undertaken.
Relationship between	• *These relationships are particularly important in the reporting of*	• The relationship between the drill hole and angle and any mineralisation is not known at

Criteria	JORC Code explanation	Commentary
mineralization widths and intercept lengths	*Exploration Results.* • *If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.*	this stage and is not considered relevant given the early stage of exploration.
Diagrams	• *Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.*	• Where relevant, a diagram showing the hole positions and recorded pegmatites relevant to current phase of exploration is included in the body of the report. These are provided as an indication of potential only and does not indicate the pegmatites in the figures are mineralised or may be mineralised.
Balanced reporting	• *Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Results.*	• The reporting is considered balanced and indicative of the early stage of the project in terms of understanding and locating mineralised pegmatites. • **The Competent Person is of the opinion that at this stage no pegmatites have been identified that could be considered to have economic potential.**
Other substantive exploration data	• *Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.*	• Information available is provided in the body of the report and no additional substantive information is available or required given the early stage of the exploration.
Future work	• *The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling).*	• The Company is seeking Archaean rare-element LCT pegmatite deposits within the Higginsville tenements. This work is at a very early (grassroots) stage. • The next stages of exploration will include -understanding the potential for LCT mineralisation in pegmatites located in previous drilling and mining operations, if accessible. • Surface evaluations such as mapping and geochemical sampling to locate and assess the potential of the pegmatite(s) to host lithium and other metals. • Drilling to test known pegmatites for LCT mineralisation, and other areas of interest identified from historic and/or future exploration activities.

Appendix 2: JORC Table 1, 2012 Edition – Pilbara Lithium Assets (Marble Bar, DOM's Hill)

Section 1 Sampling Techniques and Data

(Criteria in this section apply to all succeeding sections.)

Criteria	JORC Code explanation	Commentary
Sampling techniques	*Nature and quality of sampling (e.g. cut channels, random chips, or specific specialised industry standard measurement tools appropriate to the minerals under investigation, such as down hole gamma sondes, or handheld XRF instruments, etc). These examples should not be taken as limiting the broad meaning of sampling.* *Include reference to measures taken to ensure sample representivity and the appropriate calibration of any measurement tools or systems used.* *Aspects of the determination of mineralisation that are Material to the Public Report.* *In cases where 'industry standard' work has been done this would be relatively simple (e.g. 'reverse circulation drilling was used to obtain 1 m samples from which 3 kg was pulverised to produce a 30 g charge for fire assay'). In other cases more explanation may be required, such as where there is coarse gold that has inherent sampling problems. Unusual commodities or mineralisation types (e.g. submarine nodules) may warrant disclosure of detailed information.*	DRILLING Drilling samples referred to in this report are obtained from Reverse Circulation ("RC") drill chips collected from 1 m width intervals for the entire hole length via a rig mounted rig sample splitter. RC drill chip samples sent for assay were either 2 m or 1 m composite samples. The selection of either 2 m or 1 m sample intervals was based upon presence of pegmatites and lithium mineralisation or the presence of sulphides and/or structures (e.g. shear zone), as determined from detailed geological logging of drill chip samples. The laboratory assay sample was prepared as either a 2 m or 1 m composite via a spear sampling technique through the body of each original 1 m interval. ROCK CHIP SAMPLING Rock chip samples referred to in this report were obtained from random in-situ rock chip samples of pegmatite dykes found in E45/4700 as observed by Kalamazoo geologists during standard field reconnaissance exercises. Typically +1 kg samples were collected using a geological hammer. The random rock chip samples are irregularly spaced which is considered appropriate for "regional-scale" reconnaissance-level lithium and gold exploration. The reported occurrence of lepidolite (lithium mica) in pegmatite samples was initially determined visually by Kalamazoo Geologists. Some previous Kalamazoo rock chip samples have confirmed lepidolite via RAMAN mineral spectroscopy conducted by Portable Spectral Services Pty Ltd (Perth WA). This sampling practice is appropriate to the generally sub-cropping to outcropping profile of the area sampled and complies with industry best practice. SOIL SAMPLING Soil samples referred to in this report were obtained from in situ soil samples overlying dominantly Archaean (Tambina Supersuite (Fig Tree Gneiss) and to a lesser extent Emu Pool Supersuite granitoid basement rocks. Soil sampling was conducted along 200 m spaced E-W lines with sample points every 100 m, i.e. a 200 m x 100 m grid pattern. The soil sampling interval is considered sufficient for reconnaissance-level lithium and gold exploration. Soil samples were sieved to -2 mm size fraction.

Criteria	JORC Code explanation	Commentary
		Soil sampling practice is appropriate to the generally residual soil profile of the area sampled and complies with industry best practice.
Drilling techniques	*Drill type (e.g. core, reverse circulation, open-hole hammer, rotary air blast, auger, Bangka, sonic, etc) and details (e.g. core diameter, triple or standard tube, depth of diamond tails, face-sampling bit or other type, whether core is oriented and if so, by what method, etc).*	RC drill holes were completed by a Strike Drilling using a truck mounted T685 drill rig. Holes were drilled with a standard 4.5 inch diameter face-sampling bit. The orientation of all RC holes was determined by downhole surveys conducted approximately every 30 m using a digital downhole survey tool.
Drill sample recovery	*Method of recording and assessing core and chip sample recoveries and results assessed.* *Measures taken to maximise sample recovery and ensure representative nature of the samples.* *Whether a relationship exists between sample recovery and grade and whether sample bias may have occurred due to preferential loss/gain of fine/coarse material.*	Sample weights, dryness and recoveries are observed and noted on site in a field laptop computer by KZR field staff. KZR contracted experienced drilling contractors who use industry standard methods to maximise sample recovery and minimise downhole contamination including using compressed air to maximise dry sample collection during drilling. No significant sample loss or bias has been noted in the current drilling. Wetness of samples were recorded by KZR Geologists.
Logging	*Whether core and chip samples have been geologically and geotechnically logged to a level of detail to support appropriate Mineral Resource estimation, mining studies and metallurgical studies.* *Whether logging is qualitative or quantitative in nature. Core (or costean, channel, etc) photography.* *The total length and percentage of the relevant intersections logged.*	Geological drill hole logging recorded qualitative descriptions of lithology, mineralogy, alteration, mineralisation, veining and structure for each 1m interval over the entire hole length. Representative RC chip samples were collected from each 1 m interval, placed in RC chip trays, and stored.
Sub-sampling techniques and sample preparation	*If core, whether cut or sawn and whether quarter, half or all core taken.* *If non-core, whether riffled, tube sampled, rotary split, etc and whether sampled wet or dry.* *For all sample types, the nature, quality and appropriateness of the sample preparation technique.* *Quality control procedures adopted for all sub-sampling stages to maximise representivity of samples.* *Measures taken to ensure that the sampling is representative of the in situ material collected, including for instance results for field duplicate/second-half sampling.* *Whether sample sizes are appropriate to the grain size of the material being sampled.*	DRILLING 2 m and 1 m RC drill sample composites were collected from the original 1 m pile via a PVC spear sampling tube. Composite RC chip samples were placed in numbered calico bags and grouped in poly-weave bags for dispatch to the laboratory. Samples were delivered to the laboratory by TOLL Freight. Sample preparation was conducted at ALS Geochemistry, Malaga WA, including sample sorting, drying, crushing, and milling. Sample sorting: samples are weighed, and respective weights recorded in LIMs. Any reconciliation (e.g. extra samples, insufficient sample, missing samples) is noted at this stage. Sample Drying: Samples are dried in calico bags in ovens at 105°C. Sample Crushing: Samples are jaw crushed to -6 mm before being submitted for milling. Sample Milling: Charges of up to 3 kg are milled to 85% passing 75 µm in an LM5 mill. Duplicate samples were collected at a rate of 1:20. Duplicate results show an acceptable level of variability for the material sampled and style of mineralisation. Sample weights are recorded and provided by the laboratory. ROCK CHIP SAMPLING Rock chips were placed in a calico bag, which were labelled with their respective locations. Samples were then placed in polyweave bags for transportation to the laboratory. TOLL IPEC from Port Hedland was used to transport samples to ALS Geochemistry in Wangara, WA.

Criteria	JORC Code explanation	Commentary
		Rock chip sample sizes were generally 1.5-3.0 kg. Sample preparation was conducted at ALS Geochemistry, Malaga WA, including sample sorting, drying, crushing, and milling. Sample sorting: samples are weighed, and respective weights recorded in LIMs. Any reconciliation (e.g. extra samples, insufficient sample, missing samples) is noted at this stage. Sample Crushing: Samples are jaw crushed to -6 mm before being submitted for milling. Sample Milling: 750 g are milled to 85% passing 75 µm. Duplicate samples were inserted by ALS at a rate of 1:20. Duplicate results show an acceptable level of variability for the material sampled and style of mineralisation. Sample weights are recorded and provided by the laboratory. SOIL SAMPLING Soil samples were collected in dry conditions and placed in numbered calico bags and grouped in poly-weave bags for dispatch to the laboratory. Sample size was generally 0.3-0.5 kg. Samples were directly delivered to the KZR Perth office and subsequently Portable Spectral Services via tracked TOLL freight consignment. Field duplicate samples were collected at a rate of 1:50. Duplicate results show an acceptable level of variability for the material sampled and style of mineralisation. Sample weights are recorded and provided by the laboratory.
Quality of assay data and laboratory tests	*The nature, quality and appropriateness of the assaying and laboratory procedures used and whether the technique is considered partial or total.* *For geophysical tools, spectrometers, handheld XRF instruments, etc, the parameters used in determining the analysis including instrument make and model, reading times, calibrations factors applied and their derivation, etc.* *Nature of quality control procedures adopted (e.g. standards, blanks, duplicates, external laboratory checks) and whether acceptable levels of accuracy (i.e. lack of bias) and precision have been established.*	DRILLING Assaying of the RC chip and rock chip samples were conducted by ALS Geochemistry, Malaga WA. Gold analyses (ppm) were determined by fire assay (30 g charge; Au-AA25 technique) whilst Lithium (ppm) and associated pathfinder elements (ppm) were determined by ME-MS61 multi-element analysis (four acid digestion with ICP-MS finish). MBLR203, 205 & 212 reported overlimit using the ME-MS61 technique. ALS re-assayed these 3 samples via a sodium peroxide fusion analysis (FUS-PER02) to determine Li content. Sampling and assaying quality control procedures consisted of the inclusion of Certified Reference Materials (CRMs), coarse “blanks” and sample duplicates within each batch (at least 1:20). Assays of quality control samples were compared with reference samples for gold and lithium and verified as acceptable prior to use of data from analysed batches. The assaying techniques and quality control protocols used are considered appropriate for the data to be used for reporting exploration drilling results. A petrological sample taken from rock chip sample MBLR179 was prepared and analysed by Diamantina Laboratories, Perth, to positively identify the mineral spodumene. ROCK CHIP SAMPLES Assaying of the rock chip samples are to be conducted by ALS Laboratory, Perth. All samples are being assayed using the ME-MS61 for 48 elements using a 4-acid digestion followed by ICP-AES/ICP-MS determination.

Criteria	JORC Code explanation	Commentary
		Sampling and assaying quality control procedures consisted of the laboratory inclusion of CRMs, coarse blanks, and sample duplicates. Assays of quality control samples will be compared with reference samples for select elements and verified as acceptable prior to use of data from analysed batches. The analytical techniques and quality control protocols used are considered appropriate for the data to be used for reporting exploration rock chip mineralogy results. SOIL SAMPLES *pXRF Analyses* All soil samples were initially analysed with a pXRF unit conducted by Portable Spectral Services Pty Ltd in Perth WA. The pXRF analysis used was a specialised "Li Index" function developed by Portable Spectral Services Pty Ltd. Portable XRF units are not capable of directly resolving lithium. The pXRF Li Index provides a proxy for Li content via a correlation with a suite of five elements (Rb, Nb, Ta, Ga, and Cs) resolvable by pXRF and calibrated against CRMs. The analytical quality control procedures consisted of including a CRM calibration at a rate of 1:15. The CRM used was OREAS148 with the results showing consistency throughout the sampling program. QC analysis of the pXRF sample results indicate that an acceptable level of accuracy and precision has been achieved and the database contains no analytical data that has been numerically manipulated. All pXRF analysis results and QC data have been independently verified by an independent third-party consultant (Dr Nigel Brand – Consultant Geochemist). The assaying techniques and quality control protocols used are considered appropriate for the data to be used for reporting exploration soil geochemistry results. *4-Acid Digest Analyses* A large subset of the soil samples was subsequently assayed by ALS Laboratory, Perth, via the ME-MS61 analytical suite (48 elements) using a 4-acid digestion followed by ICP-AES/ICP-MS determination. Sampling and assaying quality control procedures consisted of the laboratory inclusion of CRMs, coarse blanks, and sample duplicates. Assays of quality control samples were compared with reference samples for select elements and verified as acceptable prior to use of data from analysed batches. The analytical techniques and quality control protocols used are considered appropriate for the data to be used for reporting exploration soil sampling results.
Verification of sampling and assaying	*The verification of significant intersections by either independent or alternative company personnel.* *The use of twinned holes.* *Documentation of primary data, data entry procedures, data verification, data*	Sampling intervals defined by the KZR Geologist are assigned sample identification numbers. Corresponding sample numbers matching labelled calico bags are assigned to each interval. Rock chip and soil samples are assigned ID's in the field, which are recorded alongside sample coordinates. Samples are then placed in calico bags marked with their ID code e.g., MBLR001.

Criteria	JORC Code explanation	Commentary
	storage (physical and electronic) protocols. *Discuss any adjustment to assay data.*	All sampling and assay information are stored in a secure database with restricted access. Digital sample submission forms provided the sample identification numbers accompanying each submission to the laboratory. All geological logs, sampling and assaying documentation are validated and stored off-site with an independent third party. Assay results from the laboratory with corresponding sample identification are loaded directly into the database. No adjustments are made to assay data, and no twinned holes have been completed. Drilling intersects mineralisation at various angles. The verification of significant intersections has been completed by company personnel and KZR's Exploration Manager.
Location of data points	*Accuracy and quality of surveys used to locate drill holes (collar and down-hole surveys), trenches, mine workings and other locations used in Mineral Resource estimation.* *Specification of the grid system used.* *Quality and adequacy of topographic control.*	All drill hole collar locations, rock chip and soil sampling locations have been recorded with a 64s Garmin Handheld GPS with 3-5 m accuracy. Drill rig alignment was attained using a handheld compass and verified with down hole surveys collected near-surface followed by readings collected approximately every 30 m. All coordinates are provided in the Geocentric Datum of Australia (GDA94 Zone 50K – EPSG28350). RL data is verified utilising publicly available SRTM-derived (~30 m pixel) Digital Elevation Model.
Data spacing and distribution	*Data spacing for reporting of Exploration Results.* *Whether the data spacing and distribution is sufficient to establish the degree of geological and grade continuity appropriate for the Mineral Resource and Ore Reserve estimation procedure(s) and classifications applied.* *Whether sample compositing has been applied.*	DRILLING The drill hole spacing ranges is not systematic, nor grid based. Drill hole collar positions are based solely on the drilling of specific exploration targets. The current drill hole spacing does not provide sufficient information for the estimation of a Mineral Resource. RC drill hole samples are either 2 m or 1 m length composites. ROCK CHIP and SOIL SAMPLES The rock chip sampling reported was conducted randomly. Soil sample spacing: 100 m along east west lines; lines spaced 200 m north-south (GDA94 MGA Zone 50K). No sample compositing is applied to samples.
Orientation of data in relation to geological structure	*Whether the orientation of sampling achieves unbiased sampling of possible structures and the extent to which this is known, considering the deposit type.* *If the relationship between the drilling orientation and the orientation of key mineralised structures is considered to have introduced a sampling bias, this should be assessed and reported if material.*	DRILLING The strike of the target geology (pegmatites) at Marble Bar is ~NW-SE. Targets orientations and geometries at DOMs Hill varied depending on the location. The drill hole azimuth directions were approximately perpendicular (optimal) to the prevailing strike of the local geology. ROCK CHIP SAMPLES The rock chip samples were collected irrespective of the geometry/orientation of the outcropping pegmatite dykes. The rock chip sampling is reconnaissance in nature and targeted at select outcropping pegmatite dykes.

Criteria	JORC Code explanation	Commentary
		SOIL SAMPLES Soil sample spacing and orientation is reconnaissance in nature and not targeted at specific structures or known trends of mineralisation.
Sample security	*The measures taken to ensure sample security.*	On the completion of geological logging and sampling RC drill chip samples were delivered from the drill rig to the Company base every shift. All rock chip and soil samples were secured in closed polyweave sacks and stored at company premises. All samples have been delivered direct to TOLL Freight for transport to the laboratory by KZR personnel.
Audits or reviews	*The results of any audits or reviews of sampling techniques and data.*	Due to the limited duration of the program, no external audits or reviews have been undertaken.

Section 2 Reporting of Exploration Results

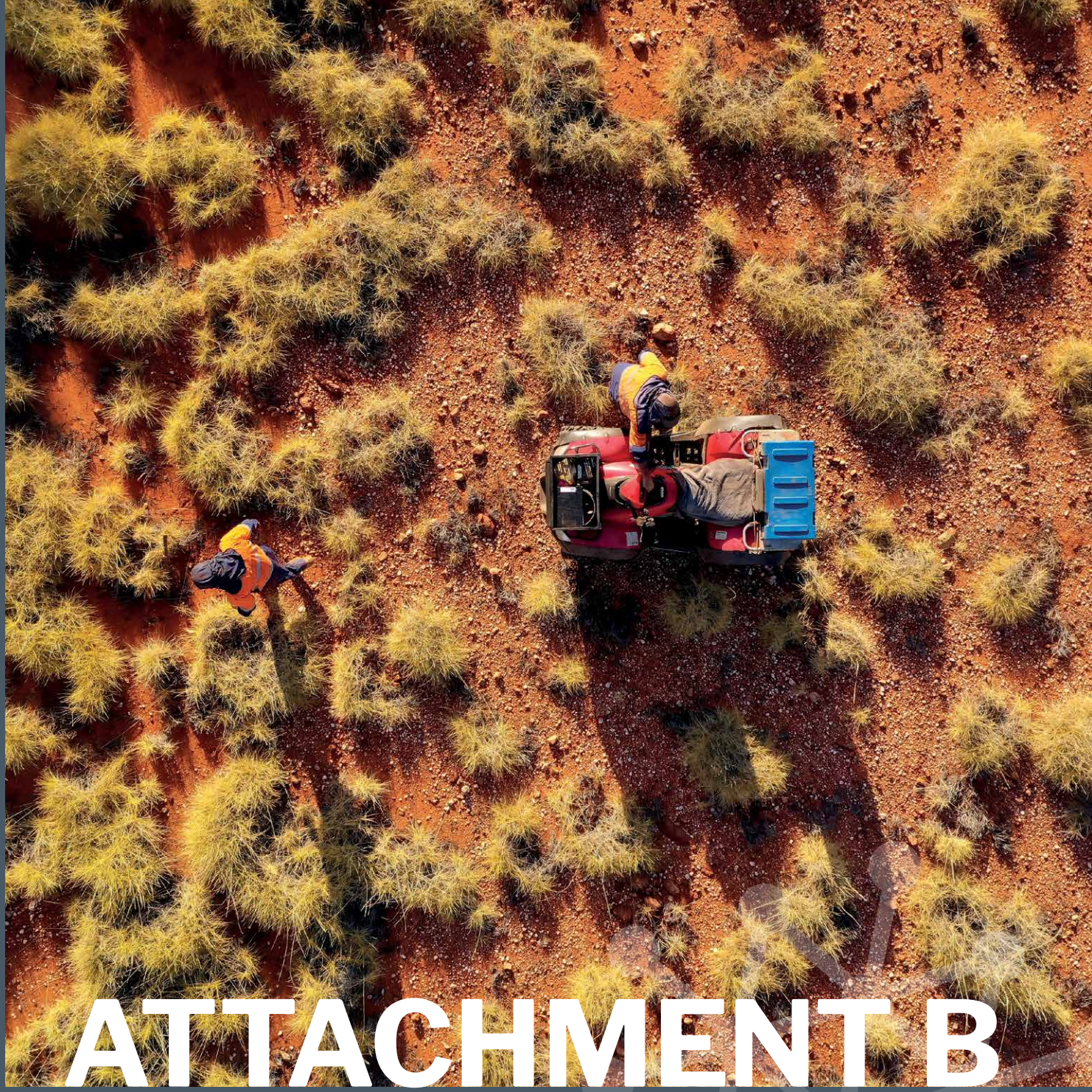
(Criteria listed in the preceding section also apply to this section.)

Criteria	JORC Code explanation	Commentary
Mineral tenement and land tenure status	*Type, reference name/number, location and ownership including agreements or material issues with third parties such as joint ventures, partnerships, overriding royalties, native title interests, historical sites, wilderness or national park and environmental settings.* *The security of the tenure held at the time of reporting along with any known impediments to obtaining a licence to operate in the area.*	E45/4700, E45/5970, E45/5146, E45/4887 and E45/4722 are 100% owned by Kalamazoo Resources Ltd and are in good standing with no known impediments. The drilling programs referred to in this announcement have taken place within the following Exploration Licences: Marble Bar - E 45/4700 and E45/5970, located on the Eginbah (Limestone) & Corunna Downs Pastoral Stations. DOMs Hill - E45/5146, E45/4887 and E45/4722, located within the Coongan Pastoral Station. Aboriginal Heritage Places had previously been identified within E45/4700 and not located within the drilling prospect areas discussed in this report. Cultural heritage surveys were conducted by the Nyamal Aboriginal Corporation ("NAC") at all drilling locations prior to any ground disturbing activities.
Exploration done by other parties	*Acknowledgment and appraisal of exploration by other parties.*	The Marble Bar Lithium Project has historically been explored for gold and alluvial and hard-rock tin-tantalum. DOMs Hill has had a lengthy exploration history, primarily focussed around gold and lesser base metals. Past exploration and/or production is described in numerous publicly available Geological Survey of Western Australia publications. Appraisal of historical exploration and mine production records occurred during the initial due diligence period and is ongoing. Source Internal reports supplied by KAL. WAMEX A117673 Annual Report and A121092 Annual Report The Moolyella Project is comprised of Exploration Licence E45/4766, granted in July 2017 to

		Exterra Resources Ltd (Exterra) who subsequently underwent a name change to Anova Metals Ltd (Anova) and sold E45/4766 to Lithium Australia NL (ASX: LIT). Lithium Australia completed a brief reconnaissance inspection of the project in 2017 which led to the recommendation that the pegmatites within the project required detailed mapping, which was completed in 2019. In addition, samples of outcropping pegmatites were analysed for a lithium and an associated element suite. Several lepidolite bearing pegmatites were mapped by Lithium Australia. The area covered by E45/4766 is now held under E45/5970.
Geology	*Deposit type, geological setting and style of mineralisation.*	The Marble Bar Project is located within the Fig Tree Gneiss which combined with a series additional of TTG granitic intrusives forms the Mt Edgar Batholith. The project sits along the southern margin of the Moolyella Tin (+/- Tantalum) Field, which is believed to be sourced from the highly fractionated Moolyella Monzogranite of the Split Rock Supersuite. The DOMs Hill Project contains a central sheared finger of Archean greenstones within younger granitic intrusives. Several minor gold and base metal prospects exist within the project area; however, none have ever been bought into production. The drilling samples are of Fig Tree Gneiss and various pegmatites, some containing lithium mineralisation (LCT-style) at Marble Bar. DOMs Hill consisted of various Archean greenstones with intercalated cherts/siliceous sediments.
Drill hole Information	*A summary of all information material to the understanding of the exploration results including a tabulation of the following information for all Material drill holes:* *easting and northing of the drill hole collar* *elevation or RL (Reduced Level – elevation above sea level in metres) of the drill hole collar* *dip and azimuth of the hole* *down hole length and interception depth* *hole length.* *If the exclusion of this information is justified on the basis that the information is not Material and this exclusion does not detract from the understanding of the report, the Competent Person should clearly explain why this is the case.*	As provided. No historical drill hole data was used in this report.
Data aggregation methods	*In reporting Exploration Results, weighting averaging techniques, maximum and/or minimum grade truncations (eg cutting of high grades) and cut-off grades are usually Material and should be stated.* *Where aggregate intercepts incorporate short lengths of high grade results and longer lengths of low grade results, the procedure used for such aggregation should be stated and some typical examples of such aggregations should be shown in detail.* *The assumptions used for any reporting of metal equivalent values should be clearly stated.*	Significant drill hole sample assay intercepts >0.1% Li_2O are reported with the use of length-weighted averages plus, where applicable, the inclusion of individual sample results that comprise the length-weighted averages. Significant surface rock chip sample assay results >0.3% Li_2O are reported. The results reported do not include any cut-off grade. Significant pXRF Li-Index soil anomalies were generated based upon statistical dataset analysis using the ioGAS software application. The Li_2O% for rock chip samples is calculated via the reported % Li grade multiplied by the standard conversion factor of 2.153.

Relationship between mineralisation widths and intercept lengths	*These relationships are particularly important in the reporting of Exploration Results.* *If the geometry of the mineralisation with respect to the drill hole angle is known, its nature should be reported.* *If it is not known and only the down hole lengths are reported, there should be a clear statement to this effect (eg 'down hole length, true width not known').*	Significant assay intervals reported represent apparent widths. Insufficient geological information is available to confirm the geological model and true width of significant assay intervals.
Diagrams	*Appropriate maps and sections (with scales) and tabulations of intercepts should be included for any significant discovery being reported These should include, but not be limited to a plan view of drill hole collar locations and appropriate sectional views.*	As provided.
Balanced reporting	*Where comprehensive reporting of all Exploration Results is not practicable, representative reporting of both low and high grades and/or widths should be practiced to avoid misleading reporting of Exploration Results.*	Only significant assay results >0.1% Li_2O have been reported in drilling intercepts, and >0.3% Li_2O for surface rock chip samples. Only significant pXRF soil Li Index analytical results have been reported. Anomalous values were based upon a statistical dataset analysis using the ioGAS software application.
Other substantive exploration data	*Other exploration data, if meaningful and material, should be reported including (but not limited to): geological observations; geophysical survey results; geochemical survey results; bulk samples – size and method of treatment; metallurgical test results; bulk density, groundwater, geotechnical and rock characteristics; potential deleterious or contaminating substances.*	As provided.
Further work	*The nature and scale of planned further work (eg tests for lateral extensions or depth extensions or large-scale step-out drilling).* *Diagrams clearly highlighting the areas of possible extensions, including the main geological interpretations and future drilling areas, provided this information is not commercially sensitive.*	Exploration activities for lithium at both the DOMs Hill and Marble Bar Projects are ongoing. Proposed future exploration activities include field geological mapping, surface sampling and reconnaissance drilling.

Attachment A – Independent Technical Assessment Report continued



ATTACHMENT B

Solicitor's Tenement Report

Attachment B – Solicitor's Tenement Report

Partner Claire Boyd
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2 November 2023

The Directors
Kali Metals Limited
16 Douro Place, West Perth
Western Australia 6005

Dear Sir or Madam

Solicitor's Report on Mining Tenements

This report is prepared for inclusion in a prospectus to be dated on or about November 2023 to be issued by Kali Metals Limited (**Company**) for the issue of between 48,000,000 to 60,000,000 ordinary shares at a price of $0.25 each to raise between $12,000,000 and $15,000,000 (**Prospectus**).

In respect of the mining tenements the subject of this report, the Company either:

- holds the tenements;
- will be transferred the tenements:
  - pursuant to a tenement sale agreement (**Kalamazoo Tenement Sale Agreement**) with Kalamazoo Resources Limited (**Kalamazoo**), but subject to the 30% interest and further earn-in rights held by SQM Australia Pty Ltd – see further details in sections 4.3(l) and 7.1(b) of the Prospectus; or
  - upon completion occurring under the tenement sale agreement with James Mansen as trustee for Wildcard (WA) Pty Ltd (CAN 124 458 822) (**Mansen**) (together, **Mansen Tenement Sale Agreement**) – see further details in sections 7.1(d) of the Prospectus; or
- will acquire:
  - lithium rights in respect of a tenement upon exercise of an option pursuant to the option agreement referred to in section 7.1(c) of the Prospectus (**MEG Term Sheet**); or
  - tenement interests pursuant to its acquisition of Karora (Lithium) Pty Ltd (ACN 671 946 713) (**LithiumCo**) under a share sale agreement (**Share Sale Agreement**), with LithiumCo having been granted certain mineral rights in respect of those tenements by subsidiaries of Karora Resources Inc (**Karora**) (being Avoca Mining Pty Ltd, Avoca Resources Pty Ltd, Corona Minerals Pty Ltd and Polar Metals Pty Ltd) pursuant to mineral rights agreements (each a **Mineral Rights Agreements**) – see further details in section 7.1(a) of the Prospectus.

1 Scope

We have been requested to report on a total of 223 mining tenements (collectively, the **Tenements**), comprising:

(a) 217 tenements located in Western Australia (**WA Tenements**), comprising:

(i) 3 granted exploration licences in which the Company holds a 100% legal and beneficial interest; and

(ii) 1 pending exploration licence for which the Company is the applicant,

(**Pear Creek Tenements**);

(iii) 1 prospecting licence that the Company will acquire from Mansen following completion under the Mansen Tenement Sale Agreement,

(**Mansen Tenement**);

(iv) 9 exploration licences that the Company is acquiring (subject to SQM's 30% interest and further earn-in rights) from Kalamazoo pursuant to the Kalamazoo Tenement Sale Agreement,

(**Kalamazoo Tenements**);

(v) 55 exploration licences (of which 8 are pending) in respect of which the Company will obtain certain interests through the acquisition of LithiumCo, which entity will have been granted rights to lithium (in any and all forms) and lithium bearing ore and all other minerals contained within lithium bearing ores including but not limited to tantalum, tin, caesium and rubidium pursuant to the Mineral Rights Agreements (**Higginsville Lithium Rights**);

(vi) 64 mining leases (of which 3 are pending) in respect of which the Company will obtain certain interests through the acquisition of LithiumCo, which entity will have been granted Higginsville Lithium Rights; and

(vii) 84 prospecting licences (of which 8 are pending) in respect of which the Company will obtain certain interests through the acquisition of LithiumCo, which entity will have been granted Higginsville Lithium Rights,

(**Karora Tenements**);

(b) 3 tenements located in Victoria (**Victorian Tenements**), comprising 3 granted exploration licences in which the Company holds a 100% legal and beneficial interest; and

(c) 3 tenements located in New South Wales (**NSW Tenements**), comprising:

(i) 2 granted exploration licences in which the Company holds a 100% legal and beneficial interest; and

(ii) 1 granted exploration licence in respect of which the Company has the option to acquire the rights to lithium pursuant to the MEG Term Sheet.

Given the number of Tenements, we asked the Company to identify the Tenements on which they intend to conduct activities, and spend funds raised from the initial public offering to be undertaken by the Company, over the first two years. These 24 Tenements are the **Priority Tenements**, and in the Tenement Tables in Schedules A - E we have shaded the rows with Priority Tenements in pale green.

2 Searches

We have arranged for the following searches to be conducted for the purpose of this report.

(a) searches of the WA Tenements on the register maintained by the Department of Mines, Industry Regulation and Safety (**DMIRS**) pursuant to the *Mining Act 1978* (WA) (**WA Mining Act**) on 6 October 2023, and in respect of:

  (i) P15/6778 on 20 September 2023; and

  (ii) P15/6664 on 26 October 2023;

(b) searches of the mining tenement register maintained by the Victorian Department of Energy, Environment and Climate Action for the Victorian Tenements as at 20 August 2023;

(c) searches of the mining tenement register maintained by the NSW Department of Planning, Industry and Environment for the NSW Tenements on 4 October 2023;

(d) quick appraisal searches of the Priority Tenements located in Western Australia obtained from DMIRS on 10 October 2023, and in respect of P15/6664 on 26 October 2023;

(e) searches of the native title application summaries maintained by the National Native Title Tribunal (**NNTT**) for the Tenements on 12 and 20 June 2023 (and in respect of EL8958 on 5 September 2023, of P15/6664 on 26 October 2023 and of P15/6778 on 2 November 2023) in relation to native title claims and determinations affecting the Tenements;

(f) Commonwealth Aboriginal heritage declaration searches obtained online from the Federal Register of Legislation maintained by the Commonwealth Government in respect of the Tenements on 27 October 2023; and

(g) searches of registered Aboriginal heritage sites and surveys obtained online from the 'Aboriginal Heritage Inquiry System' database maintained by the Department of Planning, Lands and Heritage in respect of the Tenements on 12 and 20 June 2023, and in respect of P15/6664 on 26 October 2023 and of P15/6778 on 2 November 2023;

(h) searches of the Aboriginal heritage impact permit public register through the Department of Environment and Heritage Website on 20 June 2023 for the NSW Tenements;

(i) Aboriginal heritage searches in respect of the Victorian Tenements on 16 May 2023; and

(j) overlapping tenure searches in respect of the Victorian Tenements and NSW Tenements on 4 August 2023 respectively.

A summary of the results of these searches is set out in Schedules A - H. Given the Company's plans and focus over the next two years, we have only considered, and have only reported on, the overlapping tenure interests affecting the Priority Tenements.

The purpose of this report is to determine and report on the following to the extent ascertainable from the searches listed above:

(a) the interests held by the Company in the Tenements (including those held by LithiumCo);

(b) any third party interests in relation to the Tenements;

(c) the good standing, or otherwise, of the Tenements;

(d) any other material issues existing in respect of the Tenements; and

(e) in respect of the Priority Tenements only, any overlapping interests in the land the subject of the Priority Tenements.

3 WA Tenements

3.1 WA Tenements generally

The WA Tenements comprise prospecting licences, exploration licences and mining leases granted or applied for under the WA Mining Act.

(a) Prospecting licences

Prospecting licences entitle the holder to enter the land the subject of the licence for the purpose of prospecting for minerals with vehicles, machinery and equipment as may be necessary or expedient for that purpose.

Prospecting licences are granted for a period of 4 years and may be extended at the discretion of the Minister for Mines (**WA Minister**) for a period of 4 years and then expire unless the prospecting licence has retention status, in which case it may be extended by the WA Minister for a further period or periods of 4 years.

The holder of a prospecting licence may apply for approval of retention status for the prospecting licence. The WA Minister may approve retention status for the whole, or any part, of the land the subject of a prospecting licence where there is an identified mineral resource within the prospecting licence, but it is impracticable to mine the resource for prescribed reasons. If approved for part only, the land not covered by the approval ceases to be the subject of the licence. On approval of the retention status (or at any subsequent time), the WA Minister may impose a condition requiring a holder to comply with a specified programme of works, which condition may be cancelled or varied by the WA Minister at any time. The WA Minister may also at any time require the holder to apply for a mining lease in respect of the whole or any part of the prospecting licence.

The WA Mining Act confers on the holder of a prospecting licence which is in force, the right to apply for and, subject to the WA Mining Act, have granted one or more mining leases over any part of the land the subject of that licence. If an application for a mining lease is made the relevant prospecting licence that would have expired will continue in force until such time as the mining lease application has been determined.

(b) Exploration licences

Exploration licences entitle the holder to enter the land the subject of the licence for the purpose of exploring for minerals with vehicles, machinery and equipment as may be necessary or expedient for that purpose.

An exploration licence granted or applied for before 10 February 2006 remains in force for a period of 5 years and may, in prescribed circumstances and at the discretion of the WA Minister, be extended in respect of the whole or part of the exploration licence two times by a further period of up to two years and thereafter for a further period of one year in exceptional circumstances.

An exploration licence applied for on or after 10 February 2006 will, once granted, remain in force for a period of 5 years and may, in prescribed circumstances and at the discretion of the WA Minister, be extended in respect of the whole or part of the exploration licence for a further period of 5 years, followed by 2 year periods. In either case, the prescribed circumstances include where the WA Minister is satisfied that planned exploration could not be carried out due to delay in obtaining necessary approvals or due to the land being unworkable for at least a significant part of one year of the term, or where the WA Minister is satisfied that work carried out justifies further exploration.

The holder of an exploration licence may apply for approval of retention status for the exploration licence. The WA Minister may approve retention status for the whole, or any part, of the land the subject of an exploration licence where there is an identified mineral resource within the exploration licence, but it is impracticable to mine the resource for prescribed reasons. If approved for part only, the land not covered by the approval ceases to be the subject of the licence. On approval of the retention status (or at any subsequent time), the WA Minister may impose a condition requiring a holder to comply with a specified programme of works, which condition may be cancelled or varied by the WA Minister at any time. The WA Minister may also at any time require the holder to apply for a mining lease in respect of the whole or any part of the exploration licence.

At the end of the third and fourth years of the term of an exploration licence that was granted or applied for before 10 February 2006, the holder must relinquish an area which constitutes not less than half of the area of the licence as at each relinquishment date. A holder may apply for an exemption from the requirement to relinquish an area of the exploration licence.

In respect of an exploration licence applied for on or after 10 February 2006 that is granted in respect of more than 10 blocks, the holder must relinquish an area which constitutes not less than 40% of the area of the licence at the end of the sixth year of the term of the exploration licence. Earlier relinquishments are not required.

No legal or equitable interest in or affecting an exploration licence can be transferred or otherwise dealt with during the first year of its term without the prior written consent of the WA Minister. No fee is payable for the obtaining of such consent. In determining a request for consent, the WA Minister will consider whether the exploration programme planned for the first 12 months following grant and lodged by the tenement holder at the time of applying for the tenement has been complied with.

Exploration licences are described by graticular blocks, which range in area from approximately 2.8 km^2 to 3.3 km^2 depending on where the block is located in Western Australia.

The WA Mining Act confers on the holder of an exploration licence that is in force the right to apply for and, subject to the WA Mining Act, have granted one or more mining leases over any part of the land the subject of that licence. The exploration licence will continue in force beyond its term if the holder has made an application for a mining lease over the area of the licence, until that application is determined.

(c) Mining leases

Mining leases entitle the holder to work and mine land, take and remove minerals, and do all things necessary to carry out mining operations on the area the subject of the mining lease.

A mining lease may only be applied for in instances where the Director, Geological Survey is satisfied that significant mineralisation exists or where a mining proposal has been prepared. "Significant mineralisation" is defined in the WA Mining Act as a deposit of minerals where there is a reasonable prospect of those minerals being obtained by mining operations. A mining proposal is a document which sets out in detail the mining operations proposed to be carried out on the area of the application.

A mining lease remains in force for a period of 21 years and may be renewed for successive periods of 21 years with the tenement holder entitled to the first renewal as of right and subsequent renewals at the discretion of the WA Minister.

No legal interest in a mining lease can be transferred or mortgaged without the prior written consent of the WA Minister.

(d) Current mining title uncertainties in Western Australia

Validity of mining leases (applications that were not accompanied by a mineralisation report)

Subsidiaries of Karora hold, or have applied for, seven mining leases (including two Priority Tenements) that were applied for since 10 February 2006 and up until 17 August 2017. The 2006 date is significant because of amendments made at that time to the WA Mining Act, which provided that any application for a mining lease must be "accompanied by" a mining proposal or a mineralisation report. In August 2017, the High Court of Australia delivered the decision *Forrest & Forrest Pty Ltd v Wilson* (2017) 262 CLR 510) in which the Court held that any application for a mining lease that was made without an accompanying mineralisation report was non-compliant as a result, and that non-compliance had the effect that any grant of such a tenement was invalid. Prior to the Court's decision it was thought that a mining proposal or a mineralisation report could be lodged after the application. Consequently, there is some uncertainty in Western Australia as to the validity of granted mining leases where these requirements were not complied with. It is not possible to determine if these requirements were complied with from public searches but it is likely that some of these mining leases (including those forming Priority Tenements) are impacted by this issue.

The Western Australian government had previously proposed changes to the WA Mining Act to, among other things, validate those mining leases where the mineralisation report was not submitted concurrently with the mining lease application, however this legislation has been withdrawn and it is currently uncertain as to if and when the matter will be brought before Parliament for further consideration.

Validity of exploration licences (adequacy of "section 58 statements")

Subsidiaries of Karora are the applicants in respect of nine exploration licences. A recent decision by a Western Australian mining warden (**Warden**), *True Fella Pty Ltd v Pantoro South Pty Ltd* [2022] WAMW 19 ("*True Fella*"), delivered on 18 August 2022, has suggested a new interpretation of the law relating to applications for exploration licences. It has been suggested in *True Fella* that a statement that is required to accompany an application for an exploration licence in accordance with section 58 of the WA Mining Act will be inadequate if it does not include:

(a) a detailed work program and expenditure plan for 5 years; and

(b) a detailed work program that identifies the intended areas of exploration.

Subsequent decisions by Wardens have confirmed this interpretation, even though it is inconsistent with previous judicial authority in Western Australia and these requirements are not specified in the mining legislation of Western Australia. The consequence is that current exploration licence applications might be considered by mining wardens to be non-compliant and therefore "invalid". As none of these applications are Priority Tenements, we have not considered this risk further.

It has also been suggested that a granted exploration licence might be at risk of being declared "invalid" if the statement accompanying it did not comply with the interpretation in *True Fella*. We consider that is unlikely, as any granted exploration licence must necessarily have been granted by

the Minister (under section 59(6) of the WA Mining Act) such that the Minister must have had regard to the applicant's compliance with the relevant provisions of the mining legislation and have been satisfied that the exploration licence should be granted.

3.2 Tenement Conditions and Forfeiture

Mining tenements in Western Australia are granted subject to various standard conditions prescribed by the WA Mining Act including payment of annual rent, minimum expenditure requirements, reporting requirements and standard environmental conditions, as well as any conditions that may be imposed by the WA Minister in respect of a particular mining tenement (such as restrictions on mining or access to certain reserves) or conditions for the protection of the environment.

If a tenement holder fails to comply with the terms and conditions of a tenement the Warden or the WA Minister, as applicable, may impose a fine or order that the tenement be forfeited. In certain cases, a third party can institute administrative proceedings under the WA Mining Act before the Warden seeking forfeiture of the tenement.

In the case of failure to comply with the annual minimum expenditure requirement, the tenement holder can apply to DMIRS for an exemption from that expenditure requirement for a particular tenement year within 60 days of the anniversary of that tenement year. In addition, a third party can object to an application for exemption from expenditure. If an exemption application is refused then it is open to the Warden or WA Minister (as applicable) to impose a fine or make an order for forfeiture.

Mining tenements in Western Australia are also subject to statutory requirements of certain other Acts including the *Environmental Protection Act 1986*, *Rights in Water and Irrigation Act 1914*, *Conservation and Land Management Act 1984*, the full details of which are beyond the scope of this report. Activities on mining tenements are also subject to Aboriginal heritage legislation, which is discussed in section 9 of this report.

3.3 Grant status of the WA Tenements

The status of the WA Tenements is set out in Schedules A - C.

All of the WA Tenements are granted other than:

(a) Pear Creek Tenement, E 45/6391, which is the subject of an objection to grant by Keras (Pilbara) Gold Pty Ltd. We note that this tenement is not a Priority Tenement; and

(b) the following Karora Tenements (none of which is a Priority Tenement): E 15/1620, E 15/1822, E 15/1853, E 15/1882, E 15/1939, E 15/1940, E 63/2108, E 63/2275, M 15/1872, M 63/660, M 63/662, P 15/6657, P 15/6658, P 63/2021, P 63/2022, P 63/2023, P 63/2024, P 63/2243 and P 63/2244.

The grant of prospecting licences and exploration licences is discretionary and as such there is no guarantee that these tenements will be granted.

Further, of the Karora Tenements, our searches show that E 15/1882 is subject to two ballots and therefore it is unlikely that the tenement will be granted to the relevant Karora subsidiary. Additionally, P 63/2243 and P 63/2244 are subject to objection by Central Norseman Gold Corporation Pty Ltd.

3.4 Extension of tenement term

An application may be made in the final year of the term of a tenement to extend the tenement term if certain criteria are met. The grant of an extension of term for any prospecting licences and exploration

licences is discretionary and as such there is no guarantee that a tenement term will be extended. For an extension of an exploration licence, the WA Minister must be satisfied that prescribed grounds (or, in some cases, exceptional circumstances) exist for the extension of term as noted earlier. The WA Mining Act operates such that a tenement remains in force until the extension application is determined.

Our enquiries show that the following Karora Tenements would have expired except that applications for extension were recorded against them on the dates below and remain pending:

- on 8 August 2023, E 15/1094 (2 years);
- on 4 September 2023, E 15/1223 (2 years);
- on 2 October 2023, E 15/1260 (2 years); and
- on 5 October 2023, E 15/786 (1 year).

None of these Tenements are Priority Tenements.

The following Karora Tenements are due to expire on or before the end of October 2024:

- on 16 November 2023, E 15/828 (Priority Tenement);
- on 25 November 2023, E 15/1628;
- on 21 December 2023, P 15/5958 and P 15/5959;
- on 19 March 2024, E 63/1900 and E 63/1901;
- on 7 April 2024, E 15/1402;
- on 14 April 2024, E 63/1165;
- on 4 July 2024, E 15/808;
- on 30 July 2024, E 15/1298;
- on 3 August 2024, E 15/810;
- on 29 September 2024, E 15/1037;
- on 6 October 2024, E 63/1117; and
- on 27 October 2024, E 15/786.

As explained in section 3.1, each of these is capable of further renewal in accordance with the processes under the WA Mining Act except as noted below.

Each of P 15/5958 and P 15/5959 has already been extended and cannot be further extended unless they are granted retention status. Rights to access the areas of P 15/5958 and P 15/5959 after their expiry can also continue if, and to the extent that, an application to convert those tenements to a mining lease is pending (and/or granted).

Each of E 15/786, E 15/808, E 15/810 and E 15/828 (Priority Tenement) were granted prior to 10 February 2006 so are subject to annual extension applications, which can only be granted in exceptional circumstances. As such there is a heightened risk that these tenements will not be further extended. Again, access to the area of these licences can continue if, and to the extent that, an application to convert the licences to a mining lease is pending (and/or granted).

We also note that the following Karora Tenements have passed their date of expiry but remain live pending conversion to mining leases: P 63/1468, P 63/1587, P 63/1588, P 63/1589, P 63/1590, P 63/1591, P 63/1592, P 63/1593 and P 63/1594. P 63/1468 is pending conversion to M 63/660 and the remainder of the aforementioned tenements are pending conversion to M 63/662 and, accordingly, will continue in force until such time as the mining lease applications have been determined. The grant of a mining lease is discretionary and as such there is no guarantee that these mining leases will be granted. We note that none of these tenements are Priority Tenements.

3.5 Tenement holder, registered dealings and third party agreements

(a) Tenement holder

As flagged above and noted in Schedules B and C, a number of the WA Tenements are held by Kalamazoo or subsidiaries of Karora, except to the extent noted in those Schedules. The Company (or LithiumCo) will acquire its rights in respect of these Tenements pursuant to the agreements that are dealt with in section 7.1 of the Prospectus.

(b) Registered dealings and third party agreements

In Schedules A – C, we have set out any current dealings registered against the WA Tenements, as shown in the searches, such dealings comprising caveats, mortgages and registered agreements. In addition, we have included details of key third party agreements that have been entered into by the tenement holders that affect the WA Tenements as disclosed to us by the Company or Karora. We have ascertained, where relevant, that the caveats and mortgages relate to those third party agreements.

The third party agreements include the SQM Earn-in Agreement discussed in section 7.1(b) of the Prospectus and, in relation to the Karora Tenements, a number of different agreements, summary details of which are set out in section 7.1(a) of the Prospectus and Schedule C. In respect of the Company's interests in the Karora Tenements, these agreements will be managed between LithiumCo and the relevant Karora subsidiaries in accordance with the Mineral Rights Agreement, which is discussed in section 7.1(a) of the Prospectus.

Although we have included details of registered agreements in Schedule C, we note that these are around 20 to 30 years old and we have been advised that they are no longer in force despite the fact that they remain on the tenement register. We also note that there is no mechanism to have these registrations removed without the consent of all parties to those historical agreements.

4 NSW Tenements

(a) NSW Tenements generally

The NSW Tenements comprise three exploration licences granted under the *Mining Act 1992* (NSW) (**NSW Mining Act**).

(b) Exploration licences

An exploration licence under the NSW Mining Act gives the holder the exclusive right to explore for the specified mineral group(s) within the exploration licence area, during the term of the licence. The rights of the holder of a granted exploration licence are subject to compliance by that holder with the provisions of the NSW Mining Act and the terms and conditions of the licence.

The granting of an exploration licence does not give the holder any right to mine, nor does it guarantee the holder a mining lease will be granted with respect to the exploration licence area. Under the NSW Mining Act, an exploration licence can be granted for a period of up to six years.

An application for a renewal of an exploration licence can be made under section 113 of the NSW Mining Act. Under section 114(2)(a) NSW Mining Act, an exploration licence can be renewed for a period of up to 6 years. The application for renewal must be lodged with the Secretary of the Department of Regional NSW (**Decision Maker**) within the period of up to two months prior to midnight on the expiry date of the licence. The application for renewal must also be accompanied by the application fee.

The renewal of an exploration licence is discretionary and the Decision Maker is not bound to grant the renewal. While the NSW Mining Act sets out certain considerations the decision-maker will take into account, there is no guarantee that a tenement will be renewed.

(c) Tenement Conditions and Forfeiture

Exploration licences are granted subject to a number of general conditions that must be complied with, including undertaking operations in compliance with work programs, providing security and submitting annual activity reports. Under the NSW Mining Act, the holder of the exploration licence must not carry out assessable prospecting operations on land unless an activity approval has been obtained.

Annual rental fees must be paid in respect of exploration licences. Under the NSW Mining Act, failure to pay rent can result in the cancellation of tenements. Annual activity reports for the previous tenement year must be lodged in respect of exploration licences within 1 calendar month of the anniversary of the tenement year. Under the NSW Mining Act, failure to prepare or lodge an annual activity report without a reasonable excuse is an offence for which a fine can be imposed.

The holder of an exploration licence must also comply with the Exploration Codes of Practice, including in respect of environmental management, rehabilitation and community consultation.

Mining tenements in New South Wales are also subject to requirements of certain other Acts including the *Protection of the Environment Operations Act 1997* (NSW), the *Water Act 1912* (NSW) and the *Water Management Act 2000* (NSW) and planning approvals under the *Environmental Planning and Assessment Act 1979* (NSW), the full details of which are beyond the scope of this report. Activities on mining tenements are also subject to Aboriginal heritage legislation, which is discussed in section 9 of this report.

(d) Status of NSW Tenements

The status of the NSW Tenements is set out in Schedule E.

All of the NSW Tenements are granted and permit exploration for Group 1 minerals, which include lithium, caesium, niobium, rubidium, tantalum and tin.

Exploration licence EL8958 (which is a Priority Tenement) is due to expire in March 2024.

(e) Tenement holder

The Company has the option to acquire lithium rights in respect of EL8958 pursuant to the MEG Term Sheet. Refer to section 7.1(c) of the Prospectus for more details.

5 Victorian Tenements

(a) Victorian Tenements generally

The Victorian Tenements comprise three exploration licences granted under the *Mineral Resources (Sustainable Development) Act 1990* (Vic) (**Victorian Mining Act**).

(b) Exploration licences

An exploration licence under the Victorian Mining Act gives the licencee exclusive rights to explore for specific minerals within the licence area. Exploration licences can be granted for a term of up to 5 years.

A holder of an exploration licence may carry out exploration on the area of the licence subject to the requirements of section 43 of the Victorian Mining Act being satisfied. Section 43 includes requirements such as an approved work plan, the provision of rehabilitation bonds and any conditions imposed by the Victorian Minister for Energy and Resources (**Victorian Minister**).

An exploration licence cannot be transferred during the first year of the term, following which an exploration licence may be transferred by an instrument approved by the Victorian Minister. Such approval can only be given where the transferee and licence holder meet certain criteria.

(c) Tenement Conditions and Forfeiture

Exploration licences are granted subject to various standard conditions, including minimum expenditure requirements (in relation to which an expenditure report must be lodged for the previous tenement year within 28 days after the reporting date for each year) and rent (payable half-yearly). Further conditions can be imposed, such as protection of groundwater, provision of rehabilitation bonds or the implementation of environmental offsets. Failure by the licencee to comply with these conditions may lead to the licence being forfeited. Importantly, the holder of an exploration licence has priority to apply for a mining lease over any of the land the subject of an exploration licence.

(d) Extension of tenement term

The initial term of an exploration licence is for a period of 5 years, commencing from the date on which the licence is registered. An exploration licence can be renewed twice, each for a period of up to five years (which takes effect on the anniversary of the registration of the licence). The renewal (or refusal to renew, as applicable) has no effect until the instrument of renewal or refusal to renew is registered.

For the first renewal, the Victorian Minister must be satisfied that additional time is required to assess the economic viability of identified resources (or the resources are not presently economically viable but may become so in the future) or for any other reason. For the second renewal, the Victorian Minister must be satisfied that there are exceptional circumstances to warrant the second renewal and that there is a likelihood the licencee will identify minerals on the relevant land. A renewal may be granted for a smaller area only and may be subject to specific conditions.

The renewal of an exploration licence is discretionary and as such there is no guarantee that a tenement will be renewed.

(e) Status of Victorian Tenements

The status of the Victorian Tenements is set out in Schedule D.

All of the Victorian Tenements are granted and permit exploration for gold, lithium, base metals and tin. The Victorian Tenements will not expire until December 2027.

6 Overlapping tenure and land interests – WA Tenements

6.1 Third party mining tenements

Schedule F sets out the third party tenements and other land interests affecting the WA Tenements which are Priority Tenements.

As noted in Schedule F, some Priority Tenements overlap with third party mining tenement applications. Where the applications are for prospecting or exploration licences or mining leases they will not be granted over areas of existing tenements or tenement applications. However, applications for miscellaneous licences may be granted over existing tenements.

In that regard, our searches show the following Priority Tenements are overlapped by:

- granted miscellaneous licences, in each case held by Karora subsidiaries, over E15/1423, E15/828, E63/1881 and M63/515;
- a miscellaneous licence application by a Karora subsidiary over E63/1728 with the extent of the encroachment very minor at 0.32% of E63/1728; and
- a miscellaneous licence application over M63/515, in respect of which overlap Avoca Mining Pty Ltd has not lodged an objection, but noting that the extent of the encroachment is only minor at 0.9% of M63/515.

Where an affected tenement holder has not objected to the grant of a tenement application, the WA Mining Act affords protections to existing tenement holders from injurious affect by the grant of overlapping tenements.

6.2 Private Land

As noted in Schedule F, two of the Priority Tenements in Western Australia encroach upon land which is classified as "private land" for the purposes of the WA Mining Act (**Private Land**). In both cases, this encroachment is less than 1% of the Priority Tenement.

Under section 29(2) of the WA Mining Act, a tenement may only be granted over areas that are within 30 metres from the natural surface of certain specified areas of Private Land with the consent of the owner and the occupier of that land. Further, section 35 of the Mining Act provides that no mining activities may be conducted on or within 30 metres of the natural surface of any Private Land unless the tenement holder has made an agreement with the owner and occupier of the Private Land as to the compensation payable.

The specified areas of Private Land set out in section 29(2) of the WA Mining Act include land:

(a) which is, or is within 100m of, a yard, stockyard, or plantation, a dam, bore, well or spring or a substantial improvement; or

(b) which is a separate parcel of land of 2,000m or less.

It is possible for a holder of a tenement to subsequently obtain the consent of the owners and the occupiers of the relevant land and then apply to the WA Minister for that tenement to be amended by granting it in respect of those surface areas that were not originally included.

Until that occurs, the Company will need to identify the areas covered by section 29(2) of the WA Mining Act and ensure that it does not conduct any mining activities within them, except below the required 30 metres.

6.3 Pastoral lease land

As noted in Schedule F, two of the Priority Tenements in Western Australia encroach upon land that is also the subject of a pastoral lease. In both cases, the encroachment is less than 10% over the whole of the Priority Tenement.

In relation to land the subject of a pastoral lease, a granted tenement does not entitle the holder to conduct activities on or interfere with specified areas of that land without the written consent of the occupier of that land, unless the Warden otherwise directs or the mining activities are carried out not less than 30 metres below the natural surface of the land. The specified areas in this case comprise land that is:

(a) for the time being under crop, or which is situated within 100m of such land;

(b) used as or situated within 100m of a yard, stockyard, garden, cultivated field, orchard, vineyard, plantation, airstrip or airfield;

(c) situated within 100m of any land that is in actual occupation and on which a house or other substantial building is erected;

(d) the site of or situated within 100m of any cemetery or burial ground; or

(e) the site of, or is situated within 400m of the outer edge of, any water works, race, dam, well or bore, not being an excavation previously made and used for mining purposes by a person other than a lessee of that pastoral lease.

As two of the Priority Tenements encroach on pastoral lease land, those Priority Tenements will give limited rights of access to the specified areas set out above without the consent of the occupiers of those leased areas. Where the consent of the occupier is given, it is commonly given under the terms of an access agreement under which the tenement holder also agrees to pay compensation to the occupier for losses including loss for damage to improvements or any substantial loss of earnings.

It is not possible to determine from the searches we obtained the extent to which the pastoral lease land encroached upon by the Priority Tenements falls within the specified areas above or therefore determine the extent or significance of these restrictions on access. In carrying out its activities on those Priority Tenements, the Company will need to identify those areas and ensure that it does not conduct any mining activities on them, except below the required 30 metres, unless it obtains the consent of the occupier.

6.4 Reserves

A reserve is Crown land that has been set aside or dedicated for a particular purpose in the public interest (**Reserve**), which includes roads. Reserve status is usually applied to land, which, because of its intrinsic community value, should be preserved and maintained for the benefit of present and future generations. This is primarily because of its recreational, historical, social, natural resources, environmental or cultural significance, or because it has special value for present or future generations.

Reserves are categorised into classes and restrictions on activities in reserves vary between classes. In most cases mining operations are prohibited on Reserves unless consent from the WA Minister is

obtained, which consent can be refused or granted subject to conditions. Typically, the WA Minister must also either consult with, or obtain the concurrence of, the relevant Minister responsible for the type of Reserve as well as any applicable management body. Where conditions are imposed on the consent they will be included as conditions of the relevant Tenement and will need to be complied with.

By virtue of the *Land Administration Act 1997* (WA), when land is reserved, declared or dedicated as a road, rights to mine for minerals are suspended until such time as the relevant road is closed.

Schedule F identifies which Priority Tenements encroach on Reserves and the purpose of each Reserve. If the Company wishes to conduct activities on these areas it will first need to ensure that the necessary consent of the WA Minister is obtained.

(a) "C" Class Reserves

As noted in Schedule F, some of the Priority Tenements encroach upon “C” Class Reserves. “C” Class Reserves were granted under Part 4 of the *Land Administration Act 1997* (**LAA**). The WA Mining Act provides that the written consent of the WA Minister is required for mining on land reserved under Part 4 of the LAA, except for land reserved for mining or commons, land reserved and designated for public utility, and land that is a townsite (within the meaning of the LAA). The WA Mining Act requires that before giving their consent, the WA Minister must first consult the responsible Minister and the local government, public body, or trustees or other persons in which the control and management of such “C” Class Reserve is vested, and obtain its or their recommendations.

(b) Timber reserves and proposed State Forests

State forests and timber reserves comprise areas of Crown land which have been set aside for timber production, conservation and recreation. The Department of Biodiversity Conservation and Attractions manage State forests and timber reserves.

Our searches indicate that M 63/515 and P63/2025 have substantial overlaps with timber reserves and, along with P63/2064 and P63/2207, with areas of proposed State forest. For further details on the overlap, please refer to Schedule F.

The WA Mining Act provides that consent of the WA Minister is required prior to mining on timber reserves and prior to giving consent the WA Minister must consult with the responsible Minister for the relevant reserve.

6.5 FNA

A number of the Priority Tenements encroach on areas that are noted as “File Notation Areas” (**FNAs**). FNAs are areas that have proposals for changes in land tenure or areas that are particularly sensitive for the mining industry which necessitates the need for special conditions.

The existence of an FNA will not itself prevent the grant of a tenement or preclude exploration or mining activities, but it may delay the grant of a tenement as other interests in, or proposals for, the area are considered or in due course necessitate engagement with other interest holders.

FNAs may relate to land in respect of which Ministerial approval must be sought under section 16(3) of the WA Mining Act. Section 16(3) requires prior approval of the WA Minister be obtained for any Crown land to be leased, transferred in fee simple or otherwise disposed of under the provisions of the LAA.

Some of the FNAs relate to proposed section 91 licences, which is a licence granted under s91 of the LAA. This typically means a licence is proposed to be granted for investigative or other low impact activities, and which is indicative of potential but early stage competing land use for the relevant area.

7 Overlapping Tenure – Victorian Tenements

7.1 General comment

Schedule F sets out the overlapping interests affecting the Priority Tenements in Victoria.

The only Priority Tenement in Victoria is EL007787. This Priority Tenement is overlapped by numerous third party interests, including some which overlap the whole or substantially the whole of the Tenement, including freehold.

Given the extent of the overlapping interests, Kali will need to obtain the consent of, or enter into access agreements with, the relevant landholders or affected Government agencies prior to undertaking any activities on this Tenement. Further details on the overlapping interests are included below.

The Company has advised that it is still in the process of identifying the areas of interest for its exploration on this Tenement. Once the target areas are identified, the Company has advised that it will consider the impact of the overlapping tenure and interests, and the necessary steps for obtaining access to those areas. The Company has advised that it will prioritise its activities accordingly, noting that it may need to negotiate with freehold land holders and / or Government agencies to obtain access. The Company has yet to commence these discussions and negotiations, and we understand it will adjust its plans where necessary if it is unable to obtain the necessary access.

7.2 Freehold

Before commencing work on an exploration licence granted over private land, under section 43(1)(e) of the Victorian Mining Act the licencee must:

(a) obtain the written consent of the owners and occupiers of the affected land; or

(b) make and register a compensation agreement with any owners and occupiers of affected land; or

(c) have been advised in writing of the determination made in respect to the compensation payable, where the amount of compensation payable to the owner and occupier has been determined by Part 8 of the Victorian Mining Act.

This requirement applies to the extent the licence holder requires entry to land anywhere from the surface of the land to a depth of 100 metres during the work.

If a mining tenement overlaps private land, the tenement holder and the landowner can agree on the amount of compensation payable for any loss or damage that has been (or will be) sustained as a direct, natural and reasonable consequence of the approval of the work plan or the doing of work under the mining tenement. The tenement holder must lodge any agreement entered into with the mining registrar for registration.

Our searches indicate that 77.22% of EL007787 overlaps freehold land. No agreement with a landholder has been registered against this Tenement and we understand that there is no such agreement in place.

7.3 Restricted Crown land

Restricted Crown land is land that is listed in Schedule 3 of the Victorian Mining Act.

Under section 44 of the Victorian Mining Act, the consent of the Crown land Minister is required prior to undertaking any work on the area of a mining tenement which overlaps restricted Crown land. Conditions may be imposed under the consent, including in relation to monitoring and auditing. These conditions may include pre-work surveys for cultural sites and artefacts, as well as flora and fauna surveys.

Our searches indicate that 8.98% of EL007787 overlaps restricted Crown land. If the Company wishes to conduct activities on these areas it will first need to obtain the consent of the Crown land Minister.

7.4 Crown Land

Under section 43B(1) of the Victorian Mining Act it is not necessary for the licencee to obtain any consents to explore on unrestricted Crown land, subject to any conditions imposed by the Victorian Minister on the licence.

Our searches indicate that 19.65% of EL007787 overlaps unrestricted Crown land.

7.5 Government roads and water authority

Section 44(2) of the Victorian Mining Act sets out particular consent requirements in respect of certain tenure overlaps. The holder of a tenement that overlaps with an authority under the *Water Act 1989* (Vic) must obtain the consent of the relevant board or authority prior to undertaking work on the tenement. Where the tenement holder proposes to do work on land the subject of a public highway, road or street, notice of the proposed works must be given to the body with the care and management of that public highway, road or street.

Our searches indicate that EL007787 overlaps government roads (as to 0.35%) and a water authority (as to 100%). If the Company wishes to conduct activities on these areas it will first need to comply with the relevant consent requirements.

7.6 Extractive Industry

Certain Victorian Tenements overlap with extractive industry authorities. There is a duty on the tenement holder to consult with the holder of the extractive industry work authority during the term of the licence.

Our searches indicate that EL007787 overlaps extractive industry work authorities (as to 0.03% and 0.33%).

8 Overlapping Tenure – NSW Tenements

8.1 General comment

Schedule F sets out the overlapping interests affecting the Priority Tenements in NSW.

The two Priority Tenements in NSW are EL8958 and EL9403. These Priority Tenements are overlapped by numerous third party interests, including some which overlap substantially the whole of the Tenements, including freehold interests.

Given the extent of the overlapping interests, Kali will need to obtain the consent of, or enter into access agreements with, the relevant landholders or affected Government agencies prior to undertaking any activities on these Tenements. Further details on the overlapping interests are included below.

The Company has advised that it is still in the process of identifying the areas of interest for its exploration on these Tenements. Once the target areas are identified, the Company has advised that it will consider the impact of the overlapping tenure and interests, and the necessary steps for obtaining access to those areas. The Company has advised that it will prioritise its activities accordingly, noting that it may need to negotiate with freehold land holders and / or Government agencies to obtain access. The Company has yet to commence these discussions and negotiations, and we understand it will adjust its plans where necessary if it is unable to obtain the necessary access.

8.2 Freehold

Before exercising the rights granted by an exploration licence in New South Wales, the holder of the licence is required to enter into a land access arrangement with any freehold landholder overlapped by the licence. The access arrangement provides the terms and conditions on which the licence holder can conduct exploration activities.

Additionally, under section 263 of the NSW Mining Act, the exploration licence holder is obliged to pay compensation to the landholder of any land (whether or not subject to the licence) for any compensable loss suffered, or likely to be suffered, by the landholder as a result of the exercise of the rights conferred by the exploration licence or by an access arrangement in respect of the licence.

Our searches indicate that the two Priority Tenements in New South Wales overlap freehold land almost entirely, as follows: EL8958 as to 96.19% and EL9403 as to 89.51%. The Company will not be able to conduct activities on those two Priority Tenements without reaching agreement with the landholders.

The Company has advised that it is still in the process of identifying the areas of interest for its exploration. Once the target areas are identified, the Company will consider the impact of the overlapping tenure and interests, and the necessary steps for obtaining access to those areas. The Company has advised that it will prioritise its activities accordingly, noting that it may need to negotiate with freehold land holders to obtain access. The Company has yet to commence these discussions and negotiations, and will adjust its plans where necessary if it is unable to obtain the necessary access.

8.3 Crown land

Where an exploration licence overlaps Crown land interests, the holder must enter into an access agreement with the relevant management authority. The relevant land authority can be identified through a title search of the land parcel, or through contacting the Crown land office for the Department of Planning and Environment.

Our searches indicate that the two Priority Tenements overlap various NSW Crown land interests to a minor extent. If the Company wishes to conduct activities on these areas it will first need to enter into the necessary agreements.

8.4 State Forest

Section 30 of the NSW Mining Act prevents the holder of an exploration licence from exercising any of the rights conferred by the licence within land in an "exempted area", except with the consent of the NSW Minister for Energy. "Exempted Areas" under the NSW Mining Act are lands set aside for public purposes, which include road reserves, stock routes, water supply lease land, State forests, public reserves and commons.

Our searches indicate that the two Priority Tenements overlap NSW State forest and reserves as follows: EL8958 as to 3.92% and EL9403 as to 7.05%. If the Company wishes to conduct activities on these areas it will first need to obtain the necessary consent of the NSW Minister for Energy.

8.5 State Conservation Areas and Reserves

Land constituting a State conservation area requires an access agreement in respect of the relevant conservation area for exploration to be conducted. Access restrictions may also apply in respect of reserves, however the exact requirements for access will depend on the relevant entity that manages the reserve.

Our searches indicate that EL9403 overlaps State Conservation Areas and reserves as follows:

- Mullengandra State Conservation Area (0.27%);
- Woomargama State Conservation Area (2.45%);
- Woomargama Reserve (2.51%); and
- Mullengandra Reserve (0.27%).

Once again, if the Company wishes to conduct activities on these areas it will first need to comply with the necessary requirements in respect of each such conservation area or reserve.

9 Aboriginal heritage – WA Tenements

9.1 WA Aboriginal heritage legislation

The *Aboriginal Cultural Heritage Act 2021* (WA) (**ACH Act**) came into force on 1 July 2023, but the government announced its forthcoming full repeal on 8 August 2023. Accordingly, the applicable legislation in WA moving forward will be the *Aboriginal Heritage Act 1972* (WA) (**WA Heritage Act**), with some limited amendments which are yet to be confirmed.

Once the ACH Act is repealed (which appears imminent) and the relevant amendments are made to the WA Heritage Act, the WA Heritage Act will apply to the WA Tenements and will, at a minimum, make it an offence to, among other things, alter or damage an Aboriginal site or object on or under an Aboriginal site.

9.2 Registered Aboriginal heritage sites

There are known sites of Aboriginal heritage or significance located on the land the subject of the WA Tenements. However, there may be further unknown or unidentified sites.

Subject to any future amendments, the WA Heritage Act definition of 'site' includes:

(a) any objects or places of importance and significance where persons of Aboriginal descent may have left or stored objects connected to the traditional cultural life of Aboriginal people;

(b) any sacred, ritual or ceremonial site of importance and special significance to persons of Aboriginal descent; and

(c) any place of historical, anthropological, archaeological or ethnographical interest whose significance to the cultural heritage of the State should be preserved.

We note that the definition of "Aboriginal Cultural Heritage" under the ACH Act (in force for the time being) is significantly broader than this, and means the tangible and intangible elements that are important to the Aboriginal people of the State, and are recognised through social, spiritual, historical, scientific or aesthetic values, as part of Aboriginal tradition, and includes Aboriginal places, Aboriginal objects, cultural landscapes and Aboriginal ancestral remains.

While a register of known sites is currently maintained, there is no requirement or need for a site to be registered or acknowledged as an Aboriginal site for the purposes of the WA Heritage Act.

Our searches indicate that there are registered Aboriginal heritage sites and surveys located on a number of the WA Tenements. These are described in the Aboriginal heritage table in Schedule G.

Despite there being prior registered Aboriginal heritage surveys and presently registered heritage sites in relation to the WA Tenements, the possibility remains that there may be Aboriginal heritage sites located on the land the subject of the WA Tenements that have not been registered, as there is no obligation to register sites or areas that have not been subject to heritage surveys. It is not possible to verify the existence, nature or location of any Aboriginal heritage sites without access to Aboriginal heritage surveys that have been conducted over the WA Tenements or conducting Aboriginal heritage surveys over the WA Tenements.

9.3 Compliance with heritage legislation

To ensure that it does not contravene the ACH Act (in force for the time being) or the WA Heritage Act (once passed with any amendments) while carrying out its operations on the WA Tenements, the Company will need to conduct heritage surveys to determine if any Aboriginal sites exist within the proposed area of the Tenements on which it intends to conduct activities, and then take steps to ensure that there is no interference with such Aboriginal sites unless and until the provisions of the ACH Act or the WA Heritage Act (as applicable) have been complied with.

While the ACH Act remains in force, it is necessary to conduct a due diligence assessment to understand whether the proposed activity is an Exempt Activity, or a Tier 1, 2 or 3 Activity. Any ground-breaking activities are classified as Tier 2 or Tier 3, which means that, if the proposed activity will cause harm to Aboriginal cultural heritage, an ACH Permit or ACH Management Plan is required (depending on the activity). The processes for obtaining an ACH Permit and an ACH Management Plan (broadly) involve consultation with Aboriginal People and consideration by the ACH Council. In the event that an ACH Permit is not issued or an ACH Management Plan is not agreed, the final say rests with the Minister.

10 Aboriginal heritage – Victorian Tenements

The Victorian Tenements are subject to the *Aboriginal Heritage Act 2006* (Vic) (**Victorian AHA**), the object of which is the protection of Aboriginal areas and objects of cultural significance.

It is an offence under the Victorian AHA to commit an act which harms Aboriginal culture or heritage. A licencee is required to prepare a Cultural Heritage Management Plans (**CHMP**) when proposing to

carry out listed high impact activities in an area of 'cultural heritage sensitivity'. If a CHMP is required, planning permits, licences and work authorities cannot be issued unless the CHMP has been approved for the activity.

Generally, a CHMP takes the form of a written report prepared by a Heritage Advisor and includes an assessment of the potential impact of the proposed activity on Aboriginal cultural heritage, as well as measures to be taken before, during and after an activity to protect Aboriginal cultural heritage in the relevant area.

Based on our searches, no Aboriginal heritage sites are recorded on the Victorian Tenements. However, there are areas of cultural sensitivity, which include areas running alongside water bodies. For further information on the Aboriginal sites relating to the Victorian Tenements, see the Aboriginal heritage table in Schedule G.

A proponent is expected to exercise due diligence in determining their requirements under the Victorian AHA and the Regulations in respect of their proposed activities and, in particular, whether a CHMP or Cultural Heritage Permit is required.

11 Aboriginal heritage – NSW Tenements

The *National Parks and Wildlife Act 1974* (NSW) (**NPW Act**) administered by the Department of Planning and Environment, is the primary legislation for the protection of Aboriginal cultural heritage in New South Wales. An exploration licence may contain places or objects of Aboriginal cultural heritage significance.

Our searches of the NSW Tenements indicate that Aboriginal heritage sites exist on those Tenements as set out in Schedule G.

The Aboriginal Cultural Heritage Information Management System (**AHIMS**) database was established under the NPW Act for the purposes of maintaining copies of any reports provided to the Director-General regarding Aboriginal cultural heritage, and to provide a research and planning tool to help stakeholders assess the cultural heritage values of particular areas. Consulting the AHIMS database is a preliminary step in any due diligence investigation. The NPW Act provides that compliance with the Due Diligence Code of Practice for the Protection of Aboriginal Objects in NSW will be taken to constitute due diligence for the purpose of defencing any allegation of harming an Aboriginal object: consequently, the Code of Practice should be complied with, even in areas where no Aboriginal sites are recorded. Consultation with the Aboriginal community is not a formal requirement of the due diligence process, but may assist in informing decision-making about Aboriginal heritage.

Part 6 of the NPW Act provides specific protection for Aboriginal objects and declared Aboriginal places by establishing offences of harm. Penalties apply for harming or desecrating an Aboriginal object or Aboriginal place. The NPW Act also sets out various defences to these offences. These include that the person or company establishes:

(a) that the act or omission concerned was a low impact activity as prescribed by the NPW Act;

(b) that they exercised due diligence to determine whether the act or omission constituting the alleged offence would harm an Aboriginal object or place and reasonably determined that no Aboriginal object or place would be harmed; and

(c) that the harm concerned was authorised by the relevant native title party or an Aboriginal heritage impact permit (**AHIP**).

Where it is anticipated that harm to an Aboriginal object or an Aboriginal place cannot be avoided, an AHIP can be sought from the Office of Environment and Heritage to authorise that harm. An AHIP can be issued in respect of:

(a) a specified Aboriginal object or place;

(b) specified land, activities or persons;

(c) types or classes of Aboriginal objects or places; or

(d) types of classes of land, activities or persons.

Acting in accordance with an AHIP is a defence to an offence of harm under the NPW Act.

12 Commonwealth heritage legislation

The *Aboriginal and Torres Strait Islander Heritage Act 1984* (Cth) (**Commonwealth Heritage Act**) can theoretically also apply to the Tenements. It is aimed at the preservation and protection from desecration of significant Aboriginal areas and significant Aboriginal objects. This Act only applies if, and to the extent, a declaration has been made by the Commonwealth Minister for Indigenous Australians. There are no declarations under the Commonwealth Heritage Act in Western Australia or Victoria. There are three Commonwealth Aboriginal heritage declarations in place in New South Wales, however none overlap with the NSW Tenements.

13 Native title

13.1 General

On 3 June 1992 the High Court of Australia held in *Mabo v Queensland* that the common law of Australia recognises a form of native title. In order to maintain a native title claim the persons making such claim must show that they enjoyed certain customary rights and privileges in respect of a particular area of land and that they have maintained their traditional connection with that land. Such a claim will not be recognised if the native title has been extinguished, either by voluntary surrender to the Crown, death of the last survivor of a community entitled to native title, abandonment of the land in question by that community or the granting of an "inconsistent interest" in the land by the Crown. An example of inconsistent interest would be the granting of a freehold or some types of leasehold interest in the land. The granting of a lesser form of interest will not extinguish native title unless it is wholly inconsistent with native title and native title rights will co-exist with that interest to the extent that they are not inconsistent with that interest.

The Commonwealth Parliament responded to the Mabo decision by passing the *Native Title Act 1993* (Cth) (**Native Title Act**). Among other things, the Native Title Act:

(a) regulates the recognition and protection of native title;

(b) confirms the validity of titles granted by the Federal Government prior to the commencement of that Act on 1 January 1994;

(c) specifies the procedures to be complied with for certain future acts which affect native title; and

(d) specifies the procedures by which Aboriginal people can claim native title and by which people determined to hold native title can claim compensation.

The Native Title Act was extensively amended in 1998 by the *Native Title Amendment Act 1998*. These amendments include the validation of any titles that may have been invalidly granted over pastoral leases and certain other leasehold interests during the period 1 January 1994 to 23 December 1996. Other significant amendments include a revised threshold test for the acceptance of native title claims, confirmation of extinguishment of native title by the grant of "exclusive possession" pastoral leases and certain other leasehold interests and provisions intended to deal with overlapping claims.

The Native Title Act binds the Crown in right of the Commonwealth, each of the States, the Australian Capital Territory and the Northern Territory.

The majority of the High Court concluded in the Ward decision (8 August 2002) that, among other things:

(a) native title has been wholly extinguished in respect of land the subject of freehold, public works or other previous "exclusive possession" acts, and in respect of minerals and petroleum which are vested in the Crown, as well as various other grants and vestings; and

(b) native title has been partially extinguished as a result of the grant of "non-exclusive possession" pastoral leases and mining leases, and also as a result of the creation of certain reserves.

We have not researched the historic underlying land tenure in respect of the Tenements in order to assess the extent of extinguishment (if any) for the purposes of this report.

13.2 Native title claims

Persons claiming to hold native title may lodge an application for determination of native title (being a native title claim) with the Federal Court. Applications which are lodged with the Federal Court will be referred to the National Native Title Tribunal (**NNTT**) for the purposes of registration of the claim.

If the Native Title Registrar is satisfied that a claim meets the registration requirements set out in the Native Title Act (**Registration Test**) it will be entered on the Register of Native Title Claims maintained by the NNTT (**NT Register**). Claimants of registered claims are afforded certain procedural rights under the Native Title Act including the "right to negotiate" discussed further below.

Claims which fail to meet the Registration Test are recorded on the Schedule of Applications Received maintained by the NNTT. Such claims may be entered on the NT Register at a later date if additional information is provided by the claimant that satisfies the Registration Test. Claims which are not registered are not afforded procedural rights, such as the right to negotiate. Claims that are deregistered lose the right to negotiate from the date of deregistration but will still remain on foot in the Federal Court until such time as they are determined by the Court.

Most of the Tenements relate to land which is currently the subject of registered native title determinations or claims, as identified in the native title table in the Schedule. Any registered claimant groups identified in the Schedule hold procedural rights and there is an obligation on the Company to negotiate with the claimant groups in respect of the grant of future tenements.

The fact that a claim has been lodged does not necessarily mean that native title exists over the area claimed, nor does the absence of a claim necessarily indicate that no native title exists over that area. The existence of native title will be established in due course as the undetermined claims are determined by the Federal Court. We have not, nor are we qualified to, undertake the considerable historical, anthropological and ethnographic work that would be required to determine the possibility of any further claims in respect of the area of the Tenements being made in the future. In some cases,

more than one claim applies to the Tenements. The consequence of the registered claims listed is that each of the registered native title claimants identified above have been found to hold a bundle of rights in the land which can co-exist alongside other non-Indigenous property rights.

13.3 Validity of titles

The grant of a mining tenement is an act that is capable of affecting native title. The future act processes of the Native Title Act provide a mechanism for achieving the valid grant of a mining tenement in terms of native title. In considering how the grant of a tenement may interact with native title, the date of grant of the mining tenement is relevant to some extent.

(a) Tenements granted prior to 1 January 1994

In each State, the grant of mining tenements prior to 1 January 1994 has been validated to the extent that the grant may have been invalid as a result of the existence of native title. Some of the Tenements were granted during this period: see Schedule H for the commencement or application date of each Tenement.

(b) Tenements granted between 1 January 1994 and 23 December 1996

In each State, certain acts undertaken by each State between 1 January 1994 and 23 December 1996 have been validated, provided such acts meet various conditions set out in the Native Title Act. Some of the Tenements were granted during this period: see Schedule H for the commencement or application date of each Tenement.

(c) Tenements granted after 23 December 1996

Mining tenements granted since 23 December 1996 which are affected by native title rights and interests will be valid provided the applicable processes prescribed by the Native Title Act were complied with. We understand that it has been the practice of each State Government to comply with these processes but we have not undertaken any independent enquiries to confirm that this is the case. Some of the Tenements were granted during this period: see Schedule H for the commencement or application date of each Tenement.

13.4 Future Tenement Grants

The valid grant of any of the Tenements which may affect native title requires full compliance with the provisions of the Native Title Act, in addition to compliance with the procedures under relevant State mining legislation. The primary procedure prescribed under the Native Title Act is the "right to negotiate" process. Other procedures generally apply to low-impact titles (such as prospecting and exploration licences) or infrastructure titles.

The right to negotiate process involves the publishing of a notice of the proposed grant of a tenement followed by a minimum 6 month period of negotiation between the relevant State Government, the tenement applicant and the relevant registered native title claimant. If agreement is not reached to enable the grant to occur, the matter may be referred to arbitration before the NNTT, which has a further 6 months to make a determination. A party to a determination of the NNTT may appeal that determination to the Federal Court on a question of law.

The Native Title Act provides that, in relation to the grant of mining tenements in certain areas, a State law can operate in lieu of the right to negotiate process of the Native Title Act. These areas are principally areas covered by pastoral leases. The Western Australian State Government and NSW State Government has not yet introduced such a law. In 2010, the Victorian State Government

introduced an alternative, out-of-court settlement framework to the claims system under the Native Title Act.

The right to negotiate process does not have to be pursued in cases where an indigenous land use agreement (**ILUA**) is negotiated with the relevant Aboriginal people and registered with the NNTT. In such cases, the procedures prescribed by the ILUA must be followed to obtain the valid grant of the tenement. These procedures will vary depending on the terms of the relevant ILUA. Our searches indicate that currently there are no ILUA's concerning the Tenements. Similarly, if any other type of agreement is reached between a mining company or other proponent and a native title group which allows the grant of future tenements, the right to negotiate process will not have to be followed with that native title group but the parties will be required to enter into a State Deed pursuant to section 31 of the Native Title Act which refers to the existence of that other ancillary agreement and confirms that the tenement can be granted. In Western Australia, a State Deed is a standard form document prepared by the State Government and is available from DMIRS.

The right to negotiate process also does not apply for grants of tenure for the sole purpose of infrastructure (as defined under the Native Title Act). Depending on the purpose for which they are sought, this applies to most miscellaneous licences and general purpose leases. For that tenure an alternate consultative process applies. If, after consultation, the native title claimants or holders object to the grant, the matter must (if not resolved) be referred to an "independent person" (as defined under the Native Title Act) for assessment. Regardless of the independent person's assessment the State Minister still has the power to undertake the act.

In Western Australia, DMIRS has released a policy to facilitate the grant of exploration licence applications outside the right to negotiate procedure. DMIRS has indicated its intention to grant exploration licences where the applicant is willing to enter into a standard aboriginal heritage protection agreement (**HPA**) or an alternative heritage agreement. The HPAs have been negotiated between the State, mining and exploration representative bodies, and certain of the aboriginal representative bodies. A number of native title groups have developed alternative heritage agreements. The policy appears to be effective in achieving the grant of exploration licences.

13.5 Renewals

As with the grant of mining tenements, renewals of mining tenements granted prior to 1 January 1994, to the extent the renewals were invalid due to native title, have been validated by legislation. Renewals granted between 1 January 1994 and 23 December 1996 have been similarly validated provided certain statutory criteria have been met.

Renewals made after 23 December 1996 of tenements validly granted before that date, whether they be first renewals or subsequent renewals, will not be subject to the right to negotiate process provided:

(a) the area to which the earlier right is made is not extended;

(b) the term of the new right is not longer than the term of the earlier right; and

(c) the rights to be created are not greater than the rights conferred by the earlier grant.

Other than as stated above, renewals of mining tenements are subject to the same right to negotiate (or alternative State) or consultation right process as is described above.

14 Risk Factors – native title and Aboriginal heritage

The existence of native title determinations and/or native title claims in relation to the land the subject of the Tenements may have an adverse impact on the activities of the Company and its ability to fund those activities. It is impossible at this stage to quantify the impact that these matters may have, but the main risks include:

(a) delays in obtaining the grant, or renewals or conversions, of the Tenements, or further applications, as a result of the right to negotiate process as this process can be lengthy (typically longer than 6 months and potentially longer than 12 or 18 months) and there is no set time frame within which to reach an agreement. If the parties to the right to negotiate process cannot reach agreement after at least 6 months have passed since the notification day set out in the section 29 notice (by which the government indicates that it proposes to grant the mining tenement), the matter may be referred to the NNTT for arbitration. The NNTT may determine that the application cannot be granted or only granted on conditions (which may be unacceptable to the Company in the circumstances) although generally the activity is allowed to proceed. Similarly, in the process for infrastructure titles, the independent person may make an assessment that, if accepted by the State Minister means, the application cannot be granted or can only be granted on conditions unacceptable to the Company;

(b) compensation may be payable by the Company as a result of agreements made pursuant to the right to negotiate or consult, or alternative process, or as a result of a compensation order made by the Federal Court in the event native title has been determined to exist. The likely amount of such compensation is not quantifiable at this stage and will to an extent depend on the circumstances of the case. There has, to date, been only one compensation claim determined by the Federal Court (and it did not concern mining activities), being *Griffiths v Northern Territory of Australia* (No 3) [2016] FCA 900. In that case, the Court awarded just over $3.3 million to the native title holders in relation to approximately 23 square kilometres of land, comprising the following components:

    (i) economic loss in the amount of $512,000 (assessed by reference to the market value of freehold land in the area, with non-exclusive native title land valued at 80 per cent of the freehold value, a formula reached intuitively by Mansfield J);

    (ii) interest on economic loss in the amount of $1.488 million;

    (iii) 'solatium' in respect of the loss of connection or traditional attachment to land in the amount of $1.3 million. (Mansfield J stated this was dependent upon the specifics of the case and the final amount was reached through an evaluation of the pain and suffering, and loss of amenities experienced by, the native title holders.)

    On appeal to the Full Federal Court, the quantum for non-exclusive possession native title was revised to 65 per cent of the freehold value of the land. The High Court subsequently reduced this to 50 per cent of the freehold value. The current compensation claim by the Yindjibarndi People against the State of Western Australia and Fortescue Metals Group in the Federal Court is expected to provide some guidance as to the approach to calculation of compensation for mining activities which have impacted upon native title rights;

(c) failure by the State Government to fully comply with the applicable future act processes will result in a tenement that is granted being invalid to the extent it is inconsistent with native title rights and interests. In those circumstances, the practical effect (if any) on mining activities will depend on the nature of the relevant native title rights (if any) and the extent to which they are inconsistent with the grant of the tenement; and

(d) the risk that Aboriginal cultural heritage exists on the land the subject of the Tenements, the existence of which may delay or limit mining activities in certain areas of the Tenements. In Western Australia, additional delays may arise in obtaining the requisite approvals given the uncertainty arising from the recent enactment of the ACH Act, and its impending repeal and proposed replacement with an amended version of the WA Heritage Act (noting that the details of the forthcoming regulations remain to be seen). Further, the unauthorised disturbance of Aboriginal cultural heritage (such as Aboriginal sites or objects) is an offence under the Aboriginal heritage legislation in each of Western Australia, Victoria and New South Wales, and can result in fines and other enforcement action. Moreover, even where Aboriginal heritage is lawfully disturbed, there may be reputational consequences if the disturbance does not accord with community expectations.

15 Qualifications

This report provides a high-level overview of material legal issues affecting the Tenements and does not cover all possible issues. The information contained in this report is based on circumstances and matters that are known to us as at the date of the report or, in respect of information arising from searches, are correct as at the date of the relevant searches.

While the status of the Tenements is dealt with in detail in Schedules A - H, we point out by way of summary, that:

(a) we have relied on the accuracy and completeness of the third party agreements and other documents provided to us, and information provided by the Company or any of its officers, agents or representatives, and that these agreements, documents and information continue to be correct and no relevant issue has been misrepresented or withheld (whether deliberately or not);

(b) this report is based solely on the information, documents and materials described in this report, and the manner and extent of enquiries made for this report were undertaken on the instructions of the Company;

(c) we have assumed the results of the searches which we have made or caused to be made referred to in section 2 of this report are accurate;

(d) we have relied on the accuracy of the registers and databases maintained by the governmental bodies referred to in section 2 of this report;

(e) we have not obtained any further searches other than those referred to in section 2 of this report;

(f) we have assumed that the future act provisions of the Native Title Act have been complied with in respect of each granted Tenement;

(g) the holding of the Tenements is subject to compliance with their terms and conditions and the provisions of the relevant State mining legislation, and the information available from the searches we conducted only includes information in relation to compliance with some such terms, conditions and provisions. Accordingly, we have assumed that the Company has complied with the terms and conditions of any relevant legislation (in force as at the date of this report in Western Australia, New South Wales, Victoria or the Commonwealth) and applicable agreements; and

(h) other than as expressly set out in this report, we express no opinion in relation to any of the matters contained in this report.

Further, as it is beyond the scope of this report, we have not undertaken the following searches:

(a) any environmental searches;

(b) verification of a tenement holder's legal title to each Tenement;

(c) overlapping tenure searches in respect of Tenements that are not Priority Tenements;

(d) independent surveys of the land the subject of the Tenements to verify any information contained in this report; and

(e) searches of deregistered native title claims with NNTT.

Yours faithfully

Gilbert + Tobin

Schedule A - Pear Creek Tenements and Mansen Tenement (Western Australia)[1]

Tenement	Registered holder/applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[2]	Minimum annual expenditure (prior tenement year) and status[3]	Current Registered dealings and other notes
E 45/3856-I	Kali Metals Limited (100 / 100)	Live	11-Feb-2013 (15-Feb-2011)	10-Feb-25	For year end 10-Feb-2024: $0.00 outstanding For year end 10-Feb-2025: $5,229.00	$70,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings.
E 45/4616-I	Kali Metals Limited (100 / 100)	Live	03-May-2016 (24-Aug-2015)	2-May-26	For year end 02-May-2024: $0.00 outstanding For year end 02-May-2025: $12,699.00	$70,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings.
E 45/5813	Kali Metals Limited (100 / 100)	Live	23-Aug-2021 (25-Sep-2020)	22-Aug-26	For year end 22-Aug-2024: $0.00 outstanding	$20,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings.

[1] Unless stated otherwise, based on searches conducted on 6 October 2023.
[2] This is the tenement year that was current at the date of the search.
[3] This is the tenement year prior to the tenement year that was current at the date of the search.

Tenement	Registered holder/applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[2]	Minimum annual expenditure (prior tenement year) and status[3]	Current Registered dealings and other notes
					For year end 22-Aug-2025: $2,890.00			
E 45/6391	Kali Metals Limited (100 / 100)	Pending	(21-Oct-2022)	N/A	N/A	N/A	N/A	Objection 663817 by: Keras (Pilbara) Gold Pty Ltd Subject to a Ballot
P 15/6778[4]	James Karl Mansen (100 / 100)	Live	09-Aug-2023 (13-Dec-2022)	08-Aug-2027	For year end 08-Aug-2024: $0.00 outstanding For year end 08-Aug-2025: $40.00 outstanding	$2,000.00	N/A	Nil registered dealings. Mansen Tenement Sale Agreement

Key:
E = Exploration Licence
P = Prospecting Licence
Mansen Tenement Sale Agreement means the sale agreement summarised in section 7.1(d) of the Prospectus.

[4] Search conducted on 20 September 2023.

Schedule B - Kalamazoo Tenements (Western Australia)[5]

Tenement	Registered Holder/Applicant (Shares/Interest)[6]	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[7]	Minimum Annual Expenditure (Prior Tenement Year) and Status[8]	Current Registered Dealings and Other Notes
E 45/4700	Kalamazoo Resources Limited (100 / 100)	Live	15-Sep-2017 (08-Feb-2016)	14-Sep-27	For year end 14-Sep-2024: $0.00 outstanding For year end 14-Sep-2025: $10,458.00	$50,000.00	No Expenditure Lodged $50,000.00 Outstanding	Caveat 641426 by SQM Australia Pty Ltd SQM Earn-in Agreement
E 45/4722-I	Kalamazoo Resources Limited (100 / 100)	Live	14-Feb-2017 (16-Mar-2016)	13-Feb-27	For year end 13-Feb-2024: $0.00 outstanding For year end 13-Feb-2025: $7,470.00	$50,000.00	Expended In Full $0.00 Outstanding	Caveat 641431 by SQM Australia Pty Ltd SQM Earn-in Agreement
E 45/4887	Kalamazoo Resources Limited (100 / 100)	Live	18-Oct-2017 (23-Feb-2017)	17-Oct-27	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $1,185.00	$30,000.00	Expended In Full $0.00 Outstanding	Caveat 641430 by SQM Australia Pty Ltd SQM Earn-in Agreement
E 45/4919	Kalamazoo Resources Limited (100 / 100)	Live	27-Jul-2020 (01-May-2017)	26-Jul-25	For year end 26-Jul-2024: $0.00 outstanding For year end 26-Jul-2025: $2,601.00	$30,000.00	Expended In Full $0.00 Outstanding	Caveat 641429 by SQM Australia Pty Ltd SQM Earn-in Agreement

[5] Unless stated otherwise, based on searches conducted on 6 October 2023.

[6] SQM Australia Pty Ltd has earned a 30% interest in each of these tenements, which interest Kalamazoo Resources Limited holds on trust for SQM.

[7] This is the tenement year that was current at the date of the search.

[8] This is the tenement year prior to the tenement year that was current at the date of the search.

Tenement	Registered Holder/Applicant (Shares/Interest)[6]	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[7]	Minimum Annual Expenditure (Prior Tenement Year) and Status[8]	Current Registered Dealings and Other Notes
E 45/5146	Kalamazoo Resources Limited (100 / 100)	Live	16-Oct-2019 (20-Dec-2017)	15-Oct-24	For year end 15-Oct-2023: $0.00 outstanding For year end 15-Oct-2024: $3,757.00	$30,000.00	Expended In Full $0.00 Outstanding	Caveat 641428 by SQM Australia Pty Ltd SQM Earn-in Agreement
E 45/5934	Kalamazoo Resources Limited (100 / 100)	Live	25-Jul-2022 (26-May-2021)	24-Jul-27	For year end 24-Jul-2024: $0.00 outstanding For year end 24-Jul-2025: $447.00	$10,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings. SQM Earn-in Agreement
E 45/5935	Kalamazoo Resources Limited (100 / 100)	Live	01-Jul-2022 (26-May-2021)	30-Jun-27	For year end 30-Jun-2024: $0.00 outstanding For year end 30-Jun-2025: $322.00	$15,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings. SQM Earn-in Agreement
E 45/5943	Kalamazoo Resources Limited (100 / 100)	Live	28-Feb-2022 (09-Jun-2021)	27-Feb-27	For year end 27-Feb-2024: $0.00 outstanding For year end 27-Feb-2025: $447.00	$10,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings. SQM Earn-in Agreement
E 45/5970	Kalamazoo Resources Limited (100 / 100)	Live	15-Mar-2022 (27-Jul-2021)	14-Mar-27	For year end 14-Mar-2024: $0.00 outstanding For year end 14-Mar-2025: $447.00	$10,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings. SQM Earn-in Agreement

Key:

E = Exploration Licence

SQM Earn-in Agreement means the earn-in agreement between Kalamazoo and SQM Australia Pty Ltd referred to in the report.

Schedule C – Karora Tenements (Western Australia)[9]

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
E 15/786	Avoca Resources Pty Ltd (100 / 100)	Live	28-Oct-2005 (24-Oct-2002)	27-Oct-23* * DMIRS Tenement Register on 8.10.23 shows an extension application (1 year) is pending	For year end 27-Oct-2023: $0.00 outstanding For year end 27-Oct-2024: $0.00 outstanding	$70,000.00	Expended In Full $0.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement
E 15/808	Avoca Resources Pty Ltd (100 / 100)	Live	05-Jul-2006 (16-Jun-2003)	4-Jul-24	For year end 04-Jul-2024: $0.00 outstanding For year end 04-Jul-2025: $6,723.00	$70,000.00	Expended In Full $0.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement
E 15/810	Avoca Resources Pty Ltd (100 / 100)	Live	04-Aug-2004 (01-Jul-2003)	3-Aug-23* * DMIRS Tenement Register on 20.10.23 shows the tenement term was extended until 3 August 2024	For year end 03-Aug-2024: $0.00 outstanding For year end 03-Aug-2025: $25,398.00	$102,000.00	Expended In Full $0.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement

[9] Unless stated otherwise, based on searches conducted on 6 October 2023.

[10] This is the tenement year that was current at the date of the search.

[11] This is the tenement year prior to the tenement year that was current at the date of the search.

[12] Further details are included in the Key at the end of this table. Some agreements, in particular the Ngadju Mining Agreements and the nickel rights agreements, may apply to other Tenements as a result of conversions, amalgamations or other tenement dealings, and further tenement tracing and mapping will be undertaken by Kali and Karora prior to completion under the Share Sale Agreement.

Attachment B – Solicitor's Tenement Report

continued

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
E 15/828	Avoca Mining Pty Ltd (100 / 100)	Live	17-Nov-2004 (30-Sep-2003)	16-Nov-23	For year end 16-Nov-2023: $0.00 outstanding For year end 16-Nov-2024: $14,940.00	$70,000.00	Expended In Full $0.00 Outstanding	Caveat 587921 by Vox Royalty Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Dry Creek Royalty 2013 Ngadju Mining Agreement
E 15/1037	Avoca Resources Pty Ltd (100 / 100)	Live	30-Sep-2008 (29-Aug-2007)	29-Sep-24	For year end 29-Sep-2024: $0.00 outstanding For year end 29-Sep-2025: $26,145.00	$105,000.00	No Expenditure Lodged $105,000.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement
E 15/1094	Avoca Resources Pty Ltd (100 / 100)	Live	13-Aug-2009 (20-Jun-2008)	12-Aug-23* * DMIRS Tenement Register on 8.10.23 shows an extension application (2 years) is pending	For year end 12-Aug-2024: $0.00 outstanding For year end 12-Aug-2025: $5,976.00	$70,000.00	No Expenditure Lodged $70,000.00 Outstanding* * Extension of time has been granted so this expenditure report is not due until 3 November 2023	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement
E 15/1197	Avoca Resources Pty Ltd (100 / 100)	Live	07-Feb-2011 (10-Feb-2010)	6-Feb-25	For year end 06-Feb-2024: $0.00 outstanding For year end 06-	$70,000.00	Expended In Full $0.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Feb-2025: $7,470.00			2013 Ngadju Mining Agreement
E 15/1199	Avoca Resources Pty Ltd (100 / 100)	Live	10-Nov-2010 (26-Feb-2010)	9-Nov-24	For year end 09-Nov-2023: $0.00 outstanding For year end 09-Nov-2024: $1,494.00	$50,000.00	Expended In Full $0.00 Outstanding	Caveat 587923 by Vox Royalty Australia Pty Ltd Mortgage 674050 by Macquarie Bank Limited Dry Creek Royalty 2013 Ngadju Mining Agreement
E 15/1203	Avoca Resources Pty Ltd (100 / 100)	Live	17-Dec-2010 (11-Mar-2010)	16-Dec-24	For year end 16-Dec-2023: $0.00 outstanding For year end 16-Dec-2024: $14,193.00	$70,000.00	Expended In Full $0.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement
E 15/1223	Avoca Resources Pty Ltd (100 / 100)	Live	08-Sep-2011 (24-Jun-2010)	7-Sep-23* * DMIRS Tenement Register on 8.10.23 shows an extension application (2 years) is pending	For year end 07-Sep-2024: $0.00 outstanding For year end 07-Sep-2025: $11,952.00	$70,000.00	No Expenditure Lodged $70,000.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement
E 15/1260	Avoca Resources Pty Ltd (100 / 100)	Live	12-Oct-2011 (08-Oct-2010)	11-Oct-23* * DMIRS Tenement Register on 8.10.23 shows an extension application (2	For year end 11-Oct-2023: $0.00 outstanding For year end 11-Oct-2024: $0.00 outstanding	$20,000.00	Expended In Full $0.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
				years) is pending				
E 15/1298	Polar Metals Pty Ltd (100 / 100)	Live	31-Jul-2012 (01-Apr-2011)	30-Jul-24	For year end 30-Jul-2024: $0.00 outstanding For year end 30-Jul-2025: $2,241.00	$50,000.00	Expended In Full $0.00 Outstanding	Caveat 554788 by Southern Star Exploration Pty Ltd Caveat 670647 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights
E 15/1402	Avoca Mining Pty Ltd (100 / 100)	Live	08-Apr-2014 (16-Sep-2013)	7-Apr-24	For year end 07-Apr-2024: $0.00 outstanding For year end 07-Apr-2025: $447.00	$20,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
E 15/1423	Corona Minerals Pty Ltd (100 / 100)	Live	30-Dec-2014 (21-May-2014)	29-Dec-24	For year end 29-Dec-2023: $0.00 outstanding For year end 29-Dec-2024: $5,976.00	$70,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings
E 15/1448	Avoca Resources Pty Ltd (100 / 100)	Live	06-May-2015 (21-Oct-2014)	5-May-25	For year end 05-May-2024: $0.00 outstanding For year end 05-May-2025: $447.00	$20,000.00	Expended In Full $0.00 Outstanding	Mortgage 653494 by Macquarie Bank Limited
E 15/1458-I	Polar Metals Pty Ltd (100 / 80) Shumwari Pty Ltd (100 / 20)	Live	24-Aug-2015 (20-Jan-2015)	23-Aug-25	For year end 23-Aug-2024: $0.00 outstanding For year end 23-Aug-2025: $11,952.00	$70,000.00	No Expenditure Lodged $70,000.00 Outstanding* * DMIRS Tenement	Caveat 554816 by Southern Star Exploration Pty Ltd Caveat 670671 by Dark Star Exploration Pty Ltd

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
							Register on 1.11.23 shows expenditure report was lodged on 16 October 2023	Dark Star Nickel Rights Eundynie JV
E 15/1459-I	Polar Metals Pty Ltd (100 / 80) Shumwari Pty Ltd (100 / 20)	Live	25-Aug-2015 (21-Jan-2015)	24-Aug-25	For year end 24-Aug-2024: $0.00 outstanding For year end 24-Aug-2025: $1,494.00	$50,000.00	No Expenditure Lodged $50,000.00 Outstanding* * DMIRS Tenement Register on 1.11.23 shows expenditure report was lodged on 16 October 2023	Caveat 554817 by Southern Star Exploration Pty Ltd Caveat 670672 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights Eundynie JV
E 15/1461	Polar Metals Pty Ltd (100 / 100)	Live	16-Oct-2015 (23-Jan-2015)	15-Oct-25	For year end 15-Oct-2023: $0.00 outstanding For year end 15-Oct-2024: $0.00 outstanding	$70,000.00	Expended In Full $0.00 Outstanding	Caveat 554789 by Southern Star Exploration Pty Ltd Caveat 670648 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights
E 15/1462	Avoca Resources Pty Ltd (100 / 100)	Live	22-Sep-2015 (28-Jan-2015)	21-Sep-25	For year end 21-Sep-2024: $0.00 outstanding For year end 21-Sep-2025: $447.00	$20,000.00	No Expenditure Lodged $20,000.00 Outstanding	Mortgage 653494 by Macquarie Bank Limited
E 15/1464	Polar Metals Pty Ltd (100 / 80)	Live	06-Oct-2015 (10-Feb-2015)	5-Oct-25	For year end 05-Oct-2024: $0.00 outstanding	$20,000.00	No Expenditure Lodged	Caveat 554818 by Southern Star Exploration Pty Ltd

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
	Shumwari Pty Ltd (100 / 20)				For year end 05-Oct-2025: $447.00		$20,000.00 Outstanding	Caveat 670673 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights Eundynie JV
E 15/1487	Polar Metals Pty Ltd (100 / 100)	Live	01-Jul-2016 (08-Oct-2015)	30-Jun-26	For year end 30-Jun-2024: $0.00 outstanding For year end 30-Jun-2025: $8,217.00	$70,000.00	Expended In Full $0.00 Outstanding	Caveat 670677 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights
E 15/1512	Avoca Mining Pty Ltd (100 / 100)	Live	19-Mar-2018 (03-Mar-2016)	18-Mar-28	For year end 18-Mar-2024: $0.00 outstanding For year end 18-Mar-2025: $395.00	$15,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
E 15/1533	Avoca Resources Pty Ltd (100 / 100)	Live	11-Oct-2017 (17-Jun-2016)	10-Oct-27	For year end 10-Oct-2023: $0.00 outstanding For year end 10-Oct-2024: $0.00 outstanding	$30,000.00	Expended In Full $0.00 Outstanding	Mortgage 653494 by Macquarie Bank Limited
E 15/1541	Polar Metals Pty Ltd (100 / 100)	Live	11-Oct-2017 (15-Jul-2016)	10-Oct-27	For year end 10-Oct-2023: $0.00 outstanding For year end 10-Oct-2024: $0.00 outstanding	$50,000.00	Expended In Full $0.00 Outstanding	Caveat 554790 by Southern Star Exploration Pty Ltd Caveat 670649 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
E 15/1586	Avoca Mining Pty Ltd (100 / 100)	Live	06-Oct-2017 (01-Feb-2017)	5-Oct-27	For year end 05-Oct-2024: $0.00 outstanding For year end 05-Oct-2025: $1,494.00	$30,000.00	No Expenditure Lodged $30,000.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
E 15/1613	Avoca Mining Pty Ltd (100 / 100)	Live	02-Feb-2022 (27-Jun-2017)	1-Feb-27	For year end 01-Feb-2024: $0.00 outstanding For year end 01-Feb-2025: $447.00	$10,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings
E 15/1620	Corona Minerals Pty Ltd (100 / 100)	Pending	(21-Aug-2017)	N/A	For year end 20-Aug-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings
E 15/1628	Avoca Mining Pty Ltd (100 / 100)	Live	26-Nov-2018 (08-Nov-2017)	25-Nov-23	For year end 25-Nov-2023: $0.00 outstanding For year end 25-Nov-2024: $14,220.00	$54,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
E 15/1792	Avoca Mining Pty Ltd (100 / 100)	Live	19-Apr-2021 (16-Sep-2020)	18-Apr-26	For year end 18-Apr-2024: $0.00 outstanding For year end 18-Apr-2025: $1,156.00	$15,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
E 15/1793	Avoca Mining Pty Ltd (100 / 100)	Live	19-Apr-2021 (16-Sep-2020)	18-Apr-26	For year end 18-Apr-2024: $0.00 outstanding For year end 18-Apr-2025: $447.00	$10,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
E 15/1822	Avoca Mining Pty Ltd (100 / 100)	Pending	(26-May-2021)	N/A	For year end 25-May-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings
E 15/1853	Avoca Mining Pty Ltd (100 / 100)	Pending	(15-Oct-2021)	N/A	For year end 14-Oct-2023: $0.00 outstanding	N/A	N/A	Nil registered dealings
E 15/1863	Avoca Mining Pty Ltd (100 / 100)	Live	02-Sep-2022 (16-Nov-2021)	1-Sep-27	For year end 01-Sep-2024: $0.00 outstanding For year end 01-Sep-2025: $447.00	$10,000.00	No Expenditure Lodged $10,000.00 Outstanding	Nil registered dealings
E 15/1882	Avoca Mining Pty Ltd (100 / 100)	Pending	(28-Jan-2022)	N/A	For year end 27-Jan-2024: $0.00 outstanding	N/A	N/A	Ballot 661071 Recorded:13 October 2022 Eighth Drawn - E15/1882 Ballot 661079 Recorded:13 October 2022 Fifth Drawn - E15/1882
E 15/1939	Avoca Mining Pty Ltd (100 / 100)	Pending	(31-Aug-2022)	N/A	For year end 30-Aug-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings
E 15/1940	Avoca Mining Pty Ltd (100 / 100)	Pending	(31-Aug-2022)	N/A	For year end 30-Aug-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings
E 63/1051	Avoca Resources Pty Ltd (100 / 100)	Live	03-Jul-2007 (07-Jul-2006)	2-Jul-23* *DMIRS Tenement Register shows an extension application (2 years) is pending	For year end 02-Jul-2024: $0.00 outstanding For year end 02-Jul-2025: $2,988.00	$50,000.00	Expended In Full $0.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
E 63/1117	Stehn, Trent Paterson (300 / 20) Avoca Resources Pty Ltd (300 / 280)	Live	07-Oct-2008 (19-Jan-2007)	6-Oct-24	For year end 06-Oct-2023: $0.00 outstanding For year end 06-Oct-2024: $0.00 outstanding	$50,000.00	Expended In Full $0.00 Outstanding	Mortgage 653494 by Macquarie Bank Limited Trent Stehn JV
E 63/1142	Polar Metals Pty Ltd (10000 / 10000)	Live	13-Feb-2009 (09-Feb-2007)	12-Feb-25	For year end 12-Feb-2024: $0.00 outstanding For year end 12-Feb-2025: $14,940.00	$70,000.00	Expended In Full $0.00 Outstanding	Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554791 by Southern Star Exploration Pty Ltd Caveat 670650 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
E 63/1165	Avoca Resources Pty Ltd (100 / 100)	Live	15-Apr-2008 (04-May-2007)	14-Apr-24	For year end 14-Apr-2024: $0.00 outstanding For year end 14-Apr-2025: $3,735.00	$50,000.00	Expended In Full $0.00 Outstanding	Mortgage 674050 by Macquarie Bank Limited 2013 Ngadju Mining Agreement
E 63/1712	Polar Metals Pty Ltd (100 / 100)	Live	25-May-2015 (08-Jul-2014)	24-May-25	For year end 24-May-2024: $0.00 outstanding For year end 24-May-2025: $9,711.00	$70,000.00	Expended In Full $0.00 Outstanding	Caveat 670651 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
E 63/1724	Avoca Resources Pty Ltd (100 / 100)	Live	01-Sep-2015 (15-Jan-2015)	31-Aug-25	For year end 31-Aug-2024: $0.00 outstanding For year end 31-Aug-2025: $447.00	$20,000.00	No Expenditure Lodged $20,000.00 Outstanding* * DMIRS Tenement Register on 1.11.23 shows expenditure report was lodged on 27 October 2023	Mortgage 653494 by Macquarie Bank Limited
E 63/1725	Polar Metals Pty Ltd (100 / 100)	Live	26-Oct-2015 (23-Jan-2015)	25-Oct-25	For year end 25-Oct-2023: $0.00 outstanding For year end 25-Oct-2024: $0.00 outstanding	$70,000.00	Expended In Full $0.00 Outstanding	Caveat 554793 by Southern Star Exploration Pty Ltd Caveat 670652 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights
E 63/1726	Polar Metals Pty Ltd (100 / 80) Shumwari Pty Ltd (100 / 20)	Live	01-Sep-2015 (10-Feb-2015)	31-Aug-25	For year end 31-Aug-2024: $0.00 outstanding For year end 31-Aug-2025: $6,723.00	$70,000.00	No Expenditure Lodged $70,000.00 Outstanding* * DMIRS Tenement Register on 1.11.23 shows expenditure report was lodged on 27 October 2023	Caveat 554819 by Southern Star Exploration Pty Ltd Caveat 670674 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights Eundynie JV

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
E 63/1727	Polar Metals Pty Ltd (100 / 80) Shumwari Pty Ltd (100 / 20)	Live	01-Sep-2015 (10-Feb-2015)	31-Aug-25	For year end 31-Aug-2024: $0.00 outstanding For year end 31-Aug-2025: $447.00	$20,000.00	No Expenditure Lodged $20,000.00 Outstanding* * DMIRS Tenement Register on 1.11.23 shows expenditure report was lodged on 25 October 2023	Caveat 554820 by Southern Star Exploration Pty Ltd Caveat 670675 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights Eundynie JV
E 63/1728	Polar Metals Pty Ltd (100 / 100)	Live	06-Jan-2016 (13-Feb-2015)	5-Jan-26	For year end 05-Jan-2024: $0.00 outstanding For year end 05-Jan-2025: $31,374.00	$126,000.00	Expended In Full $0.00 Outstanding	Caveat 670678 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights
E 63/1738-I	Polar Metals Pty Ltd (100 / 80) Shumwari Pty Ltd (100 / 20)	Live	19-Oct-2015 (10-Mar-2015)	18-Oct-25	For year end 18-Oct-2023: $0.00 outstanding For year end 18-Oct-2024: $0.00 outstanding	$50,000.00	Expended In Full $0.00 Outstanding	Caveat 554821 by Southern Star Exploration Pty Ltd Caveat 670676 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights Eundynie JV
E 63/1756	Polar Metals Pty Ltd (100 / 100)	Live	09-Feb-2016 (31-Jul-2015)	8-Feb-26	For year end 08-Feb-2024: $0.00 outstanding For year end 08-	$50,000.00	Expended In Full $0.00 Outstanding	Caveat 554794 by Southern Star Exploration Pty Ltd

Attachment B – Solicitor's Tenement Report

continued

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Feb-2025: $2,988.00			Caveat 670653 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights
E 63/1763	Avoca Mining Pty Ltd (100 / 100)	Live	08-May-2017 (18-Sep-2015)	7-May-27	For year end 07-May-2024: $1,880.00 overpaid For year end 07-May-2025: $5,229.00	$50,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited 2018 Ngadju Mining Agreement
E 63/1876	Avoca Mining Pty Ltd (100 / 100)	Live	02-Jul-2018 (30-Oct-2017)	1-Jul-28	For year end 01-Jul-2024: $0.00 outstanding For year end 01-Jul-2025: $2,765.00	$50,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
E 63/1881	Avoca Mining Pty Ltd (100 / 100)	Live	01-Jun-2018 (31-Oct-2017)	31-May-28	For year end 31-May-2024: $0.00 outstanding For year end 31-May-2025: $3,555.00	$50,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
E 63/1900	Avoca Mining Pty Ltd (100 / 100)	Live	20-Mar-2019 (06-Apr-2018)	19-Mar-24	For year end 19-Mar-2024: $0.00 outstanding For year end 19-Mar-2025: $2,370.00	$30,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
E 63/1901	Avoca Mining Pty Ltd (100 / 100)	Live	20-Mar-2019 (06-Apr-2018)	19-Mar-24	For year end 19-Mar-2024: $0.00 outstanding For year end 19-	$20,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Mar-2025: $790.00			
E 63/2108	Avoca Mining Pty Ltd (100 / 100)	Pending	(26-May-2021)	N/A	For year end 25-May-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings
E 63/2275	Avoca Mining Pty Ltd (100 / 100)	Pending	(31-Aug-2022)	N/A	For year end 30-Aug-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings
M 15/31	Avoca Mining Pty Ltd (100 / 100)	Live	24-Aug-1983 (21-Dec-1982)	23-Aug-25	For year end 23-Aug-2024: $0.00 outstanding For year end 23-Aug-2025: $260.00	$10,000.00	No Expenditure Lodged $10,000.00 Outstanding* * DMIRS Tenement Register on 1.11.23 shows expenditure report was lodged on 16 October 2023	Agreement 375H/890 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/225	Avoca Mining Pty Ltd (100 / 100)	Live	28-Jan-1987 (17-Sep-1986)	27-Jan-29	For year end 27-Jan-2024: $0.00 outstanding For year end 27-Jan-2025: $468.00	$10,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement

Attachment B – Solicitor's Tenement Report

continued

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								2003 Nickel Mining Rights Agreement
M 15/231	Avoca Mining Pty Ltd (300 / 300)	Live	03-Nov-1987 (13-Nov-1986)	2-Nov-29	For year end 02-Nov-2023: $0.00 outstanding For year end 02-Nov-2024: $520.00	$10,000.00	Expended In Full $0.00 Outstanding	Mortgage 28H/98 by Gindalbie Gold NL Mortgage 674051 by Macquarie Bank Limited Gindalbie Metals Royalty Higginsville Royalty 2013 Ngadju Mining Agreement
M 15/289	Avoca Mining Pty Ltd (100 / 100)	Live	03-Nov-1987 (30-Apr-1987)	2-Nov-29	For year end 02-Nov-2023: $0.00 outstanding For year end 02-Nov-2024: $260.00	$10,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/325	Avoca Mining Pty Ltd (100 / 100)	Live	09-Mar-1988 (23-Jul-1987)	8-Mar-30	For year end 08-Mar-2024: $0.00 outstanding For year end 08-	$5,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Mar-2025: $78.00			2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/338	Avoca Mining Pty Ltd (100 / 100)	Live	14-Mar-1988 (24-Aug-1987)	13-Mar-30	For year end 13-Mar-2024: $0.00 outstanding For year end 13-Mar-2025: $3,380.00	$13,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/348	Avoca Mining Pty Ltd (100 / 100)	Live	25-Mar-1988 (08-Sep-1987)	24-Mar-30	For year end 24-Mar-2024: $0.00 outstanding For year end 24-Mar-2025: $12,870.00	$49,500.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement
M 15/351	Avoca Mining Pty Ltd (100 / 100)	Live	02-May-1988 (10-Sep-1987)	1-May-30	For year end 01-May-2024: $0.00 outstanding For year end 01-May-2025: $8,918.00	$34,300.00	Expended In Full $0.00 Outstanding	Agreement 400H/889 Agreement 278H/901

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/352	Avoca Mining Pty Ltd (100 / 100)	Live	02-May-1988 (10-Sep-1987)	1-May-30	For year end 01-May-2024: $0.00 outstanding For year end 01-May-2025: $624.00	$10,000.00	Expended In Full $0.00 Outstanding	Agreement 400H/889 Agreement 278H/901 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/375	Avoca Mining Pty Ltd (100 / 100)	Live	22-Apr-1988 (15-Dec-1987)	21-Apr-30	For year end 21-Apr-2024: $0.00 outstanding For year end 21-	$39,800.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Apr-2025: $10,348.00			2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/506	Avoca Mining Pty Ltd (100 / 100)	Live	07-May-1990 (14-Nov-1989)	6-May-32	For year end 06-May-2024: $0.00 outstanding For year end 06-May-2025: $20,254.00	$77,900.00	Expended In Full $0.00 Outstanding	Agreement 96H/912 Agreement 130H/923 Agreement 15H/023 Caveat 587916 by Vox Royalty Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Dry Creek Royalty Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/507	Avoca Mining Pty Ltd (100 / 100)	Live	07-May-1990 (14-Nov-1989)	6-May-32	For year end 06-May-2024: $0.00 outstanding	$34,700.00	Expended In Full	Agreement 96H/912

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					For year end 06-May-2025: $9,022.00		$0.00 Outstanding	Agreement 130H/923 Agreement 15H/023 Caveat 587917 by Vox Royalty Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Dry Creek Royalty Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement
M 15/512	Avoca Mining Pty Ltd (100 / 100)	Live	02-Apr-1990 (13-Dec-1989)	1-Apr-32	For year end 01-Apr-2024: $0.00 outstanding For year end 01-Apr-2025: $520.00	$10,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement
M 15/528	Avoca Mining Pty Ltd (100 / 100)	Live	21-Mar-1991 (27-Mar-1990)	20-Mar-33	For year end 20-Mar-2024: $0.00 outstanding For year end 20-Mar-2025: $286.00	$10,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/580	Avoca Mining Pty Ltd (100 / 100)	Live	01-Aug-1991 (25-Jan-1991)	31-Jul-33	For year end 31-Jul-2024: $0.00 outstanding For year end 31-Jul-2025: $25,012.00	$96,200.00	Expended In Full $0.00 Outstanding	Agreement 96H/912 Agreement 130H/923 Agreement 15H/023 Caveat 587918 by Vox Royalty Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Dry Creek Royalty Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/581	Avoca Mining Pty Ltd (100 / 100)	Live	01-Aug-1991 (25-Jan-1991)	31-Jul-33	For year end 31-Jul-2024: $0.00 outstanding For year end 31-	$48,100.00	Expended In Full $0.00 Outstanding	Agreement 96H/912 Agreement 130H/923 Agreement 15H/023

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Jul-2025: $12,506.00			Caveat 587919 by Vox Royalty Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Dry Creek Royalty Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement
M 15/597	Avoca Mining Pty Ltd (100 / 100)	Live	06-Jan-1992 (03-Jul-1991)	5-Jan-34	For year end 05-Jan-2024: $0.00 outstanding For year end 05-Jan-2025: $15,496.00	$59,600.00	Expended In Full $0.00 Outstanding	Caveat 587924 by Vox Royalty Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Dry Creek Royalty Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
M 15/610	Avoca Mining Pty Ltd (100 / 100)	Live	10-Dec-1991 (27-Aug-1991)	9-Dec-33	For year end 09-Dec-2023: $0.00 outstanding For year end 09-Dec-2024: $4,524.00	$17,400.00	Expended In Full $0.00 Outstanding	Agreement 135H/989 Agreement 160H/989 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement
M 15/616	Avoca Mining Pty Ltd (100 / 100)	Live	18-Nov-1992 (18-Nov-1991)	17-Nov-34	For year end 17-Nov-2023: $0.00 outstanding For year end 17-Nov-2024: $17,342.00	$66,700.00	Expended In Full $0.00 Outstanding	Agreement 130H/923 Agreement 15H/023 Caveat 587920 by Vox Royalty Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Dry Creek Royalty Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								2003 Nickel Mining Rights Agreement
M 15/620	Avoca Mining Pty Ltd (100 / 100)	Live	20-Oct-1992 (09-Mar-1992)	19-Oct-34	For year end 19-Oct-2023: $0.00 outstanding For year end 19-Oct-2024: $0.00 outstanding	$12,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/629	Avoca Mining Pty Ltd (100 / 100)	Live	20-Oct-1992 (12-Jun-1992)	19-Oct-34	For year end 19-Oct-2023: $0.00 outstanding For year end 19-Oct-2024: $0.00 outstanding	$12,100.00	Expended In Full $0.00 Outstanding	Agreement 322H/945 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/639	Avoca Mining Pty Ltd (100 / 100)	Live	25-Jan-1993 (07-Aug-1992)	24-Jan-35	For year end 24-Jan-2024: $0.00 outstanding For year end 24-	$84,700.00	Expended In Full $0.00 Outstanding	Mortgage 681543 by Macquarie Bank Limited

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Jan-2025: $22,022.00			Higginsville Royalty Mitchell Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/640	Avoca Mining Pty Ltd (100 / 100)	Live	25-Jan-1993 (07-Aug-1992)	24-Jan-35	For year end 24-Jan-2024: $0.00 outstanding For year end 24-Jan-2025: $18,902.00	$72,700.00	Expended In Full $0.00 Outstanding	Mortgage 681543 by Macquarie Bank Limited Higginsville Royalty Mitchell Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/642	Avoca Mining Pty Ltd (100 / 100)	Live	25-Jan-1993 (07-Aug-1992)	24-Jan-35	For year end 24-Jan-2024: $0.00 outstanding For year end 24-Jan-2025: $24,310.00	$93,500.00	Expended In Full $0.00 Outstanding	Mortgage 681543 by Macquarie Bank Limited Higginsville Royalty Mitchell Royalty

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/651	Polar Metals Pty Ltd (10000 / 10000)	Live	11-Feb-1993 (05-Nov-1992)	10-Feb-35	For year end 10-Feb-2024: $0.00 outstanding For year end 10-Feb-2025: $3,588.00	$13,800.00	Expended In Full $0.00 Outstanding	Agreement 109H/034 Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554796 by Southern Star Exploration Pty Ltd Caveat 670654 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
M 15/665	Avoca Mining Pty Ltd (100 / 100)	Live	14-Oct-1993 (27-Apr-1993)	13-Oct-35	For year end 13-Oct-2023: $0.00 outstanding For year end 13-Oct-2024: $0.00 outstanding	$87,600.00	Expended In Full $0.00 Outstanding	Mortgage 681543 by Macquarie Bank Limited Higginsville Royalty Mitchell Royalty 2013 Ngadju Mining Agreement

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/680	Avoca Mining Pty Ltd (100 / 100)	Live	01-Mar-1994 (06-Oct-1993)	28-Feb-36	For year end 29-Feb-2024: $0.00 outstanding For year end 28-Feb-2025: $17,836.00	$68,600.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/681	Avoca Mining Pty Ltd (100 / 100)	Live	01-Mar-1994 (06-Oct-1993)	28-Feb-36	For year end 29-Feb-2024: $0.00 outstanding For year end 28-Feb-2025: $24,544.00	$94,400.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement
M 15/682	Avoca Mining Pty Ltd (100 / 100)	Live	30-Mar-1994 (06-Oct-1993)	29-Mar-36	For year end 29-Mar-2024: $0.00 outstanding For year end 29-Mar-2025: $22,802.00	$87,700.00	Expended In Full $0.00 Outstanding	Agreement 161H/956 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								2013 Ngadju Mining Agreement 2001 Mining Rights Agreement
M 15/683	Avoca Mining Pty Ltd (100 / 100)	Live	01-Mar-1994 (06-Oct-1993)	28-Feb-36	For year end 29-Feb-2024: $0.00 outstanding For year end 28-Feb-2025: $20,410.00	$78,500.00	Expended In Full $0.00 Outstanding	Agreement 161H/956 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/684	Avoca Mining Pty Ltd (100 / 100)	Live	01-Mar-1994 (06-Oct-1993)	28-Feb-36	For year end 29-Feb-2024: $0.00 outstanding For year end 28-Feb-2025: $20,774.00	$79,900.00	Expended In Full $0.00 Outstanding	Agreement 161H/956 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
M 15/685	Avoca Mining Pty Ltd (100 / 100)	Live	01-Mar-1994 (06-Oct-1993)	28-Feb-36	For year end 29-Feb-2024: $0.00 outstanding For year end 28-Feb-2025: $21,840.00	$84,000.00	Expended In Full $0.00 Outstanding	Agreement 161H/956 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/710	Polar Metals Pty Ltd (10000 / 10000)	Live	10-Aug-1994 (14-Feb-1994)	9-Aug-36	For year end 09-Aug-2024: $0.00 outstanding For year end 09-Aug-2025: $17,342.00	$66,700.00	Underexpended $15,663.00 Outstanding* * DMIRS Tenement Register on 9.10.23 shows an exemption application was lodged on 4 October 2023	Agreement 109H/034 Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554797 by Southern Star Exploration Pty Ltd Caveat 670655 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
M 15/748	Avoca Mining Pty Ltd (100 / 100)	Live	08-Feb-1995 (30-Jun-1994)	7-Feb-37	For year end 07-Feb-2024: $0.00 outstanding For year end 07-Feb-2025: $234.00	$10,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement
M 15/757	Avoca Mining Pty Ltd (96 / 96)	Live	03-Mar-1995 (05-Sep-1994)	2-Mar-37	For year end 02-Mar-2024: $0.00 outstanding For year end 02-Mar-2025: $10,868.00	$41,800.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement
M 15/758	Avoca Mining Pty Ltd (96 / 96)	Live	03-Mar-1995 (05-Sep-1994)	2-Mar-37	For year end 02-Mar-2024: $0.00 outstanding For year end 02-Mar-2025: $23,192.00	$89,200.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement
M 15/786	Avoca Mining Pty Ltd (100 / 100)	Live	27-Apr-1995 (15-Nov-1994)	26-Apr-37	For year end 26-Apr-2024: $0.00 outstanding For year end 26-Apr-2025: $24,830.00	$95,500.00	Expended In Full $0.00 Outstanding	Agreement 58H/990 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2007 NMRA

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
M 15/815	Avoca Mining Pty Ltd (100 / 100)	Live	08-Jan-1997 (25-Jan-1995)	7-Jan-39	For year end 07-Jan-2024: $0.00 outstanding For year end 07-Jan-2025: $24,544.00	$94,400.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/817	Avoca Mining Pty Ltd (100 / 100)	Live	23-Sep-1996 (25-Jan-1995)	22-Sep-38	For year end 22-Sep-2024: $0.00 outstanding For year end 22-Sep-2025: $23,894.00	$91,900.00	No Expenditure Lodged $91,900.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement 2001 Mining Rights Agreement 2003 Nickel Mining Rights Agreement
M 15/820	Avoca Mining Pty Ltd (100 / 100)	Live	19-Aug-1996 (01-Feb-1995)	18-Aug-38	For year end 18-Aug-2024: $0.00 outstanding For year end 18-Aug-2025: $25,168.00	$96,800.00	No Expenditure Lodged $96,800.00 Outstanding* * DMIRS Tenement Register on 1.11.23 shows an exemption	Agreement 161H/956 Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty 2013 Ngadju Mining Agreement

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
							application was lodged on 10 October 2023	2001 Mining Rights Agreement
M 15/1132	Avoca Mining Pty Ltd (100 / 100)	Live	02-Oct-2002 (04-Jul-1997)	1-Oct-44	For year end 01-Oct-2024: $0.00 outstanding For year end 01-Oct-2025: $23,920.00	$92,000.00	No Expenditure Lodged $92,000.00 Outstanding	Agreement 42H/023 Caveat 451097 by Franco-Nevada Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Higginsville Royalty Lake Cowan Royalty 2002 Ngadju Mining Agreement
M 15/1133	Avoca Mining Pty Ltd (100 / 100)	Live	02-Oct-2002 (04-Jul-1997)	1-Oct-44	For year end 01-Oct-2024: $0.00 outstanding For year end 01-Oct-2025: $20,618.00	$79,300.00	No Expenditure Lodged $79,300.00 Outstanding	Agreement 42H/023 Caveat 451098 by Franco-Nevada Australia Pty Ltd. Mortgage 674051 by Macquarie Bank Limited Lake Cowan Royalty 2002 Ngadju Mining Agreement
M 15/1134	Avoca Mining Pty Ltd (100 / 100)	Live	02-Oct-2002 (04-Jul-1997)	1-Oct-44	For year end 01-Oct-2024: $0.00 outstanding	$60,000.00	No Expenditure Lodged	Agreement 42H/023 Caveat 451099 by Franco-Nevada

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					For year end 01-Oct-2025: $15,600.00		$60,000.00 Outstanding	Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Lake Cowan Royalty 2002 Ngadju Mining Agreement
M 15/1135	Avoca Mining Pty Ltd (100 / 100)	Live	02-Oct-2002 (04-Jul-1997)	1-Oct-44	For year end 01-Oct-2024: $0.00 outstanding For year end 01-Oct-2025: $23,556.00	$90,600.00	No Expenditure Lodged $90,600.00 Outstanding	Agreement 42H/023 Caveat 451100 by Franco-Nevada Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Lake Cowan Royalty 2002 Ngadju Mining Agreement
M 15/1790	Avoca Mining Pty Ltd (100 / 100)	Live	08-Jul-2013 (07-Mar-2008)	7-Jul-34	For year end 07-Jul-2024: $0.00 outstanding For year end 07-Jul-2025: $16,198.00	$62,300.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited 2013 Ngadju Mining Agreement Higginsville Royalty
M 15/1792	Avoca Resources Pty Ltd (100 / 100)	Live	25-Jul-2013 (27-Feb-2009)	24-Jul-34	For year end 24-Jul-2024: $0.00 outstanding For year end 24-	$108,800.00	Underexpended $25,266.00 Outstanding*	Mortgage 674050 by Macquarie Bank Limited

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Jul-2025: $28,288.00		* DMIRS Tenement Register on 9.10.23 shows an expenditure exemption lodged 4.9.2023	Higginsville Royalty 2013 Ngadju Mining Agreement
M 15/1806	Corona Minerals Pty Ltd (100 / 100)	Live	24-Dec-2012 (08-Mar-2012)	23-Dec-33	For year end 23-Dec-2023: $0.00 outstanding For year end 23-Dec-2024: $8,788.00	$33,800.00	Expended In Full $0.00 Outstanding	Caveat 498081 by Saunders, Frederick Charles Lady Allison Royalty
M 15/1814	Polar Metals Pty Ltd (100 / 100)	Live	12-Jul-2018 (23-Apr-2015)	11-Jul-39	For year end 11-Jul-2024: $0.00 outstanding For year end 11-Jul-2025: $29,796.00	$114,600.00	Expended In Full $0.00 Outstanding	Caveat 554798 by Southern Star Exploration Pty Ltd Caveat 670656 by Dark Star Exploration Pty Ltd Recorded:10 April 2023 Dark Star Nickel Rights 2018 Ngadju Mining Agreement
M 15/1828	Corona Minerals Pty Ltd (100 / 100)	Live	15-Dec-2016 (03-Jun-2016)	14-Dec-37	For year end 14-Dec-2023: $0.00 outstanding For year end 14-Dec-2024: $26,104.00	$100,400.00	Expended In Full $0.00 Outstanding	Caveat 673310 by WA Nickel Pty Ltd WAN Nickel Rights

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
M 15/1872	Avoca Resources Pty Ltd (100 / 100)	Pending	(27-May-2019)	N/A	For year end 26-May-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings
M 15/1873	Avoca Mining Pty Ltd (100 / 100)	Live	06-Aug-2020 (12-Jul-2019)	5-Aug-41	For year end 05-Aug-2024: $0.00 outstanding For year end 05-Aug-2025: $2,106.00	$10,000.00	Expended In Full $0.00 Outstanding	Caveat 587922 by Vox Royalty Australia Pty Ltd Mortgage 674051 by Macquarie Bank Limited Dry Creek Royalty 2018 Mining Agreement
M 63/165	Avoca Mining Pty Ltd (100 / 100)	Live	16-Feb-1988 (18-Sep-1987)	15-Feb-30	For year end 15-Feb-2024: $0.00 outstanding For year end 15-Feb-2025: $5,252.00	$20,200.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited 2018 Ngadju Mining Agreement
M 63/230	Polar Metals Pty Ltd (96 / 96)	Live	19-Nov-1990 (19-Jul-1990)	18-Nov-32	For year end 18-Nov-2023: $0.00 outstanding For year end 18-Nov-2024: $12,922.00	$49,700.00	Expended In Full $0.00 Outstanding	Agreement 109H/034 Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554799 by Southern Star Exploration Pty Ltd Caveat 670657 by Dark Star Exploration Pty Ltd

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								Franco Nevada (Polar) Royalty Dark Star Nickel Rights
M 63/236	Avoca Mining Pty Ltd (100 / 100)	Live	09-Aug-1991 (03-Jan-1991)	8-Aug-33	For year end 08-Aug-2024: $0.00 outstanding For year end 08-Aug-2025: $260.00	$10,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited 2018 Ngadju Mining Agreement
M 63/255	Polar Metals Pty Ltd (10000 / 10000)	Live	22-Oct-1992 (22-Jul-1992)	21-Oct-34	For year end 21-Oct-2023: $0.00 outstanding For year end 21-Oct-2024: $0.00 outstanding	$37,000.00	Expended In Full $0.00 Outstanding	Agreement 109H/034 Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554800 by Southern Star Exploration Pty Ltd Caveat 670658 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
M 63/269	Polar Metals Pty Ltd (96 / 96)	Live	01-Oct-1993 (10-May-1993)	30-Sep-35	For year end 30-Sep-2024: $0.00 outstanding For year end 30-Sep-2025: $16,874.00	$64,900.00	No Expenditure Lodged $64,900.00 Outstanding	Agreement 144H/945 Agreement 109H/034 Mortgage 379663 by Barrick (Plutonic) Limited, transferred to

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								Franco-Nevada Australia Pty Ltd Caveat 554801 by Southern Star Exploration Pty Ltd Caveat 670659 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
M 63/279	Polar Metals Pty Ltd (96 / 96)	Live	23-Mar-1994 (01-Nov-1993)	22-Mar-36	For year end 22-Mar-2024: $0.00 outstanding For year end 22-Mar-2025: $338.00	$10,000.00	Expended In Full $0.00 Outstanding	Agreement 109H/034 Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554802 by Southern Star Exploration Pty Ltd Caveat 670660 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
M 63/329	Stehn, Trent Paterson (300 / 20) Avoca Resources	Live	23-Jul-2001 (11-Aug-1995)	22-Jul-43	For year end 22-Jul-2024: $0.00 outstanding For year end 22-	$10,000.00	Expended In Full $0.00 Outstanding	Mortgage 653494 by Macquarie Bank Limited

Attachment B – Solicitor's Tenement Report

continued

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
	Pty Ltd (300 / 280)				Jul-2025: $2,054.00			Trent Stehn JV
M 63/366-I	Avoca Mining Pty Ltd (100 / 100)	Live	30-Jul-2010 (08-Aug-1996)	29-Jul-31	For year end 29-Jul-2024: $0.00 outstanding For year end 29-Jul-2025: $1,404.00	$10,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited 2018 Ngadju Mining Agreement
M 63/368	Stehn, Trent Paterson (300 / 20) Avoca Resources Pty Ltd (300 / 280)	Live	23-Jul-2001 (23-Aug-1996)	22-Jul-43	For year end 22-Jul-2024: $0.00 outstanding For year end 22-Jul-2025: $8,606.00	$33,100.00	Expended In Full $0.00 Outstanding	Mortgage 653494 by Macquarie Bank Limited Trent Stehn JV
M 63/515-I	Avoca Mining Pty Ltd (100 / 100)	Live	29-Aug-2007 (03-Aug-1999)	28-Aug-28	For year end 28-Aug-2024: $0.00 outstanding For year end 28-Aug-2025: $18,434.00	$70,900.00	No Expenditure Lodged $70,900.00 Outstanding* * DMIRS Tenement Register on 1.11.23 shows expenditure report was lodged on 25 October 2023	Mortgage 674051 by Macquarie Bank Limited 2018 Ngadju Mining Agreement
M 63/516-I	Avoca Mining Pty Ltd (100 / 100)	Live	29-Aug-2007 (03-Aug-1999)	28-Aug-28	For year end 28-Aug-2024: $0.00 outstanding For year end 28-Aug-2025: $18,486.00	$71,100.00	No Expenditure Lodged $71,100.00 Outstanding*	Mortgage 674051 by Macquarie Bank Limited 2018 Ngadju Mining Agreement

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
							* DMIRS Tenement Register on 1.11.23 shows expenditure report was lodged on 25 October 2023	
M 63/660	Stehn, Trent Paterson (300 / 20) Avoca Resources Pty Ltd (300 / 280)	Pending	(09-Mar-2016)	N/A	For year end 08-Mar-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings Trent Stehn JV
M 63/662	Polar Metals Pty Ltd (100 / 100)	Pending	(26-Aug-2016)		For year end 25-Aug-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings. Dark Star Nickel Rights
P 15/5958	Polar Metals Pty Ltd (100 / 100)	Live	22-Dec-2015 (23-Jan-2015)	21-Dec-23	For year end 21-Dec-2023: $0.00 outstanding For year end 21-Dec-2024: $164.00	$2,000.00	Expended In Full $0.00 Outstanding	Caveat 554806 by Southern Star Exploration Pty Ltd Caveat 670661 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights
P 15/5959	Polar Metals Pty Ltd (100 / 100)	Live	22-Dec-2015 (23-Jan-2015)	21-Dec-23	For year end 21-Dec-2023: $0.00 outstanding For year end 21-Dec-2024: $84.00	$2,000.00	Expended In Full $0.00 Outstanding	Caveat 554807 by Southern Star Exploration Pty Ltd Caveat 670662 by Dark Star Exploration Pty Ltd Dark Star Nickel Rights

Attachment B – Solicitor's Tenement Report

continued

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
P 15/6179	Avoca Mining Pty Ltd (100 / 100)	Live	11-Oct-2018 (06-Nov-2017)	10-Oct-26	For year end 10-Oct-2023: $0.00 outstanding For year end 10-Oct-2024: $0.00	$2,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 15/6229	Avoca Mining Pty Ltd (100 / 100)	Live	11-Jul-2022 (19-Apr-2018)	10-Jul-26	For year end 10-Jul-2024: $0.00 outstanding For year end 10-Jul-2025: $384.00	$3,840.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 15/6230	Avoca Mining Pty Ltd (100 / 100)	Live	28-Mar-2019 (19-Apr-2018)	27-Mar-27	For year end 27-Mar-2024: $0.00 outstanding For year end 27-Mar-2025: $516.00	$5,160.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 15/6231	Avoca Mining Pty Ltd (100 / 100)	Live	12-Jul-2022 (19-Apr-2018)	11-Jul-26	For year end 11-Jul-2024: $0.00 outstanding For year end 11-Jul-2025: $556.00	$5,560.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 15/6234	Avoca Mining Pty Ltd (100 / 100)	Live	11-Jul-2022 (19-Apr-2018)	10-Jul-26	For year end 10-Jul-2024: $0.00 outstanding For year end 10-Jul-2025: $332.00	$3,320.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 15/6239	Avoca Mining Pty Ltd (100 / 100)	Live	21-Dec-2021 (19-Apr-2018)	20-Dec-25	For year end 20-Dec-2023: $0.00 outstanding For year end 20-	$4,880.00	Expended In Full $0.00 Outstanding	Nil registered dealings

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Dec-2024: $488.00			
P 15/6240	Avoca Mining Pty Ltd (100 / 100)	Live	20-Apr-2021 (19-Apr-2018)	19-Apr-25	For year end 19-Apr-2024: $0.00 outstanding For year end 19-Apr-2025: $472.00	$4,720.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 15/6575	Avoca Mining Pty Ltd (100 / 100)	Live	22-Jul-2021 (08-Jun-2020)	21-Jul-25	For year end 21-Jul-2024: $0.00 outstanding For year end 21-Jul-2025: $752.00	$7,520.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 15/6582	Avoca Mining Pty Ltd (100 / 100)	Live	08-Jun-2021 (14-Jul-2020)	7-Jun-25	For year end 07-Jun-2024: $0.00 outstanding For year end 07-Jun-2025: $37.00	$2,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 15/6657	Avoca Mining Pty Ltd (100 / 100)	Pending	(27-May-2021)	N/A	For year end 26-May-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings
P 15/6658	Avoca Mining Pty Ltd (100 / 100)	Pending	(04-Jun-2021)	N/A	For year end 03-Jun-2024: $0.00 outstanding	N/A	N/A	Nil registered dealings
P 15/6664[13]	Avoca Mining Pty Ltd (100 / 100)	Live	27-Jan-2023 (02-Sep-2021)	26-Jan-2027	For year end 26-Jan-2024: $0.00 outstanding For year end 26-	$2,600.00	N/A	Nil registered dealings

[13] Based on searches conducted on 26 October 2023.

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Jan-2025: $260.00			
P 63/1468	Stehn, Trent Paterson (300 / 20) Avoca Resources Pty Ltd (300 / 280)	Live	03-Jun-2008 (19-Jan-2007)	2-Jun-16* * DMIRS Tenement Register on 9.10.23 shows a conversion application to M63/660 is pending	For year end 02-Jun-2024: $0.00 outstanding For year end 02-Jun-2025: $52.00	$2,000.00	Expended In Full $0.00 Outstanding	Mortgage 653494 by Macquarie Bank Limited Trent Stehn JV
P 63/1587	Polar Metals Pty Ltd (96 / 96)	Live	10-Jun-2009 (09-Feb-2007)	9-Jun-17* * DMIRS Tenement Register on 9.10.23 shows a conversion application to M63/662 is pending	For year end 09-Jun-2024: $0.00 outstanding For year end 09-Jun-2025: $488.00	$4,880.00	Expended In Full $0.00 Outstanding	Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554808 by Southern Star Exploration Pty Ltd Caveat 670663 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
P 63/1588	Polar Metals Pty Ltd (96 / 96)	Live	10-Jun-2009 (09-Feb-2007)	9-Jun-17* * DMIRS Tenement Register on 9.10.23 shows a conversion application to	For year end 09-Jun-2024: $0.00 outstanding For year end 09-Jun-2025: $484.00	$4,840.00	Expended In Full $0.00 Outstanding	Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554809 by Southern Star Exploration Pty Ltd

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
				M63/662 is pending				Caveat 670664 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
P 63/1589	Polar Metals Pty Ltd (96 / 96)	Live	10-Jun-2009 (09-Feb-2007)	9-Jun-17* * DMIRS Tenement Register on 9.10.23 shows a conversion application to M63/662 is pending	For year end 09-Jun-2024: $0.00 outstanding For year end 09-Jun-2025: $488.00	$4,880.00	Expended In Full $0.00 Outstanding	Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554810 by Southern Star Exploration Pty Ltd Caveat 670665 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
P 63/1590	Polar Metals Pty Ltd (96 / 96)	Live	10-Jun-2009 (09-Feb-2007)	9-Jun-17* * DMIRS Tenement Register on 9.10.23 shows a conversion application to M63/662 is pending	For year end 09-Jun-2024: $0.00 outstanding For year end 09-Jun-2025: $480.00	$4,800.00	Expended In Full $0.00 Outstanding	Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554811 by Southern Star Exploration Pty Ltd Caveat 670666 by Dark Star Exploration Pty Ltd

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
								Franco Nevada (Polar) Royalty Dark Star Nickel Rights
P 63/1591	Polar Metals Pty Ltd (96 / 96)	Live	10-Jun-2009 (09-Feb-2007)	9-Jun-17* * DMIRS Tenement Register on 9.10.23 shows a conversion application to M63/662 is pending	For year end 09-Jun-2024: $0.00 outstanding For year end 09-Jun-2025: $488.00	$4,880.00	Expended In Full $0.00 Outstanding	Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554812 by Southern Star Exploration Pty Ltd Caveat 670667 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
P 63/1592	Polar Metals Pty Ltd (100 / 100)	Live	10-Jun-2009 (09-Feb-2007)	9-Jun-17* * DMIRS Tenement Register on 9.10.23 shows a conversion application to M63/662 is pending	For year end 09-Jun-2024: $0.00 outstanding For year end 09-Jun-2025: $488.00	$4,880.00	Expended In Full $0.00 Outstanding	Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554813 by Southern Star Exploration Pty Ltd Caveat 670668 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
P 63/1593	Polar Metals Pty Ltd (100 / 100)	Live	10-Jun-2009 (09-Feb-2007)	9-Jun-17* * DMIRS Tenement Register on 9.10.23 shows a conversion application to M63/662 is pending	For year end 09-Jun-2024: $0.00 outstanding For year end 09-Jun-2025: $488.00	$4,880.00	Expended In Full $0.00 Outstanding	Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554814 by Southern Star Exploration Pty Ltd Caveat 670669 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
P 63/1594	Polar Metals Pty Ltd (100 / 100)	Live	10-Jun-2009 (09-Feb-2007)	9-Jun-17* * DMIRS Tenement Register on 9.10.23 shows a conversion application to M63/662 is pending	For year end 09-Jun-2024: $0.00 outstanding For year end 09-Jun-2025: $488.00	$4,880.00	Expended In Full $0.00 Outstanding	Mortgage 379663 by Barrick (Plutonic) Limited, transferred to Franco-Nevada Australia Pty Ltd Caveat 554815 by Southern Star Exploration Pty Ltd Caveat 670670 by Dark Star Exploration Pty Ltd Franco Nevada (Polar) Royalty Dark Star Nickel Rights
P 63/2011	Avoca Mining Pty Ltd (100 / 100)	Live	08-May-2017 (24-Sep-2015)	7-May-25	For year end 07-May-2024: $0.00 outstanding For year end 07-	$6,800.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					May-2025: $680.00			
P 63/2012	Avoca Mining Pty Ltd (100 / 100)	Live	08-May-2017 (24-Sep-2015)	7-May-25	For year end 07-May-2024: $0.00 outstanding For year end 07-May-2025: $656.00	$6,560.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2013	Avoca Mining Pty Ltd (100 / 100)	Live	09-May-2017 (24-Sep-2015)	8-May-25	For year end 08-May-2024: $0.00 outstanding For year end 08-May-2025: $724.00	$7,240.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2014	Avoca Mining Pty Ltd (100 / 100)	Live	09-May-2017 (24-Sep-2015)	8-May-25	For year end 08-May-2024: $0.00 outstanding For year end 08-May-2025: $588.00	$5,880.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2015	Avoca Mining Pty Ltd (100 / 100)	Live	09-May-2017 (24-Sep-2015)	8-May-25	For year end 08-May-2024: $0.00 outstanding For year end 08-May-2025: $472.00	$4,720.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2021	Avoca Mining Pty Ltd (100 / 100)	Pending	(02-Nov-2015)	N/A	For year end 01-Nov-2023: $0.00 outstanding	N/A	N/A	Nil registered dealings
P 63/2022	Avoca Mining Pty Ltd (100 / 100)	Pending	(02-Nov-2015)	N/A	For year end 01-Nov-2023: $0.00 outstanding	N/A	N/A	Nil registered dealings

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
P 63/2023	Avoca Mining Pty Ltd (100 / 100)	Pending	(02-Nov-2015)	N/A	For year end 01-Nov-2023: $0.00 outstanding	N/A	N/A	Nil registered dealings
P 63/2024	Avoca Mining Pty Ltd (100 / 100)	Pending	(02-Nov-2015)	N/A	For year end 01-Nov-2023: $0.00 outstanding	N/A	N/A	Nil registered dealings
P 63/2025	Avoca Mining Pty Ltd (100 / 100)	Live	08-May-2017 (02-Nov-2015)	7-May-25	For year end 07-May-2024: $0.00 outstanding For year end 07-May-2025: $576.00	$5,760.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2050	Avoca Mining Pty Ltd (100 / 100)	Live	08-May-2017 (15-Jun-2016)	7-May-25	For year end 07-May-2024: $0.00 outstanding For year end 07-May-2025: $732.00	$7,320.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2051	Avoca Mining Pty Ltd (100 / 100)	Live	08-May-2017 (15-Jun-2016)	7-May-25	For year end 07-May-2024: $0.00 outstanding For year end 07-May-2025: $604.00	$6,040.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2064	Avoca Mining Pty Ltd (100 / 100)	Live	20-Jul-2017 (23-Jun-2016)	19-Jul-25	For year end 19-Jul-2024: $0.00 outstanding For year end 19-Jul-2025: $84.00	$2,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
P 63/2067	Avoca Mining Pty Ltd (100 / 100)	Live	09-May-2017 (28-Jun-2016)	8-May-25	For year end 08-May-2024: $0.00 outstanding For year end 08-May-2025: $688.00	$6,880.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2080	Avoca Mining Pty Ltd (100 / 100)	Live	13-Apr-2018 (21-Apr-2017)	12-Apr-26	For year end 12-Apr-2024: $0.00 outstanding For year end 12-Apr-2025: $80.00	$2,000.00	Expended In Full $0.00 Outstanding	Mortgage 674051 by Macquarie Bank Limited 2018 Ngadju Mining Agreement
P 63/2094	Avoca Mining Pty Ltd (100 / 100)	Live	18-Jan-2018 (16-May-2017)	17-Jan-26	For year end 17-Jan-2024: $0.00 outstanding For year end 17-Jan-2025: $676.00	$6,760.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2095	Avoca Mining Pty Ltd (100 / 100)	Live	18-Jan-2018 (16-May-2017)	17-Jan-26	For year end 17-Jan-2024: $0.00 outstanding For year end 17-Jan-2025: $736.00	$7,360.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2097	Avoca Mining Pty Ltd (100 / 100)	Live	18-Jan-2018 (15-Jun-2017)	17-Jan-26	For year end 17-Jan-2024: $0.00 outstanding For year end 17-Jan-2025: $600.00	$6,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2100	Avoca Mining Pty Ltd (100 / 100)	Live	05-Jun-2018 (28-Jun-2017)	4-Jun-26	For year end 04-Jun-2024: $0.00 outstanding For year end 04-	$7,280.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Jun-2025: $728.00			
P 63/2101	Avoca Mining Pty Ltd (100 / 100)	Live	06-Jun-2018 (24-Aug-2017)	5-Jun-26	For year end 05-Jun-2024: $0.00 outstanding For year end 05-Jun-2025: $408.00	$4,080.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2102	Avoca Mining Pty Ltd (100 / 100)	Live	06-Jun-2018 (24-Aug-2017)	5-Jun-26	For year end 05-Jun-2024: $0.00 outstanding For year end 05-Jun-2025: $364.00	$3,640.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2119	Avoca Mining Pty Ltd (100 / 100)	Live	10-Oct-2018 (10-Nov-2017)	9-Oct-26	For year end 09-Oct-2023: $0.00 outstanding For year end 09-Oct-2024: $0.00	$4,080.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2120	Avoca Mining Pty Ltd (100 / 100)	Live	10-Oct-2018 (10-Nov-2017)	9-Oct-26	For year end 09-Oct-2023: $0.00 outstanding For year end 09-Oct-2024: $0.00 outstanding	$4,240.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2121	Avoca Mining Pty Ltd (100 / 100)	Live	10-Oct-2018 (22-Nov-2017)	9-Oct-26	For year end 09-Oct-2023: $0.00 outstanding For year end 09-Oct-2024: $0.00 outstanding	$4,840.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2122	Avoca Mining Pty Ltd (100 / 100)	Live	10-Oct-2018 (22-Nov-2017)	9-Oct-26	For year end 09-Oct-2023: $0.00 outstanding	$5,200.00	Expended In Full	Mortgage 653493 by Macquarie Bank Limited

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					For year end 09-Oct-2024: $0.00 outstanding		$0.00 Outstanding	
P 63/2125	Avoca Mining Pty Ltd (100 / 100)	Live	09-Apr-2019 (18-Jan-2018)	8-Apr-27	For year end 08-Apr-2024: $0.00 outstanding For year end 08-Apr-2025: $788.00	$7,880.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2126	Avoca Mining Pty Ltd (100 / 100)	Live	09-Apr-2019 (18-Jan-2018)	8-Apr-27	For year end 08-Apr-2024: $0.00 outstanding For year end 08-Apr-2025: $776.00	$7,760.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2203	Avoca Mining Pty Ltd (100 / 100)	Live	19-Apr-2021 (27-Jul-2020)	18-Apr-25	For year end 18-Apr-2024: $0.00 outstanding For year end 18-Apr-2025: $780.00	$7,800.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2204	Avoca Mining Pty Ltd (100 / 100)	Live	19-Apr-2021 (27-Jul-2020)	18-Apr-25	For year end 18-Apr-2024: $0.00 outstanding For year end 18-Apr-2025: $800.00	$8,000.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2205	Avoca Mining Pty Ltd (100 / 100)	Live	19-Apr-2021 (27-Jul-2020)	18-Apr-25	For year end 18-Apr-2024: $0.00 outstanding For year end 18-Apr-2025: $448.00	$4,480.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
P 63/2206	Avoca Mining Pty Ltd (100 / 100)	Live	19-Apr-2021 (27-Jul-2020)	18-Apr-25	For year end 18-Apr-2024: $0.00 outstanding For year end 18-Apr-2025: $684.00	$6,840.00	Expended In Full $0.00 Outstanding	Mortgage 653493 by Macquarie Bank Limited
P 63/2207	Avoca Mining Pty Ltd (100 / 100)	Live	19-Apr-2021 (04-Aug-2020)	18-Apr-25	For year end 18-Apr-2024: $0.00 outstanding For year end 18-Apr-2025: $796.00	$7,960.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2208	Avoca Mining Pty Ltd (100 / 100)	Live	08-Jun-2021 (14-Aug-2020)	7-Jun-25	For year end 07-Jun-2024: $0.00 outstanding For year end 07-Jun-2025: $800.00	$8,000.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2209	Avoca Mining Pty Ltd (100 / 100)	Live	08-Jun-2021 (14-Aug-2020)	7-Jun-25	For year end 07-Jun-2024: $0.00 outstanding For year end 07-Jun-2025: $732.00	$7,320.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2210	Avoca Mining Pty Ltd (100 / 100)	Live	08-Jun-2021 (14-Aug-2020)	7-Jun-25	For year end 07-Jun-2024: $0.00 outstanding For year end 07-Jun-2025: $792.00	$7,920.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2211	Avoca Mining Pty Ltd (100 / 100)	Live	08-Jun-2021 (14-Aug-2020)	7-Jun-25	For year end 07-Jun-2024: $0.00 outstanding For year end 07-	$7,760.00	Expended In Full $0.00 Outstanding	Nil registered dealings

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Jun-2025: $776.00			
P 63/2232	Avoca Mining Pty Ltd (100 / 100)	Live	20-Oct-2021 (16-Dec-2020)	19-Oct-25	For year end 19-Oct-2023: $0.00 outstanding For year end 19-Oct-2024: $0.00 outstanding	$4,760.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2233	Avoca Mining Pty Ltd (100 / 100)	Live	20-Oct-2021 (16-Dec-2020)	19-Oct-25	For year end 19-Oct-2023: $0.00 outstanding For year end 19-Oct-2024: $0.00 outstanding	$3,600.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2234	Avoca Mining Pty Ltd (100 / 100)	Live	20-Oct-2021 (16-Dec-2020)	19-Oct-25	For year end 19-Oct-2023: $0.00 outstanding For year end 19-Oct-2024: $0.00 outstanding	$7,120.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2235	Avoca Mining Pty Ltd (100 / 100)	Live	20-Oct-2021 (16-Dec-2020)	19-Oct-25	For year end 19-Oct-2023: $0.00 outstanding For year end 19-Oct-2024: $0.00 outstanding	$7,560.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2236	Avoca Mining Pty Ltd (100 / 100)	Live	20-Oct-2021 (16-Dec-2020)	19-Oct-25	For year end 19-Oct-2023: $0.00 outstanding For year end 19-Oct-2024: $0.00 outstanding	$7,600.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2237	Avoca Mining Pty Ltd (100 / 100)	Live	20-Oct-2021 (16-Dec-2020)	19-Oct-25	For year end 19-Oct-2023: $0.00 outstanding	$7,360.00	Expended In Full	Nil registered dealings

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					For year end 19-Oct-2024: $0.00 outstanding		$0.00 Outstanding	
P 63/2241	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (02-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$7,800.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2242	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$5,200.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2243	Avoca Mining Pty Ltd (100 / 100)	Pending	(03-Feb-2021)	N/A	For year end 02-Feb-2024: $0.00 outstanding	N/A	N/A	Objection 616900 by Central Norseman Gold Corporation Pty Ltd
P 63/2244	Avoca Mining Pty Ltd (100 / 100)	Pending	(03-Feb-2021)	N/A	For year end 02-Feb-2024: $0.00 outstanding	N/A	N/A	Objection 616899 by Central Norseman Gold Corporation Pty Ltd
P 63/2245	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$7,520.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2246	Avoca Mining Pty Ltd (100 / 100)	Live	31-Mar-2023 (03-Feb-2021)	30-Mar-27	For year end 30-Mar-2024: $0.00 outstanding For year end 30-Mar-2025: $712.00	$7,120.00	N/A	Nil registered dealings

Attachment B – Solicitor's Tenement Report

continued

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
P 63/2247	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$7,840.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2248	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$2,440.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2249	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$7,080.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2250	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$7,640.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2251	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$6,440.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2252	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-	$6,760.00	Expended In Full $0.00 Outstanding	Nil registered dealings

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					Oct-2024: $0.00 outstanding			
P 63/2253	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$5,680.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2254	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$3,680.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2255	Avoca Mining Pty Ltd (100 / 100)	Live	21-Oct-2021 (03-Feb-2021)	20-Oct-25	For year end 20-Oct-2023: $0.00 outstanding For year end 20-Oct-2024: $0.00 outstanding	$4,120.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2256	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$7,440.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2257	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding For year end 17-Oct-2024: $0.00 outstanding	$7,600.00	Expended In Full $0.00 Outstanding	Nil registered dealings
P 63/2258	Avoca Mining Pty Ltd (100 / 100)	Live	18-Oct-2021 (03-Feb-2021)	17-Oct-25	For year end 17-Oct-2023: $0.00 outstanding	$5,440.00	Expended In Full	Nil registered dealings

Tenement	Registered Holder/Applicant (shares/interest)	Status	Commencement or application date	Expiry date	Annual rent	Minimum annual expenditure (current tenement year)[10]	Minimum Annual Expenditure (Prior Tenement Year) and Status[11]	Registered Dealings and Other Notes[12]
					For year end 17-Oct-2024: $0.00 outstanding		$0.00 Outstanding	
P 63/2260	Avoca Mining Pty Ltd (100 / 100)	Live	01-Sep-2022 (20-Jul-2021)	31-Aug-26	For year end 31-Aug-2024: $0.00 outstanding For year end 31-Aug-2025: $92.00	$2,000.00	No Expenditure Lodged $2,000.00 Outstanding* * DMIRS Tenement Register on 1.11.23 shows expenditure report was lodged on 25 October 2023	Nil registered dealings

Key

Tenement types:

E = Exploration Licence
M = Mining Lease
P = Prospecting Licence

Notes:

2001 Mining Rights Agreement means the Mining Rights Agreement dated 5 November 2001 between WMC Resources Ltd, St Ives Gold Mining Company Pty Limited and Agnew Gold Mining Company Pty Limited, as amended and assigned from time to time.

2002 Ngadju Mining Agreement means the Mining Agreement between South Kal Mines Pty Ltd and the Ngadju People dated 20 May 2002.

2003 Nickel Mining Rights Agreement means the Nickel Mining Rights Agreement between St Ives Gold Mining Company Pty Limited and Resolute Limited dated 29 October 2003, as amended and novated from time to time.

2007 NMRA means the Nickel Mining Rights Agreement dated 9 March 2007 between Chalice Gold Mines Limited and Liontown Resources Limited, amended, assigned and novated from time to time.

2013 Ngadju Mining Agreement means the Ngadju Mining Agreement between John Walter Graham, Sonny Graham, Katie Ray and Jack Schultz for and on behalf of the Ngadju People, Avoca Resources Pty Ltd (formerly Avoca Resources Limited) and Avoca Mining Pty Ltd dated 1 January 2013.

2018 Ngadju Mining Agreement means the 2018 Mining Agreement between Ngadju Native Title Aboriginal Corporation RNTBC, Avoca Mining Pty Ltd and Polar Metals Pty Ltd dated 12 June 2018.

Agreement 15H/023 means the Agreement (Deed Of Covenant) between Resolute Ltd, WMC Resources Ltd and Nexus Minerals NL, registered on 30 August 2002.

Agreement 42H/023 means the Agreement (Sale and Purchase) between Anglogold Australia Ltd, Anglogold Australia (Brocks Creek) Pty Ltd, Buffalo Creek Mines Pty Ltd, South Kal Mines Pty Ltd and Hill 50 Gold NL, registered on 25 October 2002.

Agreement 58H/990 means the Agreement (Deed of Partial Release of Cross Change And Partial Release and Transfer of Mortgages) between Resolute Ltd, Geographe Resources Ltd and Great Southern Mines NL, registered on 27 April 2000.

Agreement 96H/912 means the Agreement (Heads) between Samantha Exploration NL and Dry Creek Mining NL, registered on 15 October 1991.

Agreement 109H/034 means the Agreement (Polar Bear Nickel Joint Venture) between Plutonic Operations Ltd, Croesus Resources NL, Gasgoyne Gold Mines NL, Croesus Mining NL, Inco Ltd and Mining Resources (WA) Pty Ltd, registered on 6 May 2004.

Agreement 130H/923 means the Agreement (Sale) between Dry Creek Mining NL and Samantha Gold NL, registered on 30 August 2002.

Agreement 135H/989 means the Agreement (Security Deed) between Aquarius Platinum NL and Dresdner Bank AG, registered on 17 March 1999.

Agreement 144H/945 means the Agreement (Sale) between Gwalia Minerals NL, Gasgoyne Gold Mines NL, Croesus Mining NL and Eldorado Resources NL, registered on 16 December 1994.

Agreement 160H/989 means the Agreement (Higginsville - Vine Joint Venture) between Vine Resources NL and Samantha Gold NL, registered on 14 June 1999.

Agreement 161H/956 means the Agreement (Joint Venture) between Geographe Resources Ltd, Resolute Samantha Ltd and Great Southern Mines NL, registered on 17 November 1995.

Agreement 278H/901 means the Agreement (Sale) between Australis Mining NL and Samantha Gold NL, registered on 29 January 1991.

Agreement 322H/945 means the Agreement (Sale) between Swagman Holdings Pty Ltd and Samantha Gold NL, registered on 19 June 1995.

Agreement 375H/890 means the Agreement (Sale and Purchase) between John David Nash, Ronald Nash and Samantha Gold NL, registered on 18 June 1990.

Agreement 400H/889 means the Agreement (Joint Venture) between Samantha Exploration NL and Australis Mining NL, registered on 25 January 1989.

Dark Star Nickel Rights means the nickel rights arrangement contained in the binding heads of agreement originally between Westgold Resources Limited, Polar Metals Pty Ltd and S2 Resources Limited dated 13 February 2018 as amended and assigned from time to time.

Dry Creek Royalty means the $0.12 per gramme of gold royalty payable under the agreement for Sale of Joint Venture Interest originally between Samantha Gold N.L. (deregistered on 15/02/2016 under the name A.C.N. 009 069 014 Pty Ltd) (Resolute) and Dry Creek Mining N.L. (now called Kingston Resources Limited) dated 9 June 1992 as amended or assigned from time to time.

Eundynie JV means the joint venture established by the letter agreement entitled 'Proposed Joint Venture' between Polar Metals Pty Ltd and Shumwari Pty Ltd dated 9 February 2015 as amended from time to time .

Franco Nevada (Polar) Royalty means the 2% net smelter return on all products payable under the royalty deed originally between Sirius Resources NL and Barrick (Plutonic) Limited dated 24 March 2010 as amended or assigned from time to time.

Gindalbie Metals Royalty means the transport royalty on ore transported (up to $500,000) and Trythall royalty on gold won from relevant tenements of $20/oz payable under the agreement originally between Gindalbie Gold NL and Barminco Pty Ltd dated 21 September 1998 as amended or assigned from time to time.

Higginsville Royalty means:

(a) the price participation royalty on gold up to 34,000 troy ounces payable under the restated royalty agreement under the Royalty Buyout, Amendment and Restatement Agreement in relation to the Royalty Agreement originally between Morgan Stanley Capital Group Inc and Avoca Mining Pty Ltd dated 11 May 2020 as amended, novated and assigned from time to time; and

(b) the price participation royalty on gold on and from 34,000 troy ounces payable under the restated royalty agreement under the Royalty Buyout, Amendment and Restatement Agreement in relation to the Royalty Agreement originally between Morgan Stanley Capital Group Inc and Avoca Mining Pty Ltd dated 11 May 2020 as amended, novated and assigned from time to time.

Lady Allison Royalty means the 1.5% of the gross revenue received from the sale of gold royalty payable under the Agreement for Sale and Purchasing Mining Tenements undated originally between Carrick Gold Limited, Frederick Charles Saunders, Elizabeth Virginia Dobaj and Luck John Shaw-Walker as amended or assigned from time to time.

Lake Cowan Royalty means the $1 per tonne of ore mined and milled royalty payable under the Sale and Purchase Agreement (Brocks Creek and Lake Cowan) originally between AngloGold Australia Limited, AngloGold Australia (Brocks Creek) Pty Ltd, Buffalo Creek Mines Pty Ltd, South Kal Mines Pty Ltd and Hill 50 Gold NL dated 21 November 2001 as amended and assigned from time to time.

Mitchell Royalty means the $32 per ounce on gold production (and where applicable, negotiated price per ounce on other minerals) royalty payable under the Letter Agreement dated 17 September 1996 originally between Carnegie Minerals NL (now called Carnegie Clean Energy Limited), Capricorn Resources Australia NL, Resolute Samantha Limited (now called Resolute Limited) as amended and assigned from time to time.

Trent Stehn JV means the joint venture established by the Pioneer Sale Agreement dated 9 August 2006 between Beacon Minerals Limited, Trent Paterson Stehn, Harry Carmody and Neil Gill as amended and novated from time to time.

WAN Nickel Rights means the nickel rights arrangement contained in the Tenement Sale Agreement originally between Minex (Aust) Limited and Breakaway Resources Limited dated 5 November 2012 as amended and assigned from time to time.

Schedule D – Tallangatta Tenements (Victoria)[14]

Tenement	Tenement holder	Title Status	Commencement Date	Expiry Date	Expenditure (per annum)	Other
EL007784	Kali Metals Limited	Current	28 December 2022	27 December 2027	$21,000 in the first year of the term of the licence; $23,000 in the second year of the term of the licence; $23,000 in the third year of the term of the licence; $23,000 in the fourth year of the term of the licence; and $27,000 in the fifth year of the term of the licence. The reporting date is 31 March annually.	Land status: CL and PL and road and road reserves Primary mineral: Gold Other primary mineral: Lithium Secondary mineral: Base Metals (copper / lead / zinc); Tin
EL007786	Kali Metals Limited	Current	28 December 2022	27 December 2027	$86,850 in the first year of the term of the licence; $110,800 in the second year of the term of the licence; $110,800 in the third year of the term of the licence; $110,800 in the fourth year of the term of the licence; and $158,700 in the fifth year of the term of the licence. The reporting date is 31 March annually.	Land status: CL and PL and road and road reserves Primary mineral: Gold Other primary mineral: Lithium Secondary mineral: Base Metals (copper / lead / zinc); Tin
EL007787	Kali Metals Limited	Current	28 December 2022	27 December 2027	$68,100 in the first year of the term of the licence; $85,800 in the second year of the term of the licence; $85,800 in the third year of the term of the licence;	Land status: CL and PL and road and road reserves Primary mineral: Gold Other primary mineral: Lithium Secondary mineral: Base Metals (copper / lead / zinc); Tin

[14] Based on searches as at 20 August 2023.

Tenement	Tenement holder	Title Status	Commencement Date	Expiry Date	Expenditure (per annum)	Other
					$85,800 in the fourth year of the term of the licence; and $121,200 in the fifth year of the term of the licence. The reporting date is 31 March annually.	

Key: EL = Exploration Licence

Schedule E - Jingellic Tenements (NSW)

Tenement	Tenement holder	Title Status	Commencement Date	Expiry Date	Security required	Security held	Minerals	Current registered dealings and other notes
EL8958	Mining and Energy Group Pty Ltd	Current	3 March 2020	3 March 2024	$25,000	$25,000	Group 1	No registered dealings MEG Option
EL9403	Kali Metals Limited	Current	10 May 2022	10 May 2028	$10,000	$10,000	Group 1	No registered dealings
EL9507[15]	Kali Metals Limited	Current	10 January 2023	10 January 2029	$10,000	$10,000	Group 1	No registered dealings Exempted Area Operations (Pending)

Key:
EL = Exploration Licence
MEG Option means the option to acquire lithium rights pursuant to the MEG Term Sheet.

[15] Based on searches conducted on 12 October 2023.

Schedule F - Overlapping tenure and land interests for Priority Tenements[16]

Tenement	Third party tenements	Other land interests
Tallangatta Priority Tenements[17]		
EL007787	Nil.	WA1079: Extractive Industry Granite HR (SW & CJ Mulcahy Pty Ltd) (0.03%) WA1286: Extractive Industry Sedimentary HR (Trevor Nankervis) (0.33%) Restricted Crown Land (8.98%) Crown Land (undifferentiated) (19.65%) Government road (0.35%) Freehold (77.22%) Goulburn-Murray Water Corporation (100%)
Jingellic Priority Tenements[18]		
EL8958	Nil.	Freehold (96.19%) Crown (undifferentiated) (2.45%) Crown Land Enclosure Permits (0.81%) Crown Land Leases (0.19%) Crown Land Licences (0.57%) Crown Land Reserves (1.06%) State Forest (3.92%)
EL9403	Nil.	Crown Land (undifferentiated) (3.16%) Crown Land Enclosure Permits (0.57%) Crown Land Leases (0.55%) Crown Land Licences (0.03%) Crown Land Reserves (0.4%) Unknown Layer (0.02%) Freehold (89.51%) Mullengandra State Conservation Area (0.27%)

[16] Percentages represent percentage of encroachment on the relevant tenement. We have not included any overlapping interests where the overlap is <0.01% of the area of the Tenement.

[17] This is based on searches conducted on 4 August 2023.

[18] This is based on searches conducted on 4 August 2023.

Tenement	Third party tenements	Other land interests
		Woomargama State Conservation Area (2.45%) General Restriction on Mining - Woomargama Reserve (2.51%) General Restriction on Mining – Mullengandra Reserve (0.27%) State Forest (7.05%)
Karora Priority Tenements[19]		
E15/1423	E15/1620 applied for by Corona Minerals Pty Ltd (54.21%) L15/415 held by Avoca Mining Pty Ltd (0.53%)	PL N050023 Pastoral Lease (C) Woolibar (1.64%) R 41914 "C" Class Reserve Gravel (0.52%) FNA 15542 – Proposed Area for Extraction (1.99%) FNA 16907 – Proposed Section 91 Licence for Biological, Heritage and Geotechnical Studies (93.87%) Road (1.47%)
E15/828	L15/381 held by Avoca Mining Pty Ltd (0.43%) L15/386 held by Avoca Mining Pty Ltd (1.36%)	R 10305 "C" Class Reserve Common (5.98%) R 11692 "C" Class Reserve Water Act 57 Vic No 20 (0.24%)
E63/1728	L63/76 applied for by Avoca Mining Pty Ltd (0.32%)	R 17401 "C" Class Reserve Stock Route (3.08%) Road (0.78%)
E63/1881	E63/2267 applied for by LRL (Aust) Pty Ltd (100%) L63/73 held by Avoca Resources Pty Ltd (0.67%)	R 17401 "C" Class Reserve Stock Route (26.7%) R 17402 "C" Class Reserve Water (17.74%) R 4380"C" Class Reserve Cemetery (0.26%) Freehold Regional (0.02%) Road (6.67%)
M15/1806	E15/1620 applied for by Corona Minerals Pty Ltd (100%)	Nil
M15/1828	E15/1620 applied for by Corona Minerals Pty Ltd (99.88%) E15/1836 applied for by Jindalee Resources Limited (1.02%) E15/1837 applied for by Maximus Resources Ltd (0.12%)	PL N050023 Pastoral Lease (C) Woolibar (9.6%) R 21648 "C" Class Reserve Water (0.19%) R 33752 "C" Class Reserve Water Supply (0.78%) FNA 15542 – Proposed Area for Extraction (1.65%) FNA 16586 – Proposed Grant of Management Order over Reserve 21648 (0.19%) Closed road (0.04%) Road (5.79%)
M15/581	Nil	Nil

[19] Unless specified otherwise, this is based on searches conducted on 10 October 2023.

Tenement	Third party tenements	Other land interests
M15/639	Nil	R 21648 "C" Class Reserve Water Act 57 Vic No 20 (8.17%)
M15/786	Nil	Nil
M15/815	Nil	Nil
M63/366	Nil	R 4508 "C" Class Reserve Water (9.46%) P5H 26 Proposed 5(1)(h) Reserve (27.74%) Road (2.63%)
M63/515	L63/64 held by Avoca Mining Pty Ltd (0.06%) L63/74 applied for by Central Norseman Gold Corporation Pty Ltd (0.9%)	R 13140 "C" Class Reserve Common (36.71%) R 3314 "C" Class Reserve Water (0.33%) R 4295 "C" Class Reserve Recreation (0.37%) O 197/25 Timber Reserve (16.62%) FNA 16519 – Proposed Section 91 Licence for Access over UCL (0.05%) PSF 7 Proposed State Forest (36.63%) Old Coach Road (0.18%) Road (0.91%)
M63/516	Nil	R 14595 "C" Class Reserve Salvation Army (0.01%) R 2898 "C" Class Reserve Public Utility (0.03%) R 2899 "C" Class Reserve Public Utility (0.12%) R 3312 "C" Class Reserve Public Utility (0.14%) R 3314 "C" Class Reserve Water (0.42%) R 3315 "C" Class Reserve Recreation (0.45%) R 3761 "C" Class Reserve Roman Catholic Church (0.03%) R 3796 "C" Class Reserve Church Site Primitive Methodist (0.03%) R 4508 "C" Class Reserve Water (4.55%) Freehold Regional (0.27%) FNA 16519 – Proposed Section 91 Licence for Access over UCL (5.27%) P5H 26 Proposed 5(1)(h) Reserve (11.99%) 10 regional roads (between 0.03% and 1.99%)
P15/6664[20]	E15/1620 applied for by Corona Minerals Pty Ltd (100%)	Nil

[20] Based on search conducted on 26 October 2023.

Tenement	Third party tenements	Other land interests
P63/2025	Nil	R 13140 "C" Class Reserve Common (43.33%) O 197/25 Timber Reserve (43.33%) PSF 7 Proposed State Forest (43.33%)
P63/2064	Nil	R 13140 "C" Class Reserve Common (100%) PSF 7 Proposed State Forest (100%)
P63/2080	E63/2267 applied for by LRL (Aust) Pty Ltd (16.04%)	Nil
P63/2119	Nil	Nil
P63/2120	Nil	Nil
P63/2125	Nil	Nil
P63/2207	Nil	R 13140 "C" Class Reserve Common (1.37%) PSF 7 Proposed State Forest (1.37%)

Schedule G – Aboriginal Heritage Table

WA Aboriginal heritage[21]

No.	Tenement	Aboriginal Sites	Heritage Surveys
Aboriginal heritage registered sites and heritage surveys			
Kali and Mansen			
1	E45/3856-I	0	5
2	E45/4616-I	1	4
3	E45/5813	0	3
4	E45/6391	1	0
5	P15/6778[22]	0	0
Kalamazoo			
6	E45/4722-I	0	0
7	E45/4887	1	0
8	E45/4919	0	3
9	E45/5146	1	0
10	E45/5943	0	5
11	E45/5934	0	0
12	E45/5935	0	0

[21] Unless stated otherwise, based on searches conducted on 12 and 20 June 2023.

[22] Based on searches conducted on 2 November 2023.

No.	Tenement	Aboriginal Sites	Heritage Surveys
13	E45/4700	2	4
14	E45/5970	0	0
Karora			
15	E15/1037	0	0
16	E15/1094	0	0
17	E15/1197	0	0
18	E15/1199	0	1
19	E15/1203	0	0
20	E15/1223	0	0
21	E15/1260	0	0
22	E15/1298	0	0
23	E15/1402	0	0
24	E15/1423	0	2
25	E15/1448	0	0
26	E15/1458	0	0
27	E15/1459	0	0
28	E15/1461	0	0
29	E15/1462	0	0
30	E15/1464	0	0

No.	Tenement	Aboriginal Sites	Heritage Surveys
31	E15/1487	0	0
32	E15/1512	0	0
33	E15/1533	0	0
34	E15/1541	0	0
35	E15/1586	0	5
36	E15/1613	0	0
37	E15/1620	0	5
38	E15/1628	0	1
39	E15/1792	0	0
40	E15/1793	0	0
41	E15/1822	0	5
42	E15/1853	0	2
43	E15/1863	1	1
44	E15/1882	0	0
45	E15/1939	0	0
46	E15/1940	0	5
47	E15/786	0	1
48	E15/808	0	7
49	E15/810	0	0

No.	Tenement	Aboriginal Sites	Heritage Surveys
50	E15/828	1	1
51	E63/1051	0	0
52	E63/1117	0	0
53	E63/1142	0	0
54	E63/1165	0	0
55	E63/1712	0	0
56	E63/1724	0	0
57	E63/1725	0	0
58	E63/1726	0	0
59	E63/1727	0	0
60	E63/1728	0	3
61	E63/1738	0	0
62	E63/1756	0	0
63	E63/1763	0	1
64	E63/1876	0	0
65	E63/1881	1	5
66	E63/1900	0	0
67	E63/1901	0	0
68	E63/2108	0	0

No.	Tenement	Aboriginal Sites	Heritage Surveys
69	E63/2275	0	0
70	M15/1132	0	0
71	M15/1133	0	0
72	M15/1134	0	0
73	M15/1135	0	0
74	M15/1790	0	1
75	M15/1792	0	1
76	M15/1806	0	0
77	M15/1814	0	0
78	M15/1828	0	0
79	M15/1872	0	7
80	M15/1873	0	1
81	M15/225	0	1
82	M15/231	0	0
83	M15/289	0	1
84	M15/31	0	1
85	M15/325	0	0
86	M15/338	0	1
87	M15/348	0	7

No.	Tenement	Aboriginal Sites	Heritage Surveys
88	M15/351	0	1
89	M15/352	0	1
90	M15/375	0	6
91	M15/506	1	1
92	M15/507	0	1
93	M15/512	0	0
94	M15/528	0	0
95	M15/580	0	1
96	M15/581	0	1
97	M15/597	1	1
98	M15/610	0	6
99	M15/616	0	0
100	M15/620	0	1
101	M15/629	0	1
102	M15/639	0	1
103	M15/640	0	1
104	M15/642	0	7
105	M15/651	0	0
106	M15/665	0	1

No.	Tenement	Aboriginal Sites	Heritage Surveys
107	M15/680	0	4
108	M15/681	0	5
109	M15/682	0	1
110	M15/683	0	1
111	M15/684	0	1
112	M15/685	0	1
113	M15/710	0	0
114	M15/748	0	1
115	M15/757	0	1
116	M15/758	0	1
117	M15/786	0	1
118	M15/815	0	0
119	M15/817	0	4
120	M15/820	1	7
121	M63/165	1	0
122	M63/230	0	0
123	M63/236	1	0
124	M63/255	0	0
125	M63/269	0	0

No.	Tenement	Aboriginal Sites	Heritage Surveys
126	M63/279	0	0
127	M63/329	0	0
128	M63/366	0	0
129	M63/368	0	0
130	M63/515	0	0
131	M63/516	0	0
132	M63/660	0	0
133	M63/662	0	0
134	P15/5958	0	0
135	P15/5959	0	0
136	P15/6179	0	0
137	P15/6229	0	0
138	P15/6230	0	6
139	P15/6231	0	0
140	P15/6234	0	0
141	P15/6239	0	0
142	P15/6240	0	0
143	P15/6575	1	0
144	P15/6582	0	0

No.	Tenement	Aboriginal Sites	Heritage Surveys
145	P15/6657	0	0
146	P15/6658	0	0
147	P15/6664[23]	0	0
148	P63/1468	0	0
149	P63/1587	0	0
150	P63/1588	0	0
151	P63/1589	0	0
152	P63/1590	0	0
153	P63/1591	0	0
154	P63/1592	0	0
155	P63/1593	0	0
156	P63/1594	0	0
157	P63/2011	1	0
158	P63/2012	0	0
159	P63/2013	1	0
160	P63/2014	1	0
161	P63/2015	0	0
162	P63/2021	0	0

[23] Based on searches conducted on 26 October 2023.

No.	Tenement	Aboriginal Sites	Heritage Surveys
163	P63/2022	0	0
164	P63/2023	0	0
165	P63/2024	0	0
166	P63/2025	0	0
167	P63/2050	1	0
168	P63/2051	1	0
169	P63/2064	0	0
170	P63/2067	1	0
171	P63/2080	0	1
172	P63/2094	0	0
173	P63/2095	0	4
174	P63/2097	0	0
175	P63/2100	0	0
176	P63/2101	0	4
177	P63/2102	0	0
178	P63/2119	0	0
179	P63/2120	0	0
180	P63/2121	1	0
181	P63/2122	1	0

No.	Tenement	Aboriginal Sites	Heritage Surveys
182	P63/2125	0	0
183	P63/2126	0	0
184	P63/2203	1	0
185	P63/2204	1	0
186	P63/2205	0	0
187	P63/2206	1	0
188	P63/2207	0	0
189	P63/2208	0	0
190	P63/2209	0	0
191	P63/2210	0	0
192	P63/2211	0	0
193	P63/2232	0	0
194	P63/2233	0	0
195	P63/2234	0	0
196	P63/2235	0	0
197	P63/2236	0	0
198	P63/2237	0	0
199	P63/2241	1	0
200	P63/2242	1	0

No.	Tenement	Aboriginal Sites	Heritage Surveys
201	P63/2243	0	0
202	P63/2244	0	0
203	P63/2245	0	4
204	P63/2246	0	4
205	P63/2247	0	0
206	P63/2248	0	0
207	P63/2249	0	0
208	P63/2250	1	0
209	P63/2251	0	0
210	P63/2252	2	0
211	P63/2253	1	0
212	P63/2254	1	0
213	P63/2255	0	0
214	P63/2256	0	0
215	P63/2257	0	4
216	P63/2258	0	4
217	P63/2260	0	0

NSW Aboriginal heritage[24]

No.	Tenement	Aboriginal sites
218	EL9403	~31
219	EL9507	0
220	EL8958	2

Victorian Aboriginal heritage[25]

No.	Tenement	Aboriginal sites	Cultural Heritage Sensitivity
Aboriginal heritage registered sites and heritage surveys			
221	EL007784	0	Areas of cultural heritage sensitivity, including alongside water bodies
222	EL007786	0	Areas of cultural heritage sensitivity, including alongside water bodies
223	EL007787	0	Areas of cultural heritage sensitivity, including alongside water bodies

[24] Based on searches conducted on 20 June 2023.
[25] Based on searches conducted on 16 May 2023.

Schedule H – Native Title Table

Native Title holder/claimant	NNTT number	Determination or application	Registration status	Affected tenements (and % affected)[26]
Native Title Claims / Determinations				
Nyamal People #1	WCD2019/010	Determination	Registered on 24 September 2019	**Pear Creek Tenements:** E45/3856-I (76.78%), E45/4616-I (99.79%), E45/5813 (61.07%), E45/6391 (100%) **Kalamazoo Tenements:** E45/4700 (100%), E45/5943 (44.68%), E45/5970 (100%)
Nyamal People #10	WCD2019/011	Determination	Registered on 24 September 2019	**Pear Creek Tenements:** E45/3856-I (23.22%), E45/4616-I (0.21%), E45/5813 (38.93%) **Kalamazoo Tenements:** E45/4722-I (100%), E45/4887 (100%), E45/4919 (100%), E45/5146 (100%), E45/5934 (100%), E45/5935 (100%), E45/5943 (55.32%)
Ngadju	WCD2014/004	Determination	Registered on 21 November 2014	**Karora Tenements:** E15/1037 (100%), E15/1094 (89.46%), E15/1199 (100%), E15/1203 (98.89%), E15/1223 (19.16%), E15/1260 (0.12%), E15/1298 (100%), E15/1402 (100%), E15/1448 (100%), E15/1458 (E15/1458-I) (100%), E15/1459 (E15/1459-I) (100%), E15/1461 (77.13%), E15/1462 (100%), E15/1464 (100%), E15/1487 (100%), E15/1541 (16.86%), E15/1628 (100%), E15/1793 (100%), E15/1822 (65.30%), E15/1857 (4.99%), E15/1863 (100%), E15/1940 (65.30%), E15/810 (100%), E15/828 (86.59%), E63/1051 (100%), E63/1117 (99.44%), E63/1142 (100%), E63/1165 (100%), E63/1712 (100%), E63/1724 (99.71%), E63/1725 (100%), E63/1726 (100%), E63/1727 (100%), E63/1728 (99.22%), E63/1738 (E63/1738-I) (100%), E63/1756 (100%), E63/1763 (99.44), E63/1876 (98.93%), E63/1881 (93.30%), E63/1900 (99.65%), E63/1901 (99.25%), E63/2108 (95.14%), E63/2275 (95.41%), M15/1132 (99.94%), M15/1133 (100%), M15/1134 (100%), M15/1135 (100%), M15/1814 (100%), M15/1873 (100%), M15/506 (1.26%), M15/507 (44.05%), M15/581 (81.38%), M15/597 (97.03%), M15/620 (71.08%), M15/629 (48.29%), M15/639 (40.48%), M15/640

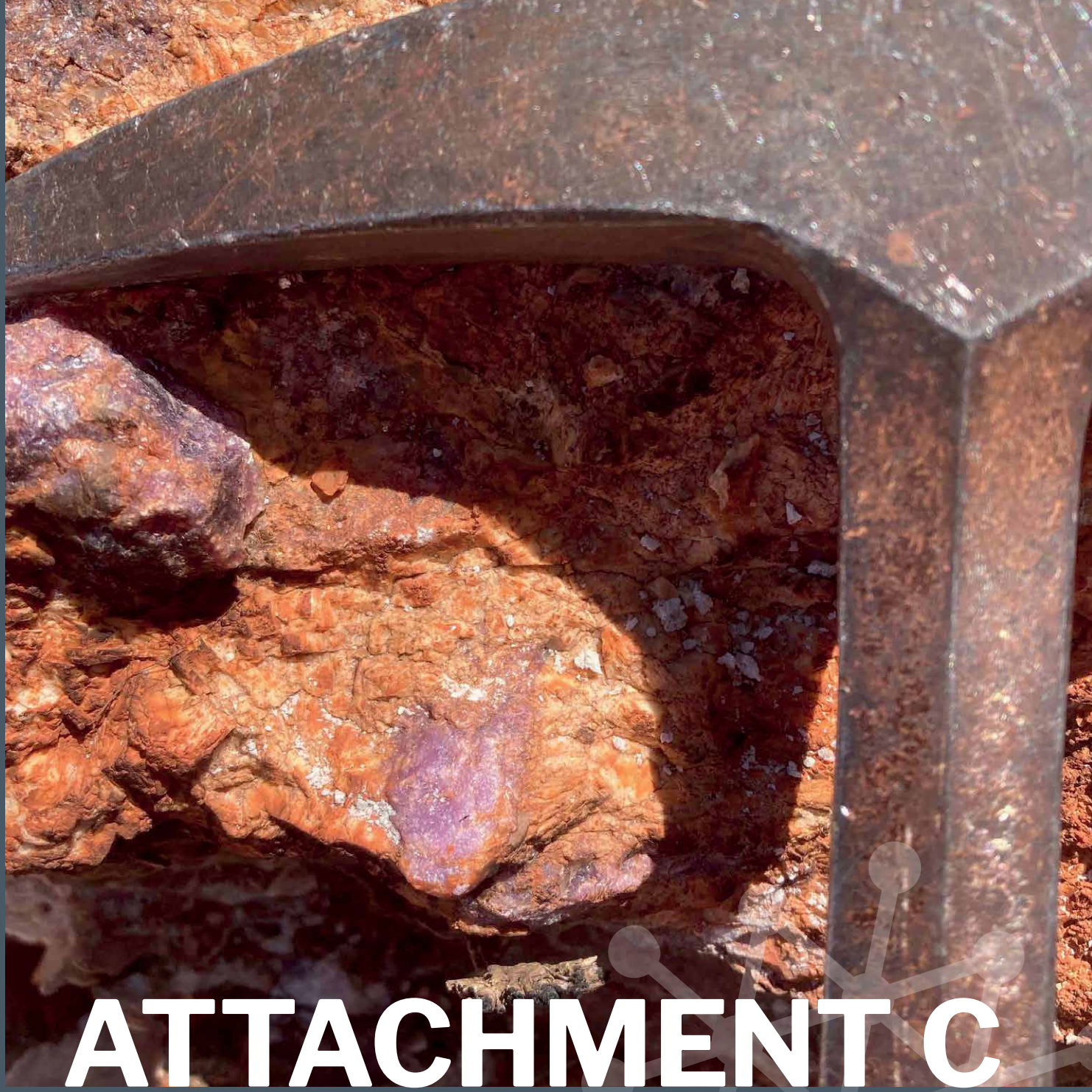
[26] Unless stated otherwise, based on searches conducted on 12 and 20 June 2023.

Native Title holder/claimant	NNTT number	Determination or application	Registration status	Affected tenements (and % affected)[26]
				(3.29%), M15/651 (100%), M15/681 (61.82%), M15/710 (100%), M15/815 (100%), M15/817 (0.02%), M63/165 (100%), M63/230 (100%), M63/236 (100%), M63/255 (100%), M63/269 (100%), M63/279 (100%), M63/329 (100%), M63/366 (M63/366-I) (97.37%), M63/368 (97.32%), M63/515 (M63/515-I) (98.11%), M63/516 (M63/516-I) (96.05%), M63/660 (100%), M63/662 (100%), P15/5958 (100%), P15/6179 (100%), P15/6575 (100%), P15/6658 (100%), P63/1468 (100%), P63/1587 (100%), P63/1588 (100%), P63/1589 (100%), P63/1590 (100%), P63/1591 (100%), P63/1592 (100%), P63/1593 (100%), P63/1594 (100%), P63/2011 (100%), P63/2012 (100%), P63/2013 (100%), P63/2014 (100%), P63/2015 (100%), P63/2021 (100%), P63/2022 (97.36%), P63/2023 (100%), P63/2024 (100%), P63/2025 (99.80%), P63/2050 (100%), P63/2051 (100%), P63/2064 (100%), P63/2067 (100%), P63/2080 (100%), P63/2094 (100%), P63/2095 (87.82%), P63/2097 (100%), P63/2100 (100%), P63/2101 (94.91%), P63/2102 (98.66%), P63/2119 (100%), P63/2120 (100%), P63/2121 (100%), P63/2122 (100%), P63/2125 (100%), P63/2126 (100%), P63/2203 (100%), P63/2204 (100%), P63/2205 (100%), P63/2206 (100%), P63/2207 (100%), P63/2208 (100%), P63/2209 (100%), P63/2210 (100%), P63/2211 (100%), P63/2232 (100%), P63/2233 (100%), P63/2234 (100%), P63/2235 (100%), P63/2236 (100%), P63/2237 (100%), P63/2241 (100%), P63/2242 (100%), P63/2243 (97.74%), P63/2244 (100%), P63/2245 (96.89%), P63/2246 (78.17%), P63/2247 (100%), P63/2248 (100%), P63/2249 (100%), P63/2250 (100%), P63/2251 (100%), P63/2252 (69.23%), P63/2253 (100%), P63/2254 (100%), P63/2255 (100%), P63/2256 (100%), P63/2257 (89.75%), P63/2258 (94.15%), P63/2260 (95.89%)
Marlinyu Ghoorlie	WC2017/007	Application	Application registered from 28 March 2019	**Karora Tenements:** E15/1423 (100%), E15/1620 (100%), E15/808 (38.33%), M15/1806 (100%), M15/1828 (100%), M15/1872 (88/09%), P15/6657 (0.18%), P15/6664 (100%)[27] **Mansen Tenement:** P15/6778 (100%)[28]

[27] Based on searches conducted on 26 October 2023.

[28] Based on searches conducted on 2 November 2023.

Native Title holder/claimant	NNTT number	Determination or application	Registration status	Affected tenements (and % affected)[26]
Ngadju Part B	WCD2017/002	Determination	Registered on 17 July 2017	**Karora Tenements:** E15/1094 (10.17%), E15/1197 (100%), E15/1223 (80.84%), E15/1260 (99.88%), E15/1461 (22.64%), E15/1512 (100%), E15/1533 (100%), E15/1541 (83.11%), E15/1586 (93.17%), E15/1613 (100%), E15/1792 (100%), E15/1822 (32.88%), E15/1853 (98.93%), E15/1857 (94.40%), E15/1882 (100%), E15/1939 (95.82%), E15/1940 (32.88%), E15/786 (100%), E15/808 (60.35%), E15/828 (13.41%), M15/1790 (100%), M15/1792 (93.58%), M15/1872 (11.91%), M15/225 (100%), M15/231 (100%), M15/289 (100%), M15/31 (100)%, M15/325 (100%), M15/338 (100%), M15/348 (97.63%), M15/351 (99.52%), M15/352 (93.42%), M15/375 (94.39%), M15/506 (97.46%), M15/507 (55.60%), M15/512 (97.00%), M15/528 (96.71%), M15/580 (98.57%), M15/581 (18.62%), M15/597 (2.97%), M15/610 (95.61%), M15/616 (100%), M15/620 (28.92%), M15/629 (51.71%), M15/639 (59.52%), M15/640 (96.58%), M15/642 (97.92%), M15/665 (99.51%), M15/680 (99.17%), M15/681 (36.21%), M15/682 (99.70%), M15/683 (100%), M15/684 (100%), M15/685 (100%), M15/748 (100%), M15/757 (100%), M15/758 (100%), M15/786 (100%), M15/817 (96.78%), M15/820 (96.85%), P15/5959 (97.50%), P15/6229 (100%), P15/6230 (97.69%), P15/6231 (98.99%), P15/6234 (100%), P15/6239 (100%), P15/6240 (100%), P15/6582 (100%), P15/6657 (37.59%)



ATTACHMENT C

Independent Limited Assurance Report

Attachment C – Independent Limited Assurance Report

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KALI METALS LIMITED
Independent Limited Assurance Report

2 November 2023

2 November 2023

The Directors
Kali Metals Limited
16 Douro Place
West Perth, WA, 6005

Dear Directors

INDEPENDENT LIMITED ASSURANCE REPORT

1. INTRODUCTION

BDO Corporate Finance (WA) Pty Ltd (**'BDO'**) has been engaged by Kali Metals Limited (**'Kali Metals'** or **'the Company'**) to prepare this Independent Limited Assurance Report (**'Report'**) in relation to certain financial information of Kali Metals, for the Initial Public Offering of shares in Kali Metals, for inclusion in the Prospectus.

Broadly, the Prospectus will offer up to 60 million Shares at an issue price of $0.25 each to raise up to $15 million before costs (**'the Offer'**). The Offer is subject to a minimum subscription level of 48 million Shares to raise $12 million.

Expressions defined in the Prospectus have the same meaning in this Report. BDO holds an Australian Financial Services Licence (AFS Licence Number 316158) and our Financial Services Guide (**'FSG'**) has been included in this Report in the event you are a retail investor. Our FSG provides you with information on how to contact us, our services, remuneration, associations, and relationships.

This Report has been prepared for inclusion in the Prospectus. We disclaim any assumption of responsibility for any reliance on this Report or on the Financial Information to which it relates for any purpose other than that for which it was prepared.

2. SCOPE

You have requested BDO to perform a limited assurance engagement in relation to the historical and pro forma historical financial information described below.

The historical and pro forma historical financial information is presented in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act 2001.

You have requested BDO to review the following historical financial information (together the **'Historical Financial Information'**) of Kali Metals:

- the audited historical Statements of Profit or Loss and Other Comprehensive Income and Statements of Cash flows for the period from incorporation to 30 June 2022 and the year ended 30 June 2023; and
- the audited historical Statements of Financial Position as at 30 June 2022 and 30 June 2023.

The Historical Financial Information has been prepared in accordance with the stated basis of preparation, being the recognition and measurement principles contained in Australian Accounting Standards and the company's adopted accounting policies.

The Historical Financial Information has been extracted from the financial report of Kali Metals for the audited historical financial statements for the period from incorporation to 30 June 2022 and the year ended 30 June 2023. The financial reports were audited by BDO Audit (WA) Pty Ltd (**'BDO Audit'**) in accordance with the Australian Auditing Standards.

BDO Audit issued an unmodified audit opinion on the financial reports for the periods ended 30 June 2022 and 30 June 2023 with an emphasis of matter for a material uncertainty related to going concern in both reports. However, the audit opinions were not modified in respect of these matters.

Pro Forma Historical Financial Information

You have requested BDO to review the following pro forma historical financial information (the **'Pro Forma Historical Financial Information'**) of Kali Metals included in the Prospectus:

- the pro forma historical Statement of Financial Position as at 30 June 2023.

The Pro Forma Historical Financial Information has been derived from the Historical Financial Information of Kali Metals, after adjusting for the effects of the subsequent events described in Section 6 of this Report and the pro forma adjustments described in Section 7 of this Report.

The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the events or transactions to which the pro forma adjustments relate, as described in Section 7 of this Report, as if those events or transactions had occurred as at the date of the historical financial information.

Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position or financial performance.

The Pro Forma Historical Financial Information has been compiled by Kali Metals to illustrate the impact of the events or transactions described in Section 6 and Section 7 of the Report on Kali Metals' financial position as at 30 June 2023. As part of this process, information about the Company's financial position has been extracted by Kali Metals from their financial statements for the year ended 30 June 2023.

3. DIRECTORS' RESPONSIBILITY

The directors of Kali Metals are responsible for the preparation and presentation of the Historical Financial Information and Pro Forma Historical Financial Information, including the selection and determination of pro forma adjustments made to the Historical Financial Information and included in the Pro Forma Historical Financial Information. This includes responsibility for such internal controls as the directors determine are necessary to enable the preparation of Historical Financial Information and Pro

Forma Historical Financial Information are free from material misstatement, whether due to fraud or error.

4. OUR RESPONSIBILITY

Our responsibility is to express limited assurance conclusions on the Historical Financial Information and the Pro Forma Historical Financial Information. We have conducted our engagement in accordance with the Standard on Assurance Engagement ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

Our limited assurance procedures consisted of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we do not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or limited assurance reports on any financial information used as a source of the financial information.

5. CONCLUSION

Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Historical Financial Information, as described in the Appendices to this Report, is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

Pro Forma Historical Financial information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Financial Information, as described in the Appendices to this Report, is not presented fairly, in all material respects, in accordance with the stated basis of preparation, as described in Section 2 of this Report.

6. SUBSEQUENT EVENTS

The pro-forma statement of financial position reflects the following events that have occurred subsequent to the period ended 30 June 2023:

- On 2 May 2023, Kali Metals entered into a shareholder's deed with Kalamazoo Resources Limited (**'KZR'**) and Karora Resources Limited (**'KRR'**), which provided for the issue of 1,000,000 Shares each to KZR and KRR at an issue price of $0.05 per Share (collectively, **'the Founder Shares'**). The issue of the Founder Shares was in consideration for an aggregate of $100,000 of funding provided by KZR and KRR, which was included within Kali Metals' borrowings balance as at 30 June 2023. The issue of Founder Shares and settlement of the $100,000 will only occur in conjunction with the listing of Kali Metals, and therefore has been considered to be a subsequent event.
- Kali Metals received commitments for a pre-IPO seed capital raising of $1.64 million via the issue of 13,120,000 Shares at an issue price of $0.125 (**'Seed Raising'**) from sophisticated, institutional and professional investors introduced by KZR and KRR. The Seed Raising shares will be issued

subject to the lodgment of this Prospectus, and therefore has been considered to be a subsequent event.

- On various dates subsequent to 30 June 2023, Kali Metals entered into certain agreements (collectively **'the Acquisition Agreements'**) comprising:
    - a tenement sale agreement with KZR for the acquisition of the DOM's Hill and Marble Bar Projects held by KZR in exchange for 37,862,900 Shares to KZR;
    - a share sale agreement with Avoca Mining Pty Ltd (**'Avoca'**) (a subsidiary of KRR) for the acquisition of a newly incorporated entity, Karora (Lithium) Pty Ltd (**'KRR Lithium'**), which in turn has entered into mineral rights agreements with other KRR subsidiaries for the grant of mineral rights for lithium ore over the Higginsville Project held by KRR. The total consideration shares payable to KRR is 30,797,000 Shares with KRR having the additional right to subscribe for a further 66,345 Shares on completion of the share sale agreement; and
    - a tenement sale agreement with an individual prospector (**'Mansen'**), for the acquisition of a prospecting licence (**'Mansen Licence'**) in exchange for cash consideration of $75,000 and the issue of 300,000 Shares to Mansen.

  It is intended that the Shares issued as part of the consideration for the Acquisition Agreements (**'Consideration Shares'**) will be issued contemporaneously with the listing of Kali Metals.
- Kali Metals entered into a deed of loan forgiveness with KZR for its intercompany loan balance of $1,481,365. The forgiving of the loan is recognized as a gain in accumulated losses.
- On various dates subsequent to 30 June 2023, Kali Metals entered into unsecured loan agreements with KZR and Avoca, respectively (**'Loan Agreements'**), for facilities of up to $300,000 each in order to fund the ongoing costs of the Offer and upfront working capital. The loans are intended to be paid back from funds received from the Seed Raising, which are held in trust prior to the Company's listing. Given the cash costs of the Offer are already considered within our pro-forma statement of financial position (see Section 7), the net asset position of Kali Metals remains unchanged as a result of Kali Metals entering into the Loan Agreements, and therefore, we have not included an adjustment in this regard.

Apart from the matters dealt with in this Report, and having regard to the scope of this Report and the information provided by the Directors, to the best of our knowledge and belief no other material transaction or event outside of the ordinary business of Kali Metals not described above, has come to our attention that would require comment on, or adjustment to, the information referred to in our Report or that would cause such information to be misleading or deceptive.

7. ASSUMPTIONS ADOPTED IN COMPILING THE PRO-FORMA STATEMENT OF FINANCIAL POSITION

The pro forma historical Statement of Financial Position is shown in Appendix 1. This has been prepared based on the financial statements as at 30 June 2023, the subsequent events set out in Section 6, and the following transactions and events relating to the issue of Shares under this Prospectus:

- The issue of 48,000,000 Shares at an offer price of $0.25 each to raise $12 million before costs pursuant to the Prospectus, based on the minimum subscription.
- The issue of 60,000,000 Shares at an offer price of $0.25 each to raise $15 million before costs pursuant to the Prospectus, based on the maximum subscription.
- Costs of the Offer are estimated to be $1,645,296 based on the minimum subscription. The costs of the Offer not directly attributable to the capital raising are expensed through accumulated losses while the remainder is offset against contributed equity. The portion of costs expensed and capitalised is $1,075,296 and $570,000, respectively.
- Costs of the Offer are estimated to be $1,791,239 based on the maximum subscription. The portion of costs expensed and capitalised is $1,078,739 and $712,500, respectively.
- The issue of performance rights (**'Rights'**) to Directors and Management as part of the Company's incentive plan, which based on the fully diluted issued capital of Kali Metals following the Offer, is estimated to be 10,520,786 Rights on issue based on the minimum subscription and 11,476,162 Rights on issue based on the maximum subscription.
- The issue of options to the joint lead managers (**'Advisor Options'**) comprising:
    - Such number of Advisor Options as is equal to 0.5% of the Shares on issue upon completion of the Offer exercisable at a 50% premium to the Offer Price on or before the second anniversary of their issue date;
    - Such number of Advisor Options as is equal to 1.0% of the Shares on issue upon completion of the Offer exercisable at a 75% premium to the Offer Price on or before the second anniversary of their issue date; and
    - Such number of Advisor Options as is equal to 1.0% of the Shares on issue upon completion of the Offer exercisable at a 100% premium to the Offer Price on or before the second anniversary of their issue date.

  For the purpose of the Pro Forma Statement of Financial Position, we have calculated the number of Advisor Options on a fully diluted basis after the issue of all shares and assuming vesting of all Rights. On that basis, it is estimated that Kali Metals will issue 3,658,132 Advisor Options based on the minimum subscription and 3,990,321 Advisor Options based on the maximum subscription.

8. INDEPENDENCE

BDO is a member of BDO International Ltd. BDO does not have any interest in the outcome of the Offer other than in connection with the preparation of this Report and participation in due diligence procedures, for which professional fees will be received. BDO is the auditor of Kali Metals and from time to time, BDO also provides Kali Metals with certain other professional services for which normal professional fees are received.

9. DISCLOSURES

This Report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to be a substitute for professional advice and potential investors should not make specific investment decisions in reliance on the information contained in this Report. Before acting or relying on any information, potential investors should consider whether it is appropriate for their objectives, financial situation or needs.

Without modifying our conclusions, we draw attention to Section 2 of this Report, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for another purpose.

BDO has consented to the inclusion of this Report in the Prospectus in the form and context in which it is included. At the date of this Report this consent has not been withdrawn. However, BDO has not authorised the issue of the Prospectus. Accordingly, BDO makes no representation regarding, and takes no responsibility for, any other statements or material in or omissions from the Prospectus.

Yours faithfully

BDO Corporate Finance (WA) Pty Ltd

Adam Myers
Director

APPENDIX 1

KALI METALS LIMITED

PRO-FORMA HISTORICAL STATEMENT OF FINANCIAL POSITION

Statement of Financial Position	Note	Audited as at 30-Jun-23 $	Subsequent events $	Pro-forma adjustments Minimum $	Pro-forma adjustments Maximum $	Pro-forma after Offer Minimum $	Pro-forma after Offer Maximum $
CURRENT ASSETS							
Cash and cash equivalents	2	91,931	1,565,000	10,354,704	13,208,761	12,011,635	14,865,692
Trade and other receivables		13,077	-	-	-	13,077	13,077
Other current assets		4,284	-	-	-	4,284	4,284
TOTAL CURRENT ASSETS		**109,292**	**1,565,000**	**10,354,704**	**13,208,761**	**12,028,996**	**14,883,053**
NON CURRENT ASSETS							
Exploration and evaluation assets	3	717,218	17,331,561	-	-	18,048,779	18,048,779
TOTAL NON CURRENT ASSETS		**717,218**	**17,331,561**	**-**	**-**	**18,048,779**	**18,048,779**
TOTAL ASSETS		**826,510**	**18,896,561**	**10,354,704**	**13,208,761**	**30,077,775**	**32,931,832**
CURRENT LIABILITIES							
Trade and other payables		347,732	-	-	-	347,732	347,732
Borrowings	4	1,581,365	(1,581,365)	-	-	-	-
TOTAL CURRENT LIABILITIES		**1,929,097**	**(1,581,365)**	**-**	**-**	**347,732**	**347,732**
TOTAL LIABILITIES		**1,929,097**	**(1,581,365)**	**-**	**-**	**347,732**	**347,732**
NET ASSETS/(LIABILITIES)		**(1,102,587)**	**20,477,926**	**10,354,704**	**13,208,761**	**29,730,043**	**32,584,100**
EQUITY							
Contributed equity	5	100	18,996,561	11,430,000	14,287,500	30,426,661	33,284,161
Accumulated losses	6	(1,102,687)	1,481,365	(4,074,964)	(4,350,802)	(3,696,286)	(3,972,124)
Reserves	7	-	-	2,999,668	3,272,063	2,999,668	3,272,063
TOTAL EQUITY		**(1,102,587)**	**20,477,926**	**10,354,704**	**13,208,761**	**29,730,043**	**32,584,100**

The cash and cash equivalents balance above does not account for working capital movements over the period from 30 June 2023 until completion, other than the subsequent events and pro forma adjustments detailed in Section 6 and Section 7 of our Report.

We note that subsequent to balance date of 30 June 2023, Kali Metals entered into the Loan Agreements primarily to fund the costs of the Offer. The Loan Agreements are intended to be paid back from funds received from the Seed Raising, which is held in trust prior to the IPO. As this loan relates to upfront working capital requirements, and given the cash costs of the Offer are already considered within our pro-forma statement of financial position, the net asset position of Kali Metals remains unchanged, and therefore, we have not included an adjustment in this regard.

The pro-forma statement of financial position after the Offer is as per the Statement of Financial Position before the Offer adjusted for any subsequent events and the transactions relating to the issue of Shares pursuant to this Prospectus. The pro-forma Statement of Financial Position is to be read in conjunction with

the notes to and forming part of the historical financial information set out in Appendix 5 and prior year financial information set out in Appendix 2, 3 and 4.

APPENDIX 2

KALI METALS LIMITED

HISTORICAL STATEMENT OF LOSS AND OTHER COMPREHENSIVE LOSS

Statement of Loss and Other Comprehensive Loss	Audited for the year ended 30-Jun-23 $	Audited for the period* ended 30-Jun-22 $
Other income	-	-
Expenses		
Impairment of exploration and evaluation assets	(748,931)	(22,555)
Other expenses	(319,201)	(12,000)
Loss before income tax expense	**(1,068,132)**	**(34,555)**
Income tax benefit/(expense)	-	-
Net Loss for the period	**(1,068,132)**	**(34,555)**
Other comprehensive income/(loss)		
Items that will not be reclassified to profit or loss	-	-
Items that may be reclassified subsequently to profit or loss	-	-
Other comprehensive income, net of tax	**-**	**-**
Total comprehensive loss for the period attributable to the owners of Kali Metals	**(1,068,132)**	**(34,555)**

**Period commences from date of the Company's incorporation of 31 August 2021*

The above Historical Statement of Loss and Other Comprehensive Loss shows the historical financial performance of Kali Metals and is to be read in conjunction with the notes to and forming part of the Historical Financial Information set out in Appendix 5. Past performance is not a guide to future performance.

Attachment C – Independent Limited Assurance Report continued

APPENDIX 3

KALI METALS LIMITED

HISTORICAL STATEMENT OF CASH FLOWS

Statement of Cash Flows	Audited for the year ended 30-Jun-23 $	Audited for the period* ended 30-Jun-22 $
Cash flows from operating activities		
Payments to suppliers and employees	(33,626)	-
Net cash flows from operating activities	**(33,626)**	**-**
Cash flows from investing activities		
Payments for exploration and evaluation assets	(308,865)	(347,033)
Net cash flows (used in) investing activities	**(308,865)**	**(347,033)**
Cash flows from financing activities		
Proceeds from issue of shares (net of transaction costs)	-	100
Proceeds from borrowings	100,000	-
Proceeds from related parties	334,332	347,033
Net cash flows (used in)/from financing activities	**434,332**	**347,133**
Net increase/(decrease) in cash and cash equivalents	**91,831**	**100**
Cash at the beginning of the period	**100**	-
Cash at the end of the period	**91,931**	**100**

**Period commences from date of the Company's incorporation of 31 August 2021.*

APPENDIX 4
KALI METALS LIMITED

HISTORICAL STATEMENT OF FINANCIAL POSITION

Statement of Financial Position	Audited as at 30-Jun-23 $	Audited as at 30-Jun-22 $
CURRENT ASSETS		
Cash and cash equivalents	91,931	100
Trade and other receivables	13,077	-
Other current assets	4,284	-
TOTAL CURRENT ASSETS	**109,292**	**100**
NON CURRENT ASSETS		
Exploration and evaluation assets	717,218	1,124,478
TOTAL NON CURRENT ASSETS	**717,218**	**1,124,478**
TOTAL ASSETS	**826,510**	**1,124,578**
CURRENT LIABILITIES		
Trade and other payables	347,732	12,000
Borrowings	1,581,365	1,147,033
TOTAL CURRENT LIABILITIES	**1,929,097**	**1,159,033**
TOTAL LIABILITIES	**1,929,097**	**1,159,033**
NET ASSETS/(LIABILITIES)	**(1,102,587)**	**(34,455)**
EQUITY		
Contributed equity	100	100
Accumulated losses	(1,102,687)	(34,555)
TOTAL EQUITY	**(1,102,587)**	**(34,455)**

APPENDIX 5

KALI METALS LIMITED

NOTES TO AND FORMING PART OF THE HISTORICAL FINANCIAL INFORMATION

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

The significant accounting policies adopted in the preparation of the historical financial information included in this Report have been set out below.

a) Basis of preparation of historical financial information

The historical financial information has been prepared in accordance with the recognition and measurement, but not all the disclosure requirements of the Australian equivalents to International Financial Reporting Standards ('**AIFRS**'), other authoritative pronouncements of the Australian Accounting Standards Board, Australian Accounting Interpretations and the Corporations Act 2001.

The financial information has also been prepared on a historical cost basis, except for derivatives and available-for-sale financial assets that have been measured at fair value. The carrying values of recognised assets and liabilities that are hedged are adjusted to record changes in the fair value attributable to the risks that are being hedged. Non-current assets and disposal group's held-for-sale are measured at the lower of carrying amounts and fair value less costs to sell.

b) Going Concern

The historical financial information has been prepared on a going concern basis, which contemplates the continuity of normal business activity and the realisation of assets and the settlement of liabilities in the normal course of business.

The ability of the Company to continue as a going concern is dependent on the success of the fundraising under the Prospectus. The Directors believe that the Company will continue as a going concern. As a result the financial information has been prepared on a going concern basis. However should the fundraising under the Prospectus be unsuccessful, the entity may not be able to continue as a going concern. No adjustments have been made relating to the recoverability and classification of liabilities that might be necessary should the Company not continue as a going concern.

c) Reporting Basis and Conventions

The report is also prepared on an accrual basis and is based on historic costs and does not take into account changing money values or, except where specifically stated, current valuations of non-current assets.

The following is a summary of the material accounting policies adopted by the company in the preparation of the financial report. The accounting policies have been consistently applied, unless otherwise stated.

d) Principles of consolidation

The consolidated financial statements incorporate the assets, liabilities and results of entities controlled by Kali Metals at the end of the reporting period. A controlled entity is any entity over which Kali Metals has the power to govern the financial and operating policies so as to obtain benefits from the entity's activities. Control will generally exist when the parent owns, directly or indirectly through subsidiaries,

more than half of the voting power of an entity. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are also considered.

Where controlled entities have entered or left the Group during the year, the financial performance of those entities are included only for the period of the year that they were controlled.

In preparing the consolidated financial statements, all inter-group balances and transactions between entities in the consolidated group have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

Non-controlling interests, being the equity in a subsidiary not attributable, directly or indirectly, to a parent, are shown separately within the Equity section of the consolidated statement of financial position and statement of financial performance. The non-controlling interests in the net assets comprise their interests at the date of the original business combination and their share of changes in equity since that date.

Business combinations

Business combinations occur where an acquirer obtains control over one or more businesses and results in the consolidation of its assets and liabilities.

A business combination is accounted for by applying the acquisition method, unless it is a combination involving entities or businesses under common control. The acquisition method requires that for each business combination one of the combining entities must be identified as the acquirer (i.e. parent entity). The business combination will be accounted for as at the acquisition date, which is the date that control over the acquiree is obtained by the parent entity. At this date, the parent shall recognise, in the consolidated accounts, and subject to certain limited exceptions, the fair value of the identifiable assets acquired and liabilities assumed. In addition, contingent liabilities of the acquiree will be recognised where a present obligation has been incurred and its fair value can be reliably measured.

The acquisition may result in the recognition of goodwill or a gain from a bargain purchase. The method adopted for the measurement of goodwill will impact on the measurement of any non-controlling interest to be recognised in the acquiree where less than 100% ownership interest is held in the acquiree.

The acquisition date fair value of the consideration transferred for a business combination plus the acquisition date fair value of any previously held equity interest shall form the cost of the investment in the separate financial statements. Consideration may comprise the sum of the assets transferred by the acquirer, liabilities incurred by the acquirer to the former owners of the acquiree and the equity interests issued by the acquirer.

Fair value uplifts in the value of pre-existing equity holdings are taken to the statement of financial performance. Where changes in the value of such equity holdings had previously been recognised in other comprehensive income, such amounts are recycled to profit or loss.

Included in the measurement of consideration transferred is any asset or liability resulting from a contingent consideration arrangement. Any obligation incurred relating to contingent consideration is classified as either a financial liability or equity instrument, depending upon the nature of the arrangement. Rights to refunds of consideration previously paid are recognised as a receivable. Subsequent to initial recognition, contingent consideration classified as equity is not re-measured and its subsequent settlement is accounted for within equity. Contingent consideration classified as an asset or a

liability is re-measured each reporting period to fair value through the statement of financial performance unless the change in value can be identified as existing at acquisition date.

All transaction costs incurred in relation to the business combination are expensed to the statement of financial performance.

e) Income Tax

The income tax expense or benefit (revenue) for the period is the tax payable on the current period's taxable income based on the national income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses.

The charge for current income tax expenses is based on the profit for the year adjusted for any non-assessable or disallowed items. It is calculated using tax rates that have been enacted or are substantively enacted by the balance sheet date.

Deferred tax is accounted for using the balance sheet liability method in respect of temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. No deferred income tax will be recognized from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets are recognised to the extent that it is probable that future tax profits will be available against which deductible temporary differences can be utilised.

The amount of benefits brought to account or which may be realised in the future is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the economic entity will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

f) Cash and Cash Equivalents

Cash and cash equivalents includes cash at bank and in hand, deposits held at call with financial institutions, other short-term highly liquid deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

g) Trade and other receivables

Trade receivables are recognised as the amount receivable and are due for settlement no more than 90 days from the date of recognition. Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off against the receivable directly unless a provision for impairment has previously been recognised.

A provision for impairment of receivables is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of receivables. The amount of the provision is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the effective interest rate.

Loans granted are recognised at the amount of consideration given or the cost of services provided to be reimbursed.

h) Revenue Recognition

Revenues are recognised at fair value of the consideration received net of the amount of GST.

Interest

Revenue is recognised as interest accrues using the effective interest method. The effective interest method uses the effective interest rate which is the rate that exactly discounts the estimated future cash receipts over the expected life of the financial asset.

i) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is more likely than not that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

j) Trade and Other Payables

Liabilities are recognised for amounts to be paid in the future for goods or services received, whether or not billed to the Company. Trade accounts payable are normally settled within 30 days of recognition.

k) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between proceeds (net of transaction costs) and the redemption amount is recognised in the statement of financial performance over the period of the borrowings using the effective interest method.

Borrowings are classified as current liabilities unless the Company has an unconditional right to defer settlement of the liability for at least 12 months after the statement of financial position date.

l) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of GST except where GST incurred on a purchase of goods and services is not recoverable from the taxation authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables in the statement of financial position.

Cash flows are included in the statement of cash flow on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authorities are classified as operating cash flows.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the taxation authority.

m) Exploration and Evaluation Expenditure

Exploration and evaluation expenditure, including costs of acquiring the licences, are capitalised as exploration and evaluation assets on an area of interest basis. Costs incurred before the Company has obtained the legal rights to explore the area are recognised in the statement of financial performance.

Exploration and evaluation assets are only recognised if the rights of the area of interest are current and either:

I. The expenditures are expected to be recouped through successful development and exploitation or from sale of the area of interest; or

II. Activities in the area of interest have not at the reporting date, reached a stage which permits a reasonable assessment of the existence or otherwise of economically recoverable reserves, and active and significant operations in, or in relation to, the areas of interest are continuing.

Exploration and evaluation assets are assessed for impairment if (i) sufficient date exists to determine technical feasibility and commercial viability, and (ii) facts and circumstances suggest that the carrying amount exceeds the recoverable amount. For the purpose of impairment testing, exploration and evaluation assets are allocated to cash-generating units to which the exploration activity relates. The cash generating unit shall not be larger than the area of interest.

Once the technical feasibility and commercial viability of the extraction of mineral resources in an area of interest are demonstrable, exploration and evaluation assets attributable to that area of interest are first tested for impairment and then reclassified to mining property and development assets within property, plant and equipment.

When an area of interest is abandoned or the directors decide that it is not commercial, and accumulated costs in respect of that area are written off in the financial period the decision is made.

n) Impairment of assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement.

Impairment testing is performed annually for goodwill and intangible assets with indefinite lives. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Financial Assets

A financial asset is considered to be impaired if objective evidence indicates that one or more events have had a negative effect on the estimated future cash flows of that asset.

Non-Financial Assets

The carrying amounts of the non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists then the asset's recoverable amount is estimated. For goodwill and intangible assets that have indefinite lives or that are not yet available for use, recoverable amount is estimated at each reporting date.

An impairment loss is recognised if the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. A cash-generating unit is the smallest identifiable asset group that generates cash flows that largely are independent from other assets and groups. Impairment losses are recognised in the statement of financial performance. Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of any goodwill allocated to the units and then to reduce the carrying amount of the other assets in the unit (group of units) on a pro rata basis.

Contributed Equity

Ordinary shares are classified as equity.

Costs directly attributable to the issue of new shares or options are shown as a deduction from the equity proceeds, net of any income tax benefit. Costs directly attributable to the issue of new shares or options associated with the acquisition of a business are included as part of the purchase consideration.

o) Financial Instruments

Recognition

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Financial liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

p) Employee Benefits

Wages and Salaries, Annual Leave and Sick Leave

Liabilities for wages and salaries, including non-monetary benefits, annual leave and accumulating sick leave expected to be settled within 12 months of the statement of financial position date are recognised in respect of employees' services rendered up to statement of financial position date and measured at amounts expected to be paid when the liabilities are settled.

Liabilities for non-accumulating sick leave are recognised when leave is taken and measured at the actual rates paid or payable. Liabilities for wages and salaries are included as part of Other Payables and liabilities for annual and sick leave are included as part of Employee Benefit Provisions.

Long Service Leave

Liabilities for long service leave are recognised as part of the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees to the statement of financial position date using the projected unit credit method. Consideration is given to expect future salaries and wages levels, experience of employee departures and periods of service. Expected future payments are discounted using national government bond rates at the statement of financial position date with terms to maturity and currency that match, as closely as possible, the estimated future cash outflows.

Share-based payments transactions

The Company provides benefits to employees (including directors) of the Company in the form of share options. The fair value of options granted is recognised as an employee expense with a corresponding increase in equity. The fair value is measured at grant date and spread over the period during which the employee becomes unconditionally entitled to the options. The fair value of the options granted is

measured using Black-Scholes valuation model, taking into account the terms and conditions upon which the options were granted.

The cost of equity-settled transactions is recognised, together with a corresponding increase in equity, on a straight line basis over the period from grant date to the date on which the relevant employees become fully entitled to the award ("vesting date"). The amount recognised as an expense is adjusted to reflect the actual number that vest.

The dilutive effect, if any, of outstanding options is reflected as additional share dilution in the computation of earnings per share.

q) Accounting estimates and judgements

In the process of applying the accounting policies, management has made certain judgements or estimations which have an effect on the amounts recognised in the financial information.

The carrying amounts of certain assets and liabilities are often determined based on estimates and assumptions of future events. The key estimates and assumptions that have a significant risk causing a material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

Valuation of share based payment transactions

The valuation of share-based payment transactions is measured by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined using the Black Scholes model taking into account the terms and conditions upon which the instruments were granted.

Options

The fair value of options issued is determined using the Black-Scholes model, taking into account the terms and conditions upon which the options were granted.

Determination of fair values on exploration and evaluation assets acquired in business combinations

On initial recognition, the assets and liabilities of the acquired business are included in the statement of financial position at their fair values. In measuring fair value of exploration projects, management considers generally accepted technical valuation methodologies and comparable transactions in determining the fair value. Due to the subjective nature of valuation with respect to exploration projects with limited exploration results, management have determined the price paid to be indicative of its fair value.

Recoverability of capitalised exploration and evaluation expenditure

The future recoverability of capitalised exploration and evaluation expenditure is dependent on a number of factors, including whether the company decides to exploit the related lease itself, or, if not, whether it successfully recovers the related exploration and evaluation asset through sale.

Factors that could impact the future recoverability include the level of reserves and resources, future technological changes, costs of drilling and production, production rates, future legal changes (including changes to environmental restoration obligations) and changes to commodity prices.

Taxation

The Company is subject to income taxes in Australia. Significant judgement is required when determining the Company's provision for income taxes. The Company estimates its tax liabilities based on the Company's understanding of the tax law.

2. CASH AND CASH EQUIVALENTS

Note 2. Cash and cash equivalents	Audited as at 30-Jun-23 $	Pro-forma after Offer Minimum $	Pro-forma after Offer Maximum $
Cash and cash equivalents	91,931	12,011,635	14,865,692
Adjustments to arise at the pro-forma balance:			
Audited balance of Kali Metals at 30-Jun-23		91,931	91,931
		91,931	91,931
Subsequent events:			
Seed Raising		1,640,000	1,640,000
Cash consideration for Mansen Licence		(75,000)	(75,000)
		1,565,000	1,565,000
Pro-forma adjustments:			
Proceeds from shares issued under this Prospectus		12,000,000	15,000,000
Capital raising costs		(1,645,296)	(1,791,239)
		10,354,704	13,208,761
Pro-forma Balance		12,011,635	14,865,692

3. EXPLORATION AND EVALUATION ASSETS

Note 3. Exploration and evaluation assets	Audited as at 30-Jun-23 $	Pro-forma after Offer Minimum $	Pro-forma after Offer Maximum $
Exploration and evaluation assets	717,218	18,048,779	18,048,779
Adjustments to arise at the pro-forma balance:			
Audited balance of Kali Metals at 30-Jun-23		717,218	717,218
		717,218	717,218
Subsequent events:			
Transfer of Kalamazoo assets to Kali Metals		9,465,725	9,465,725
Transfer of Karora assets to Kali Metals		7,715,836	7,715,836
Transfer of Mansen Licence to Kali Metals		150,000	150,000
		17,331,561	17,331,561
Pro-forma Balance		18,048,779	18,048,779

The acquisition of tenements and mineral rights under the Acquisition Agreements with KZR, KRR and Mansen were deemed to be asset acquisitions under *AASB 6: Exploration for and Evaluation of Mineral Resources*. Under the asset acquisitions, the value of the assets acquired is allocated on a relative fair value approach. As the consideration for the assets was primarily made through the issue of Consideration Shares (and in the case of the Mansen Licence, an additional $75,000 of cash consideration), this required the provisions of *AASB 2: Share-Based Payments* to be applied.

After applying the provisions set out in AASB 2 and consideration of the substance of the Offer, the Company determined the fair value of the Consideration Shares to be equivalent to the Offer price of $0.25. Therefore, the value of the tenements and mineral rights acquired was provisionally accounted for at the purchase consideration implied by the fair value of the Consideration Shares, and in the case of the Mansen License, an additional $75,000 of cash consideration.

4. BORROWINGS

Note 4. Borrowings	Audited as at 30-Jun-23 $	Pro-forma after Offer Minimum $	Pro-forma after Offer Maximum $
Borrowings	1,581,365	-	-
Adjustments to arise at the pro-forma balance:			
Audited balance of Kali Metals at 30-Jun-23		1,581,365	1,581,365
		1,581,365	1,581,365
Subsequent events			
Related party loans settled through issue of Founder Shares		(100,000)	(100,000)
Related party loans forgiven		(1,481,365)	(1,481,365)
		(1,581,365)	(1,581,365)
Pro-forma Balance		-	-

5. CONTRIBUTED EQUITY

Note 5. Contributed equity		Audited as at 30-Jun-23 $	Pro-forma after Offer Minimum $	Pro-forma after Offer Maximum $
Issued capital		100	30,426,661	33,284,161
	Number of shares (Min)	**Number of shares (Max)**	**$**	**$**
Adjustments to arise at the pro-forma balance:				
Audited balance of Kali Metals at 30-Jun-23	100	100	100	100
	100	100	100	100
Subsequent events:				
Issue of pre-IPO Founder Shares	2,000,000	2,000,000	100,000	100,000
Seed Raising	13,120,000	13,120,000	1,640,000	1,640,000
Transfer of Kalamazoo assets to Kali Metals	37,862,900	37,862,900	9,465,725	9,465,725
Transfer of Karora assets to Kali Metals	30,863,345	30,863,345	7,715,836	7,715,836
Transfer of Mansen Licence to Kali Metals	300,000	300,000	75,000	75,000
	84,146,245	84,146,245	18,996,561	18,996,561
Pro-forma adjustments:				
Proceeds from shares issued under this Prospectus	48,000,000	60,000,000	12,000,000	15,000,000
Capital raising costs (capitalised)	-	-	(570,000)	(712,500)
	48,000,000	60,000,000	11,430,000	14,287,500
Pro-forma Balance	132,146,345	144,146,345	30,426,661	33,284,161

6. ACCUMULATED LOSSES

Note 6. Accumulated losses	Audited as at 30-Jun-23 $	Pro-forma after Offer Minimum $	Pro-forma after Offer Maximum $
Accumulated losses	(1,102,687)	(3,696,286)	(3,972,124)
Adjustments to arise at the pro-forma balance:			
Audited balance of Kali Metals at 30-Jun-23		(1,102,687)	(1,102,687)
		(1,102,687)	(1,102,687)
Subsequent events			
Related party loans forgiven		1,481,365	1,481,365
		1,481,365	1,481,365
Pro-forma adjustments:			
Costs of the Offer not directly attributable to the capital raising		(1,075,296)	(1,078,739)
Issue of Rights		(2,630,197)	(2,869,041)
Issue of Advisor Options		(369,471)	(403,022)
		(4,074,964)	(4,350,802)
Pro-forma Balance		(3,696,286)	(3,972,124)

7. RESERVES

Note 7. Reserves	Audited as at 30-Jun-23 $	Pro-forma after Offer Minimum $	Pro-forma after Offer Maximum $
Reserves	-	2,999,668	3,272,063
Adjustments to arise at the pro-forma balance:			
Audited balance of Kali Metals at 30-Jun-23		-	-
		-	-
Pro-forma adjustments:			
Issue of Rights		2,630,197	2,869,041
Issue of Advisor Options		369,471	403,022
		2,999,668	3,272,063
Pro-forma balance		2,999,668	3,272,063

The Rights have non-market based vesting conditions attached (terms of the Rights are contained within the Prospectus). Therefore, the fair value of the Rights have been calculated using the Black Scholes option pricing model as at a current valuation date with the key inputs used for the valuation detailed below:

Rights	Tranche A	Tranche B
Minimum Offer		
Number of Rights	5,260,393	5,260,393
Underlying share price	$0.250	$0.250
Exercise price	$0.000	$0.000
Expected volatility	100%	100%
Life of the Rights (years)	3.00	3.00
Expected dividends	Nil	Nil
Risk free rate	4.18%	4.18%
Value per Right	$0.250	$0.250
Total Fair Value	$1,315,098	$1,315,098
Sum of Fair Value (Minimum Offer)		**$2,630,197**
Maximum Offer		
Number of Rights	5,738,081	5,738,081
Underlying share price	$0.250	$0.250
Exercise price	$0.000	$0.000
Expected volatility	100%	100%
Life of the Rights (years)	5.00	5.00
Expected dividends	Nil	Nil
Risk free rate	4.18%	4.18%
Value per Right	$0.250	$0.250
Total Fair Value	$1,434,520	$1,434,520
Sum of Fair Value (Maximum Offer)		**$2,869,041**

The fair value of the Advisor Options has been calculated using the Black Scholes option pricing model as at a current valuation date with the key inputs used for the valuation detailed below:

Advisor Options	Tranche C	Tranche D	Tranche E
Minimum Offer			
Number of Options	731,626	1,463,253	1,463,253
Underlying share price	$0.250	$0.250	$0.250
Exercise price	$0.375	$0.425	$0.500
Expected volatility	100%	100%	100%
Life of the options (years)	2.00	2.00	2.00
Expected dividends	Nil	Nil	Nil
Risk free rate	4.18%	4.18%	4.18%

Advisor Options	Tranche C	Tranche D	Tranche E
Value per option	$0.111	$0.103	$0.094
Total Fair Value	$81,211	$150,715	$137,546
Sum of Fair Value (Minimum Offer)			**$369,471**
Maximum Offer			
Number of Options	798,064	1,596,128	1,596,128
Underlying share price	$0.250	$0.250	$0.250
Exercise price	$0.375	$0.425	$0.500
Expected volatility	100%	100%	100%
Life of the options (years)	2.00	2.00	2.00
Expected dividends	Nil	Nil	Nil
Risk free rate	4.18%	4.18%	4.18%
Value per option	$0.111	$0.103	$0.094
Total Fair Value	$88,585	$164,401	$150,036
Sum of Fair Value (Maximum Offer)			**$403,022**

8. RELATED PARTY DISCLOSURES

Parent entity

The Company is a wholly owned subsidiary of Kalamazoo Resources Limited (KZR). Following the Offer, KZR will hold a substantial shareholding in Kali Meals.

Loans from related parties

The Company's parent, Kalamazoo Resources Limited, provided an interest free, unsecured loan with no set repayment date to Kali Metals, which was forgiven as part of a deed of loan forgiveness as outlined in Section 6.

9. COMMITMENTS AND CONTINGENCIES

In order to maintain its interest in exploration tenements which the Company is involved, the Company is committed to meet the conditions under which the tenements were granted. The timing and amount of exploration expenditure commitments and obligations of the Company are subject to the minimum expenditure commitments required as per the *Mineral Resource (Sustainable Development) Act 1990* (Victoria), the *Mining Act 1978* (Western Australia) and the *Mining Act 1992* (NSW).

If the Company decides to relinquish certain exploration tenements and/or does not meet these obligations, assets recognised in the statement of financial position may require review to determine the appropriateness of carrying values. The sale, transfer or farm-out of exploration rights to third parties will reduce or extinguish these obligations.

At the date of the report no material contingent liabilities exist that we are aware of.

APPENDIX 6

FINANCIAL SERVICES GUIDE

2 November 2023

BDO Corporate Finance (WA) Pty Ltd ABN 27 124 031 045 (**'we'** or **'us'** or **'ours'** as appropriate) has been engaged by Kali Metals Limited (**'the Company'**) to provide an Independent Limited Assurance Report (**'ILAR'** or **'our Report'**) for inclusion in this Prospectus.

Financial Services Guide
In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide (**'FSG'**). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensee.

This FSG includes information about:

- who we are and how we can be contacted;
- the services we are authorised to provide under our Australian Financial Services Licence, Licence No. 316158;
- remuneration that we and/or our staff and any associates receive in connection with the general financial product advice;
- any relevant associations or relationships we have; and
- our internal and external complaints handling procedures and how you may access them.

Information about us
BDO Corporate Finance (WA) Pty Ltd is a member firm of the BDO network in Australia, a national association of separate entities (each of which has appointed BDO (Australia) Limited ACN 050 110 275 to represent it in BDO International). The financial product advice in our Report is provided by BDO Corporate Finance (WA) Pty Ltd and not by BDO or its related entities. BDO and its related entities provide services primarily in the areas of audit, tax, consulting and financial advisory services.

We do not have any formal associations or relationships with any entities that are issuers of financial products. However, you should note that we and BDO (and its related entities) might from time to time provide professional services to financial product issuers in the ordinary course of business.

Financial services we are licensed to provide
We hold an Australian Financial Services Licence that authorises us to provide general financial product advice for securities to retail and wholesale clients.

When we provide the authorised financial services we are engaged to provide an ILAR in connection with the financial product of another entity. Our Report indicates who has engaged us and the nature of the report we have been engaged to provide. When we provide the authorised services we are not acting for you.

General Financial Product Advice
We only provide general financial product advice, not personal financial product advice. Our Report does not take into account your personal objectives, financial situation or needs. You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice.

Fees, commissions and other benefits that we may receive
We charge fees for providing reports, including this Report. These fees are negotiated and agreed with the client who engages us to provide the report. Fees are agreed on an hourly basis or as a fixed amount depending on the terms of the agreement. The fee payable to BDO Corporate Finance (WA) Pty Ltd for this engagement is $25,000 (exclusive of

GST). Additional fees received by BDO Corporate Finance (WA) Pty Ltd related to other work carried out as part of this engagement is approximately $25,000 (exclusive of GST).

As noted in Section 8 of our Report, BDO Audit (WA) Pty Ltd are the auditors of Kali Metals and receive professional fees relating to the audit work performed.

Except for the fees referred to above, neither BDO, nor any of its directors, employees or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the Report.

Remuneration or other benefits received by our employees
All our employees receive a salary. Our employees are eligible for bonuses based on overall productivity but not directly in connection with any engagement for the provision of a report. We have received a fee from Kali Metals for our professional services in providing this Report. That fee is not linked in any way with our opinion as expressed in this Report.

Referrals
We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Complaints resolution
Internal complaints resolution process
As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. We are also committed to meeting your needs and maintaining a high level of client satisfaction. If you are unsatisfied with a service we have provided you, we have avenues available to you for the investigation and resolution of any complaint you may have.

To make a formal complaint, please use the Complaints Form. For more on this, including the Complaints Form and contact details, see the BDO Complaints Policy available on our website.

When we receive a complaint we will record the complaint, acknowledge receipt of the complaint in writing within one business day or, if the timeline cannot be met, then as soon as practicable and investigate the issues raised. As soon as practical, and not more than 30 days after receiving the complaint, we will advise the complainant in writing of our determination.

Referral to External Dispute Resolution Scheme
We are a member of the Australian Financial Complaints Authority (AFCA) which is an External Dispute Resolution Scheme. Our AFCA Membership Number is 12561. Where you are unsatisfied with the resolution reached through our Internal Dispute Resolution process, you may escalate this complaint to AFCA using the below contact details:

Mail:	GPO Box 3, Melbourne, VIC 3001
Free call:	1800 931 678
Website:	www.afca.org.au
Email:	info@afca.org.au
Interpreter Service:	131 450

1300 138 991
www.bdo.com.au

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Kalimetals

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