

# LOYAL METALS LTD

## ACN 644 564 241

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## CLEANSING PROSPECTUS

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For the offer of up to 1,000 Shares at an issue price of \$0.27 per Share to raise up to \$270 (before expenses) (**Cleansing Offer**).

This Prospectus also contains offers of:

- (a) 9,000,000 Shares and 5,000,000 Performance Shares (**Consideration Securities**) to the HCG Shareholders pursuant to the Acquisition (**Consideration Offer**);
- (b) 222,223 Shares to Directors who participated in the Placement (**Placement Offer**);
- (c) 2,000,000 Options to the Lead Manager for lead manager services under the Placement (**Lead Manager Offer**); and
- (d) 12,500,000 Performance Rights and 1,000,000 Options to the Directors (and/or their nominees) (**Director Offer**),

(together, the **Additional Offers**).

### IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Securities offered by this Prospectus should be considered as highly speculative.

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## IMPORTANT NOTICE

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This Prospectus is dated 25 September 2025 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, 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 this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

### No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

### Forward-looking statements

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.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important

factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does 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.

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

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5.

### Applicants outside Australia

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

### Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities. This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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

Please refer to Section 6.2 for further details.

### Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at [www.loyalmetals.com](http://www.loyalmetals.com). If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 6245 2490 during office hours or by emailing the Company at [info@loyalmetals.com](mailto:info@loyalmetals.com).

The Company reserves the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered.

#### **Company Website**

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

#### **Financial forecasts**

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

#### **Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship**

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

#### **Photographs and Diagrams**

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

#### **Definitions and Time**

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

All references to time in this Prospectus are references to Australian Western Standard Time.

#### **Privacy statement**

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your Application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including 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.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Application for Securities, the Company may not be able to accept or process your Application.

#### **Enquiries**

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 8 6245 2490.

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## CORPORATE DIRECTORY

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### Directors

Peretz Schapiro  
*Executive Chairman*

Adam Ritchie  
*Managing Director*

David Blair Way  
*Non-Executive Director*

### Company Secretary

Ian Pamensky

### Registered Office

Unit 5  
10 Johnston Street  
PEPPERMINT GROVE WA 6011

Telephone: + 61 8 6245 2490  
Facsimile: +61 8 9322 4130  
Email: [info@loyalmetals.com](mailto:info@loyalmetals.com)  
Website: [www.loyalmetals.com](http://www.loyalmetals.com)

### Auditor\*

BDO Audit Pty Ltd  
Level 18  
727 Collins Street  
MELBOURNE VIC 3008

### Share Registry\*

Automatic Registry Services  
Level 2  
267 St Georges Terrace  
PERTH WA 6000

Telephone: 1300 288 664  
Facsimile: +61 2 9698 5414

### Legal Advisers

Steinepreis Paganin  
Level 14, QV1 Building  
250 St Georges Terrace  
PERTH WA 6000

These entities are included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

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## 1. IMPORTANT INFORMATION

### 1.1 Indicative Timetable

| ACTION                                                                                                   | DATE              |
|----------------------------------------------------------------------------------------------------------|-------------------|
| General Meeting                                                                                          | 25 September 2025 |
| Lodgement of Prospectus with the ASIC and ASX                                                            | 25 September 2025 |
| Opening Date of Offers                                                                                   | 26 September 2025 |
| Closing Date of Offers                                                                                   | 26 September 2025 |
| Expected date of quotation of Shares under the Cleansing Offer, Consideration Offer and Placement Offer* | 29 September 2025 |

\* These dates are indicative only and may change without notice. The Directors reserve the right to extend the Closing Date at any time after the Opening Date without notice.

### 1.2 Background to the Consideration Offer

On 2 July 2025, the Company announced that it had entered into a binding agreement (**Agreement**) with Highway Copper Gold (ACN 685 155 506) (**Highway Copper Gold**) and the Shareholders of Highway Copper Gold (**HCG Shareholders**), pursuant to which the HCG Shareholders have agreed to sell, and the Company has agreed to acquire 100% of the fully paid ordinary shares in the capital of Highway Copper Gold (**Acquisition**).

In consideration for the Acquisition, the Company agreed to issue the HCG Shareholders (or their nominee(s)) 9,000,000 Shares and 5,000,000 Performance Shares (together, the **Consideration Securities**) on a pro-rata basis based on their shareholding in Highway Copper Gold.

The Company obtained Shareholder approval to issue the Consideration Securities at the general meeting held on 25 September 2025 (**General Meeting**).

For further details regarding the Acquisition and the Consideration Securities, please refer to the Notice of Meeting the subject of the General Meeting, announced by the Company on 20 August 2025.

### 1.3 Background to the Placement Offer

As announced on 4 August 2025, the Company received firm commitments from professional and sophisticated investors to raise approximately \$2,040,000 (before costs) through a placement of 11,333,334 Shares at an issue price of \$0.18 per Share (**Placement**).

The Placement consists of two tranches, being:

- (a) **Tranche 1:** 11,111,111 Shares issued to unrelated Placement participants pursuant to the Company's ASX Listing Rule 7.1 placement capacity; and
- (b) **Tranche 2:** 222,223 Shares issued to Directors, Mr Adam Ritchie and Mr Peretz Schapiro.

On 8 August 2025, the Company completed the issue of 11,111,111 Shares under Tranche 1 of the Placement.

The Company obtained Shareholder approval at the General Meeting to issue 222,223 Shares under Tranche 2.

### 1.4 Background to the Lead Manager Offer

The Company engaged the services of Canaccord Genuity (Australia) Limited (**Canaccord**) to act as lead manager to the Placement pursuant to an agreement dated 30 July 2025 (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, the Company agreed to pay Canaccord the following fees in consideration for lead manager services:

- (a) a selling and management fee of 5% of the proceeds raised under the Placement; and
- (b) the issue of 2,000,000 Options, exercisable at \$0.30 each on or before the date that is three (3) years from the date of issue.

The Company obtained Shareholder approval at the General Meeting to issue the Options to the Lead Manager.

### **1.5 Background to the Director Offer**

As announced by the Company on 21 July 2025, to better align the interests of the Directors with the performance of the Company's recently acquired projects under the Acquisition, the Company proposed to cancel 5,500,000 Performance Rights previously issued to Directors in relation to the Company's North American lithium assets, and subject to shareholder approval at the General Meeting, issue new securities to the Directors as set out below:

- (a) 9,000,000 Performance Rights to Adam Ritchie;
- (b) 2,500,000 Performance Rights to Peretz Schapiro; and
- (c) 1,000,000 Performance Rights and 1,000,000 Options, exercisable at \$0.30 each on or before the date which is three (3) years from the date of issue, to Blair Way,

(together, the **Director Securities**).

The Company obtained Shareholder approval at the General Meeting to issue the Director Securities.

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## **2. DETAILS OF THE OFFERS**

### **2.1 The Cleansing Offer**

Pursuant to this Prospectus, the Company invites investors identified by the Directors to apply for up to 1,000 Shares at an issue price of \$0.27 per Share, to raise up to \$270 (before expenses).

The Offers will only be extended and Application Forms will only be provided to specific parties on invitation from the Directors.

All of the Shares offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4 for further information regarding the rights and liabilities attaching to the Shares.

### **2.2 Additional Offers**

This Prospectus also includes:

- (a) the Consideration Offer, being an offer of 9,000,000 Shares and 5,000,000 Performance Shares to the HCG Shareholders (or their nominee(s)) on a pro-rata basis based on their shareholding in Highway Copper Gold;
- (b) the Placement Offer, being an offer of 222,223 Shares issued to Directors, Mr Adam Ritchie and Peretz Schapiro;
- (c) the Lead Manager Offer, being an offer of 2,000,000 Options to the Lead Manager; and
- (d) the Director Offer, being an offer of 12,500,000 Performance Rights and 1,000,000 Options to the Directors (or their nominees),

(together, the **Additional Offers**).

The Additional Offers will only be extended to the specific parties noted above, on invitation from the Directors. Application Forms will only be provided by the Company to these parties.

A summary of the terms and conditions of the Securities the subject of the Additional Offers is set out in Section 4 of this Prospectus.

### **2.3 Objectives**

#### **2.3.1 Cleansing Offer**

The Company is not currently able to issue a cleansing notice under section 708A(5) of the Corporations Act due to its Shares having been suspended from trading on ASX for more than 5 trading days within the last 12 months.

Accordingly, the primary purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act or Shares issued on conversion of Options or Performance Rights prior to the Closing Date (including prior to the date of this Prospectus), in particular, the Securities set out in Section 1.2.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
  - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
  - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offer of securities that have been made

under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and

- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

### **2.3.2 Additional Offers**

The Additional Offers are being made such that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

### **2.4 Application for Securities**

Applications for Securities must be made by investors at the direction of the Company and must be made using the relevant Application Form accompanying this Prospectus.

Payment for the Shares the subject of the Cleansing Offer must be made in full at the issue price of \$0.27 per Share.

The Securities under the Additional Offers (other than the Shares issued under the Placement Offer) will be issued for nil cash consideration upon a valid Application Form being received by the Company from the relevant parties, as specified in Section 2.2 above.

Completed Application Forms and accompanying electronic payment must be mailed or delivered to the address set out on the Application Form by no later than **5:00pm (WST) on the Closing Date of the Offers**.

### **2.5 Minimum subscription**

There is no minimum subscription to the Offers.

### **2.6 Oversubscriptions**

No oversubscriptions will be accepted by the Company.

### **2.7 Underwriting**

The Offers are not underwritten.

### **2.8 Issue of Securities under the Offers**

The issue of Securities under the Offers will be in accordance with the ASX Listing Rules and will take place as soon as practicable after the Closing Date. Application moneys (for those Securities being issued for consideration) will be held in a separate subscription account until the Securities are issued. This account will be established and kept by the Company in trust for each Applicant. Any interest earned on the application moneys will be for the benefit of the Company and will be retained by the Company irrespective of whether any Securities are issued and each Applicant waives the right to claim any interest.

The Directors will determine the recipients of all the Securities. The Directors reserve the right to reject any application or to allocate any Applicant fewer Securities than the number applied for. Where the number of Securities issued is less than the number applied for, the surplus moneys will be returned by cheque as soon as practicable after the Closing Date. Where no issue of Securities is made, the amount tendered on application will be returned in full by cheque as soon as practicable after the Closing Date. Interest will not be paid on monies refunded.

The Company's decision on the number of Securities to be allocated to an Applicant will be final.

Holding statements for Securities issued under this Prospectus will be mailed as soon as practicable after the issue of the Securities.

### **2.9 ASX listing**

Application for Official Quotation of the Shares offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant Official

Quotation of the Shares offered pursuant to this Prospectus before the expiration of three months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue any Shares and will repay all Application monies for the Shares within the time prescribed under the Corporations Act, without interest.

The fact that ASX may grant Official Quotation to the Shares is not to be taken in any way as an indication of the merits of the Company or the Shares now offered for subscription.

## **2.10 Applicants outside Australia**

The distribution of this Prospectus outside Australia 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 constitutes a violation of those laws.

The Offers do not, and are not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such offers or to issue this Prospectus.

Residents of countries outside Australia should consult their professional advisers as to whether any government or other consents are required, or whether any formalities need to be observed should they wish to make an Application to take up Securities on the basis of this Prospectus. The return of a duly completed Application Form will be taken to constitute a representation and warranty that there has been no breach of such laws and that all approvals and consents have been obtained.

### 3. PURPOSE AND EFFECT OF THE OFFERS

#### 3.1 Purpose of the Offers

The purpose of the Offers is set out in Section 2.3 above.

All of the funds raised under the Cleansing Offer will be applied towards the expenses of the Offers. Refer to Section 6.8 of this Prospectus for further details relating to the estimated expenses of the Offers.

#### 3.2 Effect of the Offers on capital structure

The effect of the Offers on the capital structure of the Company is set out below.

##### Shares<sup>1</sup>

|                                                             | NUMBER             |
|-------------------------------------------------------------|--------------------|
| Shares currently on issue                                   | 130,744,174        |
| Issue of Shares under the Consideration Offer               | 9,000,000          |
| Issue of Shares under the Placement Offer                   | 222,223            |
| Shares offered under the Cleansing Offer                    | 1,000              |
| <b>Total Shares on issue after completion of the Offers</b> | <b>139,967,397</b> |

##### Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 4 of this Prospectus.

##### Options

|                                                              | NUMBER                  |
|--------------------------------------------------------------|-------------------------|
| Options currently on issue                                   | 13,099,999 <sup>1</sup> |
| Options to be issued under the Director Offer                | 1,000,000               |
| Options to be issued under the Lead Manager Offer            | 2,000,000               |
| <b>Total Options on issue after completion of the Offers</b> | <b>16,099,999</b>       |

##### Notes:

1. Comprising:
  - (a) 1,200,000 Options exercisable at \$0.75 on or before 2 February 2027;
  - (b) 3,499,999 Options exercisable at \$0.50 on or before 31 May 2026;
  - (c) 2,000,000 Options exercisable at \$0.60 on or before 16 January 2026;
  - (d) 2,000,000 Options exercisable at \$0.60 on or before 31 March 2026;
  - (e) 4,000,000 Options exercisable at \$0.60 on or before 28 March 2026; and
  - (f) 400,000 Options expiring at \$0.75 on or before 8 August 2026.

##### Performance Rights

|                                                                         | NUMBER            |
|-------------------------------------------------------------------------|-------------------|
| Performance Rights currently on issue <sup>1</sup>                      | 100,000           |
| Performance Rights to be issued under the Director Offer                | 12,500,000        |
| <b>Total Performance Rights on issue after completion of the Offers</b> | <b>12,600,000</b> |

##### Notes:

1. A total of 6,650,000 Performance Rights were cancelled prior to lodgement of this Prospectus, including 1,250,000 held by Peretz Schapiro, 4,250,000 held by Adam Ritchie and 1,150,000 held by other key management personnel.

### Performance Shares

|                                                                         | NUMBER           |
|-------------------------------------------------------------------------|------------------|
| Performance Shares currently on issue                                   | Nil              |
| Performance Shares to be issued under the Consideration Offer           | 5,000,000        |
| <b>Total Performance Shares on issue after completion of the Offers</b> | <b>5,000,000</b> |

### 3.3 Financial effect of the Offers

After expenses of the Offers of approximately \$13,310, there will be no proceeds from the Offers. The expenses of the Offers (exceeding \$270) will be met from the Company's existing cash reserves.

As such, the Offers will have an effect on the Company's financial position, being receipt of funds of \$270 pursuant to the Offers less costs of making the Offers of approximately \$13,040.

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## **4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES**

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

The following is a summary of the more significant rights and liabilities attaching to Shares being offered pursuant to this Prospectus. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

#### **(a) General meetings**

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company. The Company's constitution permits the use of technology at general meetings of shareholders (including wholly virtual meetings) to the extent permitted under the Corporations Act, Listing Rules and applicable law.

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

#### **(b) Voting rights**

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

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

#### **(c) Dividend rights**

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

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

Subject to the ASX Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law

be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

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

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

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

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

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of Shares contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

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

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of Constitution**

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

## **4.2 Options**

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each Option will be \$0.30 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AWST) on the date that is three years from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

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

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under section (g)(i) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **No Quotation of Options**

The Company will not apply to ASX for quotation of the Options.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(k) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(l) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(m) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

### 4.3 **Performance Rights**

Set out below are the terms and conditions of the Class A – I Performance Rights to be issued to Directors under the Director Offer:

(a) **Entitlement:** Each Performance Right entitles the holder to subscribe for one Share upon conversion of the Performance Right.

(b) **Consideration:** The Performance Rights will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Rights into Shares.

(c) **Milestones:**

(i) **Class A Performance Rights:** Shall vest upon the Company delineating a JORC compliant Inferred Mineral Resource of at least 1.0mt at a minimum grade of at least 2% Copper equivalent at the Highway Reward Project;

(ii) **Class B Performance Rights:** Shall vest upon the Company delineating a JORC compliant Indicated Resource or Measured Resource with at least 100,000t of contained Copper metal equivalent at the Highway Reward Project;

(iii) **Class C Performance Rights:** Shall vest upon the Company announcing to the ASX a positive Pre-Feasibility Study for the recommencement (or commencement) of the Highway Reward Project operations;

(iv) **Class D Performance Rights:** Shall vest upon the Company announcing to the ASX the entry into a financing and offtake agreement (or any similar or alternate arrangements);

(v) **Class E Performance Rights:** Shall vest upon the Company announcing to the ASX that commercial mining recommences (or commenced) at the Highway Reward Project;

(vi) **Class F Performance Rights:** The date on which a new employment contract (**Contract**) between Adam Ritchie and the Company is executed;

(vii) **Class G Performance Rights:** On the date that is 6 months from the date of execution of the Contract;

(viii) **Class H Performance Rights:** On the date that is 12 months from the date of execution of the Contract; and

- (ix) **Class I Performance Rights:** On the date that is 18 months from the date of execution of the Contract,

each, a **Milestone**.

- (d) **Expiry:** The Performance Rights, whether vested or unvested, will otherwise expire at 5:00 pm (AWST) as follows:

| CLASS    | EXPIRY DATE                                                                                                                                                                                                                  |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> | The date which is 60 months from the date of completion ( <b>Completion</b> ) under the option agreement between Highway Copper Gold and Thalanga Copper Mines (ACN 004 797 335) and BML Holdings Pty Ltd (ACN 009 021 827). |
| <b>B</b> | The date which is 60 months from the date of Completion.                                                                                                                                                                     |
| <b>C</b> | The date which is 60 months from the date of Completion.                                                                                                                                                                     |
| <b>D</b> | The date which is 60 months from the date of Completion.                                                                                                                                                                     |
| <b>E</b> | The date which is 60 months from the date of Completion.                                                                                                                                                                     |
| <b>F</b> | The date which is 60 months from the date of the Contract.                                                                                                                                                                   |
| <b>G</b> | The date which is 60 months from the date of the Contract.                                                                                                                                                                   |
| <b>H</b> | The date which is 60 months from the date of the Contract.                                                                                                                                                                   |
| <b>I</b> | The date which is 60 months from the date of the Contract.                                                                                                                                                                   |

- (e) **Notice of Vesting:** The Company shall notify the holder in writing when the relevant Milestone has been satisfied.
- (f) **Quotation of Performance Rights:** The Performance Rights will not be quoted on ASX.
- (g) **Conversion:** Upon vesting, each Performance Right will, at the election of the holder, convert into one Share.
- (h) **Timing of issue of Shares on conversion:** Within five Business Days of conversion of the Performance Rights, the Company will:
- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Rights converted;
  - (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors;
  - (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Performance Rights; and
  - (iv) If a notice delivered under paragraph (e) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.
- (i) **Shares issued on exercise:** Shares issued on exercise of the Performance Rights rank equally with the then issued shares of the Company.

- (j) **Change of Control:** Subject to paragraph 16, upon:
- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and;
  - (ii) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
  - (iii) having been declared unconditional by the bidder; or
  - (iv) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,
- then, to the extent Performance Rights have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Rights will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.
- (k) **Participation in new issues:** There are no participation rights or entitlements inherent in the Performance Rights and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights without converting the Performance Rights.
- (l) **Adjustment for bonus issue of shares:** If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment the number of Shares or other securities which must be issued on the conversion of a Performance Right will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Right before the record date for the bonus issue.
- (m) **Reorganisation:** If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
- (n) **Dividend and voting rights:** The Performance Rights do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- (o) **Transferability:** The Performance Rights are not transferable.
- (p) **Deferral of conversion if resulting in a prohibited acquisition of shares:** If the conversion of a Performance Right under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Right shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Right would result in a contravention of the General Prohibition:
- (i) holders may give written notification to the Company if they consider that the conversion of a Performance Right may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition; and
  - (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (n)(i) within 7 days if the Company considers that the conversion of a Performance Right may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Right will not result in any person being in contravention of the General Prohibition.

- (q) **No rights to return of capital:** A Performance Right does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (r) **Rights on winding up:** A Performance Right does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (s) **ASX Listing Rule Compliance:** The Board reserves the right to amend any term of the Performance Rights to ensure compliance with the ASX Listing Rules.
- (t) **No other rights:** A Performance Right gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

#### 4.4 Performance Shares

- (a) **Entitlement:** Each Performance Share is a share in the capital of the Company and confers on the holder a right to:
  - (i) subscribe for one Share upon exercise of the Performance Share;
  - (ii) receive notices of general meetings and financial reports and accounts of the Company that are circulated to the Company's shareholders; and
  - (iii) attend general meetings of the Company's shareholders.
- (b) **Consideration:** The Performance Shares will be issued for nil consideration and no consideration will be payable upon the conversion of the Performance Shares into Shares.
- (c) **Milestones:** The Performance Shares shall vest and be convertible into Shares upon satisfaction of the following milestones:

| CLASS    | MILESTONE                                                                                                                                                                                                                              |
|----------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>A</b> | 1,000,000 Performance Shares will convert into Shares upon the Company delineating a JORC compliant Inferred Mineral Resource of at least 1.0mt at a minimum grade of at least >2% copper equivalent at the Highway Reward Project.    |
| <b>B</b> | 1,000,000 Performance Shares will convert into Shares upon the Company delineating a JORC compliant Indicated Resource or Measured Resource with at least 100,000t of contained copper metal equivalent at the Highway Reward Project. |
| <b>C</b> | 1,000,000 Performance Shares will convert into Shares upon the Company announcing to the ASX a positive Pre-Feasibility Study for the recommencement (or commencement) of the Highway Reward Project operations.                       |
| <b>D</b> | 1,000,000 Performance Shares will convert into Shares upon the Company announcing to the ASX the entry into a financing and offtake agreement (or similar or alternate arrangements).                                                  |
| <b>E</b> | 1,000,000 Performance Shares will convert into Shares upon the Company announcing to the ASX that commercial mining recommences (or commenced) at the Highway Reward Project.                                                          |

- (d) **Expiry Date:** The Performance Shares, whether vested or unvested, will otherwise expire at 5:00 pm (AWST) as follows:

| CLASS    | EXPIRY DATE                                                                                               |
|----------|-----------------------------------------------------------------------------------------------------------|
| <b>A</b> | The date which is 60 months from the date of completion ( <b>Completion</b> ) under the Option Agreement. |
| <b>B</b> | The date which is 60 months from the date of Completion.                                                  |
| <b>C</b> | The date which is 60 months from the date of Completion.                                                  |

| CLASS | EXPIRY DATE                                              |
|-------|----------------------------------------------------------|
| D     | The date which is 60 months from the date of Completion. |
| E     | The date which is 60 months from the date of Completion. |

**(Expiry Date).**

If the relevant Milestone attached to the Performance Share has not been achieved by the Expiry Date, all Performance Shares in that class will be cancelled after the Expiry Date.

- (e) **Notice of vesting:** The Company shall notify the holder in writing when the relevant Milestone has been satisfied.

- (f) **Quotation of Performance Shares:** The Performance Shares will not be quoted on ASX.

**Conversion:** Upon vesting, each Performance Share will, at the election of the holder, convert into one Share and the Company shall notify the holder on conversion.

- (g) **Timing of issue of Shares:** Within five Business Days of conversion of the Performance Shares, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Performance Shares converted;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the conversion of the Performance Shares.

If a notice delivered under 8(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

The Company will issue the holder with a new holding statement for Shares as soon as practicable following the conversion of Performance Shares into Shares.

- (h) **Shares issued on exercise:** Shares issued on exercise of the Performance Shares rank equally with the then issued shares of the Company.

- (i) **Change of Control:**

- (i) a bona fide takeover bid under Chapter 6 of the Corporations Act having been made in respect of the Company and;
- (ii) having received acceptances for not less than 50.1% of the Company's Shares on issue; and
- (iii) having been declared unconditional by the bidder; or
- (iv) a court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies,

then, to the extent Performance Shares have not converted into Shares due to satisfaction of the relevant Vesting Conditions, Performance Shares will accelerate vesting conditions and will automatically convert into Shares on a one-for-one basis.

- (j) **Participation in new issues:** There are no participation rights or entitlements inherent in the Performance Shares and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Shares without converting the Performance Shares.
- (k) **Adjustment for bonus issue of Shares:** If the Company makes a bonus issue of Shares or other securities to the Company's existing shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares or other securities which must be issued on the conversion of a Performance Share will be increased by the number of Shares or other securities which the holder would have received if the holder had converted the Performance Share before the record date for the bonus issue.
- (l) **Reorganisation:** If at any time the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder will be changed in a manner consistent with the applicable ASX Listing Rules and the Corporations Act at the time of reorganisation.
- (m) **Dividend and voting rights:** The Performance Shares do not confer on the holder an entitlement to vote (except as otherwise required by law) or receive dividends.
- (n) **Transferability:** The Performance Shares are not transferable.
- (o) **Deferral of conversion if resulting in a prohibited acquisition of Shares:** If the conversion of a Performance Share under paragraphs 7 or 10 would result in any person being in contravention of section 606(1) of the Corporations Act (General Prohibition) then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition:
  - (i) holders may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition; and
  - (ii) the Company may (but is not obliged to) by written notice to a holder request a holder to provide the written notice referred to in paragraph (n)(i) within 7 days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
- (p) **No rights to return to capital:** A Performance Share does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (q) **Rights on winding up:** A Performance Share does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (r) **ASX Listing Rule compliance:** The Board reserves the right to amend any term of the Performance Shares to ensure compliance with the ASX Listing Rules.
- (s) **No other rights:** A Performance Share gives the holder no rights other than those expressly provided by these terms and conditions and those provided at law where such rights at law cannot be excluded by these terms.

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## 5. RISK FACTORS

### 5.1 Introduction

The Shares offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors to consider the risk factors set out in this Section 5, together with information contained in this Prospectus.

The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

### 5.2 Company specific

| RISK CATERGORY                                          | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>General risks associated with operating overseas</b> | <p>The Company conducts and has interests in operations in Australia and Canada. Consequently, the Company will be subject to the risks associated with operating in such countries. Such risks can include economic, social or political instability or change, hyperinflation, currency non-convertibility or instability and changes of law affecting foreign ownership, government participation, taxation, working conditions, rates of exchange, exchange control, exploration licensing, export duties, repatriation of income or return of capital, environmental protection, mine safety, labour relations as well as government control over mineral properties or government regulations.</p> <p>Changes to mining or investment policies and legislation or a shift in political attitude may adversely affect the Company's operations and profitability.</p>                                                                                                                                                                                                                        |
| <b>Future capital requirements</b>                      | <p>The Company believes its available cash should be adequate to fund its exploration and corporate activities and other Company objectives in the short-to medium-term.</p> <p>However, in order to successfully explore and develop its projects, the Company may require additional financing in the future. Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the then market price or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.</p> <p>Although the Directors believe that additional capital can be obtained as and when required, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its activities and this could have a material adverse effect on the Company.</p> |

| RISK CATERGORY        | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|-----------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Going Concern</b>  | <p>The Company's financial report for the full year ended 31 December 2024 (<b>Financial Report</b>) includes a note on the financial condition of the Company and the possible existence of a material uncertainty about the Company's ability to continue as a going concern.</p> <p>Notwithstanding the 'going concern' qualification included in the annual report, the Directors believe that the Company will have sufficient funds to adequately meet the Company's current exploration commitments and short-term working capital requirements. However, it is highly likely that further funding will be required to meet the medium to long-term working capital costs of the Company.</p> <p>In the event that the Company is unable to secure further funding, there is uncertainty as to whether the Company can continue as a going concern which is likely to have a material adverse effect on the Company's activities.</p>     |
| <b>Tenure</b>         | <p>Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements are subject to the applicable mining acts and regulations in Australia and Canada and the discretion of the relevant mining authority. Renewal conditions may include increased expenditure and work commitments or compulsory relinquishment of areas of the tenements. 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>Tenements in which the Company has an interest are subject to the relevant conditions applying in each jurisdiction. Failure to comply with these conditions may render the tenements liable for forfeiture.</p>                                                                                                                                                         |
| <b>Sovereign risk</b> | <p>Overseas jurisdictions are subject to differing legal and political systems, when compared with the systems in place in Australia.</p> <p>Possible risks include, without limitation, changes in the terms of mining legislation, changes to royalty arrangements, changes to taxation rates and concessions and changes in the ability to enforce legal rights. Any of these factors may, in the future, adversely affect the financial performance of the Company and the market price of its Shares.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>First Nations</b>  | <p>In relation to the Company's projects in Canada, there may be areas over which First Nations land claims exist at present or in the future. The impact of any such claim on the Company's Canadian projects cannot be foreseen with any degree of certainty and no assurance can be given that a broad recognition of First Nations rights in the areas in which Canadian Projects are located would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with and seek the approval of holders of First Nations interests in order to facilitate exploration and development work on the Company's mineral properties. It cannot be assured that the Company will be able to establish practical working relationships with the First Nations in the area which would allow it to ultimately develop the Company's Canadian projects.</p> |

| <b>RISK CATERGORY</b>                     | <b>RISK</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Royalties</b>                          | <p>The Company is required to pay royalties on some or all minerals derived from its projects.</p> <p>There is a risk that the royalties will have an impact on the economics of progressing any proposed mining operations. However, the Company has no control over the incurrence of these costs and is unable to predict the magnitude of such costs.</p>                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Exploration and operating costs</b>    | <p>The proposed exploration expenditure of the Company is based on certain assumptions with respect to the method and timing of exploration and feasibility work. 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.</p>                                                                                                                                                                                                                                                |
| <b>Unforeseen expenses</b>                | <p>The Company is not aware of any expenses that may need to be incurred that have not been taken into account. However, if such unforeseen expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Potential acquisitions</b>             | <p>As part of its business strategy, the Company may make acquisitions of, or significant investments in, other resource projects. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of resource projects.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| <b>Contractual risks</b>                  | <p>The ability of the Company to achieve its objectives will depend on the performance by the counterparties to any agreements that the Company may enter into. If any counterparty defaults in the performance of their obligations, it may be necessary for the Company to approach a court to seek a legal remedy. Legal action can be costly.</p> <p>Furthermore, certain contracts to which the Company is a party are governed by laws of jurisdictions outside Australia, namely Canada. There is a risk that the Company may not be able to seek the legal redress that it could expect under Australian law and generally there can be no guarantee that a legal remedy will ultimately be granted on the appropriate terms.</p> |
| <b>Health, safety and the environment</b> | <p>The conduct of business in the resources sector involves a variety of risks to the health and safety of personnel and to the environment. If it is conceivable that an incident may occur which might negatively impact on the Company's business.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>International operations</b>           | <p>International sales and operations are subject to a number of risks, including:</p> <ul style="list-style-type: none"> <li>(a) potential difficulties in enforcing agreements (including joint venture agreements) and collecting receivables through foreign local systems;</li> <li>(b) potential difficulties in protecting intellectual property;</li> <li>(c) increases in costs for transportation and shipping; and</li> </ul>                                                                                                                                                                                                                                                                                                  |

| RISK CATERGORY                   | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
|----------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                  | <p>(d) restrictive governmental actions, such as imposition of trade quotas, tariffs and other taxes.</p> <p>(e) These factors (or others) could materially and adversely affect the Company's business, results of operations and financial condition.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |
| <b>Commodity prices</b>          | Increases in commodity prices may encourage increases in exploration, development and construction activities, which can result in increased demand for, and cost of, exploration, development and construction services and equipment. Increased demand for services and equipment could cause exploration and project costs to increase materially, resulting in delays if services cannot be obtained in a timely manner due to inadequate availability, and could increase potential scheduling difficulties and costs due to the need to co-ordinate the availability of services or equipment, any of which could materially increase project exploration, development or construction costs or result in project delays or both. Any such material increase in costs would adversely affect the Company's financial condition. |
| <b>Risk of adverse publicity</b> | A decrease in commodity prices may render mineral properties uneconomic or may result in material reductions in the value of exploration, development or developed mineral properties.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

### 5.3 Industry specific

| RISK CATERGORY                          | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
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| <b>Exploration and evaluation risks</b> | <p>The Company's tenements are at various stages of exploration, and potential investors should understand that mineral exploration and development are high-risk undertakings. There can be no assurance that exploration of these tenements, or any other tenements that may be acquired in the future, will result in the development 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 permitting conditions, seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, changing government regulations and many other factors beyond the control of the Company.</p> <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 tenements and obtaining all required approvals for its activities and so doing in a timely manner considering constraints associated with the presence of special management areas, the absence of existing or suitable physical access or seasonal road closures. In the event that exploration programs prove to be unsuccessful this could lead to a diminution in the value of the tenements and possible relinquishment or sale of the tenements.</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</p> |

| RISK CATEGORY                                           | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
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|                                                         | <p>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>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |
| <p><b>Ability to exploit successful discoveries</b></p> | <p>It may not always be possible for the Company to exploit successful discoveries which may be made in areas in which the Company has an interest. Such exploration would involve obtaining the necessary licences or clearances from the relevant authorities that may require conditions to be satisfied and/or the exercise of discretions by such authorities. It may or may not be possible for such conditions to be satisfied. Further, the decision to proceed to further exploration may require participation of other companies whose interests and objectives may not be the same as the Company's.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <p><b>Development risks and costs</b></p>               | <p>Possible future development of mining operations at any of the Company's projects is dependent on a number of factors and avoiding various risks including, but not limited to, failure to acquire and/or delineate economically recoverable ore bodies, unfavourable geological conditions, failing to receive the necessary approvals from all relevant authorities and parties, failure to withstand legal challenges to Federal and state agency permit approvals, unseasonal weather patterns, excessive seasonal weather patterns, fire, flooding, unanticipated challenges related to background conditions or area soil or water quality, access and utilities, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, unexpected shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, risk of access to the required level of funding and contracting risk from third parties providing essential services.</p> <p>If the Company commences production on one of its projects, its operations may be disrupted by a variety of risks and hazards which are beyond the control of the Company. No assurance can be given that the Company will achieve commercial viability through the development of any of its projects.</p> <p>The risks associated with the development of a mine will be considered in full should any of the Company's projects reach that stage and will be managed with ongoing consideration of stakeholder interests..</p> |
| <p><b>Operating risks</b></p>                           | <p>There can be no assurance that the Company's intended goals will lead to successful exploration, mining and/or production operations. Further, no assurance can be given that the Company will be able to initiate or sustain minerals production, or that future operations will achieve commercial viability.</p> <p>When additional exploration is undertaken and if a JORC compliant resource or reserve is not defined, then it may have a negative impact on the Company.</p> <p>Future operations of the Company may be affected by various factors including:</p> <p>(a) geological and hydrogeological conditions;</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          |

| RISK CATERGORY       | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|----------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                      | <p>(b) limitations on activities due to seasonal weather patterns and monsoon activity;</p> <p>(c) delays associated with the obtaining of permits and approvals to undertake exploration activity including allowing ground disturbing activity associated with operations in Canada;</p> <p>(d) unanticipated operational and technical difficulties encountered in survey, drilling and production activities;</p> <p>(e) electrical and/or mechanical failure of operating plant and equipment, industrial and environmental accidents, industrial disputes and other force majeure events;</p> <p>(f) equipment failure, fires, spills or industrial and environmental accidents;</p> <p>(g) unavailability of aircraft or equipment to undertake airborne surveys and other geological and geophysical investigations;</p> <p>(h) risk that exploration, appraisal, development, plant or operating costs prove to be greater than expected or that the proposed timing of exploration, development or production may not be achieved;</p> <p>(i) failure to achieve exploration success;</p> <p>(j) the supply and cost of skilled labour;</p> <p>(k) unexpected shortages or increases in the costs of consumables, diesel fuel, spare parts, plant and equipment; and</p> <p>(l) prevention and restriction of access by reason of political unrest, outbreak of hostilities and inability to obtain consents or approvals.</p> <p>No assurances can be given that the Company's operations will achieve commercial viability through successful exploration and/or mining.</p> |
| <b>Environmental</b> | <p>The proposed activities of the Company are subject to the laws and regulations of Australia and Canada concerning the environment. As with most exploration projects, the Company's activities are expected to have an impact on the environment, particularly during advanced exploration and future mining activities. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.</p> <p>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, development and production. The occurrence of any such safety or environmental incident could delay production or increase costs. Events such as unpredictable rainfall or bushfires may impact on the Company's ongoing compliance with environmental laws, 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</p>                                                                                                                                                                                                                                                                                                                                                                                                        |

| RISK CATERGORY                        | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |
|---------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                       | <p>previous operations or non-compliance with environmental laws or regulations.</p> <p>The disposal of mining and process waste and mine water discharge and air emissions discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous, which could delay the Company's activities and make its operations more expensive.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| <b>Occupational Health and Safety</b> | <p>The exploration and mining industry is subject to increasing occupational health and safety responsibility and liability. The Company may become liable for past and current conduct which violates such laws and regulations, which may be amended by the relevant authorities.</p> <p>Penalties for breaching health and safety laws can be significant and victims of workplace accidents may also commence civil proceedings against the Company. These events may not be insured, or may be uninsurable.</p> <p>Changes to health and safety laws and regulations may also increase compliance costs for the Company, which would negatively impact the financial results of the Company.</p>                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Government regulation</b>          | <p>The mining, processing, development and mineral exploration activities of the Company are subject to various Federal and state laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use authorisations, water use protection of water quality, sensitive, threatened and endangered species and cultural resources and other matters. Although the Company's activities are and will be currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new statutes, regulations, executive orders, agency directives or policies or judicial decisions will not be adopted or that existing statutes, regulations or policies will not be applied in a manner which could limit exploration efforts or preclude or curtail future development or production. Amendments to current laws and regulations governing exploration and operations or more stringent implementation thereof could have a substantial adverse impact on the Company's ability to further delineate and develop the resource.</p> |
| <b>Inherent mining risks</b>          | <p>The Company's business operations are subject to risks and hazards inherent in the mining industry. The exploration for and the development of mineral deposits involves significant risks, including environmental hazards; industrial accidents; metallurgical and other processing problems; unusual or unexpected rock formations; structure cave-in or slides; flooding; fires and interruption due to inclement or hazardous weather conditions. These risks could result in damage to, or destruction of, mineral properties, production facilities or other properties, personal injury or death, environmental damage, delays in mining, increased production costs, monetary losses and possible legal liability.</p> <p>Whether income will result from projects undergoing exploration and development programs depends on the successful establishment of mining operations. Factors including costs, actual mineralisation, consistency and reliability of ore grades and commodity prices affect successful project development.</p>                                                                                            |

| RISK CATERGORY             | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
|----------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Exchange rate risks</b> | The Company operates in multiple currencies and exchanges rates are constantly fluctuating. International prices of various commodities as well as the exploration expenditure of the Company are denominated in Canadian dollars, whereas the Company will rely principally on funds raised and accounted for in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the Canadian dollar and the Australian dollar as determined in international markets.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |
| <b>Climate risk</b>        | <p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <ul style="list-style-type: none"> <li>(a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to air quality emissions and/or climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavor to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences;</li> <li>(b) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates; and</li> <li>(c) climate change has been a key factor in increasing the risk and extent of wildfires. Wildfire risk depends on a number of factors, including temperature, soil moisture, and the presence of trees, shrubs, and other potential fuel. In addition to damaging properties, wildfire can also cut off access to utilities, emergency services, impact evacuation routes, and may impact the overall economic well-being of an area. Wildfires, can also impact access to the affected areas and delay planned exploration programs.</li> </ul> |

#### 5.4 General risks

| RISK CATERGORY  | RISK                                                                                                                                                                                                                                                                                             |
|-----------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Economic</b> | General economic conditions, introduction of tax reform, new legislation, movements in interest rates, inflation and currency exchange rates may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities. |

| <b>RISK CATEGORY</b>                            | <b>RISK</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|-------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Reliance on key management personnel</b>     | The responsibility of overseeing the day-to-day operations and the strategic management of the Company and its controlled entities depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these senior management, key personnel or employees cease their involvement or employment with the Company or its controlled entities.                                                                                                                                                                                                                                                                                                                         |
| <b>Market risk and interest rate volatility</b> | From time to time, the Company may borrow money and accordingly will be subject to interest rates which may be fixed or floating. A change in interest rates would be expected to result in a change in the interest rate to the Company and, hence, may affect its profit.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
| <b>Competition risk</b>                         | The industry in which the Company will be involved is subject to global competition. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's Projects and business. The potential also exists for the nature and extent of the competition to change rapidly, which may cause loss to the Company.                                                                                                                                                                                                    |
| <b>Market risk</b>                              | <p>There are general risks associated with an investment and the share market. The price of the Company's securities on ASX may rise and fall depending on a range of factors beyond the Company's control and which are unrelated to the Company's financial performance. These factors may include movements on international stock markets, interest rates and exchange rates, together with domestic and international economic conditions, inflation rates, investor perceptions, changes in government policy, commodity supply and demand, government taxation and royalties, war, global hostilities and acts of terrorism.</p> <p>Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p> |
| <b>Liquidity risk</b>                           | There is no guarantee that there will be an ongoing liquid market for the Company's securities. Accordingly, there is a risk that, should the market for the securities become illiquid, Shareholders will be unable to realise their investment in the Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| <b>Insurance and uninsured risks</b>            | The Company, where economically feasible, may insure its operations in accordance with industry practice. However, even if insurance is taken out, 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.                                                                                                                                                               |
| <b>Infectious disease pandemic</b>              | Infectious disease pandemics such as the coronavirus, whilst opening up various new opportunities for the deployment of the Company's technology, have the potential to interrupt the Company's operations, impair deployment of its products                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

| RISK CATERGORY                                                 | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
|----------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                                                                | to customers and prevent suppliers or distributors from honouring their contractual obligations. Such pandemics could also cause hospitalisation or death of the Company's existing and potential customers and staff.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| <b>Force majeure</b>                                           | 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, pandemics or quarantine restrictions.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        |
| <b>Investment speculative</b>                                  | <p>The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the new Shares offered under this Prospectus.</p> <p>Therefore, the new Shares to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those new Shares.</p> <p>Potential investors should consider that an investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for new Shares pursuant to this Prospectus.</p>                                                                                                                |
| <b>Economic conditions and other global or national issues</b> | <p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p> |
| <b>Cyber risks and security breaches</b>                       | The Company stores data in its own systems and networks and also with a variety of third-party service providers. A malicious attack on the Company's systems, processes or people, from external or internal sources, could put the integrity and privacy of customers' data and business systems at risk. It could prevent customers from using the products for a period of time, put its users' premises at risk and could also lead to unauthorised disclosure of data.                                                                                                                                                                                                                                                                                                                                                                                                                                |
| <b>Global Conflicts</b>                                        | The current evolving conflict between Ukraine and Russia and Israel and Palestine ( <b>Ukraine and Gaza Conflicts</b> ) is impacting global economic markets. The nature and extent of the effect of the Ukraine and Gaza Conflicts 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 the Ukraine and Gaza Conflicts.                                                                                                                                                                                                                                                                                                                                                                                                                                                                |

| RISK CATERGORY | RISK                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |
|----------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
|                | <p>The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Ukraine and Gaza Conflicts, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant countries may adversely impact the Company's operations and are likely to be beyond the control of the Company.</p> <p>The Company is monitoring the situation closely and considers the impact of the Ukraine and Gaza Conflicts on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain.</p> |

## 5.5 Speculative Investment

The risk factors described above, and other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Shares offered under this Prospectus will provide any return on capital, payment of dividends or increases in the market value of those Shares.

Before deciding whether to subscribe for Shares under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

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## **6. ADDITIONAL INFORMATION**

### **6.1 Litigation**

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

### **6.2 Continuous disclosure obligations**

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

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

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

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

| DATE              | DESCRIPTION OF ANNOUNCEMENT                            |
|-------------------|--------------------------------------------------------|
| 25 September 2025 | Notification of cessation of securities – LLM          |
| 25 September 2025 | Results of Meeting                                     |
| 23 September 2025 | Investor Presentation                                  |
| 23 September 2025 | Loyal Verifies Remnant Copper-Gold at Highway Reward   |
| 12 September 2025 | Half Year Accounts - 30 June 2025                      |
| 22 August 2025    | Clarification of dates for Desert Minerals Limited IPO |
| 22 August 2025    | Lodgement of Prospectus for Desert Minerals            |
| 20 August 2025    | Proposed issue of securities - LLM                     |
| 20 August 2025    | Notice of Extraordinary General Meeting/Proxy Form     |
| 12 August 2025    | AI Accelerates Drilling at Highway Reward Copper-Gold  |
| 8 August 2025     | Application for quotation of securities - LLM          |

| DATE          | DESCRIPTION OF ANNOUNCEMENT                                  |
|---------------|--------------------------------------------------------------|
| 7 August 2025 | Proposed issue of securities - LLM                           |
| 7 August 2025 | Cleansing Prospectus                                         |
| 4 August 2025 | Proposed issue of securities - LLM                           |
| 4 August 2025 | Loyal Raises \$2M in Strongly Supported, Targeted Placement  |
| 31 July 2025  | Trading Halt                                                 |
| 31 July 2025  | Quarterly Activities/Appendix 5B Cash Flow Report            |
| 29 July 2025  | High-Res Geophysics Survey for Highway Reward Copper Gold    |
| 25 July 2025  | Change of Director's Interest Notice - AR and PS             |
| 25 July 2025  | Application for quotation of securities - LLM                |
| 25 July 2025  | Vesting of Performance Rights                                |
| 22 July 2025  | Investor Presentation - Noosa Mining Investor Conference     |
| 22 July 2025  | Change of Director's Interest Notice - AR                    |
| 22 July 2025  | Notification of cessation of securities - LLM                |
| 21 July 2025  | Loyal and Dr. Simon Beams to Unlock Highway Reward Potential |
| 14 July 2025  | Release of securities from ESCROW                            |
| 9 July 2025   | Application for quotation of securities - LLM                |
| 9 July 2025   | Release of securities from ESCROW                            |
| 3 July 2025   | Change of Director's Interest Notice - Peretz Schapiro       |
| 2 July 2025   | Proposed issue of securities - LLM                           |
| 2 July 2025   | Reinstatement to Quotation                                   |
| 2 July 2025   | Response to ASX Price Query                                  |
| 2 July 2025   | Loyal Metals to Acquire the Highway Reward Copper-Gold Mine  |
| 2 June 2025   | Continuation of Suspension from Quotation                    |
| 2 June 2025   | Change of Company Name and ASX Code                          |
| 30 May 2025   | Amended Constitution                                         |
| 30 May 2025   | Results of Meeting                                           |
| 29 May 2025   | Suspension from Quotation                                    |
| 27 May 2025   | Trading Halt                                                 |
| 27 May 2025   | Pause in Trading                                             |
| 6 May 2025    | Notification of cessation of securities - LLI                |
| 30 Apr 2025   | Notice of Annual General Meeting/Proxy Form                  |
| 30 Apr 2025   | Quarterly Activities/Appendix 5B Cash Flow Report            |
| 28 Mar 2025   | Appendix 4G and Corporate Governance Statement               |
| 28 March 2025 | Annual Report to shareholders.                               |

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

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

### 6.3 Market price of Shares

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX.

The highest, lowest and last 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 most recent dates of those sales were:

|         | PRICE  | DATE                       |
|---------|--------|----------------------------|
| Highest | \$0.31 | 9 September 2025           |
| Lowest  | \$0.13 | 25 June 2025 – 1 July 2025 |
| Last    | \$0.29 | 24 September 2025          |

### 6.4 Details of substantial Shareholders

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

| SHAREHOLDER                                                                                                                                       | SHARES     | %      |
|---------------------------------------------------------------------------------------------------------------------------------------------------|------------|--------|
| Youssa Pty Ltd                                                                                                                                    | 14,220,000 | 10.88% |
| Patriot Battery Metals Inc                                                                                                                        | 8,000,000  | 6.12%  |
| Hale Court Holdings Pty Ltd, Ikigai Strategic Investments Pty Ltd <Ikigai Investment A/C> & Evans Leap Holdings Pty Ltd <Evans Leap Holdings A/C> | 9,500,000  | 7.27%  |

In the event the Offer is fully subscribed there will be no change to the substantial holders on completion of the Offer.

### 6.5 Directors' interests

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

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

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:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
  - (i) the formation or promotion of the Company; or
  - (ii) the Offer.

## Security holdings

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus is set out in the table below.

| DIRECTOR          | SHARES                 | OPTIONS | PERFORMANCE RIGHTS |
|-------------------|------------------------|---------|--------------------|
| Peretz Schapiro   | 641,000 <sup>1</sup>   | Nil     | Nil <sup>3</sup>   |
| Adam Ritchie      | 2,263,473 <sup>2</sup> | Nil     | Nil <sup>3</sup>   |
| David (Blair) Way | Nil                    | Nil     | Nil                |

### Notes:

Comprising:

- 391,000 Shares held via Breakout Star Holdings Pty Ltd and 250,000 Shares held via Sapphires Holdings Pty Ltd <Sapphires Holdings Family Trust>; and
- 1,513,473 Shares held via Vector Concepts Pty Ltd (ACN 121 652 266) and 750,000 Shares held via Adam Caine Ritchie <Cayman Investments Trust>, an entity of which Mr Adam Ritchie is a director.
- A total of 6,650,000 performance rights were cancelled prior to lodgement of this Prospectus, including 1,250,000 held by Peretz Schapiro and 4,250,000 held by Adam Ritchie.

## Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$200,000 per annum.

A Director may be paid fees or other amounts (ie non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total annual remuneration paid to both executive and non-executive Directors as disclosed in the Company's Annual Report for the financial years ended 31 December 2023 and 31 December 2024 and proposed annual remuneration for the financial year ending 31 December 2025.

| DIRECTOR          | FY ENDED 31 DECEMBER 2025 (PROPOSED) | FY ENDED 31 DECEMBER 2024 | FY ENDING 31 DECEMBER 2023 |
|-------------------|--------------------------------------|---------------------------|----------------------------|
| Adam Ritchie      | \$350,000 <sup>1</sup>               | \$768,659 <sup>2</sup>    | \$642,499 <sup>3</sup>     |
| Peretz Schapiro   | \$60,000 <sup>4</sup>                | \$291,526 <sup>5</sup>    | \$256,629 <sup>6</sup>     |
| David (Blair) Way | \$42,000 <sup>7</sup>                | Nil <sup>8</sup>          | Nil <sup>9</sup>           |

### Notes:

- These figures exclude share-based payments.
- Comprising Directors' fees/salary of \$316,742, a superannuation payment of \$35,633 and share based payments of \$416,284.
- Comprising Directors' fee/salary of \$316,742, a superannuation payment of \$34,050 and share based payments of \$291,707.
- Comprising Directors' fee/salary and superannuation.
- Comprising Directors' fee/salary of \$155,000 and share based payments of \$136,026.
- Comprising Directors' fee/salary of \$199,125 and share based payments of \$57,504;
- Comprising Directors' fee/salary and superannuation;

8. Appointed 6 January 2025; and
9. Appointed 6 January 2025.

## **6.6 Interests of experts and advisers**

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

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

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

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

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

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

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services. During the 24 months preceding lodgement of this Prospectus with the ASIC, Steinepreis Paganin has been paid fees totalling \$159,098.50 (excluding GST and disbursements) for legal services provided to the Company.

## **6.7 Consents**

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Shares), the Directors, the persons named in the Prospectus with their consent as proposed directors, any underwriters, 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;
- (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; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus.

## 6.8 Expenses of the Offer

The total expenses of the Offer are estimated to be approximately \$13,310 (excluding GST) and are expected to be applied towards the items set out in the table below:

| EXPENSE                                        | (\$)          |
|------------------------------------------------|---------------|
| ASIC fees                                      | 3,206         |
| ASX fees                                       | 4             |
| Legal fees                                     | 10,000        |
| Miscellaneous, printing and other distribution | 100           |
| <b>Total</b>                                   | <b>13,310</b> |

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**7. DIRECTORS' AUTHORISATION**

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

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## 8. GLOSSARY

**\$** means the lawful currency of the Commonwealth of Australia.

**Acquisition** has the meaning given in Section 1.2.

**Additional Offers** has the meaning given on the cover page of this Prospectus and Section 2.2.

**Agreement** has the meaning given in Section 1.2.

**Applicant** means an investor who applies for Securities pursuant to the Offers.

**Application** means an application for Securities made on an Application Form.

**Application Form** means an application form either attached to or accompanying this Prospectus.

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

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

**ASX Listing Rules** means the listing rules of the ASX.

**ASX Settlement Operating Rules** means the settlement rules of the securities clearing house which operates CHESS.

**Board** means the board of Directors unless the context indicates otherwise.

**Canaccord** has the meaning given in Section 1.4.

**Closing Date** means the date specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

**Company** means Loyal Metals Ltd (ACN 644 564 241).

**Consideration Securities** has the meaning given in Section 1.2.

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

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

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

**Director Securities** has the meaning given in Section 1.5.

**Financial Report** has the meaning given in Section 5.2.

**General Meeting** has the meaning given in Section 1.2.

**HCG Shareholders** has the meaning given in Section 1.2.

**Highway Copper Gold** has the meaning given in Section 1.2.

**Lead Manager Mandate** has the meaning given in Section 1.4.

**Offers** has the meaning given on the cover page of this Prospectus.

**Official Quotation** means official quotation on ASX.

**Opening Date** means the date specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

**Option** means an option to acquire a Share.

**Performance Right** means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share.

**Placement** has the meaning given in Section 1.3.

**Prospectus** means this prospectus.

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

**Securities** means Shares, Options, Performance Rights and/or Performance Shares as the context requires.

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

**Shareholder** means a holder of a Share.

**WST** means Western Standard Time as observed in Perth, Western Australia.