

Tivan Limited

ACN 000 817 023

Target Market Determination

Made by: Tivan Limited ACN 000 817 023 (**Issuer**)

Product: Quoted options to acquire fully paid ordinary shares (**Shares**) in the Issuer (**Options**) to be issued under a prospectus dated 8 December 2023

Effective Date: 8 December 2023

1 Background

This target market determination (**TMD**) has been produced by the Issuer in relation to the following offers made by the Issuer under its transaction specific prospectus prepared in accordance with section 713 of the *Corporations Act 2001* (Cth) (**Act**) dated 8 December 2023 (**Prospectus**):

- (a) a pro-rata bonus issue of one (1) free bonus Option (**Bonus Option**) for every twenty-five (25) Shares held by a registered holder of Shares (**Shareholder**) at 5:00pm (Darwin time) on 8 December 2023 (**Record Date**), exercisable at an exercise price of \$0.30 per Option on or before 30 June 2026 (**Bonus Options Offer**); and
- (b) an offer of one (1) free-attaching Option (**Placement Option**) for every two (2) Shares the subject of confirmed commitments by participants in the Issuer's institutional placement to raise up to \$2 million (before costs) announced on 8 December 2023 (**Placement**), exercisable at an exercise price of \$0.30 per Option on or before 30 June 2026 (**Placement Options Offer**),

(together, the **Offers**).

The table below sets out the classes of investors that fall within the respective target markets for the offers of the Bonus Options and the Placement Options (together, the **New Options**) based on the products key attributes and the objectives, financial situation and needs that they have been designed to meet.

This TMD is not a disclosure document for the purposes of the Act and does not provide a full summary of the product features or terms of the New Options. This TMD is not to be used except for the purpose of a regulated person complying with their obligations under Part 7.8A of the Act. This TMD is not a disclosure document for the purposes of the Act, and therefore has not been lodged, and does not require lodgement, with the Australian Securities and Investments Commission (**ASIC**). To the extent permitted by law, no liability is accepted for any loss or damage as a result of any reliance on this information. There is no cooling off period in respect of the issue of the New Options.

This TMD is not intended to provide financial advice or take into account any particular objectives, financial situations or needs. The Issuer is not licensed to provide financial product advice in relation to the New Options. It is important for each investor to consider these matters and carefully read and consider the Prospectus in full and consult their professional adviser if they have any questions regarding the contents of the Prospectus. A copy of the Prospectus is available on the Issuer's website: tivan.com.au.

Unless otherwise defined in this TMD, capitalised terms have the meaning given to them in the Prospectus.

1 Product information and key features The key features of the New Options are as follows:	
Eligibility	<p>1 To be eligible to participate in the Placement Options Offer, the relevant participant must be a participant with confirmed commitments in the Placement announced on 8 December 2023 (Placement Participant).</p> <p>2 To be eligible to participate in the Bonus Options Offer, the relevant participant must:</p> <p>(a) have held Shares at the Record Date, being 5:00pm (Darwin time) on 14 December 2023; and</p> <p>(b) have had a registered address shown on the Issuer's register of Shareholders in Australia, New Zealand, Cayman Islands, the European Union (Germany and Luxembourg), Hong Kong, Monaco or Singapore,</p> <p>(Eligible Shareholder).</p>
Terms of the New Options	<p>Each New Option will confer on the holder the right to subscribe for one Share at an exercise price of \$0.30, exercisable on or before 5.00pm (Darwin time) on 30 June 2026 (Expiry Date). A New Option not exercised before the Expiry Date will automatically lapse at that time. The New Options will be exercisable at any time prior to the Expiry Date. Shares issued on exercise of the New Options will rank equally in all respects with the then issued ordinary shares in the Issuer.</p> <p>The New Options will be quoted on the ASX. A key feature to the New Options is expected to be that the exercise price of each New Option is at a premium to the market price of Shares as at the date of the Prospectus. There is a risk that the New Options may become worthless in value if the Share price remains less than the exercise price of the New Options.</p> <p>Refer to Section 4.7 of the Prospectus for the terms and conditions of the New Options.</p>
2 Target Market The objectives, financial situation and needs of investors which are suitable for investment in the New Options and an explanation of why those particular financial circumstances are suitable.	
Investment objective	<p>The New Options are targeted at those investors who seek profit from an increase in the market price of Shares and those investors who are familiar with speculative nature of an investment in a mining company. As the New Options may be exercised at any time prior to the Expiry Date, the Issuer expects that an investment in the New Options will be suitable to investors who wish to have the right, but not the obligation, in the medium to long term (up to the Expiry Date) to acquire Shares, and thereby become exposed to the risks and benefits of holding equity interests in the Issuer.</p>
Investment timeframe	<p>The target market of investors will take a medium to long term outlook in relation to their investment in the Issuer and are in a financial position that is sufficient for</p>

	<p>them to invest their funds no later than the Expiry Date should they wish to exercise their New Options.</p>
Investor suitability metrics	<p>While the Issuer does not have an established eligibility framework for investors based on metrics such as employment status, income levels, age or an expected return or volatility, it is expected that the target market of investors will be those investors that wish to obtain optionality for exposure to the Issuer's ongoing operations.</p> <p>The New Options are not suitable for investors:</p> <ol style="list-style-type: none"> 1 ineligible to apply for or receive the New Options; 2 looking for immediate returns; 3 who are not seeking to have the potential to increase their investment in the Issuer; and 4 who do not understand and appreciate the risks of investing in options as an asset class generally and the more specific risks of investing in the Issuer. <p>The Issuer has assessed the New Options and formed the view that the issue of New Options, having the key attributes set out above, is likely to be consistent with the objectives, financial situation and needs of investors in the target market as described above.</p>
Risk	<p>The Issuer considers that an investment in the New Options will have a different risk profile to a direct upfront investment in Shares, including due to the fact that there is no obligation to exercise the New Options and that the existence of a fixed exercise price provides increased leverage to movements in the price of Shares.</p> <p>The Issuer considers that an investment in the New Options (including an investment in Shares following the exercise of the New Options) is speculative, such that an investment in the Issuer may not be appropriate for an investor who would not be able to bear the loss of some or all of their investment.</p> <p>Investors should also have a sufficient level of financial literacy to understand and appreciate the risks of investing in options as an asset class generally (as opposed to ordinary shares) and the more specific risks of investing in the Issuer.</p> <p>The following risks apply specifically in relation to the Offers:</p> <ol style="list-style-type: none"> (a) Funding from Placement delayed or not received: some or all of the Placement Participants who have committed to subscribe for Shares under the Placement may not honour their contractual obligations and not settle the allotment of their Shares in the Placement when required, which could have an adverse effect on the Issuer's financial position. Further, in those circumstances, the Issuer reserves its right to not allocate any Placement Options to those Placement Participants until such allotments are settled; (b) ASX quotation: ASX requires the Issuer to meeting certain conditions for quotation of the New Options as a new class on ASX. There is a risk that the Issuer may not be able to meet those requirements and as a result would also not be able to proceed with the Placement;

	<p>(c) Exercise price: there is no guarantee that the New Options will trade on the ASX or that there will be a liquid market for the New Options. If the New Options are exercised, there is no guarantee that Shares issued on exercise of the New Options will trade above the exercise price paid for those Shares; and</p> <p>(d) Dilution: if you are issued New Options and do not exercise them, or if you are not eligible to receive New Options under the Offers, and other holders of New Options exercise their New Options, your shareholding in the Issuer will be diluted.</p>
Distribution conditions	<p>The Placement Options are only being offered to Placement Participants, and the Bonus Options are only being offered to Eligible Shareholders. The Prospectus includes jurisdictional conditions on eligibility for the Offers.</p> <p>As the Bonus Options Offer is a bonus issue of options, only existing Shareholders of the Issuer on the Record Date will be eligible to participate in the Bonus Options Offer. Eligible Shareholders do not need to do anything further to receive the Bonus Options they are eligible for under the Bonus Options Offer.</p> <p>Only Placement Participants (being persons who participated in the Placement and whose commitment has been confirmed by the Issuer) may participate in the Placement Options Offer. Placement Participants will be invited by the Lead Manager to the Placement (Canaccord Genuity (Australia) Limited) to apply for New Options under the Placement Options Offer and will be provided with a copy of the Prospectus and a Placement Options Application Form for completion and return to the Lead Manager.</p> <p>The Issuer considers that these distribution conditions will ensure that persons who invest in New Options fall within the target market in circumstances where personal advice is not being provided to those persons by the Issuer.</p>
Review triggers	<p>The New Options are being offered for a limited offer period set out in the Prospectus, after the conclusion of which the New Options will no longer be available for investment by way of issue.</p> <p>The TMD will only apply for the period between the date of the Prospectus and the commencement of the Offer under the Prospectus to the issue of the New Options (Review Period), after which the TMD will be withdrawn.</p> <p>To allow the Issuer to determine whether circumstances exist that indicate this TMD is no longer appropriate to the Offers and should be reviewed, the following review triggers will apply for the Review Period:</p> <ol style="list-style-type: none"> 1 there is a material change to the New Options' key attributes that make it no longer consistent with the likely objectives, financial situation and needs of clients in the target market; 2 the Issuer lodges with ASIC a supplementary or replacement prospectus in relation to the Prospectus; 3 the occurrence of a significant dealing in New Options that is not consistent with this TMD;

	<p>4 the Issuer identifies a substantial divergence in how the New Options are being distributed and purchased from this TMD;</p> <p>5 an unexpectedly high number of complaints are received from customers that indicate the New Options are not suitable for the target market or the product is not being distributed to the target market; and</p> <p>6 material changes to the regulatory environment that applies to an investment in the New Options.</p> <p>The Issuer may also amend this TMD at any time.</p>
Review	<p>If a review trigger occurs during the Review Period, the Issuer will undertake a review of the TMD in light of the review trigger as soon as reasonably practicable and, in any case, within 5 business days of the review trigger occurring.</p> <p>Periodic reviews of the TMD will not occur during the Review Period. If the offer period for the Offers (if applicable) is extended by more than one month, the TMD will be reviewed on a monthly basis.</p>
Reporting requirement	<p>As the Issuer is not appointing external distributors of the New Options in respect of retail clients, the Issuer will consider any of the following matters:</p> <p>1 complaints received by the Issuer in relation to the New Options;</p> <p>2 significant dealings in the New Options which are inconsistent with this TMD;</p> <p>3 any dealings outside the target market (to the extent that the Issuer is aware of such dealings); and</p> <p>4 the conduct of the Issuer under this TMD.</p> <p>Where relevant, the Issuer will consider any of the above matters and determine appropriate steps that will be taken including, where appropriate, reporting of matters to ASIC.</p>

Contact details in respect of this TMD for the Issuer are:

Tony Bevan
Company Secretary
+61 8 9327 0900
corporate@tivan.com.au

This TMD has been authorised for release by the board of directors of Tivan Limited.