

Prospectus

Alligator Energy Limited ACN 140 575 604 (Company)

SPP Offer

An offer to SPP Participants who subscribed for new fully paid ordinary shares in the Company (**New Shares**) under the share purchase plan (**SPP**) of one free quoted option for every two New Shares subscribed for (**SPP Options Offer**), exercisable at \$0.078 each on or before the date that is two years from the date of issue (**New Options**).

Placement Options Offer

For an offer to Placement Participants to subscribe for New Options on the basis of one New Option for every two Shares subscribed for under the Placement (**Placement Options**).

The Option Offers close at **5:00PM (AEDT) on Tuesday 28 November 2023** (unless extended or withdrawn). Valid applications must be received by that date.

The issue of New Options under the SPP Options Offer and Placement Options under the Placement Options Offer is subject to Shareholder approvals, which is being sought at a general meeting of the Company to be held on or around Friday 24 November 2023.

The Offers are not open to the general public.

This document is important and it should be read in its entirety.

This document is not for release to US wire services or distribution in the United States except by the Company to Placement Participants.

Important information

Offer statistics

Number of Options to be issued: up to 276,846,073

Option Exercise Price: \$0.078

Option Expiry Date: Two years from the date of issue.

Key dates for investors

INDICATIVE TIMETABLE INFORMATION	
Event	Time / Date
Announcement of results of SPP	Friday, 20 October 2023
Issue and Allotment of New Shares under the SPP	Monday, 23 October 2023
Quotation of New Shares under the SPP	Tuesday, 24 October 2023
Lodgement of Prospectus with ASIC and ASX for New Options and Placement Options	Tuesday, 24 October 2023
General Meeting	Friday, 24 November 2023
Close of Offer of New Options and Placement Options under the Prospectus	5pm Tuesday, 28 November 2023
Issue of New Options and Placement Options (subject to obtaining shareholder approval)	Wednesday, 29 November 2023

Note: Dates and times are indicative only and may change without notice. All references are to Sydney Time (AEDT). In particular, the Company has the right to vary the dates of the Offer, without prior notice. Investors are encouraged to submit their Entitlement and Acceptance Forms as soon as possible after the Offer opens. Further details regarding the timetable for the Offer are set out in section **Error! Reference source not found.**

Important notice

This Prospectus is dated 24 October 2023 and was lodged with the ASIC on the same date. Neither the ASIC nor the ASX takes any responsibility as to the contents of this Prospectus. No securities will be issued on the basis of this Prospectus any later than 13 months after the date of issue of this Prospectus.

This Prospectus contains an offer to SPP Participants of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act.

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

Administration of SPP

In certain circumstances, a listed company may undertake a share purchase plan in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (ASIC Instrument)*. This ASIC Instrument allows a share purchase plan to be conducted without the use of a prospectus once in any consecutive 12- month period. The relief granted in the ASIC Instrument does not extend to the issue of New Options under the SPP as they are a new class of securities. Accordingly, the Company is unable to rely on the ASIC Instrument for the New Options and is therefore offering the New Options under this Prospectus.

Similarly, ASX Listing Rule 7.2 (Exemption 5) permits a listed company to issue securities under share purchase plan without that issuance counting towards the company's placement capacity under Listing Rule 7.1 where (amongst other matters):

- the issuance satisfies the conditions of the ASIC Instrument; and
- the issue price of the shares is greater than 80% of the volume weighted average market price (VWAP) of shares calculated over the last 5 days on which sales in shares were recorded before the day the share purchase plan was announced.

As the issue of New Options does not satisfy the ASIC Instrument, the issuance of New Options under the SPP is subject to the Company receiving prior Shareholder approval for the purposes of Listing Rule 7.1 (and for all other purposes) at the Meeting.

Foreign shareholders

This document does not constitute an offer of Options in any jurisdiction in which it would be unlawful. Options may not be offered or sold in any country outside Australia except to the extent permitted below.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe those restrictions. Any failure to comply with restrictions might constitute a violation of applicable securities laws.

See below for further information on foreign offer restrictions applicable to the Offer outside Australia.

SPP Participants only

The Company has decided that it is unreasonable to make offers under the SPP to Shareholders with registered addresses outside of Australia and New Zealand having regard to the number of Shareholders in those places, the number and value of the Options they would be offered and the cost of complying with the legal and regulatory requirements in those places. Accordingly, the Offer is not being extended to, and does not qualify for distribution or sale by, and no Options will be issued to Shareholders having registered addresses outside of Australia and New Zealand.

The Company has not made any investigation as to the regulatory requirements that may prevail in the countries, outside of Australia and New Zealand, in which the Company's Shareholders may reside. It is the responsibility of overseas Applicants to ensure compliance with all laws of any country relevant to their Acceptance. The Offer may only be accepted by SPP Participants and does not constitute an offer in any place in which or to any person to whom, it would be unlawful to make such an offer.

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 *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand)*. The Company will issue the New Options for no consideration.

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013 (New Zealand)*. This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

Placement Participants only

This Prospectus may be distributed outside Australia only to Placement Participants as contemplated below.

Hong Kong

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

No advertisement, invitation or document relating to the Placement Options has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Placement Options that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Placement Options may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The Placement Options (and the underlying ordinary shares) have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, registration under the US Securities Act and applicable US state securities laws.

The Placement Options (and the underlying ordinary shares) will only be offered and sold in the United States to:

- “institutional accredited investors” within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act; and
- dealers or other professional fiduciaries organized or incorporated in the United States that are acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which they exercise investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.

How to accept Entitlement to Options

An application for Options under the Offers will only be accepted where it complies with the instructions in this Prospectus and on the relevant Application Form provided with this Prospectus as described in section 2 of this Prospectus.

Cooling off rights do not apply to an investment in Options under the Offers. This means that an Applicant cannot withdraw their application once it has been accepted, unless permitted to do so in accordance with the Corporations Act.

By submitting an application for Options under the SPP Options Offer or Placement Options Offer, you are accepting the risk that the market price of the underlying Shares may change between the date of the Prospectus and the date the Options are issued.

This Prospectus is available in electronic form on the internet at <https://alligatorenergy.com.au/>. If you wish to obtain a free copy of this Prospectus, please contact the Company on 07 3839 3904.

Enquiries

If you are a SPP Participant and have any questions in relation to the SPP Options Offer or a Placement Participant and have any questions in relation to the Placement Options Offer, please contact your stockbroker or professional adviser. If you have questions in relation to the Shares upon which your Entitlement has been calculated, or how to complete the Entitlement and Acceptance Form, take up your Entitlement, please call the Share Registry on:

- 1300 288 664 for callers within Australia; or
- +61 2 9698 5414 for overseas callers.

Deciding to accept the Offer

No person named in this Prospectus, nor any other person, guarantees the performance of AGE, the repayment of capital or the payment of a return on the Options and underlying Shares.

Please read this Prospectus carefully before you make a decision to invest. An investment in the Company has a number of specific risks which you should consider before making a decision to invest. This Prospectus is an important document and you should read it in full before deciding whether to invest pursuant to the Offer. You should also have regard to other publicly available information about the Company, including ASX announcements, which can be found at the Company's website: <https://alligatorenergy.com.au/>.

Terms used

A number of terms and abbreviations used in this Prospectus have defined meanings, which are explained in the definitions and glossary in section 5.

Money as expressed in this Prospectus is in Australian dollars unless otherwise indicated.

Forward looking statements

Some of the information contained in this Prospectus constitutes forward-looking statements that are subject to various risks and uncertainties. Forward-looking statements include those containing such words as 'anticipate', 'estimate', 'should', 'will', 'expects', 'plans' or similar expressions. These statements discuss future objectives or expectations concerning results of operations or financial

conditions or provide other forward-looking information. The Company's actual results, performance or achievements could be significantly different from the results or objectives expressed in, or implied by, those forward-looking statements. This Prospectus details some important factors that could cause the Company's actual results to differ from the forward-looking statements made in this Prospectus.

No representations

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation in connection with the Offer not contained in this Prospectus may not be relied on as having been authorised by the Company or its officers. This Prospectus does not provide investment advice or advice on the taxation consequences of accepting the Offer. The Offer and the information in this Prospectus, do not take into account your investment objectives, financial situation and particular needs (including financial and tax issues) as an investor.

Target Market Determination

A Target Market Determination (**TMD**) in respect of the offer of the Options under this Prospectus has been prepared by the Company and is available on the Company's website at <https://alligatorenergy.com.au/>. The TMD seeks to offer potential investors an understanding of the class of investors for which the offer of Options has been designed, having regard to the objectives, financial situation and needs of the target market.

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Chairman's letter

24 October 2023

Dear Shareholder,

As announced to the ASX on 20 September 2023, the Directors of Alligator offered Eligible Shareholders the opportunity to apply for fully paid ordinary shares in the Company under a Share Purchase Plan (**SPP**).

The SPP was part of a wider capital raising being undertaken by the Company. On 20 September 2023, the Company announced an equity-capital raising comprising:

- (a) A placement to sophisticated, professional or otherwise exempt investors to raise approximately \$25.5 million (before costs) (**Placement**); and
- (b) A non-underwritten SPP to Eligible Shareholders to raise \$3.26 million (before costs).

The Placement and the SPP together comprise the **Capital Raising**.

The proceeds from the Capital Raising will be used for the Samphire - Feasibility study and mining lease application, Samphire - Ongoing resource drilling and geophysics program, exploration on targets Nabarlek North (ARUP) and follow up drilling at Big Lake, business development opportunities, corporate costs and general working capital.

Each of Greg Hall, Paul Dickson, Peter McIntyre and Callum McIntyre participated in the SPP.

Placement

The Company is pleased to advise that it received approximately \$25.5 million (before costs) in funds under the Placement, with 491 million Shares at \$0.052 per Share issued to sophisticated, professional and otherwise exempt investors on 20 September 2023 utilising the Company's existing Listing Rule 7.1 placement capacity.

The Company is now offering Placement Participants the opportunity to subscribe for one Placement Option for every two Shares subscribed for under the Placement, exercisable at \$0.078 each on or before the date that is two years from the date of issue (**Placement Options Offer**). The Placement Options Offer is also subject to Shareholder approval for the purposes of Listing Rule 7.1.

The Placement Options Offer is non-renounceable and therefore your Placement Entitlement will not be tradeable on the ASX or otherwise transferable.

Shareholder approvals

The issue of Options under both Offers is subject to the relevant Shareholder approvals being obtained at the Meeting. Refer to the notice of meeting made available on ASX or the Company's website.

Participation in the SPP

The SPP Offer provided Eligible Shareholders with an opportunity to acquire up to \$30,000 worth of New Shares in the Company (subject to any scale back). Shareholders may apply for New Options equal to the corresponding amount of New Shares subscribed for under the SPP in the following amounts:

Application Amount (AUD)	New Shares	New Options
\$2,500	48,076	24,038
\$5,000	96,153	48,076
\$7,500	144,230	72,115
\$10,000	192,307	96,153
\$15,000	288,461	144,230
\$20,000	384,615	192,307
\$25,000	480,769	240,384
\$30,000	576,923	288,461

The number of New Options that will be allotted to you will be determined by dividing the number of New Shares issued to you under the SPP by two, rounded down to the nearest whole number parcel.

How to apply for New Options under the SPP Options Offer

Details of how to participate in the SPP Options Offer is set out in section 2.1 of this Prospectus.

Only Eligible Shareholders who participated in the SPP may participate in the SPP Options Offer.

SPP Participants who wish to apply for New Options under the SPP can apply online using the QR code on their personalised application form in their prospectus or by returning the Entitlement and Acceptance Form to Automic to the email address or the postal address provided on the application form. If you do not wish to participate in the SPP Options Offer, you do not have to take any action. As the SPP Options Offer is non-renounceable, you cannot transfer your rights to any New Options offered under the SPP Options Offer.

Placement Options Offer

Only Placement Participants may participate in the Placement Options Offer. Placement Participants can apply for New Options under the Placement Options Offer and will be provided with a copy of this Prospectus and an Application Form.

General information

Further details of the Offers are set out in this Prospectus. Please read the Prospectus carefully and in its entirety.

On behalf of the Directors, I thank you for your continued support.

Yours sincerely,

Paul Dickson
Chairman, Alligator Energy Limited

1. Details of the Offers

1.1 Background

On 20 September 2023, the Company announced the Capital Raising and issue of Shares and free attaching Options comprising the following components:

(a) Placement Options Offer

The Company completed a Placement to professional, sophisticated and otherwise exempt investors to raise \$25.5 million (before costs) via the issue of 491 million Shares at an issue price of \$0.052 per New Share.

Investors under the Placement are being offered one (1) Placement Option, for nil consideration, for every two (2) Shares to each investor under the Placement.

The Offer to Placement Participants is being made in this Prospectus and will result in the issue of up to approximately 245,500,000 Placement Options (subject to rounding).

The Company engaged Taylor Collison Limited and Bell Potter Securities Limited as Joint Lead Managers to the Placement.

(b) Share Purchase Plan

A share purchase plan to accompany the Placement (**SPP**) under which Eligible Shareholders (being Shareholders with an address in Australia or New Zealand who are on the register as at 19 September 2023) were entitled to acquire up to \$30,000 worth of New Shares at an Issue Price of \$0.052 per New Share, together with one free New Option for every two New Shares subscribed for under the SPP, to raise \$3.26 million (before costs). The SPP was not underwritten.

Eligible Shareholders who subscribed for New Shares under the SPP are being offered one (1) New Option, for nil consideration, for every two (2) New Shares issued to them.

Following the completion of the SPP up to approximately 31,346,073 New Options (subject to rounding) will be issued to SPP Participants under the SPP.

The offer of New Options to SPP Participants is being made in this Prospectus.

(c) Options

Shares issued under the Placement and the SPP are being offered with one (1) Option for every two (2) Shares subscribed for under the SPP or Placement, exercisable at \$0.078 each on or before the date that is two years from the date of issue. The terms of the Options are set out in section 4.3.

The Options are being offered under this Prospectus. The company will apply for quotation of the Options on ASX, the grant of which will be subject to satisfaction of the minimum spread requirements under the ASX Listing Rules.

Only SPP Participants or Placement Participants will be entitled to subscribe for Options under this Prospectus.

(d) Shareholder approval

The issue of the New Options under the SPP Offer and Placement Options is subject to the Company obtaining Shareholder approval for the purposes of Listing Rule 7.1. The Company will seek shareholder approval at their annual general meeting, scheduled to be held on 24 November 2023 (**Meeting**).

If Shareholder approval at the Meeting is not obtained, SPP Participants who subscribed for New Options under the SPP Offer will not be issued with New Options and Placement Participants will not be issued Placement Options.

Further details regarding the Shareholder approvals being sought at the Meeting, including the consequences if the relevant resolutions are not passed, are set out in the notice of meeting made available by the Company on ASX on 20 October 2023.

(e) **No general public offer**

There is no general public offer of Options under this Prospectus.

(f) **No trading of rights**

The Offer is non-renounceable and, therefore, SPP Participants and Placement Participants cannot transfer their right to purchase Options to any third party.

(g) **Terms of Options**

Each Option offered under this Prospectus will have the same terms. The Options will have an exercise price of \$0.078 and will expire on the date that is two years from their issue.

Upon exercise, each Option will entitle to one fully paid ordinary Share.

The terms of the Options are set out in section 4.3 below.

(h) **Ranking of Shares on exercise of Options**

All of the Shares issued upon the future exercise of the Options offered under this Prospectus will rank equally with the Shares on issue as at the date of this Prospectus.

Please refer to section 4.4 for further information regarding rights and liabilities attaching to the Shares.

(i) **Offer limited to Entitlement**

There is no minimum subscription under the Offers. No person may apply for (and the Company will not issue) Options under the Offers in excess of the person's Entitlement to Options.

(j) **Consideration payable**

The Options offered under this Prospectus will be issued to the Placement Participants and the SPP Participants for nil consideration. Accordingly, the Company will not raise any proceeds by the issue of Options under this Prospectus.

(k) **Rounding**

In the event that a person is entitled to a fraction of an Option, that fractional entitlement will be rounded down.

(l) **How to apply**

Refer to section 2.1 of this Prospectus for details on how to apply for Options under the Offers.

Only Placement Participants who participated in the Placement may participate in the Placement Options Offer.

1.2 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 such 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 and the Directors.

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 actual results to differ materially from the results expressed or anticipated in these statements.

1.3 Costs of participation

The Company will not charge any brokerage, commissions or other transaction costs in respect of the application for, and allotment of, Options under the Offers.

1.4 Cooling off rights

Cooling off rights do not apply to an investment in Options under the Offers. Applicants cannot withdraw their application or payment once it has been accepted unless permitted to do so in accordance with the Corporations Act.

1.5 Taxation implications

SPP Participants and Placement Participants should obtain independent advice on the taxation implications arising out of their participation in the Offers. None of the Company or its subsidiaries or their respective directors, officers, employees, agents and advisers makes any representations or warranties about, and accepts no responsibility for, the liability of Applicants to pay tax in respect of any issue of Options, payment or other transaction under the Offers.

1.6 Issue of Options

The Options issued pursuant to the Offers will be issued in accordance with the ASX Listing Rules and timetable set out in this Prospectus. Holding statements for Options will be mailed by the share registry following allotment.

1.7 Allotment and allocation policy

The Company will proceed to allocate New Options as soon as possible after the Closing Date and receiving ASX permission for Official Quotation of the New Options.

SPP Participants and Placement Participants will be notified in writing of the number of Options allocated to them as soon as possible following the allocation being made.

It is the responsibility of Applicants to confirm the number of Options allocated to them prior to trading in Options. Applicants who sell Options before they receive notice of the number of Options allocated to them do so at their own risk. No Options will be allotted or issued on the basis of this Prospectus later than 13 months after the date of issue of this Prospectus.

1.8 ASX Quotation

The Company will apply to ASX for quotation of the Options and accordingly the Options will be quoted on ASX (subject to meeting ASX's conditions for quotation).

If the Options are not quoted within 3 months of the date of this Prospectus, the Offers under this Prospectus will not proceed. The Company will apply for quotation of the Shares issued on exercise of the Options in accordance with the terms of issue of the Options. The fact that ASX may grant official quotation of the Options is not taken to be any indication of the merits of the Company, the Options or the Shares.

1.9 CHES

The Company will apply to ASX Settlement for the Options to participate in the Securities Clearing House Electronic Subregister System known as CHES.

The Company will not issue certificates to Shareholders with respect to the Options. After allotment of the Options, those who are issuer sponsored holders will receive an issuer sponsored statement and those who are CHES holders will receive an allotment advice.

The CHES statements, which are similar in style to bank account statements, will set out the number of Options allotted to each successful applicant pursuant to this Prospectus. The statement will also advise holders of their holder identification number. Further statements will be provided to holders which reflect any changes in their holding in the Company during a particular month.

1.10 Joint Lead Managers

Taylor Collison Limited and Bell Potter Securities Limited have been appointed as joint lead managers to the Placement. Further details of the appointment of the lead managers are set out in section 4.10.

1.11 Electronic prospectus

An electronic version of this Prospectus is available on the Internet at <https://alligatorenergy.com.au/> only for persons in Australia.

The Entitlement and Acceptance Form may only be distributed together with a complete and unaltered copy of the Prospectus. The Company will not accept a completed Entitlement and Acceptance Form if it has reason to believe that the investor has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe that the Entitlement and Acceptance Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While the Company believes that it is extremely unlikely that in the Offer period the electronic version of the Prospectus will be tampered with or altered in any way, the Company cannot give any absolute assurance that it will not be the case. Any investor in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus directly from the Company or the Share Registry.

2. How to apply

2.1 How to apply for Options

If you are eligible to subscribe under the Placement Options Offer and wish to subscribe, please complete an Application Form which accompanies the Prospectus (and which will be provided to you by the Company, the Joint Lead Managers or the Share Registry).

If you are a SPP Participant who participated in the SPP and are therefore eligible to participate in the SPP Option Offer, please complete an Application Form which accompanies the Prospectus (and which will be provided to you by the Company or the Share Registry).

If the number of Options subscribed for is more than the number of Options to which the relevant Applicant is entitled to under the Placement Options Offer or the SPP Options Offer, the Company reserves the right to accept it in respect of the lesser number of Options to which the Applicant is entitled. Once an application has been made it cannot be revoked. No notice of acceptance will be provided.

You may do nothing, in which case no Options will be issued to you.

By completing an Application Form, you represent and acknowledge that:

- You are a Placement Participant or an SPP Participant;
- the Options (and the underlying Shares) have not been, and will not be, registered under the US Securities Act, and accordingly, the Options (and the underlying Shares) may not be offered, or sold in the United States without registration under the US Securities Act except in a transaction exempt from, or not subject to, the registration requirements of the US Securities Act and any other applicable US state securities laws;
- you represent and warrant that you have not sent and will not send any materials relating to the Offer to any person in the United States or any person acting for the account or benefit of a person in the United States; and
- if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are participating in the Offer is resident in Australia or New Zealand, and you have not sent this Prospectus, or any materials relating to the Offer to any person outside of Australia and New Zealand.

2.2 Offer Period

The Offer will open on 24 October 2023 (**Opening Date**).

Applications for Options under the Offer will close on 28 November 2023 (**Closing Date**).

The Opening Date and Closing Date for the Offers are indicative only. The Company may vary these dates, including to close the Offers early or to extend the Closing Date, at any time prior to the issue of Options under the Offers (subject to the Corporations Act and the ASX Listing Rules). The Company may also accept late applications at its discretion. If any of the dates are changed, subsequent dates may also change. You are encouraged to lodge your Application Form as soon as possible after the Opening Date.

General

If you have any queries concerning your Entitlement, please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or contact your stockbroker or professional adviser.

Applications can be made:

- Online by following the instructions on the Application form;

- By submitting a Completed Entitlement and Acceptance Forms by email to submissions@automicgroup.com.au; or
- By posting a Completed Entitlement and Acceptance Forms by mail to the following address:

Automic Group
Alligator Energy Limited Offer
Level 5, 126 Phillip St, Sydney NSW 2000

2.3 **Binding effect of Entitlement and Acceptance Form**

A completed and lodged Entitlement and Acceptance Form constitutes a binding offer to acquire Options on the terms and conditions set out in this Prospectus and, once lodged cannot be withdrawn. If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid application for Options. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

3. Effect of the Offer on the Company

3.1 Purpose of the Offer

The purpose of the Offer is to reward Shareholders for supporting the Company through the SPP and Placement.

3.2 Effect of the Offer

The principal and immediate effect of the Offer, assuming all Options offered under the Prospectus are issued and quoted by ASX will be to introduce a new class of listed security, being a maximum of 276,846,073 Options.

3.3 Effect on Balance Sheet

The Options to be issued pursuant to this Prospectus will be issued for nil consideration. Accordingly, there will be no immediate effect on the Company's balance sheet.

However, capital will be raised if the Options are exercised. This will affect the Company's balance sheet. If the maximum number of Options were issued and all such Options were exercised, the Company would receive approximately \$21,593,993.

The Company is unable to specify with any certainty the extent of any change to the balance sheet given the uncertainty around the number of Options to be ultimately issued and whether and when any Options will be exercised.

3.4 Effect on capital structure

The effect of the Offer on the capital structure, assuming all Options under this Prospectus are issued, is set out below.

Shares		
	Number	%
Ordinary Shares on issue at the date of this Prospectus (including the Shares issued under the SPP)	3,862,309,002	100
Options		
	Number	%
Options on issue at the date of this Prospectus	145,365,400	35%
Maximum number of Options under Placement	245,500,000	58%
Maximum number of Options under SPP	31,346,073	7%
Total:	422,211,473,	100%

3.5 Effect on control

The issue of Options will have no effect on the control (as defined in section 50AA of the Corporations Act) of the Company. The Company contemplates that the effect of the Offer on control of the Company will be minimal.

4. Additional information

4.1 Transaction specific prospectus

AGE is a disclosing entity and therefore subject to regular reporting and disclosure obligations under the Corporations Act. Under those obligations, the Company is obliged to comply with all applicable continuous disclosure and reporting requirements in the ASX Listing Rules.

This Prospectus is issued under section 713 of the Corporations Act. This section enables disclosing entities to issue a prospectus in relation to securities in a class of securities which has been quoted by ASX at all times during the three months before the date of the Prospectus or options to acquire such securities. Apart from formal matters this Prospectus need only contain information relating to the terms and conditions of the Offer, the effect of the Offer on the Company and the rights and liabilities attaching to the Options and underlying Shares.

Copies of the documents lodged by the Company with ASIC may be obtained from, or inspected at an office of ASIC.

The Company will provide a copy of any of the following documents, free of charge, to any person who asks for a copy of the document before the Closing Date in relation to this Prospectus:

- (a) annual financial report for the period ending 30 June 2023;
- (b) reviewed half-yearly financial statements for the Company for the period ending 31 December 2022; and
- (c) any other financial statements lodged in relation to the Company with ASIC and any continuous disclosure notices given by the Company to ASX, in the period starting immediately after lodgement of the annual financial report for the Company for the period ended 30 June 2023 and ending on the date of lodgement of this Prospectus with ASIC.

4.2 ASX Information and Share information

The ASX Announcements that the Company has made since 5 October 2023 are set out in Schedule 1 of this Prospectus. Copies of ASX announcements made by the Company may be obtained on the ASX website or the Company's website: <https://alligatorenergy.com.au/>.

The highest and lowest prices of shares in the Company on the ASX in the six month period before the date of this Prospectus and the respective dates of those sales are set out below.

	High (cents)	Low (cents)	Volume weighted average (cents)
One month	5.8	4.6	5.3
Three months	7.1	3.2	5.1
Six months	7.1	3.1	4.7

The last market sale price of Shares as at 23 October 2023 was 4.9 cents.

4.3 Option Terms

- (a) The Options shall be issued for no cash consideration.
- (b) The exercise price of each Option is \$0.078 (**Exercise Price**).
- (c) The Options will expire on the date which is two (2) years from their issue (**Expiry Date**) unless earlier exercised.
- (d) The Options are transferable.
- (e) The Options may be exercised at any time wholly or in part by delivering a duly completed form of notice of exercise together with payment for the Exercise Price per Option to the Company at any time on or after the date of issue of the Options and on or before the Expiry Date. Payment may be made as directed by the Company from time to time, which may include by cheque, electronic funds transfer or other methods.
- (f) The number of Options that may be exercised at one time must be not less than **50,000** unless the Option holder holds less than 50,000 Options in which case all Options must be exercised at one time.
- (g) Upon the valid exercise of the Options and payment of the Exercise Price, the Company will issue fully paid ordinary shares ranking pari passu with the then issued ordinary shares (**Shares**).
- (h) Option holders do not have any right to participate in new issues of securities in the Company made to shareholders generally. The Company will, where required pursuant to the ASX Listing Rules, provide Option holders with notice prior to the books record date (to determine entitlements to any new issue of securities made to shareholders generally) to exercise the Options, in accordance with the requirements of the ASX Listing Rules.
- (i) Option holders do not participate in any dividends unless the Options are exercised and the resultant Shares of the Company are issued prior to the record date to determine entitlements to the dividend.
- (j) In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company:
 - (1) the number of Options, the Exercise Price of the Options, or both will be reorganised (as appropriate) in a manner consistent with the ASX Listing Rules as applicable at the time of reorganisation, but with the intention that such reorganisation will not result in any benefits being conferred on the holders of the Options which are not conferred on shareholders; and
 - (2) subject to the provisions with respect to rounding of entitlements as sanctioned by a meeting of shareholders approving a reorganisation of capital, in all other respects the terms for the exercise of the Options will remain unchanged.
- (k) If there is a pro rata issue (except a bonus issue), the Exercise Price of an Option may be reduced according to the following formula:

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

Where:

- O^n = the new exercise price of the Option;
- O = the old exercise price of the Option;
- E = the number of underlying securities into which one Option is exercisable;

- P = the volume weighted average market price per security of the underlying securities during the five trading days ending on the day before the ex right date or the ex entitlements date;
- S = the subscription price for a security under the pro rata issue;
- D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue); and
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.
- (l) If there is a bonus issue to the holders of Shares in the Company, the number of Shares over which the Option is exercisable may be increased by the number of Shares which the Option holder would have received if the Option had been exercised before the record date for the bonus issue.
- (m) The terms of the Options shall only be changed if holders (whose votes are not to be disregarded) of Shares in the Company approve of such a change. However, unless all necessary waivers of the ASX Listing Rules are obtained, the terms of the Options shall not be changed to reduce the Exercise Price, increase the number of Options or change any period for exercise of the Options.
- (n) The Company shall apply for listing of the Options on the ASX.
- (o) The Company shall apply for listing of the resultant Shares of the Company issued upon exercise of any Option.
- (p) The Options (and the underlying ordinary shares) have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States unless the Options (and the underlying ordinary shares) have been registered under the US Securities Act of 1933 or according to transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.
- (q) Any holder of the Options (and the underlying ordinary shares) agrees for the benefit of the Company that the Options (and the underlying ordinary shares) may be offered, sold, pledged or otherwise transferred only (a) to the Company, (b) outside the United States in compliance with Regulation S under the US Securities Act and local laws and regulations, (c) in a transaction that does not require registration under the US Securities Act and in compliance with applicable US state securities laws, or (d) pursuant to an effective registration statement under the US Securities Act.

4.4 Rights and liabilities attaching to Shares

The rights attaching to ownership of the Shares are set out in the Company's Constitution, a copy of which is available for inspection at the registered office of the Company during business hours. The following is a summary of the principal rights of holders of the Shares, subject to any special rights attaching to any class of share at a future time. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of the Company's Shareholders.

(a) Voting

At a general meeting of the Company on a show of hands, every member present in person, or by proxy, attorney or representative has one vote and upon a poll, every member present in person, or by proxy, attorney or representative has one vote for every Share held by them.

(b) Dividends

The Shares will rank equally with all other issued shares in the capital of the Company and will participate in dividend out of profits earned by the Company from time to time. Subject to the rights of holders of shares with any special preferential or qualified rights attaching to them, the profits of the Company are divisible amongst the holders of Shares paid proportionately to the amounts paid on the Shares. The Directors may from time to time pay to Shareholders such interim dividends as in their judgment the position of the Company justifies.

(c) Transfer of the Shares

(1) Uncertificated system

Transfer of Shares may be effected by an instrument of transfer in accordance with any system recognised by the ASX Listing Rules and effected in accordance with the ASX Settlement Operating Rules approved under the *Corporations Act* or by an instrument of transfer in any usual form or by another form approved by the Directors or recognised by the *Corporations Act* or the ASX Listing Rules.

(2) Certificated system

Subject to the Constitution and the *Corporations Act*, a Shareholder's share may be transferred by instrument in writing in any form authorised by the *Corporations Act* and the ASX Listing Rules or in any other form authorised by the *Corporations Act* and the ASX Listing Rules or in any other form that the Directors approve. No fee shall be charged by the Company on the transfer of any Shares.

(3) Refusal to register

The Directors, may, in their absolute discretion, refuse to register any transfer of Share or other securities where permitted to do so by the *Corporations Act*, the ASX Listing Rules or the ASX Settlement Operating Rules. The Directors must refuse to register any transfer of Shares or other securities when required to do so by the *Corporations Act* or the ASX Listing Rules. If the Directors decline to register a transfer, the Company must within five business days after the date of lodgement of such transfer give to the lodging party written notice of the refusal and the reasons for it.

(d) Winding up

Shareholders will have no further liability to make payments to the Company in the event of the Company being wound up pursuant to the provisions of the *Corporations Act*.

(e) Future increases in capital

The allotment and issue of any Shares is under the control of the Directors. Subject to the Listing Rules, the Company's Constitution and the *Corporations Act*, the Directors may allot or otherwise dispose of Shares on such terms and conditions as they see fit.

(f) Variation of Rights

At present, the Company has only ordinary shares on issue. If the shares of another class were issued, the rights and privileges attaching to ordinary shares could only be altered with the approval of a resolution passed at a separate general meeting of the

holders of ordinary shares by a three quarter majority of such holders or the written consent of the holders of at least three quarters of the ordinary shares.

(g) General Meeting

Each holder of Shares will be entitled to receive notice of and to attend and vote at general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Company's Constitution, the Corporations Act and the Listing Rules.

For more particular details of the rights attaching to ordinary shares in the Company, that will be issued on exercise of the Options, Applicants should refer to the Constitution of the Company.

4.5 Corporate Governance

The Company has adopted a Corporate Governance Charter which can be obtained, at no cost, from the Company's registered office and is also available on the Company's website: <https://alligatorenergy.com.au/>.

The Company reports on its compliance with the recommendations made by the Corporate Governance Principles and Recommendations in its annual report. Where the Company's corporate governance practices do not correlate with the practices recommended by the ASX Corporate Governance Council, the Company is working towards compliance however it does not consider that all practices are appropriate for the Company due to the size and scale of the Company operations.

4.6 Directors' interests

The nature and extent of the interest (if any) that any of the Directors of the Company holds, or held at any time during the last two years in:

- (a) the formation or promotion of the Company;
 - (b) property acquired or to be acquired by the company in connection with:
 - (1) its formation or promotion;
 - (2) the Offer; or
 - (c) the Offer,
- is set out below or elsewhere in this Prospectus.

Other than as set out below or elsewhere in this Prospectus, no one has paid or agreed to pay any amount, and no one has given or agreed to give any benefit to any director or proposed director:

- (a) to induce them to become, or to qualify as, a Director of the Company; or
- (b) for services provided by a director in connection with:
 - (1) the formation or promotion of the Company; or
 - (2) the Offer.

Set out below are details of the interest of the Directors in the securities of the Company immediately prior to lodgement of the Prospectus with the ASIC. Interest includes those

securities held directly and indirectly. The table does not take into account any Options the directors may acquire under the Offer which is subject to Shareholder approval.

Director	Number of Shares	Number of Shares applied for under SPP	Number of SPP Options (subject to Shareholder approval)
Paul Dickson	18,945,008	480,769	240,384
Fiona Nicholls	1,000,000	-	-
Peter McIntyre	67,228,926	576,923	288,461
Callum McIntyre	452,163	192,307	96,153
Gregory Hall	23,586,354	96,153	48,076

Gregory Hall also holds 3,565,745 Zero Strike Priced Performance Incentive Options with various expiry dates.

4.7 Directors Fees

Set out below is the remuneration paid to the current Directors of the Company and their associated entities for the past two years.

Directors' remuneration for the financial year ended 30 June 2022 and 30 June 2023:

		Short-term Benefits	Post-employment Benefits	Share-based Payments		Total
		Salary and Fees	Superannuation	Shares	Options	
		\$	\$	\$	\$	\$
Directors						
F Nicholls (app – 13/4/23)	2023	11,274	1,184	-	-	12,458
	2022	-	-	-	-	-
P Dickson Chairman	2023	75,000	7,875	-	-	82,875
	2022	66,250	6,625	-	12,150	85,025
P McIntyre	2023	47,727	5,011	-	-	52,738
	2022	45,341	4,534	-	9,450	59,325
G Hall CEO	2023	259,167	25,292	-	63,649	348,108
	2022	213,033	21,265	-	35,476	269,774

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the Corporations Act and accordingly, member approval is not required.

Details of the intention of Directors to participate in the Offer is set out in section 4.6.

4.8 Substantial Holders

As at the date of this Prospectus, there are no Shareholders who hold more than 5% of the Shares:

The Company has not received any substantial holder notices under Section 671B of the Corporations Act that are relevant to registered shareholders at the date of preparing this information.

4.9 Related party transactions

From time to time the Company may be party to transactions with related parties including:

- (a) employment and service arrangements; and
- (b) payment of Directors fees.

The Company believes that it has made appropriate disclosure of past related party transactions which have either proceeded on an "arms' length" basis, reasonable remuneration basis or been approved by shareholders in general meeting.

The Company discloses the following transactions with related parties which have either proceeded on an "arms' length" or reasonable remuneration basis or have been approved by Shareholders in general meeting. The following directors propose to be issued with New Options subject to and following shareholder approval:

- (a) Greg Hall;
- (b) Callum McIntyre;
- (c) Peter McIntyre; and
- (d) Paul Dickson.

The Board considers that the remuneration and benefits are reasonable remuneration pursuant to section 211 of the Corporations Act and accordingly, member approval is not required.

Payment of Non-Executive Director fees

Each of the Non-Executive Directors of the Company (being Paul Dickson - Chairman, Fiona Nicholls and Peter McIntyre) are entitled to be paid directors' fees (including superannuation) in the amount of \$82,875 for the Chairman and \$52,738 for other Directors and an additional fee of \$5,000 payable to the chair of the Audit and Risk Management Committee per annum.

The Board considers that these fees are reasonable remuneration pursuant to section 211 of the Corporations Act and accordingly, member approval is not required.

4.10 Mandate Agreement

The Company has entered a mandate with Taylor Collison Limited and Bell Potter Securities Limited (**JLMs**) pursuant to which the JLMs have been appointed as joint lead managers to the Placement and the SPP (**Mandate Agreement**). The JLMs provided a number of services to the Company in respect of the Placement and SPP.

The Company has agreed to pay the JLMs a management fee of 3.0% of the Capital Raising proceeds and a selling fee of 3.0% of the Placement proceeds (**Management Fee**).

The Company has agreed to reimburse JLMs in respect of expenses incurred incidental to the Offer, and further indemnify the JLMs and related persons against losses, liabilities and claims in respect of the Offer.

4.11 Interests of experts and advisers

This section applies to persons 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, promoters of the Company and stockbrokers or arrangers (but not sub-underwriters) to the Offer (collectively **Prescribed Persons**).

Other than as set out below or elsewhere in this Prospectus, no Prescribed Person has, or has had in the last two years, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired in connection with the formation or promotion of the Company or the Offer; or
- (c) the Offer of Options under this Prospectus.

Other than that as set out below or elsewhere in this Prospectus, no benefit has been given or agreed to be given to any Prescribed Person for services provided by a Prescribed Person in connection with the:

- (a) formation or promotion of the Company; or
- (b) offer of Options under this Prospectus.

Taylor Collison Limited and Bell Potter Securities Limited are the joint lead managers to the Placement, in respect of which it is entitled to receive fees and commission under the Mandate Agreement as set out in section 4.10 above.

HopgoodGanim Lawyers are acting as solicitors to the Offer and have performed work in relation to the Prospectus. In doing so, HopgoodGanim Lawyers have placed reasonable reliance upon information provided to them by the Company. HopgoodGanim Lawyers does not make any statement in this Prospectus. In respect of this work, the Company estimates that it will pay approximately \$25,000 (excluding disbursements and GST) to HopgoodGanim Lawyers. HopgoodGanim Lawyers are the Company's Australian lawyers and are engaged from time to time by the Company on a variety of matters. Further amounts may be paid to HopgoodGanim Lawyers in accordance with its normal time based charges.

4.12 Subsequent events

There has not arisen, at the date of this Prospectus any item, transaction or event of a material or unusual nature not already disclosed in this Prospectus which is likely, in the opinion of the Directors of the Company to affect substantially:

- (a) the operations of the Company,
- (b) the results of those operations; or
- (c) the state of affairs of the Company.

4.13 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 include forecast future earnings in this Prospectus.

4.14 Litigation

The Company is not engaged in any litigation which has or would be likely to have a material adverse effect on either the Company or its business.

4.15 Privacy

The Company maintains the register of members of the Company through Automic Group, an external service provider. The Company requires Automic to comply with the National Privacy Principles with performing these services. The Company's register is required under the Corporations Act to contain certain personal information about you such as your name and

address and number of shares and options held. In addition, the Company collects personal information from members such as, but not limited to, contact details, bank accounts and membership details and tax file numbers.

This information is used to carry out registry functions such as payment of dividends, sending annual and half yearly reports, notices of meetings, newsletters and notifications to the Australian Taxation Office. In addition, contact information will be used from time to time to inform members of new initiatives concerning the Company.

The Company understands how important it is to keep your personal information private. The Company will only disclose personal information we have about you:

- (a) when you agree to the disclosure;
- (b) when used for the purposes for which it was collected;
- (c) when disclosure is required or authorised by law;
- (d) to other members in the AGE group of companies;
- (e) to your broker;
- (f) to external service suppliers who supply services in connection with the administration of the Company's register such as mailing houses and printers, Australia Post and financial institutions.

You have the right to access, update and correct your personal information held by the Company and Automic, except in limited circumstances. If you wish to access, update or correct your personal information held by Automic or by the Company please contact our respective offices.

If you have any questions concerning how the Company handles your personal information, please contact the Company.

4.16 Expenses of the Offer

All expenses connected with the Offer are being borne by the Company. Total expenses of the Offer are estimated to be in the order of \$34,000.

4.17 Consents and disclaimers

Written consents to the issue of this Prospectus have been given and at the time of this Prospectus have not been withdrawn by the following parties:

Taylor Collison Limited has given and has not withdrawn its consent to be named in this Prospectus as joint lead manager in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

Bell Potter Securities Limited has given and has not withdrawn its consent to be named in this Prospectus as joint lead manager in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

HopgoodGanim Lawyers has given and has not withdrawn its consent to be named in this Prospectus as lawyers to the Offer in the form and context in which it is named. It takes no responsibility for any part of the Prospectus other than references to its name.

Automic Group has given and, at the date of this Prospectus, has not withdrawn, its written consent to be named as Share Registrar in the form and context in which it is named. It has had no involvement in the preparation of any part of the Prospectus other than being named

as Share Registrar to the Company and has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of the Prospectus.

4.18 Directors' statement

This Prospectus is issued by Alligator Energy Limited. Each director has consented to the lodgement of the Prospectus with ASIC.

Signed on the date of this Prospectus on behalf of Alligator Energy Limited by



.....
Paul Dickson
Director

5. Definitions and glossary

Terms and abbreviations used in this Prospectus have the following meaning:

Acceptance	An acceptance of Entitlements
Applicant	A person who submits an Entitlement and Acceptance Form
Application Form or Entitlement and Acceptance Form or Form	An entitlement and acceptance form in the form accompanying this Prospectus
ASIC	Australian Securities and Investments Commission
ASX	ASX Limited and the Australian Securities Exchange
ASX Listing Rules	The official listing rules of the ASX
ASX Settlement	ASX Settlement Pty Ltd
ASX Settlement Operating Rules	The operating rules of ASX Settlement
Business Day	A day, other than a Saturday, Sunday or public holiday, on which banks are open for general banking business in Sydney
Capital Raising	Means the Placement and the SPP
Closing Date	The date by which valid acceptances must be received by the Share Registry being 27 November 2023 or such other date determined by the Board and the lead manager.
Company or AGE	Alligator Energy Limited ACN 140 575 604
Constitution	The Constitution of the Company
Corporate Governance Principles and Recommendation	Corporate Governance Principles and Recommendation 4th Edition initially released by the ASX Corporate Governance Council in February 2019.
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Directors or Board	The Board of directors of AGE from time to time
Eligible Shareholder	A shareholder of the Company that holds Shares in the Company on the record date for the SPP
Entitlement	The entitlement to accept Options under this Prospectus
Joint Lead Managers	Taylor Collison Limited and Bell Potter Securities Limited
New Options	Means the Options offered to SPP Participants
New Shares	the Shares offered under the SPP
Offer	means the Placement Options Offer and the SPP Options Offer.
Official List	The official list of entities that ASX has admitted and not removed
Official Quotation	Quotation on the Official List
Opening Date	24 October 2023
Options	means the New Options and the Placement Options.

Placement	Means the placement of 491 million Shares at \$0.052 per Share issued to sophisticated, professional and otherwise exempt investors on 20 September 2023.
Placement Entitlement	The entitlement of Placement Participants to accept Placement Options under this Prospectus.
Placement Options	means the Options to be offered to Placement Participants.
Placement Options Offer	means the offer to Placement Participants to subscribe for New Options on the basis of one New Option for every two Shares subscribed for under the Placement
Placement Participants	<p>mean professional, sophisticated or otherwise exempt investors who applied for shares under the Placement , and in particular;</p> <ul style="list-style-type: none"> • In Hong Kong, a “professional investor” (as defined in the Securities and Futures Ordinance of Hong Kong, Chapter 571 of the Laws of Hong Kong); and • In the United States, either (i) an “institutional accredited investor” within the meaning of Rule 501(a)(1), (2), (3), (7), (8), (9) and (12) under the US Securities Act; or (ii) a dealer or other professional fiduciary organized or incorporated in the United States that is acting for a discretionary or similar account (other than an estate or trust) held for the benefit or account of persons that are not US persons and for which it exercises investment discretion, within the meaning of Rule 902(k)(2)(i) of Regulation S under the US Securities Act.
Prospectus	this Prospectus dated 24 October 2023 as modified or varied by any supplementary prospectus made by the Company and lodged with the ASIC from time to time and any electronic copy of this prospectus and supplementary prospectus.
Register	Company Register of AGE.
Securities	has the same meaning as in section 92 of the Corporations Act.
Share Registry or Automic	Automic Group
Shares	the ordinary shares on issue in AGE from time to time.
Shareholders	the holders of Shares from time to time.
Shortfall	means any New Shares not taken up by Eligible Shareholders under the SPP.
SPP	means the Company share purchase plan as approved by the Board and announced to the market on 26 September 2023.
SPP Options Offer	means the offer to Eligible Shareholders who subscribed for New Shares under the SPP of one free New Option for every two New Shares subscribed for.
SPP Participant	Shareholders in Australia and New Zealand that participated in the SPP and that are not acting for the account or benefit of a person outside Australia and New Zealand
US Securities Act	the US Securities Act of 1933, as amended.

Schedule 1 - ASX Announcements

Date	Title of Announcement
23/10/2023	Change of Director's Interest Notice
23/10/2023	Application for quotation of securities – AGE
20/10/2023	Successful Share Purchase Plan raises \$3.26m
20/10/2023	2023 AGM Notice of Meeting and Proxy Form
20/10/2023	Letter to Shareholders – 2023 AGM
05/10/2023	Annual Report to shareholders

Corporate Directory

Directors	Solicitors to the Offer
<p>Paul Dickson (Non-Executive Chair)</p> <p>Fiona Nicholls (Non-Executive Director)</p> <p>Peter McIntyre (Non-Executive Director)</p> <p>Gregory Hall (CEO & Director)</p> <p>Callum McIntyre (alternate Director for Peter McIntyre)</p>	<p>HopgoodGanim Lawyers</p> <p>Level 8 Waterfront Place</p> <p>1 Eagle Street</p> <p>Brisbane QLD 4000</p> <p>Tel: + 61 7 3024 0000</p> <p>www.hopgoodganim.com.au</p>
Administration and Registered Office	Joint Lead Managers
<p>Suite 2</p> <p>128 Bowen St</p> <p>Spring Hill</p> <p>Qld 4000</p> <p>Tel: 07 3839 3904</p> <p>https://alligatorenergy.com.au/</p>	<p>Taylor Collison Limited</p> <p>Level 16, 211 Victoria Square</p> <p>Adelaide, South Australia 5000</p> <p>Tel: 08 8217 3900</p> <p>Bell Potter Securities Limited</p> <p>Level 20, Brookfield Place Tower 1</p> <p>125 St Georges Terrace,</p> <p>Perth, Western Australia, 6000</p>
Share Registry	Auditors
<p>Automic Group</p> <p>Level 5, 126 Phillip St, Sydney NSW 2000</p> <p>Tel: (02) 9698 5414 (within Australia)</p>	<p>PKF Brisbane Audit</p> <p>Level 6, 10 Eagle Street</p> <p>Brisbane, QLD 4000</p> <p>Tel: (07) 3839 9733</p> <p>www.pkf.com.au</p>