

Prospectus

RPM Automotive Limited ACN 002 527 906 (**Company**)

This Prospectus is being issued for the following Offers:

1. **(Placement Offer)** An offer of one Placement Option for no additional consideration for every one Placement Share to be issued to a Placement Participant under the Placement, exercisable at \$0.10 on or before 5:00pm (Melbourne time) on 31 August 2025.
2. **(Advisor Offer)** An offer of 2,523,053 Advisor Options to the Lead Manager of the Placement (and/or its nominee(s)), exercisable at \$0.10 on or before 5:00pm (Melbourne time) on 31 August 2025.
3. **(Lender Offer)** An offer of 38,133,690 Lender Options to the Lender, exercisable at \$0.10 on or before 5:00pm (Melbourne time) on 31 August 2025.

This Prospectus has been prepared for the purposes of providing disclosure in respect of the issue of the Placement Options, Advisor Options and Lender Options (together, the **New Options**), to:

- (a) enable the New Options to be on-sold without disclosure; and
- (b) ensure that Shares issued upon the exercise of all New Options can be on-sold without disclosure.

IMPORTANT NOTICE

This document is important and should be read in its entirety. It is a prospectus issued pursuant to section 713 of the Corporations Act. It does not, itself, contain all the information that is generally required to be set out in a full prospectus, but refers to other documents, the information of which is deemed to be incorporated into this Prospectus.

If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

The New Options being offered by this Prospectus should be considered speculative. The general advice provided in this Prospectus has been prepared without taking into account the specific personal circumstances of investors.

This Prospectus may not be released to US wire services or distributed in the United States.

Indicative Timetable

Announcement of Placement	Thursday, 18 April 2024
Lodgement of Prospectus with ASIC and ASX	Thursday, 18 April 2024
Lodgement of Appendix 3B with ASX Application to ASX for quotation of New Options	Thursday, 18 April 2024
Opening Date for the Offers	Wednesday, 24 April 2024
Extraordinary General Meeting to seek shareholder approval for the issue of New Options	Monday, 27 May 2024
Closing Date for the Offers	5.00pm (Melbourne time) on Monday, 27 May 2024
Issue of New Options, dispatch of new holding statements	Friday, 31 May 2024
Lodgement of Appendix 2A with ASX	Friday, 31 May 2024
Expected date of Official Quotation of the New Options	Monday, 3 June 2024
New Options Expiry Date	5.00pm (Melbourne time) on Sunday, 31 August 2025
Issue of new Shares on the exercise of New Options and dispatch of new holding statements	Within 5 Business Days of the Company receiving an Exercise Notice and payment of the Exercise Price in cleared funds

All dates may change without prior notice and accordingly are indicative only. The Company reserves the right to amend this indicative timetable subject to the Corporations Act and the ASX Listing Rules.

Important notices

General

This Prospectus is dated 18 April 2024 and a copy of this Prospectus was lodged with ASIC on that date. ASIC, ASX and its officers, respectively, take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No securities (other than Shares to be issued on exercise of the New Options) will be allotted or issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

The Company will apply to ASX within seven days of the date of this Prospectus for Official Quotation by ASX of the New Options the subject of the Placement, Advisor and Lender Offers.

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

To the extent that statements in this Prospectus constitute statements relating to intentions, future acts and events, such statements are generally classified as forward looking statements and involve known and unknown risks, uncertainties and other important factors that could cause those future acts, events and circumstances to differ from the way or manner in which they are expressly or implicitly portrayed in this Prospectus.

Continuously quoted securities

This Prospectus is a transaction specific prospectus for an offer of Options over Shares that are in a class of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with sections 711, 713, 715A and 716 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 given 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 with whom potential investors may consult. This Prospectus is therefore intended to be read in conjunction with the information publicly available in relation to the Company which has been notified to ASX.

Overseas Applicants / Foreign Shareholders

This Prospectus does not constitute an offer of Options in any jurisdiction in which it would be unlawful. Options may not be offered or sold in any country outside Australia except to the extent permitted below.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (New Zealand) (the "FMC Act").

The new Shares and New Options are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the “SFO”). Accordingly, this document may not be distributed, and the new Shares and New Options may not be offered or sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the new Shares and New Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to new Shares and New Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted new Shares and New Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Singapore

This document and any other materials relating to the new Shares and New Options have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of new Shares and New Options, may not be issued, circulated or distributed, nor may the new Shares and New Options be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the “SFA”) or another exemption under the SFA.

This document has been given to you on the basis that you are an “institutional investor” or an “accredited investor” (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the new Shares and New Options being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire new Shares and New Options. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

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

The new Shares and New Options may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to “qualified investors” within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the new Shares and New Options has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

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

The distribution of this Prospectus in jurisdictions outside Australia and the above jurisdictions is restricted by law and persons outside of Australia and the above jurisdictions should observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

Professional advice

This Prospectus does not take into account the investment objectives, financial situation and particular needs of any person. Professional advice should be obtained before deciding to invest in any securities the subject of this Prospectus. No cooling off period applies. The Company is not licensed to provide financial product advice.

Forward looking statements

Some of the information contained in this Prospectus constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'should', 'will', 'expects', 'plans' or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial conditions or provide other forward-looking information. The Company's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This Prospectus details some important factors that could cause the Company's actual results to differ from the forward-looking statements made in this Prospectus.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website (<https://rpmgroup.net.au/investor>).

By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Application Form

The Application Form accompanying this Prospectus is important. An Application for New Options under the Offers can only be submitted on an Application Form. Please refer to the instructions in Section 4 regarding completion of an Application Form.

By returning an Application Form, 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.

Enquiries

If you have questions in relation to the Offers, please contact the Company at investor@rpmgroup.net.au.

Currency

Money as expressed in this Prospectus is in Australian dollars unless otherwise indicated.

Rounding

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

Time

All references to time in this Prospectus are references to Melbourne time, unless otherwise stated.

Definitions and Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the Definitions and Glossary in Section 9.

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Chairman's Letter

18 April 2024

Dear Investors

On behalf of the Board, I am pleased to invite you to participate in these Offers for New Options. The New Options are to be issued in connection with the Company's Placement to raise up to approximately \$4.0 million (before costs).

RPM will issue approximately 55.7 million new Shares to Placement participants at a price of \$0.072 per new Share, to raise a total of \$4.0 million (before costs). The issue price of \$0.072 represents a 15.3% discount to RPM's last close of \$0.085 on 15 April 2024.

For every new Share issued to Placement Participants, RPM will also issue one (1) Placement Option, for no additional consideration. RPM will apply to ASX to have the Placement Options quoted. The Placement Options will have an exercise price of \$0.10 and will expire on 31 August 2025.

RPM will use the proceeds of the Placement to:

- develop its strategic tyre recycling program to take advantage of the regulatory tailwinds supporting tyre recycling where RPM will access its existing distribution network and customer base to create recycled rubber-based products for use in multiple sectors; and
- improve RPM's capital structure by strengthening its balance sheet through the partial repayment of a Collins Street Value Fund convertible note issued as part of the Company's 2021 acquisition strategy.

The Placement will be undertaken in two tranches, with the first tranche settling on or around 23 April 2024 and the second tranche expected to settle on or around 31 May 2024, subject to the approval of Shareholders for the purposes of ASX Listing Rule 7.1.

The issue of New Options under this Prospectus will also be subject to Shareholder approval, with the Shareholder meeting proposed to be held on or around 27 May 2024.

If you have any questions, please contact the Company at investor@rpmgroup.net.au.

On behalf of your Board, I thank you for your ongoing support of the Company.

Yours sincerely



Mr Lawrence Jaffe
Chairman

1 Investment summary & frequently asked questions

This Section provides an overview of key information in this Prospectus.

Accordingly, the information set out in this Section is not intended to be comprehensive and should be read in conjunction with the full text of this Prospectus.

Topic	Details	Where to find more information
What are the Offers?	<p>This Prospectus is being issued in connection with the following offers of securities:</p> <ul style="list-style-type: none"> • Placement Offer of Placement Options to Placement Participants; • Advisor Offer of Advisor Options to the Lead Manager of the Placement (and/or its nominee(s)); and • Lender Offer of Lender Options to the Lender. 	Section 3
Placement Offer		
What is the Placement?	<p>On 18 April 2024, the Company announced a placement to institutional investors (Placement) to raise a total of approximately \$4.0 million (before costs) through the issue of 55,713,721 Shares at an issue price of \$0.072 per Share (Placement Shares).</p> <p>The Placement Shares will be issued together with the grant of one free attaching quoted option for every one Placement Share issued (Placement Option), exercisable at \$0.10 on or before 5:00pm (Melbourne time) on 31 August 2025.</p> <p>The purpose of the Placement is to fund stage 1 and stage 2 of RPM's Tyre Recycling Program, reduce debt and provide balance sheet flexibility.</p> <p>Please refer to the Company's announcement dated 18 April 2024 for further details regarding the Placement.</p>	Section 3.1
What is the Placement Offer?	The Placement Offer under this Prospectus relates to an offer of one Placement Option for every one Placement Share to be issued to a Placement Participant under the Placement, exercisable at \$0.10 on or before 5:00pm (Melbourne time) on 31 August 2025.	Section 3.1
Who can participate in the Placement Offer?	The Company has invited Placement Participants to participate in the Placement Offer. The Placement Offer does not extend to anyone who is not a Placement Participant.	Section 3.1
What are the Placement Options?	The Placement Options are options to acquire Shares in the Company, exercisable at \$0.10 per Placement Option, on or before 31 August 2025. Each Placement Option will, upon exercise, entitle its holder to apply for, and be issued with, one Share.	Section 3.1

Topic	Details	Where to find more information
What are the rights and liabilities attaching to the Placement Options and the Shares issued on the exercise of the Placement Options?	<p>A summary of the material rights and liabilities attaching to the Placement Options and the Shares issued on the exercise of the Options are set out in Section 7.1.</p> <p>Any Shares issued on the exercise of the Placement Options will rank equally with all existing Shares.</p>	Section 7
How do I apply for Placement Options?	Only Placement Participants may apply for Placement Options under the Placement Offer, by completing the Application Form provided to them with this Prospectus.	Section 4.1
What is the issue price payable per Placement Option?	Nil. No monies are payable for the grant of Placement Options. The Placement Options are being issued under the Placement Offer, as free attaching Options to the Placement Shares (on the basis of one free Placement Option for every one Placement Share applied for by a Placement Participant).	Section 3.1
Will the Placement Options be listed on the ASX?	The Company intends that the Placement Options will be quoted on ASX and will apply to ASX for quotation within seven days of this Prospectus.	Sections 3.1 and 7.1
Is the Company required to seek Shareholder approval to issue the Placement Options?	<p>Yes. The issue of Placement Options offered under this Prospectus is subject to Shareholder approval under ASX Listing Rule 7.1, which the Company intends to seek at a general meeting to be convened on or around 27 May 2024.</p> <p>The Company intends to issue the Placement Options on or around 31 May 2024, following receipt of Shareholder approval.</p>	Sections 2.2 and 3.1
How do I exercise my Placement Options?	In order to exercise your Placement Options, you must complete and return an Exercise Notice to the Share Registry, with payment of the Exercise Price for each Placement Option exercised, by the Expiry Date (ie, 31 August 2025).	Section 7.1
Must I exercise my Placement Options?	<p>No. You do not need to exercise any or all of your Placement Options. Any Placement Options granted to you that are not exercised before the Expiry Date will lapse.</p> <p>If you do not intend to exercise any of your Placement Options, you do not need to take any further action.</p>	Section 7.1
How much is sought to be raised under the Placement Offer?	<p>No funds will be raised from the issue of the Placement Options under this Prospectus. However, approximately \$4.0 million (before costs) is being raised by way of the issue of Placement Shares to Placement Participants under the Placement.</p> <p>If all the Placement Options are exercised by their holders, the company will raise approximately \$5.57 million.</p>	Section 3.1
Advisor Offer		

Topic	Details	Where to find more information
What is the Advisor Offer?	The Advisor Offer relates to an offer of 2,523,053 Advisor Options to the Lead Manager, as part consideration for services provided by the Lead Manager in relation to the Placement.	Section 3.2
Who can participate in the Advisor Offer?	Only the Lead Manager (and/or its nominee(s)) is invited to participate in the Advisor Offer.	Section 3.2
What are the rights and liabilities attaching to the Advisor Options and the Shares issued on the exercise of the Advisor Options?	A summary of the material rights and liabilities attaching to the Advisor Options and the Shares issued on the exercise of the Options are set out in Section 7.1. Any Shares issued on the exercise of the Advisor Options will rank equally with all existing Shares.	Section 7
What is the issue price payable per Advisor Option?	Nil. No monies are payable for the grant of Advisor Options. The Advisor Options are being issued by the Company as part consideration for the Lead Manager's services in connection with the Placement.	Section 3.2
Will the Advisor Options be listed on the ASX?	The Company intends that the Advisor Options will be quoted on ASX and will apply to ASX for quotation within seven days of this Prospectus.	Sections 3.2 and 7.1
Is the Company required to seek Shareholder approval to issue the Advisor Options?	Yes. The issue of Advisor Options offered under this Prospectus is subject to Shareholder approval under ASX Listing Rule 7.1, which the Company intends to seek at a general meeting to be convened on or around 27 May 2024. The Company intends to issue the Advisor Options on or around 31 May 2024, following receipt of Shareholder approval.	Sections 2.2 and 3.2
How much is sought to be raised under the Advisor Offer?	No funds will be raised from the issue of the Advisor Options under this Prospectus. If all the Advisor Options are exercised by their holders, the company will raise approximately \$0.25 million.	Section 3.2
Lender Offer		
What is the Lender Offer?	The Lender Offer is an offer of 38,133,690 Lender Options to the Lender in connection with the Convertible Note Rollover under the Loan Agreement.	Section 3.3
Who can participate in Lender Offer?	Only the Lender is invited to participate in the Lender Offer.	Section 3.3
What are the rights and liabilities attaching to the Lender Options and the Shares issued on the exercise of the Lender Options?	A summary of the material rights and liabilities attaching to the Lender Options and the Shares issued on the exercise of the Options are set out in Section 7.1. Any Shares issued on the exercise of the Lender Options will rank equally with all existing Shares.	Section 7

What is the issue price payable per Lender Option?	Nil. No monies are payable for the grant of Lender Options. The Lender Options are being issued for nil consideration in connection with the Convertible Note Rollover under the Loan Agreement.	Section 3.3
Will the Lender Options be listed on the ASX?	The Company intends that the Lender Options will be quoted on ASX and will apply to ASX for quotation within seven days of this Prospectus.	Sections 3.3 and 7.1
Is the Company required to seek Shareholder approval to issue the Lender Options?	Yes. The issue of Lender Options offered under this Prospectus is subject to Shareholder approval under Listing Rule 7.1, which the Company intends to seek at a general meeting to be convened on or around 27 May 2024. The Company intends to issue the Lender Options on or around 31 May 2024, following receipt of Shareholder approval.	Sections 2.2 and 3.3
How much is sought to be raised under the Lender Offer?	No funds will be raised from the issue of the Lender Options under this Prospectus. If all the Lender Options are exercised by the Lender, the company will raise approximately \$3.81 million.	Section 3.3
Control Effect		
What will be the effect of the Offers on the control of the Company?	The issue of New Options under the Offers is not expected to have any material impact on control of the Company.	Section 5.3(c)
Key risks		
What are the key risks associated with an investment in the Company?	Some of the key risks associated with an investment in the Company are outlined in detail in Section 6. By way of overview, some of these risks relate to: <ul style="list-style-type: none"> • Business strategy execution risk • Sales and revenue risk • Earnings risk • Competition risk • Warranty risk, product liability exposure and reputational risk • Intellectual property risk • Supply chain risk • Increased input costs • Liquidity risk • IT risk, privacy and cybersecurity • Changes in technology • Key personnel risk • Asset impairment risk • Dividends 	Section 6

	<ul style="list-style-type: none"> • Exchange rate risk • Insurance risk • The state of the share market • General economic conditions • Legislative or regulatory change • Litigation risk • Quotation and liquidity of quoted Securities • Dilution • The value of New Options • The Company's capital requirements 	
Further information		
How can further information be obtained?	<p>If, after you read this Prospectus, you have any questions regarding the New Options or your Application, please contact your financial adviser or other professional adviser.</p> <p>For further information on the Offers, please contact the Company at investor@rpmgroup.net.au.</p>	

2 Important Information

2.1 Purpose of Prospectus

This Prospectus relates to the following Offers of New Options:

- (a) 55,713,721 Placement Options to Placement Participants;
- (b) 2,523,053 Advisor Options to the Lead Manager of the Placement; and
- (c) 38,133,690 Lender Options to the Lender.

The Offers of New Options are made with disclosure under this Prospectus, primarily in order to:

- (d) remove any secondary sale restrictions that may apply to the New Options, so that the New Options can be on-sold without disclosure; and
- (e) to ensure that the Shares issued upon the exercise of New Options can be on-sold without disclosure, pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

2.2 Summary of Shareholder approval requirements

The Company is convening a general meeting, which it expects to be held on or around Monday, 27 May 2024 (**General Meeting**) to seek approval for the purposes of ASX Listing Rule 7.1 and all other purposes, for the issue of:

- (a) 7,203,578 Tranche 2 Placement Shares
- (b) 55,713,721 Placement Options;
- (c) 2,523,053 Advisor Options; and
- (d) 38,133,690 Lender Options,

(Shareholder Approvals).

Further details of the approvals being sought will be set out in the Company's notice of General Meeting, which it intends to lodge with ASX shortly.

2.3 Opening and Closing Dates

The Company will accept Application Forms from Applicants in respect of the Offers from the Opening Date until 5.00pm (Melbourne time) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the ASX Listing Rules.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the closing dates of the Offers without prior notice. If a closing date is varied, subsequent dates may also be varied accordingly

2.4 CHES and Issuer Sponsorship

The Company participates in the Clearing House Electronic Sub-register System, known as CHES. ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the ASX Listing Rules and the ASX Settlement Operating Rules.

Under CHES, Applicants will not receive a certificate but will receive a statement of their holding of Placement Options.

If you are broker sponsored, ASX Settlement will send you a CHES statement.

The CHES statement will specify the number of New Options issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the New Options.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by the Share Registry and will contain the number of New Options issued to you under this Prospectus and your security holder reference number.

A CHES statement or Issuer Sponsored statement will routinely be sent to holders at the end of any calendar month during which the balance of their holding changes. Optionholders may request a statement at any other time, however, a charge may be made for additional statements.

2.5 Minimum subscription

There is no minimum subscription under the Offers.

2.6 International Offer Restrictions

No action has been taken to register or qualify the New Options, or the Offers, or otherwise to permit the offering of the New Options, in any jurisdiction outside of Australia, except to the extent permitted under this Prospectus (refer 'Important notices' section commencing on page 3).

The distribution of this Prospectus within jurisdictions outside of Australia, may be restricted by law and persons into whose possession this Prospectus comes should observe, any such restrictions, including those set forth below. Any failure to comply with these restrictions may constitute a violation of those laws.

This Prospectus does not constitute an offer of New Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus. In particular, this Prospectus may not be distributed to any person, and the New Options may not be offered or sold in any country outside Australia except to the extent permitted under this Prospectus (refer 'Important notices' section commencing on page 3).

2.7 **Withdrawal of Offers**

The Company reserves the right not to proceed with some or all of the Offers at any time before the issue of the New Options, or to close the Offers early (subject to the ASX Listing Rules and the Corporations Act).

2.8 **Risks**

An investment in Securities should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities (or options over listed securities), there are certain specific risks associated with an investment in the Company which are detailed in Section 6.

2.9 **Taxation implications**

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for New Options under this Prospectus.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with applying for New Options under this Prospectus.

2.10 **Major activities and financial information**

A summary of the major activities and financial information relating to the Company for the financial year ended 30 June 2023 can be found in the Company's 2023 financial report lodged with ASX on 31 August 2023, and for the half-year ended 31 December 2023, the half yearly report lodged with ASX on 28 February 2024.

3 **Details of the Offers**

3.1 **Placement Offer**

Background to the Placement

On 18 April 2024, the Company announced a placement to institutional investors (**Placement**) to raise a total of approximately \$4.0 million (before costs) through the issue of 55,713,721 Shares at an issue price of \$0.072 per Share (**Placement Shares**).

The Placement Shares will be issued together with the grant of one free attaching quoted option for every one Placement Share issued (**Placement Option**), exercisable at \$0.10 on or before 5:00pm (Melbourne time) on 31 August 2025.

The Placement consists of two tranches:

- (a) (**Tranche 1**): the Company expects to issue up to 48,510,143 Placement Shares to Placement Participants on or around Tuesday, 23 April 2024, using its placement capacities under ASX Listing Rules 7.1 and 7.1A.
- (b) (**Tranche 2**): subject to Shareholder Approval being obtained (refer to Section 2.2), the Company proposes to issue to Placement Participants:
 - (i) 7,203,578 Placement Shares; and
 - (ii) 55,713,721 Placement Options.

The purpose of the Placement is to enable funding of stage 1 and stage 2 of the Company's Tyre Recycling Program, to reduce debt, and provide balance sheet flexibility. Specifically, of the \$4.0 million to be raised, the Company intends to allocate:

- approximately \$1.2 million towards stages 1 and 2 of the Company's Tyre Recycling Program;

- approximately \$2.0 million towards repayment of the Convertible Note Debt; and
- approximately \$0.8 million towards costs associated with the capital raising, general working capital needs and corporate development.

The Lead Manager of the Placement is Bell Potter. The Placement is not underwritten.

Please refer to the Company's announcement dated 18 April 2024 for further details regarding the Placement.

Details of Placement Offer

Under the Placement Offer, Placement Participants will be issued free attaching Placement Options on the basis of one (1) Placement Option for every one (1) Placement Share to be issued to Placement Participants under the Placement (**Offer**).

Based on the number of Placement Shares applied for by Placement Participants as at the date of this Prospectus, the maximum number of Placement Options that will be issued pursuant to the Placement Offer (on a 1-for-1 basis) is 55,713,721.

All Placement Participants will be sent a copy of this Prospectus, together with an Application Form.

Only Placement Participants can accept the Offer. Refer to Section 4.1 for details on how to apply under the Offer.

Use of proceeds

No funds will be raised from the issue of Placement Options, as they are being issued to Placement Participants as free attaching options to the Placement Shares.

However, proceeds will be raised by the Company if the Placement Options are exercised. If all 55,713,721 Placement Options are issued and exercised by their expiry date, the Company will raise approximately \$5.57 million. Any proceeds raised by the Company through the exercise of Placement Options will be applied towards the Company's general working capital requirements.

Rights attaching to Placement Options

Each Placement Option has an exercise price of \$0.10, and an expiry date of 31 August 2025.

All of the Placement Options offered under this Prospectus will be granted on the terms and conditions detailed in 7.1.

All of the Shares issued upon the future exercise of the Placement Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 7.2 for further details of the rights and liabilities attaching to the Shares.

ASX quotation of the Placement Options

The Company will apply to ASX for Official Quotation of the Placement Options offered pursuant to this Prospectus within seven days after the date of this Prospectus.

If an application for quotation of the Placement Options is not made within seven days after the date of this Prospectus, or ASX does not grant permission for official quotation of the Placement Options within three months after the date of this Prospectus, the Company will not issue those Placement Options under this Prospectus.

Placement Offer conditional

The issue of Placement Options under the Placement Offer is subject to Shareholder approval under ASX Listing Rule 7.1, which the Company intends to seek at its General Meeting.

Placement Participants should be aware that the issue of the Placement Options is subject to both Shareholder Approval and quotation conditions being met.

Separate offer

The offer of Placement Options is a separate offer pursuant to this Prospectus, and only those Placement Participants who are invited by the Company and/or the Lead Manager are entitled to participate in the Placement Offer.

3.2 Advisor Offer

Details of Advisor Offer

On 18 March 2024, the Company and the Lead Manager entered into the Lead Manager Mandate, under which the Lead Manager was appointed as sole lead manager and bookrunner to the Placement.

Under the terms of the Lead Manager Mandate (further summarised in Section 8.1), as part consideration for the Lead Manager's services, the Company has agreed to issue to the Lead Manager the number of Advisor Options equal to 1.0% of the total number of Shares in the Company following completion of the Placement.

Following the issue of 55,713,721 Placement Shares under the Placement, the Company expects to have a total of 252,305,318 Shares on issue (**Post Placement Share Capital**). On this basis, Company intends to issue a total of 2,523,053 Advisor Options (being the number of Options equal to 1.0% of the Post Placement Share Capital) to the Lead Manager (and/or its nominee(s)) under the Advisor Offer.

The Advisor Options will be issued on the same terms as the Placement Options.

Use of proceeds

No funds will be raised from the issue of Advisor Options, as they are being issued as part consideration for services provided by the Lead Manager in connection with the Placement.

However, proceeds will be raised by the Company if the Placement Options are exercised. If all 2,523,053 Advisor Options are issued and exercised by their expiry date, the Company will raise approximately \$0.25 million. Any proceeds raised by the Company through the exercise of Advisor Options will be applied towards the Company's general working capital requirements.

Rights attaching to Advisor Options

Each Advisor Option has an exercise price of \$0.10, and an expiry date of 31 August 2025.

All of the Advisor Options offered under this Prospectus will be granted on the terms and conditions detailed in Section 7.1.

All of the Shares issued upon the future exercise of the Advisor Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 7.2 for further details of the rights and liabilities attaching to the Shares.

ASX quotation of the Advisor Options

The Company will apply to ASX for Official Quotation of the Advisor Options offered pursuant to this Prospectus within seven days after the date of this Prospectus.

If an application for quotation of the Advisor Options is not made within seven days after the date of this Prospectus, or ASX does not grant permission for official quotation of the Advisor Options within three months after the date of this Prospectus, the Company will not issue those Advisor Options under this Prospectus.

Advisor Offer conditional

The issue of Advisor Options under the Advisor Offer is subject to Shareholder approval under Listing Rule 7.1, which the Company intends to seek at its General Meeting.

The issue of the Advisor Options is subject to both Shareholder Approval and quotation conditions being met.

Separate offer

The offer of Advisor Options is a separate offer pursuant to this Prospectus, and only the Lead Manager is entitled to participate in the Advisor Offer.

3.3 Lender Offer

Details of Lender Offer

Under the terms of the Loan Agreement, the Company agreed to issue to the Lender a total of 38,133,690 Lender Options, as consideration for the Lender agreeing to the Convertible Note Rollover under the Loan Agreement.

Refer to Section 8.2 of this Prospectus for further details regarding the Convertible Note Rollover and the terms of the Loan Agreement.

Use of proceeds

No funds will be raised from the issue of Lender Options, as they are being issued as consideration for the Lender's entry into the Loan Agreement.

However, proceeds will be raised by the Company if the Lender Options are exercised. If all 38,133,690 Lender Options are issued and exercised by their expiry date, the Company will raise approximately \$3.81 million. Any proceeds raised by the Company through the exercise of Lender Options will be applied towards the Company's general working capital requirements.

Rights attaching to Lender Options

Each Lender Option has an exercise price of \$0.10, and an expiry date of 31 August 2025.

All of the Lender Options offered under this Prospectus will be granted on the terms and conditions detailed in Section 7.1.

All of the Shares issued upon the future exercise of the Lender Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 7.2 for further details of the rights and liabilities attaching to the Shares.

ASX quotation of the Lender Options

The Company is not seeking Official Quotation of the New Options offered under this Prospectus.

Lender Offer conditional

The issue of Lender Options under the Lender Offer is subject to Shareholder approval under Listing Rule 7.1, which the Company intends to seek at its General Meeting.

Separate offer

The offer of Lender Options is a separate offer pursuant to this Prospectus, and only the Lender is entitled to participate in the Lender Offer.

4 Applications

4.1 Placement Offer applications

Placement Participants may apply for Placement Options under the Placement Offer by completing the Application Form accompanying this Prospectus in accordance with the instructions outlined on the Application Form. Applications pursuant to the Offer may only be made by those investors who participated in the Placement.

All Placement Participants will be sent a copy of this Prospectus, together with an Application Form.

Completed Application Forms should be returned 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.

4.2 Applications under Advisor Offer and Lender Offer

The Advisor Offer and Lender Offer are only being extended to the persons who are invited by the Company to apply under those offers, and is not open to the general public. An Application Form will be provided to participants in those offers upon invitation from the Company, together with a copy of the Prospectus.

Completed Application Forms must be received by the Company prior to the date advised by the Company. Application Forms 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.

4.3 Effect of Applications

Applications for New Options offered by this Prospectus can only be made in accordance with the instructions on the accompanying Application Forms. Please read the instructions in this Prospectus and on the accompanying Application Forms regarding the acceptance of an Offer.

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

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 completing and returning an Application Form, in addition to the representations set out elsewhere in this Prospectus and the respective Application Forms:

- (a) you acknowledge that you have received a copy of this Prospectus and an accompanying Application Form, and read them both in their entirety;
- (b) you agree to be bound by the terms of the Offers (as applicable to you), the provisions of this Prospectus and the constitution of the Company;
- (c) you acknowledge the statement of risks in Section 6 and that an investment in the Company is subject to risk;
- (d) you authorise the Company to register you as the holder(s) of the New Options to be issued to you;
- (e) you declare that all details and statements in the Application Form are complete and accurate;

- (f) you declare that you have full legal capacity and power to perform all your rights and obligations under the Application Form;
- (g) you acknowledge that once the Application Form is returned the Application may not be varied or withdrawn except as required by law;
- (h) you agree to accept and be issued up to the number of New Options specified in the Application Form;
- (i) you authorise the Company and its respective officers or agents to do anything on your behalf necessary for the New Options to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Application Form;
- (j) you acknowledge that the New Options (and the underlying ordinary shares) have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and that, accordingly, the New Options (and the underlying ordinary shares) may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US; and
- (k) you acknowledge that you are a resident of Australia, New Zealand, Hong Kong, Singapore or the United Kingdom.

5 Effect of the Offers on the Company

The principal and immediate effect of the Offers, assuming all the New Options offered under the Prospectus are issued (and all Shareholder Approvals are obtained), will be to issue a maximum of 96,370,464 New Options, comprising:

- (a) 55,713,721 Placement Options;
- (b) 2,523,053 Advisor Options; and
- (c) 38,133,690 Lender Options.

5.2 Financial position

The New Options to be issued pursuant to this Prospectus will be issued for nil consideration. Accordingly, there will be no immediate effect on the Company's balance sheet.

Further capital will be raised if the New Options are exercised. Similar to the Placement, any such further capital will affect the Company's balance sheet, by adding to the Company's total assets, net assets and cash position. If all New Options are exercised by their holders, the Company would raise a total of approximately \$9.63 million, comprised of:

- (a) \$5.57 million from the exercise of all Placement Options;
- (b) \$0.25 million from the exercise of all Advisor Options; and
- (c) \$3.81 million from the exercise of all Lender Options.

However, as the exercise of Options is not underwritten in any way, the Company is not able to specify with any certainty the extent of any change to the balance sheet given the uncertainty around the number of New Options to ultimately be issued and exercised.

Any funds raised by the Company through the exercise of New Options will be applied towards the Company's general working capital requirements.

Separately, a total of approximately \$4.0 million (before costs) will be raised from the Placement. This will affect the Company's balance sheet, by adding to the Company's total assets, net assets and cash position.

In addition, under the terms of the Loan Agreement, the Company has agreed to repay \$2.0 million of the Convertible Note Debt to the Lender, with the remaining balance converted into a loan.

The Company's Annual Report for the financial year ended 30 June 2023 was released to ASX on 14 September 2023. The Annual Report can be viewed at www.asx.com.au (ASX:RPM).

Additional information, including copies of ASX releases and investor presentations, is also available on the Company's website: <https://rpmgroup.net.au/>.

5.3 Capital structure

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

(a) Shares

As a result of the Placement, the maximum number of Shares on issue will increase by 55,713,721 Shares.

As a direct result of the Offers, there will be no change to the number of Shares on issue as at the date of the lodgement of the Prospectus. If the maximum number of New Options are exercised, the number of Shares on issue will increase by approximately 96,370,464 Shares.

(b) Options

The Company does not have any Options on issue as at the date of this Prospectus.

Assuming all New Options offered under the Prospectus are issued, the Company will have the following New Options on issue following completion of the Offers:

- (i) 55,713,721 Placement Options (exercisable at \$0.10 on or before 31 August 2025);
- (ii) 2,523,053 Advisor Options (exercisable at \$0.10 on or before 31 August 2025); and
- (iii) 38,133,690 Lender Options (exercisable at \$0.10 on or before 31 August 2025).

(c) Change in control

The Offers will have no impact on the control of the Company as no person as a result of the Offer will increase their voting power in the Company:

- (i) from 20% or below to more than 20% of issued capital of the Company; or
- (ii) from a starting point that is above 20% and below 90% of issued capital of the Company.

The maximum number of New Options proposed to be issued under the Offers is 96,370,464. If all of these New Options are exercised, the Shares issued on exercise will represent approximately 38% of the Shares on issue following completion of the Offers (and 27.6% of the Shares on a fully diluted basis).

(d) Capital structure on completion of the Offer and the Placement

On completion of the Offers and the Placement, and the consequent issue of Placement Shares and Placement Options, the Company's capital structure will be as follows:

- (i) Total number of Shares: 252,305,318
- (ii) Total number of Options: 96,370,464

6 Risk factors

6.1 Introduction

This Section 6 identifies the risks that the Board considers are the major risks associated with an investment in the Company.

The Company's business is subject to a high degree of risk due to a number of factors, both specific to its business activities, and risks of a general nature. Individually, or in combination, these might affect the future operating performance of the Company and the value of an investment in the Company.

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

The New Options offered under this Prospectus (and any Shares issued upon their exercise) should be considered highly speculative and an investment in the Company is not risk free. The Directors strongly recommend that potential investors consult their professional advisers and consider the risks described below, together with information contained elsewhere in this Prospectus, before deciding whether to exercise their New Options.

The following list of risks ought not to be taken as exhaustive of all the risks faced by the Company or by Shareholders. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. Some of these risks can be managed and mitigated by planning and the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Company or the Directors and cannot be mitigated.

Neither the Company nor any of its Directors or any other party associated with the preparation of this Prospectus guarantees that any specific objectives of the Company will be achieved or that any particular performance of the Company or of its Shares will be achieved.

6.2 General Risks

A summary of the major general risks is described below:

(a) Share market risk

The market price of listed Securities can be expected to rise and fall in accordance with general market conditions. The Shares issued upon the exercise of the New Options carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on ASX.

There are a number of factors (both national and international) that may affect the market price of listed Securities and neither the Company nor its Directors have control of those factors.

(b) General economic conditions

General economic and business conditions, including introduction of tax reform, new legislation, government fiscal, monetary and regulatory policies, movements in interest and inflation rates, currency exchange rates, access to debt and capital markets, or significant acts of terrorism, hostilities, or war or natural disasters may have an adverse effect on the Company's business activities, as well as on its ability to fund those activities.

These factors are beyond the control of the Company and the Company cannot, with any degree of certainty, predict how they will impact on the Company.

(c) Legislative change

Changes in government regulations and policies may adversely affect the financial performance or the current and proposed operations of the Company (including the Company's research and development programs).

(d) **Litigation risks**

The Company is not currently engaged in any material litigation. However, the Company is exposed to the risk of actual or threatened litigation or legal disputes in connection with its operations. Further, the Company may be involved in disputes with other parties in the future, which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

(e) **Dependence on outside parties**

The Company may pursue a strategy that forms strategic business relationships with other organisations. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations or that any potential agreements with such organisations will be complied with.

(f) **Force majeure**

The Company's operations now or in the future may be adversely affected by risks outside the Company's control including labour unrest, civil disorder, war, subversive activities or sabotage, fires, floods, explosions or other catastrophes, pandemics, epidemics or quarantine restrictions.

6.3 **Risks specific to the New Options and underlying Shares**

(a) **Quotation**

If the Company's application for the New Options to be quoted on ASX is granted, the trading price of the New Options may be affected by the ongoing performance, financial position and solvency of the Company and its subsidiaries. The same risk applies to the Shares issued on exercise of New Options.

Additionally, the issue of the New Options may result in downward pressure on the market price of Shares.

There is no guarantee that Shares or New Options will remain continuously quoted on ASX. Trading of ASX listed Securities may be suspended in certain circumstances.

There is also no guarantee that ASX will approve the application to be made with respect to the quotation of the New Options.

(b) **Liquidity of the New Options**

There is no guarantee the New Options will trade on ASX or that there will be a liquid market for the New Options. If New Options are exercised, there is no guarantee that Shares issued on exercise of those New Options will trade above the exercise price paid for those Shares.

Where any New Options are exercised, there may be no liquid market for Shares at that time, or the market may be less liquid than for the comparable securities issued by other entities at that time. As a consequence, New Option holders who wish to sell the Shares they may receive on exercising their New Options may be unable to do so at an acceptable price, or at all, if the market for Shares is illiquid.

(c) **Dilution**

If the New Options are exercised, the Company will issue Shares to the New Option holders as set out in this Prospectus. In the event that some or all of the New Options are

exercised into Shares, existing Shareholders will have their holding in the Company diluted by the relevant number of Shares issued by the Company.

It is not possible to predict what the value of the Company's Shares will be following completion of the Offers, or at the time the New Options are exercised, and the Directors do not make any representation to such matters. The last trading price of Shares on ASX prior to the date of this Prospectus is not a reliable indicator as to the potential trading price of Shares after completion of the Offers.

(d) **Value of New Options**

New Options entitle a holder to apply for a Share at the relevant Exercise Price. As Shares are readily available on the market, a New Option has material value only if it allows its holder to acquire a Share for a price less than the holder can acquire the Share on-market. As at the close of trade on the last trading day before the date of this Prospectus, the Shares were trading at a price of \$0.085. Therefore, the New Options are currently 'out of the money', which means that the risk referred to above is currently being realised. There can be no guarantee that the New Options will ever be 'in the money' at any time before the exercise period for the New Options ends.

6.4 **Risks specific to an investment in the Company**

In addition to the general market and economic risks noted in Section 6.2, and the risks associated with the New Options in Section 6.3, Applicants should be aware of risks specific to an investment in the Company, which may include, but are not limited the risks described below:

(a) **Business strategy execution risk**

The Company's success will depend on its ability to successfully execute its business strategy. The Company's future growth, profitability and cash flows depend on the ability of the Company's management to successfully execute its business strategy, which is dependent on a number of factors, including the Company's ability to

- innovate and develop new products that are appealing to its customer network;
- build and maintain sufficient production capacity (on time and within budget) and maintain this capacity to service customer demand;
- continue to expand its distribution channels within existing geographies to increase market presence, brand recognition and sales;
- successfully expand into priority international markets;
- expand margins through sales growth, the development of higher margin products and supply chain integration and efficiency initiatives;
- successfully execute on business plans with key business partners (including Yokohama and WHG); and
- effectively manage capital investments and working capital to improve the generation of cash flow.

There can be no assurance that the Company can successfully achieve any or all of the above initiatives or anticipated time frames. The failure by the Company to successfully execute its business strategy could have a material adverse effect on the Company's business, financial condition and results of operations.

(b) **Sales and revenue risk & earnings risk**

The Company's revenue depends on the extent and timing of future product/service sales. There is a risk that expected revenue levels may not be realised due to a number of

factors that are not currently foreseen or, if foreseeable, have a greater impact than currently expected.

The Company's earnings depend on a number of different factors affecting revenue, on the preservation of gross margins and on maintaining a control on costs, among other things. There is a risk that expected earnings may not be realised due to a number of factors that are not currently foreseen or, if foreseeable, have a greater impact than currently expected.

(c) **Competition risk**

The Australian automotive parts and service industry is mature and highly competitive. The industry comprises many large and well-resourced companies as well as a large number of small businesses against whom the Company must compete for business. Barriers to entry at wholesale and retail levels are relatively low and new entrants can be disruptive. Entry of new competitors, a change in the industry's competitive dynamics or a general increase in the level of competition may lead to reduced margins or increased costs which would negatively impact the Company's financial performance.

(d) **Warranty risk, product liability exposure and reputational risk**

There is an inherent risk of system breakdown or a defect in the products or services sold by the Company and for exposure to product liability for damages suffered by parties attributable to the use of the product.

Defective products or services may have a materially adverse impact on the Company's reputation, its ability to achieve sales and commercialise its products or services and on its financial performance due to warranty obligations. It may also give rise to product liability claims which could impact on the Company's viability, particularly if its liability exceeds any insurance coverage. The Company will seek to mitigate this risk via the inclusion of usual contractual provisions which exclude liability for consequential loss and so on, but it is not possible to protect the Company against reputational loss.

As an extension of this, product safety or quality failures, actual or perceived, or allegations of failures, even when false or unfounded, could tarnish the image of the Company's brands and could cause consumers to choose other products. Allegations regarding, or other adverse commentary on, product safety or suitability for use by a particular consumer, even if untrue, may require the Company to recall a product from all of the markets in which the affected product was distributed. Such issues or recalls could negatively affect the Company's profitability and reputation.

If the Company's products are perceived to be defective or unsafe, or if they otherwise fail to meet customers' or regulators' expectations, the Company's relationships with customers could suffer, the appeal of one or more of its brands could be diminished, and the Company could lose sales or become subject to liability claims. In addition, safety or other defects in the Company's competitors' products could reduce consumer demand for the Company's products if consumers view them to be similar. Any of these outcomes could result in a material adverse effect on the Company's business, financial condition and results of operations.

(e) **Intellectual property risk**

The ability of the Company to maintain protection of its proprietary intellectual property and operate without infringing the proprietary intellectual property rights of third parties is an integral part of the Company's business. There can be no assurances that the validity, ownership or authorised use of intellectual property (both owned and licensed) relevant to the Company's business cannot or will not be challenged.

(f) **Supplier risk**

The Company's ability to conduct its business, derives partly from the rights granted to it pursuant to agreements with manufacturers and distributors, many based in foreign

jurisdictions. Any termination or non-renewal of the agreements, or cessation of supply of automotive parts, may adversely affect the Company's ability to operate.

(g) **Key person risk**

The Company's future success is significantly dependent on the expertise and experience of its key management and its personnel, in particular the RPM group's founders, Mr Clive Finkelstein and Mr Lawrence Jaffe, and its CEO, Guy Nicholls. Loss of key management, or the failure to attract additional key managers could have a material adverse effect on the Company's financial performance and ability to deliver on its growth strategies. The Company is also dependent on the continued service of its technical staff. Despite the Company's best efforts to attract and retain key personnel, there is no assurance that the Company will be able to retain the services of such staff.

(h) **Increased input costs**

Any unexpected substantial increase in the cost of labour, raw materials, freight, energy and key consumables could have a material impact on the Company's operation and financial performance if these costs cannot be passed on to customers.

(i) **Reputational risk**

Reputational damage to any of the Company's businesses may impact on the Company's ability to maintain and build relationships with customers, suppliers, distributors and staff that may result in lowering the financial performance of the Company.

(j) **Technology risk & IT, privacy and cybersecurity**

New technologies may have a major impact on the Australian automotive industry. The uptake of electric vehicles might put pressure on demand, pricing and margins for some of the Company's products. Also, driverless car technology might reduce car ownership per capital, which may lower demand for the Company's products and services. If customers purchase fewer products from the Company, the financial performance of the Company will be adversely affected.

The Company relies heavily on its computer hardware, software and information technology systems. The Company's technologies and other systems and operations could be exposed to damage or interruption from system failures, computer viruses, cyber-attacks, power or telecommunication providers' failure, fire, natural disasters, terrorist acts, war or human error. These events may cause one or more of the Company's systems to become unavailable. Should these not be adequately maintained, secured or updated or the Company's disaster recovery processes not be adequate, system failures may negatively impact on its performance. Any interruptions to these operations would impact the Company's ability to operate and could result in business interruption, the loss of customers and revenue, damaged reputation and weakening of competitive position and could therefore adversely affect the Company's operating and financial performance.

(k) **Regulatory / policy risk**

The Australian automotive industry is subject to government and industry bodies' policies and regulations that are outside the control of the Company. Regulatory change may adversely impact the future operation and financial performance of the Company's group where it leads to increased compliance costs, increased competition, decreased demand for the Company's products and services or changed market structure.

(l) **Asset impairment risk**

Changes to the carrying amounts of the Company's assets could have an adverse impact on the reported financial performance of the Company in the period that any impairment provision is recorded and could increase volatility of reported earnings in cases where there is further impairment or a reversal of impairment provisions that were recorded in previous periods.

(m) **Dividends**

There is no guarantee as to future earnings of the Company, and there is no guarantee that the Company will be in a financial position to pay dividends at any time in the future.

(n) **Exchange rate risk**

The Company is potentially exposed to movements in exchange rates. The Company's financial statements are expressed and maintained in Australian dollars. However, a portion of the Company's income and costs are earned in foreign currencies. Exchange rate movements affecting these currencies may impact the profit and loss account or assets and liabilities of the Company (to the extent the foreign exchange rate risk is not hedged or not appropriately hedged) and the general competitiveness of the Company's products and services in the market.

(o) **Insurance risk**

The Company seeks to maintain appropriate policies of insurance consistent with those customarily carried by organisations in its industry sectors. The Company is exposed to the risk of liability, which the Company mitigates by maintaining certain insurances. However, the relevant insurance(s) may not always be available to the Company or may only be available on terms which are more expensive compared to current arrangements. The occurrence of an event that is not fully or partially covered by insurance maintained by the Company may have a material impact on the business and financial condition of the Company. As with all insurance policies, there is also no guarantee that the Company's relevant insurer will accept to cover the Company for any losses suffered when risks that the Company believed to be insured for materialise.

(p) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its development and research programmes as the case may be. 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.

6.5 **Speculative nature of investment**

The above list of risk factors should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. Shareholders should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the new Securities.

If the New Options offered under this Prospectus are exercised, the Shares issued upon their exercise carry no guarantee in respect of value, profitability, dividends, return of capital or the price at which the Shares may trade on ASX.

Before deciding whether to exercise your New Options offered under this Prospectus, you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs. In particular, changes in global economic conditions (including changes in interest rates, inflation, foreign exchange rates and labour costs) as well as general trends in the Australian and overseas equity markets may affect the Company's operations and particularly the trading price of the Shares on ASX.

The New Options to be allotted pursuant to this Prospectus, and the Shares issued upon the exercise of the New Options, should be regarded as speculative in nature and carry no guarantee with respect to the payment of dividends, return of capital or their market value.

7 Rights and liabilities attaching to Securities

7.1 Rights and liabilities attaching to New Options

The material terms and conditions of the New Options being offered under the Placement Offer, Advisor Offer and Lender Offer are as follows:

(a) Entitlement

Each New Option will entitle the holder to apply for one Share (being a fully paid ordinary share in the Company ranking equally with all existing fully paid ordinary shares in the Company).

(b) Expiry Date

Each New Option is exercisable at any time after the date on which the Option is issued, until 5.00pm (Melbourne time) on 31 August 2025 (**Expiry Date**).

New Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(c) Exercise Price

The exercise price for each New Option is \$0.10 (**Exercise Price**).

(d) Exercise period

The New Options are exercisable at any time prior to the Expiry Date (**Exercise Period**). Any number of New Options may be exercised by the holder – there is no minimum prescribed number of New Options that must be exercised.

(e) Notice of Exercise

The New Options may be exercised during the Exercise Period by notice in writing to the Company in a manner acceptable to the Company (**Exercise Notice**) together with a cheque, BPAY® or electronic funds transfer for the full payment of the Exercise Price to the Share Registry on or prior to the Expiry Date.

(f) Exercise Date

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

(g) Timing of issue of Shares on exercise

Within 5 Business Days after the Exercise Date:

- (i) the Company will issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and
- (ii) if the Company is admitted to the official list of ASX at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the new Options.

(h) Shares issued on exercise

Upon the valid exercise of the New Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking pari passu with the existing Shares on issue.

(i) Quotation and transferability

It is intended that application will be made to ASX for Official Quotation of the New Options. The New Options will be transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(j) **Participation in new issues**

Holders of the New Options do not have any right to participate in new issues of securities in the Company made to Shareholders generally. The Company will, where and only to the extent required pursuant to the ASX Listing Rules, provide holders of the New Options with notice prior to the relevant record date (to determine entitlements to any new issue of Securities made to Shareholders generally) to exercise the New Options, in accordance with the requirements of the ASX Listing Rules.

(k) **Reconstruction**

In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company:

- (i) the number of New Options, the exercise price of the New Options, or both will be reconstructed (as appropriate) in a manner consistent with the ASX Listing Rules with the intention that such reconstruction will not result in any benefits being conferred on the holders of the New Options which are not conferred on Shareholders; and
- (ii) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of Shareholders approving a reconstruction of capital, in all other respects the terms for the exercise of the New Options will remain unchanged.

(l) **Pro rata issues**

If there is a pro rata issue (except a bonus issue), then at the time of the pro rata issue (except a bonus issue), the exercise price of a New Option may be reduced according to the formula set out in ASX Listing Rule 6.22.2. Otherwise, the exercise price of the New Option shall remain unchanged.

(m) **Bonus issues**

If there is a bonus issue to Shareholders, the number of Shares over which the New Option is exercisable may be increased by the number of Shares which the Option holder would have received if the Placement Option had been exercised before the record date for the bonus issue.

(n) **Change of Option terms**

The terms of the New Options shall only be changed if holders of ordinary shares in the Company (whose votes in favour are not to be disregarded under the ASX Listing Rules) approve of such a change. However, the terms of the New Options shall not be changed to reduce the Exercise Price, increase the number of New Options or change any period for exercise of the New Options.

7.2 **Rights and liabilities attaching to Shares**

The Company's Constitution is of the kind usually adopted by a public company. A summary of the rights attaching to Shares under the Constitution is set out below. This a summary only of the full terms of the Constitution (copies of the Constitution may be requested from the Company Secretary).

(a) **Voting**

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

(b) **Dividends**

Subject to the Constitution and any special rights and restrictions attached to any Shares, the profits of the Company, which a meeting of the Company on the recommendation of the Directors shall determine from time to time to distribute by way of dividend, shall be applied in payment of dividends upon the shares of the Company in proportion to the amounts paid up on such shares respectively at the date of declaration of the dividend.

The Company may in general meeting declare dividends, but no dividend shall exceed the amount recommended by the Directors.

The Directors may from time to time declare and pay to members such interim dividends as they deem justified by the profits of the Company.

The Directors may, before recommending any dividends, set aside out of the profits or other surplus assets of the Company such sums as they may think fit as reserves (**Reserves**). Subject to the Corporations Act, Reserves may be applied for purposes including special dividends, equalising dividends, and paying dividends (if the Company's profits are insufficient for that purpose).

(c) **Winding up**

If the Company is wound up and after payment of all debts and satisfaction of liabilities a surplus remains, it may be distributed:

- (i) firstly, in repayment of paid-up capital in accordance with the respective rights of the members; and
- (ii) secondly, the balance then remaining shall be distributed among the ordinary members in proportion to the capital paid up or which ought to have been paid up at the commencement of the winding up on the shares held by them respectively other than amounts paid in advance of calls.

(d) **Further increases in capital**

Subject to restrictions on the issue or grant of securities contained in the ASX Listing Rules, ASX Settlement Operating Rules, the Constitution and the Corporations Act, shares issued or to be issued in the capital of the Company shall be under the control of the Directors who may issue, allot or otherwise dispose of the same to such person or persons on such terms and conditions and with such rights and privileges as the Directors think fit.

(e) **Variation of Rights**

The rights attached to any class of Shares may, unless their terms of issue state otherwise, be varied by a special resolution of the Directors and:

- (i) with the written consent of the Shareholders who are entitled to at least 75% of the votes that may be cast in respect of the shares in that class; or
- (ii) by a special resolution passed at meeting of the Shareholders of shares in that class.

(f) **Transfer of securities**

Generally, but subject to the below, the Securities in the Company will be freely transferable, subject to satisfying the usual requirements of security transfers on ASX. The Directors may decline to register any transfer of shares but only where permitted to do so under its Constitution or the ASX Listing Rules.

(g) **Sale of non-marketable holdings**

The Company may take steps in respect of non-marketable holdings of Shares in the Company to effect an orderly sale of those Shares in the event that holders do not take steps to retain their holdings. The Company may only take steps to eliminate non-marketable holdings in accordance with the Constitution and the ASX Listing Rules.

(h) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

(i) **Proportional takeover bid approval**

The registration of a transfer of Shares which would give effect to a proportional takeover bid is prohibited unless and until an approving resolution approving the proportional takeover bid is passed. The proportional takeover provisions will cease to have effect on the third anniversary of the last adoption of the Constitution, unless renewed.

8 **Additional information**

8.1 **Lead Manager Mandate**

The Company and Bell Potter are party to a mandate agreement dated 18 March 2024 (**Lead Manager Mandate**), under which the Company has appointed Bell Potter as Lead Manager and sole bookrunner of the Placement.

The key terms of the Lead Manager Mandate are set out below:

- (a) **(Lead Manager Services)** Bell Potter's services in connection with the Placement include: lead managing the Placement; in conjunction with the Company's legal and other professional advisers, providing advice and recommendations on the structure of the Placement; familiarising itself with the Company's business, operations, assets, liabilities and financial condition and prospects; providing advice on, and assisting with materials for and marketing of the Company and Placement to investors; in conjunction with the Company's legal and other professional advisers, assisting with drafting any prospectus, investor presentation or other offer document, and liaising with regulatory bodies; participating in the due diligence process; conducting the bookbuild; allocating Placement Securities and confirming allocations following the bookbuild; assisting with the Company's communications strategy and management of the Placement; and providing such other services in relation to the Placement as agreed from time to time.
- (b) **(Term)** The Lead Manager Mandate commenced on the date of execution (18 March 2024) and will remain in place until the earlier of: (a) the completion of the Placement; and (b) 24 months after the date of the Lead Manager Mandate, unless terminated earlier by the Company or the Lead Manager.
- (c) **(Fees)** The Company will pay to Bell Potter:
 - (i) a Management Fee of 5.5% of the Placement proceeds; and
 - (ii) an Options Exercise Fee of 5.5% of gross funds raised by the Company from exercise of the Placement Options issued under the Placement (but excluding exercise proceeds from the Advisor Options).

As part of the Fees payable by the Company, the Company will also issue Bell Potter with the number of Options equal to 1.0% of the total number of Shares in the Company following completion of the Placement, on the same terms as the Placement Options (those Options being the Advisor Options offered under this Prospectus).

- (d) **(Termination)** Either party may terminate the Lead Manager Mandate with or without cause, by giving 14 days' prior written notice to the other party at any time. Other than due to termination by the Company for cause due to Bell Potter's fraud, recklessness, wilful misconduct or gross negligence, where the Company terminates the Lead Manager Mandate and subsequently announces the Placement or a similar equity capital raising (**capital raising**) within 12 months from the date of termination, the Company must pay Bell Potter within 7 days of the settlement date for that capital raising an amount equal to the fees stated in the Lead Manager Mandate.
- (e) **(Representations and warranties)** The Lead Manager Mandate sets out customary representations and warranties which have been made by the parties in respect of their powers and capacities, disclosure of material information, the provision of forecasts and statements of opinion, compliance with relevant laws and Listing Rules, receipt of necessary approvals, and the Securities issued in connection with the Placement.
- (f) **(Indemnity)** The Company agrees to indemnify and hold harmless the Lead Manager (and its related companies, officers, employees, advisers and representatives) from and against all claims and losses arising directly or indirectly from the Lead Manager Services or the Placement, or otherwise arising from the Lead Manager Mandate.

8.2 Loan Agreement

On 18 August 2021, the Company entered into a convertible note agreement with Collins St Asset Management Pty Ltd (ACN 601 897 974) ATF Collins St Value Fund (**Lender**), which was later varied on 20 October 2021 and 29 April 2022 (**Convertible Note Agreement**).¹

Under the Convertible Note Agreement, the Lender agreed to subscribe for a convertible note with a face value of \$5,500,000 (**Convertible Note**), convertible into Shares at the Lender's election (or the Company's election in certain circumstances) at a conversion price of \$0.35, or otherwise repayable 3 years from the issue date. The Convertible Note was issued to the Lender on 7 December 2021, following the Company's receipt of Shareholder approval for the issue on 30 November 2021. The material terms of the Convertible Note are summarised in the Company's Notice of Annual General Meeting lodged with ASX on 29 October 2021.

As announced by the Company on 18 April 2024, the Company entered into a loan agreement with the Lender on 17 April 2024 (**Loan Agreement**), under which, among other things, the parties agreed to cancel the Convertible Note, in exchange for a partial repayment of the Convertible Note balance by the Company, with the remaining balance to be converted to a loan and governed by the terms of Loan Agreement (**Convertible Note Rollover**).

The key terms of the Loan Agreement are summarised below:

- (a) **(Cancellation of Convertible Note)** The parties agree that on and from completion of the Loan Agreement, the Convertible Note will be deemed cancelled and the terms of the Loan Agreement will govern the repayment of all outstanding moneys.
- (b) **(Condition)** the Loan Agreement is conditional upon the Company completing the Placement (and raising not less than \$4 million) by no later than 30 June 2024.
- (c) **(Completion)** completion of the Loan Agreement will occur 3 business days after the Condition is satisfied or waived.
- (d) **(Company's obligations at Completion)** The Company must, at completion of the Loan Agreement (among other things):
 - (i) pay to the Lender \$2 million (**Initial Repayment**);
 - (ii) issue to the Lender 38,133,690 Lender Options. If the Lender Options are unable to be issued to the Lender (e.g., Shareholder approval for the grant of Lender

¹ See the Company's announcement 'RPM secures \$8m growth funding via Strategic Investor' lodged with ASX on 19 August 2021.

Options is not obtained), then the Company must pay \$1 million to the Lender in lieu of the grant of Lender Options; and

- (iii) deliver to the Lender an executed general security deed under which the Company grants a security interest over all personal and after acquired property of the Company and its subsidiaries, to secure payment of all money owing under the Loan Agreement (see paragraph (h)).
- (e) **(Loan Amount)** The Company's indebtedness under the Loan Agreement, excluding interest, is the amount equivalent to the outstanding Convertible Note debt (\$5,813,369) less the Initial Repayment of \$2.0 million (leaving a total of \$3,813,369) **(Starting Balance)**.
- (f) **(Repayment)** On the last day of each calendar month during the term of the loan (each a **Repayment Date**), the Company must make a repayment to the Lender equal to the Starting Balance:
 - (i) minus \$1,000,000;
 - (ii) minus any early repayments made by the Company,divided by the number of remaining Repayment Dates, with the remaining \$1,000,000 being repayable by no later than the final Repayment Date of 31 August 2025.
- (g) **(Interest)** The Company must pay interest on all outstanding moneys monthly in advance, at an interest rate of 4.35% per annum **(Interest Rate)**. If an Event of Default occurs (as defined below), the Company must pay penalty interest on outstanding moneys at an interest rate of 14.35% per annum.
- (h) **(Security Interest)** The Company's obligations under the Loan Agreement are secured by a second-ranking security interest over all of the personal and after-acquired property of the Company and each of its wholly-owned subsidiaries. The terms of the Security Interest are governed by a general security deed, which is on customary terms.
- (i) **(Event of Default)** The Loan Agreement is subject to the same customary Events of Default as those set out in the Convertible Note Agreement, including (but not limited to) the Company failing to perform its obligations under the Loan Agreement; misrepresenting a representation, warranty or statement in the Loan Agreement; having a net debt level greater than 2x EBITDA in its most recent financial statements; being wound up or placed into administration or receivership; or ceasing to carry on business.
- (j) **(Warranties)** The Company repeats the warranties set out in the Convertible Note Agreement as at the date of the Loan Agreement, which include (among other things) warranties as to the Company's valid registration, corporate power and authority, that all information provided to the Lender by the Company is correct and not misleading, that no event of Default has occurred, and that the Company is in compliance with laws, not subject to litigation and has made accurate disclosures in its financial reports.
- (k) **(Guarantee)** The obligations of the Company, as borrower under the Loan Agreement, are guaranteed by each of the Company's wholly-owned subsidiaries.
- (l) **(Termination)** The Loan Agreement will terminate if the Condition is not satisfied or waived by 30 June 2024.

8.3 Continuous disclosure obligations

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

to be issued on the exercise of New Options are in the same class as Shares that have been quoted on the official list of 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 Shares and new Options on the Company and the rights attaching to the new Shares and new Options. 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 issuing 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 financial market or securities 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 financial 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 of the Offers:
 - (i) the financial statements of the Company for the 12-month period ended 30 June 2023 (being the last financial year for which an annual financial report has been lodged with ASIC in relation to the Company before the issue of this Prospectus), which were lodged with the ASX on 31 August 2023;
 - (ii) the half yearly report for the 6 months ended 31 December 2023, which was lodged with the ASX on 28 February 2024; and
 - (iii) 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 ASX Listing Rules as referred to in section 674(1) of the Corporations Act.

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

The following documents are available for inspection throughout the period of the Offers during normal business hours at the registered office of the Company:

- (a) this Prospectus;
- (b) the Constitution; and

(c) the consents referred to in Section 8.11.

8.4 Company announcements

The Company has made several ASX announcements after the date of lodgement of the Company's financial statements for year ended 30 June 2023 (which lodgement occurred on 31 August 2023), and before the date of lodgement of this Prospectus with ASIC.

Prior to the date of this Prospectus, the announcements below (continuous disclosure notices) have been made by the Company to ASX since 31 August 2023:

Date	Subject of ASX Release
16/04/2024	Trading Halt
10/04/2024	Notification of cessation of securities – RPM
08/04/2024	Introduction of New SAAS product Suites – Partnership WHG
26/03/2024	RPM enters Commercial Agreement with Yokohama
05/03/2024	RPM appoints Guy Nicholls as CEO
28/02/2024	H1 FY24 Results Presentation
28/02/2024	Results Announcement - Record Half NPAT
28/02/2024	Half Yearly Report and Accounts
23/02/2024	Updated Results Date and Amended Webinar Details
23/02/2024	Updated Results Date and Webinar Details
24/01/2024	RPM Delivers Growth and Margin Expansion
23/01/2024	Chairman Appointment
05/01/2024	Change of Director's Interest Notice
01/12/2023	RPM to present at Automic Invest 2023 Conference
01/12/2023	Change of Director's Interest Notice
28/11/2023	Change of Director's Interest Notice
28/11/2023	Application for quotation of securities - RPM
28/11/2023	Application for quotation of securities - RPM
23/11/2023	Change of Director's Interest Notice
23/11/2023	Final Director's Interest Notice
22/11/2023	Results of Meeting
22/11/2023	AGM Presentation
22/11/2023	Chair's Address to Shareholders
09/11/2023	RPM Reaffirms Guidance and Trading Update
20/10/2023	Notice of Annual General Meeting/Proxy Form
21/09/2023	Change of Director's Interest Notice
14/09/2023	Annual Report to shareholders
14/09/2023	Appendix 4G
07/09/2023	Application for quotation of securities - RPM
07/09/2023	Application for quotation of securities - RPM
05/09/2023	Guy Nicholls appointed Chief Operating Officer

8.5 Material contracts

The Company has not entered into any material contracts other than those previously disclosed to the market, or disclosed in this Prospectus (see Sections 8.1 and 8.2).

8.6 Litigation

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

8.7 Directors' interests

The nature and extent of the interest (if any) that any of the Directors of the Company holds, or held at any time during the last two years in:

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

is set out below or elsewhere in this Prospectus.

Other than as set out below or elsewhere in this Prospectus, no one has paid or agreed to pay any amount and no benefit has been given or agreed to be given to give any benefit to any Director or proposed director:

- (a) to induce them to become, or to qualify as, a Director of the Company; or
- (b) for services provided by a Director in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offers.

The relevant interests of each of the Directors in the Securities of the Company as at the date of this Prospectus is as follows:

Director	Current Shares (Direct and Indirect)
Mr Grant Carman	1,100,000
Mr Clive Finkelstein	36,364,645
Mr Lawrence Jaffe	35,617,595
Mr Guy Nicholls	308,539

8.8 Directors' fees and remuneration

The following table shows the annual remuneration paid or accrued to both executive and non-executive current and former Directors (and their associated entities) as disclosed in the Company's 2023 Annual Report for the stated periods.

Director	Financial Year ending 30 June 2023	Financial Year ending 30 June 2022
Mr Grant Carman	\$40,000	\$40,000
Mr Clive Finkelstein	\$270,234	\$275,000
Mr Lawrence Jaffe	\$171,275	\$198,000
Mr Guy Nicholls	\$34,731	Nil
Mr Alex Goodman ²	\$40,000	\$40,000

8.9 Related party transactions

At the date of this Prospectus, no material transactions with related parties and Directors interests exist that the Directors are aware of, other than those disclosed in this Prospectus.

² Mr Goodman ceased to be a director of the Company on 22 November 2023.

8.10 Interests of experts and advisers

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

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with ASIC, any interest in:

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

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

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

Thomson Geer are acting as lawyers to the Offers and have performed work in relation to the Prospectus. In doing so, Thomson Geer have placed reasonable reliance upon information provided to Thomson Geer by the Company. Thomson Geer does not make any statement in this Prospectus. As at the date of this Prospectus, Thomson Geer's fees in connection with its role as lawyers to the Offers are approximately \$40,000 (excluding disbursements and GST). Thomson Geer are the Company's Australian lawyers and are engaged from time to time by the Company on a variety of matters. Further amounts may be paid to Thomson Geer in accordance with its normal time-based charges.

Bell Potter Securities Limited acted as the lead manager to the Placement and have performed work in relation to the Prospectus. In respect of this work the Company will pay Bell Potter Securities Limited a lead manager fee of 5.5% of the proceeds of the Placement (being a fee of \$220,000), plus a fee of 5.5% of the proceeds of the exercise of any Placement Options (excluding disbursements and GST). Bell Potter will also be issued the Advisor Options.

8.11 Consents

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

- (a) Thomson Geer:
 - (i) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC;

- (ii) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offer;
 - (iii) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section; and
 - (iv) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section; and
- (b) Bell Potter Securities Limited:
 - (i) has given its consent to be named in this Prospectus as set out above and has not withdrawn its consent at the date of lodgement of this Prospectus with ASIC;
 - (ii) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Offer;
 - (iii) has not made or purported to have made any statement in this Prospectus or statement on which a statement in this Prospectus is based, except as described in this Section; and
 - (iv) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus other than a reference to its name and any statement or report included in this Prospectus with the consent of that party as described in this Section.

8.12 Privacy disclosure statement

The Company holds certain personal information regarding Shareholders that has been provided to the Company (directly or via the Share Registry) in connection with their investment in the Company. The *Privacy Act 1988 (Cth)* governs the use of a person's personal information and sets out principles governing the ways in which organisations should treat personal information. The personal information that the Company holds is used to provide services and appropriate administration including communications with members. If the Company is obliged to do so by law, investors' personal information will be passed on to other parties strictly in accordance with legal requirements.

The Corporations Act requires that the Company include information about security holders (including name, address and details of the securities held) in its public register. The information contained in the Company's public register must remain there for seven years after that person ceases to be a security holder. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual report and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

An investor has a right to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to the Company's registered office.

An investor who would like details of their personal information held by the Company or its Share Registry, or who would like to correct information that is incorrect or out of date, should contact the Share Registry by telephone on 1300 850 505 or using the address shown in the Corporate Directory.

8.13 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules, and which is required to be set out in this Prospectus.

8.14 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing Options.

8.15 Electronic Prospectus

This Prospectus is available in electronic form. The electronic version will be available on the Company's website and on the Company's announcements page on the ASX company announcements platform. The Offer constituted by this Prospectus in electronic form is made only to Placement Participants receiving this Prospectus in electronic form in Australia, New Zealand, Hong Kong, Singapore or the United Kingdom. Persons who access the electronic form of this Prospectus must ensure that they download and read the entire Prospectus.

8.16 Expenses of the Offer

All expenses connected with the Offers are being borne by the Company. The approximate costs of the Offers payable by the Company (exclusive of GST) are listed below:

Expense	Cost (A\$)
Lead Manager	\$220,000
Legal	\$40,000
Other (including ASIC, ASX and Share Registry)	\$40,000
TOTAL	\$300,000

8.17 Authorisation

Each Director has consented (and has not withdrawn their consent) to the lodgement of this Prospectus with ASIC.

This Prospectus is signed for and on behalf of the Company, pursuant to a resolution of the Board, by:



.....
Mr Lawrence Jaffe
Chairman
RPM Automotive Group Limited

9 Definitions and glossary

Terms and abbreviations used in this Prospectus have the following meaning:

\$	Australian dollars
Advisor Offer	The offer of 2,523,053 Advisor Options to the Lead Manager of the Placement (and/or its nominee(s)) under this Prospectus
Advisor Options	The Options, each exercisable at \$0.10 and expiring on 31 August 2025, to be issued to the Lead Manager under the Advisor Offer
Applicant	A person who submits an Application
Application	A valid application for Securities pursuant to the Offers in accordance with the instructions on the Application Form
Application Form	The application form attached to or accompanying this Prospectus relating to the Placement Offer, Advisor Offer or Lender Offer (as applicable)
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited ACN 008 624 691, or the financial market known as the Australian Securities Exchange operated by it, as the context requires
ASX Listing Rules	The official listing rules of ASX
ASX Settlement	ASX Settlement Pty Ltd
ASX Settlement Operating Rules	The operating rules of ASX Settlement
Bell Potter	Bell Potter Securities Limited (ACN 006 390 772, AFSL 243480)
Business Day	A day, other than a Saturday, Sunday or public holiday, on which banks are open for general banking business in Melbourne, Victoria
Closing Date	The closing date for the Offers
Company	RPM Automotive Limited ACN 002 527 906
Constitution	The constitution of the Company
Convertible Note Agreement	The convertible note agreement between the Company and the Lender dated 18 August 2021, which was later varied on 20 October 2021 and 29 April 2022
Convertible Note Debt	The outstanding balance under the Convertible Note Agreement (prior to its cancellation in accordance with the terms of the Loan Agreement), being \$5,813,369
Convertible Note Rollover	The cancellation of the Convertible Note, in exchange for a partial repayment of the Convertible Note balance by the Company, with the remaining balance to be converted to a loan, as set out in the Loan Agreement
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Directors	The directors of the Company from time to time
Exercise Notice	Has the meaning given to that term in Section 7.1(e)
Exercise Price	Has the meaning given to that term in Section 7.1(c)

Expiry Date	Has the meaning given to that term in Section 7.1(b)
General Meeting	The Company's extraordinary general meeting to be held on or around 27 May 2024 to seek, among other things, the Shareholder Approvals
Lead Manager	Bell Potter Securities Limited (ACN 006 390 772, AFSL 243480)
Lead Manager Mandate	The mandate agreement between the Company and Bell Potter dated 18 March 2024, under which the Company has appointed Bell Potter as Lead Manager and sole bookrunner of the Placement
Lender	Collins St Asset Management Pty Ltd (ACN 601 897 974) ATF Collins St Value Fund
Lender Offer	The offer of 38,133,690 Lender Options to the Lender under this Prospectus
Lender Options	The Options, each exercisable at \$0.10 and expiring on 31 August 2025, to be issued to the Lender under the Lender Offer
Loan Agreement	The loan agreement between the Company and the Lender dated 7 December 2021
New Options	Means the Placement Options, Advisor Options and Lender Options
Offers	The Placement Offer, the Advisor Offer and the Lender Offer made under this Prospectus
Official Quotation	Quotation of Securities on the official list of ASX
Opening Date	The opening date for the Offers, being Wednesday, 17 April 2024.
Options	An option to acquire a Share in the capital of the Company
Optionholder	A holder of a Placement Option, Advisor Option or Lender Option (as applicable)
Placement	The placement being undertaken by the Company to institutional investors to raise approximately \$4.0 million (before costs) through the issue of 55,713,721 Placement Shares and 55,713,721 free attaching Placement Options (on the basis of one Placement Option for every one Placement Share subscribed for under the Placement), as further described in section 3.1
Placement Offer	The offer under this Prospectus of one Placement Option for no additional consideration for every one Placement Share to be issued to a Placement Participant under the Placement
Placement Options	The Options, each exercisable at \$0.10 and expiring on 31 August 2025, to be issued for nil consideration under the Placement, on the basis of one free Placement Option for every one Placement Share subscribed for by a Placement Participant
Placement Participants	A person who participates in the Placement
Placement Shares	The Shares being issued to Placement Participants under the Placement
Prospectus	This prospectus dated 18 April 2024 as modified or varied by any supplementary prospectus made by the Company and lodged with the ASIC from time to time and any electronic copy of this prospectus and supplementary prospectus
RPM	RPM Automotive Limited ACN 002 527 906

Securities	Any securities including Shares or Options issued or granted by the Company
Share Registry	Computershare Investor Services Pty Ltd
Shares	A fully paid ordinary share in the capital of the Company
Shareholder	A holder of one or more Shares from time to time
Shareholder Approvals	Has the meaning given to that term in Section 2.2
Tyre Recycling Program	RPM's tyre recycling program announced to the market at the Company's 2023 Annual General Meeting on 22 November 2023

10 Corporate Directory

Directors	Administration and Registered Office	
<p>Mr Lawrence Jaffe <i>Non-Executive Chairman</i></p> <p>Mr Guy Nicholls <i>Executive Director</i></p> <p>Mr Clive Finkelstein <i>Executive Director</i></p> <p>Mr Grant Carman <i>Non-Executive Director</i></p>	<p>1-7 Ausco Place Dandenong South Vic 3175</p> <p>Tel: (03) 9792 5006</p> <p>www.rpmgroup.net.au</p>	
Share Registry	Lawyers to the Offer	Lead Manager to the Offer
<p>Computershare Investor Services Pty Ltd 452 Johnston Street Abbotsford VIC 3067</p> <p>Tel: 1300 850 505 or (03) 9415 4000</p>	<p>Thomson Geer Level 23, Rialto South Tower 525 Collins Street Melbourne VIC 3000</p> <p>Tel: 03 8080 3500</p> <p>www.tglaw.com.au</p>	<p>Bell Potter Securities Limited Level 29 101 Collins Street Melbourne VIC 3000</p> <p>Tel: 1300 023 557</p> <p>www.bellpotter.com.au</p>