

MinRex Resources Limited

(ACN 151 185 867)

Prospectus

For a pro-rata non-renounceable entitlement issue of one (1) New Option for every four (4) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.001 per New Option to raise up to approximately \$271,217 (based on the number of Shares on issue as at the date of this Prospectus) (**Loyalty Option Offer**).

The New Options offered under this Prospectus are each exercisable at \$0.02 and expire on 20 January 2030.

IMPORTANT NOTICE

This is an important document that should be read in its entirety. Please read the instructions in this document and on the applicable Entitlement and Acceptance Form regarding acceptance of the Loyalty Option Offer carefully. If you do not understand this document or you have any questions about the New Options being offered under this Prospectus you should consult your professional adviser without delay.

The New Options offered by this Prospectus should be considered highly speculative.

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IMPORTANT INFORMATION

General

The Prospectus is dated 20 January 2025 and a copy of this Prospectus was lodged with ASIC on that date. ASIC and ASX do not take any responsibility for the contents of this Prospectus or the merits of the investment to which the Prospectus relates.

No New Options will be issued pursuant to this Prospectus later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus). No exposure period applies to this Prospectus by operation of ASIC Corporations (Exposure Period) Instrument 2016/74.

Applications for New Options under the Offer will only be accepted on an original Entitlement and Acceptance Form sent with a copy of this Prospectus by the Company to Eligible Shareholders. The Corporations Act prohibits any person from passing on to another person an Entitlement and Acceptance Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

This Prospectus is a transaction specific prospectus for an offer of New Options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus 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.

Electronic Prospectus

In addition to issuing the Prospectus in printed form, a read-only version of the Prospectus is also available on the Company's website at www.minrex.com.au. Applications cannot be made online. Any person accessing the electronic version of this Prospectus for the purpose of making an investment in the Company must be an Australian resident and must only access the Prospectus from within Australia. The Corporations Act prohibits any person passing onto another person an Entitlement and Acceptance Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered electronic version of this Prospectus.

Risk factors

Before deciding to invest in the Company, potential investors should read the entire Prospectus. In considering the prospects for the Company, potential investors should consider the assumptions underlying the prospective financial information and the risk factors that could affect the performance of the Company. Potential investors should carefully consider these factors in light of personal circumstances (including financial and taxation issues) and seek professional advice from a stockbroker, accountant or other independent financial adviser before deciding to invest.

Forward-looking statements

This Prospectus may contain 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, Directors and management.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this prospectus, except where required by law.

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, including the risk factors set summarised in this Prospectus.

Publicly available information

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into this Prospectus and do not constitute part of the Offer. 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. 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 in New Options or the Company.

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.

Offer restrictions

The Offer does not, and is 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 an offer or to issue this Prospectus. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of New Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and New Options will not be issued to Shareholders with a registered address which is outside Australia or New Zealand, unless otherwise determined by the Company. Please refer to Section 2.10 for further details on overseas shareholders.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of New Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website www.minrex.com.au. By making an application under the Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

Interpretation

A number of terms and abbreviations used in this Prospectus have defined meanings which are set out in Section 8.

All references in this Prospectus to \$, AUD or dollars are references to Australian currency, unless otherwise stated.

All references to time in this Prospectus relate to the time in Perth, Western Australia.

CORPORATE DIRECTORY

Directors

Mr Ian Shackleton – Non-Executive Director
Mr Glenn Whiddon – Non-Executive Director
Mr James Pearce – Non-Executive Director

Company Secretary

Mr Johnathon Busing

Registered Office

Level 2, 7 Havelock Street
West Perth WA 6005
Telephone: + 61 8 6311 2818
Email: info@minrex.com.au

Website

www.minrex.com.au

ASX Code

MRR

Share Registry*

Automic Group
Level 5, 191 St Georges Terrace
Perth WA 6000

Phone: 1300 288 664 (within Australia)
Phone: +62 2 9698 5414 (outside Australia)
Fax: +61 8 9321 2337
Email: hello@automic.com.au
Web: www.automic.com.au

Auditor*

BDO Audit Pty Ltd
Level 9, Mia Yellagonga Tower 2
5 Spring Street
Perth WA 6000

*This entity has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus. Its name is included for information purposes only.

1. KEY OFFER INFORMATION

1.1. Timetable

The timetable for the Offer is as follows:

Event	Date
Announcement of Offer Lodgement of Prospectus with ASIC and ASX Lodgement of Appendix 3B with ASX	Monday, 20 January 2025
Ex date	Wednesday, 22 January 2025
Record Date for the Offer	Thursday, 23 January 2025 at 5:00pm AWST
Prospectus despatched to Eligible Shareholders Company announces the despatch has been completed Opening date of the Offer	Wednesday, 29 January 2025
Last day to extend the Closing Date for the Offer	Tuesday, 4 February 2025
Closing date for the Offer (Closing Date) ¹	Friday, 7 February 2025 at 5:00pm AWST
Securities quoted on a deferred settlement basis	Monday, 10 February 2025
Announcement of results of Offer	Friday, 14 February 2025
Issue date for the New Options taken up under the Offer and lodge an Appendix 2A with ASX applying for quotation of New Options	Friday, 14 February 2025
Quotation of New Options issued under the Offer ²	Monday, 17 February 2025
Last date for Shortfall Offer close ³	No later than 3 months after the Closing Date
Notes: 1. The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the New Options are expected to commence trading on ASX may vary. 2. Quotation of the New Options is subject to the Company being able to satisfy ASX of the quotation requirements set out in Chapter 2 of the Listing Rules. 3. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to close the Shortfall Offer early without notice.	

1.2. Summary of the Offer

A summary of the key statistics of the Offer, assuming all Entitlements are accepted and no Shares are issued prior to the Record Date, are set out below.

Offer price per New Option under Offer	\$0.001
Entitlement Ratio (based on existing Shares)	1:4
Shares currently on issue	1,084,867,503
New Options to be issued under Loyalty Option Offer	271,216,875
Gross proceeds of the Loyalty Option Offer	\$271,217

The New Options offered under this Prospectus are each exercisable at \$0.02 and expire on 20 January 2030 (refer to Section 4.1 for further details). The Company intends to apply for Official Quotation of the New Options offered under the Offer (refer to Section 2.6 for further details).

1.3. Risk factors

Potential investors should be aware that subscribing for New Options in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 5 of the Prospectus. These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the New Options in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for New Options pursuant to this Prospectus.

1.4. Directors interest in Securities

The relevant interest of each of the Directors in the securities of the Company as at the date of this Prospectus, together with their respective Entitlement, is set out in the table below:

Director	Shares	Options	Performance Rights	New Option Entitlements	\$
Ian Shackleton ¹	4,900,000	-	22,000,000 ²	1,225,000	\$1,225
Glenn Whiddon ³	25,000,000	-	8,000,000 ⁴	6,250,000	\$6,250
James Pearse ⁵	2,500,000	-	11,000,000 ⁶	625,000	\$625
Notes: 1. Held directly by Mr Shackleton. 2. Comprising 1,500,000 class PRC performance rights, 2,000,000 class PRE performance rights, 1,500,000 class PRG performance rights, 4,000,000 class A performance rights, 4,000,000 class B performance rights, 4,500,000 class C performance rights and 4,500,000 class D performance rights. 3. Directly and indirectly held via Getmeoutofhere Pty Ltd <Sinking Ship Super Fund A/C>. 6466 Investments Pty Ltd, being an entity controlled by Jane Whiddon, separately holds a further 5,000,000 Shares, however Mr Whiddon has no relevant interest in these Shares and they are noted only for good corporate governance purposes only. 4. Comprising 2,000,000 class A performance rights, 2,000,000 class B performance rights, 2,000,000 class C performance rights and 2,000,000 class D performance rights. 5. Directly and indirectly held by Liliham Pty Ltd <Liliham Family Trust>. 6. Comprising 1,500,000 class PRA performance rights, 1,500,000 class PRB performance rights, 2,000,000 class A performance rights, 2,000,000 class B performance rights, 2,000,000 class C performance rights and 2,000,000 class D performance rights.					

Each Director intends to take up their Entitlements under the Offer in full.

1.5. Details of Substantial Holders

Based on publicly available information as at the date of this Prospectus, there is no person (together with their associates) who has a relevant interest in 5% or more of the Shares on issue.

In the event that all Entitlements are accepted, there will be no change to the substantial holders on completion of the Offer. No change to the substantial holders is expected on completion of the Offer as the Offer involve the issue of New Options only.

1.6. Effect on Control and dilution

The Offer will not immediately dilute the interests of non-participating Shareholders as the Offer involves the issue of New Options only. However, if any New Options issued under the Offer are subsequently exercised and new Shares are issued, then at the time those new Shares would dilute the holding of all Shareholders. Assuming all New Options offered pursuant to this Prospectus are issued and exercised into Shares, Shareholders who do not

participate in the Offer are likely to be diluted by an aggregate of approximately 20% (as compared to their holdings and number of Shares on issue as at the date of this Prospectus).

There will be no immediate change to any Shareholder's voting power as a result of the issue of the New Options on completion of the Offer. However, where Shares are issued on exercise of New Options held by an existing Shareholder, the voting power of the Shareholder would increase. The likelihood of New Options being exercised is dependent on the price of Shares from time to time until the New Options expire. As the New Options to be issued under the Offer are intended to be quoted on the ASX and able to be traded, the Company is not presently able to further speculate whether the exercise of the New Options could impact on the control of the Company.

2. DETAILS OF THE OFFER

2.1. The Loyalty Option Offer

The Loyalty Option Offer is being made as a pro-rata non-renounceable entitlement issue of one (1) New Option for every four (4) Shares held by Eligible Shareholders registered at the Record Date at an issue price of \$0.001 per New Option (**Loyalty Option Offer** or **Offer**). In the calculation of any Entitlement, fractions will be rounded down to the nearest whole number.

Based on the number of Shares on issue as at the date of this Prospectus, approximately 271,216,875 New Options may be issued under the Loyalty Option Offer to raise up to approximately \$271,217 (before costs).

The New Options offered under the Loyalty Option Offer are each exercisable at \$0.02 and expire on 20 January 2030. Refer to Section 4.1 for the full terms and conditions of the New Options.

All Shares issued upon exercise of New Options offered under the Loyalty Option Offer will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.2 for further information regarding the rights and liabilities attaching to the Shares.

The Loyalty Option Offer is non-renounceable. Accordingly, an Eligible Shareholder may not sell or transfer all or part of their Entitlement.

The purpose of the Loyalty Option Offer and the intended use of funds raised are set out in Section 3.1.

2.2. What Eligible Shareholders may do

The number of New Options to which Eligible Shareholders are entitled to apply for under the Offer is shown on the personalised Entitlement and Acceptance Form which accompanies this Prospectus. Eligible Shareholders may choose any of the options set out in the table below.

Option	Key Considerations	For more information
Take up all of your Entitlement	- Should you wish to accept all of your Entitlement, then your application for New Options under this Prospectus must be made by following the instructions on the personalised Entitlement and Acceptance Form which accompanies this Prospectus. Please read the instructions carefully. - Payment can be made by the methods set out in Section 2.3. As set out in Section 2.3, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form.	Sections 2.3 and 2.4
Take up a proportion of your Entitlement and allow the balance to lapse	- If you wish to take up only part of your Entitlement and allow the balance to lapse, your application must be made by completing the personalised Entitlement and Acceptance Form which accompanies this Prospectus for the number of New Options you wish to take up and making payment using the methods set out in Section 2.3 below. As set out in Section 2.3, if you pay by BPAY or EFT, you do not need to return the Entitlement and Acceptance Form. - You should note that, as per the allocation policy set out in Section 2.5, the Company has the right to the placement of any Shortfall New Options.	Sections 2.3, 2.4 and 2.5
Allow all of your Entitlement to lapse	If you do not wish to accept any part of your Entitlement, you are not obliged to do anything. If you do not take up your Entitlement by the Closing Date, the Offer to you will lapse.	Section 2.5

	You should note that, as per the allocation policy set out in Section 2.5, the Company has the right to the placement of any Shortfall New Options.	
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2.3. Payment Options

Eligible Shareholders are requested not to forward cash as cash payment will not be accepted. Receipts for payment will not be provided. Neither the Company nor the Share Registry accepts any responsibility if you lodge your Entitlement and Acceptance Form and payment at any other address or by any means other than those detailed in this Prospectus and in the Entitlement and Acceptance Form.

Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of securities which is covered in full by your Application monies; and
- (c) if you pay more than your full Entitlement, these excess funds will be returned (without interest) as soon as practicable.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY® are received by 5:00pm (WST) on the Closing Date and using the correct BPAY® details. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.

By EFT

Payment by Electronic Funds Transfer (EFT) is available to all Eligible Shareholders. If you wish to arrange for payment by EFT and are an Eligible Shareholder, please follow the instructions on the Entitlement and Acceptance Form or contact the Company for payment instructions. Please note should you choose to pay by EFT:

- (a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form;
- (b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of New Options which is covered in full by your Application monies; and
- (c) if you pay more than your full Entitlement, these excess funds will be returned (without interest) as soon as practicable.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through EFT are received by 5:00pm (WST) on the Closing Date and using the correct EFT unique reference number. The Company shall not be responsible for any delay in the receipt of the BPAY® payment.

Guidance where you have more than one BPay Reference Number or EFT Unique Reference Number (ie, multiple eligible Shareholdings)

If you have more than one shareholding of Shares and consequently receive more than one Entitlement and Acceptance Form, when taking up your Entitlement in respect of one of those Shareholdings only use the BPay Reference Number or EFT Unique Reference Number (as applicable) specific to that Shareholding as set out in the applicable Entitlement and Acceptance Form. Do not use the same BPay Reference Number or EFT Unique Reference Number (as applicable) for more than one of your Shareholdings. This can result in your Application monies being applied to your Entitlement in respect of only one of your Shareholdings (with the result that any Application in respect of your remaining Shareholdings will not be valid).

By cheque

Payment by cheque or case will not be accepted.

2.4. Implications of an acceptance

By returning a completed Entitlement and Acceptance form or payment of any Application Monies by BPAY® or EFT will be taken to constitute a representation by you that:

- (a) you have received a copy of this Prospectus and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and
- (b) you acknowledge that once the Entitlement and Acceptance Form is completed, or a BPAY® payment or an EFT payment instruction is given in relation to any application monies, the application may not be varied or withdrawn except as required by law.

2.5. Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for up to three months following the Closing Date. The issue price for each New Option to be issued under the Shortfall Offer shall be \$0.001, being the price at which New Options have been offered under the Offer.

If you do not wish to take up any part of your Entitlement you are not required to take any action. That part of your Entitlement not taken up will form part of the Shortfall Offer and will potentially be allocated to other third parties as part of the Shortfall Offer. The Shortfall Offer will only be available where there is a Shortfall between applications received from Eligible Shareholders and the number of New Options proposed to be issued under the Offer.

The Directors reserve the right to allocate New Options under the Shortfall Offer at their sole discretion. However, the Directors will not allocate New Options where acceptance may result in a breach of the Corporations Act, the Listing Rules or any other law. In particular, no person will acquire, through participation in the Shortfall Offer a holding of Shares, or increase their holding to, an amount in excess of 19.99% of all of the Shares on issue on completion of the Offer. Subject to that allocation policy, the Directors may allocate the Shortfall to Eligible Shareholders who applied for New Options under this Prospectus and who have expressed interest in subscribing for New Options under the Shortfall and/or to new investors introduced to the Company.

All decisions made regarding the allocation of Shortfall New Options will be made by the Company and will be final and binding on all applicants under the Shortfall Offer. Any shortfall will be issued within three months after the Closing Date.

2.6. ASX listing

The Company intends to apply for Official Quotation of the New Options offered under the Offer. Application will be made to ASX no later than 7 days after the date of this Prospectus for the Official Quotation of the New Options under the Offer.

The New Options will only be admitted to Official Quotation if the quotation requirements under the Listing Rules are satisfied. There is no guarantee that the ASX will grant Official Quotation of the New Options. If the quotation requirements are not satisfied or ASX does not otherwise grant Official Quotation of the New Options, the New Options will be issued on an unquoted basis.

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

2.7. Issue

New Options issued pursuant to the Offer will be issued in accordance with the Listing Rules and timetable set out at Section 1.1.

New Options issued pursuant to the Shortfall Offer will be issued on a progressive basis. Where the number of New Options issued is less than the number applied for, or where no issue is made surplus Application monies will be refunded (without any interest) to the Applicant as soon as practicable after the closing date of the Shortfall Offer.

Pending the issue of the New Options or payment of refunds pursuant to this Prospectus, all Application monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

Holding statements for New Options issued under the Offer will be mailed as soon as practicable after the issue of New Options and for Shortfall New Options issued under the Shortfall Offer as soon as practicable after their issue.

2.8. Not underwritten

The Offer is not underwritten.

2.9. No minimum subscription

There is no minimum subscription under the Offer.

2.10. Overseas shareholders

The Offer does not, and is 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 an offer or to issue this Prospectus. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of New Options these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and New Options will not be issued to Shareholders with a registered address which is outside Australia or New Zealand, unless otherwise determined by the Company.

New Zealand

The New Options are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the Financial

Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand). This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This document is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

Nominees and custodians

Nominees and custodians may not submit an Entitlement and Acceptance Form on behalf of any Shareholder resident outside Australia and New Zealand without the prior consent of the Company, taking into account relevant securities law restrictions. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

2.11. CHESS and issuer sponsorship

The Company operates an electronic CHESS sub-register and an electronic issue sponsored sub-register. These two sub-registers will make up the Company's register of shares.

The Company will not issue certificates to security holders. Rather, holding statements (similar to bank statements) will be dispatched to security holders as soon as practicable after allotment. Holding statements will be sent either by CHESS (for security holders who elect to hold Shares on the CHESS sub-register) or by the Company's Share Registry (for security holders who elect to hold their Shares on the issuer sponsored sub-register). The statements will set out the number of New Options allotted under this Prospectus and the Holder Identification Number (for security holders who elect to hold Shares on the CHESS sub-register) or Shareholder Reference Number (for security holders who elect to hold their shares on the issuer sponsored sub-register). Updated holding statements will also be sent to each security holder following the month in which the balance of their security holding changes, and also as required by the Listing Rules and the Corporations Act.

2.12. Electronic Prospectus

This Prospectus is available in electronic format via the ASX website, www.asx.com.au (ASX Code "MRR") and via the Company's website at www.minrex.com.au. Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus free of charge by contacting the Company.

Applications for New Options may only be made on the personalised Entitlement and Acceptance Form which will be provided to invitees, and which will be accompanied by the complete and unaltered electronic version of this Prospectus.

The Corporations Act prohibits any person from passing on to another person a personalised Entitlement and Acceptance Form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus. The Company reserves the right not to accept an Entitlement and Acceptance Form from a person if it has reason to believe that when that person was given access to the Entitlement and Acceptance 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.

2.13. Privacy

Persons who apply for New Options pursuant to this Prospectus are asked to provide personal information to the Company, either directly or through the Share Registry. The Company and the Share Registry collect, hold and use that personal information to assess applications for New Options, to provide facilities and services to Shareholders, and to carry out various administrative functions.

Access to the information collected may be provided to the Company's agents and service providers and to ASX, ASIC and other regulatory bodies on the basis that they deal with such information in accordance with the relevant privacy laws. If the information requested is not supplied, applications for New Options will not be processed. In accordance with privacy laws, information collected in relation to specific Shareholders can be obtained by that Shareholder through contacting the Company or the Share Registry.

2.14. Taxation

It is the responsibility of all investors to satisfy themselves of the particular taxation treatment that applies to them in relation to the Offer, by consulting their own professional tax advisors. The Company and the Directors do not accept any liability or responsibility in respect of the taxation consequences of the matters referred to in this Prospectus.

2.15. Enquiries

This document is important and should be read in its entirety. Persons who are in any doubt as to the course of action to be followed should consult their stockbroker, solicitor, accountant or other professional advisor without delay. Questions relating to the Offer can be directed to the Company on +61 6102 2039.

3. PURPOSE AND EFFECT OF THE OFFER

3.1. Purpose of Loyalty Option Offer

The purpose of the Loyalty Option Offer is to reward the loyalty of Eligible Shareholders via their entitlement to subscribe for New Options under the Loyalty Option Offer.

The Loyalty Option Offer will also raise funds of up to approximately \$271,217 (before costs), which are intended to be applied to the expenses of the Offer and to provide general working capital to the Company. Refer to Section 6.6 for further details relating to the estimated expenses of the Offer.

3.2. Effect of the Offer

The principal effect of the Offer, assuming all Entitlements are accepted and no Shares are issued including on exercise or conversion of other securities prior to the Record Date, will be to:

- (a) increase the cash reserves by \$225,851 (after deducting the estimated expenses of the Offer) immediately after completion of the Offer; and
- (b) increase the number of Options on issue from 10,000,000 as at the date of this Prospectus to 281,216,875 Options.

3.3. Effect on capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted and no Shares are issued including on exercise or conversion of other securities on issue prior to the Record Date, is set out below.

Shares

	Number
Shares currently on issue	1,084,867,503
Shares to be issued under the Offer	Nil
Total Shares on issue after completion of the Offer	1,084,867,503
Notes:	
1. The rights and liabilities attaching to the Shares are summarised in Section 4.2.	

Options

	Number
Options currently on issue ¹	10,000,000
New Options to be issued under the Loyalty Option Offer ²	271,216,875
Total Options on issue after completion of the Offer³	281,216,875
Notes:	
1. Comprising: a. 5,000,000 unlisted Options exercisable at \$0.10 and expiring on 2 December 2025; and b. 5,000,000 unlisted Options exercisable at \$0.12 and expiring on 2 December 2025.	
2. The terms and conditions of the New Options are set out in Section 4.1.	
3. Refer Section 3.2 for further details.	

Performance Rights

	Number
Performance rights currently on issue ¹	68,500,000

Performance rights to be issued under the Offer	Nil
Total Performance Rights on issue after completion of the Offer	68,500,000
Notes:	
1. Unlisted performance rights on various classes which convert into Shares on a 1:1 basis subject to the applicable performance milestone being achieved by the relevant expiry date.	

The capital structure on a fully diluted basis as at the date of this Prospectus is 1,163,367,503 Shares and on completion of the Offer (assuming all Entitlements under the Offer are accepted) would be 1,434,584,378 Shares.

3.4. Pro-forma Balance Sheet

The balance sheet as at 30 June 2024 and the unaudited pro-forma balance sheet as at 30 June 2024 shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared assuming all Entitlements are accepted, no convertible securities are converted prior to the Record Date and including expenses of the Offer.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	30 June 2024 Audited	Pro-Forma Unaudited
	\$	\$
ASSETS		
Current Assets		
Cash and cash equivalents	1,735,223	1,961,074
Other receivables	66,868	66,868
Prepayments	17,150	17,150
Other current assets	8,203,757	8,203,757
Total Current Assets	10,022,998	10,248,849
Non-Current Assets		
Exploration, evaluation and development expenditure	4,662,738	4,662,738
Other financial assets	-	-
Right of use asset	63,020	63,020
Plant and equipment	56,553	56,553
Total Non-Current Assets	4,782,311	4,782,311
Total Assets	14,805,309	15,031,160
LIABILITIES		
Current Liabilities		
Trade and other payables	162,160	162,160
Provisions	36,554	36,554
Short-term lease liability	36,619	36,619
Total Current Liabilities	235,333	235,333
Non-Current Liabilities		
Lease liabilities	35,111	35,111
Total Non-Current Liabilities	35,111	35,111

Total Liabilities	270,444	270,444
Net Assets	14,534,865	14,760,716
EQUITY		
Issued capital	42,614,223	42,614,223
Reserves	974,531	974,531
Accumulated losses	(29,053,889)	(28,828,037)
Total Equity	14,534,865	14,760,715

The above pro forma of unaudited Consolidated Statement of Financial Position has been prepared on the basis that there have been no material movements in the assets and liabilities of the Group between 30 June 2024 and the completion of the Offer other than completion of the Offer by way of full subscription and issue of 271,216,875 New Options at an issue price of \$0.001 per New Option to raise up to \$271,217 less the expected expenses of the Offer as set out in Section 6.6.

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1. Terms and Conditions of New Options

(a) **Entitlement**

Each New Option entitles the holder to subscribe for one fully paid ordinary Share in the Company upon exercise of the New Option.

(b) **Exercise Price**

Subject to Section (i), the amount payable upon exercise of each New Option will be \$0.02 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00 pm (WST) on 20 January 2030 (**Expiry Date**). A New Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

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

(e) **Notice of Exercise**

The New Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the New Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each New 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 New Option being exercised in cleared funds (**Exercise Date**).

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

Within five 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 New 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 (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) **Shares issue on exercise**

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

(i) **Reconstruction of capital**

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

(j) **Participation in new issues**

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

(k) **Change in exercise price**

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

(l) **Quotation**

The Company will seek quotation of the New Options in accordance with the Listing Rules and the Corporations Act, subject to satisfaction of the minimum quotation conditions of the Listing Rules. In the event quotation of the New Options cannot be obtained, the New Options will remain unquoted.

(m) **Transferability**

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

4.2. Rights and liabilities attaching to Shares

The following is a general description of the more significant rights and liabilities attaching to the Shares. This summary is not exhaustive. Full details of provisions relating to rights attaching to the Shares are contained in the Corporations Act, Listing Rules and 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. 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 Corporations Act, the Listing Rules and any rights or restrictions attached to a class of shares, the Company may pay dividends (whether an interim or final dividend) as the Directors resolve but only out of profits of the Company.

Subject to any rights or restrictions attached to a class of shares, any dividends that may be declared by the company are payable on all Shares in proportion to the amount paid up.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders the whole or any part of the property of the Company, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

Subject to Corporations Act, the Listing Rules and any rights or restrictions attached to a class of shares, any surplus assets on a winding up are to be distributed to Shareholders in proportion to the number of Shares held by them irrespective of the amounts paid or credited as paid.

(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 Listing Rules.

(g) **Variation of rights**

If at any time the share capital of the Company 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) may be varied, whether or not the Company is being wound up, 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 the class. Any variation of rights shall be subject to Part 2F.2 of Chapter 2F of the Corporations Act. The provisions of this Constitution relating to general meetings shall apply so far as they are capable of application and with necessary alterations to every such separate meeting except that a quorum is constituted by two persons who together hold or represent by proxy not less than one-third of the issued Shares of the class.

(h) **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.

5. RISK FACTORS

5.1. Introduction

The New Options offered under this Prospectus are considered highly speculative. An investment in the Company is not risk free and the Directors strongly recommend potential investors consider the risk factors described below, together with information contained elsewhere in this Prospectus and to consult their professional advisers before deciding whether to apply for New Options pursuant to this Prospectus.

There are specific risks which relate directly to the Company's business. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this Section or other risk factors, may have a material impact on the financial performance of the Company and the market price of the New Options.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

5.2. Specific Risks

(a) Exploration

The Company's projects are at early 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 the Company's projects, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

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

(b) Development risk

If the Company identifies mineral deposits that subsequent studies confirm to be potentially economic, then the future development of a mining operation at any of the Company's projects will be subject to many risks, including:

- (i) obtaining all necessary and requisite approvals from relevant authorities and third parties;
- (ii) access to necessary funding;
- (iii) geological and weather conditions causing delays and interference to operations;
- (iv) technical and operational difficulties associated with mining of minerals and production activities;
- (v) mechanical failure of plant and equipment;
- (vi) shortages or increases in price of consumables, and plant and equipment;
- (vii) environmental hazards, fires, explosions and other accidents;
- (viii) interference by environmental lobby groups;

- (ix) transportation facilities; and
- (x) cost overruns.

There is no guarantee that the Company will achieve commercial viability for any of its projects.

(c) **Operating risks**

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

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims. No assurances can be given that the Company will achieve commercial viability through the successful exploration and/or mining of its Tenement interests. Until the Company is able to realise value from its projects, it is likely to incur ongoing operating losses.

(d) **Joint Venture Risks**

The Company is a party to various joint venture agreements and is, therefore, exposed to joint venture risks with the applicable counterparties, including the risk that changes in the status of any of the Company's joint ventures (including changes caused by financial failure or default by a participant in the joint venture) may adversely affect the operations and performance of the Company.

(e) **Additional requirements for capital**

It is likely that further funding will be required to meet the medium to long term working capital costs of the Company. The Company's ability to raise further capital (equity or debt) within an acceptable time, of a sufficient amount and on terms acceptable to the Company will vary accordingly to a number of factors, including prospectivity of the Company's projects (existing and future), feasibility studies, stock market and industry conditions and the price of relevant commodities and exchange rates.

Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its exploration programmes as the case may be. There is no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company. The Company's failure to raise capital if and when needed could delay or suspend the Company's business strategy and could have a material adverse effect on the Company's activities.

(f) **Tenure**

Mining tenements are subject to periodic renewal. There is no guarantee that the Company's current or future Tenements or its future applications for tenements, tenement renewals or mining licences be approved.

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

(g) **Government and regulatory risk**

Operations by the Company may require approvals, consents or permits from government or regulatory authorities, including renewals of existing mining permits or title transfer to newly acquired mining permits, which may not be forthcoming or which may not be able to be obtained on terms acceptable to the Company.

Whilst there is no reason to believe that necessary government and regulatory approvals will not be forthcoming, the Company cannot guarantee that those required approvals will be obtained. Failure to obtain any such approvals could mean the ability of the Company to prove-up, develop or operate any project or to acquire any project, may be inhibited or negated.

(h) **Native Title and Aboriginal Heritage**

It is possible that, in relation to Tenements which the Company has an interest in or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of Aboriginal Australians exist. If native title rights do exist, the ability of the Company to gain access to its Tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected.

The Company must also comply with Aboriginal heritage legislation which makes it an offence for a person to damage or in any way alter an affected site. There is a risk that Aboriginal sites and objects may exist on the land the subject of the Company's projects, the existence of which may preclude or limit mining activities in certain areas of the projects. Further, the intentional or unintentional disturbance of such sites and objects without the permission of the relevant Aboriginal Heritage owners is an offence under the applicable legislation, exposing the Company to fines and other penalties. Heritage survey work may need to be undertaken ahead of the commencement of exploration or mining operations to reduce the risk of contravening this Aboriginal heritage legislation.

(i) **Access**

Land access is critical for exploration and mining operations. Access to land can be affected by land ownership, including private (freehold) land, Crown land, Crown leases, and regulatory requirements. While access issues are faced by many mining exploration companies and are not considered unusual, the ability of the Company to explore its claims and exploit any deposits that may be discovered, may be affected by any ownership or land usage rights, and regulatory requirements.

(j) **Commodity price volatility**

In the event that the Company achieves exploration success leading to production, the revenue it will derive through the sale of commodities exposes the potential income of the Company to commodity price risks. Commodity prices fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for precious and base metals, forward selling by producers, and production cost levels in major metal-producing regions.

Moreover, commodity prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates and global and regional demand for, and supply of, the commodity as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

Furthermore, international prices of various commodities are denominated in United States dollars, whereas the income and expenditure of the Company will be taken into account in Australian currency, exposing the Company to the fluctuations and volatility of the rate of exchange between the United States dollar and the Australian dollar as determined in international markets.

(k) **Resource and Reserve Estimates**

Even though JORC Code compliant mineral resource have been discovered at various of the Company's projects, estimates in respect of that resource are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally made may change appreciably when further information becomes available. Such resource estimates are by nature imprecise, depending on interpretations which may, with further exploration, prove to be inaccurate. Moreover, should the Company encounter ore bodies or formations which differ from those suggested by past sampling and analysis, resource estimates may have to be adjusted and any production plans altered accordingly which may adversely impact the Company's plans.

(l) **Results of studies**

Subject to the results of exploration and testing programs to be undertaken, the Company may progressively undertake a number of studies in respect to its projects. These studies may include scoping, pre-feasibility, definitive feasibility and bankable feasibility studies.

These studies will be completed within parameters designed to determine the economic feasibility of its projects within certain limits. There can be no guarantee that any of the studies will confirm the economic viability of these projects or the results of other studies undertaken by the Company (e.g. the results of a feasibility study may materially differ to the results of a scoping study).

Even if a study confirms the economic viability of a project, there can be no guarantee that this project will be successfully brought into production as assumed or within the estimated parameters in the feasibility study (e.g. operational costs and commodity prices) once production commences. Further, the ability of the Company to complete a study may be dependent on the Company's ability to raise further funds to complete the study if required.

(m) **Environmental**

The operations and proposed activities of the Company are subject to State and Federal laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an

impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to appropriate standards of environmental obligation, including compliance with all environmental laws.

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

The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There are risks that the cost of compliance with environmental laws and regulations will increase for the Company's operations generally, also negatively impacting any future feasibility studies.

Approvals may be required for land clearing and for ground disturbance activities. Delays in obtaining such approvals can result in delays to planned exploration programmes or mining activities.

(n) **Dependence on key personnel**

The Company is reliant on a number of key personnel employed by the Company. Loss of such personnel may have a materially adverse impact on the performance of the Company. While there can be no assurance given as to the continued availability of such key personnel, the Company has put in place employment contracts and equity participation programmes with senior executives to incentivise them.

(o) **Rehabilitation of tenements**

In relation to the Company's proposed operations, issues could arise from time to time with respect to abandonment costs, consequential clean-up costs, environmental concerns and other liabilities. In these instances, the Company could become subject to liability if, for example, there is environmental pollution or damage from the Company's exploration activities and there are consequential clean-up costs at a later point in time.

(p) **Climate change regulation**

Mining of mineral resources is relatively energy intensive and is dependent on the consumption of fossil fuels. Increase regulation and government policy designed to mitigate climate change may adversely affect the Company's cost of operations and adversely impact the financial performance of the Company.

(q) **Contract risk**

The operations of the Company will require the involvement of a number of third parties, including suppliers, contractors and customers. With respect to these third parties, and despite applying best practice in terms of pre-contracting due diligence, the Directors are unable to completely avoid the risk of:

- (i) financial failure or default by a participant in any joint venture to which the Company or its subsidiaries may become a party;

- (ii) insolvency, default on performance or delivery, or any managerial failure by any of the operators and contractors used by the Company or its subsidiaries in its exploration activities; or
- (iii) insolvency, default on performance or delivery, or any managerial failure by any other service providers used by the Company or its subsidiaries or operators for any activity.

Financial failure, insolvency, default on performance or delivery, or any managerial failure by such third parties may have a material impact on the Company's operations and performance. Whilst best practice pre-contracting due diligence is undertaken for all third parties engaged by the Company, it is not possible for the Company to predict or protect itself completely against all such contract risks.

(r) **New projects and acquisitions**

The Company may continue to actively pursue and assess other new business opportunities in the resources sector. These new business opportunities may take the form of direct project acquisitions, joint ventures, farm-ins, acquisition of tenements/permits, and/or direct equity participation.

The acquisition of projects (whether completed or not) may require the payment of monies (as a deposit and/or exclusivity fee) after only limited due diligence or prior to the completion of comprehensive due diligence. There can be no guarantee that any proposed acquisition will be completed or be successful. If the proposed acquisition is not completed, monies advanced may not be recoverable, which may have a material adverse effect on the Company.

If an acquisition is completed, the Directors will need to reassess at that time, the funding allocated to current projects and new projects, which may result in the Company reallocating funds from other projects and/or raising additional capital (if available). Furthermore, notwithstanding that an acquisition may proceed upon the completion of due diligence, the usual risks associated with the new project/business activities will remain.

(s) **Quotation of Options**

The Company intends for the New Options to be quoted on the ASX. Accordingly, the Company will apply for Official Quotation of the New Options in accordance with the timetable set out in the Listing Rules. However, the quotation of the New Options is subject to the satisfaction of the Listing Rules requirements (including, the spread requirements). Accordingly, if the Company does not receive sufficient applications for New Options to satisfy these requirements (or does not otherwise satisfy the requirements), the Company will withdraw the application for Official Quotation in respect of the New Options and the New Options will not be quoted and will remain unlisted, until such time as the Company can satisfy the Listing Rule requirements.

(t) **Tax**

The acquisition and disposal of New Options may have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors of the Company are urged to obtain independent financial advice about the consequences of acquiring New Options from a taxation point of view and generally.

5.3. General Risks

(a) **Economic**

General economic conditions, movements in interest and inflation rates and currency exchange rates, including the recent increases in interest rates within Australia and inflation rates within Australia and globally, may have an adverse effect on the general economic outlook and Company's exploration, development and production activities, as well as on its ability to fund those activities.

(b) **Safety**

Safety is a fundamental risk for any exploration and production company in regard to personal injury, damage to property and equipment and other losses. The occurrence of any of these risks could result in legal proceedings against the Company and substantial losses to the Company due to injury or loss of life, damage or destruction of property, regulatory investigation, and penalties or suspension of operations. Damage occurring to third parties as a result of such risks may give rise to claims against the Company.

(c) **Dividends**

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

(d) **Litigation**

The Company may in the ordinary course of business become involved in litigation and disputes, for example with service providers, customers or third parties infringing the Company's intellectual property rights. Any such litigation or dispute could involve significant economic costs and damage to relationships with contractors, customers or other stakeholders. Such outcomes may have an adverse impact on the Company's business, reputation and financial performance.

(e) **Insurance coverage**

The Company intends to take insurance over its operations within the ranges that the Company believes to be consistent with industry practice and having regard to the nature of activities being conducted. However, the Company may not be insured against all risks either because appropriate cover is not available or because the Directors consider the required premiums to be excessive having regard to the benefits that would accrue.

(f) **Liquidity risk**

Liquidity risk is the risk that the Company may encounter difficulties raising funds to meet commitments and financial obligations as and when they fall due. It is the Company's aim in managing its liquidity to ensure that there are sufficient funds to meet its liabilities as and when they fall due. The Company manages liquidity risk by continuously monitoring its actual cash flows and forecast cash flows.

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 Company's securities become illiquid, securityholders will be unable to realise their investment in the Company.

(g) **Credit risk**

Credit risk is the risk that the other party to a financial instrument will fail to discharge their obligation, resulting in the Company incurring a financial loss. Credit risk arises from cash and cash equivalents (e.g. deposits and investments held with banks and financial institutions), favourable derivative contracts (derivative assets), loans and receivables, guarantees given on behalf of others and loans and commitments granted but not drawn down at the end of the reporting period.

(h) **Commercial risk**

The mining industry is competitive and there is no assurance that, even if commercial quantities are discovered by the Company, a profitable market will exist for sales of such commodities. There can be no assurance that the quality of the commodity will be such that the properties in which the Company holds an interest can be mined at a profit.

(i) **Competition risks**

The industry in which the Company will be involved is subject to domestic and global competition. Although 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, which activities or actions may, positively or negatively, affect the operating and financial performance of the Company's projects and business.

(j) **Changes to legislation or regulations**

The Company may be affected by changes to laws and regulations (in Australia and other countries in which the Company may operate) concerning property, the environment, superannuation, taxation, trade practices and competition, government grants, incentive schemes, accounting standards and other matters. Such changes could have adverse impacts on the Company from a financial and operational perspective.

(k) **Share market**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. The market price of the Shares may be subject to fluctuation and may be affected by many factors including but not limited to the following:

- (i) the general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment toward particular market sectors;
- (v) the demand for, and supply of, capital;
- (vi) terrorism and other hostilities; and
- (vii) other factors beyond the control of the Company.

(l) **Force majeure risk**

Events may occur within or outside the markets in which the Company operates that could impact upon the global and Australian economies and the operations of the Company. These events include acts of terrorism, outbreaks of international hostilities, fires, pandemics, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease, and other man-made or natural events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. Given the Company has only a limited ability to insure against some of these risks, its business, financial performance and operations may be materially adversely affected if any of the events described above occurs.

(m) **Global conflicts**

Current global economic conflicts between Ukraine and Russia and Israel and Palestine are impacting global economic The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by such conflicts. Further, any governmental or industry measures taken in response to such conflicts, including import/export restrictions and arrangements involving relevant countries may adversely affect the Company's operations. While the impact of such conflicts on the Company's business and financial performance is currently considered limited, the situation is continually evolving and the consequences are uncertain and are likely beyond the control of the Company.

(u) **Taxation and government regulations**

Changes in taxation and government legislation in a range of areas (for example, Corporations Act, accounting standards, and taxation law, or similar legislation in overseas jurisdictions) can have a significant influence on the outlook for all companies and the returns to investors.

The recoupment of taxation losses accrued by the Company from any future revenues is subject to the satisfaction of tests outlined in taxation legislation or regulations in the jurisdictions in which the Company operates. There is no guarantee that the Company will satisfy all of these requirements at the time it seeks to recoup its tax losses which may impact on the financial performance and cashflows of the Company.

5.4. Speculative investment

The above list of risk factors ought not 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 Offer under this Prospectus.

Therefore, the New Options being issued pursuant to this Prospectus carry no guarantee with respect to returns or their respective market value. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for New Options pursuant to this Prospectus.

6. ADDITIONAL INFORMATION

6.1. Continuous disclosure obligations

As the Company is admitted to the official list of ASX, the Company is a “disclosing entity” for the purposes of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of the Company’s securities.

Price sensitive information is publicly released through ASX before it is disclosed to Shareholders and market participants. Distribution of other information to Shareholders and market participants is also managed through disclosure to ASX. In addition, the Company posts information on its website after the ASX confirms an announcement has been made, with the aim of making the information readily accessible to the widest audience.

By virtue of section 713 of the Corporations Act, the Company is entitled to issue a “transaction-specific” prospectus in respect of the Offer. ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the New Options under this Prospectus.

In general terms, a “transaction-specific prospectus” is only required to contain information in relation to the effect of the issue of securities on the Company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of the issuing company.

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

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report of the Company for the financial year ended 30 June 2024;
 - (ii) any half-year financial report of the Company lodged with ASIC after the lodgment of the annual financial report referred to in paragraph (i) above and before the lodgment of this Prospectus with ASIC; and
 - (iii) all continuous disclosure notices given by the Company after the lodgment of the annual financial report referred to in paragraph (i) above and before the lodgment of this Prospectus with ASIC (see below).

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules that investors or their professional advisers:

- (a) would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the securities the subject of this Prospectus.

- (b) would reasonably expect to find in this Prospectus.

This Prospectus contains information specific to the Offer. If investors require further information in relation to the Company, they are recommended to take advantage of the opportunity to inspect or obtain copies of the documents referred to above.

The following announcements have been lodged with the ASX in respect of the Company since the lodgement of the annual financial report for the year ended 30 June 2024:

Date Lodged	Description of Announcement
9 January 2025	Sunny Corner Sampling Confirms High-Priority Targets
13 December 2024	Change of Director's Interest Notice
3 December 2024	Notification of cessation of securities – MRR
8 November 2024	Results of Annual General Meeting
24 October 2024	Quarterly Activities/Appendix 5B Cash Flow Report
11 October 2024	New Gold Targets Identified at Sunny Corner
9 October 2024	Letter to Shareholders – Annual General Meeting
9 October 2024	Notice of Annual General Meeting/Proxy Form
24 September 2024	Appendix 4G and Corporate Governance Statement

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.minrex.com.au.

6.2. Market Prices

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

Highest: \$0.009 per Share on 29 October 2024, 1 November 2024 and 9 January 2025.

Lowest: \$0.007 per Share on 19 December 2024, 30 December 2024, 3 January 2025 and 8 January 2025.

The last available market sale price of Shares on ASX prior to the date of this Prospectus was \$0.008 per Share on 17 January 2025.

6.3. Interests of Directors

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

(d) as an inducement to become, or to qualify as, a Director; or

(e) for services provided in connection with:

(i) its formation or promotion; or

(ii) the Offer.

Security Holdings

The relevant interest of each of the Directors in the securities as at the date of this Prospectus, together with their respective Entitlement, is set out in Section 1.4.

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 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.

A Director may be paid fees or other amounts (ie non-cash performance incentives, 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 Board reviews and approves the remuneration policy to enable the Company to attract and retain Directors who will create value for Shareholders having consideration to the amount considered to be commensurate for a company of its size and level of activity as well as the relevant Directors' time, commitment and responsibility.

The following table shows the total (and proposed) annual remuneration paid to Directors as disclosed in the Company's latest Annual Report.

Director	30 June 2023	30 June 2024	Proposed Annual Remuneration
Ian Shackleton	\$325,681 ¹	\$387,678 ²	\$275,273 ³
Glenn Whiddon ⁴	\$3,968 ⁵	\$85,452 ⁶	\$48,000 ⁷
James Pearse ⁸	\$30,976 ⁹	\$88,875 ¹⁰	\$48,000 ⁷
Notes:			
1. Comprising salary, fees and other benefits of \$304,413 and equity payments of \$21,268.			
2. Comprising salary, fees and other benefits of \$323,043 and equity payments of \$64,635.			
3. Comprising salary and other benefits of \$227,273pa plus director's fees of \$48,000pa (excl. superannuation).			
4. Mr Whiddon was appointed as a Non-Executive Director on 22 May 2023.			
5. Comprising all directors fees.			

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|-----|--|
| 6. | Comprising directors fees and consulting fees of \$72,152 and equity payments of \$13,300. |
| 7. | Comprising directors fees of \$48,000pa (excl. GST). |
| 8. | Mr Pearce was appointed as a Non-Executive Director on 24 August 2023. |
| 9. | Comprising directors fees of \$3,500 and equity payments of \$27,476. |
| 10. | Comprising directors and consulting fees of \$48,123 and equity payments of \$40,852. |

6.4. 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.

6.5. Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the New Options), 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) did not authorise or cause the issue of this Prospectus;
- (b) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (c) 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.

6.6. Expenses of the Offer

In the event that all Entitlements are accepted, the total expenses of the Offer are estimated to be approximately \$45,365 (excluding GST) and are expected to be applied towards the items set out in the table below:

Expense	Amount
ASIC fees	\$3,206
ASX fees	\$17,159
Printing, distribution and share registry expenses	\$25,000
Total	\$45,365

6.7. Litigation

As at the date of this Prospectus, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company with the exception of potential action in relation to ASIC's investigations.

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 ASIC and has not withdrawn that consent.

Mr James Pearse
Non-Executive Director
For and on behalf of
MinRex Resources Limited

8. DEFINITIONS

Defined terms used in this Prospectus have the following meaning:

Application Monies means the amount of money in dollars and cents payable for New Options at \$0.001 per New Option pursuant to the Offer.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of Directors of the Company from time to time.

BPay Reference Number means Customer Reference Number in relation to BPAY®.

Business Day means a day on which banks are open for business in Perth, Western Australia excluding a Saturday, Sunday or public holiday.

CHESS means ASX Clearing House Electronic Sub-register System.

Closing Date means the closing date of the Offer as specified in the timetable set out at Section 1.1 (unless extended).

Company means MinRex Resources Limited (ACN 151 185 867).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Eligible Shareholder means a Shareholder as at the Record Date who is eligible to participate in the Loyalty Option Offer.

Entitlement means the entitlement of a Shareholder who is eligible to participate in the Loyalty Option Offer.

Entitlement and Acceptance Form means the entitlement and acceptance form either attached to or accompanying this Prospectus.

Listing Rules means the official listing rules of the ASX from time to time.

Loyalty Option Offer or **Offer** has the meaning given in Section 2.1.

New Option means an Option issued on the terms and conditions set out in Section 4.2.

Official List means the official list of the ASX.

Official Quotation means quotation on the Official List.

Option means an option to acquire a Share.

Prospectus means this prospectus.

Section means a section of this Prospectus.

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

Shareholder means a holder of Shares.

Shortfall means the New Options not applied for under the Offer.

Shortfall Offer means the offer of the Shortfall New Options on the terms and conditions set out in Section 2.5.

Shortfall New Options means those New Options not applied for under the Offer (if any) and offered pursuant to the Shortfall Offer.

WST means Western Standard Time in Australia.