



DMC Mining Limited

ACN 648 372 516

Loyalty Options Prospectus

This Prospectus is being issued for a non-renounceable pro-rata issue of up to 23,175,000 quoted Loyalty Options on the basis of one Loyalty Option for every two Shares held on the Record Date at an issue price of \$0.005 to raise up to approximately \$115,875 before costs (**Loyalty Options Offer**).

This Prospectus also contains an offer of 2,400,000 Lead Manager Options to CPS Capital Group Pty Ltd, the Lead Manager (**Lead Manager Offer**).

The Loyalty Options Offer is partially underwritten by CPS Capital Group Pty Ltd. Refer to Section 5.9 for details regarding the terms of the Lead Manager Mandate.

The Company reserves the right, subject to the Corporations Act, Listing Rules and other applicable laws to extend the Offer Closing Date without prior notice.

This Offer closes at 5.00pm WST on Friday, 20 May 2022. Valid acceptances must be received before that date.

IMPORTANT NOTICE

This document is important and requires your immediate attention. It should be read in its entirety. If you do not understand its contents, or are in doubt as to the course you should follow, you should consult your stockbroker, financial or other professional adviser.

An investment in the Loyalty Options offered in connection with this Prospectus should be considered of a speculative nature.

Important Information

This Prospectus is dated 22 April 2022 and was taken to be lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No New Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 27, 44 St Georges Terrace, Perth WA 6000, during normal business hours.

The Prospectus will be made available in electronic form on the Company's website at www.dmcmining.com.au and the ASX markets platform. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company.

The Company will apply for official quotation by ASX of the New Options offered by this Prospectus within 7 days of the date of this Prospectus.

The New Options offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

Applications for New Options will only be accepted on an Entitlement and Acceptance Form attached to or provided by the Company with a copy of this Prospectus either in paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Entitlement and Acceptance Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

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

No action has been taken to permit the offer of New Options under this Prospectus in any jurisdiction other than Australia and New Zealand. The New Options being offered pursuant to this Prospectus are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the Financial Markets Conduct Act 2013 and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

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

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

The Company collects personal information about each Applicant provided on an Entitlement and Acceptance 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 Entitlement and Acceptance Form, each Applicant agrees that the Company may use the personal information in the Entitlement and Acceptance Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the share registry, the Company's related bodies corporate, agents, contractors and third party service providers (including mailing houses), the ASX, ASIC and other regulatory authorities.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

If an Applicant becomes a security holder of the Company, the Corporations Act and Australian tax legislation requires the Company to include information about the security holder (including name, address and details of the securities held) in its public register. This information must remain in the register even if that person ceases to be a security holder of the Company. Information contained in the Company's registers is also used to facilitate distribution payments and corporate communications (including the Company's financial results, annual reports and other information that the Company may wish to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

This document is important and should be read in its entirety before deciding to participate in the Offers. This does not take into account the investment objectives, financial or taxation, or particular needs of any Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to his/her particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult his/her stockbroker, solicitor, accountant or other professional adviser without delay. Some of the risk factors that should be considered by potential investors are outlined in Section 4. Definitions of certain terms used in this Prospectus are contained in Section 7. All references to currency are to Australian dollars and all references to time are to WST unless otherwise indicated.

Corporate Directory

Directors

David Sumich - Executive Chairman
Bruce Franzen - Non-Executive Director
William (Bill) Witham - Non-Executive Director (Technical)

Company Secretary

Bruce Franzen

Registered Office and Principal Place of Business

Level 27, 44 St Georges Terrace
Perth WA 6000

Telephone: +61 8 6316 4674

Email: info@dmcmining.com

Website: www.dmcmining.com.au

Stock Exchange Listing

ASX Code: DMM

Proposed ASX Code: DMMO (Options)

Share Registry*

Automic Pty Ltd
Level 2, 267 St Georges Terrace
Perth WA 6000

Telephone:
1300 288 664 (within Australia)
+61 2 9698 5414 (outside Australia)

Email: hello@automic.com.au

Lead Manager and Underwriter

CPS Capital Group Pty Ltd
Level 45, 108 St Georges Terrace
Perth WA 6000

Telephone: +61 8 9223 2222

Auditor*

PKF Perth
Level 4, 35 Havelock Street
West Perth WA 6005

Solicitors to the Offer*

Gilbert + Tobin
Level 16, Brookfield Place Tower 2
123 St Georges Terrace
Perth WA 6000

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

Indicative Timetable

Event	Date*
Announcement of Loyalty Options Offer	Friday, 22 April 2022
Lodgement of Appendix 3B with ASX	Friday, 22 April 2022
Prospectus lodged at ASIC and ASX	Friday, 22 April 2022
Dispatch and announce notice to ineligible foreign Shareholders and notice to Option holders	Friday, 22 April 2022
Securities quoted on an "ex" basis	Thursday, 5 May 2022
Record Date for determining Entitlements	5.00pm (WST) on Friday, 6 May 2022
Loyalty Options Offer opens (Dispatch of this Prospectus and personalised Entitlement and Acceptance Forms to Eligible Shareholders and announcement that this Prospectus has been sent out to Shareholders)	Wednesday, 11 May 2022
Last day to extend the Offer Closing Date (prior to noon AEDT)	Tuesday, 17 May 2022
Offer Closing Date for applications in accordance with the Loyalty Options Offer**	5.00pm (WST) on Friday, 20 May 2022
Securities quoted on a deferred settlement basis	Monday, 23 May 2022
ASX and Underwriter notified of results of Loyalty Options Offer and notification of shortfall	Friday, 27 May 2022
Issue of New Options (prior to noon AEDT) and Lodgement of Appendix 2A	Friday, 27 May 2022

Notes

* These dates are indicative only. The Directors reserve the right to vary the key dates without prior notice, subject to the Listing Rules.

** The Directors may extend the Offer Closing Date by giving at least three (3) Business Days' notice to ASX. As such the date the New Options issued under the Offers are expected to commence trading on ASX may vary.

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Letter from the Board

Dear Shareholder

On behalf of your Directors, I am pleased to offer you the opportunity to participate in this non-renounceable entitlement offer for Loyalty Options. A bonus loyalty offer was contemplated in the Company's IPO Prospectus dated 29 October 2021 and the Board is pleased to now reward Shareholders for their support with the opportunity to participate in the Loyalty Options Offer.

Eligible Shareholders are offered the opportunity to subscribe for one Loyalty Option for every two Shares held on the Record Date.

The Loyalty Options are offered at an issue price of \$0.005 each and will be exercisable at \$0.20 each on or before 30 April 2026. The full terms and conditions of the Loyalty Options are in Section 5.1 of this Prospectus.

The number of Loyalty Options you are entitled to subscribe for under the Loyalty Options Offer is set out in your personalised Entitlement and Acceptance Form that is attached to this Prospectus.

The Company intends to apply to the ASX to have the New Options listed (quoted) on the ASX. Please read in full the details on how to submit your application, which are set out in Section 2 of this Prospectus.

For further information about the Loyalty Options Offer, please contact the Company Secretary by telephone on (08) 6316 4674. For general shareholder enquiries, please contact the Company's Share Registry, Automic Pty Limited, on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia). You should also consult your stockbroker, solicitor, accountant or other professional adviser to evaluate whether or not to participate in the Loyalty Options Offer.

Potential investors should be aware that subscribing for Loyalty Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4.

On behalf of the Board, I look forward to your continued support and on updating you on the Company's future activities.

Yours faithfully
Executive Chairman



David Sumich

Investment Overview

This Section is intended to highlight key information for potential investors. It is an overview only and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in Securities in the Company.

Key Information	Further Information
Transaction specific prospectus This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.	Section 5.4
Loyalty Options Offer This Prospectus is for a non-renounceable pro-rata loyalty offer of one Loyalty Option for every two Shares held on the Record Date, at an issue price of \$0.005 per Loyalty Option. The Loyalty Options will have an Exercise Price of \$0.20 each and can be exercised at any time prior to their expiry on 30 April 2026. The Loyalty Options Offer will raise up to approximately \$115,875 (before costs).	Section 1.1
Shortfall Offer Any Entitlement not taken up pursuant to the Loyalty Options Offer (if any) (Shortfall) will form the Shortfall Offer. Eligible Shareholders will be entitled to apply for Loyalty Options under the Shortfall Offer. The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Offer Closing Date (or such shorter period as determined by the Directors). All Shortfall Options issued under the Shortfall Offer shall be issued on the same terms as the Loyalty Options being offered under the Loyalty Options Offer (including the issue price). The Underwriter has agreed to partially underwrite the Shortfall Offer up to a maximum of 50% of the Shortfall (if any). Refer to Section 5.9 for details regarding the terms of the Lead Manager Mandate.	Section 1.2
Lead Manager Offer This Prospectus also contains an offer of 2,400,000 Lead Manager Options to the Lead Manager in part consideration for acting as Lead Manager and Underwriter of the Offers. Only the Lead Manager is entitled to subscribe for the New Options offered pursuant to the Lead Manager Offer.	Section 5.9
Eligible Shareholders	Section 1.13 and 1.14

Key Information	Further Information																				
<p>The Loyalty Options Offer is made to Eligible Shareholders only. Eligible Shareholders are those holders of Shares who:</p> <ul style="list-style-type: none">are the registered holder of the Shares as at 5.00pm (WST) on the Record Date; andhave a registered address in Australia or New Zealand or, subject to the offer restrictions in Section 1.13, a jurisdiction where it would be lawful to participate in the Loyalty Options Offer.																					
<p>Use of funds</p> <p>Funds raised under the Offers are intended to be used for costs of the Offers, continued development of the Company's existing projects and working capital.</p> <p>No funds will be raised from the issue of New Options under the Lead Manager Offer.</p>	Section 3.2																				
<p>Effect on control of the Company</p> <p>No investor or existing Shareholder is anticipated to hold a voting power of 20% or more as a result of the Offers.</p>	Section 1.7																				
<p>Indicative capital structure</p> <p>The indicative capital structure upon completion of the Offers is set out below:</p> <table><tr><th></th><th>Shares</th><th>Unquoted Options</th><th>New Options</th></tr><tr><td>Balance at the date of this Prospectus</td><td>46,350,000</td><td>1,000,000</td><td>Nil</td></tr><tr><td>Maximum to be issued pursuant to the Loyalty Options Offer</td><td>Nil</td><td>Nil</td><td>23,175,000</td></tr><tr><td>Maximum to be issued pursuant to the Lead Manager Offer</td><td>Nil</td><td>Nil</td><td>2,400,000</td></tr><tr><td>Total</td><td>46,350,000</td><td>1,000,000</td><td>25,575,000</td></tr></table>		Shares	Unquoted Options	New Options	Balance at the date of this Prospectus	46,350,000	1,000,000	Nil	Maximum to be issued pursuant to the Loyalty Options Offer	Nil	Nil	23,175,000	Maximum to be issued pursuant to the Lead Manager Offer	Nil	Nil	2,400,000	Total	46,350,000	1,000,000	25,575,000	Section 3.1
	Shares	Unquoted Options	New Options																		
Balance at the date of this Prospectus	46,350,000	1,000,000	Nil																		
Maximum to be issued pursuant to the Loyalty Options Offer	Nil	Nil	23,175,000																		
Maximum to be issued pursuant to the Lead Manager Offer	Nil	Nil	2,400,000																		
Total	46,350,000	1,000,000	25,575,000																		
<p>Directors' participation</p> <p>As at the date of this Prospectus, Directors eligible to participate have indicated that they (or their respective nominees) intend to take up all of their Entitlement under the Loyalty Options Offer.</p>	Section 5.10(b)																				
<p>Risk factors</p> <p>Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 4, including (but not limited to) risks in respect of:</p>	Section 4																				

Key Information	Further Information
<ul style="list-style-type: none"> Potential for significant dilution if Shareholders do not participate in the Loyalty Options Offer: <p>Shareholders should note that if they do not participate in the Loyalty Options Offer, their holdings are likely to be diluted if the New Options are issued and subsequently exercised (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution from the Offers may impact Shareholders are set out in the table in Section 3.3 of this Prospectus.</p> Limited History: <p>The Company has limited operating history and limited historical financial performance. No assurance can be given that the Company will establish a resource or reserve in accordance with the JORC Code. Until the Company is able to realise value from the Projects, it is likely to incur ongoing operating losses.</p> Reliance on Key Personnel: <p>The Company's operational success will depend substantially on the continuing efforts of senior executives. The loss of services of one or more senior executives may have an adverse effect on the Company's operations. Furthermore, if the Company is unable to attract, train and retain key individuals and other highly skilled employees and consultants, its business may be adversely affected.</p> Additional Requirements for Capital: <p>The Company's capital requirements depend on numerous factors. Depending on the Company's ability to maintain its funds and/or generate income from its operations, the Company may require further financing in the future. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financial and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back exploration expenditure as the case may be.</p> Exploration Risk: <p>Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Projects, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.</p> <p>The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.</p> 	

Key Information	Further Information
<p>The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its Projects and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Projects, a reduction in the cash reserves of the Company and possible relinquishment of the Projects.</p> <p>The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.</p> <ul style="list-style-type: none"> • Tenure, Access, and Grant of Applications: <p>Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements and/or applications for tenements will be approved.</p> <p>Tenements are subject to the applicable mining acts and regulations in Western Australia. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the Tenements comprising the Company's Projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.</p> <p>The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in Western Australia and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted Tenement for reasons beyond the control of the Company could be significant.</p> <ul style="list-style-type: none"> • Mine Development Risk: <p>Possible future development of mining operations of the Projects is dependent on a number of factors including, but not limited to, delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.</p>	

Key Information	Further Information
<p>If the Company commences production of any of the Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company.</p> <ul style="list-style-type: none"> Aboriginal Heritage and Native Title Risk: <p>There are a number of heritage agreements in place relating to the Company's Tenements. The agreements set out the obligations of the registered holder in respect of the identification of Aboriginal sites and objects ahead of undertaking exploration works to better facilitate their management and preservation. The Company considers the heritage agreements to be on standard terms for agreements of this type. In relation to Tenements which the Company has an interest in or will in the future acquire such an interest, there may exist Aboriginal sites and objects which are not yet identified. If further Aboriginal heritage sites or objects are identified, the Company may need to enter into further agreements with the traditional owners of the sites to determine how the sites and objects are managed. The ability of the Company to implement its work programme may be adversely affected in both time and cost.</p> Resources and Reserves: <p>No mineral resource or ore reserve (as defined by the JORC Code 2012) has been defined by the Company. Even if the Company is able to do so, reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate. Even if a resource is identified, no assurance can be provided that this can be economically extracted.</p> Failure to Satisfy Expenditure Commitments: <p>Tenements are governed by the Western Australian mining acts and regulations. Each Tenement is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenements if conditions are not met or if insufficient funds are available to meet expenditure commitments.</p> <p>These risks, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered speculative. Investors should consider consulting their financial or other professional adviser before deciding whether to apply for Shares pursuant to this Prospectus.</p> 	
<p>Forward looking statements</p> <p>This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.</p>	<p>Important Information and Section 4</p>

Key Information	Further Information
<p>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 considered reasonable.</p> <p>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 the management.</p> <p>The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.</p> <p>The Directors have 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 contained in this Prospectus, except where required by law.</p> <p>These forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.</p>	

1 Details of the Offers

1.1 Loyalty Options Offer

The Company is making a non-renounceable pro-rata offer of Loyalty Options at an issue price of \$0.005 per Loyalty Option to Eligible Shareholders on the basis of one Loyalty Option for every two Shares held at 5:00pm (WST) on the Record Date. Each Loyalty Option will have an Exercise Price of \$0.20 each and will expire on 30 April 2026.

As at the date of this Prospectus, the Company has on issue 46,350,000 Shares (of which 19,150,000 Shares are escrowed) and 1,000,000 unquoted Options which are also escrowed.

Assuming no unquoted Options are exercised into Shares prior to the Record Date, the Loyalty Options Offer is for a maximum of approximately 23,175,000 Loyalty Options to raise up to approximately \$115,875 (before costs).

Please refer to Section 3.1 of this Prospectus for further information on the exercise price and expiry date of the 1,000,000 unquoted Options currently on issue. In the event that all of these unquoted Options are exercised prior to the Record Date, a further 500,000 Loyalty Options will be offered pursuant to this Prospectus, potentially raising up to a further \$2,500.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a Loyalty Option, such fraction will be rounded down to the nearest whole Loyalty Option.

Refer to Section 5.1 for a summary of the terms and conditions of the Loyalty Options under the Loyalty Options Offer. Shares issued upon exercise of the Loyalty Options will be fully paid and will rank equally with the Company's existing Shares on issue at the date of this Prospectus. A summary of the rights and liabilities attaching to Shares is in Section 5.2.

Please refer to Section 2 for details on how to apply for Loyalty Options under the Loyalty Options Offer.

1.2 Shortfall Offer

Any Entitlement not taken up pursuant to the Loyalty Options Offer (if any) will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Offer Closing Date (or such shorter period as determined by the Directors). All Shortfall Options shall be issued on the same terms as the Loyalty Options being offered under the Loyalty Options Offer (including the issue price).

Eligible Shareholders may apply for the remaining Loyalty Options under the Shortfall Offer by completing the prescribed section on the Entitlement and Acceptance Form designated to the Shortfall Offer and paying the appropriate Application Monies in accordance with the instructions set out on the Entitlement and Acceptance Form.

Separate application forms will be provided, together with a copy of this Prospectus, to other investors who are not currently Shareholders who are invited to participate in the Shortfall Offer (**Shortfall Application Form**).

The Directors and the Underwriter reserve the right to issue Shortfall Options at their absolute discretion, subject to any restrictions imposed by the Corporations Act and the

Listing Rules. As such there is no guarantee that Applicants under the Shortfall Offer will receive any Shortfall Options applied for under the Shortfall Offer. The Directors and the Underwriter reserve the right to issue to an Applicant a lesser number of Shortfall Options than the number for which the Applicant applies, or to reject an Application for Shortfall Options, or to not proceed with placing the Shortfall Options. In that event, Application Monies will be refunded by the Company (without interest) in accordance with the provisions of the Corporations Act.

The Underwriter has agreed to partially underwrite the Shortfall Offer up to a maximum of 50% of the Shortfall (if any). Refer to Section 5.9 for details regarding the terms of the Lead Manager Mandate.

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

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

1.3 Lead Manager Offer

This Prospectus also includes an offer of 2,400,000 Lead Manager Options to be issued to the Lead Manager at a nil issue price in accordance with the mandate entered into between the Company and the Lead Manager. The Lead Manager Options will be granted for no additional consideration, on the same terms and conditions as the Loyalty Options. No funds will be raised from the issue of the Lead Manager Options.

The Lead Manager Offer is being made under this Prospectus to remove the need for an additional disclosure document to be issued upon the sale of any Lead Manager Options (or any Shares issued upon exercise of any Lead Manager Options into Shares) that are issued under the Lead Manager Offer.

The Shares issued upon exercise of the Lead Manager Options will be of the same class and will rank equally with the existing Shares on issue. Refer to Section 5.2 for a summary of the rights and liabilities attaching to the Shares.

Only the Lead Manager may accept the Lead Manager Offer. A personalised Entitlement and Acceptance Form will be issued to the Lead Manager together with a copy of this Prospectus.

1.4 Opening and Closing Dates

In terms of the Loyalty Options Offer, the Company will accept Entitlement and Acceptance Forms from the Record Date until 5:00pm (WST) on Friday, 20 May 2022 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (**Offer Closing Date**).

The Shortfall Offer will remain open for up to three (3) months following the Offer Closing Date unless closed earlier at the Directors' discretion.

1.5 Holders of escrowed Shares

Holders of escrowed Shares will receive an Entitlement in respect of the escrowed Shares. Loyalty Options issued in respect of such an Entitlement will be issued on the same terms

as the other Loyalty Options issued under the Offers and will not be subject to escrow requirements.

1.6 Withdrawal of Offers

The Company reserves the right not to proceed with the Offers at any time before the issue of New Options. If the Loyalty Options Offer does not proceed, the Company will return all Application Monies, without interest, as soon as practical after giving notice of its withdrawal.

1.7 Effect on control of the Company

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

1.8 No rights trading

The Entitlements to New Options under the Offers are non-renounceable. Accordingly, there will be no trading of rights on ASX and you may not dispose of your Entitlement to any other party. If you do not take up your Entitlement to Loyalty Options under the Loyalty Options Offer by the Offer Closing Date, the offer to you will lapse.

1.9 Issue date

The New Options to be issued pursuant to the Offers will be issued only after all Application Monies have been received and the ASX has granted permission for the New Options to be quoted. It is expected that New Options will be issued on Friday, 27 May 2022.

Security holder statements will be dispatched at the end of the calendar month following the issue of the New Options under the Offers.

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

1.10 Application Monies held on trust

All Application Monies received for the Loyalty Options 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 Loyalty Options are issued. All Application Monies will be returned (without interest) if the Loyalty Options are not issued.

1.11 ASX quotation

Application has been made to ASX for Official Quotation of the New Options.

The New Options will only be admitted to Official Quotation by ASX if the conditions for quotation of a new class of securities are satisfied (which include, amongst other things, there being a minimum of 100,000 New Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the Listing Rules)).

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

If official quotation of the New Options is not granted by ASX within three months of the date of this Prospectus, any issue or transfer of the New Options (or Shares issued on exercise of the New Options) will be void and the Application Monies will be refunded in full (without interest) in accordance with the Corporations Act.

1.12 CHESS

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

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Loyalty Options.

If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will specify the number of Loyalty Options issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Loyalty Options, including a notice to exercise the Loyalty Options.

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

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

1.13 International Offer Restrictions

This Prospectus, and any accompanying Entitlement and Acceptance Form (including any Shortfall Application Form), do not, and is not intended to, constitute an offer of Loyalty Options in any jurisdiction in which it would be unlawful. In particular, this Prospectus, and any accompanying Entitlement and Acceptance Form (including any Shortfall Application Form), may not be distributed to any person, and the Loyalty Options may not be offered or sold, in any country outside Australia where it would be unlawful to do so.

1.14 Ineligible Foreign Shareholders

The Company believes that it is unreasonable to extend the Loyalty Options Offer to Ineligible Foreign Shareholders. The Company has formed this view having considered:

- (a) the number and value of the Loyalty Options that would be offered to those Ineligible Foreign Shareholders; and
- (b) the cost of complying with the legal requirements and the requirements of regulatory authorities in the overseas jurisdictions.

1.15 New Zealand Offer Restrictions

The Loyalty Options are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand at the Record Date.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

1.16 Notice to nominees and custodians

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

1.17 Risk factors

An investment in Securities should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 4.

1.18 Taxation implications

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

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

1.19 Major activities and financial information

A summary of the major activities and financial information relating to the Company, for the half year ended 31 December 2021 and the year ended 30 June 2021, can be found in the Company's financial reports announced on ASX on 16 March 2022 and 20 December 2021 respectively. The Company's continuous disclosure notices (i.e. ASX announcements) since 20 December 2021 are listed in Section 5.5. Copies of these documents are available free of charge from the Company. The Directors strongly recommend that Applicants review these and all other announcements prior to deciding whether or not to participate in the Offers.

1.20 Underwriting and minimum subscription

The Loyalty Options Offer is partially underwritten by CPS Capital Group Pty Ltd. Refer to Section 5.9 for details regarding the terms of the Lead Manager Mandate.

There is no minimum subscription for the Offers.

1.21 Privacy

If you complete an application for Loyalty Options, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess the Application, service your needs as a Security holder, facilitate distribution payments and corporate communications to you as a Security holder, and carry out administration.

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

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

If you do not provide the information required on the Entitlement and Acceptance Form (including any Shortfall Application Form), the Company may not be able to 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.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

1.22 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on +61 8 6316 4674.

For general enquiries, please contact the Share Registry on 1300 288 664 (within Australia) and +61 2 9698 5414 (outside Australia).

2 Action required by Eligible Shareholders

2.1 Action in relation to the Loyalty Options Offer

Should you wish to acquire Loyalty Options as part of the Loyalty Options Offer, you may either take up all of your Entitlement (refer to Section 2.2) or part of your Entitlement (refer to Section 2.3) as shown on the accompanying Entitlement and Acceptance Form.

If you do not wish to take up any of your Entitlement, you may allow your Entitlement to lapse (refer to Section 2.4).

2.2 Acceptance of all of your Entitlement (and application for Shortfall Offer)

Your entitlement to participate in the Loyalty Options Offer will be determined on the Record Date.

The number of Loyalty Options to which you are entitled is shown on the accompanying Entitlement and Acceptance Form. If you wish to apply for Loyalty Options under the Loyalty Options Offer, you must apply online using an online application form and pay the Application Monies electronically.

To apply online, you must use the unique application number that is provided in the Entitlement and Acceptance Form which accompanies this Prospectus, in accordance with the instructions referred to in this Prospectus and on the Entitlement and Acceptance Form. Please read the instructions carefully. Payment for your Entitlement must be by BPAY or Electronic Funds Transfer (**EFT**) as per instructions contained in the Entitlement and Acceptance Form. It is your responsibility to ensure your CRN or unique Payment Reference is quoted in your payment reference/description, as per the instructions in Section 3 of the Entitlement and Acceptance Form. If you fail to quote your CRN or unique Payment Reference correctly, the Share Registry may be unable to allocate or refund your payment.

The Entitlement and Acceptance Form does not have to be returned to the Company or the Share Registry and should be retained for your records.

Eligible Shareholders may apply for Loyalty Options under the Shortfall Offer by completing the prescribed section on the Entitlement and Acceptance Form designated to the Shortfall Offer and paying the appropriate Application Monies in accordance with the instructions set out on the Entitlement and Acceptance Form.

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY or EFT by the Offer Closing Date. You must follow the instructions for BPAY or EFT set out in the Entitlement and Acceptance Form.

2.3 If you wish to take up only part of your Entitlement

Should you wish to only take up part of your Entitlement under the Loyalty Options Offer, you must apply online using an online application form and pay the Application Monies electronically.

Please complete the online Entitlement and Acceptance Form, including the number of Loyalty Options you wish to accept and the amount payable calculated at \$0.005 per Loyalty Option accepted under the Loyalty Options Offer.

Completed Entitlement and Acceptance Forms must be lodged at any time after the issue of this Prospectus and on or before the Offer Closing Date at the Share Registry (via online application) as per instructions referred to in this Prospectus and on the Entitlement and Acceptance Form.

Applications will be deemed not to have been received until the Company is in receipt of cleared funds.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY or EFT by the Offer Closing Date. You must follow the instructions for BPAY or EFT set out in the Entitlement and Acceptance Form and you will not need to return the Entitlement and Acceptance Form.

2.4 Entitlements not taken up

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. The number of Securities you hold and the rights attached to those Securities will not be affected should you choose not to accept any of your Entitlement.

2.5 Entitlement and Acceptance Form

Completion of an online Entitlement and Acceptance Form and payment by BPAY or EFT creates a legally binding contract between the Applicant and the Company for the number of Loyalty Options accepted by the Company. The Entitlement and Acceptance Form does not need to be returned to the Company for there to be a binding acceptance of Loyalty Options.

The Company will send this Prospectus, together with an Entitlement and Acceptance Form, to all Eligible Shareholders.

By completing the online Entitlement and Acceptance Form and payment via BPAY or EFT, you will be deemed to have represented that you are an Eligible Shareholder. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

- (a) agree to be bound by the terms of the Loyalty Options Offer (and Shortfall Offer, if applicable);
- (b) declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement and Acceptance Form;
- (d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the Loyalty Options to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;

- (e) declare that you are the current registered holder of Shares as at the Record Date and have a registered address in Australia or New Zealand, or another country which permits the Company to make the Offers to you without the requirement to lodge any documents with your local regulatory authority;
- (f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that Loyalty Options are suitable for you given your investment objectives, financial situation or particular needs; and
- (g) acknowledge that the Loyalty Options have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia.

2.6 Enquiries concerning your Entitlement

For enquiries concerning the Entitlement and Acceptance Form, your Entitlement or general enquiries, please contact the Share Registry on 1300 288 664 (within Australia) and +61 2 9698 5414 (outside Australia) or consult your professional advisor.

Enquiries relating to this Prospectus should be directed to the Company Secretary by telephone on +61 8 6316 4674.

3 Effect of the Offers

3.1 Capital structure on completion of the Offers

Assuming that no existing unquoted Options are exercised before the Record Date and that no further Shares are issued, the effect of the Offers on the Company's issued capital as at the date of this Prospectus is as shown in the following table.

	Shares	Unquoted Options ⁽¹⁾	New Options ⁽²⁾
Balance at the date of this Prospectus	46,350,000	1,000,000	Nil
Maximum to be issued pursuant to the Loyalty Options Offer	Nil	Nil	23,175,000
Maximum to be issued pursuant to the Lead Manager Offer ⁽³⁾	Nil	Nil	2,400,000
Total	46,350,000	1,000,000	25,575,000

Notes:

1. Unquoted Options exercisable for \$0.30 each on or before 13 December 2024. Full terms and conditions are set out in the Company's IPO prospectus dated 29 October 2021.
2. Assumes the Loyalty Options Offer is fully subscribed.
3. Lead Manager Options to be issued pursuant to the Lead Manager Offer.

3.2 Substantial shareholders

Based on available information as at the date of this Prospectus, those persons which together with their associates have a voting power in 5% or more of the Shares on issue are set out below:

Substantial Shareholder	Number of Shares	Voting power
Jason Peterson ⁽¹⁾	4,084,500	8.81%
Colin Locke ⁽²⁾	3,700,000	7.98%
William Witham ⁽³⁾	3,213,333	6.93%
Bruce Franzen ⁽⁴⁾	3,000,000	6.48%
David Sumich ⁽⁵⁾	3,000,000	6.48%

Notes:

1. Mr Peterson's interests are held indirectly through Cityscape Asset Pty Ltd, of which Mr Peterson is a director, CPS Capital Group Pty Ltd of which Mr Peterson is a director, Sunset Capital Management Pty Ltd of which Mr Peterson is a trustee.
2. Mr Locke's interests are held directly.

3. Mr Witham's interests are held directly, and indirectly through the Acorn Family A/C, Mr Witham and Ms Katherine Witham Jensen are the joint trustees and beneficiaries of the Acorn Family A/C, Ms Katherine Witham Jensen is the Spouse of Mr Witham, and Witby Industrial Minerals Pty Ltd, Mr Witham and Ms Jensen are shareholders in Witby Industrial Minerals Pty Ltd holding 50% interest.
4. Mr Franzen's interests are held directly, and indirectly through Ms Vivienne Franzen, spouse of Mr Franzen.
5. Mr Sumich's interests are held directly, and indirectly through Tirol Investments Pty Ltd, of which Mr Sumich is a director and shareholder.

The eligible substantial shareholders have informed the Company that they do intend to take up their Entitlement under the Loyalty Options Offer.

3.3 Potential dilution

Shareholders should note that if they do not participate in the Loyalty Options Offer, their holdings are likely to be diluted if the New Options are issued and subsequently exercised (as compared to their holdings and number of Shares on issue as at the date of the Prospectus). Examples of how the dilution from the Offers, may impact Shareholders are set out in the table below:

Holder	Holding as at Record Date	% as at Record Date ⁽¹⁾	Entitlement under Offer	% if full Entitlement taken up ⁽²⁾	% if no Entitlement taken up ⁽³⁾
Shareholder 1	5,000,000	10.79%	2,500,000	10.43%	6.95%
Shareholder 2	1,000,000	2.16%	500,000	2.09%	1.39%
Shareholder 3	500,000	1.08%	250,000	1.04%	0.70%
Shareholder 4	250,000	0.54%	125,000	0.52%	0.35%

Notes:

1. The table assumes that no other Shares are issued or unquoted Options are exercised.
2. The table assumes that all Loyalty Options and Lead Manager Options are issued and exercised and that no other Shares are issued or unquoted Options exercised.
3. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are placed under the Shortfall Offer. In the event all Entitlements are not accepted and some of the resulting Shortfall Options are not subsequently placed, the dilution effect for each Shareholder not accepting their Entitlement would be a lesser percentage.

3.4 Use of funds

Up to approximately \$115,875 will be raised as a result of the Loyalty Options Offer (before costs).

The Company will receive \$0.20 for each New Option exercised. If all New Options are issued and exercised, the Company will receive approximately \$5,115,000. There is no certainty that any New Options will be exercised and the proportion exercised will depend on the Share price relative to the exercise price during the exercise period.

It is currently intended that any funds raised by the exercise of the New Options will be used towards the expenses of the offer and continued development on the Company's existing projects and for working capital. Working capital includes but is not limited to

corporate administration and operating costs and may be applied to additional directors' fees or executive fees, ASX and Share Registry fees, legal, tax and audit fees, insurance and travel costs.

The Company notes there are extra costs associated with the New Options. Upon the exercise of New Options, the Company must lodge an Appendix 3B with the ASX and will, accordingly, incur further costs in this regard. The Company intends to use a portion of the funds raised from the Offers towards any payments associated with the exercise of New Options issued under the Offer.

The application of funds will depend on when New Options are exercised and the status of the Company's projects and requirements at the relevant time.

The above is a statement of current intentions at the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

3.5 Financial position

The Loyalty Options to be issued pursuant to this Prospectus will only raise funds up to approximately \$115,875 (before costs) and as such, the immediate effect on the Company's balance sheet will be minimal, limited to an increase to the Company's existing cash reserves of the amount raised, less the costs of the Offers, with a corresponding adjustment to the Company's issued capital. Additional capital will be raised if the New Options are exercised. This will affect the Company's balance sheet.

If the maximum number of Loyalty Options are issued and then exercised, the Company will receive approximately \$5,115,000. However, the Company is not able to specify with any certainty the extent of any change to the balance sheet given the uncertainty around the number of Loyalty Options to be ultimately issued and whether and when any of the Loyalty Options will be exercised.

The Lead Manager to the Loyalty Options Offer will be compensated by receiving an issue of 2,400,000 Lead Manager Options pursuant to the Lead Manager Offer. In accordance with AASB2: *Share Based Payments*, these are considered to be share based payments. The Company's reserves balance will be adjusted to reflect the proposed issue of the Lead Manager Options, which have been valued at \$246,737 using the Black Scholes option valuation methodology and have been offset against contributed equity as a cost of the Offers.

The Company's Annual Financial Statement for the financial year ended 30 June 2021 was released to ASX on 20 December 2021. The Annual Financial Statements can be viewed at www.dmcmining.com.au.

The Company's Half Yearly Report and Accounts for the financial half year ended 31 December 2021 was released to ASX on 16 March 2022. These financial statements can be viewed at www.dmcmining.com.au.

Additional information, including copies of ASX releases and investor presentations, is also available on the Company's website: www.dmcmining.com.au.

4 Risk Factors

This Section identifies the areas the Directors regard as the major risks associated with an investment in Securities in the Company. Investors should be aware that an investment in the Company involves many risks, which may be higher than the risks associated with an investment in other companies. Intending investors should read the whole of this Prospectus in order to fully appreciate such matters and the manner in which the Company intends to operate before any decision is made to apply for New Options.

There are numerous widespread risks associated with investing in any form of business and with investing in the share market generally. There is also a range of specific risks associated with the Company's business. These risk factors are largely beyond the control of the Company and its Directors because of the nature of the business of the Company. The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

4.1 Company specific risks

(a) Limited history

The Company has limited operating history and limited historical financial performance. No assurance can be given that the Company will establish a resource or reserve in accordance with the JORC Code. Until the Company is able to realise value from the Projects, it is likely to incur ongoing operating losses.

(b) Reliance on Key Personnel

The Company's operational success will depend substantially on the continuing efforts of senior executives. The loss of services of one or more senior executives may have an adverse effect on the Company's operations. Furthermore, if the Company is unable to attract, train and retain key individuals and other highly skilled employees and consultants, its business may be adversely affected.

(c) Additional Requirements for Capital

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

(d) Exploration Risk

Potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of the Projects, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of the Company may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of the Company.

The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its Projects and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Projects, a reduction in the cash reserves of the Company and possible relinquishment of the Projects.

The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.

(e) Tenure, access and grant of applications

Mining and exploration tenements are subject to periodic renewal. There is no guarantee that current or future tenements and/or applications for tenements will be approved.

Tenements are subject to the applicable mining acts and regulations in Western Australia. The renewal of the term of a granted tenement is also subject to the discretion of the relevant Minister. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the Tenements comprising the Company's Projects. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

The Company considers the likelihood of tenure forfeiture to be low given the laws and regulations governing exploration in Western Australia and the ongoing expenditure budgeted for by the Company. However, the consequence of forfeiture or involuntary surrender of a granted Tenements for reasons beyond the control of the Company could be significant.

(f) Operating and Development Risks

The Company's ability to achieve production, development, operating cost and capital expenditure estimates on a timely basis cannot be assured.

The business of mining involves many risks and may be impacted by factors including ore tonnes, grade and metallurgical recovery, input prices (some of which are unpredictable and outside the control of the Company), overall availability of free cash to fund continuing development activities, labour force disruptions, cost overruns, changes in the regulatory environment and other unforeseen contingencies. Other risks also exist such as environmental hazards (including discharge of pollutants or hazardous chemicals), industrial accidents, occupational and health hazards, cave-ins and rock bursts. Such occurrences could result in damage to, or destruction of, production facilities, personal injury or death, environmental damage, delays in mining, increased production costs and other monetary losses and possible legal liability to the owner or operator of the mine. The Company may become subject to liability for pollution or other hazards against which it has not insured or cannot insure, including those in respect of past mining activities for which it was not responsible.

In addition, the Company's profitability could be adversely affected if for any reason its production and processing of or mine development is unexpectedly interrupted or

slowed. Examples of events which could have such an impact include unscheduled plant shutdowns or other processing problems, mechanical failures, the unavailability of materials and equipment, pit slope failures, unusual or unexpected rock formations, poor or unexpected geological or metallurgical conditions, poor or inadequate ventilation, failure of mine communications systems, poor water condition, interruptions to gas and electricity supplies, human error and adverse weather conditions.

(g) Mine Development Risk

Possible future development of mining operations of the Projects is dependent on a number of factors including, but not limited to, delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties, seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services.

If the Company commences production of any of the Projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company.

(h) Aboriginal Heritage and Native Title

There are a number of heritage agreements in place relating to the Company's Tenements. The agreements set out the obligations of the registered holder in respect of the identification of Aboriginal sites and objects ahead of undertaking exploration works to better facilitate their management and preservation. The Company considers the heritage agreements to be on standard terms for agreements of this type. In relation to Tenements which the Company has an interest in or will in the future acquire such an interest, there may exist Aboriginal sites and objects which are not yet identified. If further Aboriginal heritage sites or objects are identified, the Company may need to enter into further agreements with the traditional owners of the sites to determine how the sites and objects are managed. The ability of the Company to implement its work programme may be adversely affected in both time and cost.

In addition, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. Where native title rights do exist, the ability of the Company to gain access to Tenements (through obtaining consent of any relevant land owner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

(i) Environmental

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the required standard of environmental obligation, including compliance with all environmental laws.

Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result

of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall, flood or bushfires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations.

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become even more onerous making the Company's operations more expensive.

Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

Further, under the *Mining Rehabilitation Fund Act 2012* (WA) (**Mining Rehabilitation Fund Act**), the Company will be required to provide assessment information to the Department of Mines, Industry Regulation and Safety in respect of a mining rehabilitation levy payable for mining tenements granted under the *Mining Act 1978* (WA) (**Mining Act**). The Company will be required to contribute annually to the mining rehabilitation fund established under the Mining Rehabilitation Fund Act if its rehabilitation liability is above \$50,000. The Company's rehabilitation liability estimate is currently less than \$50,000. However, there is a risk that as the Company increases its activities in the future, that it may exceed this \$50,000 threshold and it will therefore need to contribute to the Mining Rehabilitation Fund.

(j) Resources and Reserves

No mineral resource or ore reserve (as defined by the JORC Code 2012) has been defined by the Company. Even if the Company is able to do so, reserve and resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature resource and reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate. Even if a resource is identified, no assurance can be provided that this can be economically extracted.

(k) Failure to satisfy Expenditure Commitments

Tenements are governed by the Western Australian mining acts and regulations. Each Tenement is for a specific term and carries with it annual expenditure and reporting commitments, as well as other conditions requiring compliance. Consequently, the Company could lose title to or its interest in the Tenements if conditions are not met or if insufficient funds are available to meet expenditure commitments.

(l) Force majeure

The Company's Projects 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, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(m) Litigation risks

The Company is exposed to possible litigation risks including native title claims, tenure disputes, environmental claims, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(n) Insurance

The Company holds appropriate insurance for its operations in accordance with industry practice. However, in certain circumstances the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

Insurance of all risks associated with mineral exploration and production is not always available and where available the costs can be prohibitive.

(o) Regulatory risks

The Company's exploration and development activities are subject to extensive laws and regulations relating to numerous matters including resource licence consent, conditions including environmental compliance and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, protection of the environment, native title and heritage matters, protection of endangered and protected species and other matters. The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities.

Obtaining necessary permits can be a time-consuming process and there is a risk that the Company will not 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, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the Tenements.

(p) Potential acquisitions

As part of its business strategy, the Company may make acquisitions of, or significant investments in, complementary companies or prospects. Any such transactions will be accompanied by risks commonly encountered in making such acquisitions.

(q) Reports regarding the Company and the Projects

If securities or industry analysts do not publish or cease publishing research or reports about the Company, its business or its market, or if they change their recommendations regarding the Company's Securities adversely, the price of its Securities and trading volumes could be adversely affected.

The market for the Company's Securities trading on ASX may be influenced by any research or reports compiled by securities or industry analysts. If any of the analysts who may cover the Company and its products change previously disclosed

recommendations on the Company or for that matter its competitors, the price of its Securities may be adversely affected.

- (r) The Company does not expect to declare any dividends in the foreseeable future

The Company does not anticipate declaring or paying any dividends to Shareholders in the foreseeable future. Consequently, investors may need to rely on sales of their Securities to realise any future gains on their investment.

- (s) If the Company's goodwill or intangible assets become impaired, it may be required to record a significant charge to earnings

Under the generally accepted Australian Accounting Standards the Company reviews its intangible assets for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. Goodwill is required to be tested for impairment at least annually.

- (t) Going concern

The Directors have determined that the Offer funds will assist the Company to undertake the exploration and evaluation activities and to provide the necessary working capital to meet its commitments for a period of at least 24 months from the date of its IPO Prospectus dated 29 October 2021. The Company may also look to complete future equity offerings in order to raise additional capital as the business progresses.

4.2 General Risks

The future prospects of the Company's business may be affected by circumstances and external factors beyond the Company's control. Financial performance of the Company may be affected by a number of business risks that apply to companies generally and may include economic, financial, market or regulatory conditions.

- (a) General Economic Climate

Factors such as inflation, currency fluctuation, interest rates and supply and demand have an impact on operating costs, commodity prices and stock market prices. The Company's future revenues and securities price may be affected by these factors, as well as by fluctuations in the price of commodities, which are beyond the Company's control.

- (b) Changes in Legislation and Government Regulation

Government legislation in Australia or any other relevant jurisdiction, including changes to the taxation system, may affect future earnings and relative attractiveness of investing in the Company. Changes in government policy or statutory changes may affect the Company and the attractiveness of an investment in it.

- (c) Competition for Projects

The Company competes with other companies, including mineral exploration and production companies. Some of these companies have greater financial and other resources than the Company. As a result, such companies may be in a better position to compete for future business opportunities and there can be no assurance that the Company can effectively compete with these companies. In the event that the Company is not able to secure a new project or business opportunity this may

have an adverse effect on the operations of the Company, its possible future profitability and the trading price of its securities, including the Securities offered under this Prospectus.

(d) Commodity Price Volatility and Exchange Rate risk

If the Company achieves success leading to mineral production, the revenue it will derive through the sale exposes the potential income of the Company to commodity price and exchange rate risks. Commodity prices fluctuate and are affected by many factors beyond the control of the Company. Such factors include supply and demand fluctuations for precious and base metals, technological advancements, forward selling activities and other macro-economic factors. Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company are and will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

(e) Market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) introduction of tax changes or other new legislation;
- (iii) interest rates and inflation rates;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

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

(f) COVID-19 risk

The outbreak of the coronavirus disease (**COVID-19**) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Directors are monitoring the situation closely and have

considered the impact of COVID-19 on the Company's business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. If any of these impacts appear material prior to close of the Offer, the Company will notify investors under a supplementary prospectus.

(g) 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 the Securities offered under this Prospectus. Therefore, the Securities offered pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the securities.

5 Additional Information

5.1 Terms and conditions of New Options

The terms and conditions of the Loyalty Options, the Shortfall Options and the Lead Manager Options (together, the New Options) be issued pursuant to the Offers are as follows:

- (a) **(Entitlement):** Each New Option gives the holder the right to subscribe for one Share.
- (b) **(Expiry Date):** The New Options will expire on 30 April 2026 at 5.00pm (WST) **(Expiry Date)**. A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) **(Exercise Price):** Subject to paragraph 5.1(j), the amount payable upon exercise of each New Option is \$0.20 per New Option.
- (d) **(Exercise):** A holder may exercise their New Options by lodging with the Company, before the Expiry Date:
 - (i) a written notice of exercise of New Options specifying the number of New Options being exercised; and
 - (ii) an electronic funds transfer for the Exercise Price for each New Option being exercised;
- (e) **(Exercise Notice):** An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The New Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 1,000 must be exercised on each occasion.
- (f) **(Timing of issue of Shares on exercise):** Subject to the Corporations Act, the Listing Rules and these terms and conditions, within 10 Business Days of receipt of the Exercise Notice accompanied by the appropriate Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of New Options specified in the Exercise Notice.
- (g) **(Transferability):** The New Options are freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws.
- (h) **(Ranking of Shares):** All Shares allotted upon the exercise of New Options will upon allotment be fully paid and rank *pari passu* in all respects with other Shares.
- (i) **(Quotation):** The Company will apply for quotation of the New Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of New Options on ASX within 5 business days after the date of issue of those Shares.
- (j) **(Reconstruction):** In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the New Options will be re-organised as required by the Listing Rules, but in all other respects the terms of exercise will remain unchanged.
- (k) **(Participation rights):** There are no participating rights or entitlements inherent in the New Options and holders will not be entitled to participate in new issues of capital

offered to Shareholders during the currency of the New Options without exercising the New Options.

- (l) **(Amendments):** A New Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the New Option can be exercised.

5.2 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (copies of which are 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 which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) General meeting and notices

Eligible Members (as defined in the Constitution) are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

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

(b) Voting rights

Subject to the Constitution and any rights or restrictions attached to a class of Shares, on a show of hands at a meeting of members, every Eligible Member present has one vote.

Subject to the Constitution and any rights or restrictions attached to a class of Shares, on a poll at a meeting of members, every Eligible Member present has:

- (i) one vote for each fully paid-up Share (whether the issue price of the Share was paid up or credited or both) that the Eligible Member holds; and
- (ii) a fraction of one vote for each partly paid-up Share that the Eligible Member holds. The fraction is equal 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) Issues of further Shares

- (i) Subject to any rights and restrictions attached to a class of Shares, the Company may:
 - i. issue unissued Shares; and
 - ii. grant options over unissued Shares,on any terms, at any time and for any consideration, as the Directors resolve.
- (ii) The powers of the Company under paragraph (c)(i) may only be exercised by the Directors.

(d) **Variation of rights**

Subject to the terms of issue of Shares in a particular class, the Company may:

- (i) vary or cancel rights attached to Shares in that class; or
- (ii) convert Shares from one class to another,

by a special resolution of the Company and:

- (iii) a special resolution passed at a meeting of the members holding Shares in that class; or
- (iv) the written consent of members who are entitled to at least 75% of the votes that may be cast in respect of Shares in that class.

(e) **Transfer of Shares**

Subject to the Constitution, a member may transfer one or more Shares the member holds by a proper ASX Settlement transfer, an instrument of transfer in compliance with this Constitution or any other method permitted by the applicable law.

(f) **Dividends**

Subject to and in accordance with the Corporations Act, the Listing Rules, the rights of any preference Shares 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.

The Directors may determine that a Dividend is payable on Shares and fix:

- (i) the amount of the Dividend;
- (ii) whether the Dividend is franked, the franking percentage and the franking class;
- (iii) the time for determining entitlements to the Dividend;
- (iv) the time for the payment of the Dividend; and
- (v) the method of payment of the Dividend.

The method of payment of a Dividend may include any or all of the payment of cash, the issue of shares, the grant of Company options or other Company securities, the transfer of shares or any other securities in any other body corporate or units in any unit trust or the transfer of any other assets.

Subject to the rights of any preference Shares and to the rights of the holders of any Shares created or raised under any special arrangement as to Dividend, a Dividend as declared 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 determine that Dividends be paid on Shares of one class but not another class and at different rates for different classes of Shares.

The Company is not required to pay any interest on a Dividend.

The Directors may capitalise any profits of the Company and distribute that capital to the members, in the same proportions as the members are entitled to a distribution by Dividend.

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:

- (i) 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
- (ii) 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.

The Directors may establish a dividend reinvestment plan on any terms, under which participants may elect in respect of all or part of their Shares to apply the whole or any part of a Dividend from the Company in subscribing for securities of the Company or a related body corporate of the Company.

(g) Winding up

Subject to any rights or restrictions attached to a class of Shares, on a winding up of the Company, any surplus must be divided among the members in the proportions which the amount paid (including amounts credited) on the Shares of a member is of the total amounts paid and payable (including amounts credited) on the Shares of all members.

Subject to any rights or restrictions attached to a class of Shares, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the members:

- (i) distribute among the members the whole or any part of the property of the Company; and
- (ii) decide how to distribute the property as between the members or different classes of members.

(h) Dividend reinvestment and share plans

- (i) 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:
 - i. 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
 - ii. 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.
- (ii) The Directors may establish a dividend reinvestment plan on any terms, under which participants may elect in respect of all or part of their Shares to apply the whole or any part of a Dividend from the Company in subscribing for securities of the Company or a related body corporate of the Company.

- (iii) Subject to the Listing Rules, the Directors may implement, amend, suspend or terminate a plan established by the Directors.

(i) **Directors**

- (i) A Director may:

- i. hold an office or place of profit (except as auditor) in the Company, on any terms as the Directors resolve;
- ii. hold an office or otherwise be interested in any related body corporate of the Company or other body corporate in which the Company is interested; or
- iii. act, or the Director's firm may act, in any professional capacity for the Company (except as auditor) or any related body corporate of the Company or other body corporate in which the Company is interested,

and retain the benefits of doing so if the Director discloses in accordance with the Corporations Act the interest giving rise to those benefits.

- (ii) If a Director discloses the interest of the Director in accordance with the Corporations Act:

- i. the Director may contract or make an arrangement with the Company, or a related body corporate of the Company or a body corporate in which the Company is interested, in any matter in any capacity;
- ii. the Director may, subject to the Corporations Act, be counted in a quorum for a meeting of Directors considering the contract or arrangement;
- iii. the Director may, subject to the Applicable Law, vote on whether the Company enters into the contract or arrangement, and on any matter that relates to the contract or arrangement;
- iv. the Director may sign on behalf of the Company, or witness the affixing of the common seal of the Company to, any document in respect of the contract or arrangement;
- v. the Director may retain the benefits under the contract or arrangement; and
- vi. the Company cannot avoid the contract or arrangement merely because of the existence of the Director's interest.

- (iii) The Director must give to the Company:

- i. at its registered office; or
- ii. any other place the Company reasonably notifies the Director in writing, the information which the Company is required by the Listing Rules to disclose to ASX in respect of:
- iii. Notifiable Interests of the Director; and

iv. changes to the Notifiable Interests of the Director,

in the form which the Company is required to tell ASX under the Listing Rules.

- (iv) The information referred to in paragraph (iii) above must be given to the Company as soon as reasonably possible after each of the following dates but in any event no later than 3 Business Days after each of the following dates:
 - i. when the Director is appointed as a director of the Company, the date of appointment;
 - ii. when a change in a Notifiable Interest of the Director occurs, the date of the change; and
 - iii. when the Director ceases to be a director of the Company, the date of cessation.
- (v) Each Director authorises the Company to give the information provided by the Director under paragraph (iii) above to ASX on the Director's behalf and as the Director's agent.
- (vi) The Company may enforce after the date a person ceases to be a Director an obligation of that person under paragraph (iii) above in respect of events which occurred on or prior to the date that person ceased to be a Director.

(j) Powers of the Board

- (i) The Company may exercise in any manner permitted by the Corporations Act any power which a public company limited by shares may exercise under the Corporations Act.
- (ii) The business of the Company is managed by or under the direction of the Directors.
- (iii) The Directors may exercise all the powers of the Company except any powers that the Corporations Act or this Constitution requires the Company to exercise in general meeting.

5.3 Dividend Policy

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

5.4 Company is a disclosing entity

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the securities market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit review

or report. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 5.5 below). Copies of all documents announced to the ASX can be found at www.dmcmining.com.au.

5.5 Copies of documents

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

- (a) the financial statements of the Company for the financial year ended 30 June 2021 as released to ASX on 20 December 2021, being the last financial statements for a financial year of the Company were lodged with ASX before the issue of this Prospectus;
- (b) the Company's half yearly report and accounts for the financial half year ended 31 December 2021, as released to ASX on 16 March 2022; and
- (c) the following notices given by the Company to notify ASX of information relating to the Company during the period from the date of lodgement of the financial statements referred to in Section 5.5(a) above until the date of this Prospectus:

Date lodged	Subject of Announcement
21/03/2022	Exploration Program to Test Priority Targets at Fraser Range
16/03/2022	Half Yearly Report and Accounts
10/03/2022	Multiple Ni targets from EM survey at Ravensthorpe
28/01/2022	Quarterly Activities/Appendix 5B Cash Flow Report
12/01/2022	"Exploration Commenced - Ravensthorpe Nickel Project"
05/01/2022	Change of Director's Interest Notice
23/12/2021	Becoming a substantial holder
22/12/2021	Becoming a substantial holder
22/12/2021	Becoming a substantial holder
22/12/2021	Becoming a substantial holder
22/12/2021	Becoming a substantial holder
22/12/2021	Initial Director's Interest Notice
20/12/2021	Pre-Quotation Disclosure

Date lodged	Subject of Announcement
20/12/2021	Top 20 Holders
20/12/2021	Distribution Schedule
20/12/2021	ASX Notice - Admission to Official List
20/12/2021	Securities Trading Policy
20/12/2021	Romany Minerals - accounts 30 June 2020 and 30 June 2021
20/12/2021	Isker Mining - accounts 30 June 2020 and 30 June 2021
20/12/2021	DMM accounts - 30 June 2021
20/12/2021	Constitution
20/12/2021	Prospectus
20/12/2021	Information Form & Checklist Annexure 1 - Mining Entities
20/12/2021	Information Form & Checklist
20/12/2021	Appendix 1A - Application for Admission

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

- (a) this Prospectus;
- (b) the Constitution; and
- (c) the consents referred to in Section 5.14 and the consents provided by the Directors to the issue of this Prospectus.

5.6 Information excluded from continuous disclosure notices

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

5.7 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 Shares under this Prospectus.

5.8 Market price of Shares

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

Lowest: \$0.125 on 25 February 2022, and 24 March 2022.

Highest: \$0.20 on 1 April 2022.

The latest available closing market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with the ASIC was \$0.175 on 20 April 2022.

5.9 Lead Manager Mandate

The Company entered into a mandate agreement appointing CPS Capital Group Pty Ltd to act as lead manager, underwriter and broker to the Company in respect of the Loyalty Options Offer (**Lead Manager Mandate**). Under the Lead Manager Mandate, the Lead Manager will provide services and assistance to the Company in connection with the Loyalty Options Offer and will underwrite the Shortfall Offer up to a maximum of 50% of the Shortfall (if any).

In accordance with the Lead Manager Mandate, the Lead Manager will receive, subject to the successful completion of the Offer:

- (a) 2,400,000 Lead Manager Options exercisable at \$0.20 each on or before 30 April 2026 on the terms and conditions set out in Section 5.1;
- (b) an underwriting fee of 6% (plus GST) of the total gross proceeds of the Loyalty Options Offer, payable in consideration for the Lead Manager agreeing to underwrite the Shortfall Offer up to a maximum of 50% of the Shortfall (if any); and
- (c) a monthly corporate advisory fee of \$5,000 (plus GST) for a minimum term of 12 months.

The Lead Manager Mandate may be terminated by the Lead Manager by 14 days' notice if the Company commits a material breach or any warranty or representation given or made by the Company is not complied with or proves to be untrue in any material respect or with immediate effect if the Company suffers an insolvency event. The Company may terminate the Lead Manager Mandate by 7 days' notice to the Lead Manager, in which event any outstanding expenses will be immediately payable.

The Lead Manager Mandate contains other additional provisions considered standard for a lead manager agreement of this nature.

5.10 Interests of Directors

(a) Information disclosed in this Prospectus

Other than as set out in this Prospectus, no Director (or entity in which they are a partner or director) holds or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:

- (iv) as an inducement to become, or to qualify as, a Director; or
- (v) for services provided in connection with the formation or promotion of the Company, or the Offers.

(b) Security holdings

The relevant interests of each of the Directors in Securities as at the date of this Prospectus, together with their respective Entitlement (assuming no Shares are issued and no Options are converted into Shares), is set out below.

Director	Shares	Options	Entitlement ⁽¹⁾
Bruce Franzen ⁽²⁾	3,000,000	Nil	1,500,000
David Sumich ⁽³⁾	3,000,000	Nil	1,500,000
William Witham ⁽⁴⁾	3,213,333	Nil	1,606,667

Notes:

1. As at the date of this Prospectus, the Directors have indicated that they (or their respective nominees) intend to take up all of their Entitlement under the Loyalty Options Offer.
2. The Shares held by Bruce Franzen as at the date of this Prospectus are as follows:
 - (a) 1,500,000 fully paid ordinary shares held directly by Bruce Franzen; and
 - (b) 1,500,000 fully paid ordinary shares held by Vivienne Franzen, spouse of Bruce Franzen.
3. Securities are held as follows:
 - (a) 750,000 fully paid ordinary shares held directly by David Sumich; and
 - (b) 2,250,000 fully paid ordinary shares held by Tirol Investment Pty Ltd, an entity in which David Sumich is a director and shareholder.
4. Securities are held as follows:
 - (a) 13,333 fully paid ordinary shares held directly by William Witham;
 - (b) 3,100,000 fully paid ordinary shares held by Mr William John Andrew Witham & Ms Katherine Darian Witham Jensen <Acorn Family A/C>; and
 - (c) 100,000 fully paid ordinary shares held by Witby Industrial Minerals Pty Ltd.

(c) Remuneration of Directors

The Constitution of the Company provides that the non-executive directors are entitled to be paid an amount of fees which does not in any year exceeding aggregate the amount last fixed by ordinary resolution. The aggregate amount fixed is \$300,000. This aggregate amount is to be allocated among the non-executive directors equally, having regard to the proportion of the relevant year for which each director held office, or as otherwise decided by the Board. The amount may also be provided in a manner the Board decides, which may include provision of non-cash benefits, in which case, the Board must also decide the manner in which the value of those benefits is to be calculated.

The Constitution also provides that:

- (i) the Directors shall be entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors; and
- (ii) if any of the Directors being willing are called upon to perform extra services or make any special exertions on behalf of the Company or its business, the

Directors may remunerate this Director in accordance with such services or exertions, and this remuneration may be either in addition to or in substitution for his or her share in the fee-pool described above.

The remuneration of executive directors is to be fixed by the Board.

The table below sets out the remuneration provided to the Directors of the Company and their associated companies from incorporation on 22 December 2021 to 31 March 2022, inclusive of directors fees, consultancy fees, superannuation benefits and share-based payments.

Director	FY ended 2022 (\$)
Bruce Franzen ⁽¹⁾	93,166.98
David Sumich ⁽²⁾	94,851.60
William Witham ⁽³⁾	11,095.91

Notes:

1. Mr Franzen's remuneration paid includes non-executive directors fees, additional consulting fees for commercial, business development, and operational tasks, and pre IPO services fees pursuant to a consulting agreement with Zen Magnolia Pty Ltd, as set out at section 11.4 of the IPO Prospectus. Mr Franzen also received fees for Company secretarial and financial accounting services pursuant to a consulting agreement with Zen Magnolia Pty Ltd, as set out at section 11.6 of the IPO Prospectus.
2. Mr Sumich's remuneration paid includes executive chairman consulting fees and IPO facilitation services fee pursuant to a consulting agreement with Tirol Investments Pty Ltd, as set out at section 11.3 of the IPO Prospectus.
3. Mr Witham's remuneration paid includes non-executive directors fees pursuant to a consulting agreement with Antler Holdings Pty Ltd, as set out at section 11.5 of the IPO Prospectus.

5.11 Related party transactions

Except as disclosed in this Prospectus, there are no related party transactions involved in the Offers.

The Company's policy in respect of related party arrangements is:

- (a) a Director with a material personal interest in a matter is required to give notice to the other Directors before such a matter is considered by the Board; and
- (b) for the Board to consider such a matter, the Director who has a material personal interest is not present while the matter is being considered at the meeting, unless it is resolved by the Board of Directors that the Director can be present at the meeting but does not vote on the matter.

5.12 Interests of other persons

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

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Loyalty Options offered under this Prospectus or property acquired or proposed to be acquired by the

Company in connection with its formation or promotion or the Loyalty Options offered under this Prospectus; or

- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Loyalty Options offered under this Prospectus.

Automic Pty Ltd has been appointed to conduct the Company's share registry functions and to provide administrative services in respect to the processing of Applications received pursuant to this Prospectus, and will be paid for these services on standard industry terms and conditions.

Gilbert + Tobin has acted as solicitors to the Company in relation to the Offer. The Company will pay approximately \$8,000 (plus GST) to Gilbert + Tobin for these services. Gilbert + Tobin has not provided other professional services to the Company during the last two years.

CPS Capital Group Pty Ltd has acted as lead manager and underwriter in relation to the Offers. The consideration payable to the Lead Manager in relation to these services is set out above in Section 5.9. During the 24 months preceding lodgement of this Prospectus with the ASIC, CPS Capital Group Pty Ltd has been paid fees totalling \$326,000 (excluding GST and disbursements) for corporate advisory and capital raising services provided to the Company.

5.13 Expenses of Offers

The estimated expenses of the Offers are as follows:

Estimated expenses of the Offers		\$
ASIC lodgement fee		3,206
ASX quotation fee		14,601
Lead Manager and Underwriter fees ⁽¹⁾		253,690
Legal fees		8,000
Share Registry expenses		7,245
Printing, mailing and other expenses		6,258
Total		293,000

Notes:

1. These fees are comprised of cash costs estimated at \$6,953 (plus GST) and 2,400,000 Lead Manager Options with an estimated valuation of \$246,737 using the Black Scholes option valuation methodology. This estimation assumes that the entitlement Offer is fully subscribed.
2. The Lead Manager Mandate referred to in Section 5.9 also contains a monthly corporate advisory fee of \$5,000 (plus GST) for a minimum term of 12 months. This cost does not form part of expenses of the Offers.

5.14 Consents

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

Each of the parties referred to in this Section:

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

Each of the following has consented to being named in the Prospectus in the capacity as noted below and has not withdrawn such consent prior to the lodgement of this Prospectus with the ASIC:

- (a) Automic Pty Ltd as the Share Registry to the Company;
- (b) CPS Capital Group Pty Ltd as Lead Manager and Underwriter to the Offers; and
- (c) Gilbert + Tobin as solicitors to the Company in relation to the Offers.

6 Directors' Statement and Consent

This Prospectus is authorised by each of the Directors of the Company. This Prospectus is signed for and on behalf of Company by:



David Sumich
Executive Chairman
Dated: 22 April 2022

7 Definitions

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

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time.

Applicant means a person who submits an Entitlement and Acceptance Form or a Shortfall Application Form, as the context requires.

Application means a valid application for New Options made on an Entitlement and Acceptance Form or a Shortfall Application Form, as the context requires.

Application Monies means application monies for Loyalty Options received by the Company.

ASIC means Australian Securities and Investments Commission.

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

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

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

Board means the Directors meeting as a board.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Subregistry System.

Company means DMC Mining Limited (ACN 648 372 516).

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

Corporations Act means *Corporations Act 2001* (Cth), as amended.

Directors mean the directors of the Company as at the date of this Prospectus.

Eligible Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is in Australia or New Zealand, or subject to the offer restrictions in Section, a jurisdiction where it would be lawful to participate in the Offers.

Entitlement means the number of Loyalty Options for which an Eligible Shareholder is entitled to subscribe under the Loyalty Options Offer, being one Loyalty Option for every two Shares held on the Record Date.

Entitlement and Acceptance Form means the entitlement and acceptance form provided by the Company with a copy of this Prospectus that describes the

entitlement of Eligible Shareholders to subscribe for Loyalty Options pursuant to the Loyalty Options Offer.

Exercise Notice means a written notice of exercise of New Options in the form made available by the Company or the Share Registry.

Exercise Price means \$0.20 per Loyalty Option.

IPO means the Company's Initial Public Offer which was completed on 20 December 2021.

IPO Prospectus means the Company's prospectus dated 29 October 2021 in respect to the initial public offering to acquire Shares.

Ineligible Foreign Shareholder means a person registered as the holder of Shares on the Record Date whose registered address is not in Australia or subject to the offer restrictions in Section 1.13, a jurisdiction where it would be lawful to participate in the Offers.

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

Lead Manager Offer means the offer under this Prospectus for the Lead Manager to subscribe for the Lead Manager Options.

Lead Manager Options means the 2,400,000 options to acquire newly issued Shares to be granted to the Lead Manager in accordance with the terms and conditions set out in this Prospectus.

Listing Rules means the listing rules of ASX.

Loyalty Option means an option to acquire a newly issued Share in accordance with the terms and conditions set out in this Prospectus.

Loyalty Options Offer means an offer under this Prospectus to subscribe for Loyalty Options on the basis of one Loyalty Option for every two Shares held on the Record Date.

New Options means the Loyalty Options, the Shortfall Options and the Lead Manager Options.

Offer Closing Date has the meaning given to it in Section 1.4.

Offers means the Loyalty Options Offer, the Lead Manager Offer and the Shortfall Offer.

Official List means the official list of ASX.

Official Quotation means quotation of Securities on the Official List.

Option means an option, giving the holder the right, but not an obligation, to acquire a Share at a predetermined price and at a specified time in the future.

Projects means refer to Tenements and Mineral Tenement Licence Schedule as at 31 March 2022.

Prospectus means this prospectus dated 22 April 2022.

Record Date means 5:00pm (WST) on the date identified in the proposed timetable.

Section means a section of this Prospectus.

Securities mean any securities, including Shares, Options or Performance Rights, issued or granted by the Company from time to time.

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

Share Registry means Automic Pty Ltd.

Shareholder or Member means a holder of Shares.

Shortfall means any Entitlement not taken up pursuant to the Loyalty Options Offer.

Shortfall Application Form has the meaning given in Section 1.2.

Shortfall Offer means the offer of Loyalty Options under this Prospectus which are not subscribed for by Eligible Shareholders under the Loyalty Options Offer.

Shortfall Options means Loyalty Options offered under the Shortfall Offer.

Tenements means exploration licences E28/2813, E28/2829, E28/2815, E28/2883, E28/2816, E28/2831, E63/1918, E28/2814, E28/2830, E69/3592 and E74/669.

WST means Australian Western Standard Time.

Holder Number:

Shares held as at the Record Date at
5.00 pm (WST) Friday, 6 May 2022

ENTITLEMENT AND ACCEPTANCE FORM

OFFER CLOSES 5.00 PM (WST) FRIDAY, 20 MAY 2022 (WHICH MAY CHANGE WITHOUT NOTICE)

On Friday, 22 April 2022 the Company announced a non-renounceable pro-rata issue of up to 23,175,000 quoted Loyalty Options on the basis of One Loyalty Option for every Two Shares held on the Record Date at an issue price of \$0.005 to raise up to approximately \$115,875 before costs (**Loyalty Options Offer**). The amount payable upon exercise of each Loyalty Option is \$0.20 per Option (**Exercise Price**). The Loyalty Options will expire on or before 30 April 2026 at 5.00pm (WST) (**Expiry Date**).

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three (3) months following the Offer Closing Date (or such shorter period as determined by the Directors). All Shortfall Options shall be issued on the same terms as the Loyalty Options being offered under the Loyalty Options Offer (including the issue price).

The Loyalty Options Prospectus dated 22 April 2022 contains information about the Loyalty Options Offer and you should carefully read the Loyalty Options Prospectus before applying for Loyalty Options. This Entitlement and Acceptance Form should be read in conjunction with the Loyalty Options Prospectus. If you do not understand the information provided in the Loyalty Options Prospectus or you are in doubt as to how you should deal with it, you should seek professional advice. Other than as defined in this Entitlement and Acceptance form, capitalised terms have the same meaning as defined in the Loyalty Options Prospectus.

1 ACCEPTANCE OF ENTITLEMENT OR PART THEREOF

	Payment Amount A\$ (\$0.005 per Loyalty Option)	Number of Loyalty Options Applied
Full Entitlement		
Partial Entitlement	<input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

2 APPLICATION FOR SHORTFALL OPTIONS

As an Eligible Shareholder, you are invited to apply for Shortfall Options, providing you have taken up your full Entitlement.

	Payment Amount A\$ (\$0.005 per Shortfall Option)	Number of Shortfall Options Applied
Shortfall Application	<input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

No fractional Options will be issued. Where the determination of the entitlement of any Eligible Shareholder results in a fraction of an Option, such fraction will be rounded down to the nearest whole Option.

3 MAKE YOUR PAYMENT BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this form if you have made payment via BPAY® or EFT.

Total Payment A\$	<input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/>
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Option A – BPAY®



Biller Code:

Ref No:

Contact your financial institution to make your payment from your cheque or savings account.

Note: You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® reference number or unique reference number will process your payment for your application for Loyalty Options electronically.

Option B – Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is:

Funds are to be deposited in AUD currency directly to following bank account:

Account name:
Account BSB:
Account number:
Swift Code:

IMPORTANT: You must quote your unique reference number as your payment reference/ description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and Loyalty Options subsequently not issued.

4 Elect to receive email communication

Return to Automic Group by email to corporate.actions@automicgroup.com.au

Telephone Number

()

Contact Name (PLEASE PRINT)

Please insert your email address if you wish to elect to be an e-Shareholder, and you consent to receiving communications from the Share Registry

INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the Entitlement Offer is optional and is offered exclusively to all Shareholders who are registered as holders of fully paid ordinary shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Shareholders**).

ACCEPTANCE OF OFFER

By making a BPAY® or EFT payment:

- you represent and warrant that you have read and understood the Loyalty Options Prospectus and that you acknowledge the matters, and make the warranties and representations contained therein and in this Entitlement and Acceptance Form;
- you provide authorisation to be registered as the holder of Shares acquired by you and agree to be bound by the Constitution of the Company.

1 Acceptance of Full or Partial Entitlement for Loyalty Options

If you wish to accept your full entitlement:

- make payment by BPAY® or EFT for your full entitlement by following the instructions on this Entitlement and Acceptance Form.

If you only wish to accept part of your entitlement:

- calculate the payment amount for the portion of your entitlement that you wish to take up in accordance with the partial entitlement section of this Entitlement and Acceptance Form; and
- make payment by BPAY® or EFT for that portion of your entitlement by following the instructions on this Entitlement and Acceptance Form.

2 Applying for Shortfall Loyalty Options

If you accept your full entitlement and wish to apply for Shortfall Loyalty Options in excess of your entitlement:

- make payment by BPAY® or EFT of the total payment amount for your full entitlement AND your participation in the Shortfall Offer by following the instructions on this Entitlement and Acceptance Form.

Your application for Shortfall Loyalty Options may not be successful (wholly or partially). The decision in relation to the number of Shortfall Loyalty Options in excess of your entitlement to be allocated to you will be final. No interest will be paid on any application monies received and returned.

3 Payment

By making a payment via BPAY or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by Automic Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (WST) on Friday, 20 May 2022.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 2. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer "EFT". Multiple acceptances must be paid separately. Please use your unique reference on this Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (AEST) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such Loyalty Options for which you have paid.

3 Contact Details - Elect to receive email communication

As a valued shareholder in DMC Mining Limited, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 5:00pm (AEST).