

Non-Renounceable Entitlement Issue

Offer Booklet

Maximus Resources Limited

ABN 74 111 977 354

For a non-renounceable pro rata offer to Eligible Shareholders on the basis of one (1) New Share for every one (1) existing Share held by Eligible Shareholders on the Record Date at an issue price of \$0.030 per New Share to raise up to \$1,305,570 (before costs) (**Offer**).

THIS IS AN IMPORTANT DOCUMENT THAT REQUIRES YOUR IMMEDIATE ATTENTION.

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

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

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

This document is not for publication or distribution, directly or indirectly, in or into the United States of America.

IMPORTANT NOTICES

General

This Offer Booklet is dated 17 April 2020.

This Offer Booklet is for the offer of New Shares to Eligible Shareholders and issued in accordance with section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Entitlement issues) Instrument 2016/84, which enables certain entities to offer shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act.

This Offer Booklet was released to the ASX on 17 April 2020. ASX takes no responsibility for the content of this Offer Booklet.

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

This Offer Booklet is not a prospectus and does not contain all of the information that a prospective investor may require in order to make an informed decision regarding the New Shares offered, or all of the information which would otherwise be required to make an informed investment decision regarding, or about the rights attaching to, the New Shares.

Investors should read this Offer Booklet in conjunction with their own knowledge of the Company, publicly available information, disclosures and announcements about the Company which can be obtained from the ASX (available from its website www.asx.com.au, and advice from their professional advisers. The contents of any website are not incorporated into, nor constitute part of this Offer Booklet. In particular, important consideration should be given to the risk factors (see section 7 of this Offer Booklet) that could affect the performance of the Company before making an investment decision.

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

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

Application

By arranging payment for your New Shares through BPAY® in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge that you have received and read this Offer Booklet, you have acted in accordance with the terms of the Offer and you agree to all of the terms and conditions as detailed in this Offer Booklet.

Governing law

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

Overseas Shareholders

No action has been taken to permit the offer of New Shares under this Offer Booklet in any jurisdiction other than Australia and New Zealand. This Offer Booklet does not constitute an offer to Ineligible Shareholders. Refer to section 4.8 for further details.

Future performance and forward-looking statements

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

This Offer Booklet may contain forward looking statements based on the Company's current expectations about future events. These statements are subject to risks, uncertainties and assumptions, many of which are outside the control of the Company and could cause actual results,

performance or achievements to differ materially from the expectations expressed or implied by such forward looking statements. Refer to section 7 for further details.

Disclaimer

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

Privacy

As a Shareholder, the Company (or through its Share Registry) will collect certain personal information from you should you participate in the Offer. The Company uses such information to assess your application, facilitate distribution payments, for corporate communications and services to you as a Shareholder, and for administrative purposes. Information may also be provided to regulatory bodies, persons inspecting the register under the law, bidders for securities in the context of takeovers, authorised securities brokers, print service providers, mail houses and the Share Registry.

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

Glossary

Terms used in this Offer Booklet are defined in the glossary contained in section 9.

1. CHAIRMAN'S LETTER

17 April 2020

Dear Shareholder,

On behalf of the directors of Maximus Resources Limited (**Company**), I am pleased to invite you to participate in a pro-rata non-renounceable entitlement issue on the basis of one (1) New Share for every one (1) existing Share held by you on the Record Date at an issue price of \$0.030 per New Share to raise approximately \$1,305 570 (before costs) through the issue of 43,519,005 New Shares. The Issue Price represents a premium of approximately 10% to the 10 day volume weighted average price of Shares ended on 14 April 2020.

The Company intends to apply the funds raised from the Offer as set out in section 4.2 of this Offer Booklet.

The Offer provides Eligible Shareholders with the opportunity to increase their investment in the Company at an attractive price and demonstrate their commitment to the next phase of evaluation and development of the Company's project located at Spargoville.

Entitlements are non-renounceable and will not be tradeable on ASX or otherwise transferable. Shareholders who do not take up all or any part of their Entitlement will not receive any payment or value in respect of those Entitlements not taken up and their equity interest in the Company will be diluted.

You are encouraged to read this Offer Booklet and the accompanying Entitlement and Acceptance fully. If you have any queries in relation to the Offer, you should consult your stockbroker or other professional advisor.

Should you elect to participate in the Offer, you must make payment via BPAY®.

Shareholders who have any queries about the Offer can contact the Company at any time from 9.00am to 5.00pm (Adelaide time) Monday to Friday during the Offer period.

The Closing Date for payment is Thursday 7 May 2020.

On behalf of the Board of the Company, I invite you to consider this investment opportunity and thank you for your ongoing support of Maximus.

Yours faithfully,



Gerard Anderson
Chairman

2. SUMMARY OF OPTIONS AVAILABLE TO YOU

If you are an Eligible Shareholder, you may take one of the following options:

- (a) take up all of your Entitlement;
- (b) take up part of your Entitlement and allow the balance to lapse, in which case you will receive no value for your lapsed Entitlement; or
- (c) do nothing, in which case your Entitlement will lapse and you will receive no value for your lapsed Entitlement.

See section 5 for further details or contact the Company Secretary on +61 8 7324 3172 if you have any queries in relation to the Offer.

TIMETABLE

Announcement of Offer and provides completed Offer Booklet, Appendix 3B and Cleansing Notice to the ASX	17 April 2020
“Ex” date	21 April 2020
Record Date to identify Eligible Shareholders who may be entitled to participate in the Entitlement Offer	22 April 2020
Opening date – Offer Booklet and personalised Entitlement and Acceptance forms sent to Eligible Shareholders	27 April 2020
Entitlement Offer Closing Date (5.00 pm Adelaide time)	7 May 2020
Announcement of results of Entitlement Offer	12 May 2020
New Shares issued to Eligible Shareholders, notify ASX of the issue date and apply for quotation of the issued securities (Appendix 2A)	14 May 2020

These dates are indicative only. We reserve the right to vary the dates without prior notice, subject to the Corporations Act and the Listing Rules.

4 SUMMARY OF THE OFFER

4.1 The Offer

The Company proposes to raise up to approximately \$1,305,570 under a non-renounceable pro rata entitlement issue of New Shares on the basis of one (1) New Share for every one (1) Existing Share held, at an issue price of \$0.030 per New Share to Eligible Shareholders who are registered on the Company's share register at 5.00pm ACST on 22 April 2020 (**Record Date**).

The number of New Shares to which you are entitled (your **Entitlement**) is shown on the accompanying Entitlement and Acceptance. The entitlement issue is non-renounceable. Accordingly, Entitlements cannot be sold, transferred or otherwise disposed of.

Please refer to sections 4 and 6 of this Offer Booklet for information on the purpose of the Offer, the application of the proceeds of the Offer and information on the Company and its assets. You should also consider other publicly available information about the Company, including information available at www.asx.com.au and www.maximusresources.com.

The present intention of the Company is to issue one free option for every three New Shares issued to Shareholders under the Offer. The options will have an expiry date of 7 January 2022 with an exercise price of \$0.11 each. The issue of the options will be subject to shareholder approval at the next General Meeting of the Company, and will be subject to a disclosure document to be lodged with ASIC.

4.2 Use of Funds

The Company is seeking to raise up to approximately \$1,305,570 (before costs). Based on current information and budgets, the Company intends to apply money raised from the Offer as outlined in the table below.

	Use of Proceeds if full amount is raised	Amount
1.	Costs relating to the Entitlement Offer (brokerage, legal fees, share registry fees and ASX quotation fees)	\$135,000
2.	Studies to bring Eagles Nest gold project to the feasibility study stage	\$820,000
3.	Testing several drill targets	\$200,000
4.	Working capital purposes	\$150,570
	TOTAL	\$1,305,570

There is no minimum subscription under the Offer. If less than \$1,305,570 is raised, the Company intends to apply the amount raised first to expenses and cost of the offer (item 1) and second to those items that would be most beneficial for the progression of the Company's projects. Those activities, in order of priority, are items 2,3 and 4 as set out above.

4.3 Entitlement and Acceptance

An Entitlement and Acceptance Form setting out Eligible Shareholders' Entitlement will accompany this Offer Booklet when it is dispatched to each Eligible Shareholder. Eligible Shareholders may subscribe for all or part of their Entitlement. If you have more than one registered holding of Shares, you will be sent an Entitlement and Acceptance Form for each separate registered holding, and you will have separate Entitlements for each separate registered holding.

4.4 Non-renounceable offer

The Offer is non-renounceable. This means that each Eligible Shareholders' right to subscribe for New Shares under this Offer Booklet is not transferable and will not trade on the ASX. If you choose not to take up your rights, you will receive no benefit and your shareholding in the Company will be diluted as a result.

4.5 Allotment and Application Money

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

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

The New Shares are expected to be allotted by no later than 5.00pm on 14 May 2020.

4.6 Shortfall in subscription

The Directors reserve the right to issue any shortfall in subscription for New Shares at their discretion within 3 months after the close of the Offer (**Shortfall Offer**). Any New Shares under the Offer that are not taken up pursuant to the Offer by Eligible Shareholders will form the Shortfall Offer. Offers of shortfall are made as a separate offer under this Offer Booklet. Should the Directors decide to issue any shortfall, the Shortfall Offer will remain open after the Closing Date. The issue price for each New Share to be issued under the Shortfall Offer is \$0.030 per New Share.

The Shortfall Offer securities may be placed at the discretion of the Directors subject to the Listing Rules, Corporations Act and any other applicable law. GTT Ventures Pty Ltd, a specialist corporate advisory and investment firm will assist the Company in placing any shortfall shares. GTT will be paid commission of 6% for all funds raised under the Entitlement Offer.

4.7 ASX Quotation

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

4.8 Ineligible Shareholders

The Offer is not being extended to any Shareholder, as at the Record Date, whose registered address is not in Australia or New Zealand.

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

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand.

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

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

The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States. The New Shares to be issued under the Offer may be offered and sold solely outside the United States to persons that are not US Persons and are not acting for the account or benefit of US Persons in offshore transactions in reliance on Regulation S under the US Securities Act. No party has offered or sold and no party will offer or sell, directly or indirectly, any New Shares in the United States or to, or for the account or benefit of, US Persons, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

4.9 Information availability

Eligible Shareholders can obtain a copy of this Offer Booklet during the period of the Offer directly from the Company or on the Company's website at www.maximusresources.com. The electronic version of this Offer Booklet will not include an Entitlement and Acceptance Form. To request an Entitlement and Acceptance Form, please contact the Company Secretary (see section 4.11 for contact details). Persons who access the electronic version of this Offer Booklet should ensure that they download and read the entire Offer Booklet and any related information to which it refers.

4.10 Taxation

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

Taxation implications will vary depending on the particular circumstances of individual Eligible Shareholders. Eligible Shareholders should consider whether to seek specific advice applicable to their own particular circumstances from their own professional advisers.

4.11 Enquiries

Any questions concerning the Offer should be directed to Ms Rajita Alwis, Company Secretary on +61 8 7324 3172 or consult your professional adviser.

5 HOW TO APPLY

5.1 What you may do

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

If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Eligible Shareholders for the purpose of calculating Entitlements.

As an Eligible Shareholder, you may:

- (a) take up all of your Entitlement;
- (b) accept part of your Entitlement and allow the balance to lapse; or
- (c) do nothing which will allow all of your Entitlement to lapse.

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

5.2 To take up all or part of your Entitlement

If you decide to take up all or part of your Entitlement, please follow the instructions on the Entitlement and Acceptance Form and arrange for payment of the Application Money.

5.3 To allow your Entitlement to lapse

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

5.4 Consequences of not accepting all or part of your Entitlement

If you do not accept all or part of your Entitlement in accordance with the instructions set out above, those New Shares for which you would have otherwise been entitled under the Offer (including New Shares that relate to the portion of your Entitlement that has not been accepted) will form part of the Shortfall Offer.

The Directors reserve the right to place any Shares not subscribed for by Eligible Shareholders at their discretion within three months of the Closing Date.

By allowing part or all of your Entitlement to lapse, you will forgo any exposure to increases or decreases in the value of the New Shares had you taken up your Entitlement in full and you will not receive any value for any part of your Entitlement which lapses. Your interest in the Company will also be diluted.

5.5 Payment

Acceptance of New Shares must be accompanied by payment in full of the price of \$0.030 per New Share. Payment should be made for the Application Money for your Entitlement you wish to take up as stated on the Entitlement and Acceptance Form.

If you wish to take up all or part of your Entitlement, you must make payment by BPAY®. The global pandemic of COVID-19 has resulted in government restrictions and mandated of voluntary closures of certain services. The extent of the COVID-19 pandemic and the policy response is evolving rapidly, and given this uncertainty, the Company has determined to limit the payment method in connection with the Entitlement to BPAY® only.

Please note that when paying by BPAY®:

- you are taken to have made the declarations on the Entitlement and Acceptance Form;
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Money.

It is your responsibility to ensure that your BPAY® payment is received by the Share Registry by not later than 5.00pm (ACST) on 7 May 2020. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

When paying by BPAY®, please make sure to use the specific Biller Code and unique Customer Reference Number on the back of your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that form. If you inadvertently use the same Customer Reference Number for more than one of your Entitlements, you will be deemed to have applied only for New Shares on the Entitlement to which that Customer Reference Number applies.

5.6 Entitlement and Acceptance Form is binding

Payment via BPAY® constitutes a binding offer to acquire New Shares on the terms and conditions set out in this Offer Booklet and, once payment is made it cannot be withdrawn.

You will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Offer Booklet, does not prohibit you from being given the Offer Booklet and that you:

- (a) agree to be bound by the terms of the Offer;
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;

- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
- (e) declare that you are the current registered holder of Shares and are an Australian or New Zealand resident, and you are not in the United States or a US Person, or acting for the account or benefit of a US Person;
- (f) acknowledge that the information contained in, or accompanying, the Offer Booklet is not investment or financial product advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the New Shares have not, and will not be registered under the securities laws in any other jurisdictions outside Australia and New Zealand and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of applicable securities laws in particular the US Securities Act.

5.7 Notice to nominees and custodians

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

6 EFFECT OF THE OFFER

6.1 Effect of the Offer on the capital structure of the Company

The total number of New Shares to be issued under the Offer will be approximately 43,519,005.

On the basis of the Company's capital structure as at 16 April 2020, the capital structure following completion of the Offer (assuming 43,519,005 New Shares are issued under the Offer) will be as follows:

	Pre-Offer	Post-Offer (undiluted basis) (43,519,005 New Shares are issued under the Offer)	Post-Offer (fully diluted basis) (43,519,005 New Shares and 2,270,477 unlisted options are exercised)
Ordinary shares	43,519,005	87,038,010	89,308,487
Unlisted Options	2,270,477	2,270,477	-

It assumes that no Options are exercised prior to the Record Date and that all New Shares are issued under the Offer or placed after the Offer. If any options are exercised before the Record Date, the number of Shares on issue in the capital of the Company will increase and the number of New Shares issued under the Offer will also increase.

The effect of the Offer will be to increase the number of Shares on issue in the Company by 43,519,005 and increase the cash held by the Company by approximately \$1,305,570 (before taking into account the expenses of the Offer). Expenses of the Offer are expected to be approximately \$135,000. A breakdown of these costs are as follows:

Costs	Amount \$
Brokerage	\$78,334.20
Legal fees	\$20,000.00
Project management and offer booklet drafting fees	\$10,000.00
ASX quotation fees, share registry fees (including mail out) etc.	\$26,660.00
TOTAL	\$134,994.20

6.2 Potential effect on control of the Company

Eligible Shareholders who take up their Entitlement in full should not have their interest in the Company diluted by the Offer (subject to immaterial movements as a result of rounding of their Entitlement).

The potential effect the Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors, including investor demand.

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

- (a) If all Eligible Shareholders take up their Entitlements under the Offer, then the Offer will have no significant effect on the control of the Company.
- (b) If some Eligible Shareholders do not take up all of their Entitlements under the Offer, then the interests of those Eligible Shareholders will be diluted.
- (c) The proportional interests of Ineligible Shareholders will be diluted because those ineligible Shareholders are not entitled to participate in the Offer.

Those shareholders which have a relevant interest in 5% or more of the Existing Shares as at the date of this Offer Booklet are set out in the table below. Should these shareholders fully participate in the Offer then, while the number of Shares they hold will increase, assuming all Eligible Shareholders take up their Entitlements under the Offer, the Offer will have no significant effect on their current voting power in the Company. The actual effect of the Offer on the voting power in the Company of those shareholders will depend on the level of subscription by Eligible Shareholders to the Offer. At this time, the issue of New Shares under the Offer is not expected to have a material effect or consequence on the control of the Company given the Offer is structured as a pro-rata issue and the Directors retain full discretion regarding the placement of any shortfall in subscription; and the current level of holdings of substantial holders (based on substantial holding notices that have been given to the Company and lodged with ASX on or before the date of this Offer Booklet).

Shareholder	Pre-Offer		Post-Offer	
	Shares	%	Shares	%
M Ruane	4,440,014	10.20%	8,880,028	10.20%
Raw Ore Pty Ltd	2,644,305	6.08%	5,288,610	6.08%

6.3 Shareholder Dilution

Shareholders that choose not to participate in the Offer will have their shareholding diluted as a percentage of the overall Shares on issue, due to the New Share issued under the Offer.

The following scenarios illustrate the effect of potential dilution for a Shareholder that holds either 1,000,000, 500,000, 250,000 and 100,000 shares on the Record Date:

Current Shareholding	1,000,000	500,000	250,000	100,000
Voting power at Record Date	2.30%	1.15%	0.57%	0.23%
Entitlement	1,000,000	500,000	250,000	100,000
Offer fully subscribed with Shareholder participation	2.30%	1.15%	0.57%	0.23%
Offer 75% subscribed with Shareholder participation	2.63%	1.31%	0.66%	0.26%
Offer 50% subscribed with Shareholder participation	3.06%	1.53%	0.77%	0.31%
Offer 25% subscribed with Shareholder participation	3.68%	1.84%	0.92%	0.37%
Offer fully subscribed without Shareholder participation	1.15%	0.57%	0.29%	0.11%
Offer 75% subscribed without Shareholder participation	1.31%	0.66%	0.33%	0.13%
Offer 50% subscribed without Shareholder participation	1.53%	0.77%	0.38%	0.15%
Offer 25% subscribed without Shareholder participation	1.84%	0.92%	0.46%	0.18%

6.4 Statement of Financial Position

Set out below is a Pro Forma Consolidated Statement of Financial Position taking into account the Offer. It is based on financial statements for the half year ended 31 December 2019. The Pro Forma Consolidated Statement of Financial Position illustrates the effect of the Offer as if the Offer had occurred on 31 December 2019, fully subscribed.

	31-Dec-19	Changes	Pro-Forma 31 December 2019
Current Assets			
Cash and cash equivalents	34,000	1,170,570	1,204,570
Trade and other receivables	322,937	-	322,937
Other current assets	27,115	-	27,115
Total current assets	384,052	1,170,570	1,554,622
Non-current assets			
Exploration and evaluation assets	2,966,063	-	2,966,063
Total non-current assets	2,966,063	-	2,966,063
Total assets	3,350,115	1,170,570	4,520,685
Current Liabilities			
Trade and other payables	564,583	-	564,583
Financial liabilities	57,910	-	57,910
Provisions	4,758	-	4,758
Total current liabilities	627,251	-	627,251
Non-current liabilities			
Provisions	1,045	-	1,045
Total non-current liabilities	1,045	-	1,045
Total liabilities	628,296	-	628,296
Net assets	2,721,819	1,170,570	3,892,389
Equity			
Contributed equity	40,895,357	1,170,570	42,065,927
Retained losses	(38,173,538)	-	(38,173,538)
Total equity	2,721,819	1,170,570	3,892,389

*New issue is 43,519,005 ordinary shares at \$0.03 per security less \$135,000 expenses of the Offer.

Note: On 26 February 2020, the Company completed a placement to sophisticated investors for 8,703,801 ordinary shares at \$0.039 per share raising \$339,448 (before costs). Following the placement, the Company has expended further cash on exploration and general working capital. Total cash and cash equivalents as at the date of this offer booklet was \$62,616.

7 KEY RISK FACTORS

7.1 Overview

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

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

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

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

7.2 Risks specific to the Offer

(a) Future funding and ability to continue as a going concern

Funds raised under the Offer will primarily be used to conduct a drilling campaign at Spargoville and for working capital. There is no guarantee that the drilling campaign will lead to a discovery of an economic deposit.

The Company currently does not generate any revenue, and is reliant on capital raisings to fund its operations.

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

No assurance can be given that future funding will be available to the Company on favourable terms (or at all). If adequate funds are not available on acceptable terms the Company may not be able to further develop its projects and it may impact on the Company's ability to continue as a going concern.

(b) Dilution

Shareholders who do not take up their Entitlement will have their holding in the Company diluted.

(c) Control

The Directors have taken reasonable steps to ensure a reasonable distribution of voting power under the Offer. However, assuming some Shareholders take up their Entitlement and others do not, there is a risk that voting power may be consolidated among fewer Shareholders and the interests of these Shareholders may not align with other Shareholders' interests.

7.3 Company and industry specific risks

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

(a) Commodity Prices Risk

Commodity prices, including the price of gold and silver, can fluctuate rapidly and are affected by numerous factors beyond the control of the Company. The COVID-19 pandemic in particular, is currently creating significant market volatility as countries, including Australia, impose restrictions on the economy to manage the spread of the coronavirus. Other factors that generally impact commodity prices include: world demand for commodities, production cost levels, macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, commodities. These factors may have an adverse effect on the Company's financial performance and the Company's ability to fund its activities.

(b) Arbitration

The Company is currently undertaking an arbitration process to determine if any additional amount is payable for a recovered gold reconciliation relating to a toll milling campaign during late 2017. The Company has made payment to the toll milling customer for the agreed gold reconciliation however, the toll milling customer has made a subsequent claim for an additional amount payable. The parties agreed to an arbitration process to finalise the dispute. This process commenced in March 2019, with the appointment of an Arbitrator. The process is ongoing, with the toll milling customer requested to provide additional information to substantiate its claim. In the December quarter, the toll milling customer submitted a substituted Statement of Claim and in response the Company submitted a substituted Defence, both now under consideration by the Arbitrator in the next stages of the Arbitration. During December 2019 quarter, the toll milling customer requested additional information from the Company, claiming that it did not have sufficient information to substantiate its claim. If this arbitration process is unsuccessful for the Company, there is a risk it would materially impact the Company's future operations.

(c) Mining and Exploration Risk

Exploration and mining companies are subject to the inherent risks of the mineral industry. The future viability and profitability of the Company as an exploration and mining company will depend on the number of factors, including but not limited to:

- (i) commodity prices and currency exchange rates are constantly changing;
- (ii) risks inherent in exploration and mining include, among other successful exploration and identification of ore reserves, satisfactory performance of mining operations if a minable deposit is discovered and competent management;
- (iii) risks associated with obtaining the grant of any or all of the Company's mining tenements or permits which are applications, or renewal of tenements upon expiry of their current term, including the grant of subsequent titles where applied for over the same ground;
- (iv) applications may also be subject to additional processes and requirements under the Native Title Act. The right to negotiate process under Native Title matters can result in significant delays to the implementation of any project or stall it. Negotiated native title agreements may adversely impact on the economics of projects depending on the nature of any commercial terms agreed;
- (v) the risk of material adverse changes in the government policies or legislation of Australia affect the level and practicality of mining and exploration activities;
- (vi) environmental management issues, laws and regulations with which the Company may be required to comply from time to time;
- (vii) poor access to exploration areas as a result of the remoteness of difficult terrain; and
- (viii) poor weather conditions over a prolonged period which may adversely affect mining and exploration activities and the timing of earning revenues.

(d) Process Risk

Funds raised under the Offer will primarily be used to conduct a drilling campaign at Spargoville and for working capital. There is no guarantee that the drilling campaign will lead to discovery of an economically viable mineral deposit.

(e) Development Risk

If Maximus does discover an economic deposit, there is no guarantee that Maximus will be able to go back into production economically, or that such deposit will ever be exploited.

(f) Environmental Risk

The Company is subject to a number of laws and regulations regarding the protection of the environment. These laws and regulations set various standards regulating certain aspects of health and environmental quality and provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to remediate current and former activities and

locations where operations are or were conducted. Significant liability could be imposed on the Company for damages, clean-up costs, or penalties in the event of certain discharges into the environment, environmental damage caused by previous occupiers or non-compliance with environmental laws or regulations. The Company proposes to minimise these risks by conducting its activities in an environmentally responsible manner, in accordance with applicable laws and regulations and where possible, by carrying appropriate insurance coverage.

(g) Contractors Consultants and Advisors

The operations of the Company require the involvement of a number of third parties, including suppliers, contractors and clients. In particular, the Company engages or will engage a number of external contractors to provide chemical testwork services and process engineering. Financial failure, default or contractual non-compliance on the part of such third parties may have a material impact on the operations and performance of the Company. It is not possible for the Company to predict or protect the Company against all such risks.

(h) Insurance

The Company insures its operations in accordance with industry practice. In certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover and in some circumstances appropriate insurance cover may not be available or financially viable for certain risks. 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. The Company's business is subject to a number of risks and hazards generally, including without limitation, adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to properties or facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in development, monetary losses and possible legal liability. The Company will maintain insurance coverage that is substantially consistent with mining industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at all or at economically viable premiums or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate, or that a liability or other claim would not materially and adversely affect the Company's business.

(i) Key people

The responsibility of overseeing the Company's operations and strategic management depends substantially on its Directors and key personnel. There can be

no assurance that there will not be a detrimental impact on the Company is one or more of these persons cease their employment or involvement with the Company.

7.4 General investment risks

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

(a) Securities investments and share market conditions

There are risks associated with any securities investment. The COVID-19 pandemic is currently creating significant market volatility as countries, including Australia, impose restrictions to manage the spread of the coronavirus.

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

(b) Liquidity risk

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

(c) Economic risk

Changes in both Australia and world economic conditions may adversely affect the financial performance of the Company. The COVID-19 pandemic is currently creating significant market volatility as countries, including Australia, impose restrictions on the economy to manage the spread of the coronavirus. Other factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings. The Company's possible revenues and price of its securities can be affected by these factors which are beyond the control of the Company. Further potential risk exists in the immediate future as restrictions imposed by federal and state government on travel and working practices

8 ADDITIONAL INFORMATION

8.1 Disclosing entity

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

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

Copies of the Company's announcements can be obtained from www.asx.com.au or the Company's website www.maximusresources.com.

8.2 Ranking of New Shares

The New Shares issued under the entitlement issue will be fully paid and rank equally with Existing Shares.

8.3 Entitlement issue Offer Booklet

This Offer Booklet is issued pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Entitlement issues) Instrument 2016/84). The Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 17 April 2020. That notice was required to:

- (a) set out any information that had been excluded from a continuous disclosure notice in accordance with the Listing Rules and that investors and their professional advisers would reasonably require and expect to find in a disclosure document, for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - (ii) the rights and liabilities attaching to the New Shares; and
- (b) state the potential effect of the issue of the New Shares on the control of the Company and the consequences of that effect.

9. GLOSSARY

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

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

Application Money means money received from an Eligible Shareholder in respect of their Application.

ASIC means the Australian Securities and Investments Commission.

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

Closing Date means 7 May 2020 or such other date as may be determined by the Directors under this Offer Booklet.

Company means Maximus Resources Limited (ABN 74 111 977 354).

Corporations Act means the *Corporations Act 2001* (Cth), including as modified by ASIC Corporations (Non-Traditional Entitlement issues) Instrument 2016/84 in relation to the Offer.

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder as at 5.00pm (ACST) on the Record Date, other than an Ineligible Shareholder.

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

Entitlement and Acceptance Form means the application form accompanying this Offer Booklet.

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

Ineligible Shareholder means a Shareholder with a registered address outside Australia or New Zealand.

Issue Price means \$0.030 per New Share.

Listing Rules means the listing rules of ASX.

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

Offer means the offer for New Shares made under this Offer Booklet.

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

Record Date means 22 April 2020.

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

Share Registry means Computershare Investor Services Limited.

Shareholder means a holder of a Share.

Shortfall Offer means any shortfall in subscription for New Shares.