



## VICTORY METALS LIMITED

ACN 124 279 750

## PROSPECTUS

For the offer of:

- (a) up to 5,136,986 New Shares at the Offer Price of \$0.73 (before costs) to specific investors of the Company invited to apply (**Share Offer**); and
- (b) up to 1,800,000 New Options with an exercise price of \$1.30 and a two-year exercise period to participants in the Share Offer (**Option Offer**).

This Prospectus is also being issued in order to facilitate secondary trading of the underlying Shares to be issued upon the exercise of the New Options.

This Prospectus is being issued under section 713 of the Corporations Act.

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.**

**THE SECURITIES OFFERED IN CONNECTION WITH THIS PROSPECTUS ARE OF A SPECULATIVE NATURE. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR PROFESSIONAL ADVISER WITHOUT DELAY.**

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

## IMPORTANT INFORMATION

### General

This Prospectus is dated 6 June 2025 and was lodged with ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No New Shares or New Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus). The Company will apply to ASX for Official Quotation by ASX of the New Shares offered under this Prospectus within seven days of the date of this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at Unit 1, 295 Rokeby Road, Subiaco WA 6008, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (refer to Section 4.4).

No person or entity is authorised to give any information or to make any representation in connection with the Offers which is not detailed in this Prospectus. Any information or representation not detailed in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offers.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

### Foreign Jurisdictions

This Prospectus does not, and is not intended to, constitute an offer of New Securities in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this Prospectus comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. See Section 1.13 of this Prospectus for further information.

### Notice to nominees and custodians

Applicants resident in Australia and New Zealand holding Shares on behalf of persons who are resident in other jurisdictions are responsible for ensuring that taking up any New Securities does not breach regulations in the relevant jurisdiction.

### Continuously quoted securities

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the

same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

### Exposure period

No exposure period applies to this Prospectus by operation of ASIC Corporations (Exposure Period) Instrument 2016/74.

### Speculative investment

An investment in the New Securities should be considered highly speculative. Refer to Section 3 for details of the key risks applicable to an investment in the Company.

These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the New Shares and/or New Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Persons wishing to apply for New Securities should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to Shares and New Options.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Shares and/ or New Options have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser.

There is no guarantee that New Securities will make a return on the capital invested, that dividends will be paid on the New Securities or that there will be an increase in the value of the New Securities in the future.

### Forward-looking statements

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risks associated with an investment in the Company are detailed in Section 3. These and other factors could cause actual results to differ

materially from those expressed in any forward-looking statements.

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

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

### **Website**

No document or information included on the Company's website is incorporated by reference into this Prospectus.

### **Currency**

All financial amounts detailed in this Prospectus are expressed as Australian dollars unless otherwise stated.

### **Rounding**

Any discrepancies between totals and sums and components in tables detailed in this Prospectus are due to rounding.

### **Time**

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

### **Glossary**

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 5.

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## CORPORATE DIRECTORY

### Directors

Brendan Clark – CEO and Executive Director  
James Bahen – Non-Executive Director  
Kenneth Collerson – Non-Executive Director

### Senior Management

Alannah MacTiernan – Head of Strategic Relations

### Company Secretary

Robert Featherby

### Registered Office

Unit 1, 295 Rokeby Road  
Subiaco, WA 6008  
Email: [info@victorymetalsaustralia.com](mailto:info@victorymetalsaustralia.com)  
Website: [www.victorymetalsaustralia.com](http://www.victorymetalsaustralia.com)

**ASX Code:** VTM

### Share Registry\*

Xcend Pty Ltd  
Level 2, 477 Pitt Street  
Haymarket, NSW 2000

### Auditors\*

Hall Chadwick WA Audit Pty Ltd  
283 Rokeby Road  
Subiaco, WA 6008

### Lawyers

Allens  
Level 11, Mia Yellagonga Tower 2  
5 Spring Street  
Perth, WA 6000

*\* This entity has not been involved in the preparation of this Prospectus and is named for information purposes only.*

## PROPOSED TIMETABLE

Key Dates	Date / time (AWST) <sup>1</sup>
Announcement of the Offers	Wednesday, 28 May 2025
Lodgement of Appendix 3B with ASX	Wednesday, 28 May 2025
Lodgement of Prospectus for issue of New Securities with ASIC and ASX	Friday, 6 June 2025
Offer Opening Date	Friday, 6 June 2025
Offer Closing Date	5:00pm (AWST) on Friday, 6 June 2025
Issue of New Securities under the Offers	Friday, 6 June 2025
Quotation of New Shares under the Share Offer on ASX	Monday, 9 June 2025
Dispatch of Holding Statements for New Securities under the Offers	Monday, 9 June 2025

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

## RISK FACTORS

There a number of risks associated with investing in the Company and in the share market generally. The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence the operating and financial performance of the Company in the future. These risks can affect the value of an investment in the Company.

An investment in the Company is speculative in nature and investors should be aware that they may lose some or all of their investment. Prospective investors should read this Prospectus in its entirety, and in particular, consider the risk factors detailed in Section 3.

## 1 The Placement and the Offers

### 1.1 Background to the Placement

On 28 May 2025, the Company announced that it had received firm commitments for a placement of up to 5,479,452 Shares (**Placement Shares**) at an issue price of \$0.73 per Placement Share (**Offer Price**) as follows:

- (a) 5,136,986 Placement Shares (**New Shares**) to sophisticated and professional investors who are not Related Parties of the Company (**Investor Participants**); and
- (b) 342,466 Placement Shares to Mr Brendan Clark and Mr James Bahen, Directors (**Director Participants**),

to raise a total of \$4 million (before costs) (the **Placement**).

The Company also announced the proposed issue of 1,800,000 unquoted options exercisable at \$1.30 each and expiring two years from the date of grant (**New Options**) to the Investor Participants. The New Options will also be offered to various Investor Participant Brokers (defined below). No New Options will be issued to the Director Participants.

Funds raised from the issue of the New Shares under the Placement will be used to accelerate the Pre-Feasibility Study and the development of Victory's flagship North Stanmore Project – Australia's largest clay-hosted Heavy Rare Earth deposit, strategically located on the Great Northern Highway in Cue, WA, and for general working capital (refer to Section 2.2 for further details of the use of funds from the issue of the New Shares to the Investor Participants pursuant to the Placement).

As described in Section 1.2 below, the primary purpose of this Prospectus is to make an offer of the New Shares and New Options to the Investor Participants.

The Company has agreed to pay a fee of 6% of funds raised from Investor Participants introduced to the Company through any Australian financial services licensee (**Investor Participant Broker**) which, based on commitments received, equates to an aggregate fee payable to the Investor Participants Brokers of approximately \$100,000 (**Investor Participant Broker Fee**).

The remaining 342,466 Placement Shares to be issued to the Director Participants are intended to be issued following shareholder approval at the Company's 2025 annual general meeting in November 2025. If this approval is obtained, the process of the issue of Placement Shares to the Director Participants will be applied, pro rata, to the uses of funds outlined in Section 2.2. If this approval is not obtained, the Company will raise a total of \$3.75 million pursuant to the Placement (before costs).

### 1.2 The Offers

The Prospectus contains two separate Offers:

#### (a) The Share Offer

This Prospectus invites Investor Participants to apply for a total of up to 5,136,986 New Shares at the Offer Price to raise a total of approximately \$3.75 million (before costs) (**Share Offer**).

All Investor Participants will be sent a copy of this Prospectus, together with an Application Form. Only Investor Participants can accept the Share Offer. Refer to Section 1.7 for details on how to apply under the Share Offer.



All New Shares will rank equally with the Company's existing Shares. Please refer to Section 4.1 for further details of the rights and liabilities attaching to the Shares.

(b) **The Option Offer**

This Prospectus invites Investor Participants and Investor Participant Brokers (and/or their nominees) (together, the **Option Offerees**) to apply for a total of up to 1,800,000 New Options (**Options Offer**). The number of New Options which each Option Offeree may apply for will be detailed in their personalised Application Form which will be provided to each Option Offeree together with a copy of this Prospectus. Only Option Offerees may apply for New Options.

The New Options will be issued for nil cash consideration but to reward the Option Offeree for supporting the Placement and to align those key investors and advisors with the Company.

All New Options offered under this prospectus will be granted on the terms and conditions set out in Section 4.2.

All of the Shares issued upon the future exercise of the New Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further details of the rights and liabilities attaching to the Shares.

Refer to the Company's announcement released on ASX on 28 May 2025, for further details of the Placement.

### 1.3 **Purpose of this Prospectus**

The New Shares and New Options will be issued to the Investor Participants, all of whom are professional and sophisticated investors within the meaning of sections 708(8) and 708(11) of the Corporations Act in order to raise approximately \$3.75 million (before costs).

The purpose of this Prospectus is to:

- (a) make the Share Offer and the Options Offer (together, the **Offers**);
- (b) ensure that the on-sale of the underlying Shares to be issued upon the exercise of the New Options is in accordance with ASIC Corporations Instrument 2016/80; and
- (c) remove any trading restrictions on the sale of the Advisor Shares described below.

*Advisor Shares*

On the date of this Prospectus the Company issued 200,000 Shares to Alannah MacTiernan, the Company's Head of Strategic Relations (**Advisor Shares**) in accordance with the terms of a consultancy agreement between the Company and Ms MacTiernan. Refer to the Company's Appendix 2A for further details.

### 1.4 **Minimum subscription**

There is no minimum amount to be raised under the Offers.

### 1.5 **Not underwritten**

The Offers are not underwritten.

### 1.6 **Closing Date**

The closing date for the Offers is 5.00pm (AWST) on Friday, 6 June 2025 (**Closing Date**). The Company reserves the right, subject to the Corporations Act and the Listing Rules to extend the

Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

## **1.7 How to apply for New Securities**

Accompanying and forming part of this Prospectus is an Application Form for use if you wish to apply for New Securities under the Offers.

**Only Investor Participants and certain Investor Participants Brokers may participate in the Offers made under this Prospectus. The Offers are not open to the general public. An Investor Participant is a person who has provided the Company with a firm commitment to apply for New Shares under the Placement.**

All Investor Participants and Investor Participants Brokers will be issued a personalised Application Form, together with a copy of this Prospectus, detailing their entitlement to New Shares and/ or New Options (if any).

Investor Participants and Investor Participants Brokers who are entitled to participate and who wish to make an application for New Securities under the Offers (**Application**) must complete and deliver to the Company the Application Form attached to, or accompanying this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

An Applicant cannot apply for more New Shares and/ or New Options than as shown in their Application Form.

Completed Application Forms must be received by the Company prior to the Closing Date. Applications should be delivered to the Company in accordance with the instructions on the Application Form.

If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of New Securities accepted by the Company. The Application Form does not need to be signed to be a binding acceptance.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form, is final.

By making an Application, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Offers detailed in this Prospectus.

## **1.8 Allotment**

The Company expects that it will allot the New Securities on Friday, 6 June 2025 (**Allotment Date**). The Company expects holding statements to be dispatched by Monday, 9 June 2025. These dates are subject to change at the discretion of the Company.

## **1.9 ASX quotation**

Application for Official Quotation of the New Shares offered pursuant to this Prospectus will be made within seven days of the date of this Prospectus.

If the New Shares are not admitted to Official Quotation by ASX before the expiration of three months after the date of issue of this Prospectus, or such period as varied by ASIC, the Company will not issue any New Shares and will repay all Application Monies for the New Shares within the time prescribed under the Corporations Act without interest.

ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

The Company will not apply for Official Quotation of the New Options.

#### **1.10 Refunds**

Refunds pursuant to the Offers may be paid under various circumstances, including if the New Shares are not quoted on the ASX. If a refund is made, payment will be by direct deposit to your nominated account as shown on the Company's share register. You will not receive interest on any funds refunded to you.

#### **1.11 Costs of participation**

You must pay the Offer Price per New Share and any fees or charges incurred by you in making an Application under the Offers, for example, bank fees or fees of professional advisors.

You are not required to make any payment for the New Options.

#### **1.12 CHESS**

The Company participates in the Clearing House Electronic Sub-Register System (**CHESS**), operated by ASX Settlement Pty Limited (a wholly owned subsidiary of ASX), in accordance with the Listing Rules and ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares. If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will set out the number of New Shares issued under this Prospectus, provide details of your holder identification number and the participant identification number of the sponsor.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by the Company's share registrar, Xcend Pty Ltd, and will contain the number of New Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their shareholding changes. Shareholders may request a statement at any other time; however, a charge may be imposed for additional statements.

#### **1.13 International offer restrictions**

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia, may be restricted by law and persons who come into possession of this Prospectus should observe any of these restrictions, including those set forth below. Any failure to comply with such restrictions could constitute a violation of applicable securities laws. In particular, this Prospectus may not be distributed to any person, and the New Securities may not be offered or sold, in any country outside Australia.

Nominees and custodians may not submit an Application on behalf of any Investor Participant Investor resident outside Australia without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Application Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

#### **1.14 Withdrawal**

The Directors may at any time decide to withdraw this Prospectus and the Offers, in which case, the Company will return all Application Monies (without interest) in accordance with the Corporations Act.

#### **1.15 Risks factors**

An investment in New Securities under this Prospectus should be regarded as speculative. In addition to the general risks applicable to all investments in securities, there are specific risks associated with an investment in the Company, which are detailed in Section 3.

#### **1.16 Taxation implications**

The Directors do not consider it appropriate to give advice regarding the taxation consequences of subscribing for New Securities under this Prospectus. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences. As a result, you should consult your professional tax adviser in connection with subscribing for New Securities under this Prospectus.

#### **1.17 Major activities and financial information**

A summary of the major activities and financial information relating to the Company can be found in the Company's financial report for the half year ended 31 December 2024 lodged with ASX on 10 March 2025 (**Half Year Report**) and annual financial report for the year ended 30 June 2024 lodged with ASX on 17 September 2024 (**Annual Report**). The Company has made continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Half Year Report and Annual Report.

The Company's continuous disclosure notices since the lodgement of its Annual Report are detailed in Section 4.4.

Copies of the Half Year Report and Annual Report are available free of charge from the Company. The Directors strongly recommend that you review these documents and all other announcements prior to deciding whether or not to participate in the Offers.

#### **1.18 Privacy**

The Company collects information about each Applicant provided with an Application for the purposes of processing the Acceptance and, if the Acceptance is successful, to administer the Applicant's security holding in the Company.

By submitting an Application, each Applicant agrees that the Company may use the information provided with the Application for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's or its subsidiaries' agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required with your Application, the Company may not be able to accept or process your Acceptance.

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

Shareholders can access, correct and update the personal information the Company holds about them by contacting the Company or its share registry at the relevant contact numbers detailed in this Prospectus. A fee may be charged for access. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

#### **1.19 Enquiries concerning Prospectus**

Enquiries relating to this Prospectus or the Offers can be directed to the Company on 08 6555 2950 between 8:30am and 5:00pm (AWST).

## 2 Purpose and Effect of the Offers

### 2.1 Purpose of the Offers

The purpose of the Share Offer is to offer the New Shares to the Investor Participants to raise up to approximately \$3.75 million (before costs). The purpose of the Options Offer is to reward the Investor Participants and certain Investor Participant Brokers for supporting the Placement and to align those key investors and advisors with the Company. No funds will be directly raised from the Options Offer. See Sections 1.1 and 1.2 for further information regarding the Placement, Offers and purpose of this Prospectus.

In addition, the Offers are being made to ensure that the on-sale of the underlying Shares to be issued upon the exercise of the New Options is in accordance with ASIC Corporations Instrument 2016/80, and remove any trading restrictions on the sale of Shares issued by the Company on or immediately prior to the date of the Prospectus. Refer to Section 1.3 for further information regarding purpose of the Offer and is Prospectus

### 2.2 Use of funds

The funds raise from the Share Offer are intended to be applied in accordance with the table set out below:

Item	A\$	%
Pre-feasibility Study	2,000,000	53%
Exploration	1,000,000	26%
Working Capital	573,000	15%
Expenses of the Offers <sup>(1)</sup>	177,000	5%
<b>Total</b>	<b>3,750,000</b>	<b>100%</b>

**Note**

(1) Please refer to Section 4.15 for further details on the estimated expenses of the Offers

The funds raised from the issue of Shares to the Director Participants under the Placement, being \$342,000, will be applied pro rata to the above table. No funds are being raised from the Options Offer.

### 2.3 Pro-forma balance sheet

Detailed below is:

- (a) the reviewed statement of financial position of the Company as at 31 December 2024; and
- (b) the unaudited and unreviewed pro forma statement of financial position of the Company as at 31 December 2024, incorporating the effect of the Offers, assuming \$3.75 million is raised by the issue of New Shares under the Share Offer.

	31 Dec 2024 <sup>(1)</sup>	Pro forma after the Offers <sup>(2),(3)</sup>
	\$ AUD	\$ AUD
<b>ASSETS</b>		
<b>Current Assets</b>		
Cash and cash equivalents	4,856,969	8,139,023

	31 Dec 2024 <sup>(1)</sup>	Pro forma after the Offers <sup>(2),(3)</sup>
Pre-payments	31,183	31,183
Other receivables	86,589	86,589
Other current assets	761,909	Nil
<b>Total current assets</b>	<b>5,736,650</b>	<b>8,256,795</b>
<b>Non-current assets</b>		
Capitalised exploration and evaluation	8,900,080	9,759,831
Property, plant and equipment	210,738	210,738
Other non-current assets	25,000	25,000
<b>Total non-current assets</b>	<b>9,135,818</b>	<b>9,995,569</b>
<b>TOTAL ASSETS</b>	<b>14,872,468</b>	<b>18,252,364</b>
<b>LIABILITIES</b>		
<b>Current liabilities</b>		
Trade and other payables	376,109	376,109
<b>Total current liabilities</b>	<b>376,109</b>	<b>376,109</b>
<b>TOTAL LIABILITIES</b>	<b>376,109</b>	<b>376,109</b>
<b>NET ASSETS</b>	<b>14,496,359</b>	<b>17,876,255</b>
<b>EQUITY</b>		
Contributed equity	21,646,495	24,947,097
Reserves	352,947	625,204
Accumulated losses	(7,503,083)	-7,696,046
<b>TOTAL EQUITY</b>	<b>14,496,359</b>	<b>17,876,255</b>

**Notes:**

- The 31 December 2024 balance sheet has been subject to a review by Hall Chadwick WA Audit Pty Ltd in accordance with ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity (ASRE 2410). Please refer to the Half Year Report lodged with the ASX on 10 March 2025 for further details.
- The following adjustments have been made to the pro-forma balance sheet:
  - \$1.23 million gross out flows in exploration expenditure and general administration expenses and costs associated with the Offers;
  - \$761,909 in gross receipts from R&D refund as announced to the ASX on 20 February 2025;
  - \$668,000 in share-based payments incurred; and
  - \$3.75 million in gross receipts from the issue of New Shares under the Share Offer.
- The pro-forma balance sheet assumes no New Options have been exercised at completion of the Offers.

## 2.4 Effect of the Offers on capital structure

The effect of the Offers on the capital structure on the Company, assuming the New Securities are issued, is as follows:

	Shares	Options	Performance Rights
Balance as the date of this Prospectus	109,702,714 <sup>(1)</sup>	Nil	7,050,000 <sup>(2)</sup>
To be issued under the Offers	5,136,986	1,800,000 <sup>(3)</sup>	Nil
<b>Balance after the Offers</b>	<b>114,839,700</b>	<b>1,800,000</b>	<b>7,050,000</b>

### Notes:

- (1) Includes the Advisor Shares. Refer to Section 1.3 for further details.
- (2) The performance rights on issue comprise:
  - (a) 2,233,333 performance rights vesting on the Company's market capitalisation reaching \$75 million and expiring on 18 November 2029 (**Class A Performance Rights**);
  - (b) 2,483,333 performance rights vesting on the Company's market capitalisation reaching \$125 million (**Class B Performance Rights**), with:
    - (i) 2,233,333 Class B Performance Rights expiring on 18 November 2029; and
    - (ii) 250,000 Class B Performance Rights expiring on 11 November 2027;
  - (c) 2,233,334 performance rights vesting on the Company's market capitalisation reaching \$125 million and expiring 18 November 2029 (**Class C Performance Rights**); and
  - (d) 100,000 performance rights vesting on completion of safety related milestones and expiring on 19 September 2029.
- (3) Refer to Section 4.2 for the terms and conditions of the New Options.

## 2.5 Effect of the Offers on control of the Company

The Company is of the view that the Offers will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No new investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offers (refer to Section 4.9).



### **3 Risk Factors**

The New Securities offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company and no assurances can be made that the Company's particular interests or projects will be successful. Potential investors should consider whether the New Securities offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors detailed below.

This list is not exhaustive and potential investors should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Offers.

#### **3.1 Specific Risks Associated with the Company**

Applicants should be aware of the risks specific to an investment in the Company, which may include, but are not limited to those risks detailed below:

**(a) Speculative Investment**

The New Securities offered under the Offers should be considered speculative due to the nature of the Company's business. There cannot be any assurance as to payment of dividends, return of capital or the market value of Shares. In particular, the price at which an investor may be able to trade Shares may be above or below the price paid for those Shares. The New Options are generally non-transferrable. Potential investors must make their own assessment of the likely risks and determine whether an investment in the Company is appropriate having regard to their own particular circumstances. Careful consideration should be given to all matters raised and the relative risk factors prior to considering an acquisition of New Securities. Some of these risks can be mitigated by the use of appropriate safeguards and actions, but some are outside of the control of the Company and cannot be mitigated. The risks can broadly be classified as those general to investing in resource companies and risks that are specific to an investment in the Company.

**(b) Exploration, geological and development risks**

Mineral exploration and development is a speculative and high-risk undertaking that may be impeded by circumstances and factors beyond the control of the Company. Success in this process involves (amongst other things):

- (i) discovery and proving-up, or acquiring, an economically recoverable resource or reserve;
- (ii) access to adequate capital throughout the acquisition/discovery and project development phases;
- (iii) securing and maintaining title to mineral exploration projects;
- (iv) obtaining required development consents and approvals necessary for the acquisition, mineral exploration, development and production phases; and
- (v) accessing the necessary experienced operational staff, the applicable financial management and recruiting skilled contractors, consultants and employees.

There can be no assurance that exploration of the Victory Tenements or any other exploration properties that may be acquired in the future will result in the discovery of an economic mineral resource. Even if an apparently viable mineral resource is identified, there is no guarantee that it can be economically exploited.

The exploration activities of the Company may be adversely affected by a range of factors including geological conditions, operational risks (as outlined in the next paragraphs) and changing government laws and regulations. Further, whether positive income flows result from projects on which the Company will expend exploration and development capital is dependent on many factors including successful exploration, establishment of production facilities, cost control, commodity price movements, successful contract negotiations for production and stability in the local political environment.

In addition, significant expenditure may be required to establish necessary metallurgical and mining processes to develop and exploit any mineral reserves identified on the Victory Tenements. There is no assurance that the Company will have sufficient working capital or resources available to do this.

In the event that exploration programs prove to be unsuccessful, the Victory Tenements may diminish in value, there will be a reduction in the cash reserves of the Company and relinquishment of part or all of the Victory Tenements may occur.

(c) **Metallurgy risks**

In the event that an exploration project proceeds to a development and extraction phase, metal and/or mineral recoveries are dependent upon the metallurgical process that is required to liberate economic minerals and produce a saleable product which by nature involves elements of significant risk, such as:

- (i) successfully identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- (ii) successfully developing an economic process route to produce a metal and/or concentrate; and
- (iii) dealing with changes in mineralogy in the mineral deposit that can result in inconsistent metal recovery, affecting the economic viability of the relevant project.

(d) **Limited funds and future capital requirements**

As at the date of this Prospectus, the Company has limited financial resources, meaning it is reliant on raising funds from investors to continue to fund its operations. Although the Directors consider that the Company will, on completion of the Offers, have enough working capital to carry out its stated objectives, there can be no assurance that such objectives can continue to be met in the future. The Company may need to raise additional funds from time to time to finance the ongoing development of its projects and meet its other longer-term objectives.

(e) **Funding and offtake risk**

As announced to the ASX on 23 April 2025, the Company has received a letter of interest from the Export-Import Bank of the United States (**EXIM**) for up to US\$190 million (~A\$292 million) in project financing support for the development of the North Stanmore Project (**EXIM Funding**).

The EXIM Funding is subject to, amongst other things, standard due diligence by EXIM and the Company being in compliance with EXIM policies as well as program, legal and eligibility requirements.

No assurance can be given that the Company will meet the eligibility requirement for the EXIM Funding or that EXIM will approve or make available the EXIM Funding (or approve the EXIM Funding on terms and conditions acceptable to the Company).

As announced to the ASX on 17 December 2024, the Company has entered into a non-binding memorandum of understanding with Sumitomo Corporation (**Sumitomo**) in relation to a potential offtake arrangement of up to 30% of annual MREC production at Company's North Stanmore Project (**Sumitomo Offtake**).

The parties have agreed to act in good faith to enter into a binding term sheet in relation to the Sumitomo Offtake by 31 October 2025, with pricing and other key terms to be determined during the negotiation of the term sheet. No assurance can be given that the Company and Sumitomo execute a binding term sheet for the Sumitomo Offtake.

While the Company is continually assessing its short term and longer term funding options, if the Company is unable to secure the EXIM Funding or finalise binding documentation for the Sumitomo Offtake, or any alternative funding arrangements acceptable to the Company, the Company may be required to limit its operations (namely, the development of the North Stanmore Project) and/or raise additional funds through public or private financing. Any additional equity financing may dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(f) **Geopolitical risk**

A significant risk for the Company is the volatility of rare earth oxide prices, which are subject to fluctuations driven by global supply demand dynamics, geopolitical tensions, and macroeconomic conditions. Rare earth elements are considered to be in the highest risk quartile on criticality indices for western governments, representing both high economic importance and high supply chain risk, making them geopolitically sensitive due to their strategic role in high-tech industries such as defence, renewable energy advanced manufacturing. Changes in the rare earth oxide prices can have a substantial impact on the Company's outlook.

Furthermore, the Company aims to become a non-Chinese supplier of MREC. However, China controls over 60% (with some estimates stating closer to 70-80% in certain years) of global rare earth production. This includes both primary extraction from mines and refining/recycling operations. Any shifts in Chinese policy, such as export restrictions, quotas or tariffs, can significantly affect global prices. Geopolitical tensions, especially between China and other countries like the USA, can also lead to price volatility.

Beyond extraction, China has established a near-monopoly in the refining and processing of rare earth elements. China controls approximately 90% of the global processing capacity. Trade wars, sanctions, or export bans imposed by key producers like China can lead to rapid price hikes which can have a substantial impact on the Company's outlook.

(g) **Results of studies**

Subject to the results of exploration and testing programs to be undertaken, the Company may, in addition to recent technical studies, undertake further technical studies on its projects. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.

These studies will be completed within parameters designed to determine the economic feasibility of the projects 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).

Even if a study confirms the economic viability of a project, there can be no guarantee that the project will be successfully brought into production as assumed or within the estimated parameters in the feasibility study (e.g. operational costs and commodity prices) once production commences. Further, 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.

(h) **Project cost control**

Execution of the Company's exploration and development activities requires an appropriate framework of internal controls including obtaining robust project cost estimates, ensuring investment decisions are supported by the appropriate financial analysis and that appropriate procedures are in place to ensure work is executed on time and on budget. Failure to implement these controls effectively could mean that long term funding decisions for the business are incorrect and the Company's ability to deliver on its plans within specified timeframes are compromised.

(i) **Operational risks**

The operations of the Company may be affected by various factors, including:

- (i) failure to locate or identify mineral deposits;
- (ii) failure to achieve predicted grades in exploration and mining;
- (iii) operational and technical difficulties encountered in mining;
- (iv) insufficient or unreliable infrastructure, such as power, water and transport;
- (v) difficulties in commissioning and operating plant and equipment;
- (vi) mechanical failure or plant breakdown;
- (vii) unanticipated metallurgical problems which may affect metal extraction costs;
- (viii) adverse weather conditions and environmental accidents;
- (ix) industrial disputes; and
- (x) unexpected shortages or increases in the costs of consumables, spare parts, plant and equipment.

In some areas the Victory Tenements do not have well developed and reliable infrastructure and services. This may impede and delay the Company's operations which are likely to result in increased costs of exploration and development of the Victory Tenements where applicable. In the event that any of these potential risks eventuate, the Company's operational and financial performance may be adversely affected.

(j) **Limited operating history**

The Company has a limited operating history. Although the Company's Directors and management have between them significant operational experience, the Company's ability to meet its objectives will be largely reliant upon the Company's ability to implement its current operational plans and take appropriate action to amend those plans in respect of any unforeseen circumstances that may arise. Since the Company intends to continue investing in its exploration and development programs, the Directors anticipate making further losses in the foreseeable future. There can be no certainty that the Company will

achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

(k) **Tenure risk**

The Victory Tenements are granted under and governed by the laws of Western Australia and are granted subject to conditions, including minimum annual expenditure commitments and reporting commitments. Similar conditions may be applied to future mining permits acquired by the Company or its subsidiaries. Failure to comply with these conditions may result in forfeiture of the Victory Tenements.

Further, the Victory Tenements (and any additional future mining permits held by the Company) are subject to periodic renewal. Whilst there is no reason to believe that such renewals will not be granted, the Company cannot guarantee that this will occur. New conditions may also be imposed on the Victory Tenements (and any additional future mining permits held by the Company) under the renewal process which may adversely affect the Company.

(l) **Government and regulatory risk**

Operations by the Company may require approvals, consents or permits from government or regulatory authorities, including renewals of existing mining permits or title transfer to newly acquired mining permits, which may not be forthcoming or which may not be able to be obtained on terms acceptable to the Company.

Whilst there is no reason to believe that necessary government and regulatory approvals will not be forthcoming, the Company cannot guarantee that those required approvals will be obtained. Failure to obtain any such approvals could mean the ability of the Company to prove-up, develop or operate any project or to acquire any project, may be inhibited or negated.

Further, changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and exploration, extraction and production activities of the Company. It is possible that the current system of exploration and production permitting in Western Australia or other places the Company may in future operate may change, resulting in impairment of rights and possibly, expropriation of the Company's properties without adequate compensation.

(m) **Commodity price and currency exchange risks**

As the Company's potential earnings will be largely derived from the sale of mineral commodities, the Company's future revenues and cash flows will be impacted by changes in the prices and available markets of these commodities. 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 its Shares.

Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include current and expected future supply and demand, forward selling by producers, production cost levels in major mineral producing centres as well as macroeconomic conditions such as inflation and interest rates.

Furthermore, the international prices of most commodities are denominated in United States dollars while the Company cost base will be in Australian dollars. Consequently, changes in the Australian dollar exchange rate will impact on the earnings of the Company. 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.

(n) **Agents and contractors**

The Directors are unable to predict the risk of financial failure or default or the insolvency of any of the contractors which will be used by the Company in any of its activities or other managerial failure by any of the other service providers used by the Company for any activity. Any default or insolvency is outside the Company's control and may have an adverse effect on the Company's operations.

(o) **Insurance**

The Company intends to adequately insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance 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 all risks associated with mineral exploration and production is not always available. Further, where coverage is available, the costs may be prohibitive.

(p) **Environmental risks**

The Company's activities are subject to the environmental laws inherent in the mining industry and those specific to Western Australia. The Company intends to conduct its activities in an environmentally responsible manner and in compliance with all applicable laws. However, the Company may be the subject of accidents or unforeseen circumstances that could subject the Company to extensive liability.

In addition, environmental approvals may be required from relevant government or regulatory authorities before activities may be undertaken which are likely to impact the environment. Failure or delay in obtaining such approvals will prevent the Company from undertaking its planned activities. Further, the Company is unable to predict the impact of additional environmental laws and regulations that may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

(q) **Native title and cultural heritage**

The effect of present laws in respect of Native Title that apply in Australia is that the Victory Tenements (including any tenement applications) may be affected by Native Title claims or procedures. This may prevent or delay the granting of exploration and mining tenements, or affect the ability of the Company to explore, develop and commercialise the resources on the Victory Tenements. The Company may incur significant expenses to negotiate and resolve any Native Title issues, including compensation arrangements reached in settling Native Title claims lodged over any of the Victory Tenements held or acquired by the Company.

The Victory Tenements are subject to the provisions of the *Aboriginal and Torres Strait Islander Heritage Protection Act 1984* (Cth) and the *Aboriginal Heritage Act 1972* (WA). Accordingly, any destruction or harming of such sites and artefacts may result in the Company incurring significant fines and court injunctions, which may adversely impact on exploration and mining activities.

(r) **Crown land**

The land subject to the Victory Tenements overlaps with Crown land, including pastoral, historical and general leases. Upon commencing mining operations on any of the Victory Tenements, the Company may need to consider entering into a compensation and access agreement with the lease holders to ensure the requirements of the Mining Act are satisfied and to avoid any disputes arising. In the absence of agreement, the Western Australian Warden's Court determines compensation payable.

(s) **Rehabilitation of the Victory Tenements**

In relation to the Company's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the Company could become subject to liability if, for example, there is environmental pollution or damage from the Company's exploration activities and there are consequential clean-up costs at a later point in time.

(t) **Climate change regulation**

Mining of mineral resources is relatively energy intensive and is dependent on the consumption of fossil fuels. Increased regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly relevant to the Company include:

- (i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation;
- (ii) certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns; all these risks associated with climate change may significantly change the industry in which the Company operates; and
- (iii) adverse weather events which may disrupt field work and operational activities.

These examples sit amongst an array of possible climate-related restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, should these risks materialise, the Company may be adversely impacted.

(u) **Contract risk**

The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:

- (i) financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party;
- (ii) insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its exploration activities; or

- (iii) insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity.

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the Company's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by the Company, it is not possible for the Company to predict or protect itself completely against all such contract risks.

(v) **Liquidity and dilution risk**

Existing Shareholder who do not participate in the Placement will have their percentage shareholding in the Company diluted.

There is also the liquidity risk that the Company may encounter difficulties raising funds to meet commitments and financial obligations as and when they fall due. It is the Company's aim in managing its liquidity to ensure that there are sufficient funds to meet its liabilities as and when they fall due. The Company manages liquidity risk by continuously monitoring its actual cash flows and forecast cash flows. There is no guarantee that there will be an ongoing liquid market for Shares. Accordingly, there is a risk that, should the market for Shares become illiquid, Shareholders will be unable to realise their investment in the Company.

(w) **Human resources and occupational health and safety**

The exploration and development of clay-hosted rare earth minerals is an emerging industry in Australia and there may be a lack of suitably trained professionals to conduct such activities. The Company's exploration and evaluation activities may be hazardous, with potential to cause illness or injury.

### 3.2 General Risks

A summary of the major general risks are detailed below:

(a) **Credit risk**

There is the credit risk that the other party to a financial instrument will fail to discharge their obligation, resulting in the Company incurring a financial loss. Credit risk arises from cash and cash equivalents (e.g. deposits and investments held with banks and financial institutions), favourable derivative contracts (derivative assets), and receivables, guarantees given on behalf of others and commitments granted but not drawn down at the end of the reporting period.

(b) **Acquisitions**

The Company may make acquisitions of, or significant investments in, companies or assets that are complementary to its business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of companies or assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving mineral exploration success and retaining key staff.

(c) **Safety**

Safety is a fundamental risk for any exploration and production company in regards to personal injury, damage to property and equipment and other losses. The occurrence of



any of these risks could result in legal proceedings against the Company and substantial losses to the Company due to injury or loss of life, damage or destruction of property, regulatory investigation, and penalties or suspension of operations. Damage occurring to third parties as a result of such risks may give rise to claims against the Company.

(d) **Litigation**

The Company may in the ordinary course of business become involved in litigation and disputes, for example with service providers, customers or third parties infringing the Company's intellectual property rights. Any such litigation or dispute could involve significant economic costs and damage to relationships with contractors, customers or other stakeholders. Such outcomes may have an adverse impact on the Company's business, reputation and financial performance.

(e) **Share market**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Shares may be subject to fluctuation and may be affected by many factors including but not limited to the following:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) mineral/commodity price fluctuations;
- (v) changes in investor sentiment toward particular market sectors;
- (vi) the demand for, and supply of, capital;
- (vii) terrorism or other hostilities; and
- (viii) other factors beyond the control of the Company.

(f) **Commercialisation risk**

Even if the Company discovers commercial quantities of minerals, there is a risk the Company will not achieve a commercial return. The Company may not be able to transport any minerals extracted from its operations at a reasonable cost or may not be able to sell the minerals to customers at a rate which would cover its operating and capital costs. There is also a risk that necessary regulatory approvals may not be obtained.

The Mineral Resources industry is competitive and there is no assurance that, even if commercial quantities are discovered, a profitable market will exist for sales of such commodities. There can be no assurance that the quality of the commodity will be such that the properties in which the Company holds and interest can be mined at a profit.

(g) **Competition risk**

The industry in which the Company will be involved is subject to domestic and global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, and such activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(h) **Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been considered in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(i) **Key management**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. The Company may be detrimentally affected if one or more of the key management or other personnel cease their engagement with the Company.

(j) **Changes to laws and regulations**

The Company may be affected by changes to laws and regulations (in Australia and other countries in which the Company may operate) concerning property, the environment, superannuation, taxation trade practices and competition, government grants, incentive schemes, accounting standards and other matters. Such changes could have adverse impacts on the Company from a financial and operational perspective.

(k) **International operations**

The Company currently operates in Western Australia. The Company may also consider expanding into other markets internationally in the future. Therefore, the Company will be exposed to risks relating to operating in those countries. Many of these risks are inherent in doing business internationally, and will include, but are not limited to:

- (i) changes in the regulatory environment;
- (ii) trade barriers or the imposition of taxes;
- (iii) difficulties with staffing or managing any foreign operations;
- (iv) issues or restrictions on the free transfer of funds;
- (v) technology export or import restrictions; and
- (vi) delays in dealing across borders caused by customers or regulatory authorities.

(l) **Economic risks**

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the exploration and mining industries including, but not limited to, the following:

- (i) general economic conditions;
- (ii) changes in Government policies, taxation and other laws;
- (iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the commodities and resources sector;
- (iv) movement in, or outlook on, interest rates and inflation rates; and
- (v) natural disasters, social upheaval, pandemic or war.

(m) **Force majeure risk**

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies and the operations of the Company. These events include acts of terrorism, outbreaks of international hostilities, fires,

pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease such as pandemics, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially adversely affected if any of the events described above occurs.

(n) **Taxation risk**

The acquisition and disposal of Shares may have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors of the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

(o) **Information technology & cyber security**

The Company relies heavily on its computer hardware, software and information technology systems to operate its business. There is a risk that the data migration via cloud-based platforms could cause unexpected system disruptions or loss of business information. Should this occur, or if the Company's information technology systems or disaster recovery processes are otherwise not adequate, there may be a negative impact on the Company's performance. Any data or information security breach has the potential to result in unauthorised access, disclosure, loss and/or misuse of company information and funds which may cause significant business and reputational damage, adverse regulatory and financial impacts and legal proceedings. Additionally, business interruptions due to a failure of operating systems could impact the operations of the Company and lead to financial loss.

### **3.3 Investment Speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors and others not specifically referred to above, may, in the future, materially affect the financial performance of the Company and the value of the New Securities offered under this Prospectus. Therefore, the New Securities carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Securities.

Potential investors should consider that any investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Securities.

## **4 Additional Information**

### **4.1 Rights and Liabilities Attaching to Shares**

A summary of the rights attaching to New Shares, and to Shares on the Exercise of New Options, is detailed below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities that attach to New Shares, or to Shares on the Exercise of New Options, in any specific circumstances, the Shareholder should seek legal advice.

#### **(a) General Meetings**

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

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

#### **(b) Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares (of which there are presently none), at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share.

No business may be transacted at any general meeting unless a quorum is present comprising 3 Shareholders present in person or by proxy, attorney or representative.

#### **(c) Dividend Rights**

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a Share, all dividends will be declared and paid according to the proportion which the amount paid on the Share is to the total amount payable in respect of the Shares (but any amount paid during the period in respect of which a dividend is declared only entitles the Shareholder to an apportioned amount of that dividend as from the date of payment). The Directors may from time to time pay or credit to the Shareholders such interim dividends as they may determine.

#### **(d) Winding-up**

If the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as the liquidator considers fair

upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

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

(e) **Transfer of Shares**

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

(f) **Variation of Rights**

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

(g) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting.

## 4.2 Terms and Conditions of New Options

The terms and conditions of the New Options are as follows:

- (a) **(Entitlement):** Subject to adjustment in accordance with these terms and conditions, each New Option gives the holder the right to subscribe for one (1) new Share upon exercise of the New Option in accordance with Section 4.2(g) on or prior to the Expiry Date.
- (b) **(Issue Price):** No cash consideration is payable for the issue of the New Options.
- (c) **(Expiry Date):** The New Options will expire at 5.00pm (AWST) on the date that is two (2) years from the date of issue. Any New Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (d) **(Exercise Price):** The amount payable upon exercise of each New Option is \$1.30 per New Option.
- (e) **(Exercise Period):** A New Option is exercisable at any time after the date of issue and on or prior to the Expiry Date, provided that exercise occurs on a Trading Day.
- (f) **(Exercise):** An Option Holder may exercise their New Options by lodging with the Company, before the Expiry Date:
  - (i) a written notice of exercise of New Options for each New Option being exercised; and
  - (ii) electronic funds transfer or BPAY® (if you are the holder of an account with an Australian financial institution that supports BPAY® transactions) for the Exercise Price for each New Option being exercised.
- (g) **(Exercise Notice):** New Options may be exercised by notice in writing to the Company in the manner specified in the **Options Exercise Form** and payment of the Exercise Price for each New Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company. An Options Exercise Form is

irrevocable. An Options Exercise Form is only effective when the Company has received the full amount of the Exercise Price in cleared funds (**Exercise Date**).

- (h) **(Partial exercise)** The New Options held by each Option Holder may be exercised in whole or in part, and if exercised in part, at least 500 New Options must be exercised on each occasion (unless fewer than 500 New Options are held, in which case all need to be exercised).
- (i) **(Timing of issue of Shares on exercise)**: Within 5 Trading Days after the Exercise Date, the Company will:
  - (i) allot and issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Options Exercise Form and for which cleared funds have been received by the Company; and
  - (ii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the New Options.
- (j) **(Transferability)**: The New Options are not transferable, except with the prior written approval of the Company.
- (k) **(Ranking of Shares)**: All Shares allotted upon the exercise of New Options will upon allotment be fully paid and rank equally in all respects with other Shares of the Company on issue.
- (l) **(Quotation)**: The Company will not apply for quotation of the New Options on ASX.
- (m) **(Quotation of Shares on exercise)**: If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the New Options in accordance with the Listing Rules.
- (n) **(Reorganisation)**: If at any time the issued capital of the Company is reorganised, the rights of a holder of New Options may be varied to comply with the Corporations Act and the Listing Rules which apply to the reorganisation at the time of the reorganisation.
- (o) **(Participating rights)**: There are no participating rights or entitlements inherent in the New Options (including that the New Options will carry no rights to vote at a meeting of Shareholders, and no rights to dividends) and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.
- (p) **(Adjustment for bonus issues of Shares)**: If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (i) the number of Shares which must be issued on the exercise of a New Option will be increased by the number of Shares which the Option Holder would have received if the Option Holder had exercised the New Option before the record date for the bonus issue; and
  - (ii) no change will be made to the Exercise Price.
- (q) **(Amendments)**: Other than as set out in Section 4.2(p), a New Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

### 4.3 Company is a Disclosing Entity

The Company is a 'disclosing entity' (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act, and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The New Shares, and the Shares to be issued on conversion of the New Options, are in the same class as Shares that have been quoted on the official list of the ASX during the three months prior to the issue of this Prospectus.

This Prospectus is a 'transaction specific prospectus' to which the special content rules under section 713 of the Corporations Act apply. That provision allows the issue of a more concise prospectus in relation to an offer of securities, or operation to acquire securities, in a class which has been continuously quoted by ASX in the three months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to contain information in relation to the effect of the issue of New Securities on the Company and the rights attaching to the New Securities. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the Company.

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

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

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
  - (i) the Annual Report being the most recent annual financial report of the Company lodged with ASIC before the date of issue of this Prospectus; and
  - (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph (i) above until the issue of this Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at an ASIC office (refer to Section 4.4 below).

#### 4.4 Copies of Documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offers, a copy of:

- (a) the Half Year Report for the period ending 31 December 2024 as lodged with ASX on 10 March 2025;
- (b) the Annual Report for the period ending 30 June 2024 as lodged with ASX on 17 September 2024; and
- (c) the continuous disclosure notices given by the Company to notify ASX of information relating to the Company since the Company lodged its Annual Report and before the date of issue of this Prospectus which are as follows:

Date Lodged	Subject of Announcement
6 June 2025	Application for quotation of securities - VTM
28 May 2025	Proposed issues of securities - VTM
28 May 2025	Proposed issues of securities - VTM
28 May 2025	Proposed issues of securities - VTM
28 May 2025	\$4M PLACEMENT BACKED BY LEADERSHIP, INDUSTRY AND TOP 20
26 May 2025	Trading Halt
22 May 2025	Response to ASX Price and Volume Query
16 May 2025	Response to ASX Price Query
6 May 2025	Response to ASX Price Query
6 May 2025	Investor Presentation - Sydney RIU
23 April 2025	US GOVERNMENT FUNDING LOI US\$190M TO ADVANCE HREE PROJECT
17 April 2025	VTM Unveils Major Gallium Resource as By-Product to HREEs
16 April 2025	US Executive Order Highlights Strategic Opportunity for VTM
14 April 2025	Quarterly Activities/Appendix 5B Cash Flow Report
8 April 2025	Strategic Heavy REE Supplier Amid China Export Controls
4 April 2025	Cleansing Statement
4 April 2025	Application for quotation of securities – VTM
1 April 2025	Notification of cessation of securities - VTM
26 March 2025	Gallium Produced in Final MREC Product
18 March 2025	Response to ASX Query Letter
12 March 2025	Reinstatement to Quotation
12 March 2025	Outstanding North Stanmore Scoping Study Delivered
11 March 2025	Suspension from Quotation
10 March 2025	Half Yearly Report and Accounts
7 March 2025	Trading Halt
25 February 2025	New Exploration Target at North Stanmore Project
20 February 2025	Victory Metals Strengthens Cash Position



Date Lodged	Subject of Announcement
29 January 2025	Quarterly Activities/Appendix 5B Cash Flow Report
16 January 2025	NORTH STANMORE ADVANCES AS A GLOBAL HREE DEPOSIT
17 December 2024	Strategic Offtake MOU signed with Sumitomo
13 December 2024	Trading Halt
11 December 2024	Notification regarding unquoted securities - VTM
20 November 2024	Notification of cessation of securities - VTM
18 November 2024	Change of Director's Interest Notice x 3
18 November 2024	Notification regarding unquoted securities - VTM
14 November 2024	Cleansing Statement
14 November 2024	Application for quotation of securities – VTM
14 November 2024	Application for quotation of securities – VTM
14 November 2024	Results of Meeting
6 November 2024	Cleansing Statement
6 November 2024	Application for quotation of securities - VTM
6 November 2024	NORTH STANMORE GROWS TO 13.5KM IN STRIKE
15 October 2024	Cleansing Statement
15 October 2024	Application for quotation of securities - VTM
15 October 2024	Quarterly Activities/Appendix 5B Cash Flow Report
14 October 2024	Letter to Shareholders
14 October 2024	Notice of Annual General Meeting/Proxy Form
10 October 2024	Cleansing Statement
10 October 2024	Application for quotation of securities - VTM
2 October 2024	Cleansing Statement
2 October 2024	Application for quotation of securities - VTM
26 September 2024	Cleansing Statement
26 September 2024	Application for quotation of securities - VTM
20 September 2024	Change of Share Registry
20 September 2024	Change of Director's Interest Notice - JB
20 September 2024	Change of Director's Interest Notice - BC
19 September 2024	Cleansing Statement
19 September 2024	Notification regarding unquoted securities - VTM
19 September 2024	Application for quotation of securities - VTM
19 September 2024	Application for quotation of securities – VTM
19 September 2024	Application for quotation of securities - VTM
19 September 2024	Proposed issue of securities - VTM
19 September 2024	North Stanmore Drilling Update
17 September 2024	Appendix 4G and Corporate Governance Statement
17 September 2024	Annual Report to shareholders

The following documents are available for inspection throughout the period of the Offers during normal business hours at the registered office of the Company at Suite 1, 295 Rokeby Road, Subiaco WA 6008:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 4.17 and the consents provided by the Directors to the issue of this Prospectus.

The announcements are also available through the Company's website at [www.victorymetalsaustralia.com](http://www.victorymetalsaustralia.com).

#### **4.5 Information Excluded from Continuous Disclosure Notices**

The Company continues to receive assay results from recent drilling activities. Following receipt of results, the Company undertakes its usual process of review and will release any results in accordance with its continuous disclosure obligations.

Other than the above, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

#### **4.6 Determination by ASIC**

ASIC has not made a determination that would prevent the Company from relying on section 713 of the Corporations Act in issuing New Securities under this Prospectus.

#### **4.7 Market Price of Shares**

The highest and lowest closing prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: \$1.12 per Share on 20 May 2025

Lowest: \$0.365 per Share on 7 April 2025

On 5 June 2025, being the last practicable date prior to the date of lodgement of this Prospectus with ASIC, the closing market sale price of the Shares on ASX was \$0.82 per Share.

#### **4.8 Dividend Policy**

The Directors are not able to say when and if dividends will be paid in the future, as the payment of any dividends will depend on the future profitability, financial position and cash requirements of the Company.

#### **4.9 Substantial Shareholders**

Based on publicly available information as at the date of this Prospectus, no persons (together with their associates) has a relevant interest in 5% or more of the Shares on issue, and to the best of the Company's knowledge and belief no will any person (together with their associates) will have, on completion of the Offers (assuming the Offers are fully subscribed), a relevant interest in 5% or more of the Shares on issue.

#### **4.10 Directors' Interests**

Except as disclosed in this Prospectus, no Director and no firm in which a Director or proposed director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the New Securities offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Securities offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or New Securities offered under this Prospectus.

#### 4.11 Directors' Interests in Securities

The Directors' relevant interests in the securities of the Company as at the date of this Prospectus are detailed below:

Director	Shares	Options	Performance Rights
Mr Brendan Clark	4,129,610 <sup>(1)</sup>	-	2,500,000 <sup>(3)</sup>
Mr James Bahen	1,050,000 <sup>(2)</sup>	-	1,500,000 <sup>(4)</sup>
Mr Kenneth Collerson	533,266	-	1,200,000 <sup>(5)</sup>

##### Notes

- (1) Mr Brendan Clark is a Director Participant and has subscribed for 273,973 Placement Shares which remain subject to shareholder approval. Refer to Section 1.1 for further details.
- (2) Mr James Bahen Clark is a Director Participant and has subscribed for 68,493 Placement Shares which remain subject to shareholder approval. Refer to Section 1.1 for further details.
- (3) Comprising 750,000 Class A Performance Rights, 1,000,000 Class B Performance Rights and 750,000 Class C Performance Rights.
- (4) Comprising 500,000 Class A Performance Rights, 500,000 Class B Performance Rights and 500,000 Class C Performance Rights.
- (5) Comprising 400,000 Class A Performance Rights, 400,000 Class B Performance Rights and 400,000 Class C Performance Rights.

#### 4.12 Remuneration of Directors

The Directors' remuneration for the past two financial years is detailed in the below table:

Director	Financial Year	Short Term Benefits (\$)	Long Term Benefits (\$)	Superannuation (\$)	Share Based Payments (\$)	Total (\$)
Mr Brendan Clark <sup>(1)</sup>	2023	101,705	-	-	31,300	133,005
	2024	181,818	-	-	251,770	433,588
Mr James Bahen <sup>(2)</sup>	2023	39,420	-	-	22,108	61,528
	2024	39,420	-	-	237,330	276,750
Mr Kenneth Collerson <sup>(3)</sup>	2023	-	-	-	-	-
	2024	-	-	-	-	-

**Notes:**

- (1) Mr Clark was appointed as an Executive Director on 16 July 2021.
- (2) Mr Bahen was appointed as a Non-Executive Director on 16 July 2021.
- (3) Mr Collerson was appointed as a Non-Executive Director on 30 July 2024. Under the terms of Mr Collerson's consultancy agreement, Mr Collerson is entitled to a consultancy fee of \$168,000 for the financial year ending 30 June 2025, plus a non-executive director fee of \$38,000, exclusive of GST.

#### 4.13 Related party transactions

There are no related party transactions involved in the Offers that are not otherwise detailed in this Prospectus.

#### 4.14 Interests of Other Persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) Has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the New Securities offered under this Prospectus, or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the New Securities offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the New Securities offered under this Prospectus.

Allens will be paid fees of approximately \$60,000 (plus GST) for work undertaken in relation to the Offers and the preparation of this Prospectus.

Xcend Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect of the issue of the New Securities under the Offers, and will be paid for these services on standard industry terms and conditions.

#### 4.15 Expenses of the Offers

The estimated expenses of the Offers are detailed below:

Estimated expenses of the Offers	Amount
ASIC lodgement fee	\$3,206
ASX quotation fee for the New Shares	\$13,935
Legal fees	\$60,000
Investor Participant Broker Fee	\$100,000
<b>TOTAL</b>	<b>\$177,141</b>

#### 4.16 ASIC Instruments

The Offers are made pursuant to ASIC Corporations (Exposure Period) Instrument 2016/74 which exempts the Company from complying with section 727(3) of the Corporations Act to the extent that section prohibits the Company from issuing New Securities in the seven-day period after the date of lodgement of this Prospectus with ASIC.

#### 4.17 Consents

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

Each of the parties referred to in this Section:

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

Allens has given its written consent to being named as the solicitors to the Company in this Prospectus. Allens has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement with ASIC of this Prospectus.

#### 4.18 Authorisation

This Prospectus is authorised by each of the Directors.

This Prospectus is signed for and on behalf of Company by:

A handwritten signature in black ink, appearing to read 'Brendan Clark', with a large, stylized 'B' and 'C'.

**Mr Brendan Clark**  
CEO and Executive Director  
6 June 2025

## 5 Glossary

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

**\$** means Australian dollars.

**Acceptance** means a valid acceptance of New Shares and, if applicable, New Options under the Offers made pursuant to this Prospectus.

**Advisor Shares** has the meaning given in Section 1.3.

**Allotment Date** has the meaning given in Section 1.8.

**Annual Report** means the annual financial report of the Company for the period ending 30 June 2024 as lodged with ASX on 17 September 2024.

**Applicant** means a person who submits an Application.

**Application** means a valid application for New Shares and, if applicable, New Options under the Offers made on an Application Form.

**Application Form** means the application form provided by the Company with a copy of this Prospectus.

**Application Monies** means application monies for New Shares received by the Company from an Applicant.

**ASIC** means Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

**AWST** means Australian Western Standard Time, being the time in Perth, Western Australia.

**Board** means the Board of Directors of the Company as constituted from time to time.

**CHESS** means ASX Clearing House Electronic Sub-register System.

**Class A Performance Rights** has the meaning given in Section 2.4.

**Class B Performance Rights** has the meaning given in Section 2.4.

**Class C Performance Rights** has the meaning given in Section 2.4.

**Closing Date** has the meaning given in Section 1.6.

**Company** means Victory Metals Limited (ACN 124 279 750).

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

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

**Director Participants** means Mr Brendan Clark and Mr James Bahen, each being Directors.

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

**EXIM** means the Export-Import Bank of the United States.

**EXIM Funding** has the meaning given in Section 3.1(e).

**Half Year Report** means the half year report of the Company for the period ending 31 December 2024 as lodged with ASX on 10 March 2025.

**Investor Participants** means an institutional, sophisticated or professional investor invited to participate in the Placement and Offers, each being persons who are not Related Parties of the Company and persons who do not require disclosure pursuant to section 708 of the Corporations Act.

**Investor Participant Broker** has the meaning given in Section 1.1.

**Investor Participant Broker Fee** has the meaning given in Section 1.1.

**Issuer Sponsored** means securities issued by an issuer that are held in uncertificated form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHES.

**Listing Rules** means the official listing rules of ASX as amended or replaced from time to time, except to the extent of any express written waiver by ASX.

**MREC** means mixed rare earth carbonate.

**New Options** has the meaning given in Section 1.1.

**New Securities** means New Shares and New Options.

**New Shares** has the meaning given in Section 1.1.

**North Stanmore Project** means the Company's North Stanmore Heavy Rare Earth Elements Project located in the Cue region of Western Australia.

**Offer Price** means \$0.73 per New Share.

**Offers** means the Share Offer and the Option Offer.

**Official Quotation** means official quotation by ASX in accordance with the Listing Rules.

**Option Holder** means a registered holder of a New Option.

**Options Offer** has the meaning given in Section 1.2.

**Option Offeree** has the meaning given in Section 1.2.

**Placement** has the meaning given in Section 1.1.

**Placement Shares** has the meaning given in Section 1.1.

**Prospectus** means this prospectus dated 6 June 2025.

**REE** means rare earth element.

**Related Party** has the meaning given in the Listing Rules.

**Section** means a section of this Prospectus.

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

**Share Offer** has the meaning given in Section 1.2.

**Shareholder** means a holder of Shares.

**Sumitomo** means Sumitomo Corporation.

**Sumitomo Offtake** has the meaning given in Section 3.1(e).

**Trading Day** means a day determined by ASX to be a trading day and notified to market participants being:

- (a) a day other than:
  - (i) a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day; and
  - (ii) any other day which ASX declares and publishes is not a trading day; and
- (b) notwithstanding (a), a day which for the purposes of settlement, ASX declares is a trading day notwithstanding that dealings between market participants are suspended on that day.

**Victory Tenements** means the granted leases and licences granted pursuant to the *Mining Act 1978* (WA) owned by the Company.