



**ASX Announcement  
10 May 2024**

**ACN: 646 466 435  
ASX: M2M**

## **Share Purchase Plan – Dispatch of Offer Booklet and Personalised Application**

Mt Malcolm Mines NL (ASX: M2M or “the Company”) is pleased to announce it has today dispatched the Share Purchase Plan Offer Booklet and accompanying Personalised Application Form to eligible shareholders, being those shareholders registered on 30 April 2024 (Record Date) with a registered address in Australia or New Zealand.

The Share Purchase Plan entitles eligible shareholders to purchase up to \$30,000 worth of Shares at a per Share price of \$0.02 (2.0 cents), which represents a 5% discount to the 5-day volume weighted average price of the Company’s Shares up to Record Date.

The Company encourage shareholders to apply for additional Shares by following the instructions set out in your Personalised Application Form, which accompanies the Offer Booklet.

The Share Purchase Plan is scheduled to close on 31 May 2024.

This announcement is approved and authorised for market release by the Board of Mt Malcolm Mines NL.

**For further information please contact:**

**Trevor Dixon**

**Managing Director**

[trevor@mtmalcolm.com.au](mailto:trevor@mtmalcolm.com.au)



10 May 2024

Dear Shareholder,

ACN: 646 466 435  
ASX: M2M

### **Mt Malcolm Mines NL - Securities Purchase Plan**

On behalf of the Board of Mt Malcolm Mines NL (ACN 646 466 435) (**Company**), I am pleased to offer you the opportunity to subscribe for additional fully paid ordinary shares in the Company (**Shares**) under a securities purchase plan (**Offer**).

The Company is offering eligible Shareholders, at the record date of 30 April 2024, the opportunity under the Offer to acquire from A\$2,500 (minimum) to A\$30,000 (maximum) worth of Shares at an issue price of \$0.02 per Share. The issue price represents a 5% discount to the volume weighted average market price of Shares over the last five days on which sales of Shares were recorded on the Australian Securities Exchange (**ASX**) immediately prior to the announcement of the Offer.

Shareholders will be eligible to participate in the Offer if they have a registered address in Australia or New Zealand as at 5.00pm (AWST) on 30 April 2024. By subscribing for Securities under any of the Offers you are representing that you are purchasing as principal and are resident in Australia or are a New Zealand resident that is eligible to participate in the Offer as set forth herein.

Amounts raised will be primarily used to fund exploration and development activities at Leonora covering the Mt George and Malcolm Projects, along with exploration for critical minerals at the Mt Feltman and Lake Johnston Projects and for working capital purposes.

Applications for New Shares under the Offer will be made on the enclosed Application Form. The Offer of Shares under the Offer is made in accordance with ASIC *Corporations (Share and Interest Purchase Plans) Instrument 2019/547* and therefore does not require a prospectus for the purposes of Chapter 6D of the Corporations Act.

### **Important Information**

The Offer is governed by the enclosed terms and conditions. The Board urges you to read these terms and conditions carefully and in their entirety before deciding whether to participate in the Offer. If you are uncertain whether Shares are a suitable investment for you, you should consult your financial or other professional adviser. The Board recommends that you obtain your own financial advice in relation to the Offer and consider price movements of Shares in the Company prior to electing to participate in the Offer.

### **Enquiries**

If you have any enquiries in relation to your Application Form or participating in the Offer, please contact the Company on (08) 6244 6617 or the Company Secretary on (08) 9463 2463.

Yours faithfully

Trevor Dixon  
*Managing Director*  
**Mt Malcolm Mines NL**

**MT MALCOLM MINES NL (ACN 646 466 435)**

**SECURITIES PURCHASE PLAN TERMS AND CONDITIONS**

These are the terms and conditions of the Mt Malcolm Mines NL (ACN 646 466 435) (**Company**) 2024 Securities Purchase Plan (**Offer**) and are binding on any Shareholder providing a completed Securities Purchase Plan Application Form to the Company.

---

**1. Offer**

The Offer is an invitation to apply for fully paid ordinary shares (**Shares**) up to a maximum subscription of A\$30,000 at an issue price of \$0.02 per Share (**New Shares**) (**Offer**).

The Offer to each eligible Shareholder is made on the same terms and conditions.

The Offer is non-renounceable.

The Offer is not underwritten.

---

**2. Eligibility**

You are eligible to apply for New Shares (**Eligible Shareholder**) if:

- (a) your registered address in the Company's register of members is in Australia or New Zealand; and
- (b) you were registered as a holder of Shares as at 5.00pm (AWST) on 30 April 2024.

By subscribing for New Shares under the Offer you are representing that you are purchasing as principal and are resident in Australia or are a New Zealand resident that is eligible to participate in the Offer as set forth herein.

---

**3. Issue Price**

The issue price for each New Share under the Offer is \$0.02 per Share (**Issue Price**).

In accordance with the requirements of ASIC *Corporations (Share and Interest Purchase Plans) Instrument 2019/547*, the Company notes the following:

- (a) on the last trading day immediately prior to the announcement date of the Offer, the closing price of the Shares traded on the Australian Securities Exchange (**ASX**) was A\$0.02 per Share, equalling the Issue Price. The issue price of A\$0.02 per Share is however a 13.04% discount on the 15 day volume weighted average price (**VWAP**) of \$0.023 and a 5% discount on the 5 day VWAP of \$0.021.
- (b) the market price of Shares may rise and fall between the date of the Offer and the date that any Shares are issued under the Offer.
- (c) by making an application under this Offer, each Eligible Shareholder will be acknowledging that although the Issue Price is at a discount to the closing price specified above, Shares are a speculative investment and the price of Shares on ASX may change between the date of the Company announcing its intention to make the Offer and the date of issue of Shares under that Offer and that the value of the Shares received under the Offer may rise or fall accordingly.

In accordance with ASX Listing Rule 7.2 Exception 5, the Issue Price is equal to or greater than 80% of the volume weighted average price for the 5 days in which trading in the Shares occurred before the date of the announcement of the Offer.

The Board recommends that you obtain your own financial and taxation advice in relation to the Offer and consider price movements of Shares in the Company prior to making an application under this Offer.

## 4. Number of New Shares

### 4.1 Application amount

If you are an Eligible Shareholder, you can apply for up to a maximum of A\$30,000 worth of New Shares. Eligible Shareholders can select one of the following alternatives:

Offer	Value	Number of New Shares
A	A\$2,500	125,000
B	A\$5,000	250,000
C	A\$7,500	375,000
D	A\$10,000	500,000
E	A\$15,000	750,000
F	A\$20,000	1,000,000
G	A\$30,000	1,500,000

### 4.2 A\$30,000 maximum

The total costs of New Shares purchased by each Eligible Shareholder (including through joint holding/s, multiple accounts or any holding in which they have a beneficial interest/s) must not exceed A\$30,000.

The Company reserves the right to issue to an Eligible Shareholder fewer New Shares than the number specified in an Application Form for whatever reason, including to avoid the possible subscription of over A\$30,000 worth of New Shares by a holder through multiple applications or joint holdings.

No fractions of New Shares will be issued and fractions of Shares will be rounded down to the nearest whole number.

### 4.3 Maximum number of New Shares to be issued

- (a) **ASX Listing Rules limitation:** In accordance with ASX Listing Rule 7.2 Exception 5, the total number of New Shares under the Offer must not exceed 30% of the number of Shares currently on issue.
- (b) **Discretionary limitation:** It is presently intended that a maximum of 50,000,000 Shares will be issued pursuant to the Offer, which would raise a maximum of approximately \$1,000,000 before costs. If required, applications will be scaled back having regard to the date on which the application was accepted. The Board presently intends that the Offer will close after the maximum amount has been raised.

- (c) **Board discretion:** The Board reserves its right to reject or scale back any applications in whole or in part. The Board reserves absolute discretion regarding the final amount raised under the Offer, including its ability to accept over-subscriptions (subject to the requirements of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 and the ASX Listing Rules). If there is a rejection or scale back, your application monies may be greater than the value of New Shares issued to you under the Offer, in which case the excess application monies will be refunded to you, without interest.
- 

## 5. Participation costs

You must pay the Issue Price per New Share and any fees or charges incurred by you in completing the Application Form, for example, bank fees or fees of professional advisors. No commission is payable by the Company on the issue of the New Shares and no brokerage applies.

---

## 6. Allotment of New Shares

Subject to these terms and conditions, the New Shares will be allotted as soon as possible after the Offer closing date. The Company will send or cause to be sent to you a holding statement in due course.

---

## 7. Payment for New Shares

All amounts in this Offer are expressed in Australian dollars. You must pay for the New Shares via Electronic Funds Transfer (**EFT**) (Australian and New Zealand shareholders) following the instructions on the Application Form.

You may apply for New Shares:

- (a) **by making payment via EFT** (Australian and New Zealand shareholders) in accordance with the instructions on your personalised Application Form (which includes your unique reference number which must be quoted on your payment); You do not need to return your application form if paying by EFT.

Any amount not applied to your application will be refunded without interest.

Cash or Cheques will not be accepted. Receipts for payment will not be issued. Payments must be received by 5.00pm (AWST) on 31 May 2024. Payments received after that time will not be accepted.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are received through EFT by the Closing Date.

It is your responsibility to ensure your unique Payment Reference is quoted, as per the instructions on your application form. If you fail to quote your unique Payment Reference correctly, your payment may not be allocated or refunded. If you need assistance with your unique payment reference, please contact the Company.

## 8. Risk

New Shares are a speculative investment, and the market price may change between the dates you apply for New Shares and the issue of New Shares to you. Accordingly, the value of New Shares applied for may rise or fall.

This Offer is not a prospectus and does not require the types of disclosures required under the Corporations Act for a disclosure document. You must rely on your own knowledge of the Company, previous disclosures made by the Company to ASX, and, if necessary, consult your professional advisor when deciding whether or not to participate in the Offer.

## 9. Privacy

By receiving completed Application Forms, the Company collects personal information about Shareholders. The Company will use this information for the purposes of processing the Application Form and updating the records of the Company. Unless required by the law, the Company will not disclose the personal information for another purpose without the consent of the Shareholder. Except as stated by the law, Shareholders are able to access, upon request, their personal information held by the Company. For further information about how we manage your personal information or if you wish to obtain a copy of the Company's Privacy policy, please contact us.

## 10. Use of funds

The Company intends to use funds raise under the Plan, together with its existing funds, for:

- a) Exploration and development activities at Leonora covering the Mt George and Malcolm Projects, along with exploration for critical minerals at the Mt Feltman and Lake Johnston Projects, all located within the state of Western Australia, and
- b) Costs of the Offer and for general working capital purposes.

As with any intended budget or use of funds, this is a statement of current intentions as at the date of this Offer. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

## 11. Important Dates

The important dates in relation to this Offer are summarised below.

Record Date (5.00pm AWST)	30 April 2024
Announcement of Offer	1 May 2024
Despatch of SPP Offer Booklet	10 May 2024
Opening date of SPP	10 May 2024
Offer closing date (5.00pm AWST)	31 May 2024
Announcement of results of Offer	5 June 2024

Issue of New Shares	6 June 2024
Commencement of trading of New Shares	7 June 2024

These above dates are indicative only. The Company may vary the dates and times of the Offer by lodging a revised notice with ASX.

The Closing Date may be earlier than specified and particularly so if applications have been received for the maximum subscription amount.

## 12. Joint holders

If you are a joint holder of existing Shares, you are taken to be a single registered holder of existing Shares for the purposes of determining whether you are an Eligible Shareholder and joint holders are entitled to participate in the Offer in respect of that single holding only.

## 13. Custodians, trustees and nominees

### 13.1 Custodians

If you are an Eligible Shareholder and hold Shares as a custodian (as defined in ASIC Corporations (*Share and Interest Purchase Plans*) Instrument 2019/547 (refer below) (**Custodian**) or in any more specific ASIC relief granted to the Company in relation to the Offer), you may apply for up to A\$30,000 worth of New Shares for each beneficiary for whom you act as custodian provided you complete and submit, together with an Application Form, a certificate (**Custodian Certificate**) with the following information:

- (a) that you held Shares on behalf of:
  - (i) one or more other persons that are not custodians; and/or
  - (ii) another custodian (**Downstream Custodian**) that holds beneficial interests in Shares on behalf of one or more other persons to which those beneficial interests relate,

(each a **Participating Beneficiary**) at the Record Date who have subsequently instructed you, and/or the Downstream Custodian, to apply for New Shares under the Offer on their behalf;
- (b) the number of Participating Beneficiaries and their names and addresses;
- (c) the number of Shares that you hold on behalf of each Participating Beneficiary;
- (d) the number or dollar amount of Shares that each Participating Beneficiary has instructed you, either directly or indirectly through a Downstream Custodian, to apply for on their behalf;
- (e) that the Issue Price for New Shares applied under the Offer for each Participating Beneficiary for whom you act in addition to the application price for any other Shares issued to you as custodian (as a result of instruction given to you as Custodian or a Downstream Custodian) for that Participating Beneficiary under any arrangement similar to the Offer in the prior 12 months does not exceed A\$30,000;
- (f) that a copy of the written offer document was given to each Participating Beneficiary; and



- (g) where you hold Shares on behalf of a Participating Beneficiary indirectly, through one or more Downstream Custodians, the name and address of each Downstream Custodian.

Custodian Certificates must be submitted to [admin@mtmalcolm.com.au](mailto:admin@mtmalcolm.com.au)

For the purposes of ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 you are a 'Custodian' if you provide a custodial or depository service in relation to shares of a body or interests in a registered scheme and who:

- (a) holds an Australian financial services licence covering the provision of a custodial or depository service;
- (b) is exempt from the requirement to hold an Australian financial services licence covering the provision of a custodial or depository service;
- (c) holds an Australian financial services licence covering the operation an IDPS or is a responsible entity of an IDPS-like scheme;
- (d) is a trustee of a self-managed superannuation fund or a superannuation master trust; or
- (e) is a registered holder of shares or interests in the class and is noted on the register of members of the body or scheme as holding the shares or interests on account of another person.

If you hold Shares as a trustee or nominee for another person or persons but are not a Custodian as defined above, you cannot participate for beneficiaries in the manner described above. In this case, the rules for multiple single holdings (see paragraph 4.2 above) apply.

Custodians should request a Custodian Certificate when making an application on behalf of Participating Beneficiaries. To request a Custodian Certificate and if you would like further information on how to apply, you should contact the Company's Share Registry, Automic Group at any time from 8.30am to 7.00pm (Sydney time) Monday to Friday during the Offer period.

The Company reserves the right to reject any application for New Shares to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements. The Company reserves the right to reject applications in accordance with these Terms and Conditions.

---

## **14. Foreign offering restrictions**

### **14.1 Distribution**

This document does not constitute an offer of the New Shares in any jurisdiction in which it would be unlawful, and has been prepared for distribution in Australia and New Zealand only and may not be released or distributed elsewhere.

### **14.2 New Zealand**

The New Shares are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*. This document has not been registered, filed with or approved by any New Zealand



regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

#### **14.3 Custodians**

The Company is not required to determine, and will not determine, the identity or residence of any beneficial owners of Shares. Each Custodian will need to determine for itself whether its beneficiaries are Eligible Beneficiaries.

---

#### **15. No Financial Advice**

This document does not provide financial advice and has been prepared without taking account of any person's investment objectives, financial situation or particular needs. You should consider the appropriateness of participating in the Offer having regard to your investment objectives, financial situation or particular needs. Shareholders should seek independent financial and taxation advice before making any investment decision in relation to these matters.

---

#### **16. Acknowledgement**

By making payment via EFT (Australian and New Zealand shareholders), you:

- (a) irrevocably and unconditionally agree to the terms and conditions of the Offer and the terms and conditions of the Application Form and agree not to do any act or thing that would be contrary to the spirit, intention or purpose of the Offer;
- (b) warrant that all details and statements in your application are true and complete and not misleading;
- (c) agree that your application will be irrevocable and unconditional (that is, it cannot be withdrawn even if the market price of the New Shares is less than the Issue Price);
- (d) warrant that you are an Eligible Shareholder and are eligible to participate in the Offer;
- (e) acknowledge that no interest will be paid on any application monies held pending the issue of New Shares under the Offer or subsequently refunded to you for any reason;
- (f) acknowledge that the Company and its officers and agents, are not liable for any consequences of the exercise or non-exercise of its discretions referred to in these terms and conditions;
- (g) if you are applying on your own behalf (and not as a Custodian), acknowledge and agree that:
  - (i) you are not applying for New Shares with an application price of more than A\$30,000 under the Offer (including by instructing a Custodian to acquire New Shares on your behalf under the Offer); and
  - (ii) the total of the application price for the following does not exceed A\$30,000:

- (A) the New Shares the subject of the application;
  - (B) any other Shares issued to you under the Offer or any similar arrangement in the 12 months before the application (excluding Shares applied for but not issued);
  - (C) any other New Shares which you have instructed a Custodian to acquire on your behalf under the Offer; and
  - (D) any other Shares issued to a Custodian in the 12 months before the application as a result of an instruction given by you to the Custodian to apply for Shares on your behalf under an arrangement similar to the Offer;
- (h) if you are a Custodian and are applying on behalf of a Participating Beneficiary on whose behalf you hold Shares, acknowledge and agree that:
  - (i) you are a Custodian (defined above);
  - (ii) you hold Shares (directly or indirectly) on behalf of one or more Participating Beneficiaries;
  - (iii) you held Shares on behalf of the Participating Beneficiary as at the Record Date who has instructed you to apply for New Shares on their behalf under the Offer;
  - (iv) each Participating Beneficiary on whose behalf you are applying for New Shares has been given a copy of this document;
  - (v) the application price for the New Shares applied for on behalf of the Participating Beneficiary, and any other Shares applied for on their behalf under a similar arrangement in the previous 12 months (excluding Shares applied for but not issued), does not exceed A\$30,000; and
  - (vi) the information in the Custodian Certificate submitted with your Application Form is true, correct and not misleading;
- (i) agree to be bound by the constitution of the Company (as amended from time to time);
- (j) acknowledge that none of the Company, its advisers or agents, has provided you with any financial product or investment advice or taxation advice in relation to the Offer, or has any obligation to provide such advice;
- (k) authorise the Company, and its officers and agents, to correct minor or easily rectified errors in, or omissions from, your Application Form and to complete the Application Form by the insertion of any missing minor detail and
- (l) have not distributed this document or any other documents relating to the Offer to, any person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

---

## **17. Additional provisions**

### **17.1 Amendments**

The Company may amend the terms of the Offer at any time. Any material amendments will be announced to the ASX.

### **17.2 Termination**

The Company may terminate or otherwise withdraw the Offer at any time. Any termination or withdrawal will be announced to the ASX, and any application monies received will be refunded without interest. The Company will refund to you by direct credit deposit to your nominated bank account (where you have given your nomination to the Share Registry). To update your bank account details with the Share Registry you can visit, <https://investor.automic.com.au/#/home> and follow the instructions under 'my details'.

### **17.3 Interpretation**

The Company may act or omit to act in relation to the Offer (including applying the terms of the Offer) in its absolute discretion. The Company may settle any difficulty of question of fact or interpretation in relation to the Offer in any matter it thinks fit, whether generally or in relation to any participant, application or Share. The Company's decision will be conclusive and binding. The Company reserves the right to waive strict compliance with the terms of the Offer. The Board or any delegate may exercise the powers of the Company under the terms of the Offer.

# M2M SHARE PURCHASE PLAN APPLICATION FORM

10 May 2024

This Application Form accompanies the Offer Booklet issued by **Mt Malcolm Mines NL ACN 646 466 435 (Company)** in connection with the Company's Share Purchase Plan.

The Share Purchase Plan offers Eligible Shareholders the opportunity to acquire additional Shares in the Company by subscribing for a minimum of \$2,500 and up to a maximum of \$30,000 worth of Shares at an issue price of \$0.02 per Share.

## Application for Shares under the Share Purchase Plan

I/We declare that I/we have read the Offer Booklet in its entirety and confirm that I/we give the undertakings, acknowledgements and warranties set out in section 16 of the Offer Booklet.

**It is paramount that the Unique Payment Reference (found in the Payment Instructions table on page 2 of the application form) is included upon electronic transfer of funds.**

**I/We apply for (tick one only):**

Tick Here	Offer	Value	Number of New Shares
<input type="checkbox"/>	A	A\$2,500	125,000
<input type="checkbox"/>	B	A\$5,000	250,000
<input type="checkbox"/>	C	A\$7,500	375,000
<input type="checkbox"/>	D	A\$10,000	500,000
<input type="checkbox"/>	E	A\$15,000	750,000
<input type="checkbox"/>	F	A\$20,000	1,000,000
<input type="checkbox"/>	G	A\$30,000	1,500,000

## SIGNATURE

By signing this Application Form you agree to the terms and conditions set out in the Offer Booklet and this Application Form:

INDIVIDUAL / DIRECTOR / TRUSTEE		INDIVIDUAL / DIRECTOR / TRUSTEE

**Date**

		2024
--	--	------

## Lodgement instructions for Application Form

Please complete all relevant sections of the Application Form. When completed and signed, please send your completed Application Form by **post** or **email** to:

### By post:

8 Sarich Court  
Osborne Park WA 6017  
Australia

### By email:

[admin@mtmalcolm.com.au](mailto:admin@mtmalcolm.com.au)

The Closing Date of the Share Purchase Plan is **Friday 31 May 2024**. Signed Application Forms and accompanying payment for Shares must be received by the Company on or before 5pm (AWST) on the Closing Date. The Company may vary the Closing Date without notice.

## Payment Instructions

Payment of your nominated **Investment Amount** must be made in full to the Company (without set-off or deduction or withholding of any kind) at the same time at which you submit your completed and signed Application Form.

Payment of your nominated **Investment Amount** must be made by electronic transfer of cleared funds in Australian dollars to the Company's bank account:

<b>Account Name</b>	
<b>Bank</b>	
<b>BSB</b>	
<b>Account No.</b>	
<b>Unique Payment Reference</b>	

Please send a copy of the payment remittance or evidence of the transfer to the Company (by email to [admin@mtmalcolm.com.au](mailto:admin@mtmalcolm.com.au)) immediately after making payment.

### IMPORTANT NOTES:

- (1) It is your responsibility to ensure your unique Payment Reference is quoted, as per the instructions on your application form. If you fail to quote your unique Payment Reference correctly, your payment may not be allocated or refunded. If you need assistance with your unique payment reference, please contact [admin@mtmalcolm.com.au](mailto:admin@mtmalcolm.com.au).
- (2) Return of this Application Form to the Company constitutes an irrevocable offer by you to subscribe for Shares in the Company on the terms and conditions of the Offer Booklet.
- (3) Your irrevocable application may be scaled back or rejected by the Company at its sole discretion.
- (4) Shares will only be issued to successful applications after the offer is closed and at all times subject to payment of cleared funds in full being received by the Company for your nominated investment amount. Pending the issue of Shares to you, any application moneys received from you will be deposited and held by the Company on your behalf. If your application is rejected (in whole or part) any application moneys will be returned to you. No interest will be payable on returned moneys.