

ARUMA RESOURCES LIMITED

ACN 141 335 364

OPTIONS PROSPECTUS

For offers of:

- (a) one (1) New Option for every two (2) Shares subscribed for by the Placement Participants under the Placement (**Placement Offer**);
 - (b) one (1) New Option for every twenty (20) Shares held by those Eligible Shareholders registered at the Record Date (**Bonus Offer**); and
 - (c) 65,092,593 New Options to the Lead Manager (**Lead Manager Offer**),
- (together, the **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 New Options being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

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

IMPORTANT NOTICE

This Prospectus is dated 23 January 2026 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 New Options 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 New Options offered by this Prospectus should be considered as highly speculative.

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 for New Options 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 the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.

Overseas shareholders

This 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 Offers are not being extended, and New Options will not be issued to Shareholders with a registered address which is outside Australia, New Zealand, the United Arab Emirates or the United Kingdom.

For further information on overseas Shareholders please refer to Section 2.8.

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 New Options.

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.

Target Market Determination

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the Offers of 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.arumaresources.com.

By applying for Shares under the Placement, Placement Participants entitled to New Options to be issued under this Prospectus fall within the TMD.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.arumaresources.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, New Zealand, United Arab Emirates or United Kingdom resident and must only access this Prospectus from within those jurisdictions.

As set out in Section 2, no application form is required for this Bonus Offer. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 9321 0177 during office hours or by emailing the Company Secretary at info@arumaresources.com.

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 New Options 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.

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

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 New Options, 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 9321 0177.

CORPORATE DIRECTORY

Directors

James Moses
Non-Executive Chairman

Brett Smith
Non-Executive Director

Grant Ferguson
Managing Director

Company Secretary

Phillip MacLeod

Registered Office

Units 8-9, 88 Forrest Street
COTTESLOE WA 6011

Telephone: +61 8 9321 0177

Email: info@arumaresources.com

Website: www.arumaresources.com

Auditor*

Elderton Audit Pty Ltd
Level 28, 140 St Georges Terrace
PERTH WA 6000

Share Registry*

Automic Group
Level 5, 126 Phillips Street
SYDNEY NSW 2000

Legal Advisers to the Offers

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

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

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1. KEY OFFER INFORMATION

1.1 Timetable*

Announcement of Offers and release of Appendix 3B to ASX for Placement Offer and Lead Manager Offer	23 January 2026
Lodgement of Prospectus with ASIC and ASX	23 January 2026
Ex date	29 January 2026
Record Date for the Bonus Offer	30 January 2026
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the New Options under the Offers	6 February 2026
Quotation of New Options issued under the Offers	9 February 2026

* The above timetable is indicative only and subject to change. The Company reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. The commencement of quotation of the New Options is subject to confirmation from ASX.

1.2 Bonus Offer Information

Ratio	One (1) New Option for every twenty (20) Shares held at the Record Date
Issue Price per New Option	Nil
Exercise Price of New Options	\$0.018
Expiry Date of New Options	Three years from the date of issue
Quotation terms	Quoted (subject to ASX confirmation)
Maximum New Options to be issued under Bonus Offer¹	20,641,263 New Options
Maximum proceeds of Bonus Offer	Nil

Note:

1. Assumes that no additional Shares are issued prior to the Record Date. The Company notes the actual number of New Options to be issued may vary due to rounding of individual Entitlements.

2. DETAILS OF THE OFFERS

2.1 Placement Offer

On 15 October 2025, the Company announced it had received firm commitments from unrelated professional and sophisticated investors and Directors, James Moses and Brett Smith (**Placement Participants**) to issue 390,555,556 Shares at an issue price of \$0.009 per Share to raise approximately \$3,515,000 (before costs) (**Placement**).

The Placement Shares will be issued in two tranches, comprising:

- (a) the first tranche of 81,900,013 Shares which was issued on 23 October 2025 to Placement Participants, utilising the Company's placement capacity under Listing Rules 7.1 and 7.1A; and
- (b) the Company intends to issue the second tranche of 308,655,543 Shares on 2 February 2026, following the Company obtaining Shareholder approval at a general meeting of Shareholders held on 12 January 2026 (**General Meeting**), comprising the issue of:
 - (i) 295,877,765 Shares to unrelated Placement Participants; and
 - (ii) 12,777,778 Shares to Directors, James Moses and Brett Smith.

The Company also obtained Shareholder approval at the General Meeting, to issue Placement Participants (including Messrs Moses and Smith) one New Option for every two Shares subscribed for and issued under the Placement. Fractional entitlements will be rounded down to the nearest whole number.

This Prospectus invites the Placement Participants to apply for their New Option entitlement pursuant to the Placement Offer.

No funds will be raised through the issue of New Options pursuant to the Placement Offer.

2.2 Bonus Offer

The Bonus Offer is being made as a bonus issue of one (1) New Option for every twenty (20) Shares held by Eligible Shareholders registered at the Record Date, to be issued for nil consideration.

Fractional Entitlements will be rounded down to the nearest whole number. All references to numbers of New Options to be issued pursuant to this Prospectus are expressed subject to rounding.

The Bonus Offer is non-renounceable, which means that Eligible Shareholders may not transfer their rights to any New Options under the Bonus Offer.

Based on the capital structure of the Company as at the date of this Prospectus and the number of Shareholders located in Australia, New Zealand, the United Arab Emirates or the United Kingdom to whom the Bonus Offer is made (and assuming no additional Shares are issued prior to the Record Date), a maximum of 20,641,263 New Options will be issued pursuant to the Bonus Offer.

No funds will be raised as a result of the Bonus Offer.

As this is a bonus issue of New Options, Eligible Shareholders are not required to apply for New Options and, as such, there is no application form attached to this Prospectus for the Bonus Offer.

2.3 Lead Manager Offer

The Company has engaged the services of Oakley Capital Partners Pty Ltd (ACN 663 165 839) (**Lead Manager**) to act as sole lead manager to the Placement pursuant to a lead manager mandate dated 12 October 2025 (**Lead Manager Mandate**).

Pursuant to the Lead Manager Mandate, in consideration for lead manager services provided, the Company agreed to:

- (a) pay the Lead Manager a capital raising fee of 6% plus GST of the total funds raised under the Placement; and
- (b) issue the Lead Manager (or its nominee(s)) one New Option for every three New Options issued under the Placement, this being up to 65,092,593 New Options.

This Prospectus invites the Lead Manager to apply for its respective New Options pursuant to the Lead Manager Offer.

No funds will be raised through the issue of New Options pursuant to the Lead Manager Offer.

2.4 Terms of the New Options

The New Options being offered under the Offers will be issued on the terms and conditions set out in Section 5.1 of this Prospectus.

All Shares issued upon the future exercise of the New Options offered under this Prospectus will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 5.2 for further information regarding the rights and liabilities attaching to Shares.

2.5 Minimum subscription

There is no minimum subscription to any of the Offers.

2.6 ASX listing

Application for Official Quotation of the New Options 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 New Options 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 New Options.

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 Securities now offered for subscription.

2.7 Issue of New Options

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

Holding statements for the New Options issued under the Offers will be mailed as soon as practicable after the issue.

2.8 Application under the Offers

(a) Applications under the Bonus Offer

As noted in Section 2.2, **no application form is required** and the New Options issued pursuant to the Bonus Offers will be issued in accordance with the ASX Listing Rules and timetable set out at Section 1.1.

Applications under the Placement Offer

Placement Participants, having already applied for the New Options pursuant to the Placement, are not required to re-apply for New Options and, as such, there is no application form attached to this Prospectus for the Placement Offer.

The New Options are being issued for nil cash consideration free attaching with Shares issued pursuant to the Placement and therefore the Placement Participants are not required to pay any funds to be issued the New Options.

(b) Applications under the Lead Manager Offer

Applications for New Options under the Lead Manager Offer can only be made by the Lead Manager and must be made using the appropriate Application Form accompanying this Prospectus.

The New Options are being issued for nil cash consideration and therefore the Applicants are not required to pay any funds with their application. By completing an Application Form, Applicants will be taken to have declared that all details and statements made by them are complete and accurate and that they have personally received the Application Form together with a complete and unaltered copy of this Prospectus.

Completed Application Forms must reach the Company by no later than **5:00pm (WST) on the Closing Date of the Lead Manager Offer**.

2.9 Overseas shareholders

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 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 Securities these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offers are not being extended, and Shares will not be issued to Shareholders with a registered address which is outside Australia, New Zealand, United Arab Emirates or the United Kingdom.

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.

United Arab Emirates

This document does not constitute a public offer of securities in the United Arab Emirates (**UAE**) and the New Options may not be offered or sold, directly or indirectly, to the public in the UAE. Neither this document nor the New Options have been approved by the Securities and Commodities Authority or any other authority in the UAE.

This document may be distributed in the UAE only to existing Shareholders of the Company and may not be provided to any person other than the original recipient. Information about the Bonus Offer may be found in this document and on the Company's website. If a recipient of this document ceases to be a shareholder of the Company at the time of subscription, then such person should discard this document and may not participate in the Bonus Offer.

No marketing of the New Options has been, or will be, made from within the UAE other than in compliance with the laws of the UAE and no subscription for any securities may be consummated within the UAE (excluding the Dubai International Financial Centre and the Abu Dhabi Global Market).

No offer or invitation to subscribe for New Options is valid, or permitted from any person, in the Abu Dhabi Global Market or the Dubai International Financial Centre.

United Kingdom

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

The New Options may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

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

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5)

(investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together **relevant persons**). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose of the Bonus Offer

As announced on 15 October 2025, the purpose of the Bonus Offer is to reward the loyalty of Shareholders and provide an opportunity for Shareholders to participate in the development of the Company and to seek to satisfy the conditions to listing the New Options as a class of listed securities.

No funds will initially be raised under the Bonus Offer, as the New Options will be issued for nil consideration. The Bonus Offer will, however, provide the Company with a potential source of additional capital if the New Options are exercised in the future (being approximately \$371,543).

3.2 Purpose of the Placement Offer

The purpose of the Placement Offer is to satisfy the Company's obligations under the Placement to issue the New Options to the Placement Participants.

The Placement Offer will also provide the Company with a potential source of additional capital if the New Options are exercised in the future (being approximately \$3,515,000).

3.3 Purpose of the Lead Manager Offer

The purpose of the Lead Manager Offer is to satisfy the Company's obligations under the Lead Manager Mandate to issue the New Options to the Lead Manager.

The Lead Manager Offer will also provide the Company with a potential source of additional capital if the New Options are exercised in the future (being approximately \$1,171,667).

3.4 Objective

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

Specifically, if the New Options are issued with disclosure under this Prospectus, then the Shares issued upon exercise of any of the New Options can be on-sold within 12 months of their issue, without a disclosure document or cleansing statement for the on-sale offer.

Subject to the New Options being quoted to trading on ASX, the Offers will also provide investors who receive the New Options the opportunity to trade those New Options on a listed, public financial market, being the financial market operated by the ASX.

3.5 Effect of the Offers

The principal effect of the Offers, assuming all New Options offered under the Prospectus are issued and no additional Shares are issued prior to the Record Date (including by exercise of Options), will be to increase the number of Options on issue from 228,327,626 as at the date of this Prospectus to 509,339,260 Options.

The Company will receive \$0.018 for each New Option exercised and raise additional funds of approximately \$5,058,209 if all New Options are exercised. The likelihood of the Company raising the additional capital through the exercise of the New Options is dependent on the price of the Shares from time to time until the New Options expire.

3.6 Financial effect of the Offers

The New Options to be issued pursuant to the Offers will be issued for no consideration. Accordingly, there will be no immediate effect on the Company's balance sheet. However, capital will be raised if the New Options are exercised, which will affect the Company's balance sheet.

The Company is unable to specify with any certainty the extent of any change to the balance sheet, given that there is no certainty if or when any of the New Options will be exercised.

The expenses of the Offers will be met from the Company's existing cash reserves. Accordingly, the Offers will have an effect on the Company's financial position, being a decrease in the Company's existing cash reserves.

3.7 Effect on capital structure

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

Shares

	NUMBER
Shares currently on issue	412,825,268
Shares to be issued pursuant to Tranche 2 of the Placement ¹	308,655,543
Shares offered pursuant to the Offers	Nil
Total Shares on issue after completion of the Offers	721,480,811

Note:

1. The Company received Shareholder approval at the General Meeting for the issue of 308,655,543 Shares pursuant to tranche 2 of the Placement. The Shares pursuant to tranche 2 of the Placement will be issued on or about 2 February 2026.

Options

	NUMBER
Options currently on issue	228,327,626
New Options to be issued pursuant to the Bonus Offer	20,641,263
New Options to be issued pursuant to the Placement Offer	195,277,778
New Options to be issued pursuant to the Lead Manager Offer	65,092,593
Total Options on issue after completion of the Offers	509,339,260

Performance Rights

	NUMBER
Performance Rights currently on issue	99,700,000 ^{1,2}
Performance Rights to be issued pursuant to the Offers	Nil
Total Performance Rights on issue after completion of the Offers	99,700,000

Notes:

1. The Company received Shareholder approval at the General Meeting for the issue of 70,000,000 Performance Rights to Directors Messrs James Moses, Grant Ferguson and Brett Smith.
2. 10,000,000 Performance Rights were issued under the Company's Employee Securities Incentive Plan to Eligible Participants.

3.8 Directors' Interests 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	PERFORMANCE RIGHTS	OPTIONS	NEW OPTION ENTITLEMENT
James Moses	6,345,537	31,402,500	7,395,537	317,276
Brett Smith	1,176,470	19,432,500	2,176,470	58,823
Grant Ferguson	-	38,865,000	-	-

3.9 Details of Substantial Holders

Based on publicly available information as at the date of this Prospectus, the Company does not have any substantial holders prior to the Offers.

4. RISK FACTORS

4.1 Introduction

The New Options 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 consider the risk factors set out in this Section 4, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Securities 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 risk factors set out in this Section 4, 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 New Options. This Section 4 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 4 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

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.

4.2 Company Specific

RISK CATEGORY	RISK
Additional requirements for capital	The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing. 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 however 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.
Exploration Risk	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, changing government regulations and many other factors beyond the control of the Company. The success of the Company will also depend upon the Company having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities. In the event that exploration

RISK CATEGORY	RISK
	programmes prove to be unsuccessful this could lead to a diminution in the value of the tenements, a reduction in the cash reserves of the Company and possible relinquishment of the projects. The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.
Tenure and access risk	Applications There can be no assurance that any future tenement applications held or acquired by the Company will be granted. While the Company considers the risk to be low, there can also be no assurance that when the relevant tenement is granted, it will be granted in its entirety. Some of the tenement areas applied for may be excluded. Renewal Mining and exploration tenements are subject to periodic renewal. The renewal of the term of granted tenements is subject to the discretion of the relevant 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. Access In some instances, tenements may overlap certain third-party interests that may limit the Company's ability to conduct exploration and mining activities, including private land, Crown Reserves, areas on which native title is yet to be determined and other forms of tenure for railways, pipelines and similar third-party interests. In circumstances where authorisation or consent is delayed or not granted, the Company may be required to engage in a court process to obtain an easement for it to access the land to conduct its proposed exploration activities. There is a risk that this process could result in the Company incurring additional cost or that it could create delays to the Company's proposed exploration programs. Further, if the relevant easement is not granted, then depending on the significance of the mining tenements involved, this could impact upon the Company's operations. The Company may also require consent of the relevant Minister or from relevant native title parties prior to commencing exploration and development of parts of its projects that are subject to Crown Reserves, outstanding Native Title determinations or Indigenous Land Use Agreements.
Mine Development Risk	The Company's projects are all exploration projects. Notwithstanding, possible future development of a mining operation at the Company's projects is dependent on a number of factors including, but not limited to, the acquisition and/or delineation of economically recoverable mineralisation, favourable geological conditions, receiving the necessary approvals from all relevant authorities and parties,

RISK CATEGORY	RISK
	seasonal weather patterns, unanticipated technical and operational difficulties encountered in extraction and production activities, mechanical failure of operating plant and equipment, shortages or increases in the price of consumables, spare parts and plant and equipment, cost overruns, access to the required level of funding and contracting risk from third parties providing essential services. If the Company were to commence production at some point in the future at any of its projects, its operations may be disrupted by a variety of risks and hazards which are beyond its control, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions and fires, explosions or accidents. No assurance can be given that the Company will achieve commercial viability through the development or mining of its projects and treatment of ore.
Permitting and Regulatory Risk – Canada	Exploration and potential development activities in Canada are subject to extensive and evolving federal, provincial, territorial and local laws and regulations, including those relating to land tenure, mineral claims, environmental protection, water use, biodiversity, occupational health and safety, heritage protection, mine development and rehabilitation. Compliance with these regulatory regimes requires the Company to obtain, maintain and comply with numerous approvals, permits, licences and authorisations. There is no assurance that required approvals will be granted within expected timeframes, or at all. Approvals may be delayed, subject to conditions that materially increase capital or operating costs, or withdrawn if regulatory requirements are not met. Delays in permitting or changes to approval conditions may postpone exploration programs, feasibility studies or potential development activities, or render certain projects uneconomic. Regulatory requirements may change over time, including as a result of legislative amendments, policy changes, increased environmental standards or heightened enforcement practices. Such changes may impose additional obligations on the Company, increase compliance and reporting costs, restrict or prohibit certain exploration or development activities, or require modifications to project design, timing or scope. Non-compliance with applicable laws or permit conditions, whether due to operational failure, regulatory interpretation or changes in standards, may result in penalties, fines, suspension or revocation of permits, remediation orders, civil liability or reputational damage. Any of these outcomes could have a material adverse effect on the Company's financial position, operating results and prospects.
Indigenous and First Nations Rights – Canada	Many areas in Canada are subject to Indigenous or First Nations rights, title claims and treaty interests, whether asserted or established, and these rights may affect the Company's exploration and potential development activities. Canadian law recognises a duty on governments, and in practice project proponents, to consult with Indigenous groups where proposed activities may adversely impact asserted or established Indigenous or First Nations rights.

RISK CATEGORY	RISK
	The Company may be required to engage in consultation processes with Indigenous groups and, in certain circumstances, to negotiate access, benefit-sharing or other agreements in order to conduct exploration or development activities. There is no assurance that such consultation processes will be completed within expected timeframes or that agreements will be reached on terms acceptable to the Company, or at all. Consultation requirements may result in delays to permitting, exploration programs or development approvals, increased costs, restrictions on land access or operational conditions being imposed on projects. Disputes regarding consultation adequacy, land access or the scope of Indigenous rights may give rise to legal challenges, regulatory intervention or project delays. In some cases, Indigenous groups may oppose exploration or development activities, which could lead to protests, injunctions or other actions that disrupt operations or adversely affect the Company's reputation. Any failure to effectively manage relationships with Indigenous stakeholders may have a material adverse effect on the Company's business, financial performance, prospects and ability to advance its projects.
Political and Sovereign Risk – Canada	While Canada is generally considered a stable and low-risk jurisdiction for mineral exploration and development, the Company's operations and future projects remain subject to political, fiscal and regulatory risks at the federal, provincial, territorial and local levels. Changes in government policy, legislation or administrative practices may occur and could adversely affect the Company's projects, costs or future development potential. Such changes may include, but are not limited to, amendments to taxation regimes, mining royalties, fees, environmental standards, land use planning frameworks, permitting processes, Indigenous consultation requirements or foreign investment regulations. Governments may also impose additional conditions, restrictions or reporting obligations on exploration and mining activities, or introduce new taxes or levies that increase operating or capital costs. Policy shifts or changes in regulatory interpretation may affect project approvals, timelines or economic assumptions underlying exploration and development activities. In addition, changes in political priorities or public policy may result in increased scrutiny of mining activities, delays in permitting, or restrictions on land access or development in certain regions. Any such changes, individually or in combination, could reduce the economic viability of the Company's projects, delay or prevent development, increase compliance costs or adversely affect the Company's financial position, operating results and prospects.
Commodity Price Volatility and Exchange Rate Risk	The Company's ability to proceed with the development of its mineral projects and benefit from any future mining operations will depend on market factors, some of which may be beyond its control. It is anticipated that any revenues derived from any future mining operations(s) will be primarily from the sale of metals and minerals. Consequently, any future earnings are likely to be closely related to the prices of any metals and

RISK CATEGORY	RISK
	minerals extracted from the Company's projects and the terms of any off-take agreements the Company enters. The world market for metals and minerals is subject to many variables and may fluctuate markedly. These variables include world demand for gold that may be mined commercially in the future from the Company's project areas, forward selling by producers and production cost levels in major mineral-producing regions. Minerals prices are also affected by macroeconomic factors such as general global economic conditions and expectations regarding inflation and interest rates. 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. Metals are principally sold through the world in US dollars. The Company's cost base will be payable in various currencies including Australian dollars and US dollars. As a result, any significant and/or sustained fluctuations in the exchange rate between the Australian dollar and the US dollar could have a materially adverse effect on the Company's operations, financial position (including revenue and profitability) and performance. The Company may undertake measures, where deemed necessary by the Board, to mitigate such risks.
New projects and acquisitions	The Company may make further acquisitions as part of future growth plans. In addition to the current exploration licences held, the Company may evaluate and acquire other interests in new projects by way of acquisition or investment. The Directors of the Company will use their expertise and experience in the resource sector to assess the value of any new potential projects that have characteristics that are likely to provide returns to Shareholders. There can be no guarantee that any new acquisition or investment will eventuate from these pursuits, or that any acquisition will result in a return for Shareholders. Such acquisitions or investment may result in use of the Company's cash resources and/or issuances of equity securities, which might involve substantial dilution to some or all of the Shareholders.
Climate Risk	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: (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 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 endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and (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

RISK CATEGORY	RISK
	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.

4.3 Industry specific

Risk Category	Risk
Exploration Costs	The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.
Exploration Success	The Company's exploration 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 the tenements, or any other licenses 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. There is no assurance that exploration or project studies by the Company will result in the definition of an economically viable mineral deposit or that the exploration tonnage estimates and conceptual project developments discussed in this Prospectus are able to be achieved. The exploration costs of the Company are based on certain assumptions with respect to the method and timing of exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's viability.
Resource, Reserves and Exploration Targets	The Company has identified a number of exploration targets based on geological mapping and interpretations, geophysical data, geochemical sampling and historical drilling. Insufficient data however, exists to provide certainty over the extent of the mineralisation. Whilst the Company intends to undertake additional exploratory work with the aim of defining an economic resource, no assurances can be given that additional exploration will result in the determination of a resource on any of the exploration targets identified. Even if a resource is identified no assurance can be provided that this can be economically extracted. Reserve and Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when initially calculated may alter significantly when new information or techniques become available. In addition, by their very nature Resource and

Risk Category	Risk
	Reserve estimates are imprecise and depend to some extent on interpretations which may prove to be inaccurate.
Operations	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 and 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. 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.
Environmental	The operations and proposed activities of the Company are subject to Australian laws and regulations concerning the environment. As with most exploration projects and mining operations, the Company's activities are expected to have an impact on the environment, particularly if advanced exploration or mine development proceeds. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws. Mining operations have inherent risks and liabilities associated with safety and damage to the environment and the disposal of waste products occurring as a result of mineral exploration and production. The occurrence of any such safety or environmental incident could delay production or increase production costs. Events, such as unpredictable rainfall or fires may impact on the Company's ongoing compliance with environmental legislation, regulations and licences. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous operations or non-compliance with environmental laws or regulations. The disposal of mining and process waste and mine water discharge are under constant legislative scrutiny and regulation. There is a risk that environmental laws and regulations become more onerous making the Company's operations more expensive. Approvals are required for land clearing and for ground disturbing activities. Delays in obtaining such approvals can result in the delay to anticipated exploration programmes or mining activities.

4.4

General risks

RISK CATEGORY	RISK
Economic	General economic conditions, movements in interest and inflation rates 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.
Market conditions	Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as: (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.
Litigation risks	The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company and its subsidiaries are not currently engaged in any litigation.
Government policy changes	Adverse changes in government policies or legislation may affect ownership of mineral interests, taxation, royalties, land access, labour relations, and mining and exploration activities of the Company. It is possible that the current system of exploration and mine permitting in Australia or Canada may change, resulting in impairment of rights and possibly expropriation of the Company's properties without adequate compensation.
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.
Taxation	The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

RISK CATEGORY	RISK
	To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability and responsibility with respect to the taxation consequences of subscribing for New Options under this Prospectus.
Reliance on key personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company 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 employees cease their employment.
Economic conditions and other global or national issues	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. General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.

4.5 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 New Options.

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

The New Options offered under this Prospectus carry no guarantee in respect of value, profitability, dividends, return of capital or the price at which the Shares and New Options (subject to satisfying ASX of the quotation requirements set out in Chapter 2 of the ASX Listing Rules) may trade on the ASX.

You should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

5. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

5.1 Terms of New Options

The following are the terms and conditions of the New Options:

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (j), the amount payable upon exercise of each New Option will be \$0.018 (**Exercise Price**).

(c) **Expiry Date**

Each New Option will expire at 5:00pm (AWST) on the date that is three (3) years from the date of issue (**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 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 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 New 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) **Quotation of New Options**

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

(i) **Shares issued on exercise**

Shares issued on exercise of the New 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 Optionholder 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 New Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the New Options without exercising the New Options.

(l) **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.

(m) **Transferability**

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

5.2 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares, being the underlying securities of the New Option 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) **Voting at a general meeting**

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, each Shareholder present has:
 - (A) for each Share held by the Shareholder, one vote; and

- (B) for each partly paid share, a fraction of one vote. The fraction is equal to the proportion which the amount paid (but not credited as paid) on that share (excluding any amounts paid on that share in advance) bears to the total issue price of that share.

(c) **Dividend rights**

The Company may by resolution declare dividends in accordance with the Corporations Act but no dividends will exceed the amount recommended by the Board.

The Board can declare a dividend in accordance with the Corporations Act and can authorise the payment or crediting of such a dividend by the Company to the Shareholders.

Subject to any rights or restrictions attached to a class of shares, the Board may decide:

- (i) The amount of dividends to be paid, matters relating to the franking of dividends, the time and method of payment of dividends and the time and manner for determining entitlements to dividends; and
- (ii) That the dividends will be payable on one class of shares but not on another class or at different rates for different classes.

No dividend shall carry interest as against the Company.

The Board may decide to capitalise any amount forming part of the undivided profits of the Company or any reserve or other account which is available for distribution and distribute that capitalised amount to Shareholders in the same proportions in which they would be entitled to receive dividends or in accordance with the terms of issue of any Shares or the terms of any plan for the issue of Securities for the benefit of officers or employees. The Board may deduct from any dividend payable to a Shareholder any money due from the Shareholder to the Company in relation to Shares (the subject of the dividend) whether on account of calls or otherwise.

The Board may implement, maintain, amend, suspend, reinstate and terminate one or more dividends plans under which Shareholders may elect with respect to some or all of their shares (subject to the rules of the relevant plan) on the terms set out in the Company Constitution.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among some or all the Shareholders any of the Company's assets as the liquidator decides and may vest any of the assets in trustees on any trusts for the benefit of some or all of the Shareholders as the liquidator decides.

Any division may be other than in accordance with the legal rights of the Shareholders and in particular, any class may be given preferential or special rights or may be excluded altogether or in part. If any division is other than in accordance with the legal rights of Shareholders, any Shareholder who would be prejudiced by the division has a right to dissent and ancillary rights as if the special resolution sanctioning that division were a special resolution passed under the Corporations Act relating to the sale or transfer of the Company's assets by a liquidator in a voluntary winding up.

If any Shares to be divided carry a liability, any person entitled under the division to any of the Shares may by notice within 10 business days after the passing of the special resolution, direct the liquidator to sell the person's proportion and pay the person the net proceeds and the liquidator is to act accordingly, if practicable.

(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**

Without affecting the special rights of any holders of Securities, the Board may decide to issue (at any price) Shares with or without preferred, deferred or other special rights, obligations or restrictions, whether with respect to consideration, dividends (subject to the preference shares terms), voting return of share capital, payment of calls, conversion, redemption or otherwise, as the Board determines.

(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.

Subject to the Corporations Act and the variation of class rights procedure outlined in the Constitution, the Board may by resolution vary the rights attached to shares in a class of shares by the issue of new shares not having the same rights as any shares already issued.

(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.

6. ADDITIONAL INFORMATION

6.1 Litigation

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

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
22 January 2026	Aruma Acquires High-Grade Copper Sulphide Project
14 January 2026	Notification Regarding Unquoted Securities
14 January 2026	Change of Director's Interest Notices x 3
14 January 2026	Notification Regarding Unquoted Securities
13 January 2026	Proposed Issue of Securities
12 January 2026	Results of Meeting
18 December 2025	New Priority Targets Identified at Fiery Creek Cu Project
9 December 2025	General Meeting Letter to Shareholders
8 December 2025	Notice of General Meeting/Proxy Form
5 December 2025	Clarification – New Priority Exploration Targets at Bortala
3 December 2025	New Priority Exploration Targets at Bortala Copper Project

DATE	DESCRIPTION OF ANNOUNCEMENT
28 November 2025	Results of Meeting
28 November 2025	Presentation to AGM
13 November 2025	Extensive Soil Sampling Program to Commence at Saltwater
7 November 2025	Heavy Mineral Sands Sampling Program to Commence at Wilan
29 October 2025	Quarterly Activities/Appendix 5B Cash Flow Report
28 October 2025	Section 708A Cleansing Notice
28 October 2025	Application for quotation of securities – AAJ
24 October 2025	AGM Letter to Shareholders
24 October 2025	Notice of Annual General Meeting/Proxy Form
23 October 2025	Section 708A Cleansing Notice
23 October 2025	Application for quotation of securities – AAJ
15 October 2025	Company Presentation
15 October 2025	Proposed issue of securities – AAJ
13 October 2025	Trading Halt
3 October 2025	High Grade Copper Mineralisation Intersected at Fiery Creek
30 September 2025	Heavy Mineral Sands Potential Identified at Wilan Project

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.arumaresources.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 respective dates of those sales were:

	(\$)	DATE
Highest	0.04	22 January 2026
Lowest	0.015	7 November 2025
Last	0.029	22 January 2026

Whilst it is intended that the New Options will be quoted there is no current market or trading history for the New Options. It is not possible to predict what value of the Company New Options or Shares will be following the Offers and the Directors do not make any representations as to such matters.

6.4 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 18 months 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 Offers; or
 - (c) the Offers,
- and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:
- (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 Offers.

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 in Section 3.8.

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.

A Director may be paid fees or other amounts (i.e. 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 proposed annual remuneration paid to both executive and non-executive Directors:

DIRECTOR	REMUNERATION FOR YEAR ENDED 30 JUNE 2026	REMUNERATION FOR YEAR ENDED 30 JUNE 2025
James Moses ^{1,2}	\$102,000	\$81,575
Grant Ferguson ^{3,4}	\$348,000	\$187,542
Brett Smith ^{5,6}	\$68,000	\$54,629

Notes:

1. Comprising Directors' fees/salary of \$72,000 and \$30,000 bonus cash payment.
2. Comprising Directors' fees/salary of \$72,000 and share-based payments of \$9,575.
3. Comprising Directors' fees/salary of \$275,000, a superannuation payment of \$33,000 and \$40,000 bonus cash payment.
4. Comprising Directors' fees/salary of \$167,821, a superannuation payment of \$19,299 and share-based payments of \$422.
5. Comprising Directors' fees/salary of \$48,000 and \$20,000 bonus cash payment.
6. Comprising Directors' fees/salary of \$36,719, a superannuation payment of \$3,856 and share-based payments of \$6,629.

6.5 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 18 months 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 Offers; or
- (f) the Offers,

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

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

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 received \$71,501 (excl GST and disbursements) in fees for legal services provided to the Company.

6.6 Consents

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

6.7 Expenses of the Offers

In the event that all Entitlements are accepted, the total expenses of the Offers are estimated to be approximately \$45,932 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	17,726
Legal fees	15,000
Miscellaneous	10,000
Total	45,932

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.

8. GLOSSARY

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

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 CHES.

AWST means Australian Western Standard Time as observed in Perth, Western Australia.

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

Bonus Offer means the non-renounceable bonus offer of New Options to Eligible Shareholders as detailed in Section 2.2.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Company means Aruma Resources Limited (ACN 141 335 364).

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.

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

Entitlement means the entitlement to be issued one (1) New Option for every twenty (20) Shares held by an Eligible Shareholder registered at the Record Date, to be issued for nil consideration.

General Meeting has the meaning given in Section 2.1.

Lead Manager means Oakley Capital Partners Pty Ltd (ACN 663 165 839).

Lead Manager Mandate has the meaning given in Section 2.3.

Lead Manager Offer has the meaning given on the cover page of this Prospectus.

New Option means an Option issued on the terms set out in Section 5.1.

Notice of Exercise has the meaning given in Section 5.1.

Offers means together, the Bonus Offer, the Placement Offer and the Lead Manager Offer.

Official Quotation means official quotation on ASX.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Placement has the meaning given in Section 2.1.

Placement Participants has the meaning given in Section 2.1.

Placement Offer has the meaning given on the cover page of this Prospectus.

Prospectus means this prospectus.

Record Date means the date specified in the timetable set out at Section 1.

Section means a section of this Prospectus.

Securities means Shares and/or Options as the context requires.

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

Shareholder means a holder of a Share.