



TITAN MINERALS LIMITED

ACN 117 790 897

PROSPECTUS

For an accelerated non-renounceable entitlement offer to Eligible Shareholders of up to approximately 254,158,876 New Shares at an offer price of A\$0.03 per New Share on the basis of one (1) New Share for every six (6) existing Shares held, together with one (1) Attaching Option for every one (1) New Share subscribed for and issued and one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued, to raise up to approximately A\$7.6 million (before costs) (**Entitlement Offer**).

The Retail Entitlement Offer opens on Wednesday, 6 December 2023 and closes at 5:00pm (AWST) on Wednesday, 20 December 2023 (unless extended). Valid Applications must be received before that time. Please read the instructions in this Prospectus and on the accompanying Entitlement and Acceptance Form regarding the acceptance of your Entitlement under the Retail Entitlement Offer.

IMPORTANT NOTICE

This is an important document and requires your immediate attention. This Prospectus is a 'transaction specific prospectus' prepared in accordance with section 713 of the Corporations Act. Accordingly, this Prospectus does not of itself detail the same level of disclosure as an initial public offering prospectus. You should read this Prospectus (including the 'Risk Factors' in Section 6) in its entirety before deciding whether to apply for New Securities. If you do not understand any part of this Prospectus, or have any questions about the New Securities, you should consult your stockbroker, accountant, solicitor or other professional adviser. Before making any investment decision, you should have regard to all publicly available information concerning the Company. An investment in the New Securities offered under this Prospectus should be considered highly speculative in nature.

IMPORTANT INFORMATION

General

This Prospectus is dated 29 November 2023, and was lodged with ASIC on, 29 November 2023. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No New Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus). The New Securities issued pursuant to this Prospectus will be issued on the terms and conditions set out in this Prospectus.

The Company will apply to ASX within seven (7) days of the date of this Prospectus for Official Quotation by ASX of the New Shares offered under this Prospectus.

A copy of this Prospectus is available for inspection at the office of the Company at Suite 1, 295 Rokeby Road, Subiaco WA 6008 during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 8.15).

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

Application Form

The Entitlement and Acceptance Form accompanying this Prospectus is important. Acceptance of New Securities under the Retail Entitlement Offer can only be made by BPAY® (for all Eligible Retail Shareholders) or EFT (for Eligible Retail Shareholders registered in New Zealand who do not have an Australian bank account and are unable to submit payment via BPAY®) in accordance with the instructions contained in the Entitlement and Acceptance Form as sent with a copy of this Prospectus by the Company. Accordingly, there is no need to return an Entitlement and Acceptance Form. The Entitlement and Acceptance Form sets out an Eligible Retail Shareholder's Entitlement. Please refer to the instructions in Section 3 regarding the acceptance of your Entitlement and completion of the Entitlement and Acceptance Form.

By making a BPAY® or EFT payment, you acknowledge that you have received and read this Prospectus and you have acted in accordance with the terms of the Retail Entitlement Offer detailed in this Prospectus.

Eligibility

Eligible Retail Shareholders can only take up their Entitlements by completing and returning the Entitlement and Acceptance Form accompanying this Prospectus or by making a BPAY® or EFT payment in accordance with the instructions on the Entitlement and Acceptance Form. The Entitlement and Acceptance Form sets out an Eligible Retail Shareholder's Entitlement to participate in the Retail Entitlement Offer.

Determination of eligibility of investors for the purposes of the Retail Entitlement Offer determined by reference to a number of matters, including legal requirements and regulatory requirements, logistical and registry constraints and the discretion of the Company. To the maximum extent permitted by law, the Company, its respective related bodies corporate and affiliates, and their respective directors, officers, partners, employees and agents expressly disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion.

Foreign Jurisdictions

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

The Retail Entitlement Offer is not being extended, and New Securities will not be issued, to Shareholders with a registered address which is outside Australia and New Zealand. It is not practicable for the Company

to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of New Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

No action has been taken to permit the offer of New Securities to existing Shareholders in any jurisdiction other than Australia and New Zealand.

The distribution of this Prospectus in jurisdictions outside Australia and New Zealand may be restricted by law and persons outside of Australia and New Zealand should observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. Refer to Section 2.21 for further details.

Notice to nominees and custodians

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

Transaction Specific Prospectus

This is a 'transaction specific prospectus' of 'continuously quoted securities' (as defined in the Corporations Act) of the Company to which the special content rules under section 713 of the Corporations Act (as notionally modified by *ASIC Corporations (Non-Traditional Rights Issue) Instrument 2016/84* and *ASIC Corporations (Disregarding Technical Relief) Instrument 2016/73*) apply. This allows the issue of a more concise prospectus in relation to an offer of securities in a class which has been continuously quoted by ASX in the three (3) months prior to the date of this Prospectus. In general terms, 'transaction specific prospectuses' are only required to detail information in relation to the effect of the issue of New Securities on the Company and the rights attaching to the New Securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus details information only to the extent to which it is reasonable for investors and their professional advisers to expect to find the information in it. It does not include all of the information that would be included in a prospectus for an initial public offering of securities.

Exposure period

No exposure period applies to the Entitlement Offer.

Speculative investment

An investment in the New Securities should be considered highly speculative. Refer to Section 6 for details of the key risks applicable to an investment in the Company.

Persons wishing to apply for New Securities should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the New Securities.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any investor. Before making any investment in the Company, each investor should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. If persons considering applying for New Securities have any questions, they should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

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

Forward-looking statements

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

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and management of the Company. Key risks associated with an investment in the Company are detailed in Section 6. These and other factors could cause actual results to differ materially from those expressed in any forward-looking statements.

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

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

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 Attaching Options and Bonus 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 at <https://www.titanminerals.com.au/>.

Website

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

Diagrams

Any diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data detailed in charts, graphs and tables is based on information available at the date of this Prospectus.

Currency

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

Rounding

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

Time

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

Glossary

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 10.

CORPORATE DIRECTORY

Directors

Mr Peter Cook – Non-Executive Chairman
Mr Matthew Carr – Non-Executive Director
Mr Barry Bourne – Executive Director

Company Secretary

Mr Zane Lewis

Registered Office

Suite 1, 295 Rokeby Road
Subiaco WA 6008

ASX Code: TTM

Website: <https://www.titanminerals.com.au/>

Legal Adviser

Thomson Geer
Level 29, Central Park Tower
152-158 St Georges Terrace
Perth WA 6000

Auditor*

Stantons International Audit and Consulting Pty Ltd
Level 2,1 Walker Avenue
West Perth WA 6005

Share Registry*

Automatic Pty Ltd
Level 5, 191 St Georges Terrace
Perth WA 6000

Lead Manager

Canaccord Genuity (Australia) Limited
Level 23, Exchange Tower
2 The Esplanade
Perth WA 6000 Australia

*This party is named for informational purposes only and was not involved in the preparation of this Prospectus.

INDICATIVE TIMETABLE

Event	Date
Announcement of Entitlement Offer	Wednesday, 29 November 2023
Lodgment of Prospectus with ASIC and released to ASX	Wednesday, 29 November 2023
Institutional Entitlement Offer period	Wednesday, 29 November 2023 to Thursday, 30 November 2023
Announcement of results of Institutional Entitlement Offer	Friday, 1 December 2023
Trading of Shares resumes on an ex-entitlement basis	Friday, 1 December 2023
Record Date (at 4:00pm AWST)	Friday, 1 December 2023
Dispatch of Prospectus	Wednesday, 6 December 2023
Retail Entitlement Offer Opening Date	Wednesday, 6 December 2023
Settlement of New Securities under the Institutional Entitlement Offer	Wednesday, 6 December 2023
Issue of New Securities under the Institutional Entitlement Offer and commencement of trading of New Shares issued under the Institutional Entitlement Offer	Thursday, 7 December 2023
Last day to extend the Retail Entitlement Offer Closing Date	Friday, 15 December 2023
Retail Entitlement Offer Closing Date (at 5:00pm AWST)	Wednesday, 20 December 2023
Announcement results of the Retail Entitlement Offer	Wednesday, 27 December 2023
Settlement of New Securities under the Retail Entitlement Offer	Thursday, 28 December 2023
Issue New Securities under the Retail Entitlement Offer	Friday, 29 December 2023
Commencement of trading of New Shares issued under the Retail Entitlement Offer	Tuesday, 2 January 2024

The above timetable is indicative only and subject to change. Subject to the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the New Securities under the Retail Entitlement Offer. The Directors also reserve the right not to proceed with the whole or part of the Entitlement Offer at any time prior to allotment. In that event, the relevant Application Monies will be returned without interest.

LETTER FROM THE CHAIRMAN

Dear Shareholder

On behalf of the Board of Titan Minerals Limited (**Titan** or the **Company**), I invite you to participate in a one (1) for six (6) accelerated non-renounceable pro rata entitlement offer of new fully paid ordinary shares in the Company (**New Shares**) at an offer price of A\$0.03 per New Share (**Offer Price**), together with one (1) free attaching new option (**Attaching Option**) for every one (1) New Share subscribed for and issued, and one (1) additional option (**Bonus Option**) for every two (2) Attaching Options subscribed for and issued, to raise gross proceeds of up to approximately A\$7.6 million (before costs) (**Entitlement Offer**).

The Bonus Options are subject to a vesting condition that each Bonus Option will only vest and become exercisable if the Eligible Shareholder exercises two (2) Attaching Options on or before the Attaching Option Expiry Date. The Company will not seek quotation of the Attaching Options or Bonus Options.

The Entitlement Offer was announced to the ASX on 29 November 2023. The Company intends to use the proceeds to be raised under the Entitlement Offer primarily to fund exploration activities, including to continue resource drilling at the Company's Dynasty Gold Project. The Company will also attribute funds raised towards working capital, corporate and administrative expenses. Refer to Sections 2 and 4 for further details regarding the Entitlement Offer including the indicative use of funds (amongst other things).

Entitlement Offer Details

The Entitlement Offer comprises:

- an accelerated institutional component open to Eligible Institutional Shareholders (**Institutional Entitlement Offer**); and
- a retail component open to Eligible Retail Shareholders in Australia and New Zealand (**Retail Entitlement Offer**).

All of the New Shares issued under the Entitlement Offer (including any Shares which may be issued upon exercise of the Attaching Options or Bonus Options) will rank equally with the existing Shares on issue. The Company will apply for Official Quotation of the New Shares issued under the Entitlement Offer (and any Shares which may be issued upon exercise of the Attaching Options or Bonus Options).

Eligible Shareholders under the Entitlement Offer can choose to take up all, part or none of their Entitlement. The Institutional Entitlement Offer will open on Wednesday, 29 November 2023 and close on Thursday, 30 November 2023. The Retail Entitlement Offer will open on Wednesday, 6 December 2023 and close at 5:00pm (AWST) on Wednesday, 20 December 2023.

Further information

Further information and application instructions for the Entitlement Offer, as well as the risks associated with the Entitlement Offer are detailed in this Prospectus which you should read carefully and in its entirety. If you have any questions in relation to the Entitlement Offer, please contact Automic Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 5:30am to 4:00pm (AWST), Monday to Friday or email corporate.actions@automicgroup.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser without delay.

On behalf of the Board of Titan, I invite you to consider this investment opportunity as we thank you for your continued support.

Yours faithfully,



Peter Cook
Non-Executive Chairman

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1. Investment Overview

This Section is not intended to provide full information for investors intending to apply for New Securities offered pursuant to this Prospectus. Prospective investors should read this Prospectus in full before deciding whether to invest in New Securities.

Topic	Summary	Further Information
The Entitlement Offer		

What is the Entitlement Offer?

The Entitlement Offer is an accelerated non-renounceable pro rata entitlement offer of one (1) New Share for every six (6) Shares held by Eligible Shareholders at the Record Date at an offer price of A\$0.03 per New Share, together with one (1) free Attaching Option for every one (1) New Share subscribed for and issued and one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued.

Section 2.1

The Entitlement Offer comprises two components:

- **Institutional Entitlement Offer** – Eligible Institutional Shareholders will be given the opportunity to take up all or part of their Entitlement. Entitlements under the Institutional Entitlement Offer are non-renounceable. The Lead Manager will provide all Eligible Institutional Shareholders with details of the Institutional Entitlement Offer and how to apply under the Institutional Entitlement Offer at the commencement of the Institutional Entitlement Offer; and
- **Retail Entitlement Offer** – Eligible Retail Shareholders will be given the opportunity to take up all or part of their Entitlement. Entitlements under the Retail Entitlement Offer are also non-renounceable.

How much will be raised from the Entitlement Offer?

The Company is seeking to raise up to approximately A\$7.6 million (before costs) under the Entitlement Offer.

Section 4.1

What is the purpose of the Entitlement Offer and how will the funds raised be used?

The purpose of the Entitlement Offer is to raise up to approximately A\$7.6 million (before costs).

Section 4.1

The Entitlement Offer is being undertaken to raise funds for:

Use of funds	(A\$)
Exploration expenditure in respect to the Dynasty Project	5,950,000 ¹
Working capital, corporate and administrative expenses	1,197,020
Costs of the Entitlement Offer	477,746 ²
Total	7,624,766

Note:

1. If the Entitlement Offer is not fully subscribed (raising less than approximately A\$7.6 million) the Company will re-evaluate its exploration program and scale back its planned exploration expenditure at the Dynasty Project accordingly.
2. This figure is indicative only. Refer to Section 8.11 for further details.

Topic	Summary	Further Information
Are any Directors participating in the Entitlement Offer?	At the date of this Prospectus, Messrs Peter Cook, Barry Bourne and Matthew Carr (and/or their respective nominee(s)) intend to participate in the Entitlement Offer.	Section 8.5
Is the Entitlement Offer underwritten?	The Entitlement Offer is not underwritten, however, the Lead Manager has been appointed for the provision of lead manager and bookrunner services. Refer to Sections 8.7 and 8.8 for further details.	Section 2.11
What is the effect of the Entitlement Offer on the Company?	<p>The maximum number of New Securities that will be issued under the Entitlement Offer is approximately:</p> <ul style="list-style-type: none"> • 254,158,876 New Shares; • 254,158,876 Attaching Options; and • 127,079,438 Bonus Options, <p>assuming that no Options or Performance Rights are exercised or converted into Shares before the Record Date.</p>	Sections 4.2 and 4.3
Is the Entitlement Offer subject to a minimum subscription?	The minimum subscription in respect of the Entitlement Offer is A\$2.5 million.	Section 2.7
What are the terms of the Attaching Options?	<p>The Attaching Options will be issued on the basis of one (1) Attaching Option for every one (1) New Share subscribed for and issued under the Entitlement Offer. The Attaching Options have an exercise price of A\$0.035 each, expiring 12 months from the date of issue. The terms and conditions of the Attaching Options are detailed in Section 7.2(a).</p> <p>The Company will not seek quotation of the Attaching Options.</p>	Section 7.2(a)
What are the terms of the Bonus Options?	<p>The Bonus Options will be issued on the basis of one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued under the Entitlement Offer. The Bonus Options will have an exercise price of A\$0.07 each, expiring three (3) years from the date of issue.</p> <p>The Bonus Options are subject to a vesting condition that each Bonus Option will only vest and become exercisable if the Eligible Shareholder exercises two (2) Attaching Options on or before the Attaching Option Expiry Date. Any unvested Bonus Options will automatically lapse on the Attaching Option Expiry Date. The terms and conditions of the Bonus Options are detailed in Section 7.2(b).</p> <p>The Company will not seek quotation of the Bonus Options.</p>	Section 7.2(b)
What is my Entitlement?	<p>Each Eligible Shareholder is entitled to subscribe for one (1) New Share for every six (6) Shares held as at 4:00pm (AWST) on the Record Date.</p> <p>Each Eligible Shareholder will also be issued one (1) Attaching Option for every one (1) New Share subscribed for and issued and one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued.</p> <p>If you are an Eligible Retail Shareholder, your Entitlement is set out on the personalised Entitlement and Acceptance</p>	Sections 2.18 and 2.19

Topic	Summary	Further Information
	Form accompanying this Prospectus.	
What is the Offer Price?	The offer price for New Shares subscribed for under the Entitlement Offer is A\$0.03 per New Share.	Section 2.1
How to Participate in the Entitlement Offer		
Am I an Eligible Institutional Shareholder and able to participate in the Institutional Entitlement Offer?	<p>An Eligible Institutional Shareholder under this Prospectus is anyone who the Company and the Lead Manager determines may receive an offer to subscribe for New Securities under the Institutional Entitlement Offer on the basis that they are Institutional Investors.</p> <p>If you are an Eligible Institutional Shareholder, you are eligible to participate in the Institutional Entitlement Offer being conducted by the Company.</p> <p>The Lead Manager will provide Eligible Institutional Shareholders with the details of their Entitlements and how to apply under the Institutional Entitlement Offer at the commencement of the Institutional Entitlement Offer.</p>	Sections 2.2 and 2.19
Am I an Eligible Retail Shareholder and able to participate in the Retail Entitlement Offer?	<p>Eligible Retail Shareholders are those persons who:</p> <ul style="list-style-type: none"> are registered as a holder of Shares as at 4:00pm (AWST) on the Record Date; have a registered address in Australia or New Zealand or are, in the opinion of the Company, otherwise eligible under all applicable securities laws to receive an offer of New Securities under the Retail Entitlement Offer; are not located in the United States and are not, and are not acting for the account or benefit of, a person in the United States (to the extent such a person holds Shares for the account or benefit of such a person in the United States); and are not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and are not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer. 	Sections 2.3 and 2.18
How do I accept all or part of the Retail Entitlement Offer?	All Eligible Retail Shareholders are entitled to participate in the Retail Entitlement Offer. If you wish to accept all or part of your Entitlement, please follow the instructions on the Entitlement and Acceptance Form to pay via BPAY® (for all Eligible Retail Shareholders) or EFT (for Eligible Retail Shareholders registered in New Zealand who do not have an Australian bank account and are unable to submit payment via BPAY®) by no later than the 5:00pm (AWST) on the Closing Date.	Section 3
Can I withdraw my Application?	Cooling off rights do not apply to an investment in New Securities under the Retail Entitlement Offer. You cannot withdraw your payment once it has been accepted unless permitted to do so in accordance with the Corporations Act.	Section 2.17
How will Shortfall be dealt with?	Any New Securities under the Entitlement Offer that are not applied for will form the Shortfall Securities.	Section 2.9

Topic	Summary	Further Information
	<p>The Shortfall Offer is a separate offer under this Prospectus and will be made on the same basis as the Entitlement Offer (i.e. one (1) Attaching Option for every one (1) Shortfall Share subscribed for and issued and one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued).</p> <p>The Shortfall Securities will be allocated at the Directors' discretion within three (3) months from the Closing Date.</p>	
Further details of the Entitlement Offer		
Can I trade my Entitlement?	No, as the Entitlement Offer is non-renounceable, you cannot sell or transfer any of your Entitlement. There will be no trading of Entitlements on ASX.	Section 2.6
What will be the effect of the Entitlement Offer on the control of the Company?	The effect of the Entitlement Offer on the control of the Company will vary with the level of Entitlements taken up by Eligible Shareholders under the Entitlement Offer.	Sections 4.4 and 4.5
What are the key risks of taking up my Entitlement?		
Risks Specific to the Company	<p>Some of the key risks of investing in the Company are detailed below. The list of risks is not exhaustive and further details of these risks and other risks associated with an investment in the Company are detailed in Section 6.</p> <ul style="list-style-type: none"> Future Capital Needs and Additional Funding <p>The Company's growth through its proposed and future exploration activities will require additional expenditure. As a mineral exploration company, the Company has no operating revenue and is unlikely to generate any operating revenue unless and until its projects are successfully explored, evaluated, developed and production commences.</p> <p>The Directors consider that the Entitlement Offer will provide the Company with sufficient working capital to fund its next round of exploration activities in respect to the Dynasty Project and, together with the remaining funds to be received from the sale of the Zaruma Project (refer to ASX announcements dated 15 April 2021, 26 July 2021 and the quarterly activities report for the period ending 30 September 2023), will provide the Company with sufficient funding to operate as a going concern and progress its operations in the short to medium term. However, if the Entitlement Offer is not fully subscribed, the Company will need to adjust and reduce its planned expenditure and overheads at its operations in Ecuador and Australia.</p> <p>In addition, the Company will require further funding in the future to finance ongoing operations and activities. The future capital requirements of the Company (both in respect to timing and quantum) will depend on many factors, including the results of the Company's exploration activities and the future exploration work programs and budgets for each of its projects.</p> 	Section 6

Topic	Summary	Further Information
	<p>No assurances can be given that the Company will be able to raise additional funding and the Company's ability to obtain additional funding will depend on investor demand, its performance and reputation, market conditions and other factors. The Company may seek to raise further funds through equity or debt financing or other means. The Company's failure to raise capital, if and when required, could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern or remain solvent.</p> <ul style="list-style-type: none"> Foreign Operations <p>The Company's operations are located in Ecuador, which is considered to be a developing country and, as such, is subject to emerging legal and political systems compared with the system in place in Australia.</p> <p>Possible sovereign risks include, without limitation, changes to the terms of mining legislation including renewal and continuity of tenure of permits, transfer of ownership of acquired permits to the Company, changes to royalty arrangements, changes to taxation rates and concessions, restrictions on foreign ownership and foreign exchange, changing political conditions, changing mining and investment policies and changes in the ability to enforce legal rights.</p> <p>Future operations and profitability in Ecuador may be affected by changing government regulations with respect, but not limited, to restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, mine safety and government and local participation. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral tenure and development could result in the loss, reduction or expropriation of entitlements. The occurrence of these and other various factors cannot be accurately predicted and could have an adverse effect on the Company's future operations and profitability.</p> <p>Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Shares. No assurance can be given regarding the future stability in these or any other country in which the Company may have an interest.</p> Results of Studies <p>On 6 July 2023, the Company announced a mineral resource estimate (MRE), reported in accordance with the JORC Code on the Dynasty Project. On 2 November 2023, the Company announced that it had commenced drilling at the Papayal prospect at the Dynasty Project. The drilling is designed to target high-grade, high margin gold resource growth, following recent mapping and surface geochemical sampling which was successful in expanding the epithermal gold</p> 	

Topic	Summary	Further Information
	<p>vein footprint well beyond existing defined resources at Papayal. In addition, the Company is operating a second drill rig at the Cerro Verde prospect at the Dynasty Project. On 23 November 2023, the Company announced that drilling at the Cerro Verde prospect is now complete. The drilling represented potential high-grade resource additions, further validating the Company's strategy of targeting shallow high grade, high margin ounces. The Company anticipates that assays from drilling at the Cerro Verde and the first holes from the Papayal will be completed by year end. The Company experienced some delays with earthworks required for drill access and drill platforms, and anticipates that the resource growth drilling campaign will be completed by Q1 2024, and a resource update is planned for Q2 2024 following receipt of all results.</p> <p>The Company intends to continue its drilling programs, and subject to the results of any future exploration and testing programs, the Company may progressively undertake a number of studies with respect to the Dynasty Project or any new projects. These studies may include scoping studies, pre-feasibility studies and bankable feasibility studies.</p> <p>If these studies are completed, they would be prepared within certain parameters designed to determine the economic feasibility of the relevant project within certain limits. There can be no assurance that any of the studies will confirm the economic viability of the Dynasty Project or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).</p> <p>Further, even if a study determines the economics of the Company's projects, there can be no guarantee that the projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study, once production commences including but not limited to operating costs, mineral recoveries and commodity prices.</p> <ul style="list-style-type: none"> Drilling Risks <p>The Company's future drilling operations may be curtailed, delayed or cancelled due to a number of factors including weather conditions, mechanical difficulties, shortage or delays in the delivery of rigs and/or other equipment and compliance with governmental requirements. While drilling may yield some resources there can be no guarantee that the discovery will be sufficiently productive to justify commercial development or cover operating costs.</p> Government Legislation and Regulation <p>The Company's activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, health and worker safety, waste disposal, protection of the environment and other</p> 	

Topic	Summary	Further Information
	<p>matters. The Company requires permits related to exploration, development and mining activities.</p> <p>Whilst the Company believes that it is in substantial compliance with all material current laws and regulations, changes in how laws and regulations are enforced or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its future projects. This could have a material adverse impact on the Company's future and planned operations in respect to its projects.</p> <p>Obtaining the necessary permits can be a time consuming process and there is a risk that the Company will not be able to obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, could result in fines, penalties or other liabilities.</p> <ul style="list-style-type: none"> Dependence on Key Personnel <p>The success of the Company will to an extent depend on the Directors' and key management personnel's ability to successfully manage the Company's performance and exploit new opportunities. The loss of one or more of these key contributors could have an adverse impact on the business of the Company. It may be difficult for the Company to continue to attract and retain suitably qualified and experienced people.</p> Metal Price Volatility <p>As an exploration, development and toll treatment company, the Company's ability to raise capital may be significantly affected by changes in the market price of gold, silver and other minerals. The Company's possible future revenues may be derived primarily from mining commodities, processing commodities and/or from revenue royalties gained from joint ventures or from mineral projects sold. Consequently, the Company's potential future earnings could be closely related to the price of commodities it commercially exploits. Gold and other mineral prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Company including demand, forward selling by producers, production cost levels in major producing regions and macroeconomic factors (e.g., inflation, interest rates, currency exchange rates) and global and regional demand for, and supply of, the relevant commodity.</p> <p>If the market price of any commodity sold by the Company were to fall below the costs of production and remain at such a level for any sustained period, the Company would experience losses and could have to curtail or suspend some or all of its proposed mining</p> 	

Topic	Summary	Further Information
	<p>activities. In such circumstances, the Company would also have to assess the economic impact of any sustained lower commodity prices on recoverability.</p> <ul style="list-style-type: none"> Shortages and Price Volatility <p>The Company is dependent on various input commodities (such as diesel fuel, electricity, natural gas, steel and concrete) and equipment (including parts) to conduct its exploration activities. A shortage of such input commodities or equipment or a significant increase in their cost could have a material adverse effect on the Company's ability to carry out its exploration and therefore limit, or increase the cost of, discovery. The Company is also dependent on access to and supply of water and electricity to carry out its exploration, and such access and supply may not be readily available. Market prices of input commodities can be subject to volatile price movements, which can be material, occur over short periods of time and are affected by factors that are beyond the Company's control. An increase in the cost, or decrease in the availability, of input commodities or equipment may affect the timely conduct and cost of the Company's exploration objectives. If the costs of certain input commodities consumed or otherwise used in connection with the Company's exploration were to increase significantly, and remain at such levels for a substantial period, the Company may determine that it is not economically feasible to continue exploration on some or all of its current projects, which could have an adverse impact on the Company's financial performance and Share price.</p> Foreign Exchange Risk <p>The Company's operations are located in Ecuador, where the currency is United States dollars. Costs will mainly be incurred by its business in United States dollars and Australian dollars. As most in-country expenditure will be incurred in United States dollars and given that the Company typically raises funds in Australian dollars, the Company is exposed to foreign exchange risk.</p> <p>The Company intends to convert some or all of the Australian dollar proceeds raised pursuant to the Entitlement Offer into United States dollars. There can be no assurance that fluctuations in foreign exchange rates will not have a material adverse effect upon the Company's financial performance and results of operations.</p> 	
How can I obtain further information?	<p>Further information and application instructions for the Entitlement Offer, as well as the risks associated with investing in the Entitlement Offer are detailed in this Prospectus which you should read carefully and in its entirety.</p> <p>If you have any questions in relation to the Entitlement Offer,</p>	<p>Section 2.26</p>

Topic	Summary	Further Information
	<p>please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 5:30am to 4:00pm (AWST), Monday to Friday or email corporate.actions@automicgroup.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.</p>	

2. Details of the Entitlement Offer

2.1 Entitlement Offer

The Entitlement Offer is an accelerated non-renounceable pro rata offer of one (1) New Share for every six (6) Shares held by Eligible Shareholders on the Record Date at an offer price of A\$0.03 per New Share, together with one (1) Attaching Option for every one (1) New Share subscribed for and issued, and one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued to raise approximately A\$7.6 million (before costs) (**Entitlement Offer**).

The Entitlement Offer comprises two components:

- (a) **Institutional Entitlement Offer** – being an offer to Eligible Institutional Shareholders – refer to Section 2.2 for further details; and
- (b) **Retail Entitlement Offer** – whereby Eligible Retail Shareholders will be allotted Entitlements under the Retail Entitlement Offer which can be taken up in whole or in part – refer to Section 2.3 for further details.

Both the Institutional Entitlement Offer and the Retail Entitlement Offer are non-renounceable, meaning that Entitlements cannot be traded on ASX, nor can they be sold, transferred or otherwise disposed of.

All New Shares under the Entitlement Offer will rank equally with the Shares on issue as at the date of this Prospectus. For further information regarding the rights and liabilities attaching to the New Shares, refer to Section 7.1.

The Attaching Options offered under the Entitlement Offer will have the terms and conditions detailed in Section 7.2(a). The Bonus Options offered under the Entitlement Offer will have the terms and conditions detailed in Section 7.2(b). All Shares issued on exercise of the Attaching Options and Bonus Options will rank equally with the existing Shares on issue.

The Bonus Options are subject to a vesting condition that each Bonus Option will only vest and become exercisable if the Eligible Shareholder exercises two (2) Attaching Options on or before the Attaching Option Expiry Date (**Vesting Condition**). Any unvested Bonus Options will automatically lapse on the Attaching Option Expiry Date.

The purpose of the Entitlement Offer and the proposed use of funds is detailed in Section 4.

2.2 Institutional Entitlement Offer

The Company will conduct the Institutional Entitlement Offer during the period detailed in the Indicative Timetable. The Lead Manager will provide Eligible Institutional Shareholders with the details of their Entitlements and how to apply under the Institutional Entitlement Offer at the commencement of the Institutional Entitlement Offer.

Entitlements under the Institutional Entitlement Offer are non-renounceable.

The Institutional Entitlement Offer opens on 29 November 2023 and closes on 30 November 2023, or such later date as determined by the Company in its absolute discretion, subject to compliance with the Listing Rules. The results of the Institutional Entitlement Offer will be announced before market open on 1 December 2023. The New Securities offered under the Institutional Entitlement Offer are expected to be issued on 7 December 2023.

2.3 Retail Entitlement Offer

Eligible Retail Shareholders are being invited to subscribe for (1) New Share for every six (6) Shares held as at 4:00pm (AWST) on the Record Date at the Offer Price, together with one (1) Attaching Option for every one (1) New Share subscribed for and issued, and one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued.

Entitlements under the Retail Entitlement Offer are non-renounceable.

You should note that not all Shareholders will be eligible to participate in the Retail Entitlement Offer. Refer to Section 2.18 for further information.

The offer ratio and Offer Price under the Retail Entitlement Offer are the same as the Institutional Entitlement Offer.

The Retail Entitlement Offer opens on 6 December 2023 and closes at 5:00pm (AWST) on 20 December 2023, or such later date as determined by the Company in its absolute discretion, subject to compliance with the Listing Rules. The New Securities offered under the Retail Entitlement Offer are expected to be issued on 29 December 2023.

2.4 Removal of Secondary Trading Restrictions

Generally, section 707(3) of the Corporations Act requires that a prospectus is issued in order for a person to whom securities were issued without disclosure under Part 6D of the Corporations Act to on-sell those securities within 12 months after the date of their issue.

A secondary purpose of this Prospectus is to facilitate any potential secondary trading of any Shares which may be issued upon exercise of the Attaching Options and Bonus Options. Issuing the Attaching Options and Bonus Options under this Prospectus will enable persons who are issued the Attaching Options and Bonus Options to on-sell the Shares issued on exercise of those Options pursuant to *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

2.5 Purpose of this Prospectus

The purpose of this Prospectus is to:

- (a) make the Entitlement Offer;
- (b) make the Lead Manager Offer (refer to Section 8.8); and
- (c) ensure that the on-sale of the underlying Shares to be issued upon the conversion of the Attaching Options and Bonus Options is in accordance with *ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80*.

2.6 No Entitlements Trading

The Entitlements to New Securities under the Entitlement Offer are non-renounceable. Accordingly, there will be no trading of Entitlements on ASX and you may not dispose of your Entitlement to subscribe for New Securities under the Entitlement Offer to any other party. If you are an Eligible Retail Shareholder and you do not take up your Entitlement to New Securities under the Retail Entitlement Offer by the Closing Date, your Entitlement will lapse.

2.7 Minimum subscription

The minimum subscription in respect of the Entitlement Offer is 83,333,334 New Shares at the Offer Price per New Share to raise at least A\$2.5 million. If this amount is not raised, the Company will not issue any New Securities and will repay the Application Monies (without interest).

2.8 Opening and Closing Dates

The Company will accept Entitlement and Acceptance Forms in respect of the Retail Entitlement Offer from Eligible Retail Shareholders from the Opening Date until 5:00pm (AWST) on the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the Listing Rules.

Please note that payment made by BPAY® and EFT must be received no later than 5:00pm (AWST) on the Closing Date. It is the responsibility of all Eligible Retail Shareholders to ensure that their BPAY® and EFT payments are received by the Company on or before the Closing Date.

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

2.9 Shortfall Offer and Allocation Policy

Any New Securities under the Entitlement Offer that are not applied for will form the Shortfall Securities. The offer to issue Shortfall Securities is a separate offer under this Prospectus (**Shortfall Offer**).

Under this Prospectus, the Company offers to issue the Shortfall Securities to investors at the same Offer Price per New Share as that offered under the Entitlement Offer. Every Shortfall Share will be issued together with one (1) Attaching Option, and for every two (2) Attaching Options that are subscribed for and issued the Company will issue one (1) Bonus Option.

The Shortfall Shares will have the same rights as the New Shares as detailed in Section 7.1. The Attaching Options and Bonus Options under the Shortfall Offer will have the terms and conditions detailed in Section 7.2(a) and Section 7.2(b) (respectively).

Shortfall Securities will be issued at the discretion of the Directors (in consultation with the Lead Manager), taking the following allocation policy into account:

- (a) where the Directors consider it is in the best interest of the Company to allocate any portion of the Shortfall Securities to a particular Applicant or to particular Applicants in order to maximise the total funds raised from the Entitlement Offer, the Directors may do so;
- (b) the Directors will generally endeavour to allocate the Shortfall Securities in a manner which is fair to Applicants;
- (c) the Directors will not allocate or issue Shortfall Securities to any person if, in the view of the Directors, to do so would increase that person's Voting Power in the Company above 20% or otherwise result in a breach of the Listing Rules, the Corporations Act or any other applicable law;
- (d) Applications for Shortfall Securities may be scaled back at the Directors' discretion; and
- (e) the Directors may reject any Application for Shortfall Securities or allocate fewer Shortfall Securities than applied for by Applicants. If the number of Shortfall Securities issued is less than the number applied for, surplus Application Monies will be refunded in full. Interest will not be paid on Application Monies refunded.

It is an express term of the Shortfall Offer that Applicants are bound to accept a lesser number of Shortfall Securities allocated to them than applied for.

An Application for Shortfall Securities accompanied by payment of Application Monies does not guarantee the allotment of Shortfall Securities.

The Directors reserve, subject to compliance with the Corporations Act and the Listing Rules, the right to place Shortfall Securities within three (3) months of the Closing Date.

2.10 Fractional Entitlements

Fractional Entitlements will be rounded up or down to the nearest whole number, with Entitlements to more than half of a New Security rounded up. For this purpose, holdings in the same name are aggregated for calculation of Entitlements, to the extent permitted by the Listing Rules. If the Company considers that holdings have been split to take advantage of rounding, the Company reserves the right to aggregate holdings held by associated Shareholders for the purpose of calculating Entitlements, to the extent permitted by the Listing Rules.

2.11 Underwriting

The Entitlement Offer is not underwritten.

2.12 Risks of the Entitlement Offer

As with any securities investment, there are risks associated with investing in the Company. However, having regard to the risks applicable to the Company and its business detailed in Section 6, Eligible Shareholders should be aware that an investment in the New Securities should be considered highly speculative and there exists a risk that you may, in the future, lose some or all of the value of your investment.

Before deciding to invest in the Company, investors should read this Prospectus in its entirety, in particular the specific risks associated with an investment in the Company (detailed in Section 6), and should consider all factors in light of their personal circumstances and seek appropriate professional advice.

2.13 Application Forms and BPAY® or EFT Payments

(a) Institutional Entitlement Offer

The Company will provide Eligible Institutional Shareholders with details of their Entitlements and how to apply under the Institutional Entitlement Offer at the commencement of the Institutional Entitlement Offer.

(b) Retail Entitlement Offer

A personalised Entitlement and Acceptance Form will be issued to the Eligible Retail Shareholders together with a copy of this Prospectus..

Acceptance of a BPAY® or EFT payment by the Company creates a legally binding contract between the Applicant and the Company for the number of New Securities accepted by the Company. The Entitlement and Acceptance Form does not need to be signed to be a binding acceptance of New Securities.

Full details on how to apply for New Securities under the Retail Entitlement Offer are provided in Section 3.

(c) Shortfall Offer

A Shortfall Application Form (together with a copy of this Prospectus) will be provided to certain persons wishing to participate in the Shortfall upon invitation from the Company. Acceptance of a completed Shortfall Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shortfall Securities accepted by the Company. The Shortfall Application Form does not need to be signed to be a binding acceptance of Shortfall Securities.

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

2.14 Issue and Dispatch

All New Securities under the Entitlement Offer are expected to be issued on or before the dates specified in the Indicative Timetable.

It is the responsibility of applicants to determine their allocation prior to trading in New Securities. Applicants who sell New Securities before they receive their holding statements will do so at their own risk.

Shortfall Securities may be issued within three (3) months after 5:00pm (AWST) on the Closing Date.

2.15 Application Monies held on trust

All Application Monies will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the New Securities are issued. All Application Monies will be returned (without interest) if the New Securities are not issued.

2.16 Official Quotation

Application will be made to ASX no later than seven (7) days after the date of this Prospectus for Official Quotation of the New Shares offered under this Prospectus. If ASX does not grant Official Quotation of the New Shares within three (3) months after the date of this Prospectus (or such period as the ASX allows), none of the New Shares offered under this Prospectus will be issued or allotted and the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

The Company will not apply to the ASX for quotation of the Attaching Options or Bonus Options offered under this Prospectus. The Company will seek Official Quotation of the Shares issued upon exercise of the Attaching Options and Bonus Options.

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

2.17 Withdrawal and Cooling-Off Rights

Cooling off rights do not apply to an investment in New Securities under the Retail Entitlement Offer. You cannot withdraw your payment once it has been accepted unless permitted to do so in accordance with the Corporations Act.

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

2.18 Eligible Retail Shareholders

Eligible Retail Shareholders are those persons who:

- (a) are registered as a holder of Shares as at 4:00pm (AWST) on the Record Date;
- (b) have a registered address in Australia or New Zealand or are, in the opinion of the Company, otherwise eligible under all applicable securities laws to receive an offer of New Securities under the Retail Entitlement Offer;
- (c) are not located in the United States and are not, and are not acting for the account or benefit of, a person in the United States (to the extent such a person holds Shares for the account or benefit of such a person in the United States);
- (d) are not invited to participate (other than as nominee, in respect of other underlying holdings) under the Institutional Entitlement Offer, and are not treated as an Ineligible Institutional Shareholder under the Institutional Entitlement Offer; and

(an **Eligible Retail Shareholder**).

If you are a retail Shareholder who does not satisfy each of the criteria listed above or are anyone who the Company determines (under Listing Rule 7.7.1(a)) should not receive an offer under the Retail Entitlement Offer, you are an **"Ineligible Retail Shareholder"**. Where this Prospectus has been dispatched to Ineligible Retail Shareholders, this Prospectus is provided for information purposes only. The Company reserves the right to determine whether a Shareholder is an Eligible Retail Shareholder or an Ineligible Retail Shareholder.

By making a payment by BPAY® or EFT, you will be taken to have represented and warranted that you satisfy each of the criteria listed above to be an Eligible Retail Shareholder. Nominees, trustees or custodians are therefore advised to seek independent professional advice as to how to proceed.

The Company may (in its absolute discretion) extend the Retail Entitlement Offer to any Institutional Investor that was eligible to participate in the Institutional Entitlement Offer but was not invited to participate in the Institutional Entitlement Offer (subject to compliance with relevant laws).

By receiving this Prospectus, you will be taken to have acknowledged and agreed that determination of eligibility of investors for the purposes of the Retail Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and each of the Company and the Lead Manager and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

The Company has decided that it is unreasonable to make offers under the Retail Entitlement Offer to Shareholders who have registered addresses outside Australia and New Zealand having regard to the number of Shareholders in those places and the number and value of the New Securities that they would be offered, and the cost of complying with the relevant legal and regulatory requirements in those places. The Company may (in its absolute discretion) extend the Retail Entitlement Offer to Shareholders who have registered addresses outside Australia or New Zealand in accordance with applicable law.

2.19 Eligible Institutional Shareholders

An Eligible Institutional Shareholder under this Prospectus is anyone who the Company and the Lead Manager determines may receive an offer to subscribe for New Securities under the Institutional Entitlement Offer on the basis that they are an Institutional Investor as at 4:00pm (AWST) on the Record Date. An Institutional Investor who does not satisfy the criteria to be an Eligible Institutional Shareholder is an **"Ineligible Institutional Shareholder"**.

Determination of eligibility of investors for the purposes of the Institutional Entitlement Offer, and in particular, the question as to whether a Shareholder is an Eligible Institutional Shareholder, is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and the Lead Manager. The Company and the Lead Manager disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law. If you are an Eligible Institutional Shareholder, you are eligible to participate in the Institutional Entitlement Offer being conducted by the Company.

2.20 Nominees

The Retail Entitlement Offer is only being made to Eligible Retail Shareholders. The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares (e.g. for the purposes of determining whether any such persons may participate in the Retail Entitlement Offer).

Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with applicable foreign laws. Any person that is in the United States with a holding through a nominee may not participate in the Retail Entitlement Offer and the nominee must not take up any Entitlement on behalf of such person or send any materials into the United States or any other jurisdiction outside Australia or New Zealand, except to beneficial Shareholders who are institutional or professional investors in certain foreign countries as the Company may permit in compliance with applicable law.

2.21 Foreign Jurisdictions

This Prospectus and the accompanying Entitlement and Acceptance Form does not constitute an offer of New Securities in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer. In particular, this Prospectus may not be distributed to any person, and the New Securities may not be offered or sold, in any country outside of Australia except to the extent permitted below:

(a) Retail Entitlement Offer

New Zealand

The New Securities are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the **FMC Act**). This Prospectus is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

(b) Institutional Entitlement Offer

New Zealand

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the FMC Act.

The New Securities are not being offered to the public within New Zealand other than to existing Shareholders with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021.

Other than in the Institutional Entitlement Offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who:

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

Canada (British Columbia, Ontario and Quebec)

This Prospectus constitutes an offering of New Securities only in the Provinces of British Columbia, Ontario and Quebec (the **Provinces**), only to persons to whom New Securities may be lawfully distributed in the Provinces, and only by persons permitted to sell such securities. This Prospectus is not a prospectus, an advertisement or a public offering of securities in the Provinces. This Prospectus may only be distributed in the Provinces to persons that are “accredited investors” within the meaning of National

No securities commission or authority in the Provinces has reviewed or in any way passed upon this Prospectus, the merits of the New Securities or the offering of New Securities and any representation to the contrary is an offence. No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Securities or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws. While such resale restrictions generally do not apply to a first trade in a security of a foreign, non-Canadian reporting issuer that is made through an exchange or market outside Canada, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its Directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its Directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this Prospectus has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this Prospectus are in Australian dollars.

Statutory rights of action for damages and rescission. Securities legislation in certain Provinces may provide a purchaser with remedies for rescission or damages if an offering memorandum contains a misrepresentation, provided the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's Province. A purchaser may refer to any applicable provision of the securities legislation of the purchaser's Province for particulars of these rights or consult with a legal adviser.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the New Shares as there are Canadian tax implications for investors in the Provinces.

Language of documents in Canada. Upon receipt of this Prospectus, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. *Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.*

Mexico

The offer of New Securities does not constitute a public offering of securities under Mexican law and, therefore, it is not subject to obtaining the prior authorisation of the National Banking and Securities Commission (*Comisión Nacional Bancaria y de Valores*) or the registration of the New Securities with the Mexican National Registry of Securities (*Registro Nacional de Valores*).

The New Securities are only being offered to “institutional investors” and “qualified investors” (as defined and in compliance with the Securities Market Law (Ley del Mercado de Valores) and the related regulations of the National Banking and Securities Commission) and may not be publicly offered or sold in Mexico.

Hong Kong

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

No advertisement, invitation or document relating to the New Securities 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 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 may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities. The contents of this Prospectus have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Institutional Entitlement Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Singapore

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

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

Any offer is not made to you with a view to the New Shares 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. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

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

The New Shares may not be offered or sold in the United Kingdom by means of this Prospectus or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Prospectus is issued

on a confidential basis in the United Kingdom to “qualified investors” within the meaning of Article 2(e) of the UK Prospectus Regulation. This Prospectus may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

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

In the United Kingdom, this 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 Prospectus relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Prospectus.

2.22 CHES

The Company participates in the Clearing House Electronic Subregister System, known as CHES. ASX Settlement, a wholly owned subsidiary of ASX, operates CHES in accordance with the Listing Rules and Securities Clearing House Business Rules.

Under CHES, applicants will not receive a certificate but will receive a statement of their holding of New Securities.

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

The CHES statement will set out the number of New Securities 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 Securities.

If you are registered on the Issuer Sponsored subregister, your statement will be dispatched by the Share Registry and will detail the number of New Securities issued to you under this Prospectus and your security holder reference number.

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

2.23 Taxation implications

The Directors do not consider it appropriate to give investors advice regarding the taxation consequences of subscribing for New Securities.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to investors. Investors should consult their own professional tax adviser to obtain advice in relation to the taxation laws, regulations and implications applicable to their personal circumstances.

2.24 Major Activities and Financial Information

A summary of the major activities and financial information relating to the Company can be found in the Company's consolidated financial statements for the year ended 31 December 2022 lodged with ASX on 28 April 2023 (**Annual Report**) and the Company's consolidated financial statements for the half year ended 30 June 2023 lodged with ASX on 13 September 2023 (**Half Yearly**

Report). The Company has made continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report and Half Yearly Report.

The Company's continuous disclosure notices (i.e. ASX announcements) since the lodgement of its Annual Report are detailed in Section 8.1.

Copies of these documents are available free of charge from the Company or the Company's website: <https://www.titanminerals.com.au/>. Directors strongly recommend that investors review these and all other announcements prior to deciding whether or not to participate in the Entitlement Offer.

2.25 Privacy

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

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes detailed in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on Application Form, the Company may not accept or process your Application.

An Applicant has an entitlement 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.

2.26 Enquiries concerning Entitlement Offer

For enquiries relating to the Entitlement Offer, please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) from 5:30am to 4:00pm (AWST), Monday to Friday or email corporate.actions@automicgroup.com.au. For other questions, you should consult your broker, solicitor, accountant, financial adviser, or other professional adviser.

3. Actions required by Applicants

3.1 How to apply

Your Entitlement is detailed on the accompanying personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) and has been calculated as one (1) New Share for every six (6) Shares you held as at the Record Date, together with one (1) Attaching Option for every one (1) New Share subscribed for and issued and one (1) Bonus Option for every two (2) Attaching Options subscribed for and issued. If the result is not a whole number, fractional Entitlements will be rounded up or down to the nearest whole number, with Entitlements to more than half of a New Security rounded up.

If you have more than one registered holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding.

If you are an Eligible Retail Shareholder, you may do any one of the following:

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

These possible actions are described in further detail below.

1. If you wish to take up all of your Entitlement

If you decide to take up all of your Entitlement you can make a payment of the number of New Shares you are entitled to (as shown on your personalised Entitlement and Acceptance Form) multiplied by the Offer Price per New Share by BPAY® or EFT in accordance with the instructions on the Entitlement and Acceptance Form so that funds are received by no later than 5:00pm (AWST) on the Closing Date.

Further details regarding payment methods are detailed in Section 3.3 below.

If you take up all of your Entitlement you will be issued your New Securities on or about 29 December 2023.

Any New Securities not taken up by the Closing Date may be made available under the Shortfall Offer.

The Company also reserves the right (in its absolute discretion) to reduce the number of New Securities issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if the Company believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to the Company's satisfaction.

2. If you wish to take up part of your Entitlement and allow the remaining balance to lapse

If you decide to take up part of your Entitlement, and allow the balance to lapse, you can make a payment of the number of New Shares you are entitled to (as shown on your personalised Entitlement and Acceptance Form) multiplied by the Offer Price per New Share by BPAY® or EFT in accordance with the instructions on the Entitlement and Acceptance Form so that funds are received by no later than 5:00pm (AWST) on the Closing Date. The Company will treat you as applying for as many New Shares as your payment will pay for in full.

Further details regarding payment methods are detailed in Section 3.3 below.

If you take up and pay part of your Entitlement before the Closing Date you will be issued your New Securities on or about 29 December 2023. The Company's decision on the number of New Securities to be issued to you will be final.

The Company also reserves the right (in its absolute discretion) to reduce the number of New Securities issued to Eligible Retail Shareholders, or persons claiming to be Eligible Retail Shareholders, if the Company believes their claims to be overstated or if they or their nominees fail to provide information to substantiate their claims to the Company's satisfaction.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in the Company reduced by the Entitlement Offer.

You will not receive any value for the Entitlements you choose not to take up and they will lapse and become Shortfall Securities.

3. If you take no action

If you take no action, you will not be allocated New Securities and your Entitlement will lapse and become Shortfall Securities. Your Entitlement to participate in the Retail Entitlement Offer is non-renounceable and will not be tradeable or otherwise transferable. Eligible Retail Shareholders who do not take up their Entitlements in full will not receive any payment or value for those Entitlements they do not take up.

Eligible Retail Shareholders who do not participate fully in the Retail Entitlement Offer will have their percentage holding in the Company reduced by the Entitlement Offer.

3.2 Ineligible Shareholders

If you are an Ineligible Retail Shareholder or an Ineligible Institutional Shareholder, you may not accept any of, or do anything in relation to, your Entitlement under the Entitlement Offer.

3.3 Payment

The method of acceptance of the Retail Entitlement Offer will depend on your method of payment being:

- by BPAY® (all Eligible Retail Shareholders); or
- by EFT (for Eligible Retail Shareholders registered in New Zealand who do not have an Australian bank account and are unable to submit payment via BPAY®).

Payments by cash, cheque, bank draft or money order will not be accepted. The Company will treat you as applying for as many New Shares as your payment will pay for in full up to your Entitlement.

Any Application Monies received for more than your final allocation of New Shares will be refunded as soon as practicable after the Closing Date. No interest will be paid to Applicants on any Application Monies received or refunded.

Please follow the instructions on the personalised Entitlement and Acceptance Form (which includes the Biller Code and your unique Customer Reference Number). You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions.

(a) Payment by BPAY®

For payment by BPAY®, you must follow the instructions on the Entitlement and Acceptance Form. You will not need to return the Entitlement and Acceptance Form. You will be deemed to have accepted all or part of your Entitlement (as applicable) upon receipt of the BPAY® payment by the Company. You can only make a payment via

BPAY® if you are a holder of an account with an Australian financial institution that supports BPAY® transactions.

When paying by BPAY®, please make sure you use the specific Biller Code and your unique Customer Reference Number on your personalised Entitlement and Acceptance Form. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the Customer Reference Number specific to the Entitlement on that Entitlement and Acceptance Form.

Please note that should you choose to pay by BPAY®:

- (i) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that personalised Entitlement and Acceptance Form and under this Prospectus; and
- (ii) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and
- (iii) any Application Monies received for more than your final allocation of New Shares will be refunded. No interest will be paid on any Application Monies received or refunded.

Eligible Retail Shareholders should be aware that their own financial institution may implement earlier cut off times with regard to electronic payments and it is the responsibility of Applicants to ensure that funds are submitted through BPAY® by no later than 5:00pm (AWST) on the Closing Date. The Company shall not be responsible for any postal or delivery delays, or delay in the receipt of the BPAY® payment.

(b) EFT payments (New Zealand only)

For payment by EFT, you must follow the instructions on the Entitlement and Acceptance Form. You will not need to return the Entitlement and Acceptance Form. You will be deemed to have accepted all or part of your Entitlement and subscribed for (as applicable) upon receipt of the EFT payment by the Company. You can only make a payment via EFT if you are a holder of an account that supports EFT transactions to an Australian bank account.

When paying by EFT, please make sure you use the unique reference number on your personalised Entitlement and Acceptance Form. If you have more than one holding of Shares, you will be sent more than one personalised Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. If you receive more than one personalised Entitlement and Acceptance Form, please only use the unique reference number specific to the Entitlement on that Entitlement and Acceptance Form.

Please note that should you choose to pay by EFT:

- (i) you do not need to submit the personalised Entitlement and Acceptance Form but are taken to have made the declarations, representations and warranties on that personalised Entitlement and Acceptance Form and under this Prospectus; and
- (ii) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares which is covered in full by your Application Monies; and
- (iii) any Application Monies received for more than your final allocation of New Shares will be refunded. No interest will be paid on any Application Monies received or refunded.

Eligible Retail Shareholders should be aware that their own financial institution may implement earlier cut off times with regard to electronic payments and it is the responsibility of Applicants to ensure that funds are submitted through EFT by no later than 5:00pm (AWST) on the Closing Date. The Company shall not be responsible for any postal or delivery delays, or delay in the receipt of the EFT payment.

3.4 Representations by Applicants

By paying any Application Monies by BPAY® or EFT, in addition to the representations set out elsewhere in this Prospectus and the Application Form, you:

- (a) if participating in the Retail Entitlement Offer, represent to the Company that you are an Eligible Retail Shareholder;
- (b) acknowledge that you have received a copy of this Prospectus and an accompanying Entitlement and Acceptance Form, and have read them both in their entirety;
- (c) agree to be bound by the terms of the Retail Entitlement Offer, the provisions of this Prospectus and the Constitution;
- (d) confirm that you have read the TMD and that you are an investor that falls within the TMD;
- (e) authorise the Company to register you as the holder(s) of the New Securities allotted to you;
- (f) declare that all details and statements in the personalised Entitlement and Acceptance Form are complete and accurate;
- (g) declare you are over 18 years of age and have full legal capacity and power to perform all of your rights and obligations under the Entitlement and Acceptance Form;
- (h) acknowledge that once any payment of Application Monies via BPAY® or EFT is made, you may not withdraw your Application or funds provided except as allowed by law;
- (i) agree to apply for and be issued up to the number of New Shares, Attaching Options and Bonus Options, specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Monies via BPAY® or EFT at the Offer Price per New Share;
- (j) authorise the Company, the Lead Manager, the Share Registry and their respective officers or agents to do anything on your behalf necessary for New Securities to be issued to you, including correcting any errors in the Entitlement and Acceptance Form and to act on instructions of the Share Registry upon using the contact details set out in your personalised Entitlement and Acceptance Form;
- (k) acknowledge and agree that:
 - (i) determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and/or the Lead Manager; and
 - (ii) each of the Company, the Lead Manager and each of their respective advisers, affiliates, related bodies corporate, directors, officers, partners, employees and agents disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law;

- (l) if participating in the Retail Entitlement Offer, declare that you were the registered holder of the Shares indicated on your personalised Entitlement and Acceptance Form as being held by you as at 4:00pm (AWST) on the Record Date;
- (m) acknowledge that the information contained in this Prospectus and your personalised Entitlement and Acceptance Form is not investment advice nor a recommendation that New Securities are suitable for you given your investment objectives, financial situation or particular needs;
- (n) acknowledge that this Prospectus does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (o) acknowledge the statement of risks in Section 6 and that an investment in the Company is subject to certain risks;
- (p) acknowledge that none of the Company, the Lead Manager, or their respective related bodies corporate and affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital;
- (q) agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Retail Entitlement Offer and of your holding of Shares on the Record Date;
- (r) represent and warrant that the law of any place does not prohibit you from being given this Prospectus and the personalised Entitlement and Acceptance Form, nor does it prohibit you from making an Application for New Securities and that you are otherwise eligible to participate in the Retail Entitlement Offer;
- (s) you have not and will not send this Prospectus, the Entitlement and Acceptance Form or any other materials relating to the Retail Entitlement Offer to any person in any country outside Australia and New Zealand; and
- (t) if you (or any person for whom you are acquiring or procuring the New Securities) are in New Zealand, you (and any such person):
 - (i) are a person who (i) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act, (ii) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act, (iii) is large within the meaning of clause 39 of Schedule 1 of the FMC Act, (iv) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act or (v) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act (and, if an eligible investor, have provided the necessary certification);
 - (ii) acknowledge that: (i) Part 3 of the FMC Act shall not apply in respect of the offer of New Securities to you, (ii) no product disclosure statement or other disclosure document under the FMC Act may be prepared in respect of the offer of New Securities and (iii) any information provided to you in respect of the offer is not required to, and may not, contain all of the information that a product disclosure statement or other disclosure document under New Zealand law is required to contain;
 - (iii) warrant that if in the future you elect to directly or indirectly offer or sell any of the New Shares allotted to you, you undertake not to do so in a manner that could result in (i) such offer or sale being viewed as requiring a product disclosure statement or other similar disclosure document or any registration or filing in New Zealand, (ii) any contravention of the FMC Act or (iii) the Company or its directors incurring any liability; and

- (iv) warrant that (i) any person for whom you are acquiring or procuring New Securities meets one or more of the criteria specified in subclause (a) above and (ii) you have received, where required, a safe harbour certificate in accordance with clause 44 of Schedule 1 of the FMC Act.

3.5 Brokerage

No brokerage or stamp duty is payable by Eligible Retail Shareholders who accept their Entitlement.

4. Purpose and Effect of the Entitlement Offer

4.1 Purpose of the Entitlement Offer

The purpose of the Entitlement Offer is to raise up to approximately A\$7.6 million before costs (assuming Eligible Shareholders subscribe for their Entitlement in full and assuming no Options or Performance Rights are exercised or converted into Shares prior to the Record Date).

The funds raised from the Entitlement Offer are expected to be used in accordance with the table below:

Use of funds	(A\$)
Exploration expenditure in respect to the Dynasty Project	5,950,000 ¹
Working capital, corporate and administrative expenses	1,197,020
Costs of the Entitlement Offer	477,746 ²
Total	7,624,766

Note:

1. If the Entitlement Offer is not fully subscribed (raising less than approximately A\$7.6 million) the Company will re-evaluate its exploration program and scale back its planned exploration expenditure at the Dynasty Project accordingly.
2. This figure is indicative only. Refer to Section 8.11 for further details.

The above table is a statement of the Board's current intentions as at the date of this Prospectus. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

4.2 Effect of the Entitlement Offer

The principal effect of the Entitlement Offer will be to:

- (a) increase the cash reserves by the Company by approximately A\$7.6 million (before costs);
- (b) increase the number of Shares on issue from 1,524,953,257 as at the date of this Prospectus to up to 1,779,112,133 following completion of the Entitlement Offer; and
- (c) increase the number of Options on issue from 83,250,000 as at the date of this Prospectus to up to 464,488,314 following completion of the Entitlement Offer.

If any of the Options or Performance Rights are exercised or converted before the Record Date, the Shares issued on such exercise will be eligible to participate in the Entitlement Offer.

4.3 Capital Structure

The effect of the Entitlement Offer on the capital structure on the Company, assuming the New Securities are issued and the Entitlement Offer is fully subscribed, will be as follows:

	Shares	Options	Performance Rights
Existing securities	1,524,953,257 ¹	83,250,000 ²	6,000,000
New Securities to be issued under the Entitlement Offer	254,158,876 ³	381,238,314 ⁴	-
Total⁵	1,779,112,133	464,488,314	6,000,000

Notes:

- Excludes the aggregate of 10,000,000 Shares proposed to be issued to Messrs Cook, Carr and Bourne pursuant to the second tranche of the Company's August 2023 placement. The Company intends to seek Shareholder approval at a general meeting proposed to be held in early 2024. Refer to the ASX announcement dated 7 August 2023 for further information.
- 83,250,000 Options, comprising of the following:
 - 10,000,000 Options exercisable at A\$0.175 each, expiring 31 December 2023;
 - 15,000,000 Options exercisable at A\$0.125 each, expiring 31 December 2023;
 - 19,000,000 Options exercisable at A\$0.15 each, expiring 31 December 2023;
 - 34,250,000 Options exercisable at A\$0.0001 each, expiring 25 August 2024; and
 - 5,000,000 Options exercisable at A\$0.06 each, expiring 14 August 2026.
- The maximum number of New Shares to be issued under the Entitlement Offer (subject to rounding) and assumes that the Entitlement Offer is fully subscribed and no Options or Performance Rights are exercised or converted before the Record Date.
- 381,238,314 Options, comprising of the following:
 - 254,158,876 Attaching Options each with exercise price of A\$0.035, expiring 12 months from the date of issue. Refer to Section 7.2(a) for the terms and conditions of the Attaching Options; and
 - 127,079,438 Bonus Options each with exercise price of A\$0.07, expiring three (3) years from the date of issue. Refer to Section 7.2(b) for the terms and conditions of the Bonus Options.
- Assumes the Lead Manager elects to take up their fees in cash (rather than via New Securities under the Lead Manager Offer). Refer to Sections 8.7, 8.8 and 8.11 for further details.

4.4 Effect on Control

The Company has not appointed a nominee in respect of the Entitlements of Ineligible Shareholders pursuant to section 615 of the Corporations Act. Accordingly, the exemption to the 20% takeovers threshold under item 10 of section 611 of the Corporations Act is not available to Shareholders taking up their Entitlement under the Entitlement Offer.

The Entitlement Offer is not expected to give rise to control implications for the Company albeit that the effect of the Entitlement Offer on the Voting Power in the Company, for the purposes of the Corporations Act, is dependent upon the number of New Securities taken up.

4.5 Potential Dilution Effect

If you do not participate in the Entitlement Offer, your holdings in the Company will be diluted as a result of the Entitlement Offer (compared with your position before the Entitlement Offer), after the issue of New Shares under the Entitlement Offer.

The following are examples of how any dilution may impact you if you do not participate in the Entitlement Offer, assuming the maximum number of New Shares are issued under the Entitlement Offer:

Example Shareholder	Shares held at the Record Date	% at the Record Date	Entitlement under the Entitlement Offer (subject to rounding) ¹	Holding if Entitlement not taken up	% if the maximum number of New Shares is issued pursuant to the Entitlement Offer (subject to rounding) ²
Shareholder 1	50,000,000	3.28%	8,333,333	50,000,000	2.81%
Shareholder 2	35,000,000	2.3%	5,833,333	35,000,000	1.97%
Shareholder 3	20,000,000	1.31%	3,333,333	20,000,000	1.12%
Shareholder 4	10,000,000	0.66%	1,666,667	10,000,000	0.56%
Shareholder 5	5,000,000	0.33%	833,333	5,000,000	0.28%
Shareholder 6	1,000,000	0.066%	166,667	1,000,000	0.056%

5. Financial Information

5.1 Introduction

The financial information set out in this Section 5 comprises the audit reviewed statement of financial position of the Company as at 30 June 2023 and selected notes. The financial information should be read in conjunction with the risk factors set out in Section 6 and other information detailed within or referred to in this Prospectus, including the Company's other periodic and continuous disclosure announcements referred to in Section 8.1.

5.2 Pro Forma Statement of Financial Position

Detailed below to demonstrate the indicative impact of the Entitlement Offer on the financial position of the Company is an audit reviewed statement of financial position. The Company's audit reviewed statement of financial position as at 30 June 2023 has been used for the purposes of preparing the pro forma statement of financial position and adjusted to reflect pro forma assets and liabilities of the Company as if completion of the Entitlement Offer had occurred by 30 June 2023.

	30 June 2023 Reviewed US\$000's	Subsequent Events US\$000's	50% Take-up Entitlement Unaudited US\$000's	Full Subscription Unaudited US\$000's	Pro forma 30 June 2023 (50% Take-up Entitlement) Unaudited US\$000's	Pro forma 30 June 2023 (Full Subscription) Unaudited US\$000's
ASSETS						
CURRENT ASSETS						
Cash and cash equivalents	152	620	2,330	4,717	3,102	5,489
Receivables and prepaid expenses	2,950				2,950	2,950
Financial Assets	310				310	310
Assets classified as held for sale						
Inventories						
TOTAL CURRENT ASSETS	3,412	620	2,330	4,717	6,362	8,749
NON-CURRENT ASSETS						
Receivables	2,557				2,557	2,557
Properties, plant and equipment	255				255	255
Exploration and evaluation expenditure	40,275	1,671			41,946	41,946
TOTAL NON-CURRENT ASSETS	43,087	1,671	0	0	44,758	44,758
TOTAL ASSETS	46,499	2,291	2,330	4,717	51,120	53,507
LIABILITIES						
CURRENT LIABILITIES						
Accounts payable and accrued liabilities	2,394				2,394	2,394
Loans payable	2,221				2,221	2,221
Liabilities classified as held for sale						
TOTAL CURRENT LIABILITIES	4,615	0	0	0	4,615	4,615
NON-CURRENT LIABILITIES						
Provision for closure and restoration	494				494	494
TOTAL NON-CURRENT LIABILITIES	494	0	0	0	494	494
TOTAL LIABILITIES	5,109	0	0	0	5,109	5,109

NET ASSETS		41,390	2,291	2,330	4,717	46,011	48,398
SHAREHOLDERS EQUITY							
Issued capital		170,463	3,076	2,330	4,717	175,869	178,256
Reserves		24,449				24,449	24,449
Accumulated losses		(153,522)	(785)			(154,307)	(154,307)
TOTAL EQUITY	SHAREHOLDERS	41,390	2,291	2,330	4,717	46,011	48,398

The unaudited pro forma statement of financial position is presented in an abbreviated form. It does not include all of the disclosures required by the Australian Accounting Standards applicable to annual financial statements.

Notes and assumptions

The figures stated in this unaudited pro forma statement of financial position are based on a USD/AUD foreign exchange rate of 0.66 (unless otherwise stated) as at the date of this Prospectus.

The following pro forma and subsequent event adjustments have been applied to the audit reviewed statement of financial position to prepare the pro forma statement of financial position, as if they had occurred at 30 June 2023:

- (a) the issue of 254,158,876 Shares under the Entitlement Offer at A\$0.03 per New Share to raise gross proceeds of approximately A\$7.6 million (US\$5 million) (if the Entitlement Offer is only 50% subscribed, gross proceeds of approximately A\$3.8 million (US\$2.5 million) will be raised);
- (b) the indicative costs of the Entitlement Offer, being US\$315,321 if the Entitlement Offer is fully subscribed and US\$186,033 if the Entitlement Offer is only 50% subscribed, noting that the actual level of costs will vary depending on the total number of New Securities issued and the amount subscribed for under the Institutional Entitlement Offer and how much Shortfall is placed by the Lead Manager. The figures utilised are indicative only and are based on:
 - (i) full subscription under the Entitlement Offer – the Institutional Entitlement Offer raising gross proceeds of approximately A\$4 million and the Lead Manager placing Shortfall of A\$1.8 million under the Shortfall Offer; and
 - (ii) 50% take up under the Entitlement Offer – the Institutional Entitlement Offer raising gross proceeds of approximately A\$2 million and the Lead Manager placing Shortfall of A\$900,000 under the Shortfall Offer,

(refer to Section 8.11, in particular Notes 1 and 2 for further details);
- (c) the issue of 254,158,876 Attaching Options with an exercise price of A\$0.035 each, expiring 12 months from the date of issue;
- (d) the issue of 127,079,438 Bonus Options with an exercise price of A\$0.07 each, expiring three (3) years from the date of issue;
- (e) subsequent events since 30 June 2023 as follows:
 - (i) the August 2023 placement of 100,000,000 Shares at A\$0.05 per Share, raising A\$5 million (US\$3,237,500) (less estimated costs) based on a USD/AUD foreign exchange rate of 0.6475 as at 14 August 2023; and
 - (ii) expenditure relating to both exploration and evaluation expenditure, together with administrative and corporate expenses totalling US\$2,456,000; and

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- (f) assumes the Lead Manager elects to take up their fees in cash (rather than via New Securities under the Lead Manager Offer. Refer to Sections 8.7, 8.8 and 8.11 for further details.

6. Risks

The New Securities offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free. The proposed future activities of the Company are subject to a number of risks and other factors that may affect its future performance. Some of these risks can be mitigated by the use of safeguards and appropriate controls. However, many of the risks are outside the control of the Directors and management of the Company and cannot be mitigated.

The risks described in this Section 6 are not an exhaustive list of the risks faced by the Company or by investors in the Company. It should be considered in conjunction with other information in this Prospectus. The risks described in, and others not specifically referred to, in this Section 6 may in the future materially affect the financial performance and position of the Company and the value of New Securities offered under this Prospectus. The New Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, return of capital or the market value of those securities. The risks described in this Section 6 also necessarily include forward looking statements. Actual events may be materially different to those described and may therefore affect the Company in a different way.

Investors should be aware that the performance of the Company may be affected and the value of its Shares may rise or fall over any given period. None of the Directors or any person associated with the Company guarantees the Company's performance, the performance of the New Securities the subject of the Entitlement Offer or the market price at which the New Shares will trade. The Directors strongly recommend that potential investors consider the risks detailed in this Section 6, together with information detailed elsewhere in this Prospectus, and consult their professional advisers, before they decide whether to apply for New Securities.

6.1 Risks Specific to the Company

(a) Future Capital Needs and Additional Funding

The Company's growth through its proposed and future exploration activities will require additional expenditure. As a mineral exploration company, the Company has no operating revenue and is unlikely to generate any operating revenue unless and until its projects are successfully explored, evaluated, developed and production commences.

The Directors consider that the Entitlement Offer will provide the Company with sufficient working capital to fund its next round of exploration activities in respect to the Dynasty Project and, together with the remaining funds to be received from the sale of the Zaruma Project (refer to ASX announcements dated 15 April 2021, 26 July 2021 and the quarterly activities report for the period ending 30 September 2023), will provide the Company with sufficient funding to operate as a going concern and progress its operations in the short to medium term. However, if the Entitlement Offer is not fully subscribed, the Company will need to adjust and reduce its planned expenditure and overheads at its operations in Ecuador and Australia.

In addition, the Company will require further funding in the future to finance ongoing operations and activities. The future capital requirements of the Company (both in respect to timing and quantum) will depend on many factors, including the results of the Company's exploration activities and the future exploration work programs and budgets for each of its projects.

No assurances can be given that the Company will be able to raise additional funding and the Company's ability to obtain additional funding will depend on investor demand, its performance and reputation, market conditions and other factors. The Company may seek to raise further funds through equity or debt financing or other means. The Company's failure to raise capital, if and when required, could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern or remain solvent.

(b) **Foreign Operations**

The Company's operations are located in Ecuador, which is considered to be a developing country and, as such, is subject to emerging legal and political systems compared with the system in place in Australia.

Possible sovereign risks include, without limitation, changes to the terms of mining legislation including renewal and continuity of tenure of permits, transfer of ownership of acquired permits to the Company, changes to royalty arrangements, changes to taxation rates and concessions, restrictions on foreign ownership and foreign exchange, changing political conditions, changing mining and investment policies and changes in the ability to enforce legal rights.

Future operations and profitability in Ecuador may be affected by changing government regulations with respect, but not limited, to restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use, mine safety and government and local participation. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral tenure and development could result in the loss, reduction or expropriation of entitlements. The occurrence of these and other various factors cannot be accurately predicted and could have an adverse effect on the Company's future operations and profitability.

Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Shares. No assurance can be given regarding the future stability in these or any other country in which the Company may have an interest.

(c) **Results of Studies**

On 6 July 2023, the Company announced a mineral resource estimate (**MRE**), reported in accordance with the JORC Code on the Dynasty Project. On 2 November 2023, the Company announced that it had commenced drilling at the Papayal prospect at the Dynasty Project. The drilling is designed to target high-grade, high margin gold resource growth, following recent mapping and surface geochemical sampling which was successful in expanding the epithermal gold vein footprint well beyond existing defined resources at Papayal. In addition, the Company is operating a second drill rig at the Cerro Verde prospect at the Dynasty Project. On 23 November 2023, the Company announced that drilling at the Cerro Verde prospect is now complete. The drilling represented potential high-grade resource additions, further validating the Company's strategy of targeting shallow high grade, high margin ounces. The Company anticipates that assays from drilling at the Cerro Verde and the first holes from the Papayal will be completed by year end. The Company experienced some delays with earthworks required for drill access and drill platforms, and anticipates that the resource growth drilling campaign will be completed by Q1 2024, and a resource update is planned for Q2 2024 following receipt of all results.

The Company intends to continue its drilling programs, and subject to the results of any future exploration and testing programs, the Company may progressively undertake a number of studies with respect to the Dynasty Project or any new projects. These studies may include scoping studies, pre-feasibility studies and bankable feasibility studies.

If these studies are completed, they would be prepared within certain parameters designed to determine the economic feasibility of the relevant project within certain limits. There can be no assurance that any of the studies will confirm the economic viability of the Dynasty Project or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Further, even if a study determines the economics of the Company's projects, there can be no guarantee that the projects will be successfully brought into production as assumed or within the estimated parameters in the feasibility study, once production

commences including but not limited to operating costs, mineral recoveries and commodity prices.

(d) **Drilling Risks**

The Company's future drilling operations may be curtailed, delayed or cancelled due to a number of factors including weather conditions, mechanical difficulties, shortage or delays in the delivery of rigs and/or other equipment and compliance with governmental requirements. While drilling may yield some resources there can be no guarantee that the discovery will be sufficiently productive to justify commercial development or cover operating costs.

(e) **Government Legislation and Regulation**

The Company's activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, environmental compliance and rehabilitation, taxation, health and worker safety, waste disposal, protection of the environment and other matters. The Company requires permits related to exploration, development and mining activities.

Whilst the Company believes that it is in substantial compliance with all material current laws and regulations, changes in how laws and regulations are enforced or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its future projects. This could have a material adverse impact on the Company's future and planned operations in respect to its projects.

Obtaining the necessary permits can be a time consuming process and there is a risk that the Company will not be able to obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or development of a mine. Any failure to comply with applicable laws and regulations or permits, could result in fines, penalties or other liabilities.

(f) **Dependence on Key Personnel**

The success of the Company will to an extent depend on the Directors' and key management personnel's ability to successfully manage the Company's performance and exploit new opportunities. The loss of one or more of these key contributors could have an adverse impact on the business of the Company. It may be difficult for the Company to continue to attract and retain suitably qualified and experienced people.

(g) **Metal Price Volatility**

As an exploration, development and toll treatment company, the Company's ability to raise capital may be significantly affected by changes in the market price of gold, silver and other minerals. The Company's possible future revenues may be derived primarily from mining commodities, processing commodities and/or from revenue royalties gained from joint ventures or from mineral projects sold. Consequently, the Company's potential future earnings could be closely related to the price of commodities it commercially exploits. Gold and other mineral prices fluctuate on a daily basis and are affected by numerous factors beyond the control of the Company including demand, forward selling by producers, production cost levels in major producing regions and macroeconomic factors (e.g., inflation, interest rates, currency exchange rates) and global and regional demand for, and supply of, the relevant commodity.

If the market price of any commodity sold by the Company were to fall below the costs of production and remain at such a level for any sustained period, the Company would experience losses and could have to curtail or suspend some or all of its proposed mining activities. In such circumstances, the Company would also have to assess the economic impact of any sustained lower commodity prices on recoverability.

(h) **Shortages and Price Volatility**

The Company is dependent on various input commodities (such as diesel fuel, electricity, natural gas, steel and concrete) and equipment (including parts) to conduct its exploration activities. A shortage of such input commodities or equipment or a significant increase in their cost could have a material adverse effect on the Company's ability to carry out its exploration and therefore limit, or increase the cost of, discovery. The Company is also dependent on access to and supply of water and electricity to carry out its exploration, and such access and supply may not be readily available. Market prices of input commodities can be subject to volatile price movements, which can be material, occur over short periods of time and are affected by factors that are beyond the Company's control. An increase in the cost, or decrease in the availability, of input commodities or equipment may affect the timely conduct and cost of the Company's exploration objectives. If the costs of certain input commodities consumed or otherwise used in connection with the Company's exploration were to increase significantly, and remain at such levels for a substantial period, the Company may determine that it is not economically feasible to continue exploration on some or all of its current projects, which could have an adverse impact on the Company's financial performance and Share price.

(i) **Foreign Exchange Risk**

The Company's operations are located in Ecuador, where the currency is United States dollars. Costs will mainly be incurred by its business in United States dollars and Australian dollars. As most in-country expenditure will be incurred in United States dollars and given that the Company typically raises funds in Australian dollars, the Company is exposed to foreign exchange risk.

The Company intends to convert some or all of the Australian dollar proceeds raised pursuant to the Entitlement Offer into United States dollars. There can be no assurance that fluctuations in foreign exchange rates will not have a material adverse effect upon the Company's financial performance and results of operations.

(j) **Insurance**

Insurance against all risks associated with mineral exploration and production is not always available or affordable. The Company will maintain insurance where it is considered appropriate for its needs. However, insurance coverage against all risks may not be undertaken because either such cover is not available or because the Directors consider that the associated premiums are excessive having regard to the benefits from the cover.

The occurrence of an event that is not covered or is only partially covered by insurance could have a material adverse effect on the business, financial condition and results of the operations of the Company. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

(k) **Acquisitions**

The Company may also review and consider other business opportunities. Consequently, this strategy may result in the Company making acquisitions of, or significant investments in, complementary or alternative companies or assets. Any such transactions would be accompanied by the risks inherent in making acquisitions of companies and assets. For example, there may be liabilities in connection with such acquisitions which are not identified in the Company's due diligence or the acquisitions may not prove to be successful. Further, risks associated with such acquisitions will also arise from the Company's ability to execute the acquisition and then to correctly manage the business operations and growth strategies moving forward.

(l) **Contract and Joint Venture Risks**

The Company may enter into agreements and undertakings with third parties from time to time. If the Company is unable to satisfy the conditions of these agreements and undertakings, or if it defaults on its obligations under these agreements and undertakings, the Company's interest in their subject matter may be jeopardised. Further, if the third parties default on their obligations under the agreements and undertakings, the Company may be adversely affected.

In addition, there is a risk of financial failure or default by a participant in any joint venture to which the Company is or may become a party or the insolvency or managerial failure by any of the contractors used by the Company in any of its activities or the insolvency or other managerial failure by any of the other service providers used by the Company for any activity.

6.2 Mining Industry Risks

Mineral exploration, mining and the processing of minerals may be hampered by circumstances beyond the control of the Company and are speculative operations which are by their nature subject to a number of inherent risks, including the following:

(a) **Exploration Risks**

The success of the Company depends on the delineation of economically minable reserves and resources, access to required development capital, movement in the price of commodities, securing and maintaining title to the Company's exploration and mining concessions and obtaining all consents and approvals necessary for the conduct of its exploration activities.

Exploration on the Company's existing exploration and mining concessions may be unsuccessful, resulting in a reduction of the value of those concessions, diminution in the cash reserves of the Company and possible relinquishment of the exploration and mining concessions.

(b) **Resource and Reserve Estimates**

Ore reserve and mineral resource estimates are expressions of judgment based on drilling results, past experience with mining properties, knowledge, experience, industry practice and many other factors. Estimates which are valid when made may change substantially when new information becomes available. Mineral resource and ore reserve estimation is an interpretive process based on available data and interpretations and thus estimations may prove to be inaccurate. The Company has no ore reserves. Further, there is no guarantee that any of the Company's projects will become feasible and consequently no forecast is made of whether or not any ore reserve will be defined in future.

The actual quality and characteristics of mineral deposits cannot be known until mining takes place and will almost always differ from the assumptions used to develop resources. Further, ore reserves are valued based on future costs and future prices and, consequently, the actual ore reserves and mineral resources may differ from those estimated, which may result in either a positive or negative effect on operations.

Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

(c) **Ability to Exploit Successful Discoveries**

It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploitation would involve obtaining the necessary licences or clearances from relevant authorities that

may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploitation may require participation of other companies whose interests and objectives may not be the same as the Company.

(d) **Nature of Mineral Exploration and Mining**

The business of mineral exploration, development and production is subject to risk by its nature. Shareholders should understand that mineral exploration, development and mining are high-risk enterprises, only occasionally providing high rewards (with no guarantee of ever becoming producing assets).

The success of the Company depends on (among other things) successful exploration and/or acquisition of resources and/or reserves, feasibility of projects, securing and maintaining title to concessions and consents, successful design, construction, commissioning and operating of mining and processing facilities, successful development and production in accordance with forecasts and successful management of the operations. Exploration and mining activities may also be hampered by force majeure circumstances, land claims, environmental considerations and cost overruns for unforeseen mining problems.

There is no assurance that exploration and development of the projects currently owned by the Company, or any other projects that may be acquired in the future, will result in the discovery of mineral deposits which are capable of being exploited economically. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited. If such commercial viability is never attained, the Company may seek to transfer its property interests or otherwise realise value, or the Company may even be required to abandon its business and fail as a “going concern”.

Whether a mineral deposit will be commercially viable depends on a number of factors, which include, without limitation, the particular attributes of the deposit, such as size, grade and proximity to infrastructure, metal prices, which fluctuate widely, and government regulations, including, without limitation, regulations relating to prices, taxes, royalties, land tenure, land use, exporting of minerals and environmental protection. The combination of these factors may result in the Company expending significant resources (financial and otherwise) on concessions without receiving a return. There is no certainty that expenditures made by the Company towards the search and evaluation of mineral deposits will result in discoveries of an economically viable mineral deposit.

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

(e) **Title Risks**

The Company's mining and exploration activities are dependent upon the maintenance (including renewal) of the mineral concessions in which the Company has or acquires an interest. Maintenance of the Company's concessions is dependent on, among other things, the Company's ability to meet the licence conditions imposed by the relevant authorities including compliance with the Company's work program requirements which, in turn, is dependent on the Company being sufficiently funded to meet those requirements. Although the Company has no reason to think that the concessions in which it currently has an interest will not be renewed, there is no assurance that such renewals will be given as a matter of course and there is no assurance that new conditions will not be imposed by the relevant granting authority.

Interests in mineral concessions in Ecuador are governed by legislation in that jurisdiction and are evidenced by the granting of mining concessions. Consequently, the Company could lose title to or its interest in concessions if licence conditions are not met or if insufficient funds are available to meet commitments.

(f) **Environmental Regulation Risk**

The Company's operations and activities are subject to certain regulations regarding environmental matters. The government and other authorities that administer and enforce environmental laws determine these requirements. As with most exploration projects, mining and processing operations, the Company's activities are expected to have an impact on the environment, particularly if mine development proceeds. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

The cost and complexity of complying with the applicable environmental laws and regulations may prevent the Company from being able to develop mineral deposits. There are also risks that the Company may breach environmental laws and regulations, with consequential adverse effects on the financial position and performance of the Company.

Further, the Company may require additional approvals from the relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals will prevent the Company from undertaking its desired activities. The Company is unable to predict the effect of additional environmental laws and regulations, which may be adopted in the future, including whether any such laws or regulations would materially increase the Company's cost of doing business or affect its operations in any area.

Whilst the Company believes that it is in substantial compliance with all material current laws and regulations, changes in how laws and regulations are enforced or regulatory interpretation could result in changes in legal requirements or in the terms of existing permits and agreements applicable to the Company or its projects. This could have a material adverse impact on the Company's future and planned operations in respect to the projects. There can be no assurances that new environmental laws, regulations or stricter enforcement policies, once implemented, will not oblige the Company to incur significant expenses and undertake significant investments in such respect which could have a material adverse effect on the Company's business, financial condition and results of operations.

(g) **Environmental Liabilities Risks**

The Company's activities are subject to potential risks and liabilities associated with (without limitation) the potential pollution of the environment and the necessary disposal of mining waste products resulting from mineral exploration and production. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration and production) is not generally available to the Company (or to other companies in the minerals industry) at a reasonable price. To the extent that the Company becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Company and could have a material adverse effect on the Company. Laws and regulations intended to ensure the protection of the environment are constantly changing and are generally becoming more restrictive.

(h) **Climate Change Risk**

There are a number of climate-related factors that may affect the operations and financial position of the Company. Climate change or prolonged periods of adverse weather and climatic conditions (including rising sea levels, floods, hail, drought, water, scarcity, temperature extremes and earthquakes) may have an adverse effect of the Company's operations and/or the Company's future financial performance.

Changes in policy, technological innovation and/or consumer/investor preferences may also adversely impact the operations and financial position of the Company or may result in less favourable pricing for its product, particular in the event of a transition to a lower carbon economy.

(i) **Operational Risks**

The operations of the Company may be affected by various factors which are beyond the control of the Company, such as failure to locate or identify mineral deposits, failure to achieve predicted grades in exploration or mining, operational and technical difficulties encountered in exploration and mining, difficulties in commissioning and operating plant and equipment, mechanical failure or plant breakdown, unanticipated metallurgical problems which may affect extraction costs, adverse weather conditions, industrial and environmental accidents, industrial disputes and unexpected shortages, delays in procuring, or increases in the costs of consumables, spare parts, plant and equipment, fire, explosions and other incidents beyond the control of the Company. The operations of the Company may also be affected by various other factors, including failures in internal controls and financial fraud.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

(j) **Occupational Health and Safety Risk**

The Company is committed to providing a healthy and safe environment for its personnel, contractors and visitors. However, exploration, development and other mining industry activities have inherent risks and hazards. While the Company provides appropriate instructions, equipment, preventative measures, first aid information and training to all stakeholders through its occupational, health and safety management systems, health and safety incidents may nevertheless occur. Any illness, personal injury, death or damage to property resulting from the Company's activities may lead to a claim against the Company.

(k) **Other**

Other risk factors include those normally found in conducting business, including litigation resulting from the breach of agreements or in relation to employees (through personal injuries, industrial matters or otherwise) or any other cause, strikes, lockouts, loss of service of key management personnel or operational personnel, non-insurable risks, delay in resumption of activities after reinstatement following the occurrence of an insurable risk and other matters that may interfere with the business or trade of the Company.

6.3 General Risks

(a) **Economic Risks**

Changes in the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Similarly, share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Factors that may contribute to that general economic climate and the market price of Shares include, but are not limited to:

- (i) changes in government policies, taxation and other laws;
- (ii) the strength of the equity and share markets in Australia and throughout the world;

- (iii) movement in, or outlook on, exchange rates, interest rates and inflation rates;
- (iv) industrial disputes in Australia and overseas;
- (v) changes in investor sentiment toward particular market sectors;
- (vi) financial failure or default by an entity with which the Company may become involved in a contractual relationship; and
- (vii) natural disasters, social upheaval, war (such as impacts of the war in Ukraine) or acts of terrorism.

(b) **Trading Price of Shares**

The price at which the Shares are quoted on ASX may increase or decrease due to a number of factors outside of the Company's control and which are not explained by the fundamental operations and activities of the Company. The price of Shares may be subject to varied and often unpredictable influences on the market for equities, including, but not limited to, general economic conditions including the performance of the Australian dollar or United States dollar on world markets, inflation rates, foreign exchange rates and interest rates, variations in the general market for listed stocks in general, changes to government policy, legislation or regulation, industrial disputes, general operational and business risks, and hedging or arbitrage trading activity that may develop involving the Shares. These factors may cause the Shares to trade at prices above or below the price at which the Shares were initially acquired.

In particular, the share prices for many companies have been and may in the future be highly volatile, which in many cases may reflect a diverse range of non-company specific influences such as global hostilities and tensions relating to certain unstable regions of the world, acts of terrorism and the general state of the global economy. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors.

(c) **Litigation Risks**

Legal proceedings may be brought against the Company, for example, litigation based on its business activities, environmental laws, tax matters, volatility in its Share price or failure to comply with its disclosure obligations, which could have a material adverse effect on the Company's financial condition or prospects. Regulatory and government agencies may bring legal proceedings in connection with the enforcement of applicable laws and regulations, and as a result the Company may be subject to expenses of investigations and defence, and fines or penalties for violations if proven, the Company may potentially incur cost and expense to remediate, increased operating costs or changes to operations, and cessation of operations if ordered to do so or required in order to resolve such proceedings.

(d) **Force Majeure**

The Company, now or in the future, may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics (such as COVID-19) or quarantine restrictions.

(e) **Expected Future Events May Not Occur**

Certain statements in this Prospectus constitute forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance and achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements. Given these uncertainties, prospective Shareholders should not place undue reliance on such forward-looking statements. In addition, under no circumstances should forward looking

statements be regarded as a representation or warranty by the Company, or any other person referred to in this Prospectus, that a particular outcome or future event is guaranteed.

(f) **Securities Investment Risk**

Applicants should be aware that there are risks associated with any securities investment. Securities listed on the stock market, and in particular securities of mining and exploration companies have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies. These factors may materially affect the market price of the securities regardless of the Company's performance.

6.4 Speculative Nature of Investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of its securities.

The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Securities offered under this Prospectus. Therefore, the New Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Securities. Potential investors should consider that the investment in the Company is speculative and should consult their professional adviser before deciding whether to apply for New Securities pursuant to this Prospectus.

7. Rights attaching to New Securities

7.1 Rights attaching to New Shares

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

(a) General Meetings

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

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

(b) Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at general meetings of Shareholders or classes of Shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up on that Share (excluding amounts credited) is to the total amounts paid up and payable (excluding amounts credited) on that Share.

(c) Dividend Rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, may establish a dividend selection plan or bonus share plan on any terms, under which participants may elect in respect of all or part of their Shares to receive a Dividend from the Company paid in whole or in part out of a particular fund or reserve or out of profits derived from a particular source or to forego a Dividend from the Company and receive some other form of distribution or entitlement (including securities) from the Company or another body corporate or a trust.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, distribute among the Shareholders the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(e) **Shareholder Liability**

As the New Shares to be issued under the Entitlement Offer contained in this Prospectus are fully paid shares, they are not subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of Shares**

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

(g) **Variation of Rights**

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

Subject to the terms of issue of Shares in a particular class, the Company may vary or cancel rights attached to Shares in that class or convert Shares from one class to another, by a special resolution of the Company and a special resolution passed at a meeting of the shareholders holding Shares in that class or the written consent of shareholders who are entitled to at least 75 percent of the votes that may be cast in respect of Shares in that class.

(h) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

7.2 Terms and conditions of Options

(a) **Terms and Conditions of Attaching Options**

The Company will issue Attaching Options pursuant to the Entitlement Offer. The terms of the Attaching Options are summarised below:

(i) **Entitlement**

Each Attaching Option entitles the holder (**Attaching Option Holder**) to subscribe for one (1) Share upon exercise.

(ii) **Exercise Price and Expiry Date**

The exercise price of each Attaching Option will be A\$0.035 (**Attaching Option Exercise Price**).

Each Attaching Option will expire on the date which is 12 months from its date of issue (**Attaching Option Expiry Date**).

(iii) **Exercise Period**

Each Attaching Option is exercisable at any time prior to the Attaching Option Expiry Date (**Attaching Option Exercise Period**). After this time, any unexercised Attaching Options will automatically lapse.

(iv) **Notice of Exercise**

The Attaching Options may be exercised by notice in writing to the Company (**Attaching Option Notice of Exercise**) and payment of the Attaching Option Exercise Price for each Attaching Option being exercised. Any Attaching Option Notice of Exercise of an Attaching Option received by the Company will be deemed to be a notice of the exercise of that Attaching Option as at the date of receipt.

(v) **Shares Issued on Exercise**

Shares issued on exercise of the Attaching Options will rank equally with all existing Shares and are free of all encumbrances, liens and third party interests.

(vi) **Quotation of Shares**

The Company will apply to ASX for Official Quotation of the Shares issued upon the exercise of the Attaching Options.

(vii) **Timing of Issue of Shares and Quotation of Shares on Exercise**

Within five (5) Business Days following receipt of an Attaching Option Notice of Exercise given in accordance with these terms and conditions and payment of the Attaching Option Exercise Price for each Attaching Option being exercised, the Company will:

- (A) allot and issue the number of Shares required under these terms and conditions in respect of the number of Attaching Options specified in the Attaching Option Notice of Exercise and for which cleared funds have been received by the Company; and
- (B) apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Attaching Options.

(viii) **Participation in New Issues**

An Attaching Option Holder is not entitled to:

- (A) notice of, or to vote or attend at, a meeting of the Shareholders;
- (B) receive any dividends declared by the Company; or
- (C) participate in any new issues of securities offered to Shareholders during the term of the Attaching Options,

unless and until the Attaching Options are exercised and the Attaching Option Holder holds Shares.

(ix) **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (A) the number of Shares which must be issued upon the exercise of an Attaching Option will be increased by the number of Shares which the Attaching Option Holder would have received if the Attaching Option Holder had exercised the Attaching Option before the record date for the bonus issue; and
- (B) no change will be made to the Attaching Option Exercise Price.

(x) **Adjustment for Rights Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of, or in satisfaction of dividends or by way of dividend reinvestment) the Attaching Option Exercise Price may be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

where:

- O' = the new Attaching Option Exercise Price.
- O = the old Attaching Option Exercise Price.
- E = the number of underlying Shares into which one (1) Attaching Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the five (5) trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new Share.

(xi) **Adjustments for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Attaching Option Holder will be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(xii) **Quotation of Attaching Options**

The Company will not seek quotation of the Attaching Options.

(xiii) **Attaching Options Transferable**

The Attaching Options are not transferrable unless otherwise determined by the Board (subject to compliance with any applicable law).

(xiv) **Lodgement Requirements**

Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable'. The application for Shares on the exercise of the Attaching Options with the appropriate remittance must be lodged at the Share Registry.

(b) **Terms and conditions of Bonus Options**

The Company will issue the Bonus Options pursuant to the Entitlement Offer. The terms of the Bonus Options are summarised below:

(i) **Entitlement**

Upon vesting, each Bonus Option entitles the holder (**Bonus Option Holder**) to subscribe for one (1) Share upon exercise.

(ii) **Exercise Price and Expiry Date**

The exercise price of each Bonus Option will be A\$0.07 (**Bonus Option Exercise Price**).

Each Bonus Option will expire on the date which is three (3) years from its date of issue (**Bonus Option Expiry Date**).

(iii) **Vesting Condition**

Each Bonus Option will only vest and become exercisable if the Bonus Option Holder exercises two (2) Attaching Options on or before the Attaching Option Expiry Date (**Vesting Condition**). Any unvested Bonus Options will automatically lapse on the Attaching Option Expiry Date.

(iv) **Exercise Period**

Each Bonus Option is exercisable following satisfaction of the Vesting Condition. The Bonus Option Holder may exercise a Bonus Option at any time after the date that the Vesting Condition is satisfied and prior to the Bonus Option Expiry Date (**Bonus Option Exercise Period**). After this time, any unexercised Bonus Options will automatically lapse.

(v) **Notice of Exercise**

The Bonus Options may be exercised by notice in writing to the Company (**Bonus Option Notice of Exercise**) and payment of the Bonus Option Exercise Price for each Bonus Option being exercised. Any Bonus Option Notice of Exercise received by the Company will be deemed to be a notice of the exercise of that Bonus Option as at the date of receipt.

(vi) **Shares Issued on Exercise**

Shares issued on exercise of the Bonus Options will rank equally with all existing Shares and are free of all encumbrances, liens and third party interests.

(vii) **Quotation of Shares**

The Company will apply to ASX for Official Quotation of the Shares issued upon the exercise of the Bonus Options.

(viii) **Timing of Issue of Shares and Quotation of Shares on Exercise**

Within five (5) Business Days following receipt of a Bonus Option Notice of Exercise given in accordance with these terms and conditions and payment of the Bonus Option Exercise Price for each Bonus Option being exercised, the Company will:

- (A) allot and issue the number of Shares required under these terms and conditions in respect of the number of Bonus Options specified

in the Bonus Option Notice of Exercise and for which cleared funds have been received by the Company; and

- (B) apply for Official Quotation on ASX of Shares issued pursuant to the exercise of the Bonus Options.

(ix) **Participation in New Issues**

A Bonus Option Holder is not entitled to:

- (A) notice of, or to vote or attend at, a meeting of the Shareholders;
- (B) receive any dividends declared by the Company; or
- (C) participate in any new issues of securities offered to Shareholders during the term of the Bonus Options,

unless and until the Bonus Options are exercised and the Bonus Option Holder holds Shares.

(x) **Adjustment for Bonus Issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (A) the number of Shares which must be issued upon the exercise of a Bonus Option will be increased by the number of Shares which the Bonus Option Holder would have received if the Bonus Option Holder had exercised the Bonus Option before the record date for the bonus issue; and
- (B) no change will be made to the Bonus Option Exercise Price.

(xi) **Adjustment for Rights Issue**

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu of, or in satisfaction of dividends or by way of dividend reinvestment) the Bonus Option Exercise Price may be reduced according to the following formula:

$$O' = O - \frac{E[P - (S + D)]}{N + 1}$$

where:

- O' = the new Bonus Option Exercise Price.
- O = the old Bonus Option Exercise Price.
- E = the number of underlying Shares into which one (1) Bonus Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the five (5) trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one (1) new Share.

(xii) **Adjustments for Reorganisation**

If there is any reorganisation of the issued share capital of the Company, the rights of the Bonus Option Holder will be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.

(xiii) **Quotation of Bonus Options**

The Company will not seek quotation of the Bonus Options.

(xiv) **Bonus Options Transferable**

The Bonus Options are not transferrable unless otherwise determined by the Board (subject to compliance with any applicable law).

(xv) **Lodgement Requirements**

Cheques shall be in Australian currency made payable to the Company and crossed 'Not Negotiable'. The application for Shares on the exercise of the Bonus Options with the appropriate remittance must be lodged at the Share Registry.

7.3 Dividend policy

The Company does not intend to declare or pay any dividends in the immediately foreseeable future.

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

8. Additional information

8.1 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 New Shares are in the same class as Shares that have been quoted on the official list of the ASX during the three (3) 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 (3) months prior to the date of the prospectus. In general terms 'transaction specific prospectuses' are only required to detail information in relation to the effect of the issue of securities on the Company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, the financial position, profits and losses or prospects of the 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 stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three (3) months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

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

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the 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 the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the Annual Report being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus;
 - (ii) the Half Yearly Report; 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 Listing Rules as referred to in section 674(1) of the Corporations Act.

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

The Company has lodged the following announcements with ASX since the lodgement of its Annual Report:

Date Lodged	Subject of Announcement
29 November 2023	Appendix 3B
29 November 2023	Titan Minerals Limited Undertakes Accelerated Entitlement Offer to Raise \$7.6 million
27 November 2023	Trading Halt
23 November 2023	Drilling Confirms New Vein System at Papayal
2 November 2023	Resource Growth Drilling at Dynasty Gold Project
31 October 2023	Quarterly Activities/Appendix 5B Cash Flow Report
25 October 2023	Investor Presentation - 2023 Spotlight Conference
16 October 2023	Large-Scale Chargeability Anomaly Revealed at Linderos
13 October 2023	Application for quotation of securities - TTM
5 October 2023	Change of Director's Interest Notice - BB
3 October 2023	Cleansing Statement
3 October 2023	Resource Growth Drilling Commenced at Cerro Verde
3 October 2023	Application for quotation of securities - TTM
3 October 2023	Notification regarding unquoted securities - TTM
14 September 2023	Epithermal Footprint Expanded at Cerro Verde - Dynasty Gold
13 September 2023	Half Yearly Report and Accounts
4 September 2023	New Resource Expansion Targets Identified at Dynasty
17 August 2023	Excellent Gold-Silver Hits Continue to Expand Dynasty
14 August 2023	Application for quotation of securities - TTM
14 August 2023	Application for quotation of securities - TTM
14 August 2023	Application for quotation of securities - TTM
14 August 2023	Notification regarding unquoted securities - TTM
7 August 2023	Proposed issue of securities - TTM
7 August 2023	Proposed issue of securities - TTM
7 August 2023	Successful Completion of \$5.5 million Placement
3 August 2023	Trading Halt
31 July 2023	Quarterly Activities/Appendix 5B Cash Flow Report

Date Lodged	Subject of Announcement
24 July 2023	Corporate Presentation
21 July 2023	Ceasing to be a substantial holder from MQG
18 July 2023	Substantial Copper-Gold Porphyry System Confirmed from Surfa
6 July 2023	Maiden JORC Resource at Dynasty of 3.1Moz Gold, 22Moz Silver
5 July 2023	Trading Halt
3 July 2023	Drilling Extends Epithermal Gold-Silver Mineralisation
31 May 2023	Results of Meeting
2 May 2023	Notice of Annual General Meeting/Proxy Form
28 April 2023	Appendix 4G
28 April 2023	Corporate Governance Statement

The following documents are available for inspection between the date of issue of this Prospectus and the Closing Date during normal business hours at the office of the Company at Suite 1, 295 Rokeby Road, Subiaco WA 6008:

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 8.14 and the consents provided by the Directors to the issue of this Prospectus.

The announcements are also available through the Company's website at <https://www.titanminerals.com.au/>.

8.2 Substantial Holders

As at the date of this Prospectus, those persons which (together with their associates) have Voting Power in 5% or more of the Shares on issue are set out below:

Name	Number of Shares	%
Citicorp Nominees Pty Limited	174,738,908	11.46%
UBS Nominees Pty Ltd	83,068,681	5.45%
BNP Paribas Nominees Pty Ltd <IB Au Noms Retail client>	81,152,791	5.32%
BNP Paribas Noms Pty Ltd <DRP>	81,110,573	5.32%
Total	420,070,953	27.55%

8.3 Market Prices of Existing Shares on ASX

The highest and lowest market sale prices of the Shares on ASX during the three (3) months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest:	A\$0.041 per Share on 16 October 2023
Lowest:	A\$0.03 per Share on 21 November 2023

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was A\$0.033 per Share on 24 November 2023.

8.4 Interests of Directors

Except as disclosed in this Prospectus, no Director (or entity in which they are a partner or director) has, or has had in the two years before the date of this Prospectus, any interests in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Entitlement Offer; or
- (c) the Entitlement Offer,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (d) any Director to induce him or her to become, or to qualify as, a Director; or
- (e) any Director for services which he or she (or entity in which they are a partner or director) has provided in connection with the formation or promotion of the Company or the Entitlement Offer.

8.5 Directors' Interests

As at the date of this Prospectus, the relevant interests of the Directors and their related entities in securities in the Company, are detailed in the table below.

Director	Shares ¹	Options	Performance Rights
Mr Peter Cook ²	14,878,462	9,000,000 ³	-
Mr Matthew Carr ⁴	28,034,438	7,000,000 ⁵	-
Mr Barry Bourne ⁶	2,635,000	2,500,000 ⁷	-

Notes:

1. Excludes the aggregate of 10,000,000 Shares proposed to be issued to Messrs Cook, Carr and Bourne pursuant to the second tranche of the Company's August 2023 placement. The Company intends to seek Shareholder approval at a general meeting proposed to be held in early 2024. Refer to the ASX announcement dated 7 August 2023 for further information.
2. Held indirectly via Ajava Holdings Pty Ltd, an entity of which Mr Cook is a director of.
3. 9,000,000 Options exercisable at A\$0.0001 each, expiring 25 August 2024.
4. Held indirectly via:
 - (a) Mr M I Carr & Mr I M Carr as trustee for Ian Carr Family Super Fund, an entity of which Mr Carr is a trustee and beneficiary of; and
 - (b) ML Carr Pty Ltd and Ripperday Pty Ltd, entities of which Mr Carr is a director of.
5. 7,000,000 Options exercisable at A\$0.0001 each, expiring 25 August 2024.
6. Held indirectly by the Bourne Family Trust and the Bourne Family Super Fund, entities of which Mr Bourne is a trustee and beneficiary of.
7. 2,500,000 Options exercisable at A\$0.0001 each, expiring 25 August 2024.

As at the date of this Prospectus, the Directors intend to subscribe for all of their Entitlements pursuant to the Entitlement Offer as follows:

- (a) Mr Peter Cook intends to take up his full Entitlement of 2,479,744 New Shares (for an aggregate subscription of A\$74,392 at the Offer Price);
- (b) Mr Matthew Carr intends to take up his full Entitlement of 4,672,406 New Shares for an aggregate subscription of A\$140,172 at the Offer Price); and
- (c) Mr Barry Bourne intends to take up his full Entitlement of 439,167 New Shares for an aggregate subscription of A\$13,175 at the Offer Price).

8.6 Directors' Remuneration

The remuneration (including superannuation) of existing Directors for the past two years are as follows:

Director	Financial Year	Salary and Fees (US\$)	Share-based payments (US\$)	Total (US\$)
Mr Peter Cook	2021	30,058	283,847	313,905
	2022	83,364	28,787	112,151
Mr Matthew Carr	2021	135,261	72,064	207,325
	2022	156,308	43,259	199,567
Mr Barry Bourne	2021	4,590	157,693	162,283
	2022	54,187	15,993	70,180

8.7 Lead Manager Mandate

The Company entered into a lead manager mandate with Canaccord Genuity (Australia) Limited (**Mandate**) in connection with the Entitlement Offer for the provision of lead manager and bookrunner services by the Lead Manager to the Company.

Under the Mandate, the Company agreed to pay the following fees to the Lead Manager (plus GST, where applicable):

- (a) a 1% management fee on the gross amount raised under the Institutional Entitlement Offer and any Shortfall placed by the Lead Manager under the Shortfall Offer; and
- (b) a 5% selling fee on the gross amount raised under the Institutional Entitlement Offer and any Shortfall placed by the Lead Manager under the Shortfall Offer.

The Lead Manager may elect to be paid the fees in cash or via the issue of New Securities (in part or full) on the same terms as the Entitlement Offer.

The Company also agreed to reimburse all reasonable out-of-pocket costs of the Lead Manager. The Mandate contains additional provisions, including warranties and indemnities, which are considered standard for agreements of this nature.

8.8 Lead Manager Offer

As detailed above in Section 8.7, pursuant to the terms of the Mandate, the Lead Manager may elect to take New Securities in lieu of cash fees. Accordingly, this Prospectus also includes an offer of up to 15,249,533 New Shares (together with 15,249,533 Attaching Options and 7,624,767 Bonus Options) to the Lead Manager (and/or its nominee(s)) (**Lead Manager Offer**)

noting that this maximum amount of New Securities is based on the scenario whereby the Institutional Offer is fully subscribed, no Entitlements are taken up under the Retail Entitlement Offer and the Lead Manager places the entirety of the Shortfall under the Shortfall Offer. The Directors expect that if the Lead Manager elects to take up New Securities in lieu of cash under the Mandate, the number of New Securities offered to the Lead Manager will, in all likelihood, be less than this amount (on the basis that there will be some level of take up under the Retail Entitlement Offer).

The New Securities offered to the Lead Manager will be on the same terms as the Entitlement Offer. Refer to Section 7.1 for the rights and liabilities of the New Shares. The Attaching Options and Bonus Options under the Lead Manager Offer will have the terms and conditions detailed in Section 7.2(a) and Section 7.2(b) (respectively).

The New Securities under the Lead Manager Offer will be issued pursuant to the Company's existing Listing Rule 7.1 capacity.

The Lead Manager Offer under this Prospectus is made only to the Lead Manager. If the Lead Manager elects to take New Securities in lieu of cash under the Mandate, the Company will provide a Lead Manager Offer Application Form to the Lead Manager (and/or its nominees).

8.9 Interests of Other Persons

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director) do not hold, have, and have not had in the two years before the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company;
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Entitlement Offer; or
- (c) the Entitlement Offer,

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director), provided in connection with the formation or promotion of the Company or the Entitlement Offer, except as disclosed in this Prospectus and as follows:

- (a) Thomson Geer has acted as the Australian lawyers to the Company for the Entitlement Offer. In respect of this work the Company will pay Thomson Geer approximately A\$40,000. During the two years before the date of this Prospectus, Thomson Geer has provided the Company with legal services and was paid approximately A\$186,949 for these services;
- (b) Canaccord Genuity (Australia) Limited has acted as the Lead Manager to the Entitlement Offer. In respect of this work the Company will pay Canaccord Genuity (Australia) Limited the fees detailed in Section 8.7; and
- (c) Automic Pty Ltd conducts the Company's share registry functions and will provide administrative services in respect to the proposed Applications pursuant to this Prospectus. Automic Pty Ltd will be paid for these services on standard industry terms and conditions.

The amounts disclosed above are exclusive of GST.

8.10 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).

8.11 Costs of the Entitlement Offer

The indicative costs of the Entitlement Offer payable by the Company (inclusive of GST) are as follows:

	(A\$)
ASIC lodgement fee	3,206
ASX quotation fee	71,540 ¹
Lead Manager fees	348,000 ²
Legal fees	40,000
Printing, mailing and other expenses	15,000
Total	477,746

Note:

1. Assumes full subscription of the Entitlement Offer comprising the issue of 254,158,876 New Shares to raise gross proceeds of approximately A\$7.6 million. By way of example, if the Entitlement Offer is only 50% subscribed (comprising the issue of 127,079,438 New Shares), to raise gross proceeds of approximately A\$3.8 million, the ASX quotation fee will be equal to an amount of A\$49,662.
2. This is an indicative figure only noting that the Lead Manager fees will be dependent upon the gross amount raised under the Institutional Entitlement Offer and any Shortfall placed by the Lead Manager under the Shortfall Offer (and whether the Lead Manager elects to receive cash or New Securities in lieu of cash, or a combination thereof). Refer to Section 8.7 for further details. For illustrative purposes, if the Institutional Entitlement Offer raises gross proceeds of approximately A\$4 million and the Lead Manager places Shortfall of A\$1.8 million under the Shortfall Offer, the Lead Manager fees will be A\$348,000 which, may be paid in cash or alternatively via the issue of up to 11,600,000 New Shares, 11,600,000 Attaching Options and 5,800,000 Bonus Options on the same terms and conditions as the Entitlement Offer (the above table is on the basis that the Lead Manager elects to take up their fees payable in cash).

8.12 Taxation Implications

The acquisition and disposal of Shares will have taxation consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in Company are urged to take independent financial advice about the taxation and any other consequences of acquiring and selling the New Shares.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of subscribing for New Securities.

8.13 Litigation and Claims

So far as the Directors are aware, other than as disclosed by the Company to ASX, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company (or any other member of the Group) is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

8.14 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the New 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.

Each of the following parties:

Name	Role
Thomson Geer	Australian legal adviser
Automic Pty Ltd	Share Registry
Canaccord Genuity (Australia) Limited	Lead Manager

- (a) 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 and ASX;
- (b) makes no express or implied representation or warranty in relation to the Company, this Prospectus or the Entitlement Offer;
- (c) consents to the distribution of paper and electronic versions of this Prospectus;
- (d) 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 8.14; and
- (e) to the maximum extent permitted by law, expressly disclaims and takes no responsibility for this Prospectus, the Entitlement Offer or the Shortfall Offer 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 8.14.

Except the Directors, none of the parties referred to in this Section 8.14 has authorised or caused the issue of this Prospectus or the making of the Entitlement Offer.

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

8.15 Documents available for inspection

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

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

8.16 Information excluded from continuous disclosure notices

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

8.17 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 the New Securities.

8.18 Electronic Prospectus

Pursuant to Regulatory Guide 107, ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an electronic copy of this Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of New Securities in response to an electronic Application Form, subject to compliance with certain provisions. If you have received an electronic copy of this Prospectus, please ensure that you have received the entire Prospectus

accompanied by the Application Forms. If you have not, please contact the Company and the Company will send to you, free of charge to you, either a hard copy or a further electronic copy of this Prospectus or both.

The Company reserves the right not to accept an Application Form from an Applicant if it has reason to believe that when that Applicant was given access to the electronic Application Form, it was not provided together with an electronic copy of this Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies shall be held by the Company on trust and returned (without interest) to the Applicant as soon as practicable.

9. Authorisation

This Prospectus is authorised by each of the Directors.

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

A handwritten signature in black ink, appearing to read 'Peter Cook', written in a cursive style.

Peter Cook
Non-Executive Chairman

29 November 2023

10. Glossary

In this Prospectus, unless the context otherwise requires:

A\$ means Australian dollar.

Annual Report means the consolidated financial statements of the Company for the year ended 31 December 2022 as lodged with ASX on 28 April 2023.

Applicant means a person who submits an Application.

Application means a valid application for New Securities under the Retail Entitlement Offer made pursuant to an Entitlement and Acceptance Form or under the Shortfall Offer made pursuant to a Shortfall Application Form (as applicable).

Application Form means an Entitlement and Acceptance Form or a Shortfall Application Form.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691 and where the context permits, the securities exchange operated by it.

ASX Settlement Rules means ASX Settlement Operating Rules of the ASX.

Attaching Option means an Option offered pursuant to this Prospectus on the terms and conditions in Section 7.2(a).

Attaching Option Expiry Date means the date that an Attaching Option expires, being the date that is 12 months from the date of issue.

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

Board means the board of Directors.

Bonus Options means the Options to be issued to Eligible Shareholders pursuant to this Prospectus on the terms and conditions in Section 7.2(b).

Business Day means Monday to Friday inclusive, excluding public holidays in Sydney and any other day that ASX declares is not a trading day.

CHESS means ASX Clearing House Electronic Subregistry System.

Closing Date means the closing date of the Retail Entitlement Offer, as outlined in the Indicative Timetable.

Company or **Titan** means Titan Minerals Limited ACN 117 790 897.

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

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

Director means a director of the Company.

Dynasty Project means the Company's dynasty gold project.

EFT means electronic funds transfer.

Eligible Institutional Shareholder means anyone who the Company and the Lead Manager determines may receive an offer to subscribe for New Securities under the Institutional Entitlement Offer on the basis that they are Institutional Investors.

Eligible Retail Shareholder has the meaning given in Section 2.18.

Eligible Shareholder means an Eligible Institutional Shareholder and an Eligible Retail Shareholder.

Entitlement means a Shareholder's entitlement to subscribe for New Securities under the Entitlement Offer.

Entitlement Offer has the meaning given in Section 2.1.

Entitlement and Acceptance Form means the entitlement and acceptance form attached to, or accompanying this Prospectus, that sets out the entitlement of an Eligible Retail Shareholder to subscribe for New Securities pursuant to the Retail Entitlement Offer.

FMC Act means the Financial Markets Conduct Act 2013 (New Zealand).

FPO means the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005.

FSMA means the Financial Services and Markets Act 2000, as amended.

Half Yearly Report means the consolidated financial statements of the Company for the half year ended 30 June 2023 as lodged with ASX on 13 September 2023.

Indicative Timetable has the indicative timetable on page 5 of this Prospectus.

Ineligible Shareholder has the meaning given in Section 2.18.

Ineligible Institutional Shareholder means a Shareholder that

- (a) is, or the person for whom it holds securities is, outside Australia, New Zealand, Canada (British Columbia, Ontario and Quebec), Mexico, Hong Kong, Singapore and the United Kingdom and who is an Institutional Investor (or who, if in Australia, would, in the opinion of the Lead Manager, be likely to be an Institutional Investor); or
- (b) the Lead Manager and the Company agree will be an Ineligible Institutional Shareholder for the purposes of the Institutional Entitlement Offer.

Ineligible Retail Shareholder has the meaning given in Section 2.18.

Ineligible Shareholder means Ineligible Institutional Shareholder and Ineligible Retail Shareholder.

Institutional Entitlement Offer has the meaning given to that term in Section 2.1.

Institutional Investor means a person:

- (a) if in Australia, who is either a 'sophisticated investor' or a 'professional investor' in accordance with section 708(8) or section 708(11) of the Corporations Act respectively; and
- (b) if outside Australia, an institutional or professional investor in New Zealand, Canada (British Columbia, Ontario and Quebec), Mexico, Hong Kong, Singapore and the United Kingdom to whom the Lead Manager has reasonable grounds to believe that offers for the issue or sale of New Securities under the Entitlement Offer can be made without any prospectus, lodgement, approval with or by any government agency or any other formality, in each case as contemplated by the "Foreign Jurisdiction" section of this Prospectus (refer to Section 2.21).

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

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves.

Lead Manager means Canaccord Genuity (Australia) Limited ACN 075 071 466.

Lead Manager Offer has the meaning given to that term in Section 8.8.

Lead Manager Offer Application Form means the application form attached to, or accompanying this Prospectus, to be used for the purposes of applying for New Securities under the Lead Manager Offer.

Listing Rules means the official listing rules of ASX.

Mandate has the meaning given to that term in Section 8.7.

MRE means mineral resource estimate.

New Share means a Share offered pursuant to this Prospectus.

New Securities means the New Shares, Attaching Options and Bonus Options.

Offer Price means \$0.03 per New Share.

Official Quotation means quotation of the New Shares (or Shares issued on exercise of the Attaching Options and Bonus Options) on the official list of ASX.

Opening Date means the opening date of the Retail Entitlement Offer, as outlined in the Indicative Timetable.

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share.

Prospectus means this prospectus dated 29 November 2023.

Provinces means British Columbia, Ontario and Quebec.

Record Date means the date referred to as such in the Indicative Timetable.

Retail Entitlement Offer has the meaning given to that term in Section 2.1.

Section means a section of this Prospectus.

SFA means the Securities and Futures Act 2001 of Singapore.

SFO means the Securities and Futures Ordinance of the Laws of Hong Kong.

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

Shareholder means a registered holder of one or more Shares.

Share Registry means Automic Pty Ltd ACN 152 260 814.

Shortfall means the New Securities not applied for under the Entitlement Offer before the Closing Date.

Shortfall Application Form means the application form attached to, or accompanying this Prospectus, to be used for the purposes of applying for Shortfall Securities.

Shortfall Offer has the meaning given to that term in Section 2.9.

Shortfall Securities means the New Securities constituting the Shortfall.

Shortfall Shares means the New Shares constituting the Shortfall.

Thomson Geer means Thomson Geer Lawyers.

TMD means target market determination.

US\$ means United States dollar.

Vesting Condition has the meaning given to that term in Section 2.1.

Voting Power has the meaning given in section 610 of the Corporations Act.

